

OFFICIAL STATEMENT DATED SEPTEMBER 4, 2025

IN THE OPINION OF BOND COUNSEL (HEREIN DEFINED), UNDER EXISTING LAW, INTEREST ON THE BONDS (I) IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES UNDER SECTION 103 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND (II) IS NOT AN ITEM OF TAX PREFERENCE FOR PURPOSES OF THE ALTERNATIVE MINIMUM TAX ON INDIVIDUALS. SEE "TAX MATTERS" HEREIN, INCLUDING INFORMATION REGARDING POTENTIAL ALTERNATIVE MINIMUM TAX CONSEQUENCES FOR CORPORATIONS.

The Bonds have not been designated as "qualified tax-exempt obligations" for financial institutions.

NEW ISSUE – Book Entry Only

S&P Global Ratings (BAM Insured)..... "AA"
See "MUNICIPAL BOND INSURANCE" and "RATING."

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 57
(A Political Subdivision of the State of Texas, located within Brazoria County)

\$14,315,000
Unlimited Tax Bonds
Series 2025

Dated: September 15, 2025

Interest Accrues from: Date of Delivery

Due: September 1, as shown on inside cover

The \$14,315,000 Unlimited Tax Bonds, Series 2025 (the "Bonds") are obligations of Brazoria County Municipal Utility District No. 57 (the "District") and are not obligations of the State of Texas; Brazoria County, Texas; the City of Iowa Colony, Texas; the City of Manvel, Texas; or any political subdivision or entity other than the District. Neither the full faith and credit nor the taxing power of the State of Texas; Brazoria County, Texas; the City of Iowa Colony, Texas; the City of Manvel, Texas; nor any entity other than the District is pledged to the payment of the principal of or the interest on the Bonds.

Principal of the Bonds is payable upon presentation at the principal payment office of the paying agent/ registrar, initially, BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"). The Bonds will be dated September 15, 2025, and interest on the Bonds accrues from the date of delivery which is expected to be on or about September 30, 2025 (the "Date of Delivery"), with interest payable on March 1, 2026, and on each September 1 and March 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or prior redemption. Interest on the Bonds will be payable by check dated as of the Interest Payment Date and mailed by the Paying Agent/Registrar to registered owners as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding each Interest Payment Date. The Bonds are fully registered bonds in principal denominations of \$5,000 or any integral multiple thereof.

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

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

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by **BUILD AMERICA MUTUAL ASSURANCE COMPANY ("BAM")**.



The Bonds constitute the first series of unlimited tax bonds issued by the District, from the \$483,900,000 principal amount of unlimited tax bonds authorized by District's voters at an election held on November 8, 2022 for the purpose of purchasing, constructing, operating and maintaining water, wastewater, and drainage facilities to serve the District (the "Utility System") and \$483,900,000 for the further purpose of refunding such bonds. The District's voters also authorized \$344,700,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring a road system to serve the District (the "Road System") and \$344,700,000 for the further purpose of refunding such bonds and \$163,790,000 principal amount of unlimited tax bonds for the purpose of constructing parks and recreational facilities to serve the District (the "Park System") and \$163,790,000 for the further purpose of refunding such bonds.

Following the issuance of the Bonds, \$469,585,000 principal amount of unlimited tax bonds for the Utility System; \$344,700,000 principal amount of unlimited tax bonds for the Road System; and \$163,790,000 principal amount of unlimited tax bonds for the Park System will remain authorized and unissued. All refunding bonds remain authorized but unissued.

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

The Bonds are offered when, as and if issued by the District and accepted by the winning bidders for the Bonds (the "Initial Purchaser"), and subject to the approval of the Attorney General of Texas and of Allen Boone Humphries Robinson LLP, Bond Counsel. Certain legal matters will be passed on for the District by Orrick, Herrington & Sutcliffe LLP, Houston, Texas, Disclosure Counsel. Delivery of the Bonds is expected on or about September 30, 2025.

PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS

\$14,315,000 Unlimited Tax Bonds, Series 2025

\$8,330,000 Serial Bonds

| Maturity September 1 | Principal Amount | Interest Rate | Initial Reoffering Yield (a) | CUSIP No. 10606S (b) | Maturity September 1 | Principal Amount | Interest Rate | Initial Reoffering Yield (a) | CUSIP No. 10606S (b) |
|-------------------------|---------------------|------------------|------------------------------------|-------------------------|-------------------------|---------------------|------------------|------------------------------------|-------------------------|
| 2031 (c) | \$ 410,000 | 6.500% | 3.200% | AE5 | 2039 (c) | \$ 620,000 | 4.500% | 4.600% | AN5 |
| 2032 (c) | 435,000 | 6.125% | 3.300% | AF2 | 2040 (c) | 650,000 | 4.625% | 4.750% | AP0 |
| 2033 (c) | 455,000 | 4.000% | 3.600% | AG0 | 2041 (c) | 685,000 | 4.750% | 4.850% | AQ8 |
| 2034 (c) | 480,000 | 4.000% | 3.800% | AH8 | 2042 (c) | 720,000 | 4.750% | 4.950% | AR6 |
| 2035 (c) | 505,000 | 4.000% | 4.000% | AJ4 | 2043 (c) | 760,000 | 4.750% | 5.000% | AS4 |
| 2036 (c) | 530,000 | 4.000% | 4.100% | AK1 | *** | *** | *** | *** | *** |
| 2037 (c) | 560,000 | 4.000% | 4.200% | AL9 | 2047 (c) | 930,000 | 4.875% | 5.070% | AW5 |
| 2038 (c) | 590,000 | 4.250% | 4.400% | AM7 | | | | | |

\$5,985,000 Term Bonds

\$1,450,000 Term Bonds Due September 1, 2030 (d), Interest Rate: 6.500% (Price: \$110.831) (a), CUSIP No. 10606S AD7 (b)

\$2,525,000 Term Bonds Due September 1, 2046 (c)(d), Interest Rate: 4.625% (Price: \$93.930) (a), CUSIP No. 10606S AV7 (b)

\$2,010,000 Term Bonds Due September 1, 2049 (c)(d), Interest Rate: 4.875% (Price: \$97.175) (a), CUSIP No. 10606S AY1 (b)

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- (a) Information with respect to the initial reoffering yields of the Bonds is the responsibility of the Initial Purchaser. Initial reoffering yields represent the initial offering price, which may be changed for subsequent purchasers. The initial yield indicated above represents the lower of the yields resulting when priced to maturity or to the first call date.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by FactSet Research Systems Inc. on behalf of the American Bankers Association and are included solely for the convenience of the owners of the Bonds.
- (c) Bonds maturing on September 1, 2031, and thereafter, shall be subject to redemption and payment at the option of the District, in whole, or from time to time in part, on September 1, 2030, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS—Redemption of the Bonds—*Optional Redemption*."
- (d) Subject to mandatory sinking fund redemption by lot or other customary method of random selection on September 1 in the years and in the amounts set forth under "THE BONDS—Redemption of the Bonds—*Mandatory Redemption*."

USE OF INFORMATION IN OFFICIAL STATEMENT

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

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

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

Build America Mutual Assurance Company ("BAM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under "MUNICIPAL BOND INSURANCE" and "APPENDIX B."

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. 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 such 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 "OFFICIAL STATEMENT – Updating of Official Statement" and "CONTINUING DISCLOSURE OF INFORMATION."

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 final official statement for any purpose.

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SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District has accepted the bid of SAMCO Capital Markets, Inc. (the "Initial Purchaser") to purchase the Bonds at the interest rates shown on the inside cover page of this Official Statement at a price of 97.007342% of par, resulting in a net effective interest rate to the District of 4.916387%, as calculated pursuant to Chapter 1204, Texas Government Code, as amended. No assurance can be given that any trading market will be developed for the Bonds after their sale by the District to the Initial Purchaser. The District has no control over the price at which the Bonds are subsequently sold, and the initial yields at which the Bonds are priced and reoffered are established by and are the sole responsibility of the Initial Purchaser.

Prices and Marketability

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

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

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

Securities Laws

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

Bond Insurance Policy

Concurrently with the issuance of the Bonds, BAM will issue a Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as "APPENDIX B."

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

MUNICIPAL BOND INSURANCE

Build America Mutual Assurance Company

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure municipal bonds, as defined in Section 6901 of the New York Insurance Law, which are most often issued by states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM.

The address of the principal executive offices of BAM is: 200 Liberty Street, 27th Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: www.bambonds.com.

BAM is licensed and subject to regulation as a financial guaranty insurance corporation under the laws of the State of New York and in particular Articles 41 and 69 of the New York Insurance Law.

BAM's financial strength is rated "AA/Stable" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"). An explanation of the significance of the rating and current reports may be obtained from S&P at <https://www.spglobal.com/en/>. The rating of BAM should be evaluated independently. The rating reflects the S&P's current assessment of the creditworthiness of BAM and its ability to pay claims on its policies of insurance. The above rating is not a recommendation to buy, sell or hold the Bonds, and such rating is subject to revision or withdrawal at any time by S&P, including withdrawal initiated at the request of BAM in its sole discretion. Any downward revision or withdrawal of the above rating may have an adverse effect on the market price of the Bonds. BAM only guarantees scheduled principal and scheduled interest payments payable by the issuer of the Bonds on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the Policy), and BAM does not guarantee the market price or liquidity of the Bonds, nor does it guarantee that the rating on the Bonds will not be revised or withdrawn.

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of June 30, 2025, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$503.3 million, \$258.1 million, and \$245.2 million, respectively.

BAM is party to a first loss reinsurance treaty that provides first loss protection up to a maximum of 15% of the par amount outstanding for each policy issued by BAM, subject to certain limitations and restrictions.

BAM's most recent Statutory Annual Statement, which has been filed with the New York State Insurance Department and posted on BAM's website at www.bambonds.com, is incorporated herein by reference and may be obtained, without charge, upon request to BAM at its address provided above (Attention: Finance Department). Future financial statements will similarly be made available when published.

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

Additional Information Available from BAM

Credit Insights Videos: For certain BAM-insured issues, BAM produces and posts a brief Credit Insights video that provides a discussion of the obligor and some of the key factors BAM's analysts and credit committee considered when approving the credit for insurance. The Credit Insights videos are easily accessible on BAM's website at <https://bambonds.com/insights/#video>. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Credit Profiles: Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that includes bonds insured by BAM, any pre-sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at <https://bambonds.com/credit-profiles>. BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Disclaimers: The Credit Profiles and the Credit Insights videos and the information contained therein are not recommendations to purchase, hold or sell securities or to make any investment decisions. Credit-related and other analyses and statements in the Credit Profiles and the Credit Insights videos are statements of opinion as of the date expressed, and BAM assumes no responsibility to update the content of such material. The Credit Profiles and Credit Insight videos are prepared by BAM; they have not been reviewed or approved by the issuer of or the underwriter for the Bonds, and the issuer and underwriter assume no responsibility for their content.

BAM receives compensation (an insurance premium) for the insurance that it is providing with respect to the Bonds. Neither BAM nor any affiliate of BAM has purchased, or committed to purchase, any of the Bonds, whether at the initial offering or otherwise.

RATING

The Bonds will receive an insured rating of “AA” (stable outlook) from S&P solely in reliance upon the issuance and delivery of the Policy by BAM at the time of delivery of the Bonds. An explanation of the ratings of S&P may only be obtained from S&P. S&P is located at 55 Water Street, New York, New York 10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present, S&P assigns long-term debt ratings with symbols “AAA” (the highest rating) through “D” (the lowest rating). The ratings express only the view of S&P at the time the ratings are given. Furthermore, a security rating is not a recommendation to buy, sell or hold securities. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by S&P, if in its judgment, circumstances so warrant.

The District is not aware of any rating assigned to the Bonds other than the rating discussed above.

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OFFICIAL STATEMENT SUMMARY

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

THE BONDS

The District Brazoria County Municipal Utility District No. 57 (the “District”), a political subdivision of the State of Texas, is located in Brazoria County, Texas. See “THE DISTRICT.”

The Bonds The \$14,315,000 Unlimited Tax Bonds, Series 2025 (the “Bonds”) are dated September 15, 2025, and accrue interest from the date of delivery which is expected to be on or about September 30, 2025 (the “Date of Delivery”), with interest payable on March 1, 2026, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or prior redemption. The Bonds mature serially on September 1 in the years and in the principal amounts set forth on the inside cover page. See “THE BONDS.”

Redemption of the Bonds The Bonds that mature on or after September 1, 2031, are subject to redemption, in whole or from time to time in part, on September 1, 2030, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See “THE BONDS – Redemption of the Bonds—*Optional Redemption*.”

The Bonds maturing on September 1, 2031 through September 1, 2043, both inclusive, and September 1, 2047, are serial bonds. The Bonds maturing on September 1 in the years 2030, 2046, and 2049 are term bonds (the “Term Bonds”) and are subject to certain mandatory sinking fund redemption provisions as set forth herein under “THE BONDS—Redemption of the Bonds—*Mandatory Redemption*.”

Book-Entry-Only System The Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York (“DTC”), pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in principal denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners (herein defined) thereof. Principal of and interest on the Bonds will be payable by BOKF, NA, Dallas, Texas (the “Paying Agent/Registrar”), to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See “THE BONDS – Book-Entry-Only System.”

Authority for Issuance The Bonds constitute the first series of unlimited tax bonds issued by the District, from the \$483,900,000 principal amount of unlimited tax bonds authorized by District’s voters at an election held on November 8, 2022 for the purpose of purchasing, constructing, operating and maintaining water, wastewater, and drainage facilities to serve the District (the “Utility System”) and \$483,900,000 for the further purpose of refunding such bonds. The District’s voters also authorized \$344,700,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring a road system to serve the District (the “Road System”) and \$344,700,000 for the further purpose of refunding such bonds and \$163,790,000 principal amount of unlimited tax bonds for the purpose of constructing parks and recreational facilities to serve the District (the “Park System”) and \$163,790,000 for the further purpose of refunding such bonds.

Following the issuance of the Bonds, \$469,585,000 principal amount of unlimited tax bonds for the Utility System; \$344,700,000 principal amount of unlimited tax bonds for the Road System; and \$163,790,000 principal amount of unlimited tax bonds for the Park System will remain authorized

and unissued. All refunding bonds remain authorized but unissued. See “THE BONDS – Authority for Issuance.”

The Bonds are issued pursuant to: an order of the Texas Commission on Environmental Quality (the “TCEQ”); the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code, as amended, applicable to municipal utility districts created under Section 59, Article XVI, Texas Constitution; a resolution adopted by the Board of Directors of the District (the “Board”) on the date of sale of the Bonds (the “Bond Resolution”); and an election held within the boundaries of the District on November 8, 2022.

| | |
|---|---|
| Source of Payment | The District is authorized to levy taxes to pay debt service on bonds issued for the Utility System, the Park System, and the Road System, and such taxes are unlimited as to rate or amount. The Bonds are payable from a continuing direct annual ad valorem tax, unlimited as to rate or amount, levied against all taxable property within the District. The Bonds are obligations of the District and are not obligations of the State of Texas; Brazoria County, Texas; the City of Iowa Colony (“Iowa Colony”), Texas; City of Manvel (“Manvel”), Texas, or any entity other than the District. See “THE BONDS – Source of Payment.” |
| Payment Record..... | The Bonds are the first issuance of bonded indebtedness by the District. |
| Short-Term Debt..... | The District issued its \$7,493,000 Bond Anticipation Note, Series 2024 (the “BAN”), dated December 20, 2024. The BAN matures on December 19, 2025, and accrues interest at a rate of 5.50% per annum, calculated on the basis of 365-day year. The District will use a portion of the proceeds from the sale of the Bonds to redeem the BAN prior to its maturity. Proceeds from the BAN were used to reimburse the Developers (herein defined) for a portion of the improvements and related costs shown under “THE BONDS – Use and Distribution of Proceeds of the Bonds.” See “THE BONDS – Short-Term Debt.” |
| Use of Proceeds of the Bonds | Proceeds of the sale of the Bonds will be used by the District to redeem the BAN, the proceeds of which were used to reimburse the Developers for a portion of the improvements and related costs shown under “THE BONDS – Use and Distribution of Proceeds of the Bonds.” Additionally, proceeds from the sale of the Bonds will also be used to reimburse the Developers for the improvements and related costs that were not reimbursed by the BAN and to pay: developer interest; eighteen (18) months of capitalized interest; BAN interest; and other certain costs associated with the issuance of the Bonds. See “THE BONDS – Use and Distribution of Proceeds of the Bonds.” |
| NOT Qualified Tax-Exempt Obligations..... | The Bonds have not been designated as “qualified tax-exempt obligations” within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended. |
| Municipal Bond Insurance..... | Build America Mutual Assurance Company (“BAM”). See “MUNICIPAL BOND INSURANCE.” |
| Ratings | S&P Global Ratings (BAM Insured): “AA.” See “RATING.” |
| Bond Counsel | Allen Boone Humphries Robinson LLP, Houston, Texas. |
| Disclosure Counsel..... | Orrick, Herrington & Sutcliffe LLP, Houston, Texas. |
| Financial Advisor | Robert W. Baird & Co. Incorporated, Houston, Texas. |

THE DISTRICT

| | |
|--|---|
| Description..... | The District is a political subdivision of the State of Texas, located approximately 21 miles south of the central business district of the City of Houston, Texas. At the time of creation, the District encompassed approximately 447.471 acres. Currently, the District consists of 1,606.9093 acres. The District boundaries lie entirely within the corporate limits of Manvel and Iowa Colony. The District is a municipal utility district created by an order of the TCEQ effective August 16, 2007, and by a confirmation election held within the District on November 6, 2007. The District operates in accordance with Article XVI, Section 59 and Article III, Section 52 of the Constitution of the State of Texas, and Chapters 49 and 54 of the Texas Water Code, as amended, and other statutes of Texas applicable to municipal utility districts. See "THE DISTRICT." |
| Development within the District | <p>The District is one of three municipal utility districts that make up the approximately 3,000-acre master-planned community known as Meridiana. In addition to Meridiana, the District includes planned developments known as Ellwood and Rally East.</p> <p>To date, approximately 130.13 acres (483 lots) within the District have been developed as the residential subdivisions of Meridiana, Phase 1, Sections 4A East, 5 East, 10, 13A, 14A, 14B, 24A, and 24B, and approximately 26.27 acres (92 lots) within the District have been developed as the residential subdivisions of Ellwood, Sections 1A and 1B. As of July 1, 2025, the District was composed of 203 completed homes, 87 homes under construction and approximately 285 vacant developed lots. Of the 284 homes completed and under construction as of July 1, 2025 (which excludes the 6 model homes under construction in the Ellwood subdivision), 238 homes were sold to homeowners within the District</p> <p>In addition, approximately 13.00 acres have been developed as Alvin ISD Elementary School Site No. 2 and approximately 170.62 acres for Alvin ISD Jr. High School. The remaining land within the District consists of approximately 1,011.24 undeveloped but developable acres and approximately 139.38 undevelopable acres consisting of easements, rights of way and greenbelts. See "DEVELOPERS," "DEVELOPMENT OF THE DISTRICT," and "THE DISTRICT."</p> |
| Developers | Land within the District is being developed by Rise Communities, LLC ("Rise Communities") and Beazer Homes Texas, L.P., a Delaware limited partnership ("Beazer Homes"). Rise Communities and Beazer Homes are collectively referred to herein as the "Developers." See "DEVELOPERS" and "DEVELOPMENT OF THE DISTRICT." |
| Homebuilders Within the District | Homebuilders who are active in Meridiana include David Weekley Homes, Drees Custom Homes, Highland Homes, Perry Homes, NewMark Homes, Shea Homes, Chesmar Homes, and Westin Homes. Prices of new homes being constructed in the District range from the \$270,000s –\$1,000,000+. See "DEVELOPERS – Homebuilders within the District." |

RISK FACTORS

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

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

SELECTED FINANCIAL INFORMATION

(UNAUDITED)

| | | |
|---|---------------------|-----|
| 2025 Assessed Taxable Valuation | \$ 69,348,870 | (a) |
| Estimated Taxable Valuation as of July 1, 2025..... | \$ 143,180,121 | (b) |
| Direct Debt: | | |
| The Bonds | <u>14,315,000</u> | |
| Total | \$ 14,315,000 | |
| Estimated Overlapping Debt | <u>\$ 8,839,148</u> | (c) |
| Total Direct and Estimated Overlapping Debt | \$ 23,154,148 | (c) |
| Direct Debt Ratios: | | |
| As a percentage of the 2025 Assessed Taxable Valuation | 20.64 | % |
| As a percentage of the Estimated Taxable Valuation as of July 1, 2025 | 10.00 | % |
| Direct and Estimated Overlapping Debt Ratios: | | |
| As a percentage of the 2025 Assessed Taxable Valuation | 33.39 | % |
| As a percentage of the Estimated Taxable Valuation as of July 1, 2025 | 16.17 | % |
| Utility System Debt Service Fund Balance (as of Date of Delivery) | \$ 1,044,017 | (d) |
| Utility System Capital Projects Fund (as of June 5, 2025)..... | \$ 8,448 | |
| General Fund Balance (as of June 5, 2025)..... | \$ 123,301 | |

- (a) Represents the taxable amount of assessed valuation of taxable properties in the District as of January 1, 2025, as provided by the Brazoria County Appraisal District (the "Appraisal District"). See "TAX DATA" and "TAXING PROCEDURES."
- (b) As of July 1, 2025, provided by the Appraisal District for information purposes only. Represents new construction within the District as of July 1, 2025. This estimate is based upon the same unit value used in the assessed taxable valuation. No taxes will be levied on this estimate. See "TAXING PROCEDURES."
- (c) See "DISTRICT DEBT – Estimated Direct and Overlapping Debt Statement."
- (d) Represents eighteen (18) months of capitalized interest to be deposited into the Utility System Debt Service Fund (herein defined) upon closing of the Bonds. Neither Texas law nor the Bond Resolution (herein defined) requires that the District maintain any particular sum in the Utility System Debt Service Fund. Monies in the Utility System Debt Service Fund cannot be used to pay debt service on bonds issued by the District for the Road System (herein defined) and are pledged only to payment of the Bonds.

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SELECTED FINANCIAL INFORMATION

(UNAUDITED)

| | | |
|--|--------------|-----|
| 2024 Tax Rate per \$100 of Assessed Taxable Valuation | | |
| Utility System Debt Service | \$ 0.000 | |
| Road System Debt Service | 0.000 | (a) |
| Maintenance and Operations..... | <u>0.900</u> | |
| Total | \$ 0.900 | |
| Average Annual Debt Service Requirement (2026–2049) | \$ 1,021,824 | (b) |
| Maximum Annual Debt Service Requirement (2049)..... | \$ 1,080,213 | (b) |
| Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Average Annual Debt Service Requirement on the Bonds (2026–2049) at 95% Tax Collections: | | |
| Based on the 2025 Assessed Taxable Valuation..... | \$ 1.56 | |
| Based on the Estimated Taxable Valuation as of July 1, 2025 | \$ 0.76 | |
| Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Maximum Annual Debt Service Requirement on the Bonds (2049) at 95% Tax Collections: | | |
| Based on the 2025 Assessed Taxable Valuation..... | \$ 1.64 | |
| Based on the Estimated Taxable Valuation as of July 1, 2025 | \$ 0.80 | |
| Single-Family Homes (including 81 under construction) as of July 1, 2025..... | 284 | (c) |

-
- (a) The District is authorized to levy two separate taxes to pay the debt service on bonds issued for the Utility System, such as the Bonds, and bonds issued for the Road System. Such taxes are unlimited as to rate or amount.
- (b) Requirement of debt service on the Bonds. See “DISTRICT DEBT – Debt Service Requirement Schedule.”
- (c) Of the 284 homes completed and under construction as of July 1, 2025, 238 homes were sold to homeowners within the District (which excludes the 6 model homes under construction in the Ellwood subdivision).

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 57

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

\$14,315,000
Unlimited Tax Bonds
Series 2025

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Brazoria County Municipal Utility District No. 57 (the "District") of its \$14,315,000 Unlimited Tax Bonds, Series 2025 (the "Bonds").

The Bonds are issued pursuant to: an order of the Texas Commission on Environmental Quality (the "TCEQ"); the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code, as amended, applicable to municipal utility districts created under Section 59, Article XVI, Texas Constitution; a resolution adopted by the Board of Directors of the District (the "Board") on the date of sale of the Bonds (the "Bond Resolution"); and an election held within the boundaries of the District on November 8, 2022.

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

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

RISK FACTORS

General

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

Effects of Hurricane Harvey

The greater City of Houston, Texas, area sustained widespread damage as a result of Hurricane Harvey's landfall along the Texas Gulf Coast on August 25, 2017, and historic levels of rainfall during the succeeding four days. The District is located in the County, which is located on the Texas Gulf Coast.

The District cannot predict the effect that additional extreme weather events may have upon the District and the Gulf Coast. Additional extreme weather events have the potential to cause damage within the District and along the Gulf Coast generally that could have a negative effect on taxable assessed valuations in the District and the economy of the District and the region.

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

Potential Effects of Oil Price Declines on the Houston Area

The economy of the Houston area has, in the past, been particularly affected by adverse conditions in the oil and gas industry, and such conditions and their spillover effects into other industries could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values within the

District. The District cannot predict the impact that negative conditions in the oil industry could have on property values in the District.

Factors Affecting Taxable Values and Tax Payments

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

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

Dependence on Principal Taxpayers: The ability of any principal landowner to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District's ability to meet its debt service obligations. As illustrated in this Official Statement under the caption "TAX DATA – Principal Taxpayers," the District's principal taxpayers in 2025 own approximately 43.09% of the District's total 2025 Assessed Taxable Valuation of property located within the District. GR-M1 LTD, an entity associated with Rise Communities, LLC (the "Developers"), owns approximately 7.09% or \$4,917,123 of the District's total 2025 Assessed Taxable Valuation of property located within the District. In the event that a Developer, any other taxpayer, or any combination of taxpayers, should default in the payment of taxes in an amount which exceeds the surpluses in the Districts debt service funds, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate. The District is not required by law or the Bond Resolution to maintain any specified amount of surplus in its interest and sinking fund. See "TAX DATA – Principal Taxpayers" and "TAXING PROCEDURES – Levy and Collection of Taxes."

Maximum Impact on District Tax Rates: Assuming no further development or home construction, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of property owners to pay their taxes. The 2025 Assessed Taxable Valuation of property located within the District is \$69,348,870 and the Estimated Taxable Valuation as of July 1, 2025, is \$143,180,121. After issuance of the Bonds, the maximum annual debt service requirement on the Bonds will be \$1,080,213 (2049) and the average annual debt service requirement on the Bonds will be \$1,021,824 (2026–2049). Assuming no increase to nor decrease from the 2025 Assessed Taxable Valuation, tax rates of \$1.64 and \$1.56 per \$100 of Assessed Taxable Valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no increase to nor decrease from the Estimated Taxable Valuation as of July 1, 2025, tax rates of \$0.80 and \$0.76 per \$100 of assessed taxable valuation at 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively.

The District can make no representation that the taxable property values in the District will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners. The District has levied a total tax rate of \$0.90 per \$100 of assessed valuation for the 2024 tax year. Such rate is composed entirely of a maintenance and operations tax rate of \$0.90 per \$100 of assessed valuation.

Competitive Nature of Residential Housing Market

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

The demand for and construction of taxable improvements in the District could be affected by competition from other developments near the District. In addition to competition for new single-family home sales from other developments, there are numerous previously-owned single-family homes in more established commercial centers and neighborhoods closer to the City of Houston, Texas that are for sale. Such existing developments could represent additional competition for new development proposed to be constructed within the District. The competitive position of a Developers or the principal landowners in the sale of land, and the sale or leasing of residences is affected by most of the factors discussed in this

section. Such a competitive position is directly related to the growth and maintenance of taxable values in the District and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the District by the Developers will be implemented or, if implemented, will be successful.

The District is located approximately 22 miles south of the central business district of the City of Houston, Texas. Many of the single-family developments with which the District competes are in a more developed state and have lower taxes. As a result, particularly during times of increased competition, a Developers within the District may be at a competitive disadvantage to the developers in other single-family projects located closer to major urban centers or in a more developed state. See "THE DISTRICT" and "DEVELOPMENT OF THE DISTRICT – Status of Development within the District."

Tax Collection Limitations

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

Registered Owners' Remedies and Bankruptcy

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

Marketability

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

Future Debt

The District reserves in the Bond Resolution the right to issue the remaining \$469,585,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing, operating and maintaining water, wastewater, and drainage facilities to serve the District (the "Utility System") and \$483,900,000 for the refunding of such bonds; \$344,700,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring a road system to serve the District (the "Road System") and \$344,700,000 for the refunding of such bonds; and \$163,790,000 principal amount of unlimited tax bonds for the purpose of constructing parks and recreational facilities to serve the District (the "Park System") and \$163,790,000 for the refunding of such bonds, and such additional bonds as may hereafter be approved by the voters of the District. See "THE

BONDS – Issuance of Additional Debt.” The District has also reserved the right to issue certain other additional bonds, special project bonds, and other obligations described in the Bond Resolution authorized by the voters of the District, which may be issued by the District from time to time as needed. Issuance of the remaining \$469,585,000 of unlimited tax bonds for the purpose of acquiring or constructing the Utility System and \$483,900,000 for the refunding of such bonds, as well as the \$163,790,000 of unlimited tax bonds for the purpose of acquiring or constructing the Park System to serve the District and \$163,790,000 for the refunding of such bonds, is subject to approval by the TCEQ.

Following the issuance of the Bonds, \$469,585,000 principal amount of unlimited tax bonds for the Utility System; \$344,700,000 principal amount of unlimited tax bonds for the Road System; and \$163,790,000 principal amount of unlimited tax bonds for the Park System will remain authorized and unissued. All refunding bonds remain authorized but unissued. See “THE BONDS – Authority for Issuance.”

As of the financial statements for the fiscal year ended March 31, 2025, the District owes the Developers approximately \$44,679,013 for expenditures relating to the acquisition or construction of the Utility System, the Road System, and the Park System serving the District. Additionally, the District owes the Developers approximately \$54,411,167 for projects under construction for expenditures relating to the acquisition or construction of the Utility System, the Road System, and the Park System serving the District. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-property valuation ratios and thereby adversely affect the investment quality or security of the Bonds. See “THE BONDS – Issuance of Additional Debt” and See “APPENDIX A.”

If the District does issue park bonds, the outstanding principal amount of such bonds may not exceed an amount equal to one percent of the value of the taxable property in the District at the time of issuance, unless effective June 14, 2021, the District meets certain financial feasibility requirements under the TCEQ rules, in which case the outstanding principal amount of such bonds issued by the District may exceed an amount equal to one percent but not greater than three percent of the value of the taxable property in the District.

Continuing Compliance with Certain Covenants

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

Environmental Regulations

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

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

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

Air Quality Issues. Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the TCEQ may impact new industrial, commercial and residential development in the 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) (“CGP”), with an effective date of March 5, 2023, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain non-stormwater discharges into surface water in the state. The CGP has a 5-year permit term, and is then subject to renewal. Moreover, the Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district’s ability to obtain and maintain compliance with TPDES permits.

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

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

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

a continuous surface connection. Subsequently, the EPA and USACE issued a final rule amending the definition of “waters of the United States” under the CWA to conform with the Supreme Court’s decision.

While the *Sackett* decision and subsequent legislation 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.

2025 Legislative Session

The 89th Regular Legislative Session convened on January 14, 2025, and concluded on June 2, 2025. The Legislature meets in regular session in odd numbered years for 140 days. When the Legislature is not in session, the Governor of Texas (the “Governor”) may call one or more special sessions, at the Governor’s discretion, each lasting no more than 30 days, and for which the Governor sets the agenda. During this time, the Legislature may enact laws that materially change current laws affecting ad valorem tax matters, including rollback elections for maintenance tax increases, and other matters which could adversely affect the marketability or market value of the Bonds. On June 23, 2025, the Governor called a special session which began on July 21, 2025, and ended on August 15, 2025. No legislation was passed during the first special session. The Governor immediately called a second special session which began on August 15, 2025 and ended on September 4, 2025. No legislation affecting property taxes was passed during the second special session. A third special session has not been called. The District can make no representations or predictions regarding any actions the Texas Legislature may take or the effect of any such actions.

Extreme Weather Events

The Texas Gulf Coast area is subject to occasional severe tropical 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 (“Harvey”), which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days.

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. See “RISK FACTORS – Factors Affecting Taxable Values and Tax Payments – Maximum Impact on District Tax Rates.”

Potential Impact of Natural Disaster

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

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

Specific Flood Type Risks

The District may be subject to the following flood risks:

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

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

National Weather Service Atlas 14 Rainfall Study

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

Approval of the Bonds

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

Ongoing Negotiations with Iowa Colony

The District and Iowa Colony are currently negotiating the terms and conditions under which Iowa Colony will provide water supply and wastewater treatment services to the portion of the District within the corporate limits of Iowa Colony, pursuant to a Utility Functions Agreement between the District and Iowa Colony (the "Utility Functions Agreement"). The Utility Functions Agreement contemplates that as Facilities are constructed, such Facilities will be immediately conveyed to Iowa Colony for ownership, operation, and maintenance. As a result, the District will not receive any water and wastewater revenues from the portion of the District within the corporate limits of Iowa Colony, and Iowa Colony will receive all of the water and wastewater revenues from the portion of the District within Iowa Colony. While negotiations are ongoing, it is unknown how long such negotiations will take.

Bond Insurance Risk Factors

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

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

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

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

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

Neither the District or Initial Purchaser has made independent investigation into the claims paying ability of the bond insurer and no assurance or representation regarding the financial strength or projected financial strength of the bond insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal and interest on the Bonds and the claims paying ability of the bond insurer, particularly over the life of the investment. See “MUNICIPAL BOND INSURANCE” herein for further information provided by the bond insurer and the Policy, which includes further instructions for obtaining current financial information concerning the bond insurer.

THE BONDS

General

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Resolution. A copy of the Bond Resolution may be obtained from the District upon written request made to the District’s Bond Counsel, Allen Boone Humphries Robinson LLP, Phoenix Tower, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

The Bonds are dated September 15, 2025, and accrue interest from the date of delivery which is expected to be on or about September 30, 2025 (the “Date of Delivery”), with interest payable on March 1, 2026, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or prior redemption. The Bonds are fully registered bonds maturing on September 1 of the years shown under “PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS” on the inside cover page of this Official Statement. Principal of the Bonds will be payable to the Registered Owners at maturity or redemption upon presentation at the principal payment office of the paying agent/registrar, initially, BOKF, NA, Dallas, Texas (the “Paying Agent/Registrar”). Interest on the Bonds will be payable by check, dated as of the Interest Payment Date, and mailed by the Paying Agent/Registrar to Registered Owners as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding the Interest Payment Date (the “Record Date”) or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and a Registered Owner at the risk and expense of such Registered Owner.

Book-Entry-Only System

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

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

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

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

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

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

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

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

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

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

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

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

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

Use of Certain Terms in Other Sections of this Official Statement

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

Successor Paying Agent/Registrar

Provisions are made in the Bond Resolution for replacing the Paying Agent/Registrar. If the District replaces the Paying Agent/Registrar, such Paying Agent/Registrar shall, promptly upon the appointment of a successor, deliver the Paying Agent/Registrar's records to the successor Paying Agent/Registrar, and the successor Paying Agent/Registrar shall act in

the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar selected by the District shall be a commercial bank; a trust company organized under the laws of the State of Texas; or other entity duly qualified and legally authorized to serve and perform the duties of the Paying Agent/Registrar for the Bonds.

Registration, Transfer and Exchange

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

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

Redemption of the Bonds

Optional Redemption

Bonds maturing on September 1, 2031, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on September 1, 2030, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. Notice of the exercise of the reserved right of redemption will be given at least thirty (30) days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such random method as the Paying Agent/Registrar deems fair and appropriate in integral multiples of \$5,000 within any one maturity.

Mandatory Redemption

The Bonds maturing on September 1 in the years 2030, 2046, and 2049 are term bonds (the "Term Bonds"), and shall be redeemed by lot or other customary method of random selection (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form) prior to maturity, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the "Mandatory Redemption Date"), and in the principal amount set forth in the following schedule:

\$1,450,000 Term Bond Maturing on September 1, 2030

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| September 1, 2027 | \$ 335,000 |
| September 1, 2028 | \$ 355,000 |
| September 1, 2029 | \$ 370,000 |
| September 1, 2030 (Maturity) | \$ 390,000 |

\$2,525,000 Term Bond Maturing on September 1, 2046

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| September 1, 2044 | \$ 800,000 |
| September 1, 2045 | \$ 840,000 |
| September 1, 2046 (Maturity) | \$ 885,000 |

\$2,010,000 Term Bond Maturing on September 1, 2049

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| September 1, 2048 | \$ 980,000 |
| September 1, 2049 (Maturity) | \$ 1,030,000 |

On or before 30 days prior to each Mandatory Redemption Date set forth above, the Paying Agent/Registrar shall (i) determine the principal amount of such Term Bonds that must be mandatorily redeemed on such Mandatory Redemption Date, after taking into account deliveries for cancellation and optional redemptions as more fully provided for below, (ii) select, by lot or other customary random method, the Term Bonds or portions of the Term Bonds of such maturity to be mandatorily redeemed on such Mandatory Redemption Date, and (iii) give notice of such redemption as provided in the Bond Resolution. The principal amount of any Term Bonds to be mandatorily redeemed on such Mandatory Redemption Date shall be reduced by the principal amount of such Term Bonds which, by the 45th day prior to such Mandatory Redemption Date, either has been purchased in the open market and delivered or tendered for cancellation by or on behalf of the District to the Paying Agent/Registrar or optionally redeemed and which, in either case, has not previously been made the basis for a reduction under this sentence.

Mutilated, Lost, Stolen or Destroyed Bonds

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

Authority for Issuance

The Bonds constitute the first series of unlimited tax bonds issued by the District, from the \$483,900,000 principal amount of unlimited tax bonds authorized by District's voters at an election held on November 8, 2022 for the purpose of constructing or acquiring the Utility System and \$483,900,000 for the further purpose of refunding such bonds. The District's voters also authorized \$344,700,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring the Road System and \$344,700,000 for the further purpose of refunding such bonds and \$163,790,000 principal amount of unlimited tax bonds for the purpose of constructing the Park System and \$163,790,000 for the further purpose of refunding such bonds.

Following the issuance of the Bonds, \$469,585,000 principal amount of unlimited tax bonds for the Utility System; \$344,700,000 principal amount of unlimited tax bonds for the Road System; and \$163,790,000 principal amount of unlimited tax bonds for the Park System will remain authorized and unissued. All refunding bonds remain authorized but unissued. See "THE BONDS – Authority for Issuance."

The Bonds are issued pursuant to: an order of the TCEQ; the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code, as amended, applicable to municipal utility districts created under Section 59, Article XVI, Texas Constitution; a resolution adopted by the Board of Directors of the District (the "Board") on the date of sale of the Bonds (the "Bond Resolution"); and an election held within the boundaries of the District on November 8, 2022.

Short-Term Debt

The District issued its \$7,493,000 Bond Anticipation Note, Series 2024 (the "BAN"), dated December 20, 2024. The BAN matures on December 19, 2025, and accrues interest at a rate of 5.50% per annum, calculated on the basis of 365-day year. The District will use a portion of the proceeds from the sale of the Bonds to redeem the BAN prior to its maturity. Proceeds from the BAN were used to reimburse the Developer for a portion of the improvements and related costs shown under "THE BONDS – Use and Distribution of Proceeds of the Bonds."

Issuance of Additional Debt

The District may issue additional bonds for the Utility System and the Park System, subject to the approval of the TCEQ, and for the Road System, necessary to provide improvements and facilities consistent with the purposes for which the District was created and subject to additional bonding authorization approved by voters in the District. The District's voters have authorized the issuance of \$483,900,000 of unlimited tax bonds for the purpose of acquiring or constructing the Utility

System and \$483,900,000 for the refunding of such bonds; \$344,700,000 of unlimited tax bonds for the purpose of acquiring or constructing the Road System and \$344,700,000 for the refunding of such bonds; and \$163,790,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System and \$163,790,000 for the refunding of such bonds. The District could authorize additional amounts of each. The Bonds are the first series of bonds issued by the District for the purpose of acquiring or constructing the Utility System.

Following the issuance of the Bonds, \$469,585,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System; \$344,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System; and \$163,790,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System will remain authorized but unissued. All refunding bonds remain authorized but unissued. The Bond Resolution imposes no limitation on the amount of additional parity bonds which may be issued by the District (if authorized by the District's voters and approved by the TCEQ, as needed).

As of the financial statements for the fiscal year ended March 31, 2025, the District owes the Developers approximately \$44,679,013 for expenditures relating to the acquisition or construction of the Utility System, the Road System, and the Park System serving the District. Additionally, the District owes the Developers approximately \$54,411,167 for projects under construction for expenditures relating to the acquisition or construction of the Utility System, the Road System, and the Park System serving the District. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-property valuation ratios and thereby adversely affect the investment quality or security of the Bonds. See "APPENDIX A."

If the District does issue park bonds, the outstanding principal amount of such bonds may not exceed an amount equal to one percent of the value of the taxable property in the District at the time of issuance, unless effective June 14, 2021, the District meets certain financial feasibility requirements under the TCEQ rules, in which case the outstanding principal amount of such bonds issued by the District may exceed an amount equal to one percent but not exceed three percent of the value of the taxable property in the District.

Source of Payment

The Bonds are payable from the proceeds of a continuing, direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. Bonds issued for the Utility System, and for the Road System are each supported by a separate unlimited tax levied by the District.

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

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

Funds

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

No Arbitrage

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

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

Defeasance

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

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

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

Legal Investment and Eligibility to Secure Public Funds in Texas

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

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

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

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

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

Registered Owners' Remedies

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

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners may seek a writ of mandamus requiring the District to levy adequate taxes to make such payments. Except for the remedy of mandamus, the Bond Resolution does not specifically provide for remedies to a Registered Owner in the event of a District default, nor does it provide for the appointment of a trustee to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the Registered Owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on the property of the District or sell property within the District in order to pay the principal of or interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may be further limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. For example, a Chapter 9 bankruptcy proceeding by the District could delay or eliminate payment of principal or interest to the Registered Owners.

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Use and Distribution of Proceeds of the Bonds

Proceeds of the sale of the Bonds will be used by the District to redeem the BAN, the proceeds of which were used to reimburse the Developer for a portion of the improvements and related costs shown below. Additionally, proceeds from the sale of the Bonds will also be used to reimburse the Developer for the improvements and related costs that were not reimbursed by the BAN and to pay: developer interest; eighteen (18) months of capitalized interest, BAN interest; and other certain costs associated with the issuance of the Bonds.

Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer (herein defined) and the Financial Advisor (herein defined). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor.

| Construction Costs | | District's Share |
|--|-----------|-------------------|
| A. <u>Developer Contribution Items</u> | | |
| 1. Lift Station No. 1 | \$ | 1,407,703 |
| 2. Inspiration Way, Phase 2 Utility Expansion – W & WW | | 1,570,988 |
| 3. Rodgers Road and Wilson Road – W & WW | | 434,867 |
| 4. Meridiana Commercial Section 14 – WW & D | | 549,426 |
| 5. Meridiana Elementary School Site No. 2 – W, WW, & D | | 891,630 |
| 6. Meridiana, Section 24A – W, WW, & D | | 557,271 |
| 7. Meridiana, Section 24B – W, WW, & D | | 1,053,831 |
| 8. Engineering and Geotechnical (Items No. 1-7) | | 931,443 |
| 9. Storm Water Compliance (Items No. 1-7) | | 70,165 |
| Total Developer Contribution Items | \$ | 7,467,324 |
| B. <u>District Contribution Items</u> | | |
| 1. Land Acquisition for Lift Station No. 1, Detention Reserve X (11.4325 acres), and Detention Reserves A-2, B-2, C-2, and D-2 | \$ | 859,108 |
| 2. Land Acquisition for Detention Reserve X (0.5126 acres) | | 14,185 |
| 3. Land Acquisition for Detention Reserve X (0.3782 acres) | | 8,607 |
| 4. Land Acquisition for Detention Reserve X (0.1182 acres) | | 3,017 |
| 5. Land Acquisition for Retail Detention Reserve No. 1 (3.649 acres) | | 1,570,502 |
| 6. Land Acquisition for Briscoe Canal Detention Reserve (12.14 acres) | | 709,623 |
| Total District Contribution Items | \$ | 3,165,043 |
| Net Construction Costs (74.27% of BIR) | \$ | 10,632,367 |
| <u>Non-Construction Costs</u> | | |
| A. Legal Fees | \$ | 326,300 |
| B. Fiscal Agent Fees | | 286,300 |
| C. Interest | | |
| 1. Capitalized Interest | | 1,044,017 |
| 2. Developers Interest | | 648,103 |
| 3. Bond Anticipation Note Interest | | 320,659 |
| D. Bond Discount | | 428,399 |
| E. Bond Issuance Expenses | | 49,501 |
| F. Bond Application Report Cost | | 63,644 |
| G. BAN Issuance Expenses | | 170,873 |
| H. Market Study | | 14,000 |
| I. Operating Expenses | | 200,900 |
| J. Attorney General Fee (0.10%) | | 9,500 |
| K. TCEQ Bond Issuance Fee (0.25%) | | 35,788 |
| L. Contingency (a) | | 84,649 |
| Total Non-Construction Costs (25.73% of BIR) | \$ | 3,682,633 |
| TOTAL BOND ISSUE REQUIREMENT | \$ | 14,315,000 |

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

In the instance that approved estimated amounts exceed the actual costs, the difference comprises a surplus which may be expended for approved uses in accordance with the rules of the TCEQ. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

THE DISTRICT

Authority

The District was created by order of the TCEQ, dated August 16, 2007, and by a confirmation election held within the District on November 6, 2007, and operates pursuant to Article XVI, Section 59 and Article III, Section 52 of the Constitution of the State of Texas, and Chapters 49 and 54, Texas Water Code, as amended.

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

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

Description

At the time of the confirmation election, the District encompassed 447.471 acres. The District has since annexed 1,159.4383 acres, and thus the total acreage of the District is now 1,606.9093 acres. The District is located wholly within the County, approximately 21 miles south of the Central Business District of the City of Houston, Texas. The District has several tracts located in Manvel and Iowa Colony.

Location

A portion of the District (1,008.5993 acres) in Manvel is located in Brazoria County, in the corporate limits of Manvel and approximately one and half (1.5) miles southeast of the intersection of SH 288 and TX-6. The District is bounded on the south by Masters Rd, the east by the Manvel City Limits and C12 Ditch, the west by Chocolate Bayou, and the north by Clark Road and SH 6. The District is accessed via SH 6; exit Meridiana Parkway.

A portion of the District (598.31 acres) in Iowa Colony is located in Brazoria County, in the corporate limits of Iowa Colony and directly south of the intersection of SH 288 and CR 64 (Davenport Parkway). The District is located on the east and west side of SH 288. The south is bounded by the CR 63 (Airline Road 2 and Airline Road No 2 East). The far east and west side of the District is bounded by various private properties. The District is accessed via CR 64 (Davenport Parkway).

Management of the District

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

| Name | Title | Term Expires May |
|------------------|--------------------------|------------------|
| Lance Taylor | President | 2028 |
| Sherman Harrell | Vice President | 2026 |
| Robert Wendell | Secretary | 2028 |
| Tushunya Peacock | Assistant Secretary | 2026 |
| Heather Ping | Assistant Vice President | 2028 |

Investment Policy

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

Consultants

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

Tax Assessor/Collector: The tax assessor/collector for the District is Assessments of the Southwest, Inc.

Bookkeeper: The District's bookkeeper is Myrtle Cruz, Inc.

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

Auditor: The District engaged McGrath & Co., PLLC to audit its financial statements for the fiscal year ended March 31, 2024 and 2025. See "APPENDIX A" for financial statements for the fiscal year ended March 31, 2025, related to the District.

Engineer: The District's engineer is Edminster, Hinshaw, Russ and Associates, Inc. (the "Engineer"). Such firm acts as engineer for many residential and commercial developments in Texas.

Bond & General Counsel: The District has engaged Allen Boone Humphries Robinson LLP, Houston, Texas, as general counsel to the District and as bond counsel ("Bond Counsel") in connection with the issuance of the Bonds. The fees to be paid Bond Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds. See "LEGAL MATTERS."

Disclosure Counsel: The District has engaged Orrick, Herrington & Sutcliffe LLP, Houston, Texas, as disclosure counsel ("Disclosure Counsel") to the District in connection with the issuance of the Bonds. The fees to be paid Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

Financial Advisor: Robert W. Baird & Co. Incorporated serves as financial advisor ("Financial Advisor") to the District in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information in this Official Statement.

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DEVELOPMENT OF THE DISTRICT

The District is one of three municipal utility districts that make up the approximately 3,000-acre master-planned community known as Meridiana. In addition to Meridiana, the District includes planned developments known as Ellwood and Rally East.

To date, approximately 130.13 acres (483 lots) within the District have been developed as the residential subdivisions of Meridiana, Phase 1, Sections 4A East, 5 East, 10, 13A, 14A, 14B, 24A, and 24B, and approximately 26.27 acres (92 lots) within the District have been developed as the residential subdivisions of Ellwood, Sections 1A and 1B. As of July 1, 2025, the District was composed of 203 completed homes, 87 homes under construction and approximately 285 vacant developed lots. Of the 284 homes completed and under construction as of July 1, 2025 (which excludes the 6 model homes under construction in the Ellwood subdivision), 238 homes were sold to homeowners within the District.

In addition, approximately 13.00 acres have been developed as Alvin ISD Elementary School Site No. 2 and approximately 170.62 acres for Alvin ISD Jr. High School. The remaining land within the District consists of approximately 1,011.24 undeveloped but developable acres and approximately 139.38 undevelopable acres consisting of easements, rights of way and greenbelts.

Status of Development within the District

The following is a status of construction of single-family housing within the District as of July 1, 2025:

| Meridiana, Phase 1 | Section Acreage | Platted Lots | Completed Homes | Homes Under Construction | Developed Vacant Lots |
|----------------------------------|------------------------|---------------------|------------------------|---------------------------------|------------------------------|
| Section 4A East | 16.01 | 47 | 21 | 8 | 18 |
| Section 5 East | 10.36 | 37 | 13 | 8 | 16 |
| Section 10 | 31.28 | 72 | 0 | 0 | 72 |
| Section 13A | 15.29 | 57 | 34 | 12 | 11 |
| Section 14A | 14.26 | 68 | 48 | 9 | 11 |
| Section 14B | 11.86 | 66 | 12 | 10 | 44 |
| Section 24A | 17.82 | 78 | 37 | 20 | 21 |
| Section 24B | 13.25 | 58 | 38 | 14 | 6 |
| Subtotal | 130.13 | 483 | 203 | 81 | 199 |
| Ellwood Subdivision | | | | | |
| Ellwood Section 1A | 3.45 | 10 | 0 | 6 | 4 |
| Ellwood Section 1B | 22.82 | 82 | 0 | 0 | 82 |
| Subtotal | 26.27 | 92 | 0 | 6 | 86 |
| Total | 156.40 | 575 | 203 | 87 | 285 |
| Single-Family Developed: | 156.40 | | | | |
| Commercial: | 9.27 | | | | |
| School Acreage: | 183.62 | | | | |
| Under Construction (a) | 107.00 | | | | |
| Undevelopable Acres: | 139.38 | | | | |
| Remaining Developable Acres (b): | 1,011.24 | | | | |
| Service Area Total: | 1,606.91 | | | | |

(a) Meridiana Sections 4B, 6 East, 7, 13B, 25A, and 26B are currently under construction.

(b) Approximately 233.17 acres are currently being developed as Ellwood Development and 132.15 acres are currently being developed as Rally East Development

DEVELOPERS

Role of the Developer

In general, the activities of a developer in a municipal utility district such as the District include purchasing the land within the District, designing the subdivision, designing the utilities and streets to be constructed in the subdivision, designing any community facilities to be built, defining a marketing program and building schedule, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, wastewater, and drainage facilities pursuant to the rules of the TCEQ, as well as gas, telephone, and electric service) and selling improved lots and commercial reserves to builders, developers, or other third parties. In most instances, the developer will be required to pay up to thirty percent of the cost of constructing certain of the water, wastewater and drainage facilities in a utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of the property within a utility district may have a profound effect on the security of the unlimited tax bonds issued by a district. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which it owns within a district. In addition, a developer is ordinarily a major taxpayer within a municipal utility district during the development phase of the property.

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

Neither the Developer, nor any affiliate entity, is obligated to pay principal of or interest on the Bonds. Furthermore, none of the Developer or its affiliate entities has a binding commitment to the District to carry out any plan of development, and the furnishing of information relating to the proposed development by the Developer or its affiliate entities should not be interpreted as such a commitment. Prospective purchasers are encouraged to inspect the District in order to acquaint themselves with the nature of development that has occurred or is occurring within the District's boundaries.

Developers

GR-M1 LTD, an entity associated with the Developer (herein defined) was formed for the purpose of acquiring and holding for investment and sale tracts of land, including the land in the District. The Developer has determined the overall development plan for such land in the District and arranged for the construction of water, sanitary sewer and road facilities within the District. GR-M1 LTD plans to use equity contributions to fund the development of Meridiana.

Rise Communities LLC is a developer and manager of master-planned, large-scale communities. In addition to developing Meridiana, Rise Communities LLC has developed Cane Island, an 1,100-acre master-planned community located in the City of Katy, Texas.

Beazer Homes Texas, L.P., a Delaware limited partnership ("Beazer Homes"), is developing Ellwood Development. Beazer Homes is a subsidiary of Beazer Homes USA, Inc., a Delaware corporation, the stock of which is publicly traded on the New York Stock Exchange under the ticker symbol "BZH." For more information, visit www.beazer.com.

Rise Communities and Beazer Homes are collectively referred to herein as the "Developers."

Homebuilders within the District

Homebuilders who are active in Meridiana include David Weekley Homes, Drees Custom Homes, Highland Homes, Perry Homes, NewMark Homes, Shea Homes, Chesmar Homes, and Westin Homes. Prices of new homes being constructed in the District range from the \$270,000s –\$1,000,000+.

JOINT FACILITIES AND INTERCONNECT AGREEMENT

On March 14, 2024, the District ("MUD 57") entered into a Joint Facilities and Interconnect Agreement (the "Joint Agreement") with Brazoria County Municipal Utility District No. 55 ("MUD 55") for the purpose of obtaining a connection for supply of potable water.

MUD 55 has constructed a water plant with available capacity to serve MUD 55 and MUD 57 until MUD 57's water plant is complete, which is expected to be on or before December 31, 2026.

MUD 55 is constructing a wastewater treatment plant ("MUD 55 WWTP") with available capacity to serve MUD 55 and a portion of MUD 57, which is located in the City of Iowa Colony.

MUD 57 will share in their portion of the operation and maintenance expenses related to MUD 55's wastewater treatment plant based on the amount of capacity purchased in the MUD 55 WWTP.

MUD 55 provides wastewater capacity to serve 1,037 ESFCs and water capacity to serve 955 ESFCs for the 259.43 acres of the District which are being developed as “Ellwood Development” and 132.15 acres which are being developed as “Rally East Development” all of which are located in Iowa Colony. Currently, there are no active connections being served.

INTERCONNECT AGREEMENT

On October 10, 2024, MUD 57 entered into an Interconnect Agreement (the “Agreement”) with Brazoria County Municipal Utility District No. 56 (“MUD 56”) for the purpose of obtaining a connection for supply of potable water.

MUD 56 has constructed a water plant with available capacity to serve MUD 56 and MUD 57 until MUD 57’s water plant is complete, which is expected to be on or before December 31, 2026. MUD 56 provides up to 200 ESFCs.

Utility Functions Agreement with the City of Iowa Colony

The District and Iowa Colony are currently negotiating the terms and conditions under which Iowa Colony will provide water supply and wastewater treatment services to the portion of the District within the corporate limits of Iowa Colony, pursuant to a Utility Functions Agreement between the District and Iowa Colony (the “Utility Functions Agreement”). The Utility Functions Agreement contemplates that as Facilities are constructed, such Facilities will be immediately conveyed to Iowa Colony for ownership, operation, and maintenance. For more information, see “RISK FACTORS – Ongoing Negotiations with the City”

THE UTILITY SYSTEM

Regulation

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

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

Water, Sanitary Sewer and Drainage System

Water Supply: The District’s water capacity is provided by a 16-inch waterline interconnect agreement between the District and Brazoria County Municipal Utility District (“BCMUD 56”) per the “Interconnect Agreement”. Per the stated Interconnect Agreement, MUD 56 agrees to provide MUD 57 with up to 200 ESFCs of water capacity, during the time period required for the construction of the MUD 57 water plant.

The MUD 56 water plant is owned, managed and operated by MUD 56. The water plant has a 1,500 gpm water well, which will adequately serve 2,500 equivalent single-family connections (ESFCs).

MUD 56’s water well is permitted and monitored by the Brazoria County Groundwater Conservation District under Permit No. 3243 with a total annual withdraw limit, not to exceed 135,000,000 gallons.

The District has a Joint Facilities and Interconnect Agreement with BCMUD 55 to provide interim water supply up to 955 ESFCs during the interim term until the District’s water plant is complete, for the 259.43 acres of the District which are being developed as “Ellwood Development” located within the Iowa Colony.

Wastewater Treatment: The District’s wastewater treatment is provided to the District by a 12-inch force main between the District and MUD 55 per the Joint Facilities Agreement. Per the Joint Facilities Agreement, MUD 55 agrees to provide MUD 57 wastewater capacity up to 1,051 ESFCs. The MUD 55 wastewater treatment plant is a 0.399 MGD facility leased and operated by MUD 55 and wastewater capacity can serve 1,330 ESFCs based on the City of Iowa Colony criteria of 300 gpd/ESFC for design purposes.

MUD 55 is currently expanding the plant to a 980,000 gpd wastewater treatment facility with one permanent wwtp with a capacity of 0.50 mgd. According to the Engineer, the ultimate phase of the facility will be adequate to serve 4,355 ESFCs, based on the re-rate to 225 gpd/ESFCs.

Storm Water Drainage Facilities: The District is located within the Westfork of Chocolate Bayou and Unit 101-05-00 watersheds. Prior to development, surface drainage was accomplished by overland flow and natural drainage ditches or swales that outfall into Westfork of Chocolate Bayou and Unit 101-05-00. Westfork of Chocolate Bayou and Unit 101-05-00 are Drainage District (“BCDD5”) maintained channels.

The District contains storm water detention basins that are designed in accordance with BCDD5 and Manvel and Iowa Colony standards. The basin system has an outfall location into Westfork of Chocolate Bayou. Storm sewer

pipe includes 24-Inch to 60-Inch CI III R/G, RCP Storm Sewer, 60-Inch HDPE, and 6-Foot by 6-foot to 7-Foot by 6-foot RCB.

Neither BCDD5 nor Manvel or Iowa Colony has any requirements for storm water quality facilities.

100-Year Flood Plain

The portion of the District within Manvel lies partially within the published FEMA/FIRM 100- year Floodplain Map No. 48039C0110K, dated December 30, 2020 and Map No. 48039C0130K, Panel 130 of 925, dated December 30, 2020.

All floodplain within the portion of the District in Manvel will be contained within the limits of Chocolate Bayou and detention facilities. Any floodplain currently located within future developable acreage will be removed with a Letter of Map Revision based on Fill (LOMR-F).

The portion of the District within Iowa Colony lies partially within the published FEMA/FIRM 100-year Floodplain Map No. 48039C0120K, Panel 120 of 925, dated December 30, 2020.

All floodplain within the portion of the District in Iowa Colony will be contained within the limits of North Hayes Creek and detention facilities. Any floodplain currently located within future developable acreage will be removed with a Letter of Map Revision based on Fill (LOMR-F).

THE ROAD SYSTEM

The Road System serves residents of the District by providing access to the major thoroughfares and collectors within the Meridiana development and surrounding area. The major thoroughfares and collectors serving the District include Meridiana Parkway, Discovery Drive and Iowa Colony Boulevard. Discovery Drive and Iowa Colony Boulevard act as collectors by conveying residents of the District to the major thoroughfare of Meridiana Parkway which connects to the State Highway 288 to the west. The District will finance, design and construct the Road System in phases as development progresses. The Road System will ultimately be owned, operated and maintained by Iowa Colony and Manvel as the phases are constructed and accepted by Iowa Colony and Manvel. The District does not intend to maintain or operate the roads once they are accepted by Iowa Colony and Manvel.

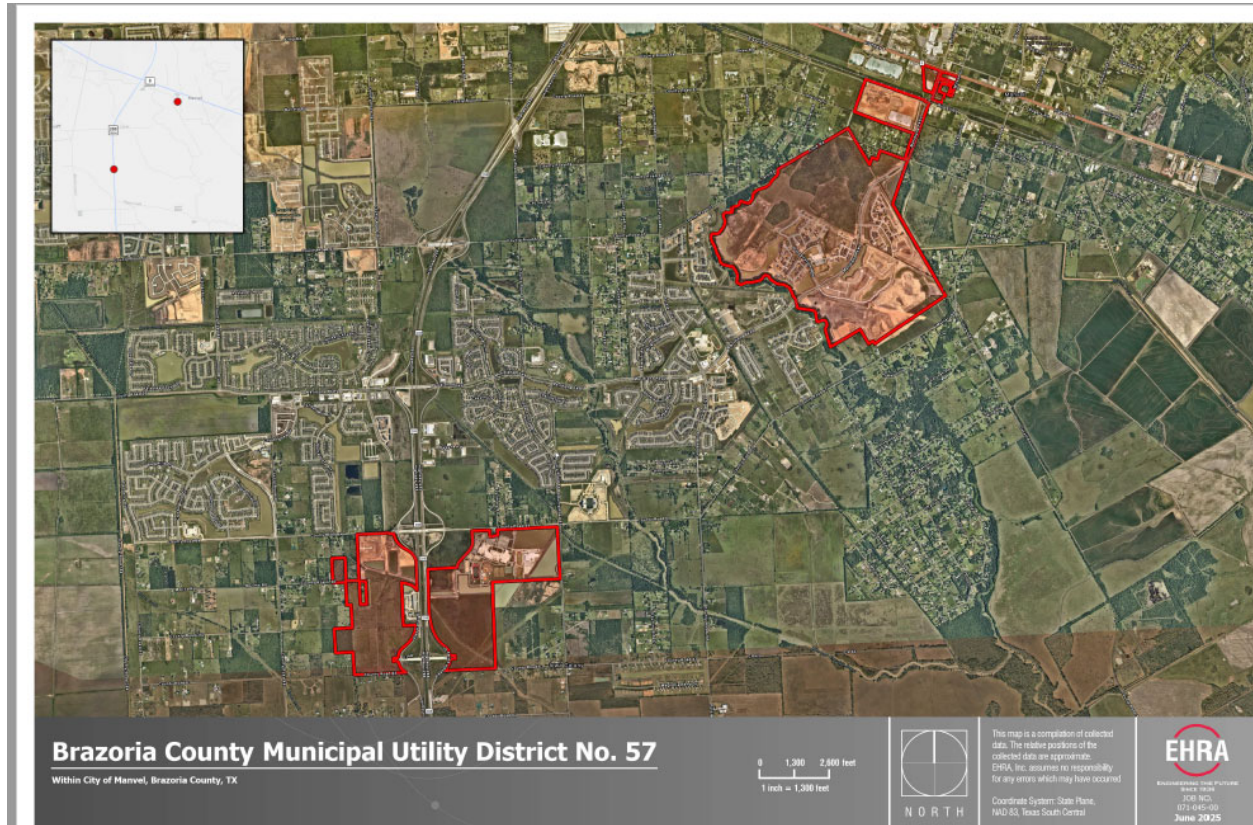
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General Fund Operating Statement

The following statement sets forth in condensed form the historical results of operations of the District. Such summary has been prepared by the Financial Advisor for inclusion herein, based upon information obtained from the District's March 31, 2023, March 31, 2024 and March 31, 2025 audited financial statements. Reference is made to such statement for further and more complete information. See "APPENDIX A."

| | <u>FISCAL YEAR END MARCH 31</u> | | | | |
|---------------------------------|---------------------------------|-------------------|-------------------|-------------------|-----------------|
| | <u>2025</u> | <u>2024</u> | <u>2023</u> | <u>2022</u> | <u>2021</u> |
| REVENUES | | | | | |
| Water Service | \$ 35,402 | \$ 3,926 | \$ 535 | \$ - | \$ - |
| Sewer Service | 29,644 | 1,068 | - | - | - |
| Property Taxes | 62,276 | 51,226 | - | - | - |
| Penalties and interest | 2,317 | - | - | - | - |
| Groundwater pumpage fees | 155 | 29 | 4 | - | - |
| Tap Connection and Inspection | 503,294 | 47,878 | 1,865 | - | - |
| Miscellaneous | 19,751 | 6,500 | 965 | - | 90 |
| Investment Earnings | <u>21,812</u> | <u>17,370</u> | <u>714</u> | <u>1</u> | <u>8</u> |
| TOTAL REVENUES | <u>\$ 674,651</u> | <u>\$ 127,997</u> | <u>\$ 4,083</u> | <u>\$ 1</u> | <u>\$ 98</u> |
| EXPENDITURES | | | | | |
| Purchased Services | \$ - | \$ - | \$ - | \$ - | \$ - |
| Professional Fees | 367,441 | 213,196 | 192,857 | 141,194 | - |
| Contracted Services | 82,339 | 62,073 | 11,362 | 17,188 | - |
| Repairs and Maintenance | 148,246 | 7,595 | 3,379 | - | - |
| Utilities | 1,435 | - | - | - | - |
| Administrative | 57,561 | 27,262 | 25,892 | 21,877 | - |
| Other | 78,040 | 5,609 | 4,866 | - | 3 |
| Capital Outlay | 359,222 | - | - | - | - |
| TOTAL EXPENDITURES | <u>\$ 1,094,284</u> | <u>\$ 315,735</u> | <u>\$ 238,356</u> | <u>\$ 180,269</u> | <u>\$ -</u> |
| Excess Revenues (Expenditures) | \$ (419,633) | \$ (187,738) | \$ (234,273) | \$ (180,258) | \$ 95 |
| Other Financing Sources (Uses): | | | | | |
| Developer Advances | \$ 231,953 | \$ - | \$ 189,000 | \$ 174,000 | \$ - |
| Capital Recovery Fees | <u>-</u> | <u>-</u> | <u>872,666</u> | <u>-</u> | <u>-</u> |
| Net Change in Fund Balance | \$ 187,680 | \$ (187,738) | \$ 827,393 | \$ (6,258) | \$ 95 |
| Balance, Beg of Year | <u>\$ 634,688</u> | <u>\$ 822,426</u> | <u>\$ (4,967)</u> | <u>\$ 1,291</u> | <u>\$ 1,196</u> |
| Balance, End of Year | <u>\$ 822,368</u> | <u>\$ 634,688</u> | <u>\$ 822,426</u> | <u>\$ (4,967)</u> | <u>\$ 1,291</u> |

AERIAL PHOTOGRAPH OF THE DISTRICT
(June 2025)



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PHOTOGRAPHS TAKEN WITHIN THE DISTRICT
(June 2025)



DISTRICT DEBT

Debt Service Requirement Schedule

The following schedule sets forth the debt service requirements on the principal and interest requirement on the Bonds. Totals may not sum due to rounding.

| Calendar Year | The Bonds | | |
|------------------|---------------|---------------|---------------|
| | Principal | Interest | Debt Service |
| 2026 | \$ - | \$ 638,761 | \$ 638,761 |
| 2027 | 335,000 | 694,725 | 1,029,725 |
| 2028 | 355,000 | 672,950 | 1,027,950 |
| 2029 | 370,000 | 649,875 | 1,019,875 |
| 2030 | 390,000 | 625,825 | 1,015,825 |
| 2031 | 410,000 | 600,475 | 1,010,475 |
| 2032 | 435,000 | 573,825 | 1,008,825 |
| 2033 | 455,000 | 547,181 | 1,002,181 |
| 2034 | 480,000 | 528,981 | 1,008,981 |
| 2035 | 505,000 | 509,781 | 1,014,781 |
| 2036 | 530,000 | 489,581 | 1,019,581 |
| 2037 | 560,000 | 468,381 | 1,028,381 |
| 2038 | 590,000 | 445,981 | 1,035,981 |
| 2039 | 620,000 | 420,906 | 1,040,906 |
| 2040 | 650,000 | 393,006 | 1,043,006 |
| 2041 | 685,000 | 362,944 | 1,047,944 |
| 2042 | 720,000 | 330,406 | 1,050,406 |
| 2043 | 760,000 | 296,206 | 1,056,206 |
| 2044 | 800,000 | 260,106 | 1,060,106 |
| 2045 | 840,000 | 223,106 | 1,063,106 |
| 2046 | 885,000 | 184,256 | 1,069,256 |
| 2047 | 930,000 | 143,325 | 1,073,325 |
| 2048 | 980,000 | 97,988 | 1,077,988 |
| 2049 | 1,030,000 | 50,213 | 1,080,213 |
| Total | \$ 14,315,000 | \$ 10,208,786 | \$ 24,523,786 |

| | |
|--|--------------|
| Average Annual Debt Service Requirement on the Bonds (2026–2049) | \$ 1,021,824 |
| Maximum Annual Debt Service Requirement on the Bonds (2049) | \$ 1,080,213 |

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Bonded Indebtedness

| | | |
|---|---------------------|-----|
| 2025 Assessed Taxable Valuation | \$ 69,348,870 | (a) |
| Estimated Taxable Valuation as of July 1, 2025..... | \$ 143,180,121 | (b) |
| Direct Debt: | | |
| The Bonds | <u>14,315,000</u> | |
| Total | \$ 14,315,000 | |
| Estimated Overlapping Debt | <u>\$ 8,839,148</u> | (c) |
| Total Direct and Estimated Overlapping Debt | \$ 23,154,148 | (c) |
| Direct Debt Ratios: | | |
| As a percentage of the 2025 Assessed Taxable Valuation | 20.64 | % |
| As a percentage of the Estimated Taxable Valuation as of July 1, 2025 | 10.00 | % |
| Direct and Estimated Overlapping Debt Ratios: | | |
| As a percentage of the 2025 Assessed Taxable Valuation | 33.39 | % |
| As a percentage of the Estimated Taxable Valuation as of July 1, 2025 | 16.17 | % |
| Utility System Debt Service Fund Balance (as of Date of Delivery) | \$ 1,044,017 | (d) |
| Utility System Capital Projects Fund (as of June 5, 2025)..... | \$ 8,448 | |
| General Fund Balance (as of June 5, 2025)..... | \$ 123,301 | |

- (a) Represents the taxable amount of assessed valuation of taxable properties in the District as of January 1, 2025, as provided by the Brazoria County Appraisal District (the "Appraisal District"). See "TAX DATA" and "TAXING PROCEDURES."
- (b) As of July 1, 2025, provided by the Appraisal District for information purposes only. Represents new construction within the District as of July 1, 2025. This estimate is based upon the same unit value used in the assessed taxable valuation. No taxes will be levied on this estimate. See "TAXING PROCEDURES."
- (c) See "DISTRICT DEBT – Estimated Direct and Overlapping Debt Statement."
- (d) Represents eighteen (18) months of capitalized interest to be deposited into the Utility System Debt Service Fund upon closing of the Bonds. Neither Texas law nor the Bond Resolution (herein defined) requires that the District maintain any particular sum in the Utility System Debt Service Fund. Monies in the Utility System Debt Service Fund cannot be used to pay debt service on bonds issued by the District for the Road System and are pledged only to payment of the Bonds.

Estimated Direct and Overlapping Debt Statement

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

| Taxing Jurisdiction | Outstanding Debt as of July 31, 2025 | Estimated Overlapping | |
|---|--|--------------------------|--------------------------|
| | | Percent | Amount |
| Brazoria County, Texas | \$ 226,118,313 | 0.12% | \$ 282,605 |
| Alvin Independent School District | 951,950,000 | 0.44% | 4,217,379 |
| Alvin Community College District | 17,050,000 | 0.32% | 55,066 |
| City of Manvel, Texas | 95,610,00 | 3.20% | 3,060,360 |
| City of Iowa Colony, Texas | 13,110,000 | 9.33% | <u>1,223,738</u> |
| Total Estimated Overlapping Debt | | | <u>\$ 8,839,148</u> |
| The District | | | <u>\$ 14,315,000</u> (a) |
| Total Direct & Estimated Overlapping Debt | | | <u>\$ 23,154,148</u> (b) |

(a) The Bonds.

(b) Includes the Bonds.

Debt Ratios

| | Percentage of 2025 Assessed Taxable Valuation | Percentage of Estimate of Value July 1, 2025 |
|---|---|--|
| Direct Debt (a) | 20.64% | 10.00% |
| Total Direct and Estimated Overlapping Debt (a) | 33.39% | 16.17% |

(a) The Bonds.

TAXING PROCEDURES

Authority to Levy Taxes

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

Property Tax Code and County-Wide Appraisal District

Title I of the Texas Tax Code (the "Property Tax Code") specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized herein. The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing

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

Property Subject to Taxation by the District

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

A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead was donated by a charitable organization. This exemption will also apply to a residence homestead that was donated by a charitable organization at some cost to such veterans. Also, the surviving spouse of a member of the armed forces who was killed in action is entitled to an exemption of the total appraised value of the surviving spouse's residence homestead if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of death. Such exemption may be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

The surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to an exemption of the total appraised value of the surviving spouse's residence homestead if the surviving spouse has not remarried since the first responder's death, and said property was the first responder's residence homestead at the time of death. Such exemption would be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

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

Freeport Goods and Goods-in-Transit Exemption: A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2013 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that

period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

Tax Abatement

The County may designate all or part of the area within the District as a reinvestment zone. Thereafter, the County, the City of Manvel, Iowa Colony and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions. At this time, the County has not designated any of the area within the District as a reinvestment zone.

Valuation of Property for Taxation

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

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

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

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

range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

During the 2nd Special Session, convened on June 27, 2023, the Texas Legislature passed Senate Bill 2 (“SB 2”), which, among other things, includes provisions that prohibit an appraisal district from increasing the appraised value of real property during the 2024 tax year on non-homestead properties (the “Subjected Property”) whose appraised values are not more than \$5,000,000 (the “Maximum Property Value”) to an amount not to exceed the lesser of: (1) the market value of the Subjected Property for the most recent tax year that the market value was determined by the appraisal office or (2) the sum of: (a) 20 percent of the appraised value of the Subjected Property for the preceding tax year; (b) the appraised value of the Subjected Property for the preceding tax year; and (c) the market value of all new improvements to the Subjected Property. After the 2024 tax year, through December 31, 2026, the Maximum Property Value may be increased or decreased by the product of the preceding state fiscal year’s increase or decrease in consumer price index, as applicable, to the Maximum Property Value. SB 2 was signed into law by the Governor of Texas (the “Governor”) on July 22, 2023. The provisions described hereinabove took effect January 1, 2024, after the constitutional amendment proposed by H.J.R. 2, 88th Legislature, 2nd Called Session, 2023, was approved by voters at an election held on November 7, 2023.

District and Taxpayer Remedies

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

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

Levy and Collection of Taxes

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

Tax Payment Installments After Disaster

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

Additionally, the Property Tax Code authorizes a taxing jurisdiction such as the District, solely at the jurisdiction’s discretion to adopt a similar installment payment option for taxes imposed on property that is located within a designated disaster

area or emergency area and is owned or leased by certain qualified business entities, regardless of whether the property has been damaged as a direct result of the disaster or emergency.

Rollback of Operation and Maintenance Tax Rate

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

Special Taxing Units

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

Developed Districts

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

Developing Districts

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

The District

For the 2025 tax year, the District made the determination of its status as a Developing District. A determination as to the District's status as a Special Taxing Unit, Developed District or Developing District will be made by the Board of Directors on an annual basis, in September or October of each year. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property as of January 1 of the year in which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties and interest ultimately imposed for the year on the property. The lien exists in favor of the State and each taxing unit, including

the District, having the power to tax the property. The District's tax lien is on a parity with the tax liens of other such taxing units. A tax lien on real property takes priority over the claims of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by federal law. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes, penalty and interest.

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

TAX DATA

General

All taxable property within the District is subject to the assessment, levy and collection by the District of a continuing, direct annual ad valorem tax without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds (see "TAXING PROCEDURES"). The Board has in its Bond Resolution covenanted to assess and levy for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds (see "THE BONDS" and "RISK FACTORS"). The District has levied a total tax rate of \$0.90 per \$100 of assessed valuation for the 2024 tax year. Such rate is composed entirely of a maintenance and operations tax rate of \$0.90 per \$100 of assessed valuation.

Tax Rate Limitation

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

Maintenance Tax

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

Additional Penalties

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

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Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of assessed taxable valuation which would be required to meet certain debt service requirements of the Bonds if no growth in the District's tax base occurs beyond the 2025 Assessed Taxable Valuation (\$69,348,870) or the Estimated Taxable Assessed Valuation as of July 1, 2025 (\$143,180,121). The calculations assume collection of 95% of taxes levied, the sale of the Bonds but not the sale of any additional bonds by the District.

| | |
|--|--------------|
| Average Annual Debt Service Requirement (2026–2049) | \$ 1,021,824 |
| Debt Service Tax Rate of \$1.56 on the 2025 Assessed Taxable Valuation | \$ 1,027,750 |
| Debt Service Tax Rate of \$0.76 on the Estimated Taxable Valuation as of July 1, 2025..... | \$ 1,033,760 |
| Maximum Annual Debt Service Requirement (2049)..... | \$ 1,080,213 |
| Debt Service Tax Rate of \$1.64 on the 2025 Assessed Taxable Valuation | \$ 1,080,455 |
| Debt Service Tax Rate of \$0.80 on the Estimated Taxable Valuation as of July 1, 2025..... | \$ 1,088,169 |

Estimated Overlapping Taxes

Property within the District is subject to taxation by several taxing authorities in addition to the District. Under Texas law, if ad valorem taxes levied by a taxing authority become delinquent, a lien is created upon the property which has been taxed. A tax lien on property in favor of the District is on a parity with tax liens of other taxing jurisdictions. In addition to ad valorem taxes required to make debt service payments on bonded debt of the District and of such other jurisdictions (see "DISTRICT DEBT – Estimated Direct and Overlapping Debt Statement"), certain taxing jurisdictions are authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below is an estimation of all taxes per \$100 of assessed valuation levied by such jurisdictions. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. The following chart includes the 2024 taxes per \$100 of assessed valuation levied by all such taxing jurisdictions. No prediction can be made of the tax rates that will be levied in future years by the respective taxing jurisdictions.

| <u>Taxing Jurisdictions</u> | <u>2024 Tax Rate Per \$100 of A.V.</u> |
|---|--|
| The District | \$ 0.900000 |
| City of Iowa Colony, Texas | 0.519209 (a) |
| City of Manvel, Texas | 0.560000 |
| Brazoria County Drainage District No. 5 | 0.104079 |
| Brazoria County Emergency Services District No. 3 | 0.077459 |
| Brazoria County, Texas | 0.261625 |
| Alvin Community College | 0.155988 |
| Alvin Independent School District | 1.170000 |
| Road and Bridge Fund | <u>0.041921</u> |
| Total | <u>\$ 3.271072 (b)</u> |

(a) Not included in the total tax rate calculation.

(b) This illustrates the highest tax rate possible for a property owner in the District. A property owner will either be taxed by the City of Manvel or the City of Iowa Colony. For illustrative purposes, the total tax rate includes the City of Manvel's 2024 levied tax rate.

Historical Tax Collections

| Tax Year | Assessed Valuation | Tax Rate Per \$100 (a) | Adjusted Levy | % of Collections Current Year | For the Current Year Ended September 30 | % of Collections as of 07/31/25 |
|----------|-----------------------|---------------------------|------------------|--|--|--|
| 2023 | \$ 5,691,671 | 0.9000 | \$ 51,225 | 100.00% | 2024 | 100.00% |
| 2024 | 6,922,504 | 0.9000 | 62,303 | 100.00% | 2025 | 100.00% |

(a) Tax rate per \$100 of taxable value. See "Tax Rate Distribution" below.

Tax Rate Distribution

| | 2024 | 2023 |
|-----------------------------|-----------------|-----------------|
| Utility System Debt Service | \$ 0.000 | \$ 0.000 |
| Road System Debt Service | 0.000 | 0.000 |
| Maintenance | <u>0.900</u> | <u>0.900</u> |
| Total | <u>\$ 0.900</u> | <u>\$ 0.900</u> |

Assessed Taxable Valuation Summary

The following represents the types of property comprising the District assessed taxable value for each of the 2023–2025 tax years.

| Type of Property | 2025 Assessed Valuation | 2024 Assessed Valuation | 2023 Assessed Valuation |
|-------------------|-------------------------------|-------------------------------|-------------------------------|
| Land | \$35,923,331 | \$ 7,469,989 | \$ 7,304,512 |
| Improvements | 55,181,741 | 19,660,880 | 3,100 |
| Personal Property | 308,090 | - | - |
| Exemptions | <u>(22,064,292)</u> | <u>(20,208,365)</u> | <u>(1,615,941)</u> |
| Total | \$ 69,348,870 | \$ 6,922,504 | \$ 5,691,671 |

Principal Taxpayers

The following are the principal taxpayers in the District as shown on the District’s certified appraisal rolls for the 2025 tax year.

| Taxpayer | Type of Property | Assessed Taxable Valuation 2025 Tax Roll |
|--------------------------------|---------------------|--|
| Westin Homes And Properties LP | Land & Improvements | \$ 5,638,200 |
| GR-M1 LTD (a) | Land & Improvements | 4,917,123 |
| Highland Homes Houston LLC | Land & Improvements | 4,344,490 |
| Weekley Homes LLC | Land & Improvements | 4,259,600 |
| Perry Homes LLC | Land & Improvements | 4,106,360 |
| GC Manvel East LP | Land & Improvements | 2,520,000 |
| Chesmar Homes LLC | Land & Improvements | 1,515,960 |
| Drees Custom Homes LP | Land & Improvements | 1,272,040 |
| Homeowner | Land & Improvements | 675,200 |
| Homeowner | Land & Improvements | <u>636,560</u> |
| Total | | <u>\$ 29,885,533</u> |
| Percent of Respective Tax Roll | | 43.09% |

(a) See “DEVELOPERS.”

LEGAL MATTERS

Legal Opinions

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

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

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

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

No-Litigation Certificate

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

No Material Adverse Change

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

TAX MATTERS

The following discussion of certain federal income tax considerations is for general information only and is not tax advice. Each prospective purchaser of the Bonds should consult its own tax advisor as to the tax consequences of the acquisition, ownership and disposition of the Bonds.

Tax Exemption

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, under existing law, interest on the Bonds (i) is excludable from gross income for federal income tax purposes under section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) is not an item of tax preference for purposes of the alternative minimum tax on individuals.

The Code imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of bond proceeds and the source of repayment of bonds, limitations on the investment of bond proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of bond proceeds be paid periodically to the

United States and a requirement that the issuer file an information report with the Internal Revenue Service (the “Service”). The District has covenanted in the Bond Resolution that it will comply with these requirements.

Bond Counsel’s opinion will assume continuing compliance with the covenants of the Bond Resolution pertaining to those sections of the Code that affect the excludability of interest on the Bonds from gross income for federal income tax purposes and, in addition, will rely on representations by the District and other parties involved with the issuance of the Bonds with respect to matters solely within the knowledge of the District and such parties, which Bond Counsel has not independently verified. If the District fails to comply with the covenants in the Bond Resolution or if the foregoing representations are determined to be inaccurate or incomplete, interest on the Bonds could become includable in gross income from the date of delivery of the Bonds, regardless of the date on which the event causing such inclusion occurs.

Bond Counsel will express no opinion as to the amount or timing of interest on the Bonds or, except as stated above, any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Bonds. Certain actions may be taken or omitted subject to the terms and conditions set forth in the Bond Resolution upon the advice or with the approving opinion of Bond Counsel. Bond Counsel will express no opinion with respect to Bond Counsel’s ability to render an opinion that such actions, if taken or omitted, will not adversely affect the excludability of interest of the Bonds from gross income for federal income tax purposes.

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

Not Qualified Tax-Exempt Obligations

The Bonds have not been designated “qualified tax-exempt obligations” for financial institutions.

Additional Federal Income Tax Considerations

Collateral Tax Consequences

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences, including but not limited to those noted below. Therefore, prospective purchasers of the Bonds should consult their own tax advisors as to the tax consequences of the acquisition, ownership and disposition of the Bonds.

An “applicable corporation” (as defined in section 59(k) of the Code) may be subject to a 15 percent alternative minimum tax imposed under section 55 of the Code on its “adjusted financial statement income” (as defined in section 56A of the Code) for such taxable year. Because interest on tax-exempt obligations, such as the Bonds, is included in a corporation’s “adjusted financial statement income,” ownership of the Bonds could subject certain corporations to alternative minimum tax consequences.

Ownership of tax-exempt obligations also may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, low and middle income taxpayers otherwise qualifying for the health insurance premium assistance credit and individuals otherwise qualifying for the earned income tax credit. In addition, certain foreign corporations doing business in the United States may be subject to the “branch profits tax” on their effectively connected earnings and profits, including tax-exempt interest such as interest on the Bonds.

Prospective purchasers of the Bonds should also be aware that, under the Code, taxpayers are required to report on their returns the amount of tax-exempt interest, such as interest on the Bonds, received or accrued during the year.

Tax Accounting Treatment of Original Issue Premium

If the issue price of any maturity of the Bonds exceeds the stated redemption price payable at maturity of such Bonds, such Bonds (the “Premium Bonds”) are considered for federal income tax purposes to have “bond premium” equal to the amount

of such excess. The basis of a Premium Bond in the hands of an initial owner is reduced by the amount of such excess that is amortized during the period such initial owner holds such Premium Bond in determining gain or loss for federal income tax purposes. This reduction in basis will increase the amount of any gain or decrease the amount of any loss recognized for federal income tax purposes on the sale or other taxable disposition of a Premium Bond by the initial owner. No corresponding deduction is allowed for federal income tax purposes for the reduction in basis resulting from amortizable bond premium. The amount of bond premium on a Premium Bond that is amortizable each year (or shorter period in the event of a sale or disposition of a Premium Bond) is determined using the yield to maturity on the Premium Bond based on the initial offering price of such Premium Bond.

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

Tax Accounting Treatment of Original Issue Discount

If the issue price of any maturity the Bonds is less than the stated redemption price payable at maturity of such Bonds (the "OID Bonds"), the difference between (i) the amount payable at the maturity of each OID Bond, and (ii) the initial offering price to the public of such OID Bond constitutes original issue discount with respect to such OID Bond in the hands of any owner who has purchased such OID Bond in the initial public offering of the Bonds. Generally, 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 OID Bond equal to that portion of the amount of such original issue discount allocable to the period that such OID Bond continues to be owned by such owner. Because original issue discount is treated as interest for federal income tax purposes, the discussions regarding interest on the Bonds under the captions "TAX MATTERS – Tax Exemption" and "TAX MATTERS – Additional Federal Income Tax Considerations – Collateral Tax Consequences" and "—Tax Legislative Changes" generally apply and should be considered in connection with the discussion in this portion of the Official Statement.

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

The foregoing discussion assumes that (i) the Underwriter has purchased the Bonds for contemporaneous sale to the public and (ii) all of the OID Bonds have been initially offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm's-length transactions for a price (and with no other consideration being included) not more than the initial offering prices thereof stated on the inside cover page of this Official Statement. Neither the District nor Bond Counsel has made any investigation or offers any assurance that the OID Bonds will be offered and sold in accordance with such assumptions.

Under existing law, the original issue discount on each OID Bond accrues 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 OID 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 (i) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (ii) the amounts payable as current interest during such accrual period on such Bond.

The federal income tax consequences of the purchase, ownership, and redemption, sale or other disposition of OID Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above. All owners of OID 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 OID Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such OID Bonds.

Tax Legislative Changes

Current law may change so as to directly or indirectly reduce or eliminate the benefit of the excludability of interest on the Bonds from gross income for federal income tax purposes.

Any proposed legislation, whether or not enacted, could also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any recently enacted, proposed, pending or future legislation.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Resolution, the District has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe these agreements so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, as well as timely notice of specified events, to the Municipal Securities Rulemaking Board or any successor to its function as a repository (the "MSRB"), through its Electronic Municipal Market Access ("EMMA") system.

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB. The information to be updated with respect to the District includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement included under the headings "DISTRICT DEBT" (except for the subheading "—Estimated Direct and Overlapping Debt Statement"), "TAX DATA," and in "APPENDIX A." The District will update and provide this information within six months after the end of each of its fiscal years ending in or after 2025. The District will provide the updated information to the MSRB.

Any information so provided shall be prepared in accordance with generally accepted accounting principles or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such six-month period, and audited financial statements when and if the audit report becomes available. The District's current fiscal year end is March 31. Accordingly, it must provide updated information by the last day in September in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of the Rule; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule, or the sale of all or substantially all of the assets of the District or other obligated person, within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the District or obligated person, any of which reflect financial difficulties. The terms "obligated person" and "financial obligation" when used in this paragraph shall have the meanings ascribed to them under SEC Rule 15c2-12 (the "Rule"). The term "material" when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Resolution 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 information, data, or financial statements in accordance with its agreement described above under "Annual Reports."

Availability of Information from EMMA

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

Limitations and Amendments

The District has agreed to update information and to provide notices of material events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a

decision to invest in or sell bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement, or from any statement made pursuant to its agreement, although holders and beneficial owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

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

Compliance with Prior Undertakings

The Bonds are the first issuance of bonded indebtedness by the District, and, as such, the District has not previously entered into a continuing disclosure agreement pursuant to SEC Rule 15c2-12.

OFFICIAL STATEMENT

General

The information contained in this Official Statement has been obtained primarily from the Developer, the District's records, the Engineer, the Tax Assessor/Collector and other sources believed to be reliable; however, no representation is made as to the accuracy or completeness of the information contained herein, except as described below. The summaries of the statutes, resolutions and engineering and other related reports set forth herein are included subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information.

Experts

The information contained in the Official Statement relating to engineering and to the description of the Utility System, and, in particular, that engineering information included in the sections entitled "THE DISTRICT – Description" and "THE UTILITY SYSTEM," and "THE ROAD SYSTEM" has been provided by Edminster, Hinshaw, Russ and Associates, Inc. and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

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

Certification as to Official Statement

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

Updating of Official Statement

If, subsequent to the date of the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchaser; provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser, unless the Initial Purchaser notifies the District in writing on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time (but not more than 90 days after the date the District delivers the Bonds) until all of the Bonds have been sold to ultimate customers.

CONCLUDING STATEMENT

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

This Official Statement was approved by the Board of Directors of Brazoria County Municipal Utility District No. 57 as of the date shown on the cover page.

/s/ Lance Taylor
President, Board of Directors
Brazoria County Municipal Utility District No. 57

ATTEST:

/s/ Robert Wendell
Secretary, Board of Directors
Brazoria County Municipal Utility District No. 57

APPENDIX A
Financial Statements of the District

**BRAZORIA COUNTY MUNICIPAL
UTILITY DISTRICT NO. 57**

BRAZORIA COUNTY, TEXAS

FINANCIAL REPORT

March 31, 2025

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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
Brazoria County Municipal Utility District No. 57
Brazoria County, Texas

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Brazoria County Municipal Utility District No. 57 (the "District"), as of and for the year ended March 31, 2025, 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 Brazoria County Municipal Utility District No. 57, as of March 31, 2025, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Required Supplementary Information

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

***Board of Directors
Brazoria County Municipal Utility District No. 57
Brazoria County, Texas***

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
July 10, 2025

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Management's Discussion and Analysis

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Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

Using this Annual Report

Within this section of the financial report of Brazoria County Municipal Utility District No. 57 (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 March 31, 2025. 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.

Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

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 March 31, 2025, was negative \$22,584,668. The District's net position is negative because the District incurs debt to construct road facilities which it conveys to the City of Manvel. A comparative summary of the District's overall financial position, as of March 31, 2025 and 2024, is as follows:

| | 2025 | 2024 |
|----------------------------------|------------------------|------------------------|
| Current and other assets | \$ 489,326 | \$ 665,790 |
| Capital assets | 29,477,882 | 17,607,240 |
| Total assets | <u>29,967,208</u> | <u>18,273,030</u> |
| Current liabilities | 7,872,863 | 31,102 |
| Long-term liabilities | 44,679,013 | 32,588,173 |
| Total liabilities | <u>52,551,876</u> | <u>32,619,275</u> |
| Net position | | |
| Net investment in capital assets | (920,109) | (422,565) |
| Unrestricted | (21,664,559) | (13,923,680) |
| Total net position | <u>\$ (22,584,668)</u> | <u>\$ (14,346,245)</u> |

Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

The total net position of the District decreased during the current fiscal year by \$8,238,423. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

| | 2025 | 2024 |
|--|------------------------|------------------------|
| Revenues | | |
| Property taxes, penalties and interest | \$ 64,620 | \$ 51,226 |
| Water and sewer service | 65,046 | 4,994 |
| Other | 547,875 | 71,777 |
| Total revenues | <u>677,541</u> | <u>127,997</u> |
| Expenses | | |
| Current service operations | 748,684 | 315,735 |
| Debt interest and fees | 114,037 | |
| Debt issuance costs | 149,860 | |
| Depreciation | 451,574 | 245,874 |
| Total expenses | <u>1,464,155</u> | <u>561,609</u> |
| Change in net position before other item | (786,614) | (433,612) |
| Other items | | |
| Transfers from other governments | | 884,523 |
| Transfers to other governments | <u>(7,451,809)</u> | <u>(1,028,858)</u> |
| Change in net position | (8,238,423) | (577,947) |
| Net position, beginning of year | <u>(14,346,245)</u> | <u>(13,768,298)</u> |
| Net position, end of year | <u>\$ (22,584,668)</u> | <u>\$ (14,346,245)</u> |

Financial Analysis of the District's Funds

The District's combined fund balances, as of March 31, 2025, were \$223,473, which consists of \$215,055 in the General Fund and \$8,418 in the Capital Projects Fund.

Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

General Fund

A comparative summary of the General Fund's financial position as of March 31, 2025 and 2024, is as follows:

| | 2025 | 2024 |
|--|-------------------|-------------------|
| Total assets | <u>\$ 480,908</u> | <u>\$ 665,790</u> |
| Total liabilities | \$ 265,826 | \$ 31,102 |
| Total deferred inflows | 27 | |
| Total fund balance | <u>215,055</u> | <u>634,688</u> |
| Total liabilities, deferred inflows and fund balance | <u>\$ 480,908</u> | <u>\$ 665,790</u> |

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

| | 2025 | 2024 |
|-----------------------------|---------------------|---------------------|
| Total revenues | \$ 674,651 | \$ 127,997 |
| Total expenditures | <u>(1,094,284)</u> | <u>(315,735)</u> |
| Revenues under expenditures | <u>\$ (419,633)</u> | <u>\$ (187,738)</u> |

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

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

***Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025***

Capital Projects Fund

A Capital Projects Fund was established to account for the expenditure of proceeds from the issuance of the District's Series 2024 Bond Anticipation Note. A summary of the financial position of the Capital Projects Fund as of March 31, 2025, is as follows:

| | |
|--------------------|-----------------|
| Total assets | <u>\$ 8,418</u> |
| Total fund balance | <u>\$ 8,418</u> |

A comparative summary of the Capital Projects Fund's activities for the current fiscal year is as follows:

| | |
|-------------------------------|--------------------|
| Total revenues | \$ 2,863 |
| Total expenditures | <u>(7,306,635)</u> |
| Revenues under expenditures | (7,303,772) |
| Other changes in fund balance | <u>7,312,190</u> |
| Net change in fund balance | <u>\$ 8,418</u> |

General Fund Budgetary Highlights

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

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$418,133 less than budgeted. The *Budgetary Comparison Schedule* on page 36 of this report provides variance information per financial statement line item.

Capital Assets

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

Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

Capital assets held by the District at March 31, 2025 and 2024, are summarized as follows:

| | 2025 | 2024 |
|--------------------------------------|----------------------|----------------------|
| Capital assets not being depreciated | | |
| Land and improvements | \$ 11,324,307 | \$ 8,074,818 |
| Capital assets being depreciated | | |
| Infrastructure | 18,865,389 | 9,792,662 |
| Other facilities | 423,912 | 423,912 |
| | <u>19,289,301</u> | <u>10,216,574</u> |
| Less accumulated depreciation | | |
| Infrastructure | (994,421) | (571,108) |
| Other facilities | (141,305) | (113,044) |
| | <u>(1,135,726)</u> | <u>(684,152)</u> |
| Depreciable capital assets, net | <u>18,153,575</u> | <u>9,532,422</u> |
| Capital assets, net | <u>\$ 29,477,882</u> | <u>\$ 17,607,240</u> |

Capital asset additions during the current fiscal year include the following:

- Meridiana, Section 5 East - utilities
- Meridiana, Section 13A - utilities
- Meridiana, Section 24A - utilities
- Meridiana, Section 24B - utilities
- Meridiana, Section 14A - utilities
- Meridiana, Section 14B - utilities
- Cadence Drive, Phase 2 - utilities
- Meridiana Detention Basin H-2 Phase 1 and Basin J-2
- Water meters

Additionally, the City of Manvel assumes responsibility (after a one-year maintenance period) for road facilities constructed within the boundaries of the City. Accordingly, these facilities are not considered assets of the District. The estimated value of these assets is recorded as transfers to other governments upon completion of construction. This estimated cost is trued-up when the developer is reimbursed. For the year ended March 31, 2025, capital assets in the amount of \$7,451,809 have been recorded as transfers to other governments in the government-wide statements.

Long-Term Debt and Related Liabilities

As of March 31, 2025, the District owes approximately \$44,679,013 to the developer for completed projects and operating advances. The initial cost of the completed project and related liability is estimated based on actual construction costs plus 10-15% for engineering and other fees and is recorded on the District's financial statements upon completion of construction. As discussed in Note 7, the District has an additional commitment in the amount of \$54,411,167 for projects under

Brazoria County Municipal Utility District No. 57
Management's Discussion and Analysis
March 31, 2025

construction by the developer. As noted, the District will owe its developer for these projects upon completion of construction. The District intends to reimburse the developer from proceeds of future bond issues or other lawfully available funds. The estimated cost of amounts owed to the developer is trued up when the developer is reimbursed.

At March 31, 2025, the District had \$483,900,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$483,900,000 for the refunding of such bonds; \$163,790,000 for parks and recreational facilities and \$163,790,000 for the refunding of such bonds; and \$344,700,000 for road improvements and \$344,700,000 for the refunding of such bonds.

During the current year, the District issued a \$7,493,000 bond anticipation note (BAN) to provide short-term financing for developer reimbursements. The District intends to repay the BAN with proceeds from the issuance of long-term debt. See Note 6 for additional information.

Property Taxes

The District's property tax base increased approximately \$73,268,000 for the 2025 tax year from \$6,922,504 to \$80,190,833, based on preliminary values. This increase was primarily due to new construction in the District.

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:

| | 2025 Actual | 2026 Budget |
|-------------------------------|-------------|-------------|
| Total revenues | \$ 674,651 | \$ 543,303 |
| Total expenditures | (1,094,284) | (684,904) |
| Revenues under expenditures | (419,633) | (141,601) |
| Other changes in fund balance | | 141,601 |
| Net change in fund balance | (419,633) | |
| Beginning fund balance | 634,688 | 215,055 |
| Ending fund balance | \$ 215,055 | \$ 215,055 |

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Basic Financial Statements

Brazoria County Municipal Utility District No. 57
Statement of Net Position and Governmental Funds Balance Sheet
March 31, 2025

| | General Fund | Capital Projects Fund | Total | Adjustments | Statement of Net Position |
|---|-------------------|-----------------------------|-------------------|------------------------|------------------------------|
| Assets | | | | | |
| Cash | \$ 204,549 | \$ - | \$ 204,549 | \$ - | \$ 204,549 |
| Investments | 235,526 | 8,418 | 243,944 | | 243,944 |
| Taxes receivable | 27 | | 27 | | 27 |
| Customer service receivables | 22,789 | | 22,789 | | 22,789 |
| Prepaid items | 18,017 | | 18,017 | | 18,017 |
| Capital assets not being depreciated | | | | 11,324,307 | 11,324,307 |
| Capital assets, net | | | | 18,153,575 | 18,153,575 |
| Total Assets | <u>\$ 480,908</u> | <u>\$ 8,418</u> | <u>\$ 489,326</u> | <u>29,477,882</u> | <u>29,967,208</u> |
| Liabilities | | | | | |
| Accounts payable | \$ 216,133 | \$ - | \$ 216,133 | | 216,133 |
| Other payables | 131 | | 131 | | 131 |
| Customer deposits | 30,050 | | 30,050 | | 30,050 |
| Unearned revenue | 19,512 | | 19,512 | | 19,512 |
| Accrued interest payable | | | | 114,037 | 114,037 |
| Bond anticipation note payable | | | | 7,493,000 | 7,493,000 |
| Due to developer | | | | 44,679,013 | 44,679,013 |
| Total Liabilities | <u>265,826</u> | | <u>265,826</u> | <u>52,286,050</u> | <u>52,551,876</u> |
| Deferred Inflows of Resources | | | | | |
| Deferred property taxes | <u>27</u> | | <u>27</u> | <u>(27)</u> | |
| Fund Balances/Net Position | | | | | |
| Fund Balances | | | | | |
| Nonspendable | 18,017 | | 18,017 | (18,017) | |
| Restricted | | 8,418 | 8,418 | (8,418) | |
| Unassigned | <u>197,038</u> | | <u>197,038</u> | <u>(197,038)</u> | |
| Total Fund Balances | <u>215,055</u> | <u>8,418</u> | <u>223,473</u> | <u>(223,473)</u> | |
| Total Liabilities, Deferred Inflows of Resources and Fund Balances | <u>\$ 480,908</u> | <u>\$ 8,418</u> | <u>\$ 489,326</u> | | |
| Net Position | | | | | |
| Net investment in capital assets | | | | (920,109) | (920,109) |
| Unrestricted | | | | (21,664,559) | (21,664,559) |
| Total Net Position | | | | <u>\$ (22,584,668)</u> | <u>\$ (22,584,668)</u> |

See notes to basic financial statements.

Brazoria County Municipal Utility District No. 57**Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances
For the Year Ended March 31, 2025**

| | General Fund | Capital Projects Fund | Total | Adjustments | Statement of Activities |
|--|-------------------|-----------------------------|-------------------|------------------------|----------------------------|
| Revenues | | | | | |
| Water service | \$ 35,402 | \$ - | \$ 35,402 | \$ - | \$ 35,402 |
| Sewer service | 29,644 | | 29,644 | | 29,644 |
| Property taxes | 62,276 | | 62,276 | 27 | 62,303 |
| Penalties and interest | 2,317 | | 2,317 | | 2,317 |
| Groundwater pumpage fees | 155 | | 155 | | 155 |
| Tap connection and inspection | 503,294 | | 503,294 | | 503,294 |
| Miscellaneous | 19,751 | | 19,751 | | 19,751 |
| Investment earnings | 21,812 | 2,863 | 24,675 | | 24,675 |
| Total Revenues | <u>674,651</u> | <u>2,863</u> | <u>677,514</u> | <u>27</u> | <u>677,541</u> |
| Expenditures/Expenses | | | | | |
| Current service operations | | | | | |
| Professional fees | 367,441 | 13,622 | 381,063 | | 381,063 |
| Contracted services | 82,339 | | 82,339 | | 82,339 |
| Repairs and maintenance | 148,246 | | 148,246 | | 148,246 |
| Utilities | 1,435 | | 1,435 | | 1,435 |
| Administrative | 57,561 | | 57,561 | | 57,561 |
| Other | 78,040 | | 78,040 | | 78,040 |
| Capital outlay | 359,222 | 7,143,153 | 7,502,375 | (7,502,375) | |
| Interest and fees | | | | 114,037 | 114,037 |
| Debt issuance costs | | 149,860 | 149,860 | | 149,860 |
| Depreciation | | | | 451,574 | 451,574 |
| Total Expenditures/Expenses | <u>1,094,284</u> | <u>7,306,635</u> | <u>8,400,919</u> | <u>(6,936,764)</u> | <u>1,464,155</u> |
| Revenues Over (Under) | | | | | |
| Expenditures/Expenses | (419,633) | (7,303,772) | (7,723,405) | 6,936,791 | (786,614) |
| Other Financing Sources/(Uses) | | | | | |
| Proceeds from sale of bond anticipation note | | 7,493,000 | 7,493,000 | (7,493,000) | |
| Repayment of operating advances | | (180,810) | (180,810) | 180,810 | |
| Other Items | | | | | |
| Transfers to other governments | | | | (7,451,809) | (7,451,809) |
| Net Change in Fund Balances | (419,633) | 8,418 | (411,215) | 411,215 | |
| Change in Net Position | | | | (8,238,423) | (8,238,423) |
| Fund Balance/Net Position | | | | | |
| Beginning of the year | 634,688 | | 634,688 | (14,980,933) | (14,346,245) |
| End of the year | <u>\$ 215,055</u> | <u>\$ 8,418</u> | <u>\$ 223,473</u> | <u>\$ (22,808,141)</u> | <u>\$ (22,584,668)</u> |

See notes to basic financial statements.

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Note 1 – Summary of Significant Accounting Policies

The accounting policies of Brazoria County Municipal Utility District No. 57 (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 an order of the Texas Commission on Environmental Quality, dated August 16, 2007, and operates in accordance with Article XVI, Section 59 of the Texas Constitution and the Texas Water Code, Chapters 49 and 54. The Board of Directors held its first meeting on August 28, 2007.

The District’s primary activities include construction, maintenance and operation of water, sewer and drainage and recreational facilities, and the construction of road 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*.

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 two governmental funds, which are both considered major funds.

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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 Capital Projects Fund is used to account for the expenditures of bond anticipation note proceeds for the construction of the District's water, sewer and drainage facilities.

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

Measurement Focus and Basis of Accounting

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

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

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

Use of Restricted Resources

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

Prepaid Items

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

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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 March 31, 2025, 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 that exceeds the capitalization threshold for the asset class 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 that do not exceed the threshold are not capitalized. The District's capitalization threshold for infrastructure assets is \$50,000. The threshold for subscription-based information technology arrangements (SBITAs) is \$250,000.

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.

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

| <u>Assets</u> | <u>Useful Life</u> |
|----------------|--------------------|
| Infrastructure | 10-45 years |
| Other | 15 years |

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

Deferred Inflows and Outflows of Financial Resources

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

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

Net Position – Governmental Activities

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

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

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

Unrestricted – resources not included in the other components.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

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

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 anticipation note proceeds in the Capital Projects 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.

Brazoria County Municipal Utility District No. 57
Notes to Financial Statements
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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 Manvel 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.

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Notes to Financial Statements
March 31, 2025

Note 2 – Adjustment from Governmental to Government-wide Basis

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

| | |
|--|------------|
| Total fund balance, governmental funds | \$ 223,473 |
|--|------------|

Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.

| | | |
|-------------------------------|--------------------|------------|
| Historical cost | \$ 30,613,608 | |
| Less accumulated depreciation | <u>(1,135,726)</u> | 29,477,882 |

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:

| | | |
|--------------------------|--------------------|--------------|
| Accrued interest payable | (114,037) | |
| Due to developer | (44,679,013) | |
| Bond anticipation note | <u>(7,493,000)</u> | (52,286,050) |

Deferred inflows in the fund statements consist of property taxes receivable that have been levied and are due, but are not available to pay current period expenditures. These amounts are included in revenues in the government wide statements.

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| | |
|--|-------------------------------|
| Total net position - governmental activities | <u><u>\$ (22,584,668)</u></u> |
|--|-------------------------------|

Brazoria County Municipal Utility District No. 57
Notes to Financial Statements
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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 | \$ | (411,215) |
|--|----|-----------|

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 is for property taxes.

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Financial reporting for capital assets varies significantly between the fund statements and the government wide statements. Reporting at the fund level focuses on the impact of transactions on financial resources (i.e., cash), while reporting at the government level seeks to allocate the cost of the acquisition of capital assets over their useful lives and to measure the economic impact of developer financing of capital assets used by the District or conveyed to other governmental entities. Differences during the current year are for the following:

| | | | |
|--------------------------------|----|-------------|-----------|
| Capital outlays | \$ | 7,502,375 | |
| Transfers to other governments | | (7,451,809) | |
| Depreciation expense | | (451,574) | |
| | | | (401,008) |

Financial reporting for certain obligations varies between the fund statements and the government wide statements. At the fund level, the focus is on increases and decreases of financial resources as debt is issued and repaid. At the government wide level, the focus is on measuring and reporting on changes in the District's obligation to repay liabilities in the future. Differences during the current year are for the following:

| | | | |
|------------------------------------|--|-------------|-------------|
| Issuance of bond anticipation note | | (7,493,000) | |
| Repayment of developer advances | | 180,810 | |
| Interest expense accrual | | (114,037) | |
| | | | (7,426,227) |

| | | |
|---|----|-------------|
| Change in net position of governmental activities | \$ | (8,238,423) |
|---|----|-------------|

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*

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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*.

Note 4 – Deposits and Investments

Deposit Custodial Credit Risk

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

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 March 31, 2025, the District's investments consist of the following:

| Type | Fund | Carrying Value | Rating | Weighted Average Maturity |
|---------|------------------|-------------------|--------|---------------------------------|
| TexSTAR | General | \$ 235,526 | AAAm | 38 days |
| | Capital Projects | 8,418 | | |
| Total | | <u>\$ 243,944</u> | | |

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TexSTAR

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

TexSTAR uses amortized cost rather than fair value to report net assets to compute share price. Accordingly, investments in TexSTAR are stated at amortized cost which approximates fair value. Investments in TexSTAR may be withdrawn via wire transfer on a same day basis, as long as the transaction is executed by 4 p.m. ACH withdrawals made by 4 p.m. will settle on the next business day.

Investment Credit and Interest Rate Risk

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

Note 5 – Capital Assets

A summary of changes in capital assets, for the year ended March 31, 2025, is as follows:

| | Beginning Balances | Additions/ Adjustments | Ending Balances |
|--|-----------------------|---------------------------|--------------------|
| Capital assets not being depreciated | | | |
| Land and improvements | \$ 8,074,818 | \$ 3,249,489 | \$ 11,324,307 |
| Capital assets being depreciated | | | |
| Infrastructure | 9,792,662 | 9,072,727 | 18,865,389 |
| Other facilities | 423,912 | | 423,912 |
| | 10,216,574 | 9,072,727 | 19,289,301 |
| Less accumulated depreciation | | | |
| Infrastructure | (571,108) | (423,313) | (994,421) |
| Other facilities | (113,044) | (28,261) | (141,305) |
| | (684,152) | (451,574) | (1,135,726) |
| Subtotal depreciable capital assets, net | 9,532,422 | 8,621,153 | 18,153,575 |
| Capital assets, net | \$ 17,607,240 | \$ 11,870,642 | \$ 29,477,882 |

Depreciation expense for the current fiscal year was \$451,574.

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Note 6 – Bond Anticipation Note

The District uses a bond anticipation note (“BAN”) to provide short-term financing for reimbursements to its developer. Despite its short-term nature, a BAN is not recorded as a fund liability since it will not be repaid from current financial resources and will be repaid through the issuance of long-term debt or another BAN. It is, however, recorded as a liability at the government-wide level.

On December 20, 2024, the District issued a \$7,493,000 BAN with an interest rate of 5.50%, which is due on December 19, 2025.

The effect of this transaction on the District’s short-term obligations are as follows:

| | |
|-------------------|----------------------------|
| Beginning balance | \$ - |
| Amounts borrowed | 7,493,000 |
| Ending balance | <u><u>\$ 7,493,000</u></u> |

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 construct facilities on behalf of the District. The developer will be reimbursed from proceeds of future bond issues or other lawfully available funds, subject to approval by TCEQ, as applicable. The District does not record the capital asset and related liability on the government-wide statements until construction of the facilities is complete. The initial cost is estimated based on construction costs plus 10-15% for engineering and other fees. Estimates are trued up when the developer is reimbursed.

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

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

| | |
|---|-----------------------------|
| Due to developer, beginning of year | \$ 32,588,173 |
| Developer reimbursements | (7,143,153) |
| Repayment of operating advances | (180,810) |
| Developer funded construction and adjustments | 19,414,803 |
| Due to developer, end of year | <u><u>\$ 44,679,013</u></u> |

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In addition, the District will owe the developer approximately \$54,411,167, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and verified by the District's auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

| | Contract Amount | Percent Complete |
|---|----------------------|---------------------|
| Lift Station No. 1 | \$ 1,407,703 | 95% |
| Lift Station No. 2 | 962,719 | 0% |
| South Inspiration Way Phase 3 | 2,386,964 | 91% |
| South Inspiration Way Phase 2 - utilities and paving | 2,452,424 | 11% |
| Kreuzer Street and Meridiana Parkway Utility Extension - utilities and paving | 2,455,874 | 0% |
| Meridiana Detention Basin W | 1,352,417 | 12% |
| Meridiana Detention Basin Y and Z Phase 1 | 1,901,860 | 84% |
| Meridiana Section 82 Detention Reserve Expansion | 3,381,283 | 9% |
| Meridiana Section 4 - B East - utilities and paving | 885,024 | 0% |
| Meridiana Section 6 East - utilities and paving | 2,984,000 | 0% |
| Meridiana Section 7 East - utilities and paving | 2,391,517 | 5% |
| Meridiana Section 10 - utilities and paving | 3,149,275 | 55% |
| Meridiana Section 26B - utilities and paving | 2,702,000 | 0% |
| Meridiana Section 82 - utilities and paving | 3,143,000 | 0% |
| Meridiana Detention Basin A2 and B2 - landscape | 1,642,379 | 99% |
| Meridiana Detention Basin C2 - landscape | 860,276 | 94% |
| Meridiana Detention Basin D2 - landscape | 1,353,381 | 100% |
| Meridiana Detention Basin H2 Phase 1 - landscape | 461,807 | 100% |
| Meridiana Detention Basin H2 Phase 2 - landscape | 343,893 | 13% |
| Meridiana Detention Basin J2 - landscape | 715,117 | 100% |
| Section 24A and 24B - landscape | 818,698 | 96% |
| Ellwood Section 1A and Karsten Boulevard | 2,088,388 | 67% |
| Ellwood Offsite Utility Extension | 1,853,304 | 26% |
| Phase 1 Detention Basin to serve Ellwood Section 1 | 2,996,839 | 96% |
| Ellwood Section 1B | 2,300,000 | 0% |
| Lift Station No. 3 South Ellwood | 1,410,275 | 22% |
| Water Plant No. 1 South Ellwood | 6,010,750 | 13% |
| | <u>\$ 54,411,167</u> | |

Note 8 – Long-Term Debt

At March 31, 2025, the District had \$483,900,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$483,900,000 for the refunding of such bonds; \$163,790,000 for recreational facilities and \$163,790,000 for the refunding of such bonds; and \$344,700,000 for road improvements and \$344,700,000 for the refunding of such bonds.

Note 9 – Property Taxes

On November 6, 2007, 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. Additionally, on May 10, 2008, the voters authorized the District's Board of Directors to levy taxes annually for use in financing road maintenance limited to \$0.25 per \$100 of assessed value.

All property values and exempt status, if any, are determined by the Brazoria 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 2025 fiscal year was financed through the 2024 tax levy, pursuant to which the District levied property taxes of \$0.90 per \$100 of assessed value, all of which was allocated to maintenance and operations. The resulting tax levy was \$62,303 on the adjusted taxable value of \$6,922,504.

Note 10 – Transfers to Other Governments

The City of Manvel (the "City") assumes responsibility for the maintenance of public roads constructed within the city limits. Accordingly, road facilities are considered to be capital assets of the City not the District and are recorded as transfers to other governments on the *Statement of Activities* upon completion of construction. The estimated cost of each project is trued-up when the developer is subsequently reimbursed. For the year ended March 31, 2025, the District reported transfers to other governments in the amount of \$7,451,809 for projects completed and transferred to the City.

Note 11 – Share Financing Agreement

On March 1, 2011, the District entered into a Shared Financing Agreement (the "Agreement") with the City of Manvel Texas (the "City"), the South Manvel Development Authority (the "Authority"), Reinvestment Zone Number Three, City of Manvel, Texas (the "Zone") and Brazoria County Municipal Utility District No. 56 ("MUD 56") for the purpose of constructing TIRZ Projects which include various public works and improvements.

The Authority and the District agreed to assist the City and the Zone in the implementation of the TIRZ Projects and in the funding, ownership, operation and maintenance of the TIRZ Projects. The District will act as Project Manager for the TIRZ projects set out in the Agreement and will give written notice to the Authority Board before initiating the design or construction of a TIRZ project for approval. Upon completion of TIRZ Project construction, the project shall be conveyed to the responsible party as stated in the Agreement.

For any year in which the City collects or receives the Tax Increment, the City will pay such Tax Increment to the Authority. For any year, the Authority receives payments from the City, the amount of Project Costs to be paid from the Tax Increment by the Authority ("TIRZ Share") to the District is the percentage of the actual project costs set out in the Agreement. The District will begin to receive

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TIRZ Share payments no later than thirty days prior to the fall principal and interest payment date subsequent to the District's issuance of bonds.

The term of the Agreement will expire on the later of January 1 in the year following completion of the TIRZ plan or the date that the Developer has been repaid in full for all eligible project costs. As of March 31, 2024, certain projects in the Zone have been completed and the District is in process of submitting documentation for reimbursement. The amount of reimbursement is not known as of fiscal year end.

Note 12 – Joint Facilities Agreement

On November 13, 2009, the District and MUD 56 entered into a Joint Facilities Agreement, whereby each district agrees to share the cost of financing and operating joint water supply, sewer treatment plant, drainage, recreational facilities and road system to serve the areas within the City of Manvel in both districts. It is anticipated that the water and sanitary sewer facilities, road improvements and a portion of the drainage facilities will be transferred to the City of Manvel (the "City"). The District is responsible for the maintenance and operation of the facilities that are not transferred and will bill MUD 56 for maintenance and operating costs for its pro rata share based on its capacity in the facilities. The term of the Agreement is 40 years.

Note 13 – Cost Sharing Agreements

Adventure Cove

On November 18, 2024, the District entered into an amended and restated cost-sharing agreement with Brazoria County Municipal District No. 55 ("MUD 55") and MUD 56 to provide for the maintenance and operation of the Adventure Cove recreational center. Pursuant to the agreement, MUD 56 will have ownership of the facilities, and all participating districts agreed to share operational and maintenance costs based on their pro rata share of active residential water connections. Meridiana Community Association (the "Association") will cause Adventure Cove to be maintained, operated, and repaired. The Association agrees to maintain insurance coverage for the Adventure Cove facilities. Under the agreement, MUD 56 will establish a Joint Recreational Facilities Account, which will be used exclusively for the payment of certain maintenance and operation expenses related to Adventure Cove expenses. Each of the participating districts will make an initial deposit of \$20,000 to provide initial funding to the Joint Recreational Facilities Account. As of March 31, 2025, the District has not made any payments related to this agreement.

Oasis Village

On November 18, 2024, the District entered into an amended and restated cost-sharing agreement with MUD 55 and MUD 56 to provide for the maintenance and operation of the Oasis Village recreational center. Pursuant to the agreement, MUD 55 will have ownership of facilities, and all participating districts agreed to share operational and maintenance costs based on their pro rata share of active residential water connections. The Association will cause Oasis Village to be maintained, operated and repaired. The Association agrees to maintain insurance coverage for the Oasis Village facilities. Under the agreement, the MUD 55 will establish a Joint Recreational Facilities Account,

Brazoria County Municipal Utility District No. 57
Notes to Financial Statements
March 31, 2025

which will be used exclusively for the payment of certain maintenance and operation expenses related to Oasis Village expenses. Each of the participating districts is required to make an initial deposit of \$10,000 to provide initial funding to the Joint Recreational Facilities Account. As of March 31, 2025, the District has not made any payments related to this agreement.

Note 14 – Joint Facilities and Interconnect Agreement

On March 14, 2024, the District and MUD 55 entered into a Joint Facilities and Interconnect Agreement. Under the terms of the agreement, MUD 55 will provide interim potable water service to the portion of the District within the City of Iowa Colony, Texas, through an interconnect until the District's water plant is completed, which is expected by December 31, 2026. The agreement allows for up to 955 equivalent single-family connections (ESFCs) of interim water service.

The District is responsible for its pro rata share of the operation and maintenance expenses of the MUD 55 Water Plant during the interim period. These costs are allocated monthly based on the ratio of active water connections in each district. MUD 55 will manage a joint water plant facilities account and provide monthly accounting and invoicing to the District. The District is also required to make an initial deposit of \$2,500 to fund initial operating costs.

Additionally, the District will purchase 1,035 ESFCs of wastewater treatment capacity in the MUD 55 Wastewater Treatment Plant (WWTP) for an estimated total cost of \$3,175,489.81, or \$3,068.00 per ESFC, subject to adjustment based on final construction costs. The District must remit payment to MUD 55 no later than the date it connects to the WWTP.

The District is also responsible for its pro rata share of the operation and maintenance expenses of the WWTP, and for contributing to the cost of any future expansions required by the City. The agreement has a term of 40 years and will terminate earlier if the City of Iowa Colony takes over the MUD 55 Water Plant, the MUD 55 WWTP, and the District's water plant, which is expected on or around December 31, 2026.

Note 15 – Interconnect Agreement

On October 10, 2024, the District and MUD 56 entered into an Interconnect Agreement to provide for the interim supply of potable water from MUD 56 to the portion of the District within the City of Manvel. Pursuant to the Agreement, MUD 56 will supply up to 200 ESFCs (equivalent single-family connections) of interim water to the portion of MUD 57 located within the City of Manvel until the District completes its own water plant, anticipated by December 31, 2026.

Under the Agreement, the District will own and maintain certain shared water line facilities unless conveyed to MUD 56. MUD 56 is responsible for maintaining a joint water plant facilities account to manage operation and maintenance expenses, with the District making an initial deposit of \$2,500. Each District is responsible for its proportionate share of operation and maintenance expenses, based on the number of active water connections. The term of the Agreement is 40 years.

Note 16 – Wastewater Capacity Supply Agreement

On October 10, 2024, the District and MUD 56 entered into a Wastewater Capacity Supply Agreement. Under the terms of the agreement, the District will purchase up to 200 equivalent single-family connections (ESFCs) of wastewater treatment capacity in the MUD 56 Wastewater Treatment Plant to serve the portion of the District located within the City of Manvel, Texas.

The total estimated cost of the capacity purchased by the District is \$6,262,580, or \$4,709 per ESFC, subject to adjustment based on final construction costs. The District is required to remit payment to MUD 56 no later than the date it connects to the treatment plant.

In addition to the capital cost, the District is responsible for its pro rata share of the operation and maintenance expenses of the Wastewater Treatment Plant. These costs are allocated monthly based on the ratio of active wastewater connections in each district. MUD 56 will establish a joint wastewater treatment plant facilities account for this purpose and provides monthly accounting and invoicing to the District. The District is also required to make an initial deposit of \$2,500 to fund initial operating costs. The agreement has a term of 40 years.

Note 17 – 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 18 – Economic Dependency

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

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Required Supplementary Information

Brazoria County Municipal Utility District No. 57
Required Supplementary Information - Budgetary Comparison Schedule - General Fund
For the Year Ended March 31, 2025

| | Original and Final Budget | Actual | Variance Positive (Negative) |
|------------------------------------|------------------------------|------------|------------------------------------|
| Revenues | | | |
| Water service | \$ 20,000 | \$ 35,402 | \$ 15,402 |
| Sewer service | | 29,644 | 29,644 |
| Property taxes | | 62,276 | 62,276 |
| Penalties and interest | | 2,317 | 2,317 |
| Groundwater pumpage fees | | 155 | 155 |
| Tap connection and inspection | 70,000 | 503,294 | 433,294 |
| Miscellaneous | | 19,751 | 19,751 |
| Investment earnings | | 21,812 | 21,812 |
| Total Revenues | 90,000 | 674,651 | 584,651 |
| Expenditures | | | |
| Current service operations | | | |
| Professional fees | 184,500 | 367,441 | (182,941) |
| Contracted services | 15,000 | 82,339 | (67,339) |
| Repairs and maintenance | 20,000 | 148,246 | (128,246) |
| Utilities | | 1,435 | (1,435) |
| Administrative | 43,953 | 57,561 | (13,608) |
| Other | | 78,040 | (78,040) |
| Capital Outlay | 60,000 | 359,222 | (299,222) |
| Total Expenditures | 323,453 | 1,094,284 | (770,831) |
| Revenues Under Expenditures | (233,453) | (419,633) | (186,180) |
| Other Financing Sources | | | |
| Developer advances | 231,953 | | (231,953) |
| Net Change in Fund Balance | (1,500) | (419,633) | (418,133) |
| Fund Balance | | | |
| Beginning of the year | 634,688 | 634,688 | |
| End of the year | \$ 633,188 | \$ 215,055 | \$ (418,133) |

Brazoria County Municipal Utility District No. 57
Notes to Required Supplementary Information
March 31, 2025

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

Brazoria County Municipal Utility District No. 57
TSI-1. Services and Rates
March 31, 2025

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

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

2. Retail Service Providers

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

| | Minimum Charge | Minimum Usage | Flat Rate (Y / N) | Rate per 1,000 Gallons Over Minimum Usage | Usage Levels | |
|-------------|----------------|---------------|-------------------|---|--------------|----------|
| Water: | \$ 28.80 | 10,000 | N | \$ 2.60 | 10,001 to | 20,000 |
| | | | | \$ 3.15 | 20,001 to | 25,000 |
| | | | | \$ 3.95 | 25,001 to | no limit |
| Wastewater: | \$ 28.80 | 10,000 | N | \$ 1.35 | 10,001 to | 20,000 |
| | | | | \$ 1.60 | 20,001 to | 25,000 |
| | | | | \$ 1.80 | 25,001 to | no limit |
| Surcharge | \$ 0.03 | 1,000 | Y | \$ 0.03 | 1,001 to | no limit |

District employs winter averaging for wastewater usage? ☐ Yes ☒ No

Total charges per 10,000 gallons usage: Water \$ 29.10 Wastewater \$ 28.80

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" | 107 | 104 | x 1.0 | 104 |
| 1" | 164 | 163 | x 2.5 | 408 |
| 1.5" | | | x 5.0 | |
| 2" | 7 | 7 | x 8.0 | 56 |
| 3" | 1 | 1 | x 15.0 | 15 |
| 4" | | | x 25.0 | |
| 6" | | | x 50.0 | |
| 8" | 1 | 1 | x 80.0 | 80 |
| 10" | | | x 115.0 | |
| Total Water | 280 | 276 | | 663 |
| Total Wastewater | 270 | 266 | x 1.0 | 266 |

See accompanying auditor's report.

Brazoria County Municipal Utility District No. 57
TSI-1. Services and Rates
March 31, 2025

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

| | | |
|------------------------------|------------------|-----------------------------------|
| Gallons pumped into system*: | <u>6,520,700</u> | Water Accountability Ratio: |
| Gallons billed to customers: | <u>6,520,700</u> | (Gallons billed / Gallons pumped) |
| | | <u>100.00%</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: Brazoria County

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

City(ies) in which the District is located: Manvel and Iowa Colony

Is the District located within a city's extra territorial jurisdiction (ETJ)?

Entirely ☐ Partly ☐ Not at all ☒

ETJs in which the District is located: _____

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

If Yes, by whom? _____

* Purchased from Brazoria County Municipal Utility District No. 55

See accompanying auditor's report.

Brazoria County Municipal Utility District No. 57
TSI-2. General Fund Expenditures
For the Year Ended March 31, 2025

| | |
|-------------------------------|----------------------------|
| Professional fees | |
| Legal | \$ 159,539 |
| Audit | 13,500 |
| Engineering | 194,402 |
| | <u>367,441</u> |
| Contracted services | |
| Bookkeeping | 10,075 |
| Operator | 6,892 |
| Tax Assesor collector | 3,850 |
| Tap Connection and Inspection | 61,068 |
| Appraisal District | 454 |
| | <u>82,339</u> |
| Repairs and maintenance | <u>148,246</u> |
| Utilities | <u>1,435</u> |
| Administrative | |
| Directors fees | 11,050 |
| Printing and office supplies | 25,321 |
| Insurance | 18,196 |
| Other | 2,994 |
| | <u>57,561</u> |
| Other | <u>78,040</u> |
| Capital outlay | <u>359,222</u> |
| Total expenditures | <u><u>\$ 1,094,284</u></u> |

See accompanying auditor's report.

Brazoria County Municipal Utility District No. 57
TSI-3. Investments
March 31, 2025

| Fund | Interest Rate | Maturity Date | Balance at End of Year |
|-------------------|------------------|------------------|---------------------------|
| General | | | |
| TexSTAR | Variable | N/A | \$ 235,526 |
| Capital Projects | | | |
| TexSTAR | Variable | N/A | 8,418 |
| Total - All Funds | | | <u>\$ 243,944</u> |

See accompanying auditor's report.

Brazoria County Municipal Utility District No. 57
TSI-4. Taxes Levied and Receivable
March 31, 2025

| | Maintenance Taxes | |
|---|----------------------|--------------|
| Taxes Receivable, Beginning of Year | \$ | - |
| 2024 Original Tax Levy | | 61,465 |
| Adjustments | | 838 |
| Adjusted Tax Levy | | 62,303 |
| Tax collections: | | |
| Current year | | 62,276 |
| Taxes Receivable, End of Year | \$ | 27 |
| | 2024 | 2023 |
| Property Valuations: | | |
| Land | \$ 7,469,989 | \$ 7,304,512 |
| Improvements | 19,660,880 | 3,100 |
| Exemptions | (20,208,365) | (1,615,941) |
| Total Property Valuations | \$ 6,922,504 | \$ 5,691,671 |
| Tax Rates per \$100 Valuation: | | |
| Maintenance tax rates | \$ 0.90 | \$ 0.90 |
| Adjusted Tax Levy: | \$ 62,303 | \$ 51,226 |
| Percentage of Taxes Collected to Taxes Levied ** | 99.96% | 100.00% |

* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on November 6, 2007

* Maximum Maintenance Road Tax Rate Approved by Voters: \$0.25 on May 10, 2008

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

See accompanying auditor's report.

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Brazoria County Municipal Utility District No. 57

***TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund
For the Last Five Fiscal Years***

| | Amounts | | | | |
|--|--------------|--------------|--------------|--------------|--------|
| | 2025 | 2024 | 2023 | 2022** | 2021** |
| Revenues | | | | | |
| Water service | \$ 35,402 | \$ 3,926 | \$ 535 | \$ - | \$ - |
| Sewer service | 29,644 | 1,068 | | | |
| Property taxes | 62,276 | 51226 | | | |
| Penalties and interest | 2,317 | | | | |
| Groundwater pumpage fees | 155 | 29 | 4 | | |
| Tap connection and inspection | 503,294 | 47,878 | 1,865 | | |
| Miscellaneous | 19,751 | 6,500 | 965 | | 90 |
| Investment earnings | 21,812 | 17,370 | 714 | 1 | 8 |
| Total Revenues | 674,651 | 127,997 | 4,083 | 1 | 98 |
| Expenditures | | | | | |
| Current service operations | | | | | |
| Purchased services | | | | | |
| Professional fees | 367,441 | 213,196 | 192,857 | 141,195 | |
| Contracted services | 82,339 | 62,073 | 11,362 | 17,188 | |
| Repairs and maintenance | 148,246 | 7,595 | 3,379 | | |
| Utilities | 1,435 | | | | |
| Administrative | 57,561 | 27,262 | 25,892 | 21,877 | 3 |
| Other | 78,040 | 5,609 | 4,866 | | |
| Capital outlay | 359,222 | | | | |
| Total Expenditures | 1,094,284 | 315,735 | 238,356 | 180,260 | 3 |
| Revenues Over (Under) Expenditures | \$ (419,633) | \$ (187,738) | \$ (234,273) | \$ (180,259) | \$ 95 |
| Total Active Retail Water Connections | 276 | 7 | 2 | N/A | N/A |
| Total Active Retail Wastewater Connections | 266 | 1 | N/A | N/A | N/A |

*Percentage is negligible

**Unaudited

See accompanying auditor's report.

| Percent of Fund Total Revenues | | | | |
|--------------------------------|--------|----------|--------|--------|
| 2025 | 2024 | 2023 | 2022** | 2021** |
| 5% | 3% | 13% | -% | -% |
| 4% | 1% | | | |
| 9% | 40% | | | |
| * | | | | |
| * | * | * | | |
| 75% | 37% | 46% | | |
| 3% | 5% | 24% | | - |
| 3% | 14% | 17% | - | - |
| 99% | 100% | 100% | 0% | 0% |
| | | | | |
| | 167% | | | |
| 54% | 48% | 4723% | - | |
| 12% | 6% | 278% | - | |
| 22% | | 83% | | |
| * | | | | |
| 9% | 4% | 634% | - | - |
| 12% | | 119% | | |
| 53% | | | | |
| 162% | 246% | 5837% | - | - |
| | | | | |
| (63%) | (146%) | (5,737%) | -% | -% |

Brazoria County Municipal Utility District No. 57
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended March 31, 2025

Complete District Mailing Address: 3200 Southwest Fwy, Suite 2600, Houston TX 77027
District Business Telephone Number: 713-860-6400
Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): May 9, 2025
Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200
(Set by Board Resolution -- TWC Section 49.060)

| Names: | Term of Office (Elected or Appointed) or Date Hired | Fees of Office Paid * | Expense Reimburse- ments | Title at Year End |
|--|--|-----------------------------|--------------------------------|-----------------------------|
| Board Members | | | | |
| Nick Long | 5/24 - 5/28 | \$ 1,547 | \$ - | President |
| Juan Montano | 6/22 - 5/25 | 2,431 | 543 | Vice President |
| Robert Wendell | 5/24 - 5/28 | 1,768 | 154 | Secretary |
| Tushunya Peacock | 5/22 - 5/26 | 2,431 | 508 | Assistant Secretary |
| Heather Ping | 5/24 - 5/28 | 2,873 | 737 | Assistant Vice President |
| Consultants | | | | |
| Allen Boone Humphries Robinson LLP | 2007 | <u>Amounts Paid</u> | | Attorney |
| <i>General legal fees</i> | | \$ 157,532 | | |
| <i>Bond counsel</i> | | 74,930 | | |
| Si Environmental, LLC | 2021 | 436,817 | | Operator |
| Myrtle Cruz, Inc. | 2007 | 10,123 | | Bookkeeper |
| Assessments of the Southwest, Inc. | 2007 | 3,850 | | Tax Collector |
| Brazoria County Appraisal District | Legislation | 454 | | Property Valuation |
| Perdue, Brandon, Fielder, Collins & Mott, LLP | 2021 | | | Delinquent Tax Attorney |
| Edminster Hinshaw Russ and Associates, Inc. | 2027 | 179,571 | | Engineer |
| McGrath & Co., PLLC | 2022 | 21,000 | | Auditor |
| Robert W. Baird & Co., Inc. | 2021 | 74,930 | | Financial Advisor |

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

See accompanying auditor's report.

APPENDIX B

Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

BONDS: \$ _____ in aggregate principal
amount of [NAME OF TRANSACTION]
[and maturing on]

Effective Date: _____

Risk Premium: \$ _____

Member Surplus Contribution: \$ _____

Total Insurance Payment: \$ _____

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

On the later of the day on which such principal and interest becomes Due for Payment or the first Business Day following the Business Day on which BAM shall have received Notice of Nonpayment, BAM will disburse (but without duplication in the case of duplicate claims for the same Nonpayment) to or for the benefit of each Owner of the Bonds, the face amount of principal of and interest on the Bonds that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by BAM, in a form reasonably satisfactory to it, of (a) evidence of the Owner's right to receive payment of such principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner's rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in BAM. A Notice of Nonpayment will be deemed received on a given Business Day if it is received prior to 1:00 p.m. (New York time) on such Business Day; otherwise, it will be deemed received on the next Business Day. If any Notice of Nonpayment received by BAM is incomplete, it shall be deemed not to have been received by BAM for purposes of the preceding sentence, and BAM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, any of whom may submit an amended Notice of Nonpayment. Upon disbursement under this Policy in respect of a Bond and to the extent of such payment, BAM shall become the owner of such Bond, any appurtenant coupon to such Bond and right to receipt of payment of principal of or interest on such Bond and shall be fully subrogated to the rights of the Owner, including the Owner's right to receive payments under such Bond. Payment by BAM either to the Trustee or Paying Agent for the benefit of the Owners, or directly to the Owners, on account of any Nonpayment shall discharge the obligation of BAM under this Policy with respect to said Nonpayment.

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

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

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

This Policy sets forth in full the undertaking of BAM and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto. Except to the extent expressly modified by an endorsement hereto, any premium paid in respect of this Policy is nonrefundable for any reason whatsoever, including payment, or provision being made for payment, of the Bonds prior to maturity. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW. THIS POLICY IS ISSUED WITHOUT CONTINGENT MUTUAL LIABILITY FOR ASSESSMENT.

In witness whereof, BUILD AMERICA MUTUAL ASSURANCE COMPANY has caused this Policy to be executed on its behalf by its Authorized Officer.

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

200 Liberty Street, 27th floor
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN