

## OFFICIAL STATEMENT DATED FEBRUARY 12, 2025

IN THE OPINION OF BOND COUNSEL, THE BONDS ARE VALID OBLIGATIONS OF CHAMBERS COUNTY IMPROVEMENT DISTRICT NO. 2, AND INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR PURPOSES OF FEDERAL INCOME TAXATION UNDER STATUTES, REGULATIONS, PUBLISHED RULINGS AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION. SUBJECT TO THE MATTERS DESCRIBED UNDER “LEGAL MATTERS” HEREIN, INCLUDING THE ALTERNATIVE MINIMUM TAX ON CERTAIN CORPORATIONS. SEE “LEGAL MATTERS” HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

THE BONDS HAVE NOT BE DESIGNATED “QUALIFIED TAX-EXEMPT OBLIGATIONS” FOR FINANCIAL INSTITUTIONS. SEE “LEGAL MATTERS—NOT QUALIFIED TAX-EXEMPT OBLIGATIONS”

### BOOK-ENTRY-ONLY

Rating: Moody’s “A3”  
See “MUNICIPAL BOND RATING” herein.

**\$5,145,000**

### CHAMBERS COUNTY IMPROVEMENT DISTRICT NO. 2

*(A political subdivision of the State of Texas located within Chambers County)*

### UNLIMITED TAX ROAD BONDS SERIES 2025

**Dated Date: March 1, 2025**

**Due: December 1, as shown below**

**Interest Accrual Date: Date of Delivery**

Principal of the Bonds will be payable at maturity or earlier redemption at the principal payment office of the Paying Agent/Registrar, initially Regions Bank, Houston, Texas (the “Paying Agent/Registrar”). Interest on the Bonds will accrue from the initial date of delivery (expected to be on or about March 18, 2025) (the “Date of Delivery”), will be payable on December 1 and June 1 of each year, commencing June 1, 2025 until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The Bonds will be issued in fully registered form only in denominations of \$5,000 each or integral multiples thereof. The Bonds will be subject to redemption prior to their maturity, as shown below.

The Bonds will be registered and delivered only 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 (as defined herein under “BOOK-ENTRY-ONLY SYSTEM”) of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the DTC participants. 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, as herein defined, directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the Beneficial Owners. See “BOOK-ENTRY-ONLY SYSTEM.”

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

Due Dec. 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (c)	Due Dec. 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (c)
2027	\$ 170,000	4.000 %	3.25 %	157793 PB0	2038	\$ 170,000 (b)	4.000 %	4.10 %	157793 PN4
2028	170,000	4.000	3.30	157793 PC8	2039	170,000 (b)	4.000	4.20	157793 PP9
2029	170,000	4.000	3.35	157793 PD6	2040	170,000 (b)	4.000	4.25	157793 PQ7
2030	170,000	4.000	3.40	157793 PE4	2041	170,000 (b)	4.125	4.30	157793 PR5
2031	170,000	4.000	3.45	157793 PF1	2042	170,000 (b)	4.125	4.35	157793 PS3
2032	170,000 (b)	4.000	3.50	157793 PG9	2043	170,000 (b)	4.250	4.40	157793 PT1
2033	170,000 (b)	4.000	3.60	157793 PH7	2044	170,000 (b)	4.250	4.45	157793 PU8
2034	170,000 (b)	4.000	3.70	157793 PJ3	2045	170,000 (b)	4.250	4.50	157793 PV6
2035	170,000 (b)	4.000	3.80	157793 PK0	2046	170,000 (b)	4.250	4.52	157793 PW4
2036	170,000 (b)	4.000	3.90	157793 PL8	2047	190,000 (b)	4.375	4.54	157793 PX2
2037	170,000 (b)	4.000	4.00	157793 PM6	2048	500,000 (b)	4.375	4.56	157793 PY0

\$1,055,000 Term Bonds due December 1, 2050 (b), 157793 QA1 (c), 4.50% Interest Rate, 4.58% Yield (a)

- (a) Initial reoffering yield represents the initial offering yield to the public, which has been established by the Initial Purchaser for offers to the public and which may be subsequently changed by the Initial Purchaser and is the sole responsibility of the Initial Purchaser. The initial reoffering yields indicated above represent the lower of the yields resulting when priced to maturity or to the first call date.
- (b) The Bonds maturing on or after December 1, 2032 are subject to redemption prior to maturity at the option of the District, in whole or, from time to time in part, on December 1, 2031, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. The Term Bonds (as defined herein) are also subject to mandatory sinking fund redemption as more fully described herein. See “THE BONDS—Redemption Provisions.”
- (c) CUSIP Numbers have been assigned to the Bonds by CUSIP Global Services and will be included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Initial Purchaser shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.

The Bonds, when issued, will constitute valid and legally binding obligations of Chambers County Improvement District No. 2 (the “District”) and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Chambers County, the City of Baytown or any entity other than the District. Investment in the Bonds is subject to special risk factors described herein. See “INVESTMENT CONSIDERATIONS.”

The Bonds are offered when, as and if issued by the District, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Schwartz, Page & Harding, L.L.P., Houston, Texas, Bond Counsel. Delivery of the Bonds in book-entry form through DTC is expected on or about March 18, 2025.

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### USE OF INFORMATION IN OFFICIAL STATEMENT

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

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

All of the summaries of the statutes, 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 Schwartz, Page & Harding, L.L.P., 1300 Post Oak Boulevard, Suite 2400, Houston, Texas, 77056 upon payment of the costs of duplication.

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

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

## OFFICIAL STATEMENT SUMMARY

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

### THE FINANCING

- The Issuer .....Chambers County Improvement District No. 2 (the “District”), a political subdivision of the State of Texas, is located in Chambers County, Texas. See “THE DISTRICT.”
- The Issue .....The \$5,145,000 Unlimited Tax Road Bonds, Series 2025 (the “Bonds”) are being issued as fully registered bonds pursuant to an order authorizing the issuance of the Bonds (the “Bond Order”) adopted by the District’s Board of Directors (the “Board”). The Bonds mature serially on December 1 in each year from 2027 through 2048, both inclusive, and as term bonds maturing on December 1, 2050 (the “Term Bonds”) in the respective amounts and bearing interest at the rates for each maturity shown on the cover page hereof. Interest on the Bonds will accrue from the initial date of delivery (expected to be on or about March 18, 2025) (the “Date of Delivery”) and will be payable June 1 and December 1 of each year commencing June 1, 2025. The Bonds maturing on or after December 1, 2032 are subject to optional redemption, in whole or, from time to time, in part, on December 1, 2031, or on any date thereafter, at a price equal to the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption. The Term Bonds are also subject to mandatory sinking fund redemption as more fully described herein. If less than all the Bonds are redeemed, the particular maturity or maturities and the amounts thereof to be redeemed shall be selected by the District in integral multiples of \$5,000 in any one maturity. If less than all the Bonds within a maturity are redeemed, the Bonds to be redeemed shall be selected by DTC in accordance with its procedures. See “BOOK-ENTRY-ONLY SYSTEM.” The Bonds will be issued in fully registered form only, in denominations of \$5,000 or any integral multiple thereof. See “THE BONDS.”
- Book-Entry-Only.....The Bonds will be registered in the name of, and delivered only to, Cede & Co., the nominee of DTC, pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners. Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC, 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 “BOOK-ENTRY- ONLY SYSTEM.”
- Authority for Issuance.....At elections held within the District on November 8, 2011 and May 7, 2022, voters authorized a total of \$147,600,000 principal amount of unlimited tax road bonds for the purpose of financing and constructing road facilities. The Bonds are the sixth installment of bonds issued pursuant to such authorization. After sale of the Bonds, the District will have \$109,655,000 principal amount of unlimited tax road bonds authorized but unissued for purpose of financing and constructing road facilities. The Bonds are issued pursuant to the terms and provisions of the Bond Order, Article III, Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, and Chapter 3872 of the Texas Special District Local Laws Code, as amended. See “THE BONDS— Authority for Issuance” and “—Issuance of Additional Debt.”
- Source of Payment .....The Bonds are payable from a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Chambers County, the City of Baytown or any entity other than the District. See “THE BONDS—Source and Security for Payment.”
- Use of Proceeds.....Proceeds from the Bonds will be used to reimburse the Developer (hereinafter defined) for engineering and construction costs of road facilities serving the District and land acquisition. In addition, Bond proceeds will also be used to pay certain costs associated with the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

Payment Record .....	The District has issued eight series of unlimited tax water, sanitary sewer and drainage bonds and five series of unlimited tax road bonds, of which \$71,525,000 remains outstanding as of the date hereof (the “Outstanding Bonds”). The District has never defaulted in the timely payment of principal of or interest on its previously issued bonds.
Future Debt.....	The Board has authorized the preparation of a bond application for water, sewer and drainage facilities in the approximate amount of \$6,500,000, with an expected issuance in the 3rd or 4th quarter of 2025. See “INVESTMENT CONSIDERATIONS—Future Debt.”
NOT Qualified Tax-Exempt Obligations .....	The District has <b>not</b> designated the Bonds as “qualified tax-exempt obligations” pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended. See “LEGAL MATTERS—Not Qualified Tax-Exempt Obligations.”
Legal Opinion .....	Schwartz, Page & Harding, L.L.P., Bond Counsel, Houston, Texas.
Engineer .....	Ward, Getz & Associates, PLLC, Houston, Texas.
Disclosure Counsel.....	McCall, Parkhurst & Horton L.L.P, Houston, Texas.
Financial Advisor .....	Masterson Advisors LLC, Houston, Texas.
Paying Agent/Registrar .....	Regions Bank, Houston, Texas.
Municipal Bond Rating .....	Moody’s Investors Service (“Moody’s”) has assigned a credit rating of “A3” on the Bonds. An explanation of the rating may be obtained from Moody’s, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007. The fee associated with the Rating assigned to the District by Moody’s will be paid by the District. See “MUNICIPAL BOND RATING.”
Investment Considerations .....	The purchase and ownership of the Bonds are subject to special risk factors, and all prospective purchasers are urged to examine carefully the entire Official Statement with respect to the investment security of the Bonds, including particularly the section captioned “INVESTMENT CONSIDERATIONS.”

**THE DISTRICT**

Description .....	The District is a political subdivision of the State of Texas, created by Act of the 81st Legislature of the State of Texas, June 19, 2009, Regular Session pursuant to Senate Bill 2511, codified as Chapter 3872 of the Texas Special District Local Laws Code, as amended. The District was created as a special district under Article III, Sections 52 and 52-a, and Article XVI, Section 59 of the Texas Constitution. The District operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, Chapter 375 of the Texas Local Government Code, as amended, and Chapter 3872 of the Texas Special District Local Laws Code, as amended. The District consists of approximately 1,380 acres of land. See “THE DISTRICT.”
Location.....	The District is located in Chambers County, approximately 8 miles east of the central downtown business district of the City of Baytown and 20 miles east of the central business district of the City of Houston. The District is bordered by FM Highway 565 on the north, a Coastal Water Authority Canal on the east and southeast and FM 1405 on the west. Access to the District is provided by Interstate Highway 10 east to SH 99 (Grand Parkway) south. The District is located entirely within the extraterritorial jurisdiction of the City of Baytown and within the boundaries of the Goose Creek Consolidated Independent School District. See “THE DISTRICT.”
Status of Development .....	Development in the District consists of AmeriPort Industrial Park, an approximately 956-acre master planned business park with Union Pacific and BNSF Railway dual rail service and AmeriPort Business Park, an approximately 424-acre master planned business park.

The AmeriPort Industrial Park is located in close proximity to the Port of Houston and Barbours Cut terminals. Approximately 414 acres in AmeriPort Industrial Park are developed with utilities with above-ground improvements. Existing development in AmeriPort Industrial Park consists of the following fifteen (15) buildings: (1) AmeriPort Building 1, a 214,000 square foot facility located on approximately 11.26 acres of land, is leased to PSC Group LLC; (2) AmeriPort Building 2, a 168,480 square foot facility located on approximately 17.03 acres of land, is leased to Palmer Distribution Services, Inc. (72%) and Synthetic Oils and Lubricants of Texas, Inc. (28%); (3) AmeriPort Building 3, a 252,720 square foot building located on approximately 16.02 acres of land, is leased to PSC Group LLC and Greif Packaging LLC; (4) AmeriPort Building 4, a 333,200 square foot building located on approximately 18.46 acres of land, is leased to Palmer Distribution Services, Inc.; (5) AmeriPort Building 5, a 327,600 square foot building located on approximately 16.76 acres of land, is leased to Quantix SCS, LLC; (6) AmeriPort Building 6, a 458,820 square foot building located on approximately 24.92 acres of land, is leased to Geodis Logistics, LLC (65%) and Exxon Mobil Corporation (35%); (7) AmeriPort Building 7, a 203,840 square foot building located on approximately 17.11 acres of land, is leased to Palmer Distribution Services, Inc.; (8) AmeriPort Building 8, a 35,000 square foot building on approximately 5.20 acres, is leased to Boral Resources, LLC; (9) AmeriPort Building 9, a 337,040 square foot building on approximately 19.18 acres of land, is leased to Quantix SCS, LLC; (10) AmeriPort Building 10, a 306,497 square foot building on approximately 21.43 acres, which is leased to Access World (USA) LLC (33%) and PSC Group LLC (67%); (11) AmeriPort Building 11, a 225,500 square foot building on approximately 14.27 acres of land, is leased to Quantix SCS, LLC; (12) AmeriPort Building 12, a 218,556 square foot building on approximately 11.18 acres, is leased to Palmer Distribution Services, Inc.; (13) AmeriPort Building 14, a 132,750 square foot building on approximately 8.85 acres of land, which is currently not leased; (14) AmeriPort Building 17, a 1,099,510 square foot building on approximately 48.04 acres of land leased to Quantix SCS, LLC; and (15) Ameriport Building 19, a 616,700 square foot building on approximately 32.664 acres of land leased to Palmer Distribution Services, Inc. Each of the AmeriPort buildings is owned by a separate entity, each of which is an affiliate of AmeriPort, LLC.

In addition, AmeriPort Industrial Park includes the following improvements which are not owned by the affiliates of AmeriPort, LLC: (1) the Custom Commodities building, a 8,600 square foot building on approximately 6.07 acres of land; (2) the Hunting Energy Services building, a 99,000 square foot facility on approximately 39.96 acres of land; (3) the Taylor Wharton building, a 101,320 square foot building on approximately 13.99 acres of land; (4) the HMT, LLC building, a 120,456 square foot building located on approximately 15.83 acres of land; and (5) the FlexSteel building, a 428,298 square foot building located on approximately 55.92 acres of land (FlexSteel owns the building and contents of the building and Rubiales Consulting, Inc. owns the land on which the building is located). Approximately 163 acres of land has been developed into a rail yard owned by Rail Logix AmeriPort, LLC.

AmeriPort Business Park currently has approximately 68 acres developed with utilities and facilities to serve AmeriPort Business Park Building 1, a 296,988 square foot building which has been constructed on approximately 16.38 acres of such land. In addition, an approximately 1,000,999 square foot building on approximately 51.32 acres has been constructed in the AmeriPort Business Park for 3200 Baytown, LLC (a furniture distributor), who owns such building.

There are approximately 162 acres of land within the District developed with utilities available, but with no above-ground improvements; approximately 398 acres located within the District that have no utilities available, but are developable; and approximately 175 acres of land that are undevelopable, which includes detention ponds, pipelines, roads and a lift station site.

Developer ..... The developer of AmeriPort Industrial Park and AmeriPort Business Park is AmeriPort, LLC (the “Developer”), a Texas limited liability company. The Developer is a land holding company which is financing the construction of the water, sanitary sewer, drainage and road facilities to serve the District. Each of the AmeriPort buildings described above is owned by a separate entity, a majority of which are an affiliate of the Developer. National Property Holdings, L.P., a Texas limited partnership and an affiliate of AmeriPort, LLC, manages the development for the Developer. The Developer owns an additional approximately 560 acres of land in the District. See “THE DEVELOPER.”

## SELECTED FINANCIAL INFORMATION

2024 Certified Taxable Assessed Valuation.....	\$972,879,012	(a)
Estimate of Taxable Assessed Valuation as of October 1, 2024 .....	\$1,001,762,958	(b)
Gross Direct Debt Outstanding .....	\$76,670,000	(c)
Estimated Overlapping Debt .....	42,405,765	
Total Gross Direct Debt and Estimated Overlapping Debt .....	\$119,075,765	
Ratios of Gross Direct Debt to:		
2024 Certified Taxable Assessed Valuation .....	7.88%	
Estimate of Taxable Assessed Valuation as of October 1, 2024 .....	7.65%	
Ratios of Gross Direct and Estimated Overlapping Debt to:		
2024 Certified Taxable Assessed Valuation .....	12.24%	
Estimate of Taxable Assessed Valuation as of October 1, 2024 .....	11.89%	
Capital Projects Funds Available as of January 8, 2025 .....	\$410,429	
Operating Funds Available as of January 8, 2025 .....	\$2,558,144	
Bond Funds Available as of January 8, 2025:		
Water, Sewer and Drainage Bond Funds .....	\$1,731,395	(d)
Road Bond Funds .....	\$1,400,523	(d)
2024 Debt Service Tax Rate.....	\$0.49	
2024 Maintenance Tax Rate.....	0.20	
Total .....	\$0.69	
Average Annual Debt Service Requirement (2025-2050).....	\$4,601,725	(e)
Maximum Annual Debt Service Requirement (2032).....	\$5,107,349	(e)
Tax Rate Required to Pay Average Annual Debt Service (2025-2050) at a 95% Collection Rate		
Based upon 2024 Certified Taxable Assessed Valuation .....	\$0.50	
Estimate of Taxable Assessed Valuation as of October 1, 2024 .....	\$0.49	
Tax Rate Required to Pay Maximum Annual Debt Service (2032) at a 95% Collection Rate		
Based upon 2024 Certified Taxable Assessed Valuation .....	\$0.56	
Estimate of Taxable Assessed Valuation as of October 1, 2024 .....	\$0.54	
Status of Development as of January 8, 2025:		
Commercial Connections .....	28	
Fire Connections .....	17	
Irrigation Connections.....	19	

- (a) As certified by the Chambers County Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only. Such amounts reflect an estimate of the taxable assessed value within the District on October 1, 2024. No tax will be levied on such amount until it is certified. See "TAX PROCEDURES."
- (c) After giving effect to issuance of the Bonds. See "FINANCIAL STATEMENT—Outstanding Bonds."
- (d) Although all the District's debt, including the Outstanding Bonds and the Bonds, has been issued on a parity basis and is payable from an unlimited tax pledge, portions of the District's ad valorem tax revenue will be allocated on a pro rata basis between debt service on bonds issued for the purpose of financing water, sanitary sewer, and drainage facilities or to refund such bonds, ("WSD Bonds") and bonds issued for the purpose of financing road facilities or to refund such bonds ("Road Bonds"), including the Bonds, and deposited into separate sub-accounts within the District's Bond Fund. See "THE BONDS—Funds." Neither Texas law nor the Bond Order requires the District to maintain any minimum balance in the Bond Fund.
- (e) See "DEBT SERVICE REQUIREMENTS."

## OFFICIAL STATEMENT

**\$5,145,000**

### **CHAMBERS COUNTY IMPROVEMENT DISTRICT NO. 2** (A political subdivision of the State of Texas located within Chambers County) **UNLIMITED TAX ROAD BONDS, SERIES 2025**

This Official Statement provides certain information in connection with the issuance by Chambers County Improvement District No. 2 (the “District”) of its \$5,145,000 Unlimited Tax Road Bonds, Series 2025 (the “Bonds”).

The Bonds are issued pursuant to Article III Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, Chapter 3872 of the Texas Special Local Laws Code, as amended, elections held within the District, the general laws of the State of Texas and an order authorizing the issuance of the Bonds (the “Bond Order”) adopted by the Board of Directors of the District (the “Board”).

This Official Statement includes descriptions, among others, of the Bonds and the Bond Order, and certain other information about the District and AmeriPort LLC (the “Developer”), the developer of land in the District. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of documents may be obtained from the District c/o Schwartz, Page & Harding, L.L.P., 1300 Post Oak Boulevard, Suite 2400, Houston, Texas 77056, upon payment of the cost of duplication.

## 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 Order, a copy of which is available from Bond Counsel upon payment of the costs of duplication thereof. The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

### **Description**

The Bonds will be dated March 1, 2025, with interest payable on June 1, 2025, and on each December 1 and June 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. Interest on the Bonds initially accrues from the initial date of delivery (expected to be on or about March 18, 2025) (the “Date of Delivery”), and thereafter, from the most recent Interest Payment Date. The Bonds mature on December 1 of the years and in the amounts shown under “MATURITIES PRINCIPAL AMOUNTS, INTEREST RATES AND INITIAL REOFFERING YIELDS” on the cover page hereof. The Bonds are issued in fully registered form only in denominations of \$5,000 or any integral multiple of \$5,000 for any one maturity. The Bonds will be registered and delivered only to The Depository Trust Company, New York, New York (“DTC”), in its nominee name of Cede & Co., pursuant to the book-entry system described herein (“Registered Owners”). No physical delivery of the Bonds will be made to the purchasers thereof. See “BOOK-ENTRY-ONLY SYSTEM.” Interest calculations are based upon a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months.

### **Authority for Issuance**

At elections held within the District on November 8, 2011 and May 7, 2022, voters authorized a total of \$147,600,000 principal amount of unlimited tax road bonds for the purpose of financing and constructing road facilities. The Bonds are the sixth installment of bonds issued pursuant to such authorization. After sale of the Bonds, the District will have \$109,655,000 principal amount of unlimited tax road bonds authorized but unissued for purpose of financing and constructing road facilities. The Bonds are issued pursuant to the terms and provisions of the Bond Order, Article III, Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, Chapter 3872 of the Texas Special District Local Laws Code, as amended and the general laws of the State of Texas. See “—Issuance of Additional Debt” herein.

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

The Bonds, together with the Outstanding Bonds and any additional bonds payable from ad valorem taxes, are secured by and payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property located within the District. See “TAX PROCEDURES”. Investment in the Bonds involves certain elements of risk, and all prospective purchasers are urged to examine carefully this Official Statement with respect to the investment security of the Bonds. See “INVESTMENT CONSIDERATIONS.” The Bonds are obligations solely of the District and are not obligations of the City of Baytown, Chambers County, the State of Texas, or any political subdivision or entity other than the District.

**Funds**

The Bond Order confirms the prior creation of the District's Bond Fund, and confirms the sub-accounts which are used to separate funds received to pay debt service on bonds issued to finance road facilities ("Road Bonds"), including the Bonds, from funds received to pay debt service on bonds issued to finance water, wastewater and storm drainage ("WSD Bonds"). The Bond Order also confirms the District's Construction Fund, and confirms the sub-accounts which are used to separate proceeds from Road Bonds and WSD Bonds. Proceeds of the Bonds will be deposited in the sub-account of the Construction Fund created in respect of Road Bonds. The proceeds from all taxes levied, appraised and collected for and on account of the Bonds authorized by the Bond Order shall be deposited, as collected, into the sub-account of the Bond Fund created in respect of Road Bonds. The Bond Fund, which constitutes a trust fund for the benefit of the owners of the Outstanding Bonds, the Bonds and any additional tax bonds issued by the District, is to be kept separate from all other funds of the District, and funds in the subaccounts created in respect of Road Bonds are to be used for payment of debt service on the Bonds and any of the District's duly authorized Road Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or part from taxes. Amounts on deposit in the sub-accounts of the Bond Fund created in respect of Road Bonds 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 Bonds and any of the Districts duly authorized Road Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or in part from taxes, and to pay any tax anticipation notes issued in respect of debt service due to or become due on Road Bonds, together with interest thereon, as such tax anticipation notes become due. Funds otherwise on deposit in the Bond Fund, including funds in a sub-account created in respect of WSD Bonds, will not be allocated to the payment of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS" for a more complete description of the use of Bond Proceeds.

**Record Date**

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

**Redemption Provisions**

*Mandatory Redemption:* The Bonds maturing on December 1, 2050 (the "Term Bonds") shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption, on December 1 in each of the years and in the principal amounts set forth in the following schedule (with each such scheduled principal 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" below):

<b>\$1,055,000 Term Bonds</b>	
<b>Due December 1, 2050</b>	
<b>Mandatory</b>	<b>Principal</b>
<b>Redemption Date</b>	<b>Amount</b>
2049	\$ 500,000
2050 (maturity)	555,000

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 "BOOK-ENTRY-ONLY SYSTEM."

*Optional Redemption:* The District reserves the right, at its option, to redeem the Bonds (including any Term Bonds) maturing on or after December 1, 2032 prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000, on December 1, 2031, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If fewer than all of the Bonds are to be redeemed, the particular maturity or maturities and the amounts thereof to be redeemed shall be determined by the District. If fewer than all of the Serial Bonds of the same maturity are to be redeemed, the particular Bonds shall be selected by DTC in accordance with its procedures so long as the Bonds are registered in accordance with the Book-Entry-Only System. See "BOOK-ENTRY-ONLY SYSTEM." If less than all of the entire outstanding principal amount of a Term Bond is to be redeemed, the District will notify the Paying Agent/Registrar of the reductions in the remaining mandatory redemption amounts to result from the optional redemption. Notice of each exercise of the reserved right of optional redemption shall be given by the Paying Agent/Registrar at least thirty (30) calendar days prior to the redemption date, in the manner specified in the Bond Order.

*Effects of Redemption:* By the date fixed for redemption, due provision shall be made with the Paying Agent/Registrar for payment of the principal of the Bonds (including any Term Bonds) or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.



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

The Board has appointed Regions Bank, Houston, Texas, as the initial Paying Agent/Registrar for the Bonds. The principal of and interest on the Bonds shall be paid to DTC, which will make distribution of the amounts so paid. See "BOOK-ENTRY-ONLY SYSTEM."

### **Registration**

Section 149(a) of the Internal Revenue Code of 1986, as amended, requires that all tax exempt obligations (with certain exceptions that do not include the Bonds) be in registered form in order for the interest payable on such obligations to be excludable from a Beneficial Owner's income for federal income tax purposes. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. pursuant to the Book-Entry-Only System described herein. One fully-registered Bond will be issued for each maturity of the Bonds and will be deposited with DTC. See "BOOK-ENTRY-ONLY SYSTEM." So long as any Bonds remain outstanding, the District will maintain at least one paying agent/registrar in the State of Texas for the purpose of maintaining the Register on behalf of the District. All references herein to the Registered Owners of the bonds shall mean Cede & Co. and not the Beneficial Owners of the Bonds, so long as the Bonds are registered in the name of Cede & Co. See "BOOK-ENTRY-ONLY-SYSTEM."

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

Provision is made in the Bond Order for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new Paying Agent/Registrar shall be required to accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a duly qualified and competent trust or banking corporation or organization organized and doing business under the laws of the United States of America or of any State thereof, with a combined capital and surplus of at least \$25,000,000, which is subject to supervision of or examination by federal or state banking authorities, and which is a transfer agent duly registered with the United States Securities and Exchange Commission.

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

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

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

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

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

No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations or investment criteria which 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.

## **Issuance of Additional Debt**

The District's voters have authorized the issuance of a total of \$147,600,000 principal amount of unlimited tax road bonds for financing and constructing road facilities and could authorize additional amounts. Following the issuance of the Bonds, the District will have \$109,655,000 principal amount of unlimited tax road bonds authorized but unissued. The District's voters have authorized the issuance of a total of \$377,400,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer and drainage facilities, of which \$333,265,000 principal amount of unlimited tax bonds remains authorized but unissued, for said improvements and facilities and could authorize additional amounts. The Board has authorized the preparation of a bond application for water, sewer and drainage facilities in the approximate amount of \$6,500,000, with an expected issuance in the 3<sup>rd</sup> or 4<sup>th</sup> quarter of 2025. The District's voters have also authorized issuance of a total of \$6,850,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities, all of which is unissued, and could authorize additional amounts. See "Financing Recreational Facilities" and "Financing Road Facilities" below. The District's voters have also authorized a total of \$84,750,000 principal amount of unlimited tax refunding bonds for the purpose of refunding outstanding bonds of the District and could authorize additional amounts. The District currently has \$84,750,000 principal amount of unlimited tax refunding bonds authorized but unissued.

The Bond Order imposes no limitation on the amount of additional parity bonds which may be authorized for issuance by the District's voters or the amount ultimately issued by the District. Issuance of additional bonds could dilute the investment security for the Bonds.

The District also is authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue fire-fighting bonds payable from taxes, the following actions would be required: (a) authorization of a detailed master plan and bonds for such purpose by the qualified voters in the District; (b) approval of the master plan and issuance of bonds by the Commission; and (c) approval of bonds by the Attorney General of Texas. Issuance of bonds for fire-fighting activities could dilute the investment security for the Bonds.

On May 7, 2016, the voters of the District approved a fire plan and agreement with the City of Baytown, Texas (the "City") for the provision of emergency protection services. The District's obligations under the fire plan and agreement are not payable from or secured by District taxes and no bonds will be issued by the District pursuant to such fire plan or agreement.

## **Financing Road Facilities**

The District was created by Act of the 81<sup>st</sup> Legislature of the State of Texas, June 19, 2009, Regular Session pursuant to Senate Bill 2511, codified as Chapter 3872 of the Texas Special District Local Laws Code, as a special district under Article III, Sections 52 and 52-a, and Article XVI, Section 59 of the Texas Constitution, which included the granting of road powers. The voters of the District authorized a total of \$147,600,000 principal amount of unlimited tax bonds for financing and constructing road facilities. The District has issued \$32,800,000 principal amount of unlimited tax road bonds from said authorization. See "—Issuance of Additional Debt" herein and "INVESTMENT CONSIDERATIONS – Future Debt." Issuance of additional bonds for road facilities may dilute the investment security for the Bonds.

## **Financing Recreational Facilities**

Conservation and reclamation districts in certain counties are authorized to develop and finance with property taxes certain recreational facilities after a district election has been successfully held to approve the issuance of bonds payable from taxes and/or a maintenance tax to support recreational facilities.

The District is authorized to issue bonds payable from an ad valorem tax to pay for the development and maintenance of recreational facilities if (i) the District duly adopts a plan for the facilities; (ii) the bonds are authorized at an election; (iii) the bonds payable from any source do not exceed 1% of the value of the taxable property in the District at the time of issuance of the bonds, or, in the event the District meets certain conditions, 3% of the value of the taxable property in the District at the time of issuance of the bonds, but in no event in an amount greater than the estimated cost of the plan.; (iv) the District obtains any necessary governmental consents allowing the issuance of such bonds; (v) the issuance of the bonds is approved by the Commission in accordance with its rules with respect to same; and (vi) the bonds are approved by the Attorney General of Texas. The District may issue bonds for such purposes payable solely from net operating revenues without an election. In addition, the District is authorized to levy an operation and maintenance tax to support recreational facilities at a rate not to exceed 10 cents per \$100 of assessed valuation of taxable property in the District, after such tax is approved at an election. Said maintenance tax is in addition to any other maintenance tax authorized to be levied by the District.

At election held within the District on November 8, 2011, voters of the District authorized a total of \$6,850,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities. The District has not issued bonds from said authorization.

Issuance of bonds for recreational facilities could dilute the investment security for the Bonds.

## **Annexation**

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

## **Consolidation**

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

## **Remedies in Event of Default**

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

## **Defeasance**

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

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of 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 a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, Registered Owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law.

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

*This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, 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 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 and the Financial Advisor believe the source of such information to be reliable, but neither of the District, the Financial Advisor nor the Initial Purchaser take any 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.*

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

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

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

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial

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

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

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

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

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 DISTRICT

### General

The District is a political subdivision of the State of Texas, created by Act of the 81st Legislature of the State of Texas, June 19, 2009, Regular Session pursuant to Senate Bill 2511, codified as Chapter 3872 of the Texas Special District Local Laws Code, as amended. The District was created as a special district under Article III, Sections 52 and 52-a, and Article XVI, Section 59 of the Texas Constitution. The District operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, Chapter 375 of the Texas Local Government Code, as amended, and Chapter 3872 of the Texas Special District Local Laws Code, as amended. The District, which lies wholly within the extraterritorial jurisdiction of the City, is subject to the continuing supervisory jurisdiction of the Commission.

The District is empowered, among other things, to finance, purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation and treatment of wastewater; and the control and diversion of storm water. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District may also provide solid waste disposal and collection services. The District is also empowered to establish, operate and maintain fire-fighting facilities, separately or jointly with one or more conservation and reclamation districts, municipalities or other political subdivisions, after approval by the City of Baytown, the Commission and the voters of the District. Additionally, the District may, subject to certain limitations, develop and finance recreational facilities and may also, subject to certain limitations, develop and finance roads. See "THE BONDS—Issuance of Additional Debt" and "Financing Recreational Facilities" and "Financing Road Facilities".

The District is required to observe certain requirements of the City which limit the purposes for which the District may sell bonds to finance the acquisition, construction, and improvement of waterworks, wastewater, drainage, recreational, road and fire-fighting facilities and the refunding of outstanding debt obligations; limit the net effective interest rate on such bonds and other terms of such bonds; require approval by the City of District construction plans; and permit connections only to lots and reserves described in a plat that has been approved by the City and filed in the real property records of Chambers County. The District is also required to obtain certain Commission approvals prior to acquiring, constructing and financing road and fire-fighting facilities, as well as voter approval of the issuance of bonds for said purposes and/or for the purposes of financing recreational facilities. Construction and operation of the District's drainage system is subject to the regulatory jurisdiction of additional State of Texas and local agencies. See "THE SYSTEM."

## **Description and Location**

The District consists of approximately 1,380 acres of land. The District is located in Chambers County, approximately 8 miles east of the central downtown business district of the City and 20 miles east of the central downtown business district of the City of Houston. The District is bordered by FM Highway 565 on the north, a Coastal Water Authority Canal on the east and southeast and FM 1405 on the west. Access to the District is provided by Interstate Highway 10 east to SH 99 (Grand Parkway) south. The District is located entirely within the extraterritorial jurisdiction of the City and within the boundaries of the Goose Creek Consolidated Independent School District.

## **Agreement for Emergency Protection Services**

On October 24, 2014, the District entered into the Agreement for Emergency Protection Services with the City. The City has agreed to provide fire protection services to the District in return for quarterly payments for the costs of providing such services. The quarterly payment is determined by the then assessed value within the District and is payable on the first day of January, April, July and October of the contract year. Additionally, the District will pay for any materials used to repair or replace any equipment damaged or destroyed in connection with providing service within the District. District voters approved a fire plan and the Agreement for Emergency Protection Services with the City at an election on May 7, 2016. The District will not fund any of the costs of providing fire protection services with bond funds.

## **Foreign Trade Zone Tax Equivalency and Contribution Agreement**

On March 11, 2020, the District entered into a Foreign Trade Zone Tax Equivalency Agreement with Access World (USA) LLC (the "Tax Equivalency Agreement"). Pursuant to the Tax Equivalency Agreement, the District agreed to execute a Non-Opposition Letter in support of Access World (USA) LLC's application for the creation of a new Usage Driven Foreign-Trade Zone site ("FTZ Site") at its inventory storage facility located within Foreign Trade Zone No. 171 and the District. Access World (USA) LLC's inventory storage facility was designated as a FTZ Site on November 23, 2022 and, certain personal property and inventory located within the facility is therefore exempt from ad valorem taxes levied by the District. Accordingly, Access World (USA) LLC requires all of its customers owning or storing inventory within the facility to execute an agreement that requires the customer to make an annual payment to the District in an amount equivalent to the taxes that would have been paid to the District had the personal property and inventory not received the foreign trade zone exemption.

## **Development**

Development in the District consists of AmeriPort Industrial Park, an approximately 956-acre master planned business park with Union Pacific and BNSF Railway dual rail service and AmeriPort Business Park, an approximately 424-acre master planned business park.

The AmeriPort Industrial Park is located in close proximity to the Port of Houston and Barbours Cut terminals. Approximately 414 acres in AmeriPort Industrial Park are developed with utilities with above-ground improvements. Existing development in AmeriPort Industrial Park consists of the following fifteen (15) buildings: (1) AmeriPort Building 1, a 214,000 square foot facility located on approximately 11.26 acres of land, is leased to PSC Group LLC; (2) AmeriPort Building 2, a 168,480 square foot facility located on approximately 17.03 acres of land, is leased to Palmer Distribution Services, Inc. (72%) and Synthetic Oils and Lubricants of Texas, Inc. (28%); (3) AmeriPort Building 3, a 252,720 square foot building located on approximately 16.02 acres of land, is leased to PSC Group LLC and Greif Packaging LLC; (4) AmeriPort Building 4, a 333,200 square foot building located on approximately 18.46 acres of land, is leased to Palmer Distribution Services, Inc.; (5) AmeriPort Building 5, a 327,600 square foot building located on approximately 16.76 acres of land, is leased to Quantix SCS, LLC; (6) AmeriPort Building 6, a 458,820 square foot building located on approximately 24.92 acres of land, is leased to Geodis Logistics, LLC (65%) and Exxon Mobil Corporation (35%); (7) AmeriPort Building 7, a 203,840 square foot building located on approximately 17.11 acres of land, is leased to Palmer Distribution Services, Inc.; (8) AmeriPort Building 8, a 35,000 square foot building on approximately 5.20 acres, is leased to Boral Resources, LLC; (9) AmeriPort Building 9, a 337,040 square foot building on approximately 19.18 acres of land, is leased to Quantix SCS, LLC; (10) AmeriPort Building 10, a 306,497 square foot building on approximately 21.43 acres, which is leased to Access World (USA) LLC (33%) and PSC Group LLC (67%); (11) AmeriPort Building 11, a 225,500 square foot building on approximately 14.27 acres of land, is leased to Quantix SCS, LLC; (12) AmeriPort Building 12, a 218,556 square foot building on approximately 11.18 acres, is leased to Palmer Distribution Services, Inc.; (13) AmeriPort Building 14, a 132,750 square foot building on approximately 8.85 acres of land, which is currently not leased; (14) AmeriPort Building 17, a 1,099,510 square foot building on approximately 48.04 acres of land leased to Quantix SCS, LLC; and (15) Ameriport Building 19, a 616,700 square foot building on approximately 32.664 acres of land leased to Palmer Distribution Services, Inc. Each of the AmeriPort buildings is owned by a separate entity, each of which is an affiliate of AmeriPort, LLC.

In addition, AmeriPort Industrial Park includes the following improvements which are not owned by the affiliates of AmeriPort, LLC: (1) the Custom Commodities building, a 8,600 square foot building on approximately 6.07 acres of land; (2) the Hunting Energy Services building, a 99,000 square foot facility on approximately 39.96 acres of land; (3) the Taylor Wharton building, a 101,320 square foot building on approximately 13.99 acres of land; (4) the HMT, LLC building, a 120,456 square foot building located on approximately 15.83 acres of land; and (5) the FlexSteel building, a 428,298 square foot building located on approximately 55.92 acres of land (FlexSteel owns the building and contents of the building and Rubiales Consulting, Inc. owns the land on which the building is located). Approximately 163 acres of land has been developed into a rail yard owned by Rail Logix AmeriPort, LLC.

AmeriPort Business Park currently has approximately 68 acres developed with utilities and facilities to serve AmeriPort Business Park Building 1, a 296,988 square foot building which has been constructed on approximately 16.38 acres of such land. In addition, an approximately 1,000,999 square foot building on approximately 51.32 acres has been constructed in the AmeriPort Business Park for 3200 Baytown, LLC (a furniture distributor), who owns such building.

There are approximately 162 acres of land within the District developed with utilities available, but with no above-ground improvements; approximately 398 acres located within the District that have no utilities available, but are developable; and approximately 175 acres of land that are undevelopable, which includes detention ponds, pipelines, roads and a lift station site.

## **THE DEVELOPER**

In general, the activities of a landowner or developer in an improvement district such as the District include designing the project; defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of streets and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. While a developer is generally required by the Commission to advance funds to pave streets (in areas where District facilities are being financed with bonds) and finance the construction of the water, wastewater and storm drainage facilities, such advances to be reimbursed (except for paving costs) from the sale of district bonds to the extent allowed by the Commission, a developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

The principal developer of land in the District is AmeriPort, LLC, a Texas limited liability company (the "Developer"). Michael J. Plank is the Managing Member/President of AmeriPort, LLC. The Developer is a land holding company which is financing the construction of the water, sanitary sewer, drainage and road improvements to serve AmeriPort Industrial Park and AmeriPort Business Park. National Property Holdings LP, a Texas limited partnership and affiliate of the Developer manages the development for the Developer. Michael J. Plank is also the President and CEO of National Property Holdings LP.

The Developer owns an additional approximately 560 acres of land in the District.

The following single purpose Delaware limited liability companies have been formed to construct and own each of the AmeriPort Buildings: AmeriPort Building 1, LLC, AmeriPort Building 2, LLC, AmeriPort Building 3, LLC, AmeriPort Building 4, LP, AmeriPort Building 5, LLC, AmeriPort Building 6, LLC, AmeriPort Building 7, LLC, AmeriPort Building 8, LLC, AmeriPort Building 9, LLC, AmeriPort Building 10, LLC, AmeriPort Building 11, LLC, AmeriPort Building 12, LLC, AmeriPort Building 14, LLC, AmeriPort Building 17, LLC, AmeriPort Building 19, LLC, and APBP Building 1, LLC, each of which is a Delaware limited liability company, except AmeriPort Building 4, LP. Each limited liability company has the same Managing Member/President as the Developer. Michael J. Plank is the Managing Member/President. Ameriport Building 4, LP is a Delaware limited partnership, managed by Ameriport Building 4 GP, LLC, a Delaware limited liability company, its General Partner of which Michael J. Plank is the Managing Member/President.

The Developer has no legal commitment to the District or the Registered Owners or Beneficial Owners of the Bonds to continue development of land within the District, and the Developer may sell or otherwise dispose of its property within the District, or any other assets, at any time. Neither the Developer nor any affiliate of the Developer, if any, is obligated to pay principal of or interest on the Bonds. Furthermore, the Developer has no 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 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.

## MANAGEMENT

### **Board of Directors**

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to staggered four-year terms in May of even numbered years only. None of the members of the Board resides in the District; however, all of the members own land within the District, subject to a note and deed of trust in favor of the Developer. The current members and officers of the Board along with their titles and terms, are listed as follows:

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>
Patsy T. Waldrop	President	May 2026
Stephen H. Olson	Vice President	May 2026
David King	Secretary	May 2028
Susan Ruske	Assistant Secretary	May 2026

The District has no full-time employees but instead contracts with the entities described below for professional services:

### **Tax Assessor/Collector**

Land and improvements in the District are being appraised for taxation by the Chambers County Appraisal District. The District contracts with Utility Tax Service, LLC to act as Tax Assessor/Collector for the District.

### **System Operator**

The District has engaged Municipal District Services, LLC to operate and maintain the District's system.

### **Bookkeeper**

The District contracts with Municipal Accounts & Consulting, L.P. (the "Bookkeeper") for bookkeeping services for the District.

### **Engineer**

Ward, Getz & Associates, PLLC (the "Engineer") provides consulting engineering services to the District.

### **Auditor**

The District's financial statements for the year ended June 30, 2024, were audited by McGrath & Co., PLLC. See "APPENDIX A" for a copy of the District's June 30, 2024, audited financial statements. McGrath & Co., PLLC. has been engaged by the District to audit the District's financial statements for the year ended June 30, 2024.

### **Bond Counsel and General Counsel**

Schwartz, Page & Harding, L.L.P. ("Bond Counsel") serves as bond counsel to the District. The fee to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds is contingent upon the sale and delivery of the Bonds. In addition, Schwartz, Page & Harding, L.L.P. serves as general counsel to the District on matters other than the issuance of bonds.

### **Disclosure Counsel**

McCall, Parkhurst & Horton L.L.P, Houston, Texas ("Disclosure Counsel") has been engaged by the District to serve as disclosure counsel. Fees for services rendered by Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

### **Financial Advisor**

Masterson Advisors LLC (the "Financial Advisor") serves as financial advisor to the District. The fee to be paid the Financial Advisor is contingent upon the sale and delivery of the Bonds.



## **THE ROADS**

A portion of the Outstanding Bonds have been issued and a portion of the proceeds of the Bonds will be issued to finance the road system (the “Roads”) which serves the property owners of the District by providing collector roads and portions of major thoroughfares within the District and the surrounding area. Ameriport Parkway functions as a major thoroughfare by conveying travelers to FM 565 and to Texas 99 (Grand Parkway). Transport Drive, Delta Parkway and Johnnie G. Jennings Drive serve as collector roads by conveying travelers to Ameriport Parkway. Upon completion, the Roads are owned, operated and maintained by the District. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

## **THE SYSTEM**

### **Regulation**

According to the Engineer, the District's water distribution, wastewater collection, and storm drainage facilities (collectively, the “System”) have been designed in accordance with accepted engineering practices and the then current requirements of various agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities. The construction and operation of the System was to be accomplished in accordance with the standards and specifications and requirements of such entities and is subject to inspection by each such entity. The Commission exercises continuing supervisory authority over the District. Discharge of treated sewage is subject to the regulatory authority of the Commission and the U.S. Environmental Protection Agency. Construction of drainage facilities is subject to the regulatory authority of Chambers County and, in some instances, the Commission. Chambers County, the City of Baytown, and the Texas Department of Health also exercise regulatory jurisdiction over the System. The regulations and requirements of entities exercising regulatory jurisdiction over the System are subject to further development and revision which, in turn, could require additional expenditures by the District in order to achieve compliance. In particular, additional or revised requirements in connection with any permit for the wastewater treatment plant which provides service to the District beyond the criteria existing at the time of construction of the plant could result in the need to construct additional facilities in the future. The following descriptions are based upon information supplied by the District's Engineer.

### **Water Distribution and Sanitary Sewer Collection and Drainage System**

The District's System includes water, sanitary sewer and drainage facilities to serve the land described under the section “THE DISTRICT—Development”.

### **Water Supply**

The Baytown Area Water Authority (“BAWA”) was created in 1973 to serve the Baytown area with a stable and reliable source of treated surface water and to reduce the area's reliance on groundwater. BAWA provides the City with its entire domestic and commercial supply of water. The water treated by BAWA originates from the Trinity River and is conveyed to BAWA via the Coastal Water Authority (“CWA”) canal system. BAWA's Trinity River water conveyance system is operated under a contract with the City of Houston.

Pursuant to a Water Supply and Waste Disposal Agreement between the City and the District (the “Agreement”) dated July 24, 2015 (with a term of 25 years), as amended, the City agreed to provide to the District water supply in average daily flow of 200,000 gallons per day “gpd” and no more than 245,900 gpd average daily flow at full build-out.

The District is currently serving 453 esfcs with water supply. The District bills the customers that it is serving pursuant to its Rate Order.

### **Wastewater Treatment Facilities**

Wastewater treatment for the District is provided by the City's FM565 Wastewater Facility. Pursuant to the Agreement, the District may discharge waste into the City's wastewater system in an amount not to exceed 184,500 gallons per minute, which is sufficient to serve 1,440 esfcs. The District is currently serving 453 esfcs wastewater connections.

### **Storm Water Drainage Facilities**

The District is in the Cedar Bayou watershed. The majority of the District area drains into drainage channels that run through the District. Water from developed areas is collected by roadside ditches which drain into the drainage channels that run through the District and eventually to detention facilities which drain to channels located outside of the District and ultimately drain to Trinity Bay.

### **100-Year Flood Plain**

“Flood Insurance Rate Map” or “FIRM” means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The “100-year flood plain” (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. Generally speaking, improvements must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance. An engineering or regulatory determination that an area is above the 100-year flood plain is not an assurance that improvements built in such area will not be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years. According to the Engineer approximately 310 acres of land within the District are located within the 100-year floodplain. Developments within the District have been filled to above the 100-year floodplain. Applications for Letters of Map Revision to remove these sites from the official floodplain have been or will be submitted to FEMA. Additionally, the District’s storm water drainage system has been designed and constructed in accordance with current applicable regulatory standards for a development of this size and location. See “INVESTMENT CONSIDERATIONS—Extreme Weather Events.”

### **Future Debt**

With the consent of the District, the Developer has financed the design and construction of water, sanitary sewer and drainage facilities, road facilities as well as other related detention and District facilities to serve the development within the District. According to the District Engineer, after reimbursement with the proceeds of the Bonds, the costs of such facilities that will not have been previously reimbursed will be approximately \$25,618,000. It is anticipated that additional bonds will be issued in the future to pay such entities for the foregoing and to serve the undeveloped acreage within the District as well as for additionally required wastewater treatment plant capacity and/or water plant capacity, if any. The Board has authorized the preparation of a bond application for water, sewer and drainage facilities in the approximate amount of \$6,500,000, with an expected issuance in the 3rd or 4th quarter of 2025. The District can make no representation that any additional development will occur within the District. The Engineer has stated that the District’s authorized but unissued bonds should be adequate, under present land use projections, to finance such improvements. See “THE BONDS—Issuance of Additional Debt.”

## USE AND DISTRIBUTION OF BOND PROCEEDS

Proceeds from the Bonds will be used to reimburse the Developer for expenditures associated with certain road facilities serving the District. In addition, Bond proceeds will also be used to pay certain costs associated with the issuance of the Bonds.

The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and agreed-upon procedures are completed by an independent accountant. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used.

### CONSTRUCTION COSTS

•	Construction, Engineering, and Testing.....	\$ 1,926,597
•	Land Costs.....	2,423,271
<b>Total Construction Costs.....</b>		<b>\$ 4,349,868</b>

### NON-CONSTRUCTION COSTS

•	Underwriter’s Discount (a).....	\$ 135,534
•	Developer Interest.....	330,777
<b>Total Non-Construction Costs.....</b>		<b>\$ 466,311</b>

### ISSUANCE COSTS AND FEES

•	Issuance Costs and Professional Fees.....	\$ 284,715
•	Bond Engineering Report Costs.....	20,145
•	State Regulatory Fees.....	5,145
•	Contingency (a).....	18,816
<b>Total Issuance Costs and Fees.....</b>		<b>\$ 328,821</b>
<b>TOTAL BOND ISSUE.....</b>		<b>\$ 5,145,000</b>

(a) Contingency represents surplus funds resulting from the sale of the Bonds at a lower underwriter’s discount than estimated and can be used for any lawful purpose for which surplus certain road bond construction funds may be used.

## WATER AND SEWER OPERATIONS

### General

The Bonds and the Outstanding Bonds are payable from the levy of an ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenues, if any, derived from the District's operations are not pledged to the payment of the Bonds, but are available for any lawful purpose including payment of debt service on the Bonds, at the discretion and upon action of the Board. It is not anticipated that any revenues will be available for the payment of debt service on the Bonds or the Outstanding Bonds.

### Waterworks and Sewer System Operating Statement

The following statement sets forth in condensed form the historical results of operation of the District's General Fund. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Such summary is based upon information obtained from the District's audited financial statements for the fiscal years ended June 30, 2021 through June 30, 2024 and an unaudited summary of the six month period ending December 31, 2024, prepared by the Bookkeeper. Reference is made to such records and statements for further and more complete information.

	7/1/2024 to 12/31/2024 (a)	Fiscal Year Ended June 30			
		2024	2023	2022	2021
<b>Revenues</b>					
Property Taxes	\$ 33,469	\$ 1,554,628	\$ 1,304,236	\$ 1,124,701	\$ 1,302,328
Water Revenue	158,240	355,886	219,068	174,719	164,434
Tap Connection and Inspection Fees	720	217,728	172,810	11,342	33,348
Sewer - Customer Service Fee	99,541	222,688	166,143	137,595	123,613
Penalty and Interest	3,976	3,442	4,012	2,306	2,111
Investment Revenues	91,438	206,971	115,538	10,046	15,277
Miscellaneous	51,661	79	1,824	-	2,702
<b>Total Revenues</b>	<b>\$ 439,045</b>	<b>\$ 2,561,422</b>	<b>\$ 1,983,631</b>	<b>\$ 1,460,709</b>	<b>\$ 1,643,813</b>
<b>Expenditures</b>					
Professional Fees	\$ 109,254	\$ 165,445	\$ 171,527	\$ 171,798	\$ 322,929
Purchased Services	135,730	502,591	568,983	263,702	310,428
Maintenance and Repairs	226,881	424,254	298,386	275,032	145,182
Utilities	9,820	12,577	9,430	12,803	15,457
Contracted Services	119,151	602,958	364,241	251,300	244,604
Administrative	17,497	41,984	24,080	51,763	22,820
Other Expenditures	1,371,325 (b)	12,609	17,749	13,187	8,273
Capital Outlay	122,523	59,161	-	-	-
Economic Development	15,000	15,000	15,000	15,000	15,000
<b>Total Expenditures</b>	<b>\$ 2,127,180</b>	<b>\$ 1,836,579</b>	<b>\$ 1,469,396</b>	<b>\$ 1,054,585</b>	<b>\$ 1,084,693</b>
<b>Net Revenues</b>	<b>\$ (1,688,135)</b>	<b>\$ 724,843</b>	<b>\$ 514,235</b>	<b>\$ 406,124</b>	<b>\$ 559,120</b>
<b>Fund Balance (Beginning of Year)</b>	<b>\$ 4,244,559</b>	<b>\$ 3,738,089</b>	<b>\$ 3,223,854</b>	<b>\$ 2,817,730</b>	<b>\$ 2,258,610</b>
<b>Other Sources of Funds</b>					
Transfers In (Out)	\$ -	\$ (218,373)	\$ -	\$ -	\$ -
<b>Fund Balance (End of Year)</b>	<b>\$ 2,556,425</b>	<b>\$ 4,244,559</b>	<b>\$ 3,738,089</b>	<b>\$ 3,223,854</b>	<b>\$ 2,817,730</b>

(a) Unaudited. Prepared by the District's Bookkeeper.

(b) Includes approximately \$1,287,410 of developer reimbursement to Ameriport.

## FINANCIAL STATEMENT

2024 Certified Taxable Assessed Valuation .....	\$972,879,012	(a)
Estimated Taxable Assessed Valuation as of October 1, 2024.....	\$1,001,762,958	(b)
Gross Direct Debt Outstanding .....	\$76,670,000	(c)
Estimated Overlapping Debt .....	<u>42,405,765</u>	
Total Gross Direct Debt and Estimated Overlapping Debt .....	\$119,075,765	

Ratios of Gross Direct Debt to:

2024 Certified Taxable Assessed Valuation .....	7.88%
Estimated Taxable Assessed Valuation as of October 1, 2024.....	7.65%

Ratios of Gross Direct and Estimated Overlapping Debt to:

2024 Certified Taxable Assessed Valuation .....	12.24%
Estimated Taxable Assessed Valuation as of October 1, 2024.....	11.89%

- (a) As certified by the Chambers County Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."  
 (b) Provided by the Appraisal District for informational purposes only. Such amounts reflect an estimate of the taxable assessed value within the District on October 1, 2024. No tax will be levied on such amount until it is certified. See "TAX PROCEDURES."  
 (c) After giving effect to issuance of the Bonds. See "FINANCIAL STATEMENT — Outstanding Bonds."

### **Cash and Investment Balances (unaudited as of January 8, 2025)**

Capital Projects	Cash and Temporary Investments	\$410,429	
Operating Fund	Cash and Temporary Investments	\$2,558,144	
Water, Sewer and Drainage Bond Fund	Cash and Temporary Investments	\$1,731,395	(a)
Road Bond Funds	Cash and Temporary Investments	\$1,400,523	(a)

- (a) Although all the District's debt, including the Outstanding Bonds and the Bonds, has been issued on a parity basis and is payable from an unlimited tax pledge, portions of the District's ad valorem tax revenue will be allocated on a pro rata basis between debt service on bonds issued for the purpose of financing water, sanitary sewer, and drainage facilities or to refund such bonds ("WSD Bonds") and bonds issued for the purpose of financing road facilities or to refund such bonds ("Road Bonds"), including the Bonds, and deposited into separate sub-accounts within the District's Bond Fund. See "THE BONDS-Funds." Neither Texas law nor the Bond Order requires the District to maintain any minimum balance in the Bond Fund.

### **District Investment Policy**

The policy of the District is to invest District funds only in instruments which further the following investment objectives of the District stated in order of importance: (1) preservation and safety of principal; (2) liquidity; and (3) yield. The District does not currently own, nor does it anticipate the inclusion of, long term securities or derivative products in the District portfolio.

**Outstanding Bonds (as of January 1, 2025)**

Series	Original Principal Amount	Outstanding Bonds
2016	\$ 6,485,000	\$ 5,255,000
2017 (a)	7,800,000	6,000,000
2018	5,100,000	4,575,000
2019	4,500,000	4,195,000
2020	6,050,000	5,415,000
2020A (a)	9,000,000	8,385,000
2021	4,000,000	3,700,000
2021A (a)	3,300,000	3,300,000
2022	3,000,000	3,000,000
2022A (a)	6,000,000	6,000,000
2023	5,000,000	5,000,000
2023A (a)	6,700,000	6,700,000
2024	10,000,000	10,000,000
Total	\$ 76,935,000	\$ 71,525,000

(a) Unlimited Tax Road Bonds.

**ESTIMATED OVERLAPPING DEBT STATEMENT**

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from information contained in “Texas Municipal Reports” published by the Municipal Advisory Council of Texas or other publicly 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. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for operation, maintenance, and/or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes.

Taxing Jurisdiction	Outstanding Bonds	As Of	Overlapping	
			Percent	Amount
Chambers County.....	\$ 176,070,000	12/31/2024	5.48%	\$ 9,652,157
Goose Creek CISD.....	607,660,572	12/31/2024	5.14%	31,203,370
Cedar Bayou Navigation District.....	26,800,000	12/31/2024	0.93%	249,508
Lee College.....	26,025,000	12/31/2024	5.00%	1,300,730
Total Estimated Overlapping Debt.....				\$ 42,405,765
The District.....	76,670,000 (a)		100%	76,670,000
Total Direct and Estimated Overlapping Debt.....				\$ 119,075,765

(a) Includes the Bonds and the Outstanding Bonds.

**Overlapping Taxes for 2024**

	2024 Tax Rate per \$100 of Taxable <u>Assessed Valuation</u>
Chambers County.....	\$ 0.440350
Goose Creek CISD.....	1.072500
Lee College.....	0.195100
Cedar Bayou Navigation District (a).....	<u>0.020000</u>
 Total Overlapping Tax Rate.....	 \$ 1.72795
 The District (b).....	 <u>0.69000</u>
 Total Tax Rate.....	 \$ 2.41795

- (a) This is an assessment, not a property tax.  
 (b) The District levied a total tax rate of \$0.69 per \$100 of taxable assessed valuation for the 2024 tax year, of which \$0.49 per \$100 assessed valuation is allocated to debt service and \$0.20 per \$100 assessed valuation is allocated to maintenance and operations.

**TAX DATA**

**Tax Collections**

The following statement of tax collections set forth in condensed form the historical tax collection experience of the District. This summary has been prepared for inclusion herein, based upon information from District records. Reference is made to such records for further and more complete information.

Tax Year	Certified Taxable Assessed Valuation	Tax Rate	Total Tax Levy	Total Collections as of December 31, 2024 (a)	
				Amount	Percent
2019	\$ 460,695,200	\$ 0.68	\$ 3,129,602	\$ 3,129,602	100.00%
2020	544,820,529	0.68	3,704,780	3,704,780	100.00%
2021	515,211,370	0.69	3,554,958	3,553,785	99.97%
2022	663,108,505	0.69	4,575,449	4,568,399	99.85%
2023	783,413,606	0.69	5,405,554	5,383,846	99.60%
2024	972,879,012	0.69	6,712,865	(b)	(b)

- (a) Unaudited.  
 (b) In process of collection. Taxes for 2024 are due January 31, 2025.

Taxes are due upon receipt of bill therefor and become delinquent after January 31 of the following year or 30 days after the date billed, whichever is later, or, if billed after January 10, they are delinquent on the first day of the month next following the 21st day after such taxes are billed. No split payments are allowed and no discounts are allowed.

**Tax Rate Distribution**

	2024	2023	2022	2021	2020
Debt Service	\$ 0.4900	\$ 0.4900	\$ 0.4900	\$ 0.4900	\$ 0.4300
Maintenance and Operations	<u>0.2000</u>	<u>0.2000</u>	<u>0.2000</u>	<u>0.2000</u>	<u>0.2500</u>
Total	\$ 0.6900	\$ 0.6900	\$ 0.6900	\$ 0.6900	\$ 0.6800

## Tax Rate Limitations

Debt Service: Unlimited (no legal limit as to rate or amount).

Maintenance: \$1.50 per \$100 Assessed Valuation

## Debt Service Tax

The Board will covenant in the Bond Order to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax which, when added to other funds legally available to the District for payment of outstanding debt obligations, is adequate to provide funds to pay the principal of and interest on such debt. See “THE BONDS—Authority for Issuance.”

## Maintenance and Operations 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 a vote of the District's electors. On November 8, 2011, voters in the District authorized the Board to levy such a maintenance tax in an amount not to exceed \$1.50 per \$100 assessed valuation. Such tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and any additional unlimited tax bonds which may be issued in the future. The District levied a maintenance tax for 2024 in the amount of \$0.20 per \$100 assessed valuation.

## Principal Taxpayers

The following list of principal taxpayers was provided by the District's Tax Assessor/Collector based upon the certified 2024 tax roll of \$972,879,012, which reflects ownership at January 1, 2024. An accurate principal taxpayer list related to the Estimated Taxable Assessed Valuation as of October 1, 2024 which is subject to review and downward adjustment prior to certification, is not available as of the date hereof. See “INVESTMENT CONSIDERATIONS.”

<u>Taxpayer</u>	<u>Type of Property</u>	<u>2024 Certified Taxable Assessed Valuation</u>	<u>% of 2024 Certified Taxable Assessed Valuation</u>
3200 Baytown LLC	Land and Improvements	\$ 81,355,280	8.36%
Exxonmobil Corporation (a)	Personal Property	73,963,738	7.60%
AmeriPort Building 17 LLC (b)	Land and Improvements	69,835,863	7.18%
Flexsteel Pipeline Technologies Inc (c)	Personal Property	49,517,764	5.09%
The Dow Chemical Company (d)	Personal Property	35,565,743	3.66%
AmeriPort Building 6 LLC (b)	Land and Improvements	32,557,692	3.35%
Blue Cube Operations LLC	Personal Property	27,112,914	2.79%
AmeriPort Building 9 LLC (b)	Land and Improvements	24,280,316	2.50%
APBP Building 1 LLC (b)	Land and Improvements	23,287,020	2.39%
AmeriPort Building 5 LLC (b)	Land and Improvements	22,633,884	2.33%
Total		\$ 440,110,214	45.24%

- (a) Personal property is located in AmeriPort Building 7.  
(b) Related entity to the Developer.  
(c) Personal property is located in building owned by Rubiales Consulting Inc.  
(d) Personal property is located in multiple Ameriport buildings.



**Summary of Assessed Valuation**

The following breakdown of the 2019 through 2024 Certified Taxable Assessed Valuation has been provided by the District's Tax Assessor/Collector based on information contained in the 2019 through 2023 certified tax rolls of the District. Differences in values from other information herein are due to differences in dates of information provided. A breakdown of the Estimated Taxable Assessed Valuation as of October 1, 2024 which is subject to review and downward adjustment prior to certification, is not available as of the date hereof. See "INVESTMENT CONDSIDERATIONS."

	2024	2023	2022	2021	2020
Land	\$ 49,023,530	\$ 45,792,910	\$ 40,215,700	\$ 15,231,570	\$ 15,309,900
Improvements	437,699,453	272,738,988	197,989,052	189,676,425	193,774,802
Personal Property	576,671,800	544,503,413	427,925,693	312,154,254	337,879,691
Less: Exemptions	(90,515,771)	(79,621,705)	(3,021,940)	(1,850,879)	(2,143,864)
Total Assessed Valuation	<u>\$972,879,012</u>	<u>\$783,413,606</u>	<u>\$663,108,505</u>	<u>\$515,211,370</u>	<u>\$ 544,820,529</u>

**Tax Adequacy for Debt Service**

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation over the 2024 Certified Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of October 1, 2024, and no use of bond funds on hand, and utilize tax rates necessary to pay the District's maximum and average annual debt service requirement. See "INVESTMENT CONSIDERATIONS—Factors Affecting Taxable Values and Tax Payments."

Average Annual Debt Service Requirement (2025-2050).....	\$4,601,725
\$0.50 Tax Rate on 2024 Certified Taxable Assessed Valuation at 95% collections .....	\$4,621,175
\$0.49 Tax Rate on the Estimated Taxable Assessed Valuation as of October 1, 2024at 95% collections .....	\$4,663,207

Maximum Annual Debt Service Requirement (2032).....	\$5,107,349
\$0.56 Tax Rate on 2024 Certified Taxable Assessed Valuation at 95% collections .....	\$5,175,716
\$0.54 Tax Rate on Estimated Taxable Assessed Valuation as of October 1, 2024 at 95% collections .....	\$5,139,044

**TAX PROCEDURES**

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

The Texas Tax Code (the "Property Tax Code") requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas a single appraisal district with the responsibility for recording and appraising property for all taxing units within a county and a single appraisal review board with the responsibility for reviewing and equalizing the values established by the appraisal district. The Chambers County Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units wholly within Chambers County, including the District. Such appraisal values are subject to review and change by the Chambers County Appraisal Review Board (the "Appraisal Review Board"). Under certain circumstances, taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a petition for review in State district court. In such event, the value of the property in question will be determined by the court or by a jury if requested by any party. Absent any such appeal, the appraisal roll, as prepared by the Appraisal District and approved by the Appraisal Review Board, must be used by each taxing jurisdiction in establishing its tax roll and tax rate. The District is eligible, along with all other conservation and reclamation districts within Chambers County, to participate in the nomination of and vote for a member of the Board of Directors of the Appraisal District.

**Property Subject to Taxation by the District**

Except for certain exemptions provided by Texas law, all real property and tangible personal property in the District is subject to taxation by the District; however, it is expected that no effort will be made by the District to collect taxes on personal property other than on personal property rendered for taxation, business inventories and the property of privately owned utilities. Principal categories of exempt property include: 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; farm products owned by the producer; all oil, gas and mineral interests owned by an institution of higher education; certain property owned by exclusively charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind-powered energy devices; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older or under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age Survivors and Disability Insurance Act to the extent deemed advisable by the Board. The District would be required to call an election on such residential homestead exemption upon petition by at least twenty percent

(20%) of the number of qualified voters who voted in the District's preceding election and would be required to offer such an exemption if a majority of voters approve it at such election. For the 2025 tax year, the District did not grant any such exemptions. The District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of assessed valuation depending upon the disability rating of the veteran, if such rating is less than 100%. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if (i) the residence homestead was donated by a charitable organization at no cost to the disabled veteran or, (ii) the residence was donated by a charitable organization at some cost to the disabled veteran if such cost is less than or equal to fifty percent (50%) of the total good faith estimate of the market value of the residence as of the date the donation is made. Also, the surviving spouse of a member of the armed forces or a first responder (as defined under Texas law), who was (i) killed in action, or (ii) fatally injured in the line of duty, is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

A "Freeport Exemption" applies to goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining oil 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 certain tangible personal property, as defined by the Property Tax Code, acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more 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. The exemption excludes oil, natural gas, petroleum products, aircraft and certain special inventory including dealer's motor vehicles, dealer's vessel and outboard motor vehicle, dealer's heavy equipment and retail manufactured housing inventory. The exemption applies to covered property if it 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. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. However, taxing units who took official action as allowed by prior law before October 1, 2011, to tax goods-in-transit property, and who pledged such taxes for the payment of debt, may continue to impose taxes against the goods-in-transit property until the debt is discharged without further action, if cessation of the imposition would impair the obligations of the contract by which the debt was created. The District has taken official action to allow taxation of all such goods-in-transit personal property, but may choose to exempt same in the future by further official action.

### **General Residential Homestead Exemption**

Texas law authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised value of residential homesteads, but not less than \$5,000 if any exemption is granted, from ad valorem taxation. The law provides, however, that 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. For the 2025 tax year, the District did not grant a general residential homestead exemption.

### **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. Assessments under the Property Tax Code are to be based upon one hundred percent (100%) of market value. The appraised value of residential homestead property may be limited to the lesser of the market value of the property, or the sum of the appraised value of the property for the last year in which it was appraised, plus ten percent (10%) of such appraised value multiplied by the number of years since the last appraisal, plus the market value of all new improvements to the property. Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property by the Appraisal District at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis.

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

### **District and Taxpayer Remedies**

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a petition for review in district court within forty-five (45) days after notice is received that a final order has been entered. 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 comply with the Property Tax Code. The District may challenge the exclusion of property from the appraisal rolls or the grant, in whole or in part, of an exemption.

Texas law provides for notice and hearing procedures prior to the adoption of an ad valorem tax rate by the District. Additionally, under certain circumstances, an election would be required to determine whether to approve the adopted total tax rate. See "Rollback of Operation and Maintenance Tax Rate" herein. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

### **Agricultural, Open Space, Timberland and Inventory Deferment**

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land's capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the 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 for the three (3) years prior to the loss of the designation for agricultural, timberland or open space land. According to the District's Tax Assessor/Collector, as of January 1, 2024, no land within the District was designated for agricultural use, open space, inventory deferment, or timberland.

### **Tax Abatement**

The City and Chambers County may designate all or part of the District as a reinvestment zone, and the District, Chambers County, and (if it were to annex the area) the City, may thereafter enter into tax abatement agreements with the owners of property within the zone. The tax abatement agreements may exempt from ad valorem tax, by the applicable taxing jurisdictions, and by 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 a comprehensive plan. According to the District's Tax Assessor/Collector, to date, none of the area within the District has been designated as a reinvestment zone.

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

The District is responsible for the collection of its taxes, unless it elects to transfer such functions to another governmental entity. The District adopts its tax rate each year after it receives a tax roll certified by the Appraisal District. Taxes are due upon receipt of a bill therefor and become delinquent after January 31 of the following year or 30 days after the date billed, whichever is later, or, if billed after January 10, they are delinquent on the first day of the month next following the 21st day after such taxes are billed. A delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid beginning the first calendar month it is delinquent. A delinquent tax also incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent plus a one percent (1%) penalty 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. However, a tax delinquent on July 1 incurs a total penalty of twelve percent (12%) of the amount of the delinquent tax without regard to the number of months the tax has been delinquent, which penalty remains at such rate without further increase. If the tax is not paid by July 1, an additional penalty of up to the amount of the compensation specified in the District's contract with its delinquent tax collection attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District. With respect to personal property taxes that become delinquent on or after February 1 of a year and that remain delinquent sixty (60) days after the date on which they become delinquent, as an alternative to the penalty described in the foregoing sentence, an additional penalty on personal property of up to the

amount specified in the District's contract with its delinquent tax attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District prior to July 1. The District's contract with its delinquent tax collection attorney currently specifies a twenty percent (20%) additional penalty. The District may waive penalties and interest on delinquent taxes only for the items specified in the Texas Property Tax Code. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency of taxes under certain circumstances. The owner of a residential homestead property who is (i) a person sixty-five (65) years of age or older, (ii) under a disability for purpose of payment of disability insurance benefits under the Federal Old Age Survivors and Disability Insurance Act, or (iii) qualifies as a disabled veteran under Texas law, is also entitled by law to pay current taxes on a residential homestead in installments or to defer the payment of taxes without penalty during the time of ownership. Additionally, a person who is delinquent on taxes for a residential homestead is entitled to an agreement with the District to pay such taxes in installments over a period of between 12 and 36 months (as determined by the District) when such person has not entered into another installment agreement with respect to delinquent taxes with the District in the preceding 24 months.

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

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

*Low Tax Rate Districts:* Low Tax Rate Districts 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 Low Tax Rate District 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 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.

*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 Low Tax Rate District and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Low Tax Rate Districts.

*Developing Districts:* Districts that do not meet the classification of a Low Tax Rate District 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 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 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.

*The District:* A determination as to a district's status as a Low Tax Rate District, Developed District or Developing District will be made by the Board of Directors on an annual basis. For tax year 2025, the District was designated 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 against which the tax is levied. In addition, on January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of other such taxing units. See "ESTIMATED OVERLAPPING DEBT STATEMENT." A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien. Further, personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalties, and interest.

Except with respect to (i) owners of residential homestead property who are sixty-five (65) years of age or older or under a disability as described above and who have filed an affidavit as required by law and (ii) owners of residential homesteads who have entered into an installment agreement with the District for payment of delinquent taxes as described above and who are not in default under said agreement, 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, or by taxpayer redemption rights (a taxpayer may redeem property that is a residence homestead or was designated for agricultural use within two (2) years after the deed issued at foreclosure is filed of record and may redeem all other property within six (6) months after the deed issued at foreclosure is filed of record) or by bankruptcy proceedings which restrict the collection of taxpayer debt. The District's ability to foreclose its tax lien or collect penalties and interest may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act, 12 U.S.C. 1825, as amended. Generally, the District's tax lien and a federal tax lien are on par with the ultimate priority being determined by applicable federal law. See "INVESTMENT CONSIDERATIONS—Tax Collection Limitations".

## DEBT SERVICE REQUIREMENTS

The following sets forth the debt service requirements for the Outstanding Bonds plus the Bonds.

Year	Outstanding Bonds Debt Service Requirements	Plus: Debt Service on the Bonds			Total Debt Service Requirements
		Principal	Interest	Total	
2025	\$ 4,462,836		\$ 151,651	\$ 151,651	\$ 4,614,487
2026	4,477,398		215,788	215,788	4,693,185
2027	4,469,523	\$ 170,000	215,788	385,788	4,855,310
2028	4,461,823	170,000	208,988	378,988	4,840,810
2029	4,450,698	170,000	202,188	372,188	4,822,885
2030	4,457,483	170,000	195,388	365,388	4,822,870
2031	4,563,086	170,000	188,588	358,588	4,921,674
2032	4,755,561	170,000	181,788	351,788	5,107,349
2033	4,733,950	170,000	174,988	344,988	5,078,938
2034	4,717,148	170,000	168,188	338,188	5,055,335
2035	4,695,723	170,000	161,388	331,388	5,027,110
2036	4,680,988	170,000	154,588	324,588	5,005,575
2037	4,686,081	170,000	147,788	317,788	5,003,869
2038	4,665,381	170,000	140,988	310,988	4,976,369
2039	4,680,598	170,000	134,188	304,188	4,984,785
2040	4,685,784	170,000	127,388	297,388	4,983,171
2041	4,660,366	170,000	120,588	290,588	4,950,954
2042	4,629,200	170,000	113,575	283,575	4,912,775
2043	4,597,294	170,000	106,563	276,563	4,873,856
2044	4,587,338	170,000	99,338	269,338	4,856,675
2045	4,573,850	170,000	92,113	262,113	4,835,963
2046	4,600,181	170,000	84,888	254,888	4,855,069
2047	4,450,875	190,000	77,663	267,663	4,718,538
2048	3,270,125	500,000	69,350	569,350	3,839,475
2049	1,880,375	500,000	47,475	547,475	2,427,850
2050	-	555,000	24,975	579,975	579,975
<b>Total</b>	<b>\$ 110,893,661</b>	<b>\$ 5,145,000</b>	<b>\$ 3,606,188</b>	<b>\$ 8,751,188</b>	<b>\$ 119,644,849</b>

Maximum Annual Debt Service Requirement (2032) ..... \$5,107,349  
Average Annual Debt Service Requirements (2025-2050) ..... \$4,601,725

## INVESTMENT CONSIDERATIONS

### General

The Bonds are obligations solely of the District and are not obligations of the City, Chambers County, the State of Texas, or any entity other than the District. Payment of the principal of and interest on the Bonds depends upon the ability of the District to collect taxes levied on taxable property within the District in an amount sufficient to service the District's bonded debt or in the event of foreclosure, on the value of the taxable property in the District and the taxes levied by the District and other taxing authorities upon the property within the District. See "THE BONDS—Source of and Security for Payment." The collection by the District of delinquent taxes owed to it and the enforcement by registered owners ("Registered Owners") of the District's obligation to collect sufficient taxes may be a costly and lengthy process. Furthermore, the District cannot and does not make any representations that taxable values will be sufficient to justify continued payment of taxes by property owners or that there will be a market for the property or that owners of the property will have the ability to pay taxes. See "Registered Owners' Remedies" below.

### Dependence on Principal Taxpayers

The ten principal taxpayers represent \$440,110,214 or approximately 45.24% of the 2024 Certified Taxable Assessed Valuation of \$972,879,012, which represents ownership as of January 1, 2024. Based upon the 2024 Certified tax rolls, 3200 Baytown LLC ("3200 Baytown") is responsible for approximately 8.36% of the District's 2024 taxes levied on approximately \$81,355,280 in taxable land and improvements. Exxonmobil Corporation is responsible for approximately 7.60% of the District's 2024 taxes levied on approximately \$73,963,738 in taxable personal property. AmeriPort Building 17 LLC is responsible for approximately 7.18% of the District's 2024 taxes levied on approximately \$69,835,863 in taxable land and improvements. FlexSteel Pipeline Technologies, Inc. ("FlexSteel") is responsible for approximately 5.09% of the District's 2024 taxes levied on approximately \$49,517,764 in taxable personal property. FlexSteel is located in the building on land owned by Rubiales Consulting, Inc. The Dow Chemical Company is responsible for approximately 3.66% of the District's 2024 taxes levied on approximately \$35,565,743 in taxable personal property.

AmeriPort Building 6 LLC is among the ten principal taxpayers, and is responsible for approximately \$32,557,692 in assessed value, representing 3.35% of the District's taxes levied. In addition to this entity that is related to the Developer, other properties owned by entities affiliated with the Developer (but not one of the ten principal taxpayers) represent an additional \$180,345,039 in assessed value. Entities related to the Developer total \$352,939,814 in assessed value or 36.28% of the District's 2024 Certified Taxable Assessed Value. See "THE DISTRICT—Status of Development," "THE DEVELOPER" and "TAX DATA—Principal Taxpayers." An accurate principal taxpayer list related to the Estimated Taxable Assessed Valuation as of October 1, 2024, which is subject to review and downward adjustment prior to certification is not available as of the date hereof.

The ability of any principal taxpayer 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. If, for any reason, any one or more principal taxpayers do not pay taxes due or do not pay in a timely manner, the District may need to levy additional taxes or use other funds available for debt service purposes. However, the District has not covenanted in the Bond Order, nor is it required by Texas law, to maintain any particular balance in its Bond Fund or any other funds to allow for any such delinquencies. Therefore, failure by one or more principal taxpayers to pay their taxes on a timely basis in amounts in excess of the District's available funds could have a material adverse effect upon the District's ability to pay debt service on the Bonds. See "Tax Collection Limitations and Foreclosure Remedies" in this section, "TAXING PROCEDURES—Levy and Collection of Taxes."

The Developer has informed the Board that its current plan is to develop the remaining undeveloped land. However, neither the Developer nor any future developer is obligated to implement development plans on any particular schedule or at all. Thus, the furnishing of information related to any proposed development should not be interpreted as such a commitment. The District makes no representation about the probability of development continuing in a timely manner or about the ability of the Developer or any other landowner within the District to implement any plan of development. Furthermore, there is no restriction on any landowner's right to sell land. The District can make no prediction as to the effects that current or future economic or governmental circumstances may have on any plans of the Developer or any other landowner. See "THE DEVELOPER."

### Dependence on Personal Property Tax Collections

Because substantially all of the District's 2024 tax base is comprised of industrial/manufacturing/commercial facilities, approximately 59.27% (\$576,671,800) of the certified 2024 Certified Taxable Assessed Valuation (\$972,879,012) is personal property. See "TAX DATA—Summary of Assessed Valuation," "TAX PROCEDURES—Property Subject to Taxation by the District," and "THE DISTRICT—Foreign Trade Zone Tax Equivalency and Contribution Agreement."

Unlike real property, there is no certainty that personal property will remain in the District from year to year. Business inventories are portable, and could be removed from the District at any time. Personal property removed from the District as of January 1 of any year is not subject to taxation by the District for that year.

If personal property is subject to a lien for unpaid District taxes for any year, the District lien is lost if the property is sold in the ordinary course of business. A lien in the amount of the personal property taxes owed by a taxpayer attaches not only to personal property owned by the taxpayer as of January 1 with a tax situs in the District, but to any personal property then or thereafter owned by the taxpayer. However, the District may not be able to foreclose on personal property located outside the State of Texas, and locating and foreclosing on property held outside the District may be costly, inefficient and difficult.

The statute of limitations for collection of personal property taxes is four years from the date of delinquency, which is shorter than the 20 year statute of limitations for real property. Personal property may not be seized and a suit may not be filed to collect delinquent personal property taxes if the tax has been delinquent for more than four years. A tax and any penalty and interest on the tax that is delinquent longer than the limitations period is presumed paid unless a suit to collect such personal property tax is pending. As with real property taxes, ad valorem taxes levied on personal property are the personal obligation of the taxpayer. See "TAX PROCEDURES."

### **Extreme Weather Events**

The greater Houston area, including the District, is subject to potential severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected.

The greater Houston area has experienced multiple storms exceeding a 0.2% probability (i.e. "500-year flood" events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days. According to the Operator, there was no interruption of water and sewer service as a result of Hurricane Harvey. According to the Engineer, the District's system did not sustain any material damage from Hurricane Harvey. The District did not receive reports that any taxable property within the District experienced structural flooding as a result of Hurricane Harvey.

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase the District's tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected.

### **Risk of Catastrophic Loss**

In the event that a natural or manmade disaster, such as a hurricane, fire, earthquake, tornado, explosion, terrorist attack, or other event destroyed one of the major facilities located in the District, the appraised value of real and personal property within the District could be drastically reduced. Given the District's proximity to Galveston Bay (and thus the Gulf of Mexico) and to the Port of Houston and Houston Ship Channel, the District is vulnerable to damages caused by hurricanes and terrorist attacks. Further, given that many of the major facilities in the District are distribution facilities, operations in the District could be interrupted if a hurricane, terrorist attack or other event did not directly affect properties in the District but severely damaged transportation facilities in the area such as the Houston Ship Channel, railroad facilities, bridges and roads. See "Extreme Weather Events" above.

### **Specific Flood Type 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 man made drainage systems (canals or channels) downstream.



### **Potential Effects of Oil Price Volatility 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 and gas industry could have on property values in the District.

### **Economic Factors and Interest Rates**

A substantial percentage of the taxable value of the District currently results from the current market value of industrial/manufacturing/commercial facilities and vacant tracts of land. The market value of such properties is related to general economic conditions in Houston (including the oil and gas industry), the State of Texas and the nation and those conditions can affect the demand for such properties. Demand for industrial/manufacturing/commercial facilities of this type can be significantly affected by factors such as interest rates, credit availability, construction costs and the prosperity and demographic characteristics of the urban center toward which the marketing of such properties is directed.

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

Interest rates and the availability of development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 20 miles east of the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the greater Houston metropolitan and regional economies and national credit and financial markets. A decline in the nation's real estate and financial markets could adversely affect development in the District and restrain the growth or reduce the value of the District's property tax base.

### **Landowner Obligation to the District**

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

### **Maximum Impact on Tax Rate**

Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2024 Certified Taxable Assessed Valuation is \$972,879,012. After issuance of the Bonds, the maximum debt service requirement on the Bonds will be \$5,107,349 (2032), and the average annual debt service requirement will be \$4,601,725 (2025-2050 inclusive). Assuming no increase or decrease from the 2024 Certified Taxable Assessed Valuation, the issuance of no additional debt, and no other funds available for the payment of debt service, a tax rate of \$0.56 per \$100 of appraised valuation at a ninety percent (95%) collection rate would be necessary to pay the maximum debt service requirement and a tax rate of \$0.50 would be necessary to pay the average annual debt service requirement on the Bonds. The District's Estimated Taxable Assessed Valuation as of October 1, 2024 is \$1,001,762,958, which reduces the above calculations to a tax rate of \$0.54 to pay the maximum debt service requirement on the Bonds and a tax rate of \$0.49 to pay the average debt service requirement on the Bonds.

### **Undeveloped Acreage**

There are approximately 162 acres of land within the District with utilities available, but with no above-ground improvements and approximately 398 developable acres of land that have no above-ground improvements constructed. Failure of the Developer to develop the developable land or of builders to construct taxable improvements on the developed land could restrict the rate of growth of taxable values in the District. The District makes no representation as to when or if development of the undeveloped acreage will occur. See "THE DISTRICT—Land Use" and "—Status of Development."

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

The TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on 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 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.

### **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 procedure against a taxpayer, or (c) market conditions limiting the proceeds from a foreclosure sale of taxable 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. Attorney’s fees and other costs of collecting any such taxpayer’s delinquencies could substantially reduce the net proceeds to the District from a tax foreclosure sale. Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor’s confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid. See “TAX PROCEDURES—District’s Rights in the Event of Tax Delinquencies.”

## **Registered Owners Remedies**

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

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

## **Bankruptcy Limitation to Registered Owners' Rights**

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

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

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

A district may not be forced into bankruptcy involuntarily.

## **Future Debt**

The District reserves in the Bond Order the right to issue the remaining \$109,655,000 principal amount of authorized but unissued unlimited tax road bonds for the purpose of financing and constructing road facilities, the \$333,265,000 principal amount of authorized but unissued unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer and drainage facilities, the \$6,850,000 principal amount of authorized but unissued unlimited tax bonds for the purpose of financing and constructing recreational facilities, the \$84,750,000 principal amount of authorized but unissued unlimited tax bonds for the purpose of refunding the outstanding unlimited tax bonds of the District and any additional bonds which may be voted hereafter. With the consent of the District, the Developer has financed and has not been reimbursed for the design and construction of water, sanitary sewer and drainage facilities to serve ongoing and future phases of developments within the District, as well as other District facilities, including road facilities. According to the District Engineer, the costs of such facilities are approximately \$25,618,000. It is anticipated that additional bonds will be issued in the future to reimburse the Developer and to serve the undeveloped acreage within the District. The Board has authorized the preparation of a bond application for water, sewer and drainage facilities in the approximate amount of \$6,500,000, with an expected issuance in the 3rd or 4th quarter of 2025. The District can make no representation that any additional development will occur within the District. The Engineer has stated that the District's authorized but unissued bonds should be adequate, under present land use projections, to finance such improvements. See "THE BONDS—Issuance of Additional Debt," and "Financing Recreational Facilities."

The issuance of such future obligations may adversely affect the investment security of the Bonds. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District. The District does not employ any formula with regard to assessed valuations or tax collections or otherwise to limit the amount of bonds which may be issued. Any bonds issued by the District, however, must be approved by the Attorney General of Texas and the Board and any bonds issued to acquire or construct water, sanitary sewer and drainage facilities or recreational facilities must be approved by the Commission. See “THE SYSTEM—Future Debt.”

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

The Bond Order contains covenants by the District intended to preserve the exclusion from gross income of interest on the Bonds. Failure by the District to comply with such covenants in the Bond Order 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 “LEGAL MATTERS—Tax Exemption.”

### **Marketability**

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

### **2025 Legislative Session**

The 89th Regular Legislative Session convened on January 14, 2025 and will conclude on June 2, 2025. The Governor of Texas may call additional special sessions, at the Governor’s discretion, each lasting no more than 30 days, and for which the Governor sets the agenda. The Texas Legislature could enact laws that materially change current laws affecting ad valorem tax matters, elections, and other matters which could adversely affect the District and also affect the marketability or market value of the Bonds. The District can make no representation regarding any actions the Texas Legislature may take or the effect of any such actions. While the enactment of future legislation in Texas could adversely affect the financial condition or operations of the District, the District does not anticipate that the security for payment of the Bonds, specifically, the District’s obligation to levy an unlimited annual ad valorem tax, would be adversely affected by any such legislation.

### **Future and Proposed Legislation**

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

## **LEGAL MATTERS**

### **Legal Opinions**

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

In addition to serving as Bond Counsel, Schwartz, Page & Harding, L.L.P., also serves as counsel to the District on matters not related to the issuance of bonds. The legal fees to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of bonds actually issued, sold and delivered, and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by McCall, Parkhurst & Horton L.L.P., Houston, Texas, as Disclosure Counsel.

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

### **Legal Review**

In its capacity as Bond Counsel, Schwartz, Page & Harding, L.L.P., has reviewed the information appearing in this Official Statement under the captioned sections "THE BONDS," "THE DISTRICT—General," and "—Management of the District - Bond Counsel and General Counsel," "TAX PROCEDURES," and "LEGAL MATTERS" solely to determine whether such information fairly summarizes the law and documents referred to therein. Such firm has not independently verified factual information contained in this Official Statement, nor has such firm 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 such firm'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 of the other information contained herein.

### **Tax Exemption**

On the date of initial delivery of the Bonds, Bond Counsel will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof, and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under Section 57(a)(5) of the Internal Revenue Code of 1986, as amended (the "Code"). 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.

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

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

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

The District has not designated the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Code.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### **REGISTRATION AND QUALIFICATION UNDER SECURITIES LAWS**

The offer and sale of the Bonds have not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder; the Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction.

The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

### **NO MATERIAL ADVERSE CHANGE**

The obligations of the Initial Purchaser to take and pay for the Bonds, and 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 financial condition 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 the sale.

### **NO-LITIGATION CERTIFICATE**

With the delivery of the Bonds, the President or Vice President and Secretary or Assistant Secretary of the Board will, on behalf of the District, execute and deliver to the Initial Purchaser a certificate dated as of the Date of Delivery, to the effect that no litigation of any nature of which the District has notice is pending against or, to the knowledge of the District's certifying officers, threatened against the District, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the authorization, execution or delivery of the Bonds; affecting the provision made for the payment of or security for the Bonds; in any manner questioning the authority or proceedings for the authorization, execution or delivery of the Bonds; or affecting the validity of the Bonds, the corporate existence or boundaries of the District or the title of the then present officers and directors of the Board.

### **MUNICIPAL BOND RATING**

Moody's Investors Service ("Moody's") has assigned a rating of "A3" to the Bonds. An explanation of the rating may be obtained from Moody's. The rating fees of Moody's will be paid by the District; however, the fees associated with any other rating will be the responsibility of the Initial Purchaser.

There is no assurance that such rating will continue for any given period of time or that it will not be revised or withdrawn entirely by Moody's, if in its judgment, circumstances so warrant. Any such revisions or withdrawal of the rating may have an adverse effect on the market price of the Bonds.



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

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net interest cost, which bid was rendered by SAMCO Capital Markets, Inc. (the "Initial Purchaser") bearing the interest rates shown on the cover page of this Official Statement, at a price of 97.3657% of the principal amount thereof which resulted in a net effective interest rate of 4.440118% as calculated pursuant to Chapter 1204, Texas Government Code (the "IBA" method).

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

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

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

## **PREPARATION OF OFFICIAL STATEMENT**

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

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

### **Financial Advisor**

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

"THE DISTRICT"—Ward, Getz & Associates, PLLC; "THE DEVELOPER"—AmeriPort, LLC," "TAX PROCEDURES"—Utility Tax Service, LLC and Schwartz, Page & Harding, L.L.P.; "THE SYSTEM" and "THE ROADS"—Ward, Getz & Associates, PLLC; "THE BONDS" and "LEGAL MATTERS"—Schwartz, Page & Harding, L.L.P.; "FINANCIAL STATEMENT" and "TAX DATA"—Chambers County Appraisal District, Utility Tax Service, LLC and the Municipal Advisory Council of Texas.

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

## **Consultants**

In approving this Official Statement, the District has relied upon the following consultants in addition to the Financial Advisor.

**Engineer:** The information contained in this Official Statement relating to engineering and to the description of the System and, in particular that information included in the sections entitled “THE DISTRICT,” “THE SYSTEM” (as it relates to District facilities) and “THE ROADS” has been provided by Ward, Getz & Associates, PLLC and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

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

**Tax Assessor Collector:** The information contained in this Official Statement relating to the historical breakdown of the Certified Taxable Assessed Valuations, principal taxpayers, and certain other historical data concerning tax rates and tax collections has been provided Utility Tax Service, LLC, and is included herein in reliance upon Utility Tax Service, LLC as an expert in collecting taxes.

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

**Auditor:** The District’s financial statements for the year ended June 30, 2024, were audited by McGrath & Co., PLLC. See “APPENDIX A” for a copy of the District’s June 30, 2024, audited financial statements.

## **UPDATING OF OFFICIAL STATEMENT**

For the period beginning on the date of the award of the sale of the Bonds to the Initial Purchaser and ending on the ninety-first (91st) day after the “end of the underwriting period,” (as defined in Rule 15c(2)-12(f)(2) of the United States Securities and Exchange Commission (the “SEC”)), if any event shall occur of which the District has knowledge and as a result of which it is necessary to amend or supplement this Official Statement in order to make the statements herein, in light of the circumstances when this Official Statement is delivered to a prospective purchaser, not materially misleading, the District will promptly notify the Initial Purchaser of the occurrence of such event and will cooperate in the preparation of a revised Official Statement, or amendments or supplements hereto, so that the statements in this Official Statement, as revised, amended or supplemented, will not, in light of the circumstances when this Official Statement is delivered to a prospective purchaser, be materially misleading. The District assumes no responsibility for supplementing this Official Statement thereafter.

## **CERTIFICATION OF OFFICIAL STATEMENT**

The District, acting through its Board in its official capacity and in reliance upon the experts listed above, hereby certifies, as of the date hereof, that the information, statements, and descriptions or any addenda, supplement and amendment thereto pertaining to the District and its affairs contained herein, to the best of its knowledge and belief, contain no untrue statement of a material fact and do not omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading. With respect to information included in this Official Statement other than that relating to the District, the District has no reason to believe that such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading; however, the Board has made no independent investigation as to the accuracy or completeness of the information derived from sources other than the District.

## **CONTINUING DISCLOSURE OF INFORMATION**

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

## **Annual Reports**

The District will provide annually to the MSRB certain updated financial information and operating data. The information to be updated with respect to the District includes all quantitative financial information and operating data of the general type included in this OFFICIAL STATEMENT under the headings “THE SYSTEM (number of connections),” “WATER AND SEWER OPERATIONS,” “FINANCIAL STATEMENT,” “DEBT SERVICE REQUIREMENTS,” “TAX DATA” and “APPENDIX A” (District Audited Financial Statements and Supplemental Schedules). The District will update and provide this information within six (6) months after the end of each fiscal year ending in or after 2025. Any financial statements concerning the District so provided shall be prepared in accordance with generally accepted accounting principles or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report of the District is not completed within such period, then the District shall provide unaudited financial statements for the applicable entity and fiscal year to the MSRB within such six month period, and audited financial statements when the audit report becomes available.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12. The updated information will include audited financial statements, if the District commissions an audit and the audit is completed by the required time. If the audit of such financial statements is not complete within such period, then the District will provide unaudited financial statements by the required time, and audited financial statements when and if such audited financial statements become available. Any such financial statements will be prepared in accordance with the accounting principles described in the Bond Order or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

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

## **Event Notices**

The District will provide timely notices of certain 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 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 CFR § 240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of an definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the 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 a financial obligation of the obligated person, any of which reflect financial difficulties. The terms “financial obligation” and “material” when used in this paragraph shall have the meanings ascribed to them under federal securities laws.

Neither the Bonds nor the Bond Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

## **Availability of Information from the MSRB**

The District has agreed to provide the foregoing information only to the MSRB. Investors can access continuing disclosure information filed with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org).

**Limitations and Amendments**

The District has agreed to update information and to provide notices of specified events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although Holders and beneficial owners of the 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 SEC Rule 15c2-12, taking into account any amendments and interpretations of SEC Rule 15c2-12 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 a 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 SEC Rule 15c2-12 or a court of final jurisdiction determines that such provisions are invalid but in either case, only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the offering described herein. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reason 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**

During the last five years the District has complied in all material respects with all continuing disclosure agreements made by the District in accordance with SEC Rule 15c2-12.

**MISCELLANEOUS**

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

This Official Statement was approved by the Board of Directors of Chambers County Improvement District No. 2, as of the date shown on the cover page.

/s/ Patsy T. Waldrop  
President, Board of Directors  
Chambers County Improvement District No. 2

ATTEST:

/s/ David King  
Secretary, Board of Directors  
Chambers County Improvement District No. 2

**AERIAL PHOTO**

(Approximate boundaries as of July, 2024)

**CHAMBERS COUNTY  
IMPROVEMENT DISTRICT No. 2**

**GRAND PKWY.**

**F.M. 565**



## **PHOTOGRAPHS**

The following photographs were taken in the District in July, 2024 solely to illustrate the type of improvements which have been constructed in the District. The District cannot predict if additional improvements will be constructed in the future.















## **APPENDIX A**

### **District Audited Financial Statements for the fiscal year ended June 30, 2024**

The information contained in this appendix includes the Independent Auditor's Report and Financial Statements of Chambers County Improvement District No. 2 and certain supplemental information for the fiscal year ended June 30, 2024.

**CHAMBERS COUNTY IMPROVEMENT  
DISTRICT NO. 2**

**CHAMBERS COUNTY, TEXAS**

**FINANCIAL REPORT**

**June 30, 2024**





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# McGRATH & CO., PLLC

*Certified Public Accountants*

2900 North Loop West, Suite 880

Houston, Texas 77092

## Independent Auditor's Report

Board of Directors  
Chambers County Improvement District No. 2  
Chambers County, Texas

### Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Chambers County Improvement District No. 2 (the "District"), as of and for the year ended June 30, 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 each major fund of Chambers County Improvement District No. 2, as of June 30, 2024, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### Basis for Opinions

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

### Emphasis of Matter

As discussed in Note 3 to the financial statements, the District implemented GASB Implementation Guide 2021-1, Question 5.1 during the current fiscal year. Our opinion is not modified with respect to this matter.

### 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.

***Board of Directors  
Chambers County Improvement District No. 2  
Chambers County, Texas***

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.

***Board of Directors  
Chambers County Improvement District No. 2  
Chambers County, Texas***

**Required Supplementary Information**

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

**Supplementary Information**

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

*McGuire & Co, P.C.*

Houston, Texas  
October 9, 2024

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

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***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

**Using this Annual Report**

Within this section of the financial report of Chambers County Improvement District No. 2 (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended June 30, 2024. This analysis should be read in conjunction with the independent auditor's report and the basic financial statements that follow this section.

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

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

**Overview of the Financial Statements**

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

**Government-Wide Financial Statements**

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

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

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

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

**Fund Financial Statements**

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

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

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

The District's net position at June 30, 2024, was negative \$7,511,057. A comparative summary of the District's overall financial position, as of June 30, 2024 and 2023, is as follows:

	2024	2023
Current and other assets	\$ 17,568,440	\$ 17,039,741
Capital assets	49,658,988	32,359,840
Total assets	<u>67,227,428</u>	<u>49,399,581</u>
Current liabilities	1,822,754	1,690,355
Long-term liabilities	72,915,731	55,969,823
Total liabilities	<u>74,738,485</u>	<u>57,660,178</u>
Net position		
Net investment in capital assets	(9,949,986)	(8,556,131)
Restricted	5,150,603	4,142,117
Unrestricted	(2,711,674)	(3,846,583)
Total net position	<u>\$ (7,511,057)</u>	<u>\$ (8,260,597)</u>

During the current fiscal year, the District implemented GASB Implementation Guide (“GASBIG”) 2021-1, Question 5.1, which requires the capitalization of a group of individual assets that are below the capitalization threshold when the cost of the acquisition of the assets in the aggregate is significant. In accordance with this standard, the District recognized, as infrastructure capital assets, water meters that were previously expensed in prior fiscal years, net of related accumulated depreciation, as of the beginning of the current fiscal year. Prior year data has not been restated to include values for these infrastructure assets and, as a result, the presentation of prior year data as it relates to these assets is not consistent with the current year presentation (see Notes 3 and 6).

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

The total net position of the District increased during the current fiscal year by \$544,520. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

	<u>2024</u>	<u>2023</u>
Revenues		
Property taxes, penalties and interest	\$ 5,461,502	\$ 4,468,011
Water and sewer services	578,574	385,211
Other	<u>1,331,512</u>	<u>789,597</u>
Total revenues	<u>7,371,588</u>	<u>5,642,819</u>
Expenses		
Current service operations	1,967,528	1,605,014
Debt interest and fees	2,099,715	1,619,062
Developer interest	786,710	466,934
Debt issuance costs	977,826	812,274
Depreciation and amortization	<u>1,386,070</u>	<u>877,298</u>
Total expenses	<u>7,217,849</u>	<u>5,380,582</u>
Change in net position before other item	153,739	262,237
Other item		
Change in estimate of due to developer	390,781	
Transfers to other governments		<u>(4,644,167)</u>
Change in net position	544,520	(4,381,930)
Net position, beginning of year (2024 restated)	<u>(8,055,577)</u>	<u>(3,878,667)</u>
Net position, end of year	<u>\$ (7,511,057)</u>	<u>\$ (8,260,597)</u>

As previously noted, the District implemented GASBIG 2021-1, Question 5.1 during the current year and, as a result, has restated its beginning net position for the current fiscal year. Prior year data is not consistent with current year data due to the recognition of certain capital assets and the related accumulated depreciation at the beginning of the current fiscal year (See Notes 3 and 6).

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

The District's combined fund balances, as of June 30, 2024, were \$17,064,697, which consists of \$4,244,559 in the General Fund, \$5,270,512 in the Debt Service Fund and \$7,549,626 in the Capital Projects Fund.

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

*General Fund*

A comparative summary of the General Fund's financial position as of June 30, 2024 and 2023, is as follows:

	<u>2024</u>	<u>2023</u>
Total assets	<u>\$ 4,676,376</u>	<u>\$ 4,106,835</u>
Total liabilities	\$ 410,919	\$ 361,932
Total deferred inflows	20,898	6,814
Total fund balance	<u>4,244,559</u>	<u>3,738,089</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 4,676,376</u>	<u>\$ 4,106,835</u>

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

	<u>2024</u>	<u>2023</u>
Total revenues	\$ 2,561,422	\$ 1,983,631
Total expenditures	<u>(1,836,579)</u>	<u>(1,469,396)</u>
Revenues over expenditures	724,843	514,235
Other changes in fund balance	<u>(218,373)</u>	<u></u>
Net change in fund balance	<u>\$ 506,470</u>	<u>\$ 514,235</u>

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

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

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

*Debt Service Fund*

A comparative summary of the Debt Service Fund's financial position as of June 30, 2024 and 2023, is as follows:

	2024	2023
Total assets	<u>\$ 5,336,620</u>	<u>\$ 4,284,192</u>
Total liabilities	\$ 2,728	\$ 2,682
Total deferred inflows	63,380	20,506
Total fund balance	<u>5,270,512</u>	<u>4,261,004</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 5,336,620</u>	<u>\$ 4,284,192</u>

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

	2024	2023
Total revenues	\$ 4,103,922	\$ 3,474,291
Total expenditures	<u>(3,312,787)</u>	<u>(2,842,196)</u>
Revenues over expenditures	791,135	632,095
Other changes in fund balance	218,373	
Net change in fund balance	<u>\$ 1,009,508</u>	<u>\$ 632,095</u>

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

*Capital Projects Fund*

A comparative summary of the Capital Projects Fund's financial position as of June 30, 2024 and 2023, is as follows:

	2024	2023
Total assets	<u>\$ 7,555,444</u>	<u>\$ 8,648,714</u>
Total liabilities	\$ 5,818	\$ 1,348
Total fund balance	<u>7,549,626</u>	<u>8,647,366</u>
Total liabilities and fund balance	<u>\$ 7,555,444</u>	<u>\$ 8,648,714</u>

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

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

	<u>2024</u>	<u>2023</u>
Total revenues	\$ 649,286	\$ 348,696
Total expenditures	<u>(13,447,026)</u>	<u>(10,031,062)</u>
Revenues under expenditures	(12,797,740)	(9,682,366)
Other changes in fund balance	11,700,000	9,000,000
Net change in fund balance	<u>\$ (1,097,740)</u>	<u>\$ (682,366)</u>

The District has had considerable capital asset activity in the last two years, which was financed with proceeds from the issuance of its Series 2023 Unlimited Tax Bonds and Series 2023A Unlimited Tax Road Bonds in the current year and issuance of its Series 2022 Unlimited Tax Bonds and Series 2022A Unlimited Tax Road Bonds in the prior year.

**General Fund Budgetary Highlights**

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

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$303,650 greater than budgeted. The *Budgetary Comparison Schedule* on page 42 of this report provides variance information per financial statement line item.

**Capital Assets**

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

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

Capital assets held by the District at June 30, 2024 and 2023, are summarized as follows:

	<u>2024</u>	<u>2023</u>
Capital assets not being depreciated		
Land and improvements	<u>\$ 12,155,959</u>	<u>\$ 9,553,830</u>
Capital assets being depreciated/amortized		
Water, sewer and drainage facilities	31,909,040	19,485,744
Road facilities	11,812,852	8,113,517
Impact fees	596,808	426,236
Other facilities	<u>418,098</u>	<u>418,098</u>
	<u>44,736,798</u>	<u>28,443,595</u>
Less accumulated depreciation/amortization		
Water, sewer and drainage facilities	(3,288,855)	(2,332,762)
Road facilities	(3,741,899)	(3,151,256)
Impact fees	(124,917)	(96,374)
Other facilities	<u>(78,098)</u>	<u>(57,193)</u>
	<u>(7,233,769)</u>	<u>(5,637,585)</u>
Depreciable capital assets, net	<u>37,503,029</u>	<u>22,806,010</u>
Capital assets, net	<u><u>\$ 49,658,988</u></u>	<u><u>\$ 32,359,840</u></u>

As previously noted, the District implemented GASBIG 2021-1, Question 5.1 during the current year. As a result, prior year data is not consistent with current year data due to the recognition of certain capital assets and the related accumulated depreciation at the beginning of the current fiscal year (See Notes 3 and 6).

Capital asset additions during the current year include the following:

- Ameriport Business Park Roadway Phase II
- Ameriport Business Park – detention pond phase 2 drainage improvements
- Ameriport Parkway shoulder improvements
- City of Baytown water and wastewater impact fees
- Land acquisitions for district facilities
- Water meters

**Long-Term Debt and Related Liabilities**

As of June 30, 2024, the District owes approximately \$11,390,731 to developers for completed projects. The initial cost of the completed project and related liability is estimated based on actual construction costs plus 10-15% for engineering and other fees and is recorded on the District's financial statements upon completion of construction. As discussed in Note 7, the District has an additional commitment in the amount of \$20,046,327 for projects under construction by the developers. As noted, the District will owe its developer for these projects upon completion of construction. The District intends to reimburse the developer from proceeds of future bond issues or

***Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024***

other lawfully available funds. The estimated cost of amounts owed to the developer is trued up when the developer is reimbursed.

At June 30, 2024 and 2023, the District had total bonded debt outstanding as shown below:

Series	2024	2023
2016	\$ 5,440,000	\$ 5,615,000
2017 Road	6,300,000	6,600,000
2018	4,690,000	4,800,000
2019	4,285,000	4,370,000
2020	5,630,000	5,840,000
2020A Road	8,600,000	8,805,000
2021	3,800,000	3,900,000
2021A Road	3,300,000	3,300,000
2022	3,000,000	3,000,000
2022A Road	6,000,000	6,000,000
2023	5,000,000	
2023A Road	6,700,000	
	<u>\$ 62,745,000</u>	<u>\$ 52,230,000</u>

During the current year, the District issued \$5,000,000 in unlimited tax bonds and \$6,700,000 in unlimited tax road bonds. At June 30, 2024, the District had \$343,265,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District; \$6,850,000 for parks and recreational facilities; \$114,800,000 for road improvements and \$84,750,000 for refunding purposes.

**Next Year's Budget**

In establishing the budget for the next fiscal year, the Board considered various economic factors that may affect the District, most notably projected revenues from property taxes and water/sewer services and the projected cost of operating the District and providing services to customers. A comparison of next year's budget to current year actual amounts for the General Fund is as follows:

	2024 Actual	2025 Budget
Total revenues	\$ 2,561,422	\$ 2,425,130
Total expenditures	(1,836,579)	(2,246,310)
Revenues over expenditures	724,843	178,820
Other changes in fund balance	(218,373)	25,000
Net change in fund balance	506,470	203,820
Beginning fund balance	3,738,089	4,244,559
Ending fund balance	<u>\$ 4,244,559</u>	<u>\$ 4,448,379</u>



*Chambers County Improvement District No. 2  
Management's Discussion and Analysis  
June 30, 2024*

**Property Taxes**

The District's property tax base increased approximately \$176,790,000 for the 2024 tax year from \$788,012,535 to \$964,802,958. This increase was primarily due to new construction in the District and increased property values. For the 2024 tax year, the District will levy a maintenance tax rate of \$0.20 per \$100 of assessed value, a road debt service tax rate of \$0.2058 per \$100 of assessed value, and a water, sewer and drainage debt service tax rate of \$0.2842 per \$100 of assessed value, for a total combined tax rate of \$0.69 per \$100 of assessed value. These are the same rates levied for the 2023 tax year.

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## **Basic Financial Statements**

**Chambers County Improvement District No. 2**  
**Statement of Net Position and Governmental Funds Balance Sheet**  
**June 30, 2024**

	General Fund	Debt Service Fund	Capital Projects Fund	Total
<b>Assets</b>				
Cash	\$ 104,333	\$ 27,744	\$ 176	\$ 132,253
Investments	4,371,589	5,212,065	7,605,777	17,189,431
Taxes receivable	20,898	63,380		84,278
Customer service receivables	57,965			57,965
Internal balances	50,509		(50,509)	
Other receivables	71,082	33,431		104,513
Capital assets not being depreciated				
Capital assets, net				
Total Assets	<u>\$ 4,676,376</u>	<u>\$ 5,336,620</u>	<u>\$ 7,555,444</u>	<u>\$ 17,568,440</u>
<b>Liabilities</b>				
Accounts payable	\$ 276,865	\$ -	\$ 5,818	\$ 282,683
Other payables		2,728		2,728
Customer deposits	99,779			99,779
Builder deposits	34,275			34,275
Accrued interest payable				
Due to developer				
Long-term debt				
Due within one year				
Due after one year				
Total Liabilities	<u>410,919</u>	<u>2,728</u>	<u>5,818</u>	<u>419,465</u>
<b>Deferred Inflows of Resources</b>				
Deferred property taxes	<u>20,898</u>	<u>63,380</u>		<u>84,278</u>
<b>Fund Balances/Net Position</b>				
<b>Fund Balances</b>				
Restricted		5,270,512	7,549,626	12,820,138
Unassigned	4,244,559			4,244,559
Total Fund Balances	<u>4,244,559</u>	<u>5,270,512</u>	<u>7,549,626</u>	<u>17,064,697</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 4,676,376</u>	<u>\$ 5,336,620</u>	<u>\$ 7,555,444</u>	<u>\$ 17,568,440</u>
<b>Net Position</b>				
Net investment in capital assets				
Restricted for debt service				
Unrestricted				
Total Net Position				

See notes to basic financial statements.

<u>Adjustments</u>	<u>Statement of Net Position</u>
\$ -	\$ 132,253
	17,189,431
	84,278
	57,965
	104,513
12,155,959	12,155,959
<u>37,503,029</u>	<u>37,503,029</u>
<u>49,658,988</u>	<u>67,227,428</u>
	282,683
	2,728
	99,779
	34,275
183,289	183,289
11,390,731	11,390,731
1,220,000	1,220,000
<u>61,525,000</u>	<u>61,525,000</u>
<u>74,319,020</u>	<u>74,738,485</u>
<u>(84,278)</u>	
(12,820,138)	
<u>(4,244,559)</u>	
<u>(17,064,697)</u>	
(9,949,986)	(9,949,986)
5,150,603	5,150,603
<u>(2,711,674)</u>	<u>(2,711,674)</u>
<u>\$ (7,511,057)</u>	<u>\$ (7,511,057)</u>

**Chambers County Improvement District No. 2**  
**Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances**  
**For the Year Ended June 30, 2024**

	General Fund	Debt Service Fund	Capital Projects Fund	Total
<b>Revenues</b>				
Water service	\$ 355,886	\$ -	\$ -	\$ 355,886
Sewer service	222,688			222,688
Property taxes	1,554,628	3,808,838		5,363,466
Penalties and interest	3,442	37,636		41,078
Tap connection and inspection	217,728			217,728
Miscellaneous	79	257		336
Investment earnings	206,971	257,191	649,286	1,113,448
<b>Total Revenues</b>	<b>2,561,422</b>	<b>4,103,922</b>	<b>649,286</b>	<b>7,314,630</b>
<b>Expenditures/Expenses</b>				
Current service operations				
Purchased services	502,591			502,591
Professional fees	165,445	19,002	115,754	300,201
Contracted services	602,958	49,739	2,317	655,014
Repairs and maintenance	424,254			424,254
Utilities	12,577			12,577
Economic development	15,000			15,000
Administrative	41,984	3,031		45,015
Other	12,609	195	72	12,876
Capital outlay	59,161		11,564,347	11,623,508
Debt service				
Principal		1,185,000		1,185,000
Interest and fees		2,055,820		2,055,820
Developer interest			786,710	786,710
Debt issuance costs			977,826	977,826
Depreciation and amortization				
<b>Total Expenditures/Expenses</b>	<b>1,836,579</b>	<b>3,312,787</b>	<b>13,447,026</b>	<b>18,596,392</b>
<b>Revenues Over/(Under)</b>				
<b>Expenditures/Expenses</b>	724,843	791,135	(12,797,740)	(11,281,762)
<b>Other Financing Sources/(Uses)</b>				
Proceeds from sale of bonds			11,700,000	11,700,000
Internal transfers	(218,373)	218,373		
<b>Other Item</b>				
Change in estimate of due to developer				
<b>Net Change in Fund Balances</b>	506,470	1,009,508	(1,097,740)	418,238
<b>Change in Net Position</b>				
Fund Balances/Net Position				
Beginning of the year (restated Note 3)	3,738,089	4,261,004	8,647,366	16,646,459
<b>End of the year</b>	<b>\$ 4,244,559</b>	<b>\$ 5,270,512</b>	<b>\$ 7,549,626</b>	<b>\$ 17,064,697</b>

See notes to basic financial statements.

<u>Adjustments</u>	<u>Statement of Activities</u>
\$ -	\$ 355,886
	222,688
56,958	5,420,424
	41,078
	217,728
	336
	<u>1,113,448</u>
<u>56,958</u>	<u>7,371,588</u>
	502,591
	300,201
	655,014
	424,254
	12,577
	15,000
	45,015
	12,876
(11,623,508)	
(1,185,000)	
43,895	2,099,715
	786,710
	977,826
<u>1,386,070</u>	<u>1,386,070</u>
<u>(11,378,543)</u>	<u>7,217,849</u>
11,435,501	153,739
(11,700,000)	
<u>390,781</u>	<u>390,781</u>
(418,238)	
544,520	544,520
<u>(24,702,036)</u>	<u>(8,055,577)</u>
<u>\$ (24,575,754)</u>	<u>\$ (7,511,057)</u>

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***Chambers County Improvement District No. 2***  
***Notes to Financial Statements***  
***June 30, 2024***

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

The accounting policies of Chambers County Improvement District No. 2 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”). The following is a summary of the most significant policies:

**Creation**

The District was organized, created and established pursuant to Senate Bill 2511 of the 81st Regular Session of the Texas Legislature, later amended by Senate Bill 1260 of the 85th Regular Session, codified as Chapter 3872, Special District Local Laws Code (the “Act”), dated June 19, 2009, in accordance with Article III, Sections 52 and 52-a, and Article XVI, Section 59 of the Texas Constitution and the Act, and operates in accordance with the Texas Water Code, Chapters 49 and 54. The Board of Directors held its first meeting on August 31, 2011, and the first bonds were issued on October 18, 2016.

The District’s primary activities include construction, maintenance and operation of (1) water, sewer and drainage facilities, (2) road and road improvements, (3) parks and recreational facilities, (4) parking facilities and (5) firefighting facilities. The District has contracted with various consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

**Reporting Entity**

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

**Government-Wide and Fund Financial Statements**

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

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

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

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

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

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

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

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

**Measurement Focus and Basis of Accounting**

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

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

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

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

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

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

**Use of Restricted Resources**

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

**Receivables**

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. Receivables from and payables to external parties are reported separately and are not offset, unless a legal right of offset exists. At June 30, 2024, an allowance for uncollectible accounts was not considered necessary.

**Unbilled Service Revenues**

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

**Interfund Activity**

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

**Capital Assets**

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

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

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

**Capital Assets (continued)**

Depreciable capital assets, which primarily consist of water, wastewater, drainage and road facilities, are depreciated or amortized using the straight-line method as follows:

<u>Assets</u>	<u>Useful Life</u>
Water, sewer and drainage facilities	45 years
Road facilities	20 years
Impact fees	25 years
Other facilities	20 years

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

**Deferred Inflows and Outflows of Financial Resources**

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

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

**Net Position – Governmental Activities**

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

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

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

Unrestricted – resources not included in the other components.

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

**Fund Balances – Governmental Funds**

Governmental accounting standards establish the following fund balance classifications:

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

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

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

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

**Unassigned** - all other spendable amounts in the General Fund.

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

**Use of Estimates**

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

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

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

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

Total fund balances, governmental funds		\$ 17,064,697
<p>Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.</p>		
Historical cost	\$ 56,892,757	
Less accumulated depreciation/amortization	<u>(7,233,769)</u>	
Change due to capital assets		49,658,988
<p>Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. The difference consists of:</p>		
Bonds payable, net	(62,745,000)	
Interest payable on bonds	<u>(183,289)</u>	
Change due to long-term debt		(62,928,289)
<p>Amounts due to the District's developer for prefunded construction are recorded as a liability in the <i>Statement of Net Position</i>.</p>		
		(11,390,731)
<p>Property taxes receivable and related penalties and interest have been levied and are due, but are not available soon enough to pay current period expenditures and, therefore, are deferred in the funds.</p>		
		84,278
Total net position - governmental activities		<u><u>\$ (7,511,057)</u></u>

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

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

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

Net change in fund balances - total governmental funds \$ 418,238

Governmental funds do not report revenues that are not available to pay current obligations. In contrast, such revenues are reported in the *Statement of Activities* when earned. The difference consists of property taxes related penalties and interest. 56,958

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

Capital outlays	\$ 11,623,508	
Depreciation/amortization expense	(1,386,070)	
		10,237,438

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

Issuance of long-term debt	(11,700,000)	
Principal payments	1,185,000	
Interest expense accrual	(43,895)	
		(10,558,895)

Revisions in the estimate of amounts due to developer for certain capital assets do not provide financial resources in the funds; but may result in an adjustment to net position in *Statement of Activities*. 390,781

Change in net position of governmental activities		\$ 544,520

***Chambers County Improvement District No. 2***  
***Notes to Financial Statements***  
***June 30, 2024***

**Note 3 – Implementation of New Accounting Guidance**

During the current fiscal year, the District implemented GASB Implementation Guide (“GASBIG”) 2021-1, Question 5.1, which requires the capitalization of the acquisition of a group of individual capital assets whose individual acquisition costs are less than the capitalization threshold when the cost of the acquisition of the assets in the aggregate is significant. Under this new guidance, the District’s acquisition of water meters that exceeds the capitalization threshold in the aggregate should be recorded as Capital outlays instead of Contracted services in the *Statement of Revenues, Expenditures and Changes in Fund Balances*. On the government wide statements, the acquisition of water meters should not be recorded as an expense on the *Statement of Activities* but should be recorded as capital assets on the *Statement of Net Position*.

GASBIG 2021-1, Question 5.1 is required to be retroactively implemented, which means the District is required to record the acquisition of water meters that were expensed in previous fiscal years as infrastructure capital assets and to record the related accumulated depreciation at the beginning of the current fiscal year. Accordingly, the District has recorded a prior period adjustment to recognize \$205,020 in depreciable capital assets, which were measured at net book value (i.e., cost less accumulated depreciation) as of the beginning of the current fiscal year and increased its beginning net position by the same amount. Prior year amounts in the Management’s Discussion and Analysis and supplementary schedules were not restated.

The effect of the implementation of the new accounting guidance on the District’s beginning net position is as follows:

Beginning Net Position, as report	\$ (8,260,597)
Change due to implementation of new accounting guidance	<u>205,020</u>
Beginning Net Position, as restated	<u><u>\$ (8,055,577)</u></u>

**Note 4 – Deposits and Investments**

**Deposit Custodial Credit Risk**

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



*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 4 – Deposits and Investments (continued)**

**Investments**

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

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

As of June 30, 2024, the District’s investments consist of the following:

<u>Type</u>	<u>Fund</u>	<u>Carrying Value</u>	<u>Percentage of Total</u>	<u>Rating</u>	<u>Weighted Average Maturity</u>
Certificates of deposit	General	\$ 1,645,000			
	Debt Service	1,410,000			
		<u>3,055,000</u>	18%	N/A	N/A
Texas CLASS	General	2,726,589			
	Debt Service	3,802,065			
	Capital Projects	7,605,777			
		<u>14,134,431</u>	82%	AAAm	25 days
Total		<u>\$ 17,189,431</u>	<u>100%</u>		

The District’s investments in certificates of deposit are reported at cost.

*Chambers County Improvement District No. 2  
Notes to Financial Statements  
June 30, 2024*

**Note 4 – Deposits and Investments (continued)**

**Texas CLASS**

The District participates in Texas Cooperative Liquid Assets Securities System (Texas CLASS). Texas CLASS is managed by an elected Board of Trustees consisting of members of the pool. Additionally, the Board of Trustees has established an advisory board, the function of which is to provide guidance on investment policies and strategies. The Board of Trustees has selected Public Trust Advisors, LLC as the program administer and UMB Bank N.A., as the custodian.

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

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

**Investment Credit and Interest Rate Risk**

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

**Note 5 – Interfund Balances and Transactions**

Amounts due to/from other funds at June 30, 2024, consist of the following:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Capital Projects Fund	\$ 50,509	Bond application fees paid by the General Fund

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

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

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Debt Service Fund	\$ 218,373	Amounts transferred to cover value adjustment refunds

***Chambers County Improvement District No. 2***  
***Notes to Financial Statements***  
***June 30, 2024***

**Note 6 – Capital Assets**

A summary of changes in capital assets, for the year ended June 30, 2024, is as follows:

	Beginning Balances	Additions/ Adjustments	Ending Balances
Capital assets not being depreciated			
Land and improvements	\$ 9,553,830	\$ 2,602,129	\$ 12,155,959
Capital assets being depreciated/amortized			
Water, sewer, and drainage facilities	19,900,878	12,008,162	31,909,040
Road facilities	8,113,517	3,699,335	11,812,852
Impact fees	426,236	170,572	596,808
Other facilities	418,098		418,098
	<u>28,858,729</u>	<u>15,878,069</u>	<u>44,736,798</u>
Less accumulated depreciation/amortization			
Water, sewer, and drainage facilities	(2,542,876)	(745,979)	(3,288,855)
Road facilities	(3,151,256)	(590,643)	(3,741,899)
Impact fees	(96,374)	(28,543)	(124,917)
Other facilities	(57,193)	(20,905)	(78,098)
	<u>(5,847,699)</u>	<u>(1,386,070)</u>	<u>(7,233,769)</u>
Subtotal depreciable capital assets, net	<u>23,011,030</u>	<u>14,491,999</u>	<u>37,503,029</u>
Capital assets, net	<u>\$ 32,564,860</u>	<u>\$ 17,094,128</u>	<u>\$ 49,658,988</u>

Depreciation/amortization expense for the current fiscal year was \$1,386,070.

As discussed in Note 3, the District recorded a prior period adjustment to capitalize the acquisition of certain capital assets and accumulated depreciation at the beginning of the current fiscal year. In previous years, these costs were expensed. As a result, beginning balances for infrastructure capital assets in the current fiscal year are not consistent with prior year data.

**Note 7 – Due to Developer**

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

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 7 – Due to Developer (continued)**

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

Due to developer, beginning of year	\$ 4,924,823
Developer funded construction and adjustments	18,421,036
Change in estimate of due to developer	(390,781)
Developer reimbursements and adjustments	<u>(11,564,347)</u>
Due to developer, end of year	<u><u>\$ 11,390,731</u></u>

During the current year, the District revised its estimate of the amounts due to developer for certain capital assets and adjusted the values of those assets accordingly.

In addition, the District will owe the developers approximately \$20,046,327, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and verified by the District’s auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

	<u>Contract Amount</u>	<u>Percentage Complete</u>
Ameriport EW 4 Roadway/Jennings Drive - infrastructure improvements	\$ 8,885,363	93%
Ameriport Phase II - roadway and utility extension	8,499,604	94%
Ameriport Business Park - lift station and utility extension	2,494,378	99%
East side leading tract culvert extension	<u>166,982</u>	0%
	<u><u>\$ 20,046,327</u></u>	

**Note 8 – Long-Term Debt**

Long-term debt is comprised of the following:

Bonds payable	<u><u>\$ 62,745,000</u></u>
Due within one year	<u><u>\$ 1,220,000</u></u>

***Chambers County Improvement District No. 2***  
***Notes to Financial Statements***  
***June 30, 2024***

**Note 8 – Long-Term Debt (continued)**

The District’s bonds payable at June 30, 2024, consists of unlimited tax bonds as follows:

Series	Amounts Outstanding	Original Issue	Interest Rates	Maturity Date, Serially, Beginning/ Ending	Interest Payment Dates	Call Date
2016	\$ 5,440,000	\$ 6,485,000	3.00% - 3.75%	December 1, 2017 - 2041	December 1, June 1	December 1, 2024
2017	6,300,000	7,800,000	3.00% - 4.10%	December 1, 2019 - 2042	December 1, June 1	December 1, 2024
Road 2018	4,690,000	5,100,000	3.00% - 4.00%	December 1, 2020 - 2043	December 1, June 1	December 1, 2024
2019	4,285,000	4,500,000	2.70% - 3.75%	December 1, 2021 - 2044	December 1, June 1	December 1, 2025
2020	5,630,000	6,050,000	2.00% - 3.00%	December 1, 2022 - 2045	December 1, June 1	December 1, 2026
2020A Road	8,600,000	9,000,000	2.00% - 3.00%	December 1, 2022 - 2046	December 1, June 1	December 1, 2026
2021	3,800,000	4,000,000	2.00% - 2.70%	December 1, 2022 - 2046	December 1, June 1	December 1, 2027
2021A Road	3,300,000	3,300,000	2.00% - 3.00%	December 1, 2025 - 2046	December 1, June 1	December 1, 2027
2022	3,000,000	3,000,000	4.00% - 5.00%	December 1, 2025 - 2047	December 1, June 1	December 1, 2028
2022A Road	6,000,000	6,000,000	4.50% - 5.00%	December 1, 2025 - 2048	December 1, June 1	December 1, 2028
2023	5,000,000	5,000,000	4.00% - 6.00%	December 1, 2025 - 2048	December 1, June 1	December 1, 2029
2023A Road	6,700,000	6,700,000	4.25% - 6.75%	December 1, 2025 - 2049	December 1, June 1	December 1, 2029
	<u>\$ 62,745,000</u>					

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

At June 30, 2024, the District had authorized but unissued bonds in the amount of \$343,265,000 for water, sewer and drainage facilities; \$6,850,000 for park and recreational facilities; \$114,800,000 for road improvements; and \$84,750,000 for refunding purposes.

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 8 – Long-Term Debt (continued)**

On October 17, 2023, the District issued its \$5,000,000 Series 2023 Unlimited Tax Bonds at a net effective interest rate of 4.850418%. Proceeds of the bonds were used to reimburse developers for the cost of capital assets constructed within the District plus interest expense at the net effective interest rate of the bonds.

On November 14, 2023, the District issued its \$6,700,000 Series 2023A Unlimited Tax Bonds at a net effective interest rate of 5.133319%. Proceeds of the bonds were used to reimburse developers for certain road facilities constructed within the District plus interest expense at the net effective interest rate of the bonds.

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

Bonds payable, beginning of year	\$ 52,230,000
Bonds issued	11,700,000
Bonds retired	<u>(1,185,000)</u>
Bonds payable, end of year	<u>\$ 62,745,000</u>

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 8 – Long-Term Debt (continued)**

As of June 30, 2024, annual debt service requirements on bonds outstanding are as follows:

Year	Principal	Interest	Totals
2025	\$ 1,220,000	\$ 2,258,722	\$ 3,478,722
2026	1,710,000	2,212,952	3,922,952
2027	1,770,000	2,153,085	3,923,085
2028	1,830,000	2,091,798	3,921,798
2029	1,890,000	2,028,885	3,918,885
2030	1,950,000	1,963,216	3,913,216
2031	2,030,000	1,895,908	3,925,908
2032	2,110,000	1,828,199	3,938,199
2033	2,180,000	1,758,630	3,938,630
2034	2,250,000	1,684,924	3,934,924
2035	2,325,000	1,606,810	3,931,810
2036	2,400,000	1,524,728	3,924,728
2037	2,485,000	1,438,409	3,923,409
2038	2,595,000	1,346,605	3,941,605
2039	2,685,000	1,249,865	3,934,865
2040	2,815,000	1,148,565	3,963,565
2041	2,940,000	1,041,950	3,981,950
2042	3,040,000	929,661	3,969,661
2043	3,140,000	811,623	3,951,623
2044	3,245,000	689,191	3,934,191
2045	3,375,000	565,970	3,940,970
2046	3,500,000	446,141	3,946,141
2047	3,660,000	326,154	3,986,154
2048	2,950,000	197,063	3,147,063
2049	1,950,000	82,189	2,032,189
2050	700,000	17,500	717,500
	<u>\$ 62,745,000</u>	<u>\$ 33,298,743</u>	<u>\$ 96,043,743</u>

**Note 9 – Property Taxes**

On November 8, 2011, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.50 per \$100 of assessed value. The District’s bond resolutions require that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying the cost of assessing and collecting taxes. Taxes levied to finance debt service requirements on long-term debt are without limitation as to rate or amount.

***Chambers County Improvement District No. 2***  
***Notes to Financial Statements***  
***June 30, 2024***

**Note 9 – Property Taxes (continued)**

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

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2024 fiscal year was financed through the 2023 tax levy, pursuant to which the District levied property taxes of \$0.69 per \$100 of assessed value, of which \$0.20 was allocated to maintenance and operations, \$0.2058 was allocated to road debt service, and \$0.2842 was allocated to water, sewer and drainage debt service. The resulting tax levy was \$5,437,287 on the adjusted taxable value of \$788,012,535.

Property taxes receivable, at June 30, 2024, consisted of the following:

Current year taxes receivable	\$ 61,906
Prior years taxes receivable	10,194
	<u>72,100</u>
Penalty and interest receivable	12,178
Property taxes receivable	<u><u>\$ 84,278</u></u>

**Note 10 – Contracts with the City of Baytown**

*Development Agreement*

On October 23, 2014, the District and the City entered into a Development Agreement for the development of water and wastewater facilities to be constructed by the District, or developer on its behalf, along the right-of-way of FM 565 to serve land within the District. This agreement was amended on March 29, 2019, to provide for extension of FM 565 facilities to serve additional tracts proposed to be annexed into the District. Under the terms of the Agreements, the District assumed responsibility for the construction and installation of both a twelve inch diameter and a sixteen-inch diameter water line to connect to the Baytown Area Water Authority water supply system. The District was also responsible for the costs to upsize the sanitary sewer force main from a twelve-inch to a sixteen-inch line from Thompkins Drive to the City’s Raccoon Road Lift Station.

The City will operate and maintain the project from FM 565 up to the District’s master meter located on the side of the District’s boundary. The District shall own, operate and maintain any water line extended from the master meter to property within its boundaries. As a part of the conveyance of the water line, the District conveyed a maintenance/access road with restricted access for maintenance of the water line from FM 565 to the master meter.



*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 10 – Contracts with the City of Baytown (continued)**

*Fire Protection Agreement*

On February 9, 2015, the District entered into a Fire Protection Agreement, as amended on March 29, 2019, to extend service to tracts proposed to be annexed into the District. The City has agreed to provide fire protection services to the District in return for quarterly payments for the costs of providing such services. The quarterly payment is determined by the then assessed value within the District and is payable on the first day of April, July, October, and January of the contract year. Additionally, the District will pay for any materials used and to repair or replace any equipment damaged or destroyed in connection with providing service within the District. The District will impose a contract tax to fund its costs under the Agreement. The District will not fund any of the fire plan with bond funds. During the current year, the District paid \$305,202 to the City for emergency fire protection services.

*Water Supply and Waste Disposal Agreement*

On July 24, 2015, the District entered into a Water Supply and Waste Disposal Agreement with the City, as amended on March 29, 2019, and June 15, 2021, to extend water and sewer service to land proposed to be annexed into the District and to adjust capacity commitments to the District, respectively. The City agreed to sell and deliver water to the District for resale to the District's service area. The City also agreed to accept and treat waste from the District. The District will pay a monthly service charge equal to the City's minimum charge and additional charges, if any, applied to the actual quantity of water delivered to the District during the month. The charge will be calculated on the basis of the number and type of users connected to the District's system as well as the metered water use as measured by the master meter, consistent with the provisions for such calculation found in the City's Water Service Rate Ordinance. The wastewater service charge will be calculated on the basis of the metered water use or otherwise for each connected user, consistent with the provisions for such calculation found in the City's Sewer Service Rate Ordinance. The amendment executed in March 2019 provides that the wastewater charge excludes irrigation meter usage. During the year, the District paid \$287,317 in purchased water and \$215,274 in purchased sewer services to the City.

The District pays the City impact fees, which are charged against new development within the District service area in order to generate revenue for funding the cost of capital improvements or facility expansions.

**Note 11 – Interlocal Law Enforcement Agreement with Chambers County**

On July 1, 2023, the District and Chambers County (the "County") entered into an Interlocal Agreement for Law Enforcement for a three-year period. The County will provide five full-time Sheriff Deputies to provide law enforcement services to the District. During the current year, the District paid \$205,562 for law enforcement.

*Chambers County Improvement District No. 2*  
*Notes to Financial Statements*  
*June 30, 2024*

**Note 12 – Risk Management**

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

**Note 13 – Concentration of Risk**

Approximately 41% of the taxable property within the District is owned by the top 10 taxpayers. Since property taxes are the primary source of revenue for both the General Fund and the Debt Service Fund, the continued ability of these taxpayers to continue to pay their property taxes is an important factor in the District's ability to meet its future obligations.

**Note 14 – Subsequent Event**

On September 17, 2024, the District issued its \$10,000,000 Series 2024 Unlimited Tax Bonds at a net effective rate of 4.278967%. Proceeds from the bonds were used to reimburse the District's developers for infrastructure improvements in the District.

## **Required Supplementary Information**

*Chambers County Improvement District No. 2  
 Required Supplementary Information - Budgetary Comparison Schedule - General Fund  
 For the Year Ended June 30, 2024*

	Original and Final Budget	Actual	Variance Positive (Negative)
<b>Revenues</b>			
Water service	\$ 203,000	\$ 355,886	\$ 152,886
Sewer service	162,000	222,688	60,688
Property taxes	1,281,200	1,554,628	273,428
Penalties and interest	4,600	3,442	(1,158)
Tap connection and inspection	37,800	217,728	179,928
Miscellaneous	1,000	79	(921)
Investment earnings	170,020	206,971	36,951
<b>Total Revenues</b>	<u>1,859,620</u>	<u>2,561,422</u>	<u>701,802</u>
<b>Expenditures</b>			
Current service operations			
Purchased services	365,000	502,591	(137,591)
Professional fees	299,600	165,445	134,155
Contracted services	534,000	602,958	(68,958)
Repairs and maintenance	338,700	424,254	(85,554)
Utilities	9,900	12,577	(2,677)
Economical development	15,000	15,000	
Administrative	33,200	41,984	(8,784)
Other	15,700	12,609	3,091
Capital outlay	70,700	59,161	11,539
<b>Total Expenditures</b>	<u>1,681,800</u>	<u>1,836,579</u>	<u>(154,779)</u>
<b>Revenues Over Expenditures</b>	177,820	724,843	547,023
<b>Other Financing Sources/(Uses)</b>			
Internal transfers	25,000	(218,373)	(243,373)
<b>Net Change in Fund Balance</b>	202,820	506,470	303,650
<b>Fund Balance</b>			
Beginning of the year	3,738,089	3,738,089	
<b>End of the year</b>	<u>\$ 3,940,909</u>	<u>\$ 4,244,559</u>	<u>\$ 303,650</u>

*Chambers County Improvement District No. 2*  
*Notes to Required Supplementary Information*  
*June 30, 2024*

**Budgets and Budgetary Accounting**

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

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## **Texas Supplementary Information**

**Chambers County Improvement District No. 2**  
**TSI-1. Services and Rates**  
**June 30, 2024**

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

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

2. Retail Service Providers

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

	Minimum Charge	Minimum Usage	Flat Rate (Y / N)	Rate per 1,000 Gallons Over Minimum Usage	Usage Levels	
Water:	\$ 16.73	- 0 -	Y	\$ 11.06	0	to no limit
Wastewater:	\$ 18.07	- 0 -	Y	\$ 10.97	0	to no limit

District employs winter averaging for wastewater usage?  Yes  No

Total charges per 10,000 gallons usage: Water \$ 127.33 Wastewater \$ 127.77

b. Water and Wastewater Retail Connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC'S
Unmetered			x 1.0	
less than 3/4"	12	11	x 1.0	11
1"	5	5	x 2.5	13
1.5"	2	2	x 5.0	10
2"	38	38	x 8.0	304
3"	4	4	x 15.0	60
4"			x 25.0	
6"	2	2	x 50.0	100
8"	5	5	x 80.0	400
10"	3	3	x 115.0	345
Total Water	71	70		1,243
Total Wastewater	28	27	x 1.0	27

See accompanying auditor's report.



**Chambers County Improvement District No. 2**  
**TSI-1. Services and Rates**  
**June 30, 2024**

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

Gallons purchased from City of Baytown:	<u>26,776,000</u>	Water Accountability Ratio:
Gallons billed to customers:	<u>26,315,000</u>	(Gallons billed / Gallons pumped)
		<u>98.28%</u>

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

Does the District have Debt Service standby fees? Yes  No

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

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

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

5. Location of District:

Is the District located entirely within one county? Yes  No

County(ies) in which the District is located: Chambers County

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

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

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

ETJs in which the District is located: City of Baytown

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

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

See accompanying auditors' report.

*Chambers County Improvement District No. 2*  
*TSI-2. General Fund Expenditures*  
*For the Year Ended June 30, 2024*

Purchased services	<u>\$ 502,591</u>
Professional fees	
Legal	103,787
Audit	14,000
Engineering	<u>47,658</u>
	<u>165,445</u>
Contracted services	
Bookkeeping	58,618
Operator	12,335
Tap connection and inspection	21,241
Patrol services	205,562
Emergency fire protection	<u>305,202</u>
	<u>602,958</u>
Repairs and maintenance	<u>424,254</u>
Utilities	<u>12,577</u>
Economic development	<u>15,000</u>
Administrative	
Directors fees	12,609
Printing and office supplies	5,147
Insurance	7,657
Other	<u>16,571</u>
	<u>41,984</u>
Other	<u>12,609</u>
Capital outlay	<u>59,161</u>
Total expenditures	<u><u>\$ 1,836,579</u></u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2*  
*TSI-3. Investments*  
*June 30, 2024*

Fund	Interest Rate	Maturity Date	Balance at End of Year	Interest Receivable
<b>General</b>				
Texas CLASS	Variable	N/A	\$ 2,726,589	\$ -
Certificate of deposit	5.00%	03/20/25	235,000	3,285
Certificate of deposit	5.50%	08/21/24	235,000	9,845
Certificate of deposit	5.25%	04/14/25	235,000	2,603
Certificate of deposit	5.50%	10/19/24	235,000	2,443
Certificate of deposit	5.50%	01/03/25	235,000	6,303
Certificate of deposit	5.15%	04/07/25	235,000	2,783
Certificate of deposit	5.55%	09/26/24	235,000	9,934
			<u>4,371,589</u>	<u>37,196</u>
<b>Debt Service</b>				
Texas CLASS	Variable	N/A	1,884,166	
Texas CLASS	Variable	N/A	1,917,899	
Certificates of deposit	5.50%	11/16/24	235,000	8,003
Certificates of deposit	5.25%	04/09/25	235,000	2,772
Certificates of deposit	5.50%	09/16/24	235,000	3,612
Certificates of deposit	5.50%	04/13/25	235,000	2,762
Certificates of deposit	5.54%	11/16/24	235,000	8,061
Certificates of deposit	5.65%	11/17/24	235,000	8,221
			<u>5,212,065</u>	<u>33,431</u>
<b>Capital Projects</b>				
Texas CLASS	Variable	N/A	3,070,187	
Texas CLASS	Variable	N/A	3,526	
Texas CLASS	Variable	N/A	34,359	
Texas CLASS	Variable	N/A	14,232	
Texas CLASS	Variable	N/A	47,634	
Texas CLASS	Variable	N/A	4,435,839	
			<u>7,605,777</u>	
Total - All Funds			<u>\$ 17,189,431</u>	<u>\$ 70,627</u>

See accompanying auditors' report.

**Chambers County Improvement District No. 2**  
**TSI-4. Taxes Levied and Receivable**  
**June 30, 2024**

	Maintenance Taxes	Road Debt Service Taxes	W-S-D Debt Service Taxes	Totals
Taxes Receivable, Beginning of Year	\$ 6,814	\$ 7,442	\$ 8,918	\$ 23,174
Adjustments	(7,314)	(6,758)	(10,824)	(24,896)
Adjusted Receivable	(500)	684	(1,906)	(1,722)
2023 Original Tax Levy	1,600,788	1,647,211	2,274,720	5,522,719
Adjustments	(24,763)	(25,481)	(35,188)	(85,432)
Adjusted Tax Levy	1,576,025	1,621,730	2,239,532	5,437,287
Total to be accounted for	1,575,525	1,622,414	2,237,626	5,435,565
Tax collections:				
Current year	1,558,081	1,603,266	2,214,034	5,375,381
Prior years	(3,454)	(2,582)	(5,880)	(11,916)
Total Collections	1,554,627	1,600,684	2,208,154	5,363,465
Taxes Receivable, End of Year	\$ 20,898	\$ 21,730	\$ 29,472	\$ 72,100
Taxes Receivable, By Year				
2023	\$ 17,944	\$ 18,464	\$ 25,498	\$ 61,906
2022	2,615	2,915	3,491	9,021
2021	339	351	483	1,173
Taxes Receivable, End of Year	\$ 20,898	\$ 21,730	\$ 29,472	\$ 72,100
	2023	2022	2021	2020
Property Valuations				
Land	\$ 50,709,940	\$ 46,496,750	\$ 15,231,570	\$ 15,309,900
Improvements	265,110,658	183,497,792	189,676,425	193,774,802
Personal Property	583,110,499	484,497,268	312,154,254	337,879,691
Exemptions	(110,918,562)	(56,566,570)	(1,850,879)	(2,143,864)
Total Property Valuations	\$ 788,012,535	\$ 657,925,240	\$ 515,211,370	\$ 544,820,529
Tax Rates per \$100 Valuation				
Maintenance tax rates	\$ 0.2000	\$ 0.20000	\$ 0.2000	\$ 0.2500
Debt service tax rates:				
Road	0.2058	0.22295	0.2058	0.2365
Water, sewer and drainage	0.2842	0.26705	0.2842	0.1935
Total Tax Rates per \$100 Valuation	\$ 0.6900	\$ 0.69000	\$ 0.6900	\$ 0.6800
Adjusted Tax Levy	\$ 5,437,287	\$ 4,539,684	\$ 3,554,958	\$ 3,704,780
Percentage of Taxes Collected to Taxes Levied **	98.86%	99.80%	99.97%	100.00%

\* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on November 8, 2011

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

See accompanying auditors' report.

*Chambers County Improvement District No. 2*  
*TSI-5. Long-Term Debt Service Requirements*  
*Series 2016--by Years*  
*June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ 185,000	\$ 189,106	\$ 374,106
2026	195,000	183,406	378,406
2027	205,000	177,406	382,406
2028	215,000	170,972	385,972
2029	230,000	163,875	393,875
2030	240,000	156,088	396,088
2031	255,000	147,734	402,734
2032	270,000	138,706	408,706
2033	285,000	128,994	413,994
2034	300,000	118,756	418,756
2035	315,000	107,797	422,797
2036	330,000	96,106	426,106
2037	350,000	83,781	433,781
2038	370,000	70,500	440,500
2039	390,000	56,250	446,250
2040	410,000	41,250	451,250
2041	435,000	25,406	460,406
2042	460,000	8,628	468,628
	<u>\$ 5,440,000</u>	<u>\$ 2,064,761</u>	<u>\$ 7,504,761</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2017 Road--by Years  
 June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ 300,000	\$ 230,575	\$ 530,575
2026	300,000	221,575	521,575
2027	300,000	212,425	512,425
2028	300,000	202,975	502,975
2029	300,000	193,225	493,225
2030	300,000	183,175	483,175
2031	310,000	172,650	482,650
2032	325,000	161,375	486,375
2033	325,000	149,513	474,513
2034	325,000	137,000	462,000
2035	325,000	124,000	449,000
2036	325,000	111,000	436,000
2037	325,000	98,000	423,000
2038	340,000	84,700	424,700
2039	340,000	70,930	410,930
2040	340,000	56,990	396,990
2041	360,000	42,640	402,640
2042	360,000	27,880	387,880
2043	500,000	10,250	510,250
	<u>\$ 6,300,000</u>	<u>\$ 2,490,878</u>	<u>\$ 8,790,878</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2018--by Years  
 June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ 115,000	\$ 173,975	\$ 288,975
2026	120,000	170,450	290,450
2027	125,000	166,775	291,775
2028	135,000	162,791	297,791
2029	140,000	158,406	298,406
2030	145,000	153,594	298,594
2031	155,000	148,344	303,344
2032	160,000	142,831	302,831
2033	170,000	136,950	306,950
2034	180,000	130,494	310,494
2035	190,000	123,556	313,556
2036	200,000	116,244	316,244
2037	210,000	108,556	318,556
2038	220,000	100,356	320,356
2039	230,000	91,638	321,638
2040	240,000	82,531	322,531
2041	255,000	72,941	327,941
2042	265,000	62,700	327,700
2043	560,000	46,200	606,200
2044	875,000	17,500	892,500
	<u>\$ 4,690,000</u>	<u>\$ 2,366,832</u>	<u>\$ 7,056,832</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2*  
*TSI-5. Long-Term Debt Service Requirements*  
*Series 2019--by Years*  
*June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ 90,000	\$ 149,235	\$ 239,235
2026	95,000	146,690	241,690
2027	100,000	143,910	243,910
2028	105,000	140,885	245,885
2029	110,000	137,660	247,660
2030	115,000	134,228	249,228
2031	120,000	130,525	250,525
2032	130,000	126,493	256,493
2033	135,000	122,152	257,152
2034	140,000	117,581	257,581
2035	150,000	112,686	262,686
2036	155,000	107,460	262,460
2037	165,000	101,899	266,899
2038	175,000	95,949	270,949
2039	185,000	89,650	274,650
2040	195,000	82,854	277,854
2041	205,000	75,554	280,554
2042	215,000	67,781	282,781
2043	275,000	58,594	333,594
2044	475,000	44,531	519,531
2045	950,000	17,813	967,813
	<u>\$ 4,285,000</u>	<u>\$ 2,204,130</u>	<u>\$ 6,489,130</u>

See accompanying auditors' report.



*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2020--by Years  
 June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ 215,000	\$ 139,512	\$ 354,512
2026	230,000	135,062	365,062
2027	230,000	130,463	360,463
2028	240,000	125,763	365,763
2029	240,000	120,963	360,963
2030	250,000	116,063	366,063
2031	250,000	110,906	360,906
2032	250,000	105,594	355,594
2033	250,000	100,125	350,125
2034	250,000	94,344	344,344
2035	250,000	88,250	338,250
2036	250,000	82,000	332,000
2037	250,000	75,594	325,594
2038	250,000	68,875	318,875
2039	250,000	62,000	312,000
2040	275,000	54,781	329,781
2041	275,000	46,875	321,875
2042	275,000	38,625	313,625
2043	275,000	30,375	305,375
2044	275,000	22,125	297,125
2045	275,000	13,875	288,875
2046	325,000	4,875	329,875
	<u>\$ 5,630,000</u>	<u>\$ 1,767,045</u>	<u>\$ 7,397,045</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2020A Road--by Years  
 June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ 215,000	\$ 210,275	\$ 425,275
2026	220,000	203,750	423,750
2027	230,000	197,000	427,000
2028	240,000	191,150	431,150
2029	250,000	186,250	436,250
2030	260,000	181,150	441,150
2031	275,000	175,800	450,800
2032	285,000	170,200	455,200
2033	295,000	164,400	459,400
2034	310,000	158,350	468,350
2035	325,000	151,594	476,594
2036	335,000	144,169	479,169
2037	350,000	136,025	486,025
2038	365,000	127,087	492,087
2039	380,000	117,775	497,775
2040	400,000	108,025	508,025
2041	415,000	97,837	512,837
2042	430,000	87,275	517,275
2043	450,000	75,994	525,994
2044	470,000	63,919	533,919
2045	500,000	50,875	550,875
2046	750,000	33,687	783,687
2047	850,000	11,688	861,688
	<u>\$ 8,600,000</u>	<u>\$ 3,044,275</u>	<u>\$ 11,644,275</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2*  
*TSI-5. Long-Term Debt Service Requirements*  
*Series 2021--by Years*  
*June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ 100,000	\$ 96,400	\$ 196,400
2026	100,000	94,400	194,400
2027	100,000	92,400	192,400
2028	100,000	90,400	190,400
2029	100,000	88,275	188,275
2030	100,000	86,025	186,025
2031	100,000	83,775	183,775
2032	100,000	81,525	181,525
2033	100,000	79,150	179,150
2034	100,000	76,650	176,650
2035	100,000	74,150	174,150
2036	100,000	71,550	171,550
2037	100,000	68,850	168,850
2038	100,000	66,150	166,150
2039	100,000	63,450	163,450
2040	100,000	60,750	160,750
2041	100,000	58,050	158,050
2042	100,000	55,350	155,350
2043	100,000	52,650	152,650
2044	100,000	49,950	149,950
2045	250,000	45,225	295,225
2046	750,000	31,725	781,725
2047	800,000	10,800	810,800
	<u>\$ 3,800,000</u>	<u>\$ 1,577,650</u>	<u>\$ 5,377,650</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2021A Road--by Years  
 June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ -	\$ 84,281	\$ 84,281
2026	75,000	83,156	158,156
2027	75,000	80,906	155,906
2028	75,000	79,031	154,031
2029	75,000	77,531	152,531
2030	75,000	76,031	151,031
2031	75,000	74,531	149,531
2032	75,000	73,031	148,031
2033	75,000	71,438	146,438
2034	75,000	69,656	144,656
2035	75,000	67,781	142,781
2036	75,000	65,906	140,906
2037	75,000	63,985	138,985
2038	75,000	62,016	137,016
2039	75,000	60,047	135,047
2040	75,000	58,078	133,078
2041	75,000	56,110	131,110
2042	75,000	54,141	129,141
2043	75,000	52,172	127,172
2044	100,000	49,875	149,875
2045	400,000	43,313	443,313
2046	625,000	29,860	654,860
2047	825,000	10,828	835,828
	<u>\$ 3,300,000</u>	<u>\$ 1,443,704</u>	<u>\$ 4,743,704</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2022--by Years  
 June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ -	\$ 126,057	\$ 126,057
2026	45,000	124,932	169,932
2027	50,000	122,557	172,557
2028	50,000	120,056	170,056
2029	55,000	117,431	172,431
2030	55,000	114,956	169,956
2031	60,000	112,656	172,656
2032	60,000	110,256	170,256
2033	65,000	107,756	172,756
2034	65,000	105,156	170,156
2035	70,000	102,456	172,456
2036	75,000	99,556	174,556
2037	75,000	96,556	171,556
2038	80,000	93,456	173,456
2039	85,000	90,156	175,156
2040	90,000	86,656	176,656
2041	95,000	82,956	177,956
2042	95,000	79,156	174,156
2043	100,000	75,256	175,256
2044	105,000	71,091	176,091
2045	110,000	66,656	176,656
2046	115,000	61,944	176,944
2047	200,000	55,250	255,250
2048	1,200,000	25,500	1,225,500
	<u>\$ 3,000,000</u>	<u>\$ 2,248,458</u>	<u>\$ 5,248,458</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2022A Road--by Years  
 June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ -	\$ 282,875	\$ 282,875
2026	115,000	280,000	395,000
2027	125,000	274,000	399,000
2028	130,000	267,625	397,625
2029	135,000	261,000	396,000
2030	140,000	254,475	394,475
2031	150,000	247,950	397,950
2032	155,000	241,088	396,088
2033	165,000	233,887	398,887
2034	175,000	226,237	401,237
2035	180,000	218,250	398,250
2036	190,000	209,925	399,925
2037	200,000	201,150	401,150
2038	210,000	191,662	401,662
2039	220,000	181,450	401,450
2040	230,000	170,762	400,762
2041	245,000	159,481	404,481
2042	255,000	147,606	402,606
2043	270,000	135,138	405,138
2044	280,000	122,075	402,075
2045	295,000	108,419	403,419
2046	310,000	94,050	404,050
2047	325,000	78,969	403,969
2048	750,000	53,438	803,438
2049	750,000	17,813	767,813
	<u>\$ 6,000,000</u>	<u>\$ 4,659,325</u>	<u>\$ 10,659,325</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2023--by Years  
 June 30, 2024*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due December 1</u>	<u>Interest Due December 1, June 1</u>	<u>Total</u>
2025	\$ -	\$ 235,806	\$ 235,806
2026	95,000	232,956	327,956
2027	100,000	227,106	327,106
2028	105,000	220,956	325,956
2029	115,000	214,356	329,356
2030	120,000	207,306	327,306
2031	125,000	201,206	326,206
2032	135,000	196,006	331,006
2033	140,000	190,506	330,506
2034	150,000	184,706	334,706
2035	155,000	178,509	333,509
2036	165,000	171,806	336,806
2037	175,000	164,363	339,363
2038	185,000	156,263	341,263
2039	195,000	147,713	342,713
2040	210,000	138,600	348,600
2041	220,000	128,925	348,925
2042	235,000	118,394	353,394
2043	245,000	106,994	351,994
2044	260,000	95,000	355,000
2045	275,000	82,294	357,294
2046	290,000	68,875	358,875
2047	305,000	54,744	359,744
2048	500,000	35,625	535,625
2049	500,000	11,876	511,876
	<u>\$ 5,000,000</u>	<u>\$ 3,770,891</u>	<u>\$ 8,770,891</u>

See accompanying auditors' report.

*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 Series 2023A Road--by Years  
 June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ -	\$ 340,625	\$ 340,625
2026	120,000	336,575	456,575
2027	130,000	328,137	458,137
2028	135,000	319,194	454,194
2029	140,000	309,913	449,913
2030	150,000	300,125	450,125
2031	155,000	289,831	444,831
2032	165,000	281,094	446,094
2033	175,000	273,759	448,759
2034	180,000	265,994	445,994
2035	190,000	257,781	447,781
2036	200,000	249,006	449,006
2037	210,000	239,650	449,650
2038	225,000	229,591	454,591
2039	235,000	218,806	453,806
2040	250,000	207,288	457,288
2041	260,000	195,175	455,175
2042	275,000	182,125	457,125
2043	290,000	168,000	458,000
2044	305,000	153,125	458,125
2045	320,000	137,500	457,500
2046	335,000	121,125	456,125
2047	355,000	103,875	458,875
2048	500,000	82,500	582,500
2049	700,000	52,500	752,500
2050	700,000	17,500	717,500
	<u>\$ 6,700,000</u>	<u>\$ 5,660,794</u>	<u>\$ 12,360,794</u>

See accompanying auditors' report.



*Chambers County Improvement District No. 2  
 TSI-5. Long-Term Debt Service Requirements  
 All Bonded Debt Series--by Years  
 June 30, 2024*

Due During Fiscal Years Ending	Principal Due December 1	Interest Due December 1, June 1	Total
2025	\$ 1,220,000	\$ 2,258,722	\$ 3,478,722
2026	1,710,000	2,212,952	3,922,952
2027	1,770,000	2,153,085	3,923,085
2028	1,830,000	2,091,798	3,921,798
2029	1,890,000	2,028,885	3,918,885
2030	1,950,000	1,963,216	3,913,216
2031	2,030,000	1,895,908	3,925,908
2032	2,110,000	1,828,199	3,938,199
2033	2,180,000	1,758,630	3,938,630
2034	2,250,000	1,684,924	3,934,924
2035	2,325,000	1,606,810	3,931,810
2036	2,400,000	1,524,728	3,924,728
2037	2,485,000	1,438,409	3,923,409
2038	2,595,000	1,346,605	3,941,605
2039	2,685,000	1,249,865	3,934,865
2040	2,815,000	1,148,565	3,963,565
2041	2,940,000	1,041,950	3,981,950
2042	3,040,000	929,661	3,969,661
2043	3,140,000	811,623	3,951,623
2044	3,245,000	689,191	3,934,191
2045	3,375,000	565,970	3,940,970
2046	3,500,000	446,141	3,946,141
2047	3,660,000	326,154	3,986,154
2048	2,950,000	197,063	3,147,063
2049	1,950,000	82,189	2,032,189
2050	700,000	17,500	717,500
	<u>\$ 62,745,000</u>	<u>\$ 33,298,743</u>	<u>\$ 96,043,743</u>

See accompanying auditors' report.

	Bond Issue			
	Series 2016	Series 2017 Road	Series 2018	Series 2019
Interest rate	3.00% - 3.75%	3.00% - 4.10%	3.00% - 4.00%	2.70% - 3.75%
Dates interest payable	12/1; 6/1	12/1; 6/1	12/1; 6/1	12/1; 6/1
Maturity dates	12/1/17 - 12/1/41	12/1/19 - 12/1/42	12/1/20 - 12/1/43	12/1/21 - 12/1/44
Beginning bonds outstanding	\$ 5,615,000	\$ 6,600,000	\$ 4,800,000	\$ 4,370,000
Bonds issued				
Bonds retired	(175,000)	(300,000)	(110,000)	(85,000)
Ending bonds outstanding	<u>\$ 5,440,000</u>	<u>\$ 6,300,000</u>	<u>\$ 4,690,000</u>	<u>\$ 4,285,000</u>
Interest paid during fiscal year	<u>\$ 194,506</u>	<u>\$ 239,275</u>	<u>\$ 177,350</u>	<u>\$ 151,555</u>
Paying agent's name and city	Regions Bank, Houston, Texas			
	Water, Sewer and Drainage Bonds	Parks Bonds	Road Bonds	Refunding Bonds
Bond Authority:				
Amount Authorized by Voters	\$ 377,400,000	\$ 6,850,000	\$ 147,600,000	\$ 84,750,000
Amount Issued	(34,135,000)		(32,800,000)	
Remaining To Be Issued	<u>\$ 343,265,000</u>	<u>\$ 6,850,000</u>	<u>\$ 114,800,000</u>	<u>\$ 84,750,000</u>

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

Debt Service Fund cash and investment balances as of June 30, 2024: \$ 5,239,809

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 3,693,990

See accompanying auditors' report.

Bond Issue

Series 2020	Series 2020A Road	Series 2021	Series 2021A Road	Series 2022	Series 2022A Road
2.00% - 3.00%	2.00% - 3.00%	2.00% - 2.70%	2.00% - 3.00%	4.00% - 5.00%	4.50% - 5.00%
12/1; 6/1	12/1; 6/1	12/1; 6/1	12/1; 6/1	12/1; 6/1	12/1; 6/1
12/1/22 - 12/1/45	12/1/22 - 12/1/46	12/1/22 - 12/1/46	12/1/25 - 12/1/46	12/1/25 - 12/1/47	12/1/25 - 12/1/48
\$ 5,840,000	\$ 8,805,000	\$ 3,900,000	\$ 3,300,000	\$ 3,000,000	\$ 6,000,000
(210,000)	(205,000)	(100,000)			
\$ 5,630,000	\$ 8,600,000	\$ 3,800,000	\$ 3,300,000	\$ 3,000,000	\$ 6,000,000
\$ 143,762	\$ 216,575	\$ 98,400	\$ 84,281	\$ 126,057	\$ 282,875

	Bond Issue		Totals
	Series 2023	Series 2023A Road	
Interest rate	4.00% - 6.00%	4.25% - 6.75%	
Dates interest payable	12/1; 6/1	12/1; 6/1	
Maturity dates	12/1/25 - 12/1/48	12/1/25 - 12/1/49	
Beginning bonds outstanding	\$ -	\$ -	\$ 52,230,000
Bonds issued	5,000,000	6,700,000	11,700,000
Bonds retired			(1,185,000)
Ending bonds outstanding	\$ 5,000,000	\$ 6,700,000	\$ 62,745,000
Interest paid during fiscal year	\$ 146,724	\$ 186,398	\$ 2,047,758

See accompanying auditors' report.

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**Chambers County Improvement District No. 2**

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

**For the Last Five Fiscal Years**

	Amounts				
	2024	2023	2022	2021	2020
Revenues					
Water service	\$ 355,886	\$ 219,068	\$ 174,719	\$ 164,434	\$ 190,550
Sewer service	222,688	166,143	137,595	123,613	129,249
Property taxes	1,554,628	1,304,236	1,124,701	1,302,328	1,523,045
Penalties and interest	3,442	4,012	2,306	2,111	4,270
Tap connection and inspection	217,728	172,810	11,342	33,348	146,106
Miscellaneous	79	1,824		2,702	71
Investment earnings	206,971	115,538	10,046	15,277	32,808
<b>Total Revenues</b>	<b>2,561,422</b>	<b>1,983,631</b>	<b>1,460,709</b>	<b>1,643,813</b>	<b>2,026,099</b>
Expenditures					
Current service operations					
Purchased services	502,591	568,983	263,702	310,428	394,223
Professional fees	165,445	171,527	171,798	322,929	199,154
Contracted services	602,958	364,241	251,300	244,604	303,103
Repairs and maintenance	424,254	298,386	275,032	145,182	206,789
Utilities	12,577	9,430	12,803	15,457	12,505
Economic development	15,000	15,000	15,000	15,000	15,000
Administrative	41,984	24,080	51,763	22,820	22,106
Other	12,609	17,749	13,187	8,273	21,944
Capital outlay	59,161				
<b>Total Expenditures</b>	<b>1,836,579</b>	<b>1,469,396</b>	<b>1,054,585</b>	<b>1,084,693</b>	<b>1,174,824</b>
Revenues Over Expenditures	\$ 724,843	\$ 514,235	\$ 406,124	\$ 559,120	\$ 851,275
Total Active Retail Water Connections	70	64	59	59	57
Total Active Retail Wastewater Connections	27	26	25	25	23

\*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues

2024	2023	2022	2021	2020
14%	11%	12%	10%	10%
9%	8%	9%	8%	6%
61%	66%	77%	79%	75%
*	*	*	*	*
9%	9%	1%	2%	7%
*	*		*	*
8%	6%	1%	1%	2%
101%	100%	100%	100%	100%

20%	29%	18%	19%	19%
6%	9%	12%	20%	10%
24%	18%	17%	15%	15%
17%	15%	19%	9%	10%
*	*	1%	1%	1%
1%	1%	1%	1%	1%
2%	1%	4%	1%	1%
*	1%	1%	1%	1%
2%				
72%	74%	73%	67%	58%
29%	26%	27%	33%	42%

**Chambers County Improvement District No. 2**

**TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund**

**For the Last Five Fiscal Years**

	Amounts				
	2024	2023	2022	2021	2020
Revenues					
Property taxes	\$ 3,808,838	\$ 3,224,185	\$ 2,664,359	\$ 2,226,882	\$ 1,641,497
Penalties and interest	37,636	99,377	106,142	23,474	6,037
Miscellaneous	257	75		30	2,041
Investment earnings	257,191	150,654	12,202	12,061	35,112
Total Revenues	4,103,922	3,474,291	2,782,703	2,262,447	1,684,687
Expenditures					
Tax collection services	71,772	97,778	87,497	25,234	29,705
Other	195	811	1,245	5,665	624
Debt service					
Principal	1,185,000	1,155,000	605,000	545,000	440,000
Interest and fees	2,055,820	1,588,607	1,272,250	1,070,334	789,592
Total Expenditures	3,312,787	2,842,196	1,965,992	1,646,233	1,259,921
Revenues Over Expenditures	\$ 791,135	\$ 632,095	\$ 816,711	\$ 616,214	\$ 424,766

\*Percentage is negligible

See accompanying auditors' report.



Percent of Fund Total Revenues

2024	2023	2022	2021	2020
93%	93%	96%	98%	98%
1%	3%	4%	1%	*
*	*		*	*
6%	4%	*	1%	2%
100%	100%	100%	100%	100%
2%	3%	3%	1%	2%
*	*	*	*	*
29%	33%	22%	24%	26%
50%	46%	46%	47%	47%
81%	82%	71%	72%	75%
19%	18%	29%	28%	25%

**Chambers County Improvement District No. 2**  
**TSI-8. Board Members, Key Personnel and Consultants**  
**For the Year Ended June 30, 2024**

Complete District Mailing Address: 1300 Post Oak Blvd., Suite 2400, Houston, Texas 77056  
 District Business Telephone Number: (713) 623-4531  
 Submission Date of the most recent District Registration Form  
 (TWC Sections 36.054 and 49.054): June 11, 2024  
 Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200  
 (Set by Board Resolution -- TWC Section 49.060)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid*	Expense Reimburse- ments	Title at Year End
<b>Board Members</b>				
Patsy T. Waldrop	05/22 - 05/26	\$ 2,210	\$ 222	President
Stephen H. Olson	05/22 - 05/26	1,989	259	Vice President
Susan Ruske	05/22 - 05/26	3,536	1,640	Assistant Secretary
David King	05/24 - 05/28	1,989	205	Assistant Secretary
Adrian B. Combs	05/20 - 05/24	1,989	456	Former Director
<b>Consultants</b>				
Schwartz, Page & Harding, L.L.P.		<u>Amounts Paid</u>		Attorney
<i>General legal fees</i>		\$ 130,176		
<i>Bond counsel</i>		313,754		
Municipal District Services, LLC		499,926		Operator
Municipal Accounts & Consulting, L.P.		69,022		Bookkeeper
Utility Tax Service, LLC		8,800		Tax Collector
Chambers County Appraisal District		40,939		Property Valuation
Ted A. Cox. P.C.		19,002		Delinquent Tax Attorney
Ward, Getz & Associates, LLP		47,691		Engineer
McGrath & Co., PLLC		30,000		Auditor
Masterson Advisors LLC		227,147		Financial Advisor

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

See accompanying auditors' report.