

**PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER 24, 2024**

**THIS PRELIMINARY OFFICIAL STATEMENT is subject to completion and amendment and is intended solely for the solicitation of initial bids to purchase the Bonds. Upon sale of the Bonds, the OFFICIAL STATEMENT will be completed and delivered to the Underwriter.**

IN THE OPINION OF BOND COUNSEL, THE BONDS ARE VALID OBLIGATIONS OF HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 164, AND INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR PURPOSES OF FEDERAL INCOME TAXATION UNDER STATUTES, REGULATIONS, PUBLISHED RULINGS AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION, SUBJECT TO THE MATTERS DESCRIBED UNDER "LEGAL MATTERS" HEREIN, INCLUDING THE ALTERNATIVE MINIMUM TAX ON CERTAIN CORPORATIONS. SEE "LEGAL MATTERS" HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

THE BONDS WILL BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS. SEE "LEGAL MATTERS—QUALIFIED TAX-EXEMPT OBLIGATIONS."

**NEW ISSUE-BOOK-ENTRY-ONLY**

**\$5,570,000**

**HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 164**  
*(A political subdivision of the State of Texas located within Harris County)*

**UNLIMITED TAX BONDS**  
**SERIES 2024**

**Dated Date: December 1, 2024**

**Interest Accrual Date: Date of Delivery**

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

The \$5,570,000 Unlimited Tax Bonds, Series 2024 (the "Bonds") are being issued by Harris County Water Control and Improvement District No. 164 (the "District"). Principal of the Bonds is payable at maturity or prior redemption. Interest on the Bonds initially accrues from the initial date of delivery (the "Date of Delivery," expected to be on or about December 17, 2024), and is payable on March 1, 2025. Thereafter, interest on the Bonds accrues from the most recent interest payment date and is payable on each September 1 and March 1 until maturity or prior redemption. The Bonds will be issued only in fully registered form in denominations of \$5,000 each or integral multiples thereof. The Bonds mature and are subject to redemption prior to their maturity as shown below.

The Bonds will be registered and delivered only in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial Owners (as defined herein under "BOOK-ENTRY-ONLY SYSTEM.") of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the DTC participants. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the paying agent/registrars, initially The Bank of New York Mellon Trust Company, N.A. in Houston, Texas (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. See "BOOK-ENTRY-ONLY SYSTEM."

**MATURITY SCHEDULE**

<u>Due</u> <u>(September 1)</u>	<u>Principal</u> <u>Amount (a)</u>	<u>Interest</u> <u>Rate</u>	<u>Initial</u> <u>Reoffering</u> <u>Yield (c)</u>	<u>CUSIP</u> <u>Number (d)</u>	<u>Due</u> <u>(September 1)</u>	<u>Principal</u> <u>Amount (a)</u>	<u>Interest</u> <u>Rate</u>	<u>Initial</u> <u>Reoffering</u> <u>Yield (c)</u>	<u>CUSIP</u> <u>Number (d)</u>
2026	\$ 105,000				2039	\$ 205,000 (b)			
2027	110,000				2040	215,000 (b)			
2028	115,000				2041	225,000 (b)			
2029	120,000				2042	240,000 (b)			
2030	130,000				2043	250,000 (b)			
2031	135,000				2044	265,000 (b)			
2032	145,000 (b)				2045	280,000 (b)			
2033	150,000 (b)				2046	290,000 (b)			
2034	160,000 (b)				2047	310,000 (b)			
2035	165,000 (b)				2048	325,000 (b)			
2036	175,000 (b)				2049	340,000 (b)			
2037	185,000 (b)				2050	360,000 (b)			
2038	195,000 (b)				2051	375,000 (b)			

- (a) The Underwriter (hereinafter defined) may designate one or more maturities as term bonds. See accompanying "OFFICIAL NOTICE OF SALE" and "OFFICIAL BID FORM."
- (b) Bonds maturing on or after September 1, 2032, are subject to redemption at the option of the District prior to their maturity dates in whole, or from time to time, in part, on September 1, 2031, or on any date thereafter, at a price of par plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. See "THE BONDS—Redemption Provisions."
- (c) Initial Reoffering Yield represents the initial offering yield to the public, which will be established by the Underwriter for offers to the public and which subsequently may be changed.
- (d) CUSIP Numbers will be assigned to the Bonds by CUSIP Global Services and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Underwriter shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Harris County, Texas, the City of Houston, Texas or any entity other than the District. **INVESTMENT IN THE BONDS IS SUBJECT TO RISK FACTORS DESCRIBED HEREIN. See "RISK FACTORS."**

The Bonds are offered when, as and if issued by the District, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Schwartz, Page & Harding, L.L.P., Houston, Texas, Bond Counsel. Delivery of the Bonds in book-entry form through DTC is expected on or about December 17, 2024.

**Bids Due: Tuesday, November 12, 2024, at 11:00 A.M., Houston, Texas Time, in Houston, Texas**  
**Bid Award: Tuesday, November 12, 2024 at 1:00 P.M., Houston, Texas Time, in Houston, Texas**

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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## USE OF INFORMATION IN OFFICIAL STATEMENT

For purpose of compliance with Rule 15c2-12 of the United States Securities and Exchange Commission (the "SEC"), as amended and in effect on the date hereof, this document constitutes an OFFICIAL STATEMENT of the District with respect to the Bonds that has been deemed "final" by the District as of its date except for the omission of no more than the information permitted by SEC Rule 15c2-12.

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.

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

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this OFFICIAL STATEMENT are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Schwartz, Page & Harding, L.L.P., Bond Counsel, 1300 Post Oak Boulevard, Suite 2400, Houston, Texas, 77056, upon payment of the costs of duplication thereof.

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

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

## SALE AND DISTRIBUTION OF THE BONDS

### Award of the Bonds

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net effective interest rate, which bid was tendered by \_\_\_\_\_ (the "Underwriter"), paying the interest rates shown on the cover page hereof, at a price of \_\_\_\_\_% of the principal amount thereof which resulted in a net effective interest rate of \_\_\_\_\_% as calculated pursuant to Chapter 1204, Texas Government Code, as amended (the IBA method).

### Prices and Marketability

Information concerning initial reoffering yields or prices is the responsibility of the Underwriter.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Underwriter 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 the offering of the Bonds, the Underwriter may over-allot or effect transactions which stabilize or maintain the market prices of the Bonds at levels above those which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

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

### Securities Laws

No registration statement relating to the offer and sale of the Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any other 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 shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

## OFFICIAL STATEMENT SUMMARY

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

### THE DISTRICT

- Description...* The District is a political subdivision of the State of Texas, created in 2021 by Acts of the 87<sup>th</sup> Texas Legislature, Regular Session, codified as Chapter 9089, Texas Special District Local Laws Code, and operates pursuant to Chapters 49 and 51 of the Texas Water Code, as amended. The District currently includes approximately 1,224 acres of land within its boundaries. See “THE DISTRICT.”
- Location...* The District is located approximately 34 miles northwest of the central downtown business district of the City of Houston, Texas. The District lies wholly within the exclusive extraterritorial jurisdiction of the City of Houston and within the boundaries of Waller Independent School District. The District is located north of Mound Round, east of Mathis Road, south of Betka Road and west of Warren Ranch Road. Access to the District is provided by U.S. Highway 290 to Betka Road to Warren Ranch Road. See “THE DISTRICT” and “AERIAL LOCATION MAP.”
- The Grand Prairie...* The District, is part of the master-planned community of The Grand Prairie, currently consisting of the District, four municipal utility districts, and approximately 533 acres not currently located within any district. The District includes approximately 410 acres within the boundaries of Harris County Municipal Utility District No. 570A (“MUD 570A”), approximately 427 acres within the boundaries of Harris County Municipal Utility District No. 570C (“MUD 570C”), approximately 1 acre within the boundaries of Harris County Municipal Utility District No. 570D (“MUD 570D” or the “Master District”), approximately 377 acres within the boundaries of Harris County Municipal Utility District No. 576 (“MUD 576”) and approximately 9 acres that are not currently located within the boundaries of any district. According to Grand Prairie Development (defined below), the development of The Grand Prairie is planned to ultimately encompass approximately 1,748 acres. See “RISK FACTORS—Overlapping Debt and Taxes,” “THE DISTRICT” and “THE GRAND PRAIRIE.”
- The Developers...* Grand Prairie Development, LLC, a Texas limited liability company (“Grand Prairie Development”), whose co-managers are CCDL Ventures, LLC and Concourse Companies, LLC is the sole developer within MUD 576, MUD 570A and MUD 570D. Grand Prairie Development has completed development of approximately 120 acres in the District and continues to own approximately 486 acres of developable land (including the approximately 33 acres in MUD 576 where utility construction is underway) in the District all of which is located within MUD 576 and MUD 570A.
- Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, d.b.a. Friendswood Development Company (“Friendswood Development”) is the sole developer of The Grand Prairie Highlands located in MUD 570C. Friendswood Development has completed development of approximately 219 acres in the District and continues to own approximately 207 acres of developable land (including the approximately 56 acres in the District where utility construction is underway) in the District all of which is located within MUD 570C.
- Grand Prairie Development and Friendswood Development are collectively referred to herein as the “Developers.” See “RISK FACTORS—Dependence on Principal Taxpayers and the Developers,” “THE DEVELOPERS” and “TAX DATA—Principal Taxpayers.”
- Status of Development...* Underground utilities and paving are complete for Grand Prairie, Sections One through Five and Grand Prairie Highlands, Sections One through Eight (1,282 single-family residential lots on approximately 339 acres) in the District. As of October 10, 2024, 193 homes were completed (128 occupied, 55 unoccupied and 10 models), 413 homes were under construction or continue to be in the name of a builder (217 under contract to a homebuyer), and 676 lots were available for home construction. According to the Developers, new homes in the District range in sales price from approximately \$234,000 to \$583,000. In addition, utility construction for 255 single-family residential lots (approximately 75 acres) is underway with completion expected in the fourth quarter of 2024, and utility construction for 47 single-family residential lots (approximately 14 acres) is underway with completion expected in the second quarter of 2025.

The remainder of the District is comprised of approximately 182 undevelopable acres (detention facilities, pipeline easements, street rights-of-way, drill sites and utility sites), and approximately 614 developable acres that have not been provided with utility service (excluding the above described approximately 89 acres under construction for the development of 302 single-family residential lots). See “THE DISTRICT—Land Use,” “—Status of Development” and “—Future Development.”

*The Builders...*

Homebuilders actively building homes in the District include David Weekly Homes, Perry Homes, Sitterle Homes, Village Builders, Lennar Homes and Westin Homes (collectively, the “Builders”). See “THE DISTRICT—Homebuilding.”

*Water and Wastewater  
Facilities...*

Internal water, sanitary sewer and drainage facilities have been constructed by the Developers on behalf of MUD 576 and MUD 570C within their respective boundaries and within the boundaries of the District by Grand Prairie Development and Friendswood Development to serve the development described herein. MUD 570A and MUD 570D have not constructed internal water, sewer and drainage facilities to date. Regional water supply services for the development within the District’s boundaries is provided by facilities owned and operated by the Master District, in its capacity as the regional provider of water supply. Interim wastewater treatment capacity for MUD 576 is provided by Harris County Municipal Utility District No. 405 (“MUD 405”) pursuant to an Out of District Service Agreement between MUD 576 and MUD 405. Regional wastewater treatment facilities to be owned and operated by the Master District are currently under construction. See “WATER, WASTEWATER AND DRAINAGE.”

*Storm Drainage...*

The District provides or will provide detention facilities and major drainage and channel improvements to serve the land within its boundaries. See “THE SYSTEM.”

*Overlapping Debt  
Obligations...*

Approximately 1,215 acres of the land within the District are included within the boundaries of either MUD 570A, MUD 570C, MUD 570D or MUD 576. The District is currently subject to overlapping taxation by MUD 576, MUD 570A and MUD 570C and will be in the future by MUD 570D. MUD 576, MUD 570A and MUD 570C have levied a 2024 tax rate in the amount of \$1.10 per \$100 of taxable assessed valuation (all maintenance). MUD 576 expects to issue its first series of unlimited tax road bonds in the approximate principal amount of \$8,375,000 in the fourth quarter of 2024. The District’s 2024 tax rate of \$0.40, in combination with the 2024 tax rates of MUD 576, MUD 570A or MUD 570C, is \$1.50 per \$100 of taxable assessed valuation. See “RISK FACTORS—Overlapping Debt and Taxes.”

*Payment Record...*

The Bonds are the District’s first issuance of debt. The District will capitalize twenty (20) months of interest from Bond proceeds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

**THE BONDS**

*Description...*

The Bonds are being issued as fully-registered bonds pursuant to an order (the “Bond Order”) authorizing the issuance of the Bonds adopted by the District’s Board of Directors. The Bonds are scheduled to mature serially on September 1 in the years 2026 through 2051, both inclusive. The Bonds will be issued in book-entry form only in denominations of \$5,000 or integral multiples of \$5,000. Interest on the Bonds initially accrues from the Date of Delivery, and is payable on March 1, 2025. Thereafter, interest on the Bonds accrues from the most recent interest payment date and is payable on each September 1 and March 1 until maturity or prior redemption. See “THE BONDS.”

*Book-Entry-Only System...*

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

*Redemption...*

Bonds maturing on or after September 1, 2032, are subject to redemption at the option of the District in whole, or from time to time in part, prior to their maturity dates on September 1, 2031, or on any date thereafter, at a price of par plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. See “THE BONDS—Redemption Provisions.”

<i>Use of Proceeds...</i>	Proceeds of the Bonds will be used to finance engineering, construction and land acquisition costs associated with drainage facilities shown herein under “USE AND DISTRIBUTION OF BOND PROCEEDS.” In addition, Bond proceeds will be used to capitalize twenty (20) months of interest on the Bonds; to pay interest on funds advanced by the Developers on behalf of the District; to pay Developers advances; to pay creation costs; to pay engineering fees and administrative costs; to pay certain other costs related to the issuance of the Bonds and creation of the District. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”
<i>Authority for Issuance...</i>	The Bonds are the first series of bonds issued out of an aggregate of \$528,300,000 principal amount of unlimited tax bonds authorized by the District’s voters for the purpose of acquiring or constructing drainage facilities. The Bonds are issued by the District pursuant to Article XVI, Section 59 of the Texas Constitution, the general laws of the State of Texas, including, without limitation, Chapters 49 and 51 of the Texas Water Code, as amended, an election held within the District, the Act, an order of the TCEQ approving issuance of the Bonds, and the Bond Order. See “RISK FACTORS—Future Debt,” “THE BONDS—Authority for Issuance,” “—Issuance of Additional Debt,” and “—Financing Recreational Facilities.”
<i>Source of Payment...</i>	Principal of and interest on the Bonds are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The Bonds are obligations of the District and are not obligations of the State of Texas, Harris County, Texas, the City of Houston, Texas or any entity other than the District. See “THE BONDS—Source and Security for Payment” and “—Funds.”
<i>Municipal Bond Rating...</i>	The District has not applied for an underlying rating nor is it expected that the District would have received an investment grade rating had such application been made.
<i>Qualified Tax-Exempt Obligations...</i>	The District will designate the Bonds as “qualified tax-exempt obligations” pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended. See “LEGAL MATTERS—Qualified Tax-Exempt Obligations.”
<i>Bond Counsel...</i>	Schwartz, Page & Harding, L.L.P., Houston, Texas. See “MANAGEMENT OF THE DISTRICT—District Consultants” and “LEGAL MATTERS.”
<i>Financial Advisor...</i>	Masterson Advisors LLC, Houston, Texas. See “MANAGEMENT OF THE DISTRICT—District Consultants.”
<i>Disclosure Counsel...</i>	McCall, Parkhurst & Horton L.L.P., Houston, Texas. See “MANAGEMENT OF THE DISTRICT—District Consultants.”
<i>Paying Agent/Registrar...</i>	The Bank of New York Mellon Trust Company, N.A., Houston, Texas. See “THE BONDS—Method of Payment of Principal and Interest.”

## **RISK FACTORS**

The purchase and ownership of the Bonds are subject to special risk factors and all prospective purchasers are urged to examine carefully this entire OFFICIAL STATEMENT with respect to the investment security of the Bonds, including particularly the section captioned “RISK FACTORS.”

**SELECTED FINANCIAL INFORMATION (UNAUDITED)**

2024 Taxable Assessed Valuation.....	\$ 39,013,226 (a)
Estimated Taxable Assessed Valuation as of August 1, 2024.....	\$218,576,287 (b)
Gross Direct Debt Outstanding (the Bonds).....	\$ 5,570,000
Estimated Overlapping Debt .....	<u>12,687,983</u> (c)
Gross Direct Debt and Estimated Overlapping Debt.....	\$18,257,983
Ratio of Gross Direct Debt to:	
Estimated Taxable Assessed Valuation as of August 1, 2024 .....	2.55%
Ratio of Gross Direct Debt and Estimated Overlapping Debt to:	
Estimated Taxable Assessed Valuation as of August 1, 2024 .....	8.35%
Funds Available for Debt Service:	
Capitalized Interest from Proceeds of the Bonds (Twenty (20) Months).....	\$464,167 (d)
Funds Available for Maintenance and Operations as of October 24, 2024 .....	\$60,393 (e)
2024 Total Tax Rate (All Maintenance).....	\$0.40
Average Annual Debt Service Requirement (2025-2051).....	\$382,181 (f)
Maximum Annual Debt Service Requirement (2050).....	\$396,750 (f)
Tax Rate Required to Pay Average Annual Debt Service (2025-2051) at a 90% Collection Rate Based upon Estimated Taxable Assessed Valuation as of August 1, 2024.....	\$0.20 (g)
Tax Rate Required to Pay Maximum Annual Debt Service (2050) at a 90% Collection Rate Based upon Estimated Taxable Assessed Valuation as of August 1, 2024.....	\$0.21 (g)
Status of Development as of October 10, 2024 (h):	
Total Single-Family Residential Lots .....	1,282
Completed Single-Family Homes (128 Occupied, 55 Unoccupied and 10 Models) .....	193
Single-Family Residential Homes Under Construction or in the Name of a Builder .....	413
Single-Family Lots Available for Home Construction .....	676
Single-Family Residential Lots Under Construction .....	302
Estimated Population .....	448 (i)

- (a) The 2024 Taxable Assessed Valuation shown herein includes \$21,773,287 of certified value and \$17,239,939 of uncertified value. The uncertified value represents the landowners' opinion of the value; however, such value is subject to change and downward revision prior to certification. No tax will be levied on said uncertified value until it is certified by the Harris Central Appraisal District (the "Appraisal District"). See "TAXING PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only. Such amount reflects an estimate of the taxable assessed value within the District on August 1, 2024. No tax will be levied on such amount until it is certified by the Appraisal District. Increases in value occurring between January 1, 2024 and August 1, 2024 will be certified as of January 1, 2025. See "TAXING PROCEDURES."
- (c) See RISK FACTORS—Overlapping Debt and Taxes" "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt" and "—Overlapping Taxes."
- (d) The District will capitalize twenty (20) months of interest from proceeds of the Bonds. The amount above is estimated at 5.00%. See "THE BONDS—Funds" and "USE AND DISTRIBUTION OF BOND PROCEEDS."
- (e) See "RISK FACTORS—Operating Funds."
- (f) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements."
- (g) See "RISK FACTORS—Possible Impact on District Tax Rates" and "TAX DATA—Tax Adequacy for Debt Service."
- (h) See "THE DISTRICT—Land Use" and "—Status of Development."
- (i) Based upon 3.5 persons per completed and occupied single-family residence.

## PRELIMINARY OFFICIAL STATEMENT

### HARRIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 164 *(A political subdivision of the State of Texas located within Harris County)*

#### **\$5,570,000 UNLIMITED TAX BONDS SERIES 2024**

This OFFICIAL STATEMENT provides certain information in connection with the issuance by Harris County Water Control and Improvement District No. 164 (the “District”) of its \$5,570,000 Unlimited Tax Bonds, Series 2024 (the “Bonds”).

The Bonds are issued by the District pursuant to Article XVI, Section 59 of the Texas Constitution, the general laws of the State of Texas, including, without limitation, Chapters 49 and 51 of the Texas Water Code, as amended, an election held within the District, an order of the Texas Commission on Environmental Quality (the “TCEQ”) approving the issuance of the Bonds, and an order authorizing the issuance of the Bonds (the “Bond Order”) adopted by the Board of Directors of the District (the “Board”).

This OFFICIAL STATEMENT includes descriptions, among others, of the Bonds and the Bond Order, and certain other information about the District, Grand Prairie Development, LLC, a Texas limited liability company (“Grand Prairie Development”), Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, d.b.a. Friendswood Development Company (“Friendswood Development”), David Weekly Homes, Perry Homes, Sitterle Homes, Village Builders, Lennar Homes and Westin Homes (collectively, the “Builders”) and development activity in the District. Grand Prairie Development and Friendswood Development are collectively referred to herein as the “Developers.” All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of certain of the documents may be obtained from Schwartz, Page & Harding, L.L.P., Bond Counsel, 1300 Post Oak Boulevard, Suite 2400, Houston, Texas 77056, upon payment of duplication costs therefor.

## RISK FACTORS

### **General**

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

### **Dependence on Principal Taxpayers and the Developers**

The top ten principal taxpayers within the District represent \$21,130,234 or 97.05% of the certified portion (\$21,773,287) of the 2024 Taxable Assessed Valuation of \$39,013,226, which represents ownership as of January 1, 2024. The Developers represent \$7,856,332 or 36.08% of the certified portion of the 2024 Taxable Assessed Valuation. Accurate principal taxpayer lists related to the uncertified portion (\$17,239,939) of the 2024 Taxable Assessed Valuation or the Estimated Taxable Assessed Valuation as of August 1, 2024 of \$218,576,287 are not available as of the date hereof. If the Developers or another principal taxpayer were to default in the payment of taxes in an amount which exceeds the balance in the debt service fund (see “THE BONDS—Source and Security for Payment”), the ability of the District to make timely payment of debt service on the Bonds would be dependent on the ability of the District to enforce and liquidate its tax lien, which is a time-consuming process, or to sell tax anticipation notes. Failure to recover or borrow funds in a timely fashion could result in the District being forced to set an excessive tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Order to maintain any specified amount of surplus in its debt service funds. See “THE DEVELOPERS” and “TAX DATA—Principal Taxpayers.”

The Developers and their affiliates have informed the District that their current plans are to continue developing its property in the District and/or marketing lots. However, neither the Developers nor any future developer is obligated to implement development plans on any particular schedule or at all. Thus, the furnishing of any information related to any proposed development should not be interpreted as a commitment. The District makes no representation about the probability of development continuing in a timely manner or about the ability of the Developers and other landowners to implement any plan of development. Furthermore, there is no restriction on any landowner’s right to sell land. The District can make no prediction as to the effects that current or future economic conditions or governmental circumstances may have on any plans of the Developers, their affiliates or any other landowners.

## **Operating Funds**

The District provides only major drainage and channel improvements to the land within its boundaries and receives no revenue other than maintenance tax revenue. The District levied a 2024 maintenance tax rate of \$0.40 per \$100 of taxable assessed valuation and expects to levy its initial debt service tax rate in 2025 and proportionally reduce its maintenance tax rate in 2025. See “TAX DATA—Tax Rate Distribution.” The District’s unaudited General Fund balance as of October 24, 2024 was \$60,393. The revenue produced from a 2024 maintenance tax rate of \$0.40 or from a reduced 2025 maintenance tax rate may not be sufficient to offset the operating expenses of the District. Continued maintenance of a positive General Fund balance will depend upon (1) cash subsidies from the Developers, and (2) continued development and increased amounts of maintenance tax revenue. If funds from these sources are not forthcoming, the District would have to increase its maintenance tax rate. Such an increase may result in a total District tax in excess of similar developments and could adversely affect continued development of the District, as well as the willingness of taxpayers to pay taxes on their property. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—District Operations.”

## **Undeveloped Acreage and Vacant Lots**

There are approximately 703 developable acres of land within the District that have not been fully provided with water, wastewater and storm drainage facilities necessary to the construction of new development (including approximately 89 acres under construction for the development of 302 single-family residential lots) and 676 single-family residential lots that remained vacant as of October 10, 2024. Failure of the Developers to develop the developable land or of builders to construct homes on the developed lots could restrict the rate of growth of taxable values in the District. The District makes no representation as to when or if development of the undeveloped acreage will occur or the success of any homebuilding programs. See “THE DISTRICT—Land Use” and “—Status of Development.”

## **Developers/Property Owners Obligation to the District**

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

## **Economic Factors and Interest Rates**

A substantial percentage of the taxable value of the District results from the current market value of single-family residences, undeveloped land and developed lots which are currently being marketed by the Developers to the builders for the construction of primary residences. The market value of such homes, lots and undeveloped land is related to general economic conditions in the greater Houston metropolitan area and the national economy and those conditions can affect the demand for residences. Demand for lots, and undeveloped land of this type and the construction of single-family residences thereon can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the prosperity and demographic characteristics of the urban center toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact such values. See “—Credit Markets and Liquidity in the Financial Markets” below and “THE DISTRICT—Homebuilding.”

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

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 34 miles from the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and the national financial and credit markets. A downturn in the economic conditions of the City and the nation could adversely affect development and building plans in the District and restrain the growth or reduce the value of the District’s property tax base.

## **Competition**

The demand for and construction of single-family homes in the District, which is 34 miles from downtown Houston, could be affected by competition from other residential developments, including other residential developments located in the northwestern portion of the Houston area market and in The Grand Prairie. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District. Such homes could represent additional competition for new homes proposed to be sold within the District.

The competitive position of the builders in the sale of single-family residential houses within the District is affected by most of the factors discussed in this section. Such a competitive position directly affects 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.

### **Possible Impact on District Tax Rates**

Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The Estimated Taxable Assessed Valuation as of August 1, 2024 is \$218,576,287. After issuance of the Bonds, the maximum annual debt service requirement will be \$396,750 (2050), and the average annual debt service requirement will be \$382,181 (2025-2051 inclusive). Assuming no increase or decrease from the Estimated Taxable Assessed Valuation as of August 1, 2024, the issuance of no additional debt, and no other funds available for the payment of debt service, tax rates of \$0.21 and \$0.20 per \$100 of taxable assessed valuation at a ninety percent (90%) collection rate would be necessary to pay both the maximum annual debt service requirement and the average annual debt service requirements, respectively.

No representation or suggestion is made that the Estimated Taxable Assessed Valuation as of August 1, 2024 will be the amount finally certified by the Appraisal District and no person should rely upon such amount or its inclusion herein as assurance of its attainment. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements,” “TAX DATA—Tax Adequacy for Debt Service” and “TAXING PROCEDURES.”

### **Potential Effects of Oil Price Fluctuations on the Houston Area**

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

### **Extreme Weather Events**

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced multiple storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days.

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 in 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.

### **Specific Flood Type Risks**

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

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

## Atlas 14

In 2018, the National Weather Service 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 upon the Atlas 14 study, which is based upon 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. See “THE SYSTEM.”

## Overlapping Debt and Taxes

Approximately 410 acres within the District are within the boundaries of Harris County Municipal Utility District No. 570A (“MUD 570A”), approximately 427 acres are within the boundaries Harris County Municipal Utility District No. 570C (“MUD 570C”), approximately 1 acre are within the boundaries Harris County Municipal Utility District No. 570D (“MUD 570D” or the “Master District”), approximately 377 acres are within the boundaries Harris County Municipal Utility District No. 576 (“MUD 576”) and approximately 9 acres are not located within any municipal utility district. Currently, all development occurring in the District is within MUD 576 and MUD 570C. The District is currently subject to overlapping taxation by MUD 576, MUD 570A and MUD 570C. MUD 576 levied a 2024 tax rate of \$1.10 per \$100 of taxable assessed valuation (all maintenance). MUD 576 is authorized to issue unlimited tax bonds in a maximum principal amount of \$157,750,000 for the purposes of acquiring or constructing water, sewer and drainage facilities, \$47,400,000 principal amount of unlimited tax bonds for refunding such bonds, \$46,280,000 principal amount for the purposes of acquiring or constructing road facilities, \$13,900,000 principal amount of unlimited tax bonds for refunding such bonds, \$67,150,000 principal for the purposes of acquiring or constructing parks and recreational facilities, and \$20,200,000 principal amount of unlimited tax bonds for refunding such bonds. MUD 576 expects to issue approximately \$8,375,000 principal amount of unlimited tax road bonds in the fourth quarter of 2024. MUD 570A levied a 2024 tax rate of \$1.10 per \$100 of taxable assessed valuation (all maintenance). MUD 570A is authorized to issue unlimited tax bonds in a maximum principal amount of \$202,750,000 for the purposes of acquiring or constructing water, sewer and drainage facilities, \$60,900,000 principal amount of unlimited tax bonds for refunding such bonds, \$78,850,000 principal amount for the purposes of acquiring or constructing road facilities, \$23,700,000 principal amount of unlimited tax bonds for refunding such bonds, \$50,420,000 principal for the purposes of acquiring or constructing parks and recreational facilities, and \$15,200,000 principal amount of unlimited tax bonds for refunding such bonds. MUD 570C levied a 2024 tax rate of \$1.10 per \$100 of taxable assessed valuation (all maintenance). MUD 570C is authorized to issue unlimited tax bonds in a maximum principal amount of \$230,200,000 for the purposes of acquiring or constructing water, sewer and drainage facilities \$115,100,000 principal amount of unlimited tax bonds for refunding such bonds, \$87,400,000 principal amount for the purposes of acquiring or constructing road facilities, and \$43,700,000 principal amount of unlimited tax bonds for refunding such bonds, \$107,400,000 principal for the purposes of acquiring or constructing parks and recreational facilities, and \$53,700,000 principal amount of unlimited tax bonds for refunding such bonds. MUD 570D is not yet authorized to issue bonds and has not levied a tax rate. The District cannot represent whether any of the development planned or occurring in MUD 576 or MUD 570C or future development within MUD 570A will be successful or whether the appraised valuation of the land located within MUD 576, MUD 570A, or MUD 570C will justify continued payment of the taxes by property owners. Increases in the tax rates of either MUD 576, MUD 570A, or MUD 570C could have an adverse impact upon future development and home sales within the District and in the willingness of owners of property located within the District to pay ad valorem taxes levied by MUD 576, MUD 570A, and MUD 570C and the District.

The tax rate that may be required to service debt on any bonds issued by the District in combination with MUD 576, MUD 570A, or MUD 570C is subject to numerous uncertainties such as the growth of taxable values within the boundaries of each, regulatory approvals, construction costs and interest rates. There can be no assurances that the composite of the tax rates imposed by all jurisdictions on property in the District will be competitive with the composite of the tax rates imposed on competing projects in the Harris County area. To the extent that such composite tax rates are not competitive with competing developments, the growth of property tax values in the District and the investment quality or security of the Bonds could be adversely affected. Combined tax rates of \$1.50 per \$100 of taxable assessed valuation for the District, MUD 576, MUD 570A, and MUD 570C are higher than the tax rate of many utility districts in the Houston metropolitan area, although such combined rates is within the range of tax rates imposed for similar purposes by many utility districts in the Houston metropolitan area in stages of development comparable with the District.

The current TCEQ rules regarding the feasibility of a bond issue for utility districts in Harris County limit the projected combined total tax rate of entities levying a tax for water, sewer, drainage, roads and recreational facilities to \$1.50 per \$100 of taxable assessed valuation. In the case of the District, the total combined tax rate under current TCEQ rules includes the tax rate of the District in combination with either MUD 576, MUD 570A, or MUD 570C. The current combined tax rate of the District and MUD 576, MUD 570A or MUD 570C is \$1.50 per \$100 of taxable assessed valuation and is consistent with the rules of the TCEQ. If the total combined tax rates of the District and MUD 576, MUD 570A, or MUD 570C should ever exceed \$1.50 per \$100 of taxable assessed valuation, the District, MUD 576, MUD 570A, or MUD 570C could be prohibited under rules of the TCEQ from selling additional bonds which require the prior approval of TCEQ. See “—Possible Impact on District Tax Rates” herein and “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt” and “—Overlapping Taxes.”

## **Tax Collections Limitations and Foreclosure Remedies**

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial 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, or (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property. Moreover, the proceeds of any sale of property within the District available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes"), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers' right to redeem property within two years of foreclosure for residential and agricultural use property and six months for other property). Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes, that have already been paid.

## **Registered Owners' Remedies**

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

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

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

The enforceability of the rights and remedies of Registered Owners may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Texas law requires a district, such as the District, to obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code.

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

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district may not be forced into bankruptcy involuntarily.

## **Future Debt**

The District's voters have authorized the issuance of a total of \$528,300,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing drainage facilities. After issuance of the Bonds, \$522,730,000 principal amount of unlimited tax bonds for drainage facilities will remain authorized but unissued. The District's voters have also authorized \$252,500,000 principal amount of unlimited tax bonds for the purposes of acquiring or constructing park and recreational facilities, \$75,800,000 principal amount of unlimited tax bonds for refunding such bonds \$122,850,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing road facilities, and \$36,900,000 principal amount of unlimited tax bonds for refunding such bonds, all of which remain authorized but unissued. See "THE BONDS—Issuance of Additional Debt," "—Financing Recreational Facilities" and "—Financing Road Facilities." The District's voters could authorize additional unlimited tax bonds for acquiring or constructing drainage facilities, recreational facilities, road facilities and for refunding outstanding bonds of the District. The issuance of additional bonds for acquiring or constructing drainage facilities and recreational facilities is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. The issuance of additional bonds for road facilities is currently not subject to approval by the TCEQ. The issuance of additional obligations may increase the District's tax rate and adversely affect the security for, and the investment quality and value of the Bonds.

After reimbursement with proceeds from the Bonds, the District will continue to owe funds to the Developers in the amount of approximately \$10,800,000 plus interest for advances made for the engineering and construction of drainage facilities, approximately \$7,800,000 plus interest for advances made for the engineering and construction of road facilities, and approximately \$1,900,000 plus interest for advances made for the engineering and construction of recreational facilities; however, the principal amount of bonds (outstanding bonds must be taken into account) issued to finance recreational facilities may not exceed one percent (1%) of the value of the taxable property in the District at the time of issuance of the bonds, or, in the event the District meets certain conditions, three percent (3%) of the value of the taxable property in the District at the time of issuance of the bonds, but in no event in an amount greater than the estimated cost in the plan. The District intends to issue additional bonds in order to fully reimburse the Developers and to provide such facilities to the remainder of undeveloped but developable land (approximately 614 acres, excluding approximately 89 acres under construction for the development of 302 single-family residential lots). In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in value of the taxable property in the District. The District does not employ any formula with respect to appraised valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. See "Overlapping Debt and Taxes" in this section and "THE BONDS—Issuance of Additional Debt," and "—Financing Recreational Facilities."

## **Marketability of the Bonds**

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

## **Environmental and Air Quality Regulations**

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

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

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

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

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

The HGB Area is currently designated as a “serious” nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2027. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

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

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

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

Pursuant to the federal Safe Drinking Water Act (“SDWA”) and the EPA’s National Primary Drinking Water Regulations (“NPDWRs”), which are implemented by the TCEQ’s Water Supply Division, a municipal utility district’s provision of water for human consumption is subject to extensive regulation as a public water system. Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency’s rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future. Further, the EPA has established a NPDWR for six (6) Per- and Polyfluoroalkyl Substances (“PFAS”), which requires public water systems to perform certain monitoring and remediation measures. Public water systems may be subject to additional PFAS regulation in the future, which could increase the cost of constructing, operating, and maintaining water production and distribution facilities.

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

The TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on August 15, 2024. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff in order to comply with the MS4 Permit. Operations of utility districts, including the District, are also potentially subject to requirements and restrictions under the CWA regarding the use and alteration of wetland areas that are within the “waters of the United States.” The District must obtain a permit from the United States Army Corps of Engineers (“USACE”) if operations of the District require that wetlands be filled, dredged, or otherwise altered.

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

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

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

### **Future Legislation**

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

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

Failure of the District to comply with certain covenants contained in the Bond Order on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactive to the date of original issuance. See “LEGAL MATTERS—Tax Exemption.”

## **THE BONDS**

### **General**

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order. The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

### **Description**

The Bonds will be dated December 1, 2024, with interest payable on March 1, 2025, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of stated maturity or redemption. Interest on the Bonds initially accrues from the date of delivery (the “Date of Delivery”), and thereafter, from the most recent Interest Payment Date. Interest calculations are based upon a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months. The Bonds mature on September 1 of the years and in the amounts, and accrue interest at the rates, shown under “MATURITY SCHEDULE” on the cover page hereof. The Bonds are issued in fully registered form only in denominations of \$5,000 or any integral multiple of \$5,000 for any one maturity. The Bonds will be registered and delivered only to The Depository Trust Company, New York, New York (“DTC”), in its nominee name of Cede & Co., pursuant to the book-entry system described herein (“Registered Owners”). No physical delivery of the Bonds will be made to the purchasers thereof. See “BOOK-ENTRY-ONLY SYSTEM.”

### **Authority for Issuance**

At an election held within the District on May 7, 2022, voters of the District authorized a total of \$528,300,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing drainage facilities. The Bonds constitute the first issuance of bonds from said authorization. After issuance of the Bonds, a total of \$522,730,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing drainage facilities will remain authorized but unissued. See “—Issuance of Additional Debt” herein.

The Bonds are issued by the District pursuant to Article XVI, Section 59 of the Texas Constitution, the general laws of the State of Texas, including without limitation, Chapters 49 and 51 of the Texas Water Code, as amended, the Act, the election held within the District described hereinabove, an order of the TCEQ, and the Bond Order.

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

The Bonds and any additional bonds payable from ad valorem taxes, are secured by and payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property located within the District. See “TAXING PROCEDURES.” Investment in the Bonds involves certain elements of risk, and all prospective purchasers are urged to examine carefully this OFFICIAL STATEMENT with respect to the investment security of the Bonds. See “RISK FACTORS.” The Bonds are obligations solely of the District and are not obligations of the State of Texas, Harris County, Texas, the City of Houston, Texas or any political subdivision or entity other than the District.

### **Funds**

The Bond Order establishes the District’s Bond Fund and the District’s Construction Fund. An amount equal to twenty (20) months of interest on the Bonds will be deposited from the proceeds of the sale of the Bonds into the Bond Fund. All remaining proceeds of the Bonds will be deposited in the Construction Fund.

The Bond Fund, which constitutes a trust fund for the benefit of the owners of the Bonds and any additional tax bonds issued by the District, 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 duly authorized additional bonds, payable in whole or part from taxes. Amounts on deposit in the Bond 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 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.

### **Record Date**

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

### **Redemption Provisions**

The District reserves the right, at its option, to redeem the Bonds maturing on or after September 1, 2032, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000, on September 1, 2031, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon through the date fixed for redemption of such Bonds (the “Redemption Date”). If fewer than all of the Bonds are to be redeemed, the particular maturity or maturities and the amounts thereof to be redeemed shall be determined by the District. If fewer than all of the Bonds of the same maturity are to be redeemed, the particular Bonds shall be selected by DTC in accordance with its procedures. See “BOOK-ENTRY-ONLY SYSTEM.” Notice of each exercise of the reserved right of optional redemption shall be given by the Paying Agent/Registrar at least thirty (30) calendar days prior to the Redemption Date, in the manner specified in the Bond Order.

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

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

The Board has appointed The Bank of New York Mellon Trust Company, N.A., having its principal corporate trust office and its principal payment office in Houston, Texas, as the initial Paying Agent/Registrar for the Bonds. The principal of and interest on the Bonds shall be paid to DTC, which will make distribution of the amounts so paid. See “BOOK-ENTRY-ONLY SYSTEM.”

## **Registration**

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

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

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

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

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

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

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

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

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

## **Issuance of Additional Debt**

The District's voters have authorized the issuance of a total of \$528,300,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing drainage facilities. Following the issuance of the Bonds, \$522,730,000 in principal amount of unlimited tax bonds for drainage facilities will remain authorized but unissued. The District's voters have also authorized a total of \$252,500,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing park and recreational facilities, \$75,800,000 in principal amount of unlimited tax bonds for refunding such bonds, \$122,850,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing road facilities, and \$36,900,000 in principal amount of unlimited tax bonds for refunding such bonds, all of which remains authorized but unissued. The District's voters could authorize additional unlimited tax bonds for drainage facilities, park and recreational facilities, road facilities and for refunding outstanding bonds of the District. Issuance of additional bonds for drainage facilities, and/or for park and recreational facilities, is subject to the approval of the TCEQ. Additional bonds may also be issued for road facilities, which bonds do not currently require TCEQ approval. See "—Financing Recreational Facilities," and "—Financing Road Facilities," herein, "RISK FACTORS—Future Debt" and "THE DISTRICT—General."

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

## **Financing Recreational Facilities**

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

At an election held within the District on May 7, 2022, voters of the District authorized a total of \$252,500,000 in principal amount of unlimited tax bonds for acquiring or constructing parks and recreational facilities none of which have been issued. The District is authorized to issue such bonds payable from ad valorem taxes if (i) the District duly adopts a plan for the facilities; (ii) the bonds are authorized at an election; (iii) the bonds payable from any source do not exceed one percent (1%) of the value of the taxable property in the District at the time of issuance of the bonds, or, in the event the District meets certain criteria, three percent (3%) of the value of the taxable property in the District at the time of issuance of the bonds, but in no event in an amount greater than the estimated costs in the plan; (iv) the District obtains any necessary governmental consents allowing the issuance of such bonds; (v) the issuance of the bonds is approved by the TCEQ in accordance with its rules with respect to same; and (vi) the bonds are approved by the Attorney General of Texas. The District may issue bonds for such purposes payable solely from net operating revenues without an election. Issuance of additional bonds for park facilities could dilute the investment security for the Bonds. See “—Issuance of Additional Debt” herein and “RISK FACTORS—Future Debt.”

## **Financing Road Facilities**

Pursuant to the provisions of the Texas Constitution and the Act, the District is authorized to develop and finance with property taxes certain road facilities following a successful District election to approve the issuance of road bonds payable from taxes. At an election held within the District on May 7, 2022, voters of the District authorized a total of \$122,850,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing road facilities, all of which remains authorized but unissued. Issuance of additional bonds for road facilities could dilute the investment security of the Bonds. See “RISK FACTORS—Future Debt” and “—Issuance of Additional Debt” herein.

## **Annexation**

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

## **Remedies in Event of Default**

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

## **Defeasance**

The Bond Order provides that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) for obligations of the District payable from revenues or from ad valorem taxes or both, or a commercial bank or trust company designated in the proceedings authorizing such discharge amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the

agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book entry form and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Order.

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

There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, Registered Owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law.

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

*The information in this section concerning Depository Trust Company (“DTC”), New York, NY, and DTC’s book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy or completeness thereof.*

The District cannot and does not give any assurances that DTC, DTC Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the Registered Owner of the Bonds, or that they will do so on a timely basis or that DTC, DTC Direct Participants or DTC Indirect Participants will 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 “Procedure” of DTC to be followed in dealing with DTC Direct Participants is on file with DTC.

The 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 requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

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

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

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

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

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

Principal, premium, if any, interest payments and redemption proceeds 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, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, interest payments and redemption proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, 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. 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 transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

**USE AND DISTRIBUTION OF BOND PROCEEDS**

The construction costs below were approved by the TCEQ in its order authorizing the issuance of the Bonds. Non-construction costs are based upon either contract amounts or estimates of various costs by Pape-Dawson Consulting Engineers, LLC (the “Engineer”) and Masterson Advisors LLC (the “Financial Advisor”). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and agreed-upon procedures are completed by an independent accountant. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used, if approved by the TCEQ where required.

**CONSTRUCTION RELATED COSTS**

• Construction and Land Acquisition Costs Approved by the TCEQ.....	\$ 3,993,516
<b>Total Construction Costs.....</b>	<b>\$ 3,993,516</b>

**NON-CONSTRUCTION COSTS**

• Underwriter’s Discount (Estimated at 3.00%) (a).....	\$ 167,100
• Capitalized Interest (Twenty (20) Months Estimated at 5.25%) (a).....	487,375
• Operation Advances.....	270,012
• Developer Interest.....	208,371
• Creation Costs.....	50,000
<b>Total Non-Construction Costs.....</b>	<b>\$ 1,182,858</b>

**ISSUANCE COSTS AND FEES**

• Issuance Costs and Professional Fees.....	\$ 299,131
• Bond Application Report Costs.....	75,000
• State Regulatory Fees.....	19,495
<b>Total Issuance Costs and Fees.....</b>	<b>\$ 393,626</b>

<b>TOTAL BOND ISSUE.....</b>	<b>\$ 5,570,000</b>
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(a) The TCEQ approved a maximum of twenty (20) months capitalized interest at an estimated interest rate of 5.25% per annum, and a maximum Underwriter’s discount of 3.00%. Calculations of capitalized interest shown elsewhere in this OFFICIAL STATEMENT are based upon an estimated interest rate of 5.00%.

In the instance that actual costs exceed previously approved estimated amounts and contingencies, additional TCEQ approval and additional issuance of additional bonds may be required.

**THE GRAND PRAIRIE**

The District is part of the master-planned community of The Grand Prairie, currently consisting of the District, MUD 570A, MUD 570C, MUD 570D and MUD 576. To date, 1,282 single-family residential lots on approximately 339 acres have been developed in The Grand Prairie, all of which are located within the District, MUD 576 and MUD 570C. The development of The Grand Prairie is planned by Grand Prairie Development to ultimately encompass approximately 1,748 acres. In addition, utility construction for 255 single-family residential lots (approximately 75 acres) is underway with completion expected in the fourth quarter of 2024, and utility construction for 47 single-family residential lots (approximately 14 acres) is underway with completion expected in the second quarter of 2025. See “RISK FACTORS—Overlapping Debt and Taxes” and “THE DISTRICT.”

## THE DISTRICT

### **General**

The District is a water control and improvement district created in 2021 by Acts of the 87<sup>th</sup> Legislature, Regular Session, codified as Chapter 9089, Texas Special District Local Laws Code (the “Act”). The District operates pursuant to the Act, as amended, and pursuant to Section 59, Article XVI, of the Texas Constitution, Chapters 49 and 51 of the Texas Water Code, as amended, and includes approximately 1,224 acres of land within its boundaries. The District, which lies wholly within the extraterritorial jurisdiction of the City of Houston, is subject to the continuing supervisory jurisdiction of the TCEQ.

The District is empowered, among other things, to finance, purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the control and diversion of storm water. Additionally, the District may, subject to certain limitations, develop and finance road and recreational facilities. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District currently plans to provide major storm drainage and channel improvements and park and recreational facilities within its boundaries. The District may also provide solid waste disposal and collection services. See “RISK FACTORS—Future Debt,” “THE BONDS—Issuance of Additional Debt,” “—Financing Recreational Facilities,” “—Financing Road Facilities” and “THE SYSTEM—District Purpose.”

The District is required to observe certain requirements of the City of Houston which limit the purposes for which the District may sell bonds to finance the acquisition, construction, and improvement of water, wastewater, drainage, recreational and road facilities and the refunding of outstanding debt obligations; and limit the net effective interest rate on such bonds and other terms of such bonds; require approval by the City of Houston of District construction plans; and permit water and sewer connections only to lots and reserves described in a plat that has been approved by the City of Houston and filed in the real property records of Harris County, Texas. The District is also required to obtain certain TCEQ approvals prior to acquiring, constructing and financing certain drainage facilities, parks and recreational facilities as well as voter approval of the issuance of bonds for said purpose.

Construction and operation of the District’s drainage system is subject to the regulatory jurisdiction of additional State of Texas and local agencies. See “THE SYSTEM—Regulation.”

### **Description and Location**

The District currently includes approximately 1,224 acres of land within its boundaries. The District is located approximately 34 miles northwest of the central downtown business district of the City of Houston, Texas and lies wholly within the exclusive extraterritorial jurisdiction of the City of Houston. The District lies within the boundaries of Waller Independent School District and is located north of Mound Round, east of Mathis Road, south of Betka Road and west of Warren Ranch Road. See “AERIAL LOCATION MAP.”

**Land Use**

The following table represents a detailed breakdown of the current acreage and development in the District.

<u>Single-Family Residential</u>	Approximate <u>Acres</u>	<u>Lots</u>
Grand Prairie:		
Section One.....	7	15
Section Two.....	46	159
Section Three.....	22	132
Section Four.....	22	97
Section Five.....	23	78
Section Seven (a).....	19	84
Section Eight (b).....	14	47
Subtotal.....	153	612
Grand Prairie Highlands:		
Section One.....	47	147
Section Two.....	32	101
Section Three.....	27	156
Section Four.....	21	82
Section Five.....	21	78
Section Six.....	15	86
Section Seven.....	13	67
Section Eight.....	43	84
Section Nine (a).....	23	101
Section Ten (a).....	33	70
Subtotal.....	275	972
Single-Family Residential Subtotal.....	428	1,584
Future Development.....	614	--
Non-Developable (c).....	182	--
Subtotal.....	796	--
Totals.....	1,224	1,584

- (a) Construction is underway with completion anticipated in the fourth quarter of 2024.
- (b) Construction is underway with completion anticipated in the second quarter of 2025.
- (c) Includes detention facilities, pipeline easements, street rights-of-way, drill sites and utility sites.

## **Status of Development**

Underground utilities and paving are complete for Grand Prairie, Sections One through Five and Grand Prairie Highlands, Sections One through Eight (1,282 single family residential lots on approximately 339 acres) in the District. As of October 10, 2024, 193 homes were completed (128 occupied, 55 unoccupied and 10 models), 413 homes were under construction or in the name of the Builders (217 under contract to a homebuyer), and 676 lots were available for home construction. Homes in the District are being offered for sale at prices ranging from approximately \$234,000 to \$583,000. In addition, utility construction for 255 single-family residential lots (approximately 75 acres) is underway with completion expected in the fourth quarter of 2024 and utility construction for 47 single-family residential lots (approximately 14 acres) is underway with completion expected in the second quarter of 2025. The estimated population in the District is 448, based upon 3.5 persons per completed and occupied single-family residence.

The remainder of the District is comprised of approximately 182 undevelopable acres (detention facilities, pipeline easements, street rights-of-way, drill sites and utility sites), and approximately 703 developable acres that have not been fully provided with utility service (including the above described approximately 89 acres under construction for the development of 302 single-family residential lots). See “—Land Use” and “—Future Development.”

## **Homebuilding**

Homebuilders actively building homes in the District include David Weekley Homes, Sitterle Homes, Perry Homes, Village Builders, Lennar Homes and Westin Homes.

## **Future Development**

Approximately 614 developable acres of land in the District are not yet fully served with water, sewer and drainage and paving facilities necessary for the construction of taxable improvements (excluding approximately 89 acres where construction is underway for the development of 302 single-family residential lots). While the District anticipates future development of this acreage, there can be no assurances when or if any of such undeveloped land will ultimately be developed. The District anticipates issuing additional bonds to fund drainage, recreational and road facilities within the District necessary to serve the land at full development. The Engineer has stated that under current development plans, the remaining authorized but unissued bonds (\$780,800,000 principal amount collectively for drainage, recreational and road facilities) should be sufficient to finance the construction of facilities to complete the District’s drainage, recreational and road facilities for full development of the District. See “RISK FACTORS—Future Debt,” “THE BONDS—Issuance of Additional Debt” and “THE SYSTEM.”

## **THE DEVELOPERS**

### **Role of a Developer**

In general, the activities of a landowner or developer in a district such as the District include designing the project; defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of streets and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. A developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer’s right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

Investors in the Bonds should note that the prior real estate experience of the Developers and its affiliates should not be construed as an indication that further development within the District will occur, or that construction of additional 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. The District cautions that the development experience of the Developers or its affiliates was gained in different markets and under different circumstances than those that exist in the District, and the prior success of the Developers or its affiliates, if any, is no indication or guarantee that the Developers will be successful in the future development of land within the District.

### **Grand Prairie Development, LLC**

Grand Prairie Development, LLC, a Texas limited liability company (“Grand Prairie Development”), whose co-managers are CCDL Ventures, LLC and Concourse Companies, LLC is the sole developer of The Grand Prairie in MUD 576. To date, Grand Prairie Development has completed development of approximately 120 acres in the District and continues to own approximately 486 acres of developable land (including the approximately 33 acres in MUD 576 where utility construction is underway) in the District all of which is located within MUD 576 and MUD 570A.

## **Development Financing**

Development of The Grand Prairie is provided through a loan totaling approximately \$79,967,302, maturing on December 28, 2024. The current balance of such loan is approximately \$32,152,238 as of October 18, 2024. A portion of the proceeds of the Bonds that are payable to Grand Prairie Development are pledged in their entirety to the bank lenders. According to Grand Prairie Development, it is in compliance with all material terms of its loan agreement.

For more information concerning Grand Prairie Development, see “APPENDIX B—Financial Information Concerning Grand Prairie Development.” Grand Prairie Development is not responsible for, liable for, and has not made any commitment for payment of the Bonds or other obligations of the District, and the inclusion of the Grand Prairie’s financial statements and description of its financial arrangements herein should not be construed as an implication to that effect. Grand Prairie Development has no legal commitment to the District or owners of the Bonds to continue development of land within the District and may sell or otherwise dispose of its property within the District, or any other assets, at any time. Further, Grand Prairie’s financial condition is subject to change at any time. Because of the foregoing, financial information concerning Grand Prairie will neither be updated nor provided following issuance of the Bonds, except as described herein under “CONTINUING DISCLOSURE OF INFORMATION.” See “RISK FACTORS—Dependence on Principal Taxpayers and the Developers.”

## **Friendswood Development Company**

The principal developer of land within The Grand Prairie Highlands is Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, (“Lennar Homes”) d.b.a. Friendswood Development Company (“Friendswood Development”). Friendswood Development is wholly owned by Lennar Corporation (“Lennar”), a publicly traded corporation whose stock is listed on the New York Stock Exchange under the ticker symbol “LEN.” Lennar’s activities include homebuilding, real estate investments, residential and commercial developments, and financial services operations throughout the United States. To date, Friendswood Development has completed development of approximately 219 acres in the District and continues to own approximately 207 acres of developable land (including the approximately 56 acres in the District where utility construction is underway) in the District all of which is located within MUD 570C.

## **Obligations of the Developers**

Neither the Developers, nor any affiliates of the Developers are responsible for, liable for, or have made any commitment for payment of the Bonds or other obligations of the District. Neither the Developers, nor any affiliates of the Developers have any legal commitment to the District or the owners of the Bonds to continue development of the land within the District, and the Developers may sell or otherwise dispose of property within the District, or any assets, at any time. Further, the financial condition of the Developers are subject to change.

## MANAGEMENT OF THE DISTRICT

### Board of Directors

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to four-year staggered terms and elections are held in May in even numbered years. None of the Board members reside within the District; however, each of the Board members owns land within the District, subject to a Deed of Trust in favor of Grand Prairie Development. The current members of the Board, along with their titles and terms, are listed as follows:

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>
Louis M. Girard	President	May 2026
Henry R. Chapman	Vice President	May 2028
Ford Allen	Secretary	May 2026
Jay T. Kolb	Assistant Secretary	May 2028
Mike Prats	Assistant Secretary	May 2026

### District Consultants

The District does not have a general manager or other full-time employees, but contracts for certain necessary services as described below.

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

Disclosure Counsel: McCall, Parkhurst & Horton L.L.P., serves as Disclosure Counsel to the District. The fees to be paid to Disclosure Counsel for services rendered in connection with the issuance of the Bonds are contingent on the issuance, sale and delivery of the Bonds.

Financial Advisor: Masterson Advisors LLC serves as the District’s Financial Advisor. The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Engineer: The District’s consulting engineer is Pape-Dawson Consulting Engineers, LLC

Auditor: The financial statements of the District as of April 30, 2024, and for the year then ended, included in this offering document, have been audited by McCall Gibson Swedlund Barfoot, PLLC, independent auditors, as stated in their report appearing herein. See “APPENDIX A” for a copy of the District’s April 30, 2024, financial statements.

Bookkeeper: The District has contracted with Municipal Accounts & Consulting, L.P. (the “Bookkeeper”) for bookkeeping services.

Tax Appraisal: The Harris Central Appraisal District has the responsibility of appraising all property within the District. See “TAXING PROCEDURES.”

Tax Assessor/Collector: The District has appointed an independent tax assessor/collector to perform the tax collection function. B&A Municipal Tax Services, LLC (the “Tax Assessor/Collector”) has been employed by the District to serve in this capacity.

## THE SYSTEM

### Regulation

According to the Engineer, the District’s improvements that will be financed with the proceeds of the Bonds have been designed and the corresponding plans prepared in accordance with accepted engineering practices and specifications, as and if required for the particular improvements and the approval and permitting requirements of the Harris County, the Harris County Flood Control District, and the City of Houston, as applicable.

## **District Purpose**

The District was created to construct and operate all major drainage and channel improvements necessary to serve the land within the boundaries of the District and to construct and operate certain recreational facilities. MUD 570A, MUD 570C and MUD 576 will provide internal water distribution and wastewater collection services to the land located within their respective boundaries as well as internal storm drainage facilities connecting with the channels constructed by the District. In addition, MUD 570D, in its capacity as the Master District, will provide major water supply and wastewater treatment to serve the development within the District (see “—Master Facilities” below).

## **Major Channel and Detention Improvements**

The drainage facilities constructed by the District are a series of interconnected detention basins that serve both as amenity lakes as well as detention and mitigation facilities. The detention facilities were designed and constructed in accordance with Harris County Flood Control District criteria and comply with the master drainage study prepared for the project. The purpose of these facilities is to provide outfall drainage and mitigate any negative flood plain effects caused by the development of The Grand Prairie. Construction of additional detention facilities will be phased to accommodate development as it occurs. The detention basins constructed to date encompass approximately 156 acres of land and detain enough storm water to develop approximately 970 acres of development within the District’s boundaries. See “RISK FACTORS—Atlas 14.”

# **WATER, WASTEWATER AND DRAINAGE**

## **Regulation**

According to the Engineer, the District’s improvements have been designed and the corresponding plans prepared in accordance with accepted engineering practices and specifications and, as and if required for the particular improvements, the approval and permitting requirements of the TCEQ, Harris County, Texas, the City of Houston, Texas and Harris County Flood Control District, as applicable.

## **Master Facilities**

*Master Water and Sanitary Sewer Facilities Contract:* The development in the District will be served by a regional water supply and wastewater treatment system that is owned and operated by MUD 570D, in its capacity as the “Master District,” pursuant to that certain Contract for Financing, Operation, and Maintenance of Master Water and Sanitary Sewer Facilities, dated October 10, 2023, by and among MUD 570D, MUD 570A, MUD 570C and MUD 576, as amended and supplemented from time to time (the “Master Contract”). The Master Contract provides that the Master District will acquire, construct, own, operate, and/or maintain central water supply and wastewater treatment facilities, as well as major trunk lines related to said facilities (the “Master Facilities”), to serve the land within the Service Area defined therein and any other area that may be subsequently added to The Grand Prairie development or otherwise served by the Master District pursuant to the Master Contract. Each party to the Master Contract, including the Master District in its capacity as a district receiving Master District services, is referred to hereinafter at times as a “Participant.” Each Participant is responsible for the acquisition, construction, ownership, operation, and/or maintenance of all internal water, sewer and drainage facilities, not otherwise constructed by the Master District as part of the Master Facilities. As required by the Master Contract, a plan of proposed Master Facilities has been adopted by the Master District and approved by the Participants.

The Master Contract provides that capacity in the Master Facilities will be allocated to a Participant contingent upon the payment to the Master District of a “Connection Charge” (as more specifically detailed in the Master Contract) calculated to approximate, on a uniform per-connection basis, the incurred and projected capital expenditures, interest, and other attendant costs associated with the provision of the Master Facilities by the Master District (“Capital Costs”). The Master Contract requires that the Master District use the Connection Charges solely for payment of the Capital Costs of the Master Facilities, and further requires that the Connection Charge be recalculated from time to time but not less often than annually. Participants may be required to fund additional capital costs for the construction of Master District facilities if the Master District determines, as a part of its annual recalculation of the Connection Charge, that actual costs for the Master Facilities exceeded the Connection Charges paid. The Master Contract additionally provides that Master Facilities may be constructed and conveyed to the Master District as an alternative to the payment of a Connection Charge, such Master Facilities being credited at their Capital Cost value towards Connection Charge payments.

The Master Contract requires that operations and maintenance expenses be paid to the Master District by the Participants on a monthly basis. Additionally, each Participant is required to advance funds to the Master District to create a reserve (“Reserve”) for the benefit of such Participant in an amount equal to the Participant’s projected share of operations and maintenance costs for a two-month period commencing at the beginning of the Master District’s fiscal year (currently May). The amount of the required Reserve for any Participant is determined annually, and any shortfall is required to be funded by the Participant. The Master District’s operations and maintenance expenses, as billed to Participants, may include a fee to fund a Participant’s Reserve, subject to certain restrictions.

Water Supply: Water supply to serve the development within the District is provided by Water Plant No. 1 owned and operated by the Master District. The Master District's current facilities at Water Plant No. 1 include a 750 gallon per minute ("gpm") water well, one 15,000 gallon pressure tank, one 324,000 gallon ground storage tank, and 4,400 gpm of booster pump capacity, which can serve 750 equivalent single-family connections. The Master District receives treated surface water at Water Plant No. 1. See "Surface Water" below for a discussion of the additional source of water supply capacity as a result of surface water supplied by the West Harris County Regional Water Authority (the "Authority"). In addition, the Master District is constructing Water Plant No. 2 which will include a 1,000 gpm water well, one 15,000 gallon pressure tank, one 211,000 gallon ground storage tank, and 1,900 gpm of booster pump capacity. Construction of Water Plant No. 2 is expected to be complete by the fourth quarter of 2024. Upon completion, the Master District facilities will have capacity to serve 15,000 equivalent single-family connections.

Surface Water: The Master District is within the boundaries of the Harris-Galveston Subsidence District (the "Subsidence District") which regulates groundwater withdrawal. The Master District's authority to pump groundwater is subject to an annual permit issued by the Subsidence District. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in areas within the Subsidence District's jurisdiction. In 2001, the Texas legislature created the Authority to, among other things, reduce groundwater usage in, and to provide surface water to, the western portion of Harris County (including the District). The Authority developed a groundwater reduction plan ("GRP") and obtained Subsidence District approval of its GRP. The Authority's GRP sets forth the Authority's plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). In connection with its GRP, the Authority entered into a water supply contract with the City of Houston to obtain treated surface water from the City of Houston. The District is included within the Authority's GRP.

The Authority has the power to issue debt supported by the revenues pledged for the payment of its obligations and may establish fees, rates, and charges as necessary to accomplish its purposes. Effective January 1, 2024, the Authority currently charges the Master District, as owner of the water wells, and other major groundwater users, a fee of \$3.95 per 1,000 gallons of groundwater pumped and \$4.35 per 1,000 gallons of surface water received. The Authority has issued revenue bonds to finance, among other things, certain Authority surface water project costs. It is expected that the Authority will issue substantially more bonds by the year 2035 to finance the Authority's project costs.

Under the Subsidence District regulations and the GRP, the Authority is required: (i) through the year 2024, to limit groundwater withdrawals to no more than 70% of the total annual water demand within the Authority's GRP; (ii) beginning in the year 2025, to limit groundwater withdrawals to no more than 40% of the total annual water demand within the Authority's GRP; and (iii) beginning in the year 2035, to limit groundwater withdrawals to no more than 20% of the total annual water demand within the Authority's GRP. If the Authority fails to comply with the above Subsidence District regulations or its GRP, the Authority is subject to a disincentive fee penalty ("Disincentive Fees"), imposed by the Subsidence District for any groundwater withdrawn in excess of 20% of the total annual water demand within the Authority's GRP. In the event of such Authority's failure to comply and imposition of a disincentive fee penalty by the Subsidence District, the Authority may also seek to collect Disincentive Fees from the Master District. If the Master District failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely seek monetary or other penalties against the Master District.

The Master District cannot predict the amount or level of fees and charges, which may be due the Authority in the future, but anticipates the need to pass such fees through to the Participants under the Master Contract who will in turn pass said fees through to customers: (i) through higher water rates and/or (ii) with portions of maintenance tax proceeds, if any. In addition, further conversion to surface water could necessitate improvements to the system of the Master District, which could require the issuance of additional bonds by the Participants. No representation is made, however, that the Authority: (i) will build said lines or any of the necessary facilities to meet the requirements of the Subsidence District for conversion to surface water; (ii) will comply with the Subsidence District's surface water conversion requirements, or (iii) will comply with its GRP.

To date, the Master District, the Developers and the Authority have not entered into an agreement to construct a water line to provide treated surface water to the Master District's Water Plant No. 1 or to provide surface water to the Master District's Water Plant No. 1.

Wastewater Treatment: Interim wastewater treatment to serve the development within MUD 576 is provided by a wastewater treatment plant owned and operated by Harris County Municipal Utility District No. 405 ("MUD 405") pursuant to an Out of District Service Agreement, dated September 15, 2022 (the "Wastewater Agreement"). The Wastewater Agreement provides for 129,675 gpd of wastewater treatment capacity to serve MUD 576 through November 15, 2024. The Master District is constructing a permanent 250,000 gpd wastewater treatment plant. Construction of the wastewater treatment plant is expected to be complete by the fourth quarter of 2024. Upon completion, the Master District facilities will have capacity to serve 833 equivalent single-family connections.

Major Trunk Lines: Major water distribution and wastewater collection lines have been constructed by the Developers on behalf of the Master District. Charges for water distribution system capacity in the Master District's trunk lines and for wastewater collection system capacity in the Master District's trunk lines are allocated through the payment of Connection Charges as described hereinabove.

*Allocation and Purchase of Capacity:* The Master District has allocated water supply and wastewater treatment capacity for 481 equivalent single-family connections (“ESFCs”) to MUD 576 pursuant to the Master Contract. MUD 576 expects to pay the Master District for such connection charges with proceeds from future bond issues and purchase additional capacity from the Master District as necessary.

### **Internal Water Distribution, Wastewater Collection and Storm Drainage Facilities**

Water distribution, wastewater collection, storm drainage facilities and related paving have been constructed in the District by Grand Prairie Development on behalf of MUD 576 to serve 481 single-family residential lots and by Friendswood Development on behalf of MUD 570C to serve 801 single-family residential lots. In addition, approximately 75 acres are under construction for the development of 255 single-family residential lots with an estimated completion by the fourth quarter of 2024 and approximately 14 acres are under construction for the development of 47 single-family residential lots with an estimated completion by the second quarter of 2025. See “THE DISTRICT—Land Use,” “—Status of Development,” and “—Future Development.”

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

“Flood Insurance Rate Map” or “FIRM” means an official map of a community on which the Federal Emergency Management Agency (“FEMA”) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The “100-year flood plain” (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance. An engineering or regulatory determination that an area is above the 100-year flood plain is not an assurance that homes built in such area will not be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years.

According to the Engineer, approximately 13 acres of developable land in the District are currently located in the 100-year flood plain. The Engineer is preparing a Letter of Map Revision for submittal to the Harris County Flood Control District and the Federal Emergency Management Agency to request removal of such acreage from the 100-year flood plain. See “RISK FACTORS—Extreme Weather Events” and “—Specific Flood Type Risks.”

### **Atlas 14**

In 2018, the National Weather Service 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 upon the Atlas 14 study, which is based upon 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. See “RISK FACTORS—Atlas 14.”

On March 23, 2023, Harris County Flood Control District and the Federal Emergency Management Agency approved the MUD 576’s Letter of Map Revision to remove approximately 18 acres of land from the 100-year flood plain. According to the Engineer, approximately 39 undevelopable acres of land in the District is currently located in the effective flood plain. Grand Prairie Development has partnered with Harris County and Harris County Flood Control District to construct detention ponds and amenity lakes in the District. See “RISK FACTORS—Extreme Weather Events,” “—Specific Flood Type Risks” and “—Atlas 14.”

**FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)**

2024 Taxable Assessed Valuation.....	\$ 39,013,226 (a)
Estimated Taxable Assessed Valuation as of August 1, 2024.....	\$218,576,287 (b)
Gross Direct Debt Outstanding (the Bonds).....	\$ 5,570,000
Estimated Overlapping Debt.....	12,687,983 (c)
Gross Direct Debt and Estimated Overlapping Debt.....	\$18,257,983
Ratio of Gross Direct Debt to:	
Estimated Taxable Assessed Valuation as of August 1, 2024 .....	2.55%
Ratio of Gross Direct Debt and Estimated Overlapping Debt to:	
Estimated Taxable Assessed Valuation as of August 1, 2024 .....	8.35%
Funds Available for Debt Service:	
Capitalized Interest from Proceeds of the Bonds (Twenty (20) Months).....	\$464,167 (d)
Funds Available for Maintenance and Operations as of October 24, 2024 .....	\$60,393 (e)

- (a) The 2024 Taxable Assessed Valuation shown herein includes \$21,773,287 of certified value and \$17,239,939 of uncertified value. The uncertified value represents the landowners’ opinion of the value; however, such value is subject to change and downward revision prior to certification. No tax will be levied on said uncertified value until it is certified by the Harris Central Appraisal District (the “Appraisal District”). See “TAXING PROCEDURES.”
- (b) Provided by the Appraisal District for informational purposes only. Such amount reflects an estimate of the taxable assessed value within the District on August 1, 2024. No tax will be levied on such amount until it is certified by the Appraisal District. Increases in value occurring between January 1, 2024 and August 1, 2024 will be certified as of January 1, 2025. See “TAXING PROCEDURES.”
- (c) See “RISK FACTORS—Overlapping Debt and Taxes,” “—Estimated Overlapping Debt,” “—Overlapping Taxes,” herein.
- (d) The District will capitalize twenty (20) months of interest from proceeds of the Bonds. The amount above is estimated at 5.00%. See “THE BONDS—Funds” and “USE AND DISTRIBUTION OF BOND PROCEEDS.”
- (e) See “RISK FACTORS—Operating Funds.”

**Investments of the District**

The District has adopted an Investment Policy as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code, as amended. The District’s goal is to preserve principal and maintain liquidity while securing a competitive yield on its portfolio. Funds of the District will be invested in short term U.S. Treasuries, certificates of deposit insured by the Federal Deposit Insurance Corporation (“FDIC”) or secured by collateral evidenced by perfected safekeeping receipts held by a third-party bank, and 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 owning long term securities or derivative products in the District’s investment portfolio.

## DEBT SERVICE REQUIREMENTS

The following sets forth the estimated debt service on the Bonds at an estimated interest rate per annum of 5.00%. This schedule does not reflect the fact that an amount equal to twenty (20) months of interest will be capitalized from proceeds of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Year	Debt Service on the Bonds		
	Principal	Interest	Total
2025	\$ -	\$ 208,875.00	\$ 208,875.00
2026	105,000	278,500.00	383,500.00
2027	110,000	273,250.00	383,250.00
2028	115,000	267,750.00	382,750.00
2029	120,000	262,000.00	382,000.00
2030	130,000	256,000.00	386,000.00
2031	135,000	249,500.00	384,500.00
2032	145,000	242,750.00	387,750.00
2033	150,000	235,500.00	385,500.00
2034	160,000	228,000.00	388,000.00
2035	165,000	220,000.00	385,000.00
2036	175,000	211,750.00	386,750.00
2037	185,000	203,000.00	388,000.00
2038	195,000	193,750.00	388,750.00
2039	205,000	184,000.00	389,000.00
2040	215,000	173,750.00	388,750.00
2041	225,000	163,000.00	388,000.00
2042	240,000	151,750.00	391,750.00
2043	250,000	139,750.00	389,750.00
2044	265,000	127,250.00	392,250.00
2045	280,000	114,000.00	394,000.00
2046	290,000	100,000.00	390,000.00
2047	310,000	85,500.00	395,500.00
2048	325,000	70,000.00	395,000.00
2049	340,000	53,750.00	393,750.00
2050	360,000	36,750.00	396,750.00
2051	375,000	18,750.00	393,750.00
<b>Total</b>	<b>\$ 5,570,000</b>	<b>\$ 4,748,875.00</b>	<b>\$ 10,318,875.00</b>

Average Annual Debt Service Requirements (2025-2051) .....\$382,181  
 Maximum Annual Debt Service Requirement (2050).....\$396,750

**Estimated Overlapping Debt**

The following table indicates the outstanding debt payable from ad valorem taxes of governmental entities within which the District is located and the estimated percentages and amounts of such indebtedness attributable to property within the District. Debt figures equated herein to outstanding obligations payable from ad valorem taxes are based upon data obtained from individual jurisdictions or Texas Municipal Reports compiled and published by the Municipal Advisory Council of Texas. Furthermore, certain entities listed below may have issued additional obligations since the date listed and may have plans to incur significant amounts of additional debt. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for the purposes of operation, maintenance and/or general revenue purposes in addition to taxes for the payment of debt service and the tax burden for operation, maintenance and/or general revenue purposes is not included in these figures. The District has no control over the issuance of debt or tax levies of any such entities.

Taxing Jurisdiction	Outstanding Bonds	As of	Overlapping	
			Percent	Amount
Harris County (a).....	\$ 2,424,019,039	9/30/2024	0.006%	\$ 145,441
Harris County Flood Control District.....	968,445,000	9/30/2024	0.006%	58,107
Harris County Hospital District.....	65,285,000	9/30/2024	0.006%	3,917
Harris County Department of Education.....	28,960,000	9/30/2024	0.006%	1,738
Port of Houston Authority.....	426,134,397	9/30/2024	0.006%	25,568
Waller Independent School District.....	703,140,000	9/30/2024	0.580%	4,078,212
MUD 576.....	8,375,000	(b)	100.00%	8,375,000
Total Estimated Overlapping Debt.....				\$ 12,687,983
The District.....	5,570,000	(c)	100.00%	5,570,000
Total Direct and Estimated Overlapping Debt.....				\$ 18,257,983

Direct and Estimated Overlapping Debt as a Percentage of:

Estimated Taxable Assessed Valuation as of August 1, 2024 of \$218,576,287 ..... 8.35%

- (a) Excludes the Harris County Toll Road. Historically, Harris County has provided for payment of such debt service from toll road revenues and certain other funds and, no ad valorem tax revenue has been required to pay debt service on such bonds.
- (b) Represents the approximately \$8,375,000 principal amount of unlimited tax road bonds expected to be issued in the fourth quarter of 2024. See "RISK FACTORS—Overlapping Debt and Taxes."
- (c) The Bonds.

**Overlapping Taxes**

Property within the District is subject to taxation by several taxing authorities in addition to the District. On January 1 of each year a tax lien attaches to property to secure the payment of all taxes, penalties and interest imposed on such property. The lien exists in favor of each taxing unit, including the District, having the power to tax the property. The District’s tax lien is on a parity with tax liens of taxing authorities shown below. In addition to ad valorem taxes required to pay debt service on bonded debt of the District and other taxing authorities, certain taxing jurisdictions, including the District, are also authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below are all of the taxes levied for the 2024 tax year by all overlapping taxing jurisdictions and the District. No recognition is given to local assessments for civic association dues, fire department contributions, solid waste disposal charges or any other levy of entities other than political subdivisions.

	Tax Rate per \$100 of Taxable <u>Assessed Valuation</u>
Harris County (including Harris County Flood Control District, Harris County Hospital District, Harris County Department of Education and the Port of Houston Authority) (a).....	\$ 0.590769
Waller Independent School District.....	1.106900
Harris County Municipal Utility District No. 576 (b).....	1.100000
Waller-Harris Emergency Services District No. 200.....	<u>0.096641</u>
Total Overlapping Tax Rate.....	\$ 2.894310
The District (c).....	<u>0.400000</u>
Total Tax Rate.....	\$ 3.294310

- (a) Includes the 2023 total tax rate for Harris County Flood Control District in the amount of \$0.031050 per \$100 of taxable assessed valuation.
- (b) MUD 576 set its 2024 tax rate at \$1.10 per \$100 of taxable assessed valuation (all maintenance). Property within the District is also subject to overlapping taxation by MUD 570A and MUD 570C, which both set their 2024 tax rates at \$1.10 of taxable assessed valuation. See “RISK FACTORS—Overlapping Debt and Taxes.”
- (c) See “TAX DATA—Tax Rate Distribution.”

**District Operations**

The Bonds are payable solely from the levy of an ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenues from operations of the District’s system, if any, are available for any legal purpose, including, upon Board action, the payment of debt service on the Bonds. It is anticipated that no significant operation revenues will be used for debt service on the Bonds in the foreseeable future.

The following statement sets forth in condensed form the General Operating Fund for the District as shown in the District’s audited financial statements for the period of inception through the fiscal year ended April 30, 2024. Such figures are included for informational purposes only. Accounting principles customarily employed in the determination of net revenues have been observed and, in all instances, exclude depreciation. Reference is made to “APPENDIX A” for further and complete information.

	Fiscal Year Ended April 30		
	2024	2023	2022
<b>Revenues</b>			
Property Taxes	\$ 187	\$ 62	\$ -
Investment Income	3,162	50,134	5,018
Miscellaneous Revenues	9	-	-
<b>Total Revenues</b>	<b>\$ 3,358</b>	<b>\$ 50,196</b>	<b>\$ 5,018</b>
<b>Expenditures</b>			
Professional Fees	\$ 170,464	\$ 228,758	\$ 68,323
Contracted Services	44,670	33,316	7,007
Repairs and Maintenance	285,668	23,689	650
Other Expenditures	23,610	26,535	28,883
Capital Outlay	1,272,532 (b)	7,942,240 (c)	4,087,505 (c)
<b>Total Expenditures</b>	<b>\$ 1,796,944</b>	<b>\$ 8,254,538</b>	<b>\$ 4,192,368</b>
<b>Revenues Over/(Under) Expenditures</b>	<b>\$ (1,793,586)</b>	<b>\$ (8,204,342)</b>	<b>\$ (4,187,350)</b>
<b>Other Sources</b>			
Sale of Capacity	\$ -	\$ -	\$ 10,380,693 (d)
Developer Advances (a)	1,171,080	1,438,594	30,000
<b>Fund Balance (Beginning of Year)</b>	<b>\$ (542,405)</b>	<b>\$ 6,223,343</b>	<b>\$ -</b>
<b>Fund Balance (End of Year)</b>	<b>\$ (1,164,911)</b>	<b>\$ (542,405)</b>	<b>\$ 6,223,343</b>

- (a) See “RISK FACTORS—Operating Funds.”
- (b) Represents expenditures related to the construction of detention facilities located within the District.
- (c) Represents expenditures related to the construction detention facilities and mass grading and dam grading projects within the District.
- (d) Represents funds received from Harris County Flood Control District related to the construction of detention ponds and amenity lakes within the District. See “WATER, WASTEWATER AND DRAINAGE—Atlas 14.”

## TAX DATA

### Debt Service Tax

The Board covenants in the Bond Order to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. The District expects to levy its initial debt service tax in 2025. See “—Tax Rate Distribution” below and “—Tax Roll Information” herein, and “TAXING PROCEDURES.”

### Maintenance and Operations Tax

The Board has the statutory authority to levy and collect an annual ad valorem tax for the operation and maintenance of the District, if such a maintenance tax is authorized by the District’s voters. A maintenance tax election was held on May 7, 2022, and voters of the District authorized, among other things, the Board to levy a maintenance tax at a rate not to exceed \$1.50 per \$100 taxable assessed valuation for operations and maintenance costs. A maintenance tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds. See “—Debt Service Tax” above.

### Tax Exemptions

For the tax year 2024, the District has not adopted any tax exemptions for property located within the District. See “TAXING PROCEDURES—Property Subject to Taxation by the District.”

### Tax Rate Distribution

	2024 (a)	2023	2022 (b)
Debt Service	\$ -	\$ -	\$ -
Maintenance and Operations	0.40	0.40	0.40
Total	\$ 0.40	\$ 0.40	\$ 0.40

(a) The District expects to levy its initial debt service tax in 2025.

(b) The District’s initial year of taxation.

### Historical Tax Collections

The District’s initial year of taxation was 2022. The District’s total tax rate in 2022 and 2023 was \$0.40 per \$100 of taxable assessed valuation. Until 2024, the majority of the District’s value was deferred home taxation due to agricultural exemption and total taxes due for 2022 and 2023 was less than \$1,000 and paid in full for 2022 and 2023.

### Tax Roll Information

The District’s taxable assessed value as of January 1 of each year is used by the District in establishing its tax rate. See “TAXING PROCEDURES—Valuation of Property for Taxation.” The following represents the composition of property comprising the 2022 through 2024 Taxable Assessed Valuation. Accurate breakdowns related to the uncertified portion of the 2024 Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of August 1, 2024, of \$218,576,287, are not available as of the date hereof.

Tax Year	Type of Property			Gross Assessed Valuation	Deferments and Exemptions	Uncertified Value	Taxable Assessed Valuation
	Land	Improvements	Personal Property				
2022	\$ 3,845,737	\$ -	\$ -	\$ 3,845,737	\$(3,817,399)	\$ -	\$ 28,338
2023	3,834,485	-	-	3,834,485	(3,813,586)	-	20,899
2024	19,105,426	2,667,861	-	21,773,287	-	17,239,939	39,013,226

**Principal Taxpayers**

The following table represents the principal taxpayers, the taxable assessed value of such property, and such property’s taxable assessed value as a percentage of the certified portion (\$21,773,287) of the 2024 Taxable Assessed Valuation of \$39,013,226. This represents ownership as of January 1, 2024. Accurate principal taxpayer lists related to the uncertified portion (\$17,239,939) of the 2024 Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of August 1, 2024 of \$218,576,287 are not available as of the date hereof.

Taxpayer	2024 Certified Taxable Assessed Valuation	% of 2024 Certified Taxable Assessed Valuation
Grand Prairie Development LLC (a)	\$ 7,135,765	32.77%
Weekley Homes LLC (b)	4,492,785	20.63%
Perry Homes LLC (b)	4,049,303	18.60%
Sitterle Homes Houston LLC (b)	2,822,169	12.96%
Westin Homes and Properties LP (b)	1,192,800	5.48%
Lennar Homes of Texas (a)(b)	720,567	3.31%
Individual	189,719	0.87%
Individual	189,511	0.87%
Individual	180,863	0.83%
Individual	156,752	0.72%
Total	\$ 21,130,234	97.05%

(a) See “THE DEVELOPERS” and “RISK FACTORS—Dependence on Principal Taxpayers and the Developers.”  
 (b) See “THE DISTRICT—Homebuilding.”

**Tax Adequacy for Debt Service**

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of taxable assessed valuation which would be required to meet average annual and maximum annual debt service requirements on the Bonds if no growth in the District’s tax base occurred beyond the Estimated Taxable Assessed Valuation as of August 1, 2024 of \$218,576,287. The calculations contained in the following table merely represent the tax rates required to pay principal of and interest on the Bonds when due, assuming no further increase or any decrease in the taxable value in the District, collection of ninety percent (90%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See “RISK FACTORS—Possible Impact on District Tax Rates” and “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements.”

Average Annual Debt Service Requirement (2025-2051) .....	\$382,181
\$0.20 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2024 .....	\$393,437
Maximum Annual Debt Service Requirement (2050).....	\$396,750
\$0.21 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2024 .....	\$413,109

No representation or suggestion is made that the Estimated Taxable Assessed Valuation as of August 1, 2024, for the District will be certified as taxable value by the Appraisal District, and no person should rely upon such amounts or their inclusion herein as assurance of their attainment. See “TAXING PROCEDURES.”

**TAXING PROCEDURES**

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

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

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

Except for certain exemptions provided by Texas law, all real property and tangible personal property in the District is subject to taxation by the District; however, it is expected that no effort will be made by the District to collect taxes on personal property other than on personal property rendered for taxation, business inventories and the property of privately-owned utilities. Principal categories of exempt property include: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; farm products owned by the producer; all oil, gas and mineral interests owned by an institution of higher education; certain property owned by exclusively charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind-powered energy devices; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older or under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age Survivors and Disability Insurance Act to the extent deemed advisable by the Board. The District would be required to call an election on such residential homestead exemption upon petition by at least twenty percent (20%) of the number of qualified voters who voted in the District's preceding election and would be required to offer such an exemption if a majority of voters approve it at such election. For the 2024 tax year, the District has not granted any such exemptions. The District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of assessed valuation depending upon the disability rating of the veteran, if such rating is less than 100%. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if (i) the residence homestead was donated by a charitable organization at no cost to the disabled veteran or, (ii) the residence was donated by a charitable organization at some cost to the disabled veteran if such cost is less than or equal to fifty percent (50%) of the total good faith estimate of the market value of the residence as of the date the donation is made. Also, the surviving spouse of a member of the armed forces or a first responder (as defined under Texas law), who was (i) killed in action, or (ii) fatally injured in the line of duty, is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

A "Freeport Exemption" applies to goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining oil or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to certain tangible personal property, as defined by the Property Tax Code acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The exemption excludes oil, natural gas, petroleum products, aircraft and certain special inventory including dealer's motor vehicles, dealer's vessel and outboard motor vehicle, dealer's heavy equipment and retail manufactured housing inventory. The exemption applies to covered property if it is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. However, taxing units who took official action as allowed by prior law before October 1, 2011, to tax goods-in-transit property, and who pledged such taxes for the payment of debt, may continue to impose taxes against the goods-in-transit property until the debt is discharged without further action, if cessation of the imposition would impair the obligations of the contract by which the debt was created. The District has not exercised its option to tax goods-in-transit personal property, but may choose to do so in the future.

## **Tax Exemption Provided to Public Facility Corporations and Certain Lessees**

Chapter 303 of the Texas Local Government Code (the "PFC Act") authorizes cities, counties, school districts, housing authorities and special districts (a "Sponsor") to create a sponsored Public Facility Corporation ("PFC") to acquire, construct, rehabilitate, renovate, repair, equip, furnish and place in service public facilities. These activities may be financed through certain obligations of either the Sponsor or the PFC. Under the PFC Act, a "public facility" includes any real, personal, or mixed property, or an interest in property devoted or to be devoted to public use, and authorized to be financed under the PFC Act. A public facility, including a leasehold estate in a public facility, that is owned by a PFC is exempt from taxation by the State or a municipality or other political subdivision of the State, including the District. This exemption applies to both ad valorem and sales taxes levied by such taxing authorities. Subject to certain restrictions, a leasehold or other possessory interest granted by the PFC to the user of a PFC-owned multifamily residential development entitles that user to this same exemption. The 88th Texas Legislature passed H.B. 2071, which became effective June 18,

2023, to amend the PFC Act. H.B. 2071 significantly revised the PFC Act's requirements for the lessee of a multifamily residential development to qualify for this exemption and provides that the exemption for such projects does not apply to taxes imposed by a conservation and reclamation district providing water, sewer or drainage services to the development, unless an agreement is entered into with the district concerning payments in lieu of taxation. Projects for which PFC or Sponsor approval was received prior to the effective date of H. B. 2071 are governed by the prior law and are not subject to the same requirements. The District is not aware of any public facilities located within the boundaries of the District that are either owned or leased by a PFC.

### **General Residential Homestead Exemption**

Texas law authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised value of residential homesteads, but not less than \$5,000, if any exemption is granted, from ad valorem taxation. The law provides, however, that where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The District has never granted a general residential homestead exemption.

### **Valuation of Property for Taxation**

Generally, property in the District must be appraised by the Appraisal District at market value as of January 1 of each year. Assessments under the Property Tax Code are to be based upon one hundred percent (100%) of market value. The appraised value of residential homestead property may be limited to the lesser of the market value of the property, or the sum of the appraised value of the property for the last year in which it was appraised, plus ten percent (10%) of such appraised value multiplied by the number of years since the last appraisal, plus the market value of all new improvements to the property. Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property by the Appraisal District at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis.

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

### **District and Taxpayer Remedies**

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a petition for review in district court within forty-five (45) days after notice is received that a final order has been entered. In such event, the property value in question may be determined by the court, or by a jury, if requested by any party. Additionally, taxing units may bring suit against the Appraisal District to comply with the Property Tax Code. The District may challenge the exclusion of property from the appraisal rolls or the grant, in whole or in part, of an exemption.

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

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

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land's capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use for the three (3) years prior to the loss of the designation for agricultural, timberland or open space land. According to the District's Tax Assessor/Collector, as of January 1, 2024, approximately 232 acres of land within the District were the subject of a special exemption.

## **Tax Abatement**

The City of Houston and Harris County may designate all or part of the District as a reinvestment zone, and the District, Harris County, and (if it were to annex the area) the City of Houston may thereafter enter into tax abatement agreements with the owners of property within the zone. The tax abatement agreements may exempt from ad valorem tax, by the applicable taxing jurisdictions, and by the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. According to the District's Tax Assessor/Collector, to date, none of the area within the District has been designated as a reinvestment zone.

## **Levy and Collection of Taxes**

The District is responsible for the collection of its taxes, unless it elects to transfer such functions to another governmental entity. The District adopts its tax rate each year after it receives a tax roll certified by the Appraisal District. Taxes are due upon receipt of a bill therefor, and become delinquent after January 31 of the following year or 30 days after the date billed, whichever is later, or, if billed after January 10, they are delinquent on the first day of the month next following the 21st day after such taxes are billed. A delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid beginning the first calendar month it is delinquent. A delinquent tax also incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent plus a one percent (1%) penalty for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. However, a tax delinquent on July 1 incurs a total penalty of twelve percent (12%) of the amount of the delinquent tax without regard to the number of months the tax has been delinquent, which penalty remains at such rate without further increase. If the tax is not paid by July 1, an additional penalty of up to the amount of the compensation specified in the District's contract with its delinquent tax collection attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District. With respect to personal property taxes that become delinquent on or after February 1 of a year and that remain delinquent sixty (60) days after the date on which they become delinquent, as an alternative to the penalty described in the foregoing sentence, an additional penalty on personal property of up to the amount specified in the District's contract with its delinquent tax attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District prior to July 1. The District's contract with its delinquent tax collection attorney currently specifies a twenty percent (20%) additional penalty. The District may waive penalties and interest on delinquent taxes only for the items specified in the Texas Property Tax Code. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency of taxes under certain circumstances. The owner of a residential homestead property who is (i) a person sixty-five (65) years of age or older, (ii) under a disability for purpose of payment of disability insurance benefits under the Federal Old Age Survivors and Disability Insurance Act, or (iii) qualifies as a disabled veteran under Texas law, is also entitled by law to pay current taxes on a residential homestead in installments or to defer the payment of taxes without penalty during the time of ownership. Additionally, a person who is delinquent on taxes for a residential homestead is entitled to an agreement with the District to pay such taxes in installments over a period of between 12 and 36 months (as determined by the District) when such person has not entered into another installment agreement with respect to delinquent taxes with the District in the preceding 24 months.

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

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

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

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

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

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

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

Taxes levied by the District are a personal obligation of the owner of the property against which the tax is levied. In addition, on January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of other such taxing units. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes." A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien. Further, personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalties, and interest.

Except with respect to (i) owners of residential homestead property who are sixty-five (65) years of age or older or under a disability as described above and who have filed an affidavit as required by law and (ii) owners of residential homesteads who have entered into an installment agreement with the District for payment of delinquent taxes as described above and who are not in default under said agreement, at any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, or by taxpayer redemption rights (a taxpayer may redeem property that is a residence homestead or was designated for agricultural use within two (2) years after the deed issued at foreclosure is filed of record and may redeem all other property within six (6) months after the deed issued at foreclosure is filed of record) or by bankruptcy proceedings which restrict the collection of taxpayer debt. The District's ability to foreclose its tax lien or collect penalties and interest may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act (12 U.S.C. 1825, as amended). Generally, the District's tax lien and a federal tax lien are on par with the ultimate priority being determined by applicable federal law. See "RISK FACTORS—Tax Collection Limitations and Foreclosure Remedies."

## LEGAL MATTERS

### Legal Opinions

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

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

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

### Legal Review

In its capacity as Bond Counsel, Schwartz, Page & Harding, L.L.P., has reviewed the information appearing in this OFFICIAL STATEMENT under the captioned sections "THE BONDS," "THE DISTRICT—General, "MANAGEMENT OF THE DISTRICT—District Consultants—Bond Counsel and General Counsel," and "WATER, WASTEWATER AND DRAINAGE—Master Facilities," "TAXING PROCEDURES" and "LEGAL MATTERS" solely to determine whether such information fairly summarizes the law and documents referred to therein. Such firm has not independently verified factual information contained in this OFFICIAL STATEMENT, nor has such firm conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this OFFICIAL STATEMENT. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

### Tax Exemption

On the date of initial delivery of the Bonds, Bond Counsel will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof, and (2) the Bonds will not be treated as "specified private activity bonds", the interest on which would be included as an alternative minimum tax preference item under Section 57 (a)(5) of the Internal Revenue Code of 1986, as amended (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on or disposition of the Bonds.

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

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

## **Qualified Tax-Exempt Obligations**

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligations, other than "private activity bonds," that are designated by a "qualified small issuer" as "qualified tax-exempt obligations." A "qualified small issuer" is any governmental issuer (together with any "on-behalf of" and "subordinate" issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term "financial institution" as any "bank" described in Section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to "qualified tax-exempt obligations" provided by Section 265(b) of the Code, Section 291 of the Code provides that the allowable deduction to a "bank," as defined in Section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase "qualified tax-exempt obligations" shall be reduced by twenty-percent (20%) as a "financial institution preference item."

The District will designate the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Code. In furtherance of that designation, the District will covenant to take such action that would assure, or to refrain from such action that would adversely affect, the treatment of the Bonds as "qualified tax-exempt obligations." Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000, there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligations might fail to satisfy the aforementioned dollar limitation and the Bonds would not be "qualified tax-exempt obligations."

## **Collateral Federal Income Tax Consequences**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### **NO MATERIAL ADVERSE CHANGE**

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

## NO-LITIGATION CERTIFICATE

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

## PREPARATION OF OFFICIAL STATEMENT

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

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

### **Financial Advisor**

Masterson Advisors LLC is employed as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the OFFICIAL STATEMENT, including the OFFICIAL NOTICE OF SALE and the OFFICIAL BID FORM for the sale of the Bonds. In its capacity as Financial Advisor, Masterson Advisors LLC has compiled and edited this OFFICIAL STATEMENT. The Financial Advisor has reviewed the information in this OFFICIAL STATEMENT in accordance with, and as a part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

### **Consultants**

In approving this OFFICIAL STATEMENT, the District has relied upon the following consultants:

*Tax Assessor/Collector:* The information contained in this OFFICIAL STATEMENT relating to the breakdown of the District's historical assessed value and principal taxpayers, including particularly such information contained in the section entitled "TAX DATA" and "TAXING PROCEDURES" has been provided by B&A Municipal Tax Services, LLC and is included herein in reliance upon the authority of said firm as experts in assessing property values and collecting taxes.

*Engineer:* The information contained in this OFFICIAL STATEMENT relating to engineering and to the description of the System and, in particular that information included in the sections entitled "THE DISTRICT," "THE SYSTEM" "WATER, WASTEWATER AND DRAINAGE" and "THE ROAD SYSTEM" and has been provided by Pape-Dawson Consulting Engineers, LLC, and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

*Auditor:* The financial statements of the District as of April 30, 2024, and for the year then ended, included in this offering document, have been audited by McCall Gibson Swedlund Barfoot, PLLC, independent auditors, as stated in their report appearing herein. See "APPENDIX A" for a copy of the District's April 30, 2024, financial statements.

### **Updating the 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 Underwriter, of any adverse event which causes the OFFICIAL STATEMENT to be materially misleading, and unless the Underwriter elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Underwriter an appropriate amendment or supplement to the OFFICIAL STATEMENT satisfactory to the Underwriter, provided, however, that the obligation of the District to the Underwriter to so amend or supplement the OFFICIAL STATEMENT will terminate when the District delivers the Bonds to the Underwriter, unless the Underwriter notifies the District 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 an ultimate customer.

## **Certification of Official Statement**

The District, acting through its Board in its official capacity, hereby certifies, as of the date hereof, that the information, statements, and descriptions or any addenda, supplement and amendment thereto pertaining to the District and its affairs contained herein, to the best of its knowledge and belief, contain no untrue statement of a material fact and do not omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading. With respect to information included in this OFFICIAL STATEMENT other than that relating to the District, the District has no reason to believe that such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading; however, the Board has made no independent investigation as to the accuracy or completeness of the information derived from sources other than the District. In rendering such certificate, the official executing this certificate may state that he has relied in part on his examination of records of the District relating to matters within his own area of responsibility, and his discussions with, or certificates or correspondence signed by, certain other officials, employees, consultants and representatives of the District.

## **CONTINUING DISCLOSURE OF INFORMATION**

The offering of the Bonds qualifies for the Rule 15c2-12(d)(2) exemption from Rule 15c2-12(b)(5) of the United States Securities and Exchange Commission (the "SEC") regarding the District's continuing disclosure obligations because the District does not have more than \$10,000,000 in aggregate amount of bonds outstanding and no person is committed by contract or other arrangement with respect to payment of the Bonds; as required, in the Bond Order, 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 the agreement for so long as it remains obligated to advance funds to pay the Bonds subject to amendment to or repeal of same as set forth below. Under the agreement, the District will be obligated to provide certain financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board ("MSRB"). The MSRB has established the Electronic Municipal Market Access ("EMMA") system

### **Annual Reports**

The District will provide certain financial information and operating data, which is customarily prepared by the District and publicly available annually to the MSRB.

In addition, the District and the Developers have agreed to provide information with respect to the Developers, any person or entity to whom the Developers voluntarily assigns (except as collateral) the right to receive a payment out of the proceeds from the sale of the bonds of the District, and each other person or entity, if any, to whom the District voluntarily makes or agrees or has agreed to make a payment out of such proceeds. The District and the Developers will be obligated to provide information concerning the Developers and any such other person or entity only if and so long as (1) such person owns more than 20% of the taxable property within the District by value, as reflected by the most recently certified tax rolls (and without effect to special valuation provisions), (2) such person has made tax or other payments to the District which were used or available to pay more than 20% of the District's debt service requirements in the applicable fiscal year, or (3) at the end of such fiscal year such person is obligated to the District to provide or pay for District facilities or debt in an amount which exceeds 20% of the amount of the District's bonds then outstanding. The financial information with respect to Grand Prairie Development is found in the APPENDIX B (Financial Information Concerning Grand Prairie Development). The District will update and provide this information to the MSRB within six months after the end of each of its fiscal years ending on or after 2025. 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 the audit report becomes available.

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

## **Specified Event Notices**

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR § 240.15c2-12 (the "Rule"); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of 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 to a decision to purchase or sell Bonds; (15) incurrence of a financial obligation of the District or other 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 other obligated person, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person, any of which reflect financial difficulties. The terms "financial obligation" and "material" when used in this paragraph shall have the meanings ascribed to them under federal securities laws. Neither the Bonds nor the Bond Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described under "—Annual Reports."

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

The District has agreed to provide the foregoing information only to the MSRB. The MSRB makes the information available to the public without charge through an internet portal at [www.emma.msrb.org](http://www.emma.msrb.org).

## **Limitations and Amendments**

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

The District may amend its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District, but only if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering described herein in compliance with 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 a nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The District may also amend or repeal the agreement if the SEC amends or repeals the applicable provisions of 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 Underwriter 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 under "—Annual Reports" an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information and operating data so provided.

## **Compliance With Prior Undertakings**

The Bonds are the first series of bonds to be issued by the District, therefore, the District has not previously entered into a continuing disclosure undertaking agreement.

**MISCELLANEOUS**

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

/s/ \_\_\_\_\_  
President, Board of Directors

ATTEST:

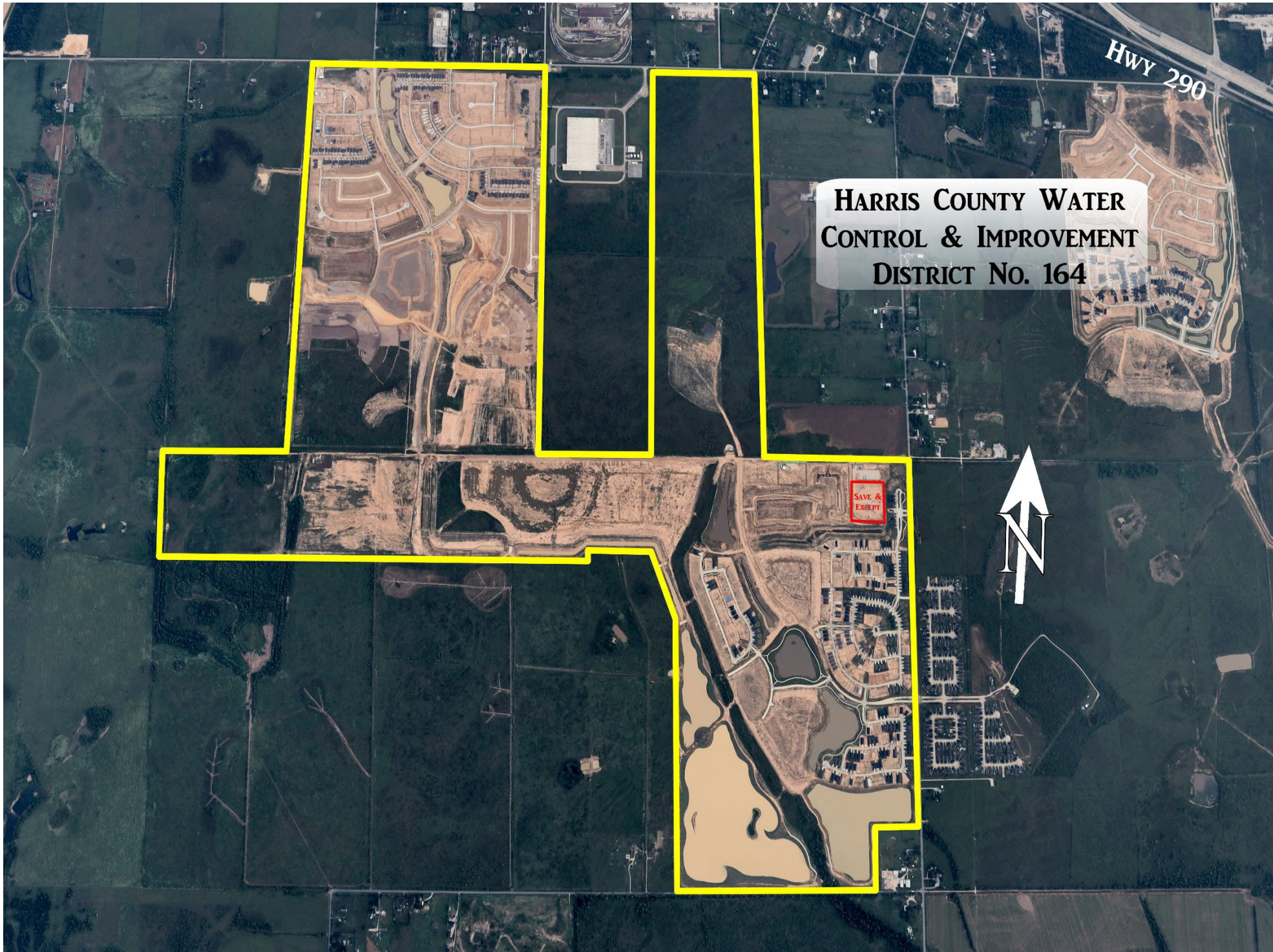
/s/ \_\_\_\_\_  
Secretary, Board of Directors

**AERIAL LOCATION MAP**  
**(Approximate boundaries as of August 2024)**

HWY 290

**HARRIS COUNTY WATER  
CONTROL & IMPROVEMENT  
DISTRICT NO. 164**

SAVE &  
EXCEPT



**PHOTOGRAPHS OF THE DISTRICT**  
**(Taken August 2024)**













## **APPENDIX A**

### **Independent Auditor's Report and Financial Statements of the District for the year ended April 30, 2024**

The information contained in this appendix includes the audited financial statements of Harris County Water Control and Improvement District No. 164 and certain supplemental information for the fiscal year ended April 30, 2024.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164**

**HARRIS COUNTY, TEXAS**

**ANNUAL FINANCIAL REPORT**

**APRIL 30, 2024**



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E-Mail: [mgsb@mgsbpllc.com](mailto:mgsb@mgsbpllc.com)

## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Harris County Water Control and Improvement District No. 164  
Harris County, Texas

### **Opinions**

We have audited the accompanying financial statements of the governmental activities and major fund of Harris County Water Control and Improvement District No. 164 (the "District") as of and for the year ended April 30, 2024, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the District as of April 30, 2024, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinions**

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

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

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

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



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

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

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

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

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

### **Required Supplementary Information**

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



### **Supplementary Information**

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

*McCall Gibson Swedlund Barfoot PLLC*

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

August 13, 2024



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED APRIL 30, 2024**

Management’s discussion and analysis of Harris County Water Control and Improvement District No. 164’s (the “District”) financial performance provides an overview of the District’s financial activities for the fiscal year ended April 30, 2024. Please read it in conjunction with the District’s financial statements.

**USING THIS ANNUAL REPORT**

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

**GOVERNMENT-WIDE FINANCIAL STATEMENTS**

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

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

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

**FUND FINANCIAL STATEMENTS**

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has one governmental fund type. The General Fund accounts for property tax revenues, developer advances, operating costs and general expenditures.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED APRIL 30, 2024**

**FUND FINANCIAL STATEMENTS** (Continued)

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

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

**NOTES TO THE FINANCIAL STATEMENTS**

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

**OTHER INFORMATION**

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

**GOVERNMENT-WIDE FINANCIAL ANALYSIS**

Net position may serve over time as a useful indicator of the District’s financial position. In the case of the District, assets exceeded liabilities by \$9,367,494 as of April 30, 2024. The following is a comparative analysis of government-wide changes in net position:

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED APRIL 30, 2024**

**GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)**

	Summary of Changes in the Statement of Net Position		
	2024	2023	Change Positive (Negative)
Current and Other Assets	\$ 15,198	\$ 348,087	\$ (332,889)
Capital Assets (Net of Accumulated Depreciation)	<u>13,172,070</u>	<u>12,010,845</u>	<u>1,161,225</u>
Total Assets	<u>\$ 13,187,268</u>	<u>\$ 12,358,932</u>	<u>\$ 828,336</u>
Due to Developer	\$ 2,639,674	\$ 1,468,594	\$ (1,171,080)
Other Liabilities	<u>1,180,100</u>	<u>890,492</u>	<u>(289,608)</u>
Total Liabilities	<u>\$ 3,819,774</u>	<u>\$ 2,359,086</u>	<u>\$ (1,460,688)</u>
Net Position:			
Net Investment in Capital Assets	\$ 10,903,408	\$ 9,762,070	\$ 1,141,338
Unrestricted	<u>(1,535,914)</u>	<u>237,776</u>	<u>(1,773,690)</u>
Total Net Position	<u>\$ 9,367,494</u>	<u>\$ 9,999,846</u>	<u>\$ (632,352)</u>

The following table provides a comparative analysis of the District's operations for the years ended April 30, 2024, and April 30, 2023.

	Summary of Changes in the Statement of Activities		
	2024	2023	Change Positive (Negative)
Revenues:			
Property Taxes	\$ 196	\$ 62	\$ 134
Other Revenues	<u>3,171</u>	<u>50,134</u>	<u>(46,963)</u>
Total Revenues	\$ 3,367	\$ 50,196	\$ (46,829)
Expenses for Services	<u>635,719</u>	<u>319,956</u>	<u>(315,763)</u>
Change in Net Position	\$ (632,352)	\$ (269,760)	\$ (362,592)
Net Position, Beginning	<u>9,999,846</u>	<u>10,269,606</u>	<u>(269,760)</u>
Net Position, Ending	<u>\$ 9,367,494</u>	<u>\$ 9,999,846</u>	<u>\$ (632,352)</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED APRIL 30, 2024**

**FINANCIAL ANALYSIS OF THE DISTRICT’S GOVERNMENTAL FUND**

The District’s General Fund fund balance as of April 30, 2024, was a deficit \$1,164,911, a decrease of \$622,506 from the prior fiscal year deficit balance of \$542,405. This decrease was primarily due to operating and capital costs exceeding developer advances.

**CAPITAL ASSETS**

Capital assets as of April 30, 2024, total \$13,172,070 (net of accumulated depreciation) and include land and detention facilities.

Capital Assets At Year-End, Net of Accumulated Depreciation			
	2024	2023	Change Positive (Negative)
Capital Assets Not Being Depreciated:			
Land and Land Improvements	\$ 2,794,500	\$ 2,794,500	\$
Construction in Progress	398,960	9,216,345	(8,817,385)
Capital Assets, Net of Accumulated Depreciation:			
Detention Facilities	9,978,610		9,978,610
Total Net Capital Assets	\$ 13,172,070	\$ 12,010,845	\$ 1,161,225

**LONG-TERM DEBT**

As of April 30, 2024, the District recorded an amount due to Developer of \$2,639,674 which consists of operating and construction advances made by the Developer during the previous and current fiscal years.

**GENERAL FUND BUDGETARY HIGHLIGHTS**

The Board of Directors adopted an unappropriated budget for the current year. Actual revenues were \$52,642 less than budgeted, actual expenditures were \$1,324,314 more than budgeted expenditures and actual developer advances were \$754,450 more than budgeted. This resulted in a negative budget variance of \$622,506. See the budget to actual comparison for more information.

**CONTACTING THE DISTRICT’S MANAGEMENT**

This financial report is designed to provide a general overview of the District’s finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Harris County Water Control and Improvement District No. 164, c/o Schwartz, Page & Harding, L.L.P., 1300 Post Oak Blvd., Suite 2400, Houston, TX 77056.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
STATEMENT OF NET POSITION AND  
GOVERNMENTAL FUND BALANCE SHEET  
APRIL 30, 2024**

	General Fund	Adjustments	Statement of Net Position
<b>ASSETS</b>			
Cash	\$ 13,995	\$	\$ 13,995
Investments	1,148		1,148
Receivables:			
Property Taxes	9		9
Other	46		46
Land		2,794,500	2,794,500
Construction in Progress		398,960	398,960
Capital Assets (Net of Accumulated Depreciation)		9,978,610	9,978,610
<b>TOTAL ASSETS</b>	<b>\$ 15,198</b>	<b>\$ 13,172,070</b>	<b>\$ 13,187,268</b>
 <b>LIABILITIES</b>			
Accounts Payable	\$ 1,180,100	\$	\$ 1,180,100
Due to Developer		2,639,674	2,639,674
<b>TOTAL LIABILITIES</b>	<b>\$ 1,180,100</b>	<b>\$ 2,639,674</b>	<b>\$ 3,819,774</b>
 <b>DEFERRED INFLOWS OF RESOURCES</b>			
Property Taxes	\$ 9	\$ (9)	\$ -0-
 <b>FUND BALANCE</b>			
Unassigned	\$ (1,164,911)	\$ 1,164,911	\$ -0-
 <b>TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE</b>	 <b>\$ 15,198</b>		
 <b>NET POSITION</b>			
Net Investment in Capital Assets		\$ 10,903,408	\$ 10,903,408
Unrestricted		(1,535,914)	(1,535,914)
<b>TOTAL NET POSITION</b>		<b>\$ 9,367,494</b>	<b>\$ 9,367,494</b>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET  
TO THE STATEMENT OF NET POSITION  
APRIL 30, 2024**

Total Fund Balance - Governmental Fund	\$	(1,164,911)
<p>Amounts reported for governmental activities in the Statement of Net Position are different because:</p>		
<p>Capital assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds.</p>		13,172,070
<p>Deferred inflows of resources related to property tax revenues and penalty and interest receivable on delinquent taxes for the 2023 and prior tax levies became part of recognized revenue in the governmental activities of the District.</p>		9
<p>Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year-end consist of:</p>		
Due to Developer		<u>(2,639,674)</u>
Total Net Position - Governmental Activities	\$	<u>9,367,494</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE  
FOR THE YEAR ENDED APRIL 30, 2024**

	General Fund	Adjustments	Statement of Activities
<b>REVENUES</b>			
Property Taxes	\$ 187	\$ 9	\$ 196
Investment Revenues	3,162		3,162
Miscellaneous Revenues	9		9
<b>TOTAL REVENUES</b>	<b>\$ 3,358</b>	<b>\$ 9</b>	<b>\$ 3,367</b>
 <b>EXPENDITURES/EXPENSES</b>			
Service Operations:			
Professional Fees	\$ 170,464	\$	\$ 170,464
Contracted Services	44,670		44,670
Repairs and Maintenance	285,668		285,668
Depreciation		111,307	111,307
Other	23,610		23,610
Capital Outlay	1,272,532	(1,272,532)	
<b>TOTAL EXPENDITURES/EXPENSES</b>	<b>\$ 1,796,944</b>	<b>\$ (1,161,225)</b>	<b>\$ 635,719</b>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<b>\$ (1,793,586)</b>	<b>\$ 1,161,234</b>	<b>\$ (632,352)</b>
<b>OTHER FINANCING SOURCES (USES)</b>			
Developer Advances	\$ 1,171,080	\$ (1,171,080)	\$ - 0 -
<b>NET CHANGE IN FUND BALANCE</b>	\$ (622,506)	\$ 622,506	\$
<b>CHANGE IN NET POSITION</b>		(632,352)	(632,352)
<b>FUND BALANCE(DEFICIT)/NET POSITION - MAY 1, 2023</b>	(542,405)	10,542,251	9,999,846
<b>FUND BALANCE(DEFICIT)/NET POSITION - APRIL 30, 2024</b>	<b>\$ (1,164,911)</b>	<b>\$ 10,532,405</b>	<b>\$ 9,367,494</b>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE  
TO THE STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED APRIL 30, 2024**

Net Change in Fund Balance - Governmental Fund \$ (622,506)

Amounts reported for governmental activities in the Statement of Activities are different because:

Governmental funds report tax revenues when collected. However, in the Statement of Activities, revenue is recorded in the accounting period for which the taxes are levied. 9

Governmental funds do not account for depreciation. However, in the Statement of Net Position, capital assets are depreciated and the depreciation expense is recorded in the Statement of Activities. (111,307)

Governmental funds report capital expenditures as expenditures in the period purchased. However, in the Statement of Net Position, capital assets are increased by new purchases and the Statement of Activities is not affected. 1,272,532

Governmental funds report developer advances as other financing sources. However, in the Statement of Net Position, developer advances, net any amount paid to the developer, are recorded as a liability. (1,171,080)

Change in Net Position - Governmental Activities \$ (632,352)

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 1. CREATION OF DISTRICT**

Harris County Water Control and Improvement District No. 164 (the “District”) was created effective June 15, 2021, pursuant to Chapter 744 (H.B. 4592), Acts of the 87<sup>th</sup> Legislature, Regular Session 2021, codified as Chapter 9089 of the Texas Special District Local Laws Code. In accordance with the Texas Water Code, Chapters 49 and 51, the District is empowered to purchase, operate and maintain all facilities, plants and improvements necessary to provide drainage, road, and recreational services to the customers of the District. The Board of Directors held its first meeting on July 16, 2021.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

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

The District is a political subdivision of the State of Texas governed by an elected board. GASB has established the criteria for determining whether an entity is a primary government or a component unit of a primary government. The primary criteria are that it has a separately elected governing body, it is legally separate, and it is fiscally independent of other state and local governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial statement as component units.

Financial Statement Presentation

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

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Financial Statement Presentation (Continued)

- \* Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.
- \* Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- \* Unrestricted Net Position – This component of net position consists of assets that do not meet the definition of Restricted or Net Investment in Capital Assets.

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

Government-Wide Financial Statements

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

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

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

Fund Financial Statements

As discussed above, the District's fund financial statements are combined with the government-wide financial statements. The fund financial statements include a Balance Sheet and a Statement of Revenues, Expenditures and Changes in Fund Balance.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Governmental Fund

The District has one governmental fund and considers it to be a major fund.

General Fund - To account for property tax revenues, developer advances, operating costs and general expenditures.

Basis of Accounting

The District uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both “measurable and available.” Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The District considers revenue reported in governmental funds to be available if they are collectable within 60 days after year end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

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

Capital Assets

Capital assets are reported in the government-wide Statement of Net Position. Capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their fair market value on the date donated. Repairs and maintenance are recorded as expenditures in the governmental fund incurred and as an expense in the government-wide Statement of Activities. Capital asset additions, improvements and preservation costs that extend the life of an asset are capitalized and depreciated over the estimated useful life of the asset. Engineering fees and certain other costs are capitalized as part of the asset.

Assets are capitalized, including infrastructure assets, if they have an original cost greater than \$5,000 and a useful life over two years. Depreciation is calculated on each class of depreciable property using the straight-line method of depreciation. Estimated useful lives are as follows:

Drainage System	Years 20-45
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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Budgeting

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. The original General Fund budget for the current year was not amended. The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – General Fund presents the original budget amounts compared to the actual amounts of revenues and expenditures for the current year.

Pensions

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

Measurement Focus

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

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

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

*Restricted*: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally. The District does not have any restricted fund balances.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Committed:* amounts that can be spent only for purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. This action must be made no later than the end of the fiscal year. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The District does not have any committed fund balances.

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

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

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

Accounting Estimates

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

**NOTE 3. DEPOSITS AND INVESTMENTS**

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The District's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the District's deposits was \$13,995 and the bank balance was \$48,639. The District was not exposed to custodial credit risk.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 3. DEPOSITS AND INVESTMENTS (Continued)**

Investments

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the District’s financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The District’s investments must be made “with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.” No person may invest District funds without express written authority from the Board of Directors.

Texas statutes include specifications for and limitations applicable to the District and its authority to purchase investments as defined in the Public Funds Investment Act. The District has adopted a written investment policy to establish the guidelines by which it may invest. This policy is reviewed annually. The District’s investment policy may be more restrictive than the Public Funds Investment Act.

The District invests in Texas Cooperative Liquid Assets Securities System Trust (“Texas CLASS”), an external public funds investment pool that is not SEC-registered. Public Trust Advisors, LLC serves as the pool’s administrator and investment advisor. The pool is subject to the general supervision of the Board of Trustees and its Advisory Board. UMB Bank, N.A. serves as custodian for the pool. Investments held by Texas CLASS are priced to market on a weekly basis. The investments are considered to be Level I investments because their fair value is measured by quoted prices in active markets. The fair value of the District’s position in the pool is the same as the value of the pool shares. There are no limitations or restrictions on withdrawals from Texas CLASS.

As of April 30, 2024, the District had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities of Less Than 1 Year
<u>GENERAL FUND</u>		
Texas CLASS	<u>\$ 1,148</u>	<u>\$ 1,148</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 3. DEPOSITS AND INVESTMENTS (Continued)**

Investments (Continued)

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At April 30, 2024, the District's investment in Texas CLASS was rated "AAAm" by Standard & Poor's.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investment in Texas CLASS to have a maturity of less than one year due to the fact the share position can usually be redeemed each day at the discretion of the District, unless there has been a significant change in value.

**NOTE 4. BONDS VOTED**

As of April 30, 2024, the District had authorized but unissued bonds in the amount of \$528,300,000 for the purchase or construction of sanitary sewer and drainage facilities and \$158,500,000 for the refunding of bonds issued for same, \$252,500,000 for the purchase or construction of parks and recreational facilities and \$75,800,000 for the refunding of bonds issued for same, and \$122,850,000 for the purchase or construction of road facilities and \$36,900,000 for the refunding of bonds for same.

**NOTE 5. CAPITAL ASSETS**

Capital asset activity for the year ended April 30, 2024:

	<u>May 1, 2023</u>	<u>Increases</u>	<u>Decreases</u>	<u>April 30, 2024</u>
<b>Capital Assets Not Being Depreciated</b>				
Land and Land Improvements	\$ 2,794,500	\$	\$	\$ 2,794,500
Construction in Progress	<u>9,216,345</u>	<u>1,272,532</u>	<u>10,089,917</u>	<u>398,960</u>
<b>Total Capital Assets Not Being Depreciated</b>	<u>\$ 12,010,845</u>	<u>\$ 1,272,532</u>	<u>\$ 10,089,917</u>	<u>\$ 3,193,460</u>
<b>Capital Assets Subject to Depreciation</b>				
Detention Facilities	<u>\$ - 0 -</u>	<u>\$ 10,089,917</u>	<u>\$ - 0 -</u>	<u>\$ 10,089,917</u>
<b>Accumulated Depreciation</b>				
Detention Facilities	<u>\$ - 0 -</u>	<u>\$ 111,307</u>	<u>\$ - 0 -</u>	<u>\$ 111,307</u>
<b>Total Depreciable Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ - 0 -</u>	<u>\$ 9,978,610</u>	<u>\$ - 0 -</u>	<u>\$ 9,978,610</u>
<b>Total Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ 12,010,845</u>	<u>\$ 11,251,142</u>	<u>\$ 10,089,917</u>	<u>\$ 13,172,070</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 6. MAINTENANCE TAX**

On May 7, 2022, the voters of the District approved the levy and collection of a maintenance tax not to exceed \$1.50 per \$100 of assessed valuation of taxable property within the District. This maintenance tax is to be used by the General Fund to pay expenditures of operating the District’s facilities as well as any other lawfully authorized purpose. During the year ended April 30, 2024, the District levied an ad valorem maintenance tax rate of \$0.40, which resulted in a tax levy of \$83 on the adjusted taxable valuation of \$20,899 for the 2023 tax year.

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

**NOTE 7. RISK MANAGEMENT**

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, errors and omissions, and natural disasters for which the District carries commercial insurance. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

**NOTE 8. UNREIMBURSED COSTS**

The District has entered into certain financing and reimbursement agreements with a Developer within the District which provides for the Developer to make payments on behalf of the District for various projects and operating and construction advances. The District has an obligation to reimburse the Developer for these costs from future bond issues to the extent approved by the Commission. The District has recorded a liability to the Developer of \$2,639,674 for operating and construction advances as of April 30, 2024. The actual amounts owed, including developer interest, will be calculated at the time debt is issued to reimburse the Developer. The following table summarizes the current fiscal year activity related to unreimbursed Developer costs for advances:

Due to Developer, beginning of year	\$	1,468,594
Additions		<u>1,171,080</u>
Due to Developer, end of year	\$	<u>2,639,674</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
NOTES TO THE FINANCIAL STATEMENTS  
APRIL 30, 2024**

**NOTE 9. INTERLOCAL AGREEMENT WITH HARRIS COUNTY FLOOD CONTROL DISTRICT**

On August 24, 2021, the District entered into an Interlocal Agreement with Harris County Flood Control District (“HCFC”) for a partnership project to increase detention and retention volumes in the upper Cypress Creek Watershed to manage stormwater overflows from Cypress Creek into the Addicks Reservoir. The District agreed to construct and reserve for HCFC 150 acre-feet of detention volume and 100 acre-feet of retention volume within the District’s regional drainage, detention and retention facilities in exchange for \$10,380,693.

**NOTE 10. ECONOMIC DEPENDENCY**

The Developer owns the majority of the taxable property in the District. The District’s ability to meet its obligations is dependent on the Developer’s future ability to pay property taxes.

Since inception, the Developer has advanced \$371,012 to the District for operations and \$2,268,662 for construction projects. The District does not have sufficient funds nor anticipated revenues sufficient to liquidate these advances during the forthcoming fiscal year. These advances have been recorded as liabilities in the government-wide financial statements (See Note 8).

**NOTE 11. DEFICIT FUND BALANCE**

As of April 30, 2024, the District’s General Fund had a deficit fund balance of \$1,164,911. The District anticipates that future growth within the District will generate tax and service revenues sufficient to pay operating costs of the District.

**NOTE 12. SUBSEQUENT EVENT – PENDING BOND SALE**

On July 9, 2024, subsequent to year end, the District submitted an application to the Commission requesting approval to issue \$5,570,000 of bonds. Delivery of the bonds is currently scheduled on or about November 12, 2024.

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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164**

**REQUIRED SUPPLEMENTARY INFORMATION**

**APRIL 30, 2024**



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES  
IN FUND BALANCE - BUDGET AND ACTUAL – GENERAL FUND  
FOR THE YEAR ENDED APRIL 30, 2024**

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance Positive (Negative)</u>
<b>REVENUES</b>			
Property Taxes	\$ 38,000	\$ 187	\$ (37,813)
Investment Revenues	18,000	3,162	(14,838)
Miscellaneous Revenues	<u>          </u>	<u>9</u>	<u>9</u>
<b>TOTAL REVENUES</b>	<u>\$ 56,000</u>	<u>\$ 3,358</u>	<u>\$ (52,642)</u>
<b>EXPENDITURES</b>			
Service Operations:			
Professional Fees	\$ 376,710	\$ 170,464	\$ 206,246
Contracted Services	37,200	44,670	(7,470)
Repairs and Maintenance	35,000	285,668	(250,668)
Other	23,720	23,610	110
Capital Outlay	<u>          </u>	<u>1,272,532</u>	<u>(1,272,532)</u>
<b>TOTAL EXPENDITURES</b>	<u>\$ 472,630</u>	<u>\$ 1,796,944</u>	<u>\$ (1,324,314)</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>\$ (416,630)</u>	<u>\$ (1,793,586)</u>	<u>\$ (1,376,956)</u>
<b>OTHER FINANCING SOURCES(USES)</b>			
Developer Advances	<u>\$ 416,630</u>	<u>\$ 1,171,080</u>	<u>\$ 754,450</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ -0-	\$ (622,506)	\$ (622,506)
<b>FUND BALANCE(DEFICIT) - MAY 1, 2023</b>	<u>(542,405)</u>	<u>(542,405)</u>	<u>\$ -0-</u>
<b>FUND BALANCE(DEFICIT) - APRIL 30, 2024</b>	<u>\$ (542,405)</u>	<u>\$ (1,164,911)</u>	<u>\$ (622,506)</u>

See accompanying independent auditor's report.

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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164**

**SUPPLEMENTARY INFORMATION – REQUIRED BY THE  
WATER DISTRICT FINANCIAL MANAGEMENT GUIDE**

**APRIL 30, 2024**



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
SERVICES AND RATES  
FOR THE YEAR ENDED APRIL 30, 2024**

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

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

**2. RETAIL SERVICE PROVIDERS**

**a. RETAIL RATES FOR A 5/8" METER (OR EQUIVALENT): Not Applicable \***

**b. WATER AND WASTEWATER RETAIL CONNECTIONS: Not Applicable \***

**3. TOTAL WATER CONSUMPTION DURING THE FISCAL YEAR ROUNDED TO THE NEAREST THOUSAND: Not Applicable \***

\* The District does not provide retail services.

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
SERVICES AND RATES  
FOR THE YEAR ENDED APRIL 30, 2024**

**5. LOCATION OF DISTRICT:**

Is the District located entirely within one county?

Yes   X   No       

County in which District is located:

Harris County, Texas

Is the District located within a city?

Entirely        Partly        Not at all   X  

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

Entirely   X   Partly        Not at all       

ETJ in which District is located:

City of Houston, Texas

Are Board Members appointed by an office outside the District?

Yes        No   X  

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
GENERAL FUND EXPENDITURES  
FOR THE YEAR ENDED APRIL 30, 2024**

PROFESSIONAL FEES:	
Auditing	\$ 14,400
Engineering	64,721
Legal	<u>91,343</u>
TOTAL PROFESSIONAL FEES	<u>\$ 170,464</u>
CONTRACTED SERVICES:	
Bookkeeping	\$ 30,939
Tax Assessor/Collector	<u>13,731</u>
TOTAL CONTRACTED SERVICES	<u>\$ 44,670</u>
REPAIRS AND MAINTENANCE	<u>\$ 285,668</u>
ADMINISTRATIVE EXPENDITURES:	
Director Fees, Including Payroll Taxes	\$ 9,419
Insurance	3,376
Legal Notices	218
Office Supplies and Postage	4,999
Travel and Meetings	771
Other	<u>4,827</u>
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 23,610</u>
CAPITAL OUTLAY	<u>\$ 1,272,532</u>
TOTAL EXPENDITURES	<u>\$ 1,796,944</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
INVESTMENTS  
FOR THE YEAR ENDED APRIL 30, 2024**

<u>Fund</u>	<u>Identification or Certificate Number</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Balance at End of Year</u>	<u>Accrued Interest Receivable at End of Year</u>
<u>GENERAL FUND</u> Texas CLASS	XXXX0001	Varies	Daily	<u>\$ 1,148</u>	<u>\$ -0-</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
TAXES LEVIED AND RECEIVABLE  
FOR THE YEAR ENDED APRIL 30, 2024**

	Maintenance Taxes	
TAXES RECEIVABLE -		
MAY 1, 2023	\$     -0-	
Adjustments to Beginning		
Balance	113	\$     113
Original 2023 Tax Levy	\$     82	
Adjustment to 2023 Tax Levy	1	83
TOTAL TO BE		
ACCOUNTED FOR		\$     196
 TAX COLLECTIONS:		
Prior Years	\$     112	
Current Year	75	187
 TAXES RECEIVABLE -		
APRIL 30, 2024		\$     9
 TAXES RECEIVABLE BY		
YEAR:		
2023		\$     8
2022		1
TOTAL		\$     9

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
TAXES LEVIED AND RECEIVABLE  
FOR THE YEAR ENDED APRIL 30, 2024**

	2023	2022
PROPERTY VALUATIONS:		
Land	\$ 3,750	\$ 15,558
Personal Property	17,149	
TOTAL PROPERTY VALUATIONS	\$ 20,899	\$ 15,558
TAX RATES PER \$100 VALUATION:		
Debt Service	\$ 0.00	\$ 0.00
Maintenance	0.40	0.40
TOTAL TAX RATES PER \$100 VALUATION	\$ 0.40	\$ 0.40
ADJUSTED TAX LEVY*	\$ 83	\$ 62
PERCENTAGE OF TAXES COLLECTED TO TAXES LEVIED	90.36 %	98.39 %

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

Maintenance Tax – Maximum tax rate not to exceed \$1.50 per \$100 of assessed valuation approved by voters on May 7, 2022.

See accompanying independent auditor's report.

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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES  
GENERAL FUND – THREE YEARS**

	Amounts		
	2024	2023	2022
<b>REVENUES</b>			
Property Taxes	\$ 187	\$ 62	\$
Investment Revenues	3,162	50,134	5,018
Miscellaneous Revenues	9		
<b>TOTAL REVENUES</b>	<u>\$ 3,358</u>	<u>\$ 50,196</u>	<u>\$ 5,018</u>
<b>EXPENDITURES</b>			
Professional Fees	\$ 170,464	\$ 228,758	\$ 68,323
Contracted Services	44,670	33,316	7,007
Repairs and Maintenance	285,668	23,689	650
Other	23,610	26,535	28,883
Capital Outlay	1,272,532	7,942,240	4,087,505
<b>TOTAL EXPENDITURES</b>	<u>\$ 1,796,944</u>	<u>\$ 8,254,538</u>	<u>\$ 4,192,368</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>\$ (1,793,586)</u>	<u>\$ (8,204,342)</u>	<u>\$ (4,187,350)</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Sale of Capacity	\$	\$	\$ 10,380,693
Developer Advances	1,171,080	1,438,594	30,000
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>\$ 1,171,080</u>	<u>\$ 1,438,594</u>	<u>\$ 10,410,693</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ (622,506)	\$ (6,765,748)	\$ 6,223,343
<b>BEGINNING FUND BALANCE(DEFICIT)</b>	(542,405)	6,223,343	
<b>ENDING FUND BALANCE(DEFICIT)</b>	<u>\$ (1,164,911)</u>	<u>\$ (542,405)</u>	<u>\$ 6,223,343</u>
<b>TOTAL ACTIVE RETAIL WATER CONNECTIONS</b>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<b>TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS</b>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

See accompanying independent auditor's report.

Percentage of Total Revenues		
2024	2023	2022
5.5 %	0.1 %	%
94.2	99.9	100.0
0.3		
<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
5,076.4 %	455.7 %	1,361.6 %
1,330.3	66.4	139.6
8,507.1	47.2	13.0
703.1	52.9	575.6
<u>37,895.5</u>	<u>15,822.5</u>	<u>81,456.9</u>
<u>53,512.4 %</u>	<u>16,444.7 %</u>	<u>83,546.7 %</u>
<u>(53,412.4) %</u>	<u>(16,344.7) %</u>	<u>(83,446.7) %</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS  
APRIL 30, 2024**

District Mailing Address - Harris County Water Control and Improvement District No. 164  
c/o Schwartz, Page & Harding, L.L.P.  
1300 Post Oak Boulevard, Suite 2400  
Houston, TX 77056-3078

District Telephone Number - (713) 623-4531

<b>Board Members</b>	Term of Office (Elected or <u>Appointed</u> )	Fees of Office for the year ended <u>April 30, 2024</u>	Expense Reimbursements for the year ended <u>April 30, 2024</u>	<u>Title</u>
Louis M. Girard	05/2022 - 05/2026 (Elected)	\$ 1,255	\$ -0-	President
Henry R. Chapman	05/2022 - 05/2024 (Elected)	\$ 1,847	\$ -0-	Vice President
Ford Allen	05/2022 - 05/2026 (Elected)	\$ 1,918	\$ -0-	Secretary
Jay T. Kolb	05/2022 - 05/2024 (Elected)	\$ 1,476	\$ -0-	Assistant Secretary
Mike Prats	05/2022 - 05/2026 (Elected)	\$ 2,068	\$ -0-	Assistant Secretary

Note: No Director has any business or family relationships (as defined by the Texas Water Code) with major landowners in the District, with the District's developer or with any of the District's consultants.

Submission date of most recent District Registration Form: June 14, 2024

The limit on Fees of Office that a Director may receive during a fiscal year is \$7,200 as set by Board Resolution. Fees of Office are the amounts actually paid to a Director during the District's current fiscal year.

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 164  
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS  
APRIL 30, 2024**

<b>Consultants:</b>	<u>Date Hired</u>	<u>Fees for the year ended April 30, 2024</u>	<u>Title</u>
Schwartz, Page & Harding, L.L.P.	07/16/21	\$ 98,938	General Counsel
McCall Gibson Swedlund Barfoot PLLC	05/14/24	\$ -0-	Auditor
FORVIS, LLP	05/10/22- 05/14/22	\$ 14,400	Prior Auditor
Municipal Accounts & Consulting, L.P.	07/16/21	\$ 31,820	Bookkeeper
Ted A. Cox, PC	02/14/23	\$ -0-	Delinquent Tax Attorney
Masterson Advisors LLC	07/16/21	\$ -0-	Financial Advisor
Pape-Dawson Consulting Engineers, LLC	07/16/21	\$ 463,681	Engineer
B&A Municipal Tax Service, LLC	04/12/22	\$ 13,731	Tax Assessor/ Collector
Mark Burton Ghia Lewis	09/23/21	\$ -0-	Investment Officers

See accompanying independent auditor's report.



## **APPENDIX B**

### **Financial Information Concerning Grand Prairie Development, LLC**

Grand Prairie Development, LLC (“Grand Prairie Development”) has delivered the audited financial information (the financial information is not covered by an auditor’s report) included in this APPENDIX B (the “Financial Information”) to the District for publication in connection with the District’s offer and sale of Bonds. The Financial Information has been included herein solely as additional information concerning Grand Prairie Development, its financial condition and source of funds. Such Financial Information is relevant, among other reasons, to the ability of Grand Prairie Development to continue developing its property within the District and to pay ad valorem taxes thereon. Grand Prairie Development is not responsible for, liable for, and has not made any commitment for the payment of the Bonds or any other obligations of the District, and the inclusion of the Financial Information herein should not be construed as an implication to that effect. Grand Prairie Development has no legal commitment to the District or holders of the Bonds to continue development of its land within the District and Grand Prairie Development may sell or otherwise dispose of its property within the District, or any of its other assets, at any time. Further, the financial condition of Grand Prairie Development is subject to change, and no financial information concerning Grand Prairie Development will be provided by the District after the sale of the Bonds, other than as described in “CONTINUING DISCLOSURE OF INFORMATION—Annual Reports.” Therefore, the District cautions that the Financial Information should not be construed or interpreted as an indication of the investment security of the Bonds or of any other securities proposed to be issued by the District.

Grand Prairie Development represented to the District that the Financial Information has been prepared from its books and records, is in conformity with generally accepted accounting principles, fairly represents the financial condition of Grand Prairie Development as of the dates indicated and does not fail to disclose any material fact or omit to state any material facts necessary to make such Financial Information not misleading, and that there has not been any material adverse change in the financial condition of Grand Prairie Development since the dates at which the Financial Information is presented.

GRAND PRAIRIE DEVELOPMENT, LLC

CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022



MELTON & MELTON, L.L.P.  
CERTIFIED PUBLIC ACCOUNTANTS

**GRAND PRAIRIE DEVELOPMENT, LLC**

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**MELTON & MELTON, L.L.P.**  
CERTIFIED PUBLIC ACCOUNTANTS

## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Members of  
**Grand Prairie Development, LLC**

We have reviewed the accompanying consolidated financial statements of Grand Prairie Development, LLC, which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in members' capital, and cash flows for the years then ended, and the related notes to the consolidated financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

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

### **Accountant's Responsibility**

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Grand Prairie Development, LLC, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements related to our reviews.

### **Accountant's Conclusion**

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink that reads "Melton &amp; Melton LLP".

Houston, Texas  
March 11, 2024

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2023 and 2022**

	<b><u>2023</u></b>	<b><u>2022</u></b>
<b><u>ASSETS</u></b>		
<b>Real Estate</b>	\$ 59,421,981	\$ 29,186,548
<b>Cash and Cash Equivalents</b>	16,383	3,786,798
<b>Unbilled Revenue</b>	-	52,947
<b>Receivables</b>	<u>1,100,000</u>	<u>1,100,000</u>
	<b><u>\$ 60,538,364</u></b>	<b><u>\$ 34,126,293</u></b>
<b><u>LIABILITIES AND MEMBERS' CAPITAL</u></b>		
<b>Liabilities:</b>		
Development loans	\$ 28,275,957	\$ 9,373,607
Accounts payable:		
Trade	2,818,060	748,167
Retention	1,012,697	5,000
Related party	18,994	-
Lot deposits from homebuilders	2,311,821	3,985,200
Accrued loan commitment fee	-	779,673
Accrued interest	-	182,795
Accrued state income tax payable	35,000	-
Deferred revenue	<u>1,261,352</u>	<u>1,100,000</u>
Total liabilities	35,733,881	16,174,442
<b>Members' Capital</b>	<u>24,804,483</u>	<u>17,951,851</u>
	<b><u>\$ 60,538,364</u></b>	<b><u>\$ 34,126,293</u></b>

(See Notes to Consolidated Financial Statements)  
(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Years Ended December 31, 2023 and 2022**

	<b><u>2023</u></b>	<b><u>2022</u></b>
<b>Revenues:</b>		
Real estate	\$ 18,198,624	\$ -
Development fee income	470,396	227,947
Other income	-	6,834
	<u>18,669,020</u>	<u>234,781</u>
<b>Expenses:</b>		
Cost of real estate	11,403,398	-
Advertising	368,587	167,873
Other general and administrative expenses	9,403	3,483
	<u>11,781,388</u>	<u>171,356</u>
Income before state income tax expense	6,887,632	63,425
<b>State Income Tax Expense</b>	<u>35,000</u>	<u>8,718</u>
Net income	<b><u>\$ 6,852,632</u></b>	<b><u>\$ 54,707</u></b>

(See Notes to Consolidated Financial Statements)  
(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' CAPITAL**  
**For the Years Ended December 31, 2023 and 2022**

	<b>Members' Capital</b>
<b>Balance, December 31, 2021</b>	\$ 19,581,534
Contributions	130,856
Distributions	(1,815,246)
Net income	<u>54,707</u>
<b>Balance, December 31, 2022</b>	17,951,851
Net income	<u>6,852,632</u>
<b>Balance, December 31, 2023</b>	<b><u>\$ 24,804,483</u></b>

(See Notes to Consolidated Financial Statements)  
(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31, 2023 and 2022**

	<b><u>2023</u></b>	<b><u>2022</u></b>
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 6,852,632	\$ 54,707
Adjustments to reconcile net income to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Real estate	(27,160,924)	(8,170,277)
Unbilled revenue	52,947	(52,947)
Accounts payable	3,096,584	654,089
Lot deposits from homebuilders	(1,673,379)	3,985,200
Accrued loan commitment fee	(779,673)	779,673
Accrued interest	(182,795)	87,141
Accrued state income tax payable	35,000	-
Deferred revenue	161,352	-
Total adjustments	<u>(26,450,888)</u>	<u>(2,717,121)</u>
Net cash used in operating activities	<u>(19,598,256)</u>	<u>(2,662,414)</u>
<b>Cash Flows from Financing Activities:</b>		
Member contributions	-	104,262
Member distributions	-	(1,815,246)
Draws on development loan	34,138,160	8,760,435
Payments on development loan	<u>(18,310,319)</u>	<u>(2,424,610)</u>
Net cash provided by financing activities	<u>15,827,841</u>	<u>4,624,841</u>
Net change in cash and cash equivalents	(3,770,415)	1,962,427
<b>Cash and Cash Equivalents, beginning of year</b>	<u>3,786,798</u>	<u>1,824,371</u>
<b>Cash and Cash Equivalents, end of year</b>	<b><u>\$ 16,383</u></b>	<b><u>\$ 3,786,798</u></b>
<b>Supplemental Cash Flows Information:</b>		
Cash paid for state income taxes	<u>\$ -</u>	<u>\$ 8,718</u>
<b>Supplemental Schedule of Noncash Financing Activities:</b>		
Payable to member converted to member contribution	<u>\$ -</u>	<u>\$ 26,594</u>
Accrued interest included in development loan	<u>\$ 3,074,509</u>	<u>\$ 225,557</u>

(See Notes to Consolidated Financial Statements)  
(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

Grand Prairie Development, LLC, a Texas limited liability company (the “Company”), was formed on August 30, 2021. The Company is developing approximately 717 acres of real property for the eventual sale of individual residential lots to be sold to homebuilders.

CCDL Ventures GPD, LLC, a Texas limited liability company (the “Company Manager”), is responsible for managing the Company’s daily affairs.

**Reorganization**

On February 1, 2022, as part of a reorganization, the equity interests in two commonly controlled entities, Emptor Hockley, LLC (“Hockley”) and Emptor Betka, LLC (“Betka”), were exchanged for equity interests in the Company. In accordance with Accounting Standards Codification 805 *Consolidations*, transactions between entities under common control should initially measure the recognized assets and liabilities transferred at their carrying amounts in the accounts at the date of transfer. The Company’s consolidated financial statements will also report results of operations as though the transfer of net assets or exchange of equity interests had occurred at the beginning of the period. Therefore, the consolidated statements of operations, changes in members’ capital, and cash flows include the operations of the Company, Hockley, and Betka for the entire year of 2022 and 2023.

**Revenue Recognition**

Real estate revenue and related profit are generally recognized at the time of the closing of a sale when title to and possession of the property are transferred to the buyer. The Company’s performance obligation, to deliver the agreed-upon land or lots is generally satisfied at closing. However, there may be instances in which the Company has an unsatisfied remaining performance obligation at the time of closing. In these instances, the Company records contract liabilities and recognizes those revenues over time as the performance obligations are completed.

The Company receives earnest money deposits from homebuilders for purchases of developed lots. These earnest money deposits are typically released to the homebuilders as lots are sold. Contract liabilities are recorded in lot deposits from homebuilders on the consolidated balance sheets. Contract liabilities are reduced when the associated revenue from the contract is recognized.

The Company is overseeing the construction of certain aspects of the overall Grand Prairie Project, which includes approximately 427 acres of land not owned by the Company. In consideration of providing these services, the Company receives a development fee from the owner of the 427 acres. The Company recognizes development fee revenue over time as the related performance obligation is satisfied by transferring the value of the services to the customer. Progress toward complete satisfaction of the performance obligation is primarily measured using a cost-to-cost measure of progress method. This

(See Independent Accountant’s Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

measure includes forecasts based on the best information available and reflects management’s judgment to faithfully depict the value of the services transferred to the customer. The cost input is based primarily on construction cost incurred to date compared to the total estimated construction cost.

*Contract assets and liabilities*

At December 31, 2023, 2022, and 2021, the Company had the following contract assets and liabilities:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Contract assets:			
Unbilled revenues	\$ <u>          -</u>	\$ <u>  52,947</u>	\$ <u>          -</u>
Contract liabilities:			
Lot deposits from homebuilders	\$2,311,821	\$3,985,200	\$          -
Deferred revenue	<u>1,261,352</u>	<u>1,100,000</u>	<u>500,000</u>
	<u>\$3,573,173</u>	<u>\$5,085,200</u>	<u>\$  500,000</u>

*Critical Accounting Estimates*

Estimates are used to determine the amount of variable consideration in contracts, the standalone selling price among separate performance obligations and the measure of progress for contracts where revenue is recognized over time. Due to uncertainties inherent in the estimation process, it is possible that estimates of costs to complete a performance obligation will be revised in the near term. For those performance obligations for which revenue is recognized using a cost-to-cost measure of progress method, changes in total estimated costs, and related progress towards complete satisfaction of the performance obligation, are recognized on a cumulative catch-up basis in the period in which the revisions to the estimates are made.

**Cash and Cash Equivalents**

The Company considers cash and cash equivalents to include all cash, time deposits, certificates of deposit, and highly liquid debt instruments with original maturities of three months or less.

**Receivables**

The Company extends credit to customers based on an evaluation of the customer’s financial condition and, generally, collateral is not required. The allowance for credit losses is estimated based on the Company’s historical losses, the financial stability of customers, and the existing economic conditions. Past-due receivable balances are written off against the allowance when the Company’s internal collection efforts have been unsuccessful in collecting the amounts due. No allowance was considered necessary by management at December 31, 2023. The receivable balance at December 31, 2023, 2022, and 2021 was \$1,100,000.

(See Independent Accountant’s Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Real Estate and Cost of Real Estate**

Real estate includes the costs of direct land and lot acquisition, land development, capitalized interest, and direct overhead costs incurred during land development. Land and development costs are typically allocated to individual residential lots based on the relative sales value of the lot. Cost of sales includes applicable land and lot acquisition, land development, and related costs (both incurred and estimated to be incurred) allocated to each residential lot in the project. Any changes to the estimated total development costs subsequent to the initial lot sales are generally allocated to the remaining lots.

**Reimbursable Costs from Municipal Utility Districts**

The costs of amenities that will be left with the development are capitalized as a cost of the project and allocated to the components that have benefited. Operating revenues and expenses of those amenities are accounted for as a decrease or increase in property enhancements. Once these amenities have been completed, the estimated fair value at completion is separated from property enhancements and recorded as reimbursable costs from municipal utility districts. The amount and timing of municipal utility district properties reimbursement depends upon the respective municipal utility district having a sufficient tax base within its district to issue bonds and obtain the necessary state approval for the sale of the bonds. Because the timing of the issuance and approval of the bonds is subject to considerable uncertainty, coupled with the fact that interest rates on such bonds cannot be fixed until they are approved, the amounts associated with municipal utility district reimbursements are not known until approximately one month before the municipal utility district reimbursements are received. To the extent the reimbursements are less than the costs capitalized, a loss is recorded when such determination is made. If the reimbursements are more than the costs capitalized, the excess is recorded as a reduction of the related properties' capitalized costs. There were no completed amenities included in properties held for investment at December 31, 2023 and 2022.

**Capitalized Interest**

The Company capitalizes interest costs throughout the development period. Capitalized interest is charged to real estate as the related real estate is sold to the buyer. During periods in which the Company's active real estate in the development period is lower than its debt level, a portion of the interest incurred is reflected as interest expense in the period incurred. During 2023 and 2022, the Company's active real estate in the development period exceeded its debt level; therefore, the total interest incurred of \$3,074,509 and \$312,698, respectively, was capitalized to real estate.

**Impairment of Long-Lived Assets**

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair values of the assets. During 2023 and 2022, the Company incurred no impairment losses.

(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Income Taxes**

The Company is not subject to federal income taxes. All income, losses, credits, and deductions of the Company will be passed through to the respective members' individual federal tax returns. Based on management's analysis, there are no unrecognized tax liabilities associated with the tax positions that would be attributed to the Company. Accordingly, the accompanying consolidated financial statements include no provision for federal income taxes. With few exceptions, the Company is subject to income tax examinations by federal and state tax authorities for years since the year of inception.

**Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that these estimates and assumptions provide a reasonable basis for the fair presentation of the consolidated financial statements.

**NOTE 2 - MEMBERS' CAPITAL**

At December 31, 2023 and 2022, the Company had no unfunded commitments. Profits and losses of the Company are allocated among all members as of the close of each fiscal year in accordance with the relative balances in the members' capital accounts subject to the Company Manager's carried interest amount. The Company Manager is entitled to receive a portion of the returns of the Company (the "Carried Interest"). The priority of distributions from the Company is as follows:

- (i) 100% to members until each member has received an amount equal to their capital contributions
- (ii) Next, 25% to the Company Manager and 75% to all other members until such time at which such other members have achieved a 12% internal rate of return
- (iii) Thereafter, 50% to the Company Manager and 50% to all other members.

The allocation of profits and losses in clauses ii and iii represents the Carried Interest to the Company Manager.

(See Independent Accountant's Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 3 - REAL ESTATE**

Real estate at December 31, 2023 and 2022 consists of the following:

	<u>2023</u>	<u>2022</u>
The Grand Prairie – Hockley, Texas		
Land	\$15,750,259	\$18,151,369
Development costs	<u>5,798,327</u>	<u>7,032,690</u>
	<u>21,548,586</u>	<u>25,184,059</u>
Reimbursable costs from municipal utility district	<u>37,873,395</u>	<u>4,002,489</u>
Total real estate	<u>\$59,421,981</u>	<u>\$29,186,548</u>

**NOTE 4 - DEBT**

**Development Loan**

The Company has available a \$79,967,302 development loan (the “Loan”) with a bank. In no event shall the outstanding principal balance of the Loan ever exceed \$52,000,000. The Loan bears interest at the sum of the prime rate plus 6.25% with a floor of 10.0%. The effective interest rate at December 31, 2023 and 2022 was 14.75% and 13.75%, respectively. Interest is payable monthly. Various principal payments are due quarterly, beginning on September 30, 2023. All outstanding principal and interest are due when the Loan matures on December 28, 2024. The Loan may not be prepaid in whole or in part, during the twelve-month period (“Lockout Period”) ending June 28, 2023. After the expiration of the Lockout Period, the Loan may be prepaid in whole or in part, without penalty or premium. The Company shall have the right to extend the maturity date of the Loan for one extension term of six months provided there are no events of default under the Loan on the date on which the Company exercises the extension option. Borrowings on the Loan are secured by substantially all of the assets of the Company and guaranteed by members of the Company Manager. At December 31, 2023 and 2022, the Loan had an outstanding balance of \$28,275,957 and \$6,561,382, respectively, which is required to be repaid during the year ending December 31, 2024.

**Seller-Financed Loan**

In 2020, Betka acquired land that was partially financed by the seller. The note with the seller was \$2,812,225 and had an interest rate of 3.25%. All outstanding principal and interest was paid on January 6, 2023. Borrowings on the loan were secured by the land acquired by Betka and guaranteed by members of the Company Manager. At December 31, 2022, the note had an outstanding principal and accrued interest balance of \$2,812,225 and \$182,795, respectively, which were paid in January 2023.

(See Independent Accountant’s Review Report)

**GRAND PRAIRIE DEVELOPMENT, LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**NOTE 5 - RELATED PARTY TRANSACTIONS**

The Company pays the Company Manager a development management fee as compensation for development services rendered to the Company. The development management fee equals 2.5% of the actual hard and soft development costs. The Company also pays the Company Manager \$86,000 per month to reimburse project personnel costs.

During 2023 and 2022, \$1,867,269 and \$1,349,162, respectively, related to the development management fee and project personnel costs paid to the Company Manager were capitalized and included in real estate costs.

During 2023, the Company paid \$504,052 in commissions on sales of real estate which is included in cost of real estate on the statement of operations. No commissions were paid during 2022.

**NOTE 6 - CONCENTRATIONS OF CREDIT RISK**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company maintains its cash with a financial institution it believes has high credit quality. The Company generally maintains deposits with the bank in excess of federally insured limits. The possibility of a loss exists if the bank holding excess deposits were to fail.

All of the real estate held by the Company is for the future development of residential properties located in the greater Houston, Texas area. The Company's financial condition and operating results will be subject to changes in economic conditions in the greater Houston, Texas area. A deterioration of the economies in this area may have an adverse effect on the Company.

**NOTE 7 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through March 11, 2024, the date the consolidated financial statements were available to be issued.

(See Independent Accountant's Review Report)