

OFFICIAL STATEMENT DATED SEPTEMBER 5, 2024

NEW ISSUE -BOOK-ENTRY-ONLY

RATINGS: BAM Insured S&P “AA” (stable outlook);
Underlying Moody’s “Baa3”
See “MUNICIPAL BOND RATINGS” and “BOND INSURANCE”

In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel to the District, interest on the Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date of such opinion, subject to the matters described under “TAX MATTERS” herein, including the alternative minimum tax on certain corporations.

THE DISTRICT HAS DESIGNATED THE BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS. See “TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions” herein.

\$2,070,000
WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
(A Political Subdivision of the State of Texas Located in Williamson County, Texas)
UNLIMITED TAX BONDS, SERIES 2024

Dated: October 3, 2024

Due: September 1, as shown on the inside cover page

Interest on the \$2,070,000 Williamson County Municipal Utility District No. 34 Unlimited Tax Bonds, Series 2024 (the “Bonds”) will accrue from the Date of Initial Delivery, defined below, and is payable March 1, 2025 and each September 1 and March 1 thereafter until the earlier of maturity or redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent/registrars for the Bonds is UMB Bank, N.A., Austin, Texas (the “Paying Agent” or “Paying Agent/Registrar”). The Bonds are obligations solely of Williamson County Municipal Utility District No. 34 (the “District”) and are not obligations of the City of Georgetown, Texas; Williamson County, Texas; the State of Texas; or any entity other than the District.

The scheduled payment of principal of and interest on the Bonds, when due, will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by Build America Mutual Assurance Company (“BAM”). See “BOND INSURANCE.”



**MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS,
REDEMPTION PROVISIONS, AND CUSIP NUMBERS**
(See inside cover page)

The Bonds, when issued, will constitute valid and legally binding obligations of the District payable solely from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District. See “THE BONDS - Source of and Security for Payment.” This cover page contains information for quick reference only and is not a summary of the Bonds. Potential investors must read this entire Official Statement to obtain information essential to making an informed investment decision. INVESTMENT IN THE BONDS IS SUBJECT TO CERTAIN INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See “INVESTMENT CONSIDERATIONS” herein.

The Bonds are offered by the initial purchaser (the “Initial Purchaser”) subject to prior sale, when, as and if issued by the District and accepted by the Initial Purchaser, subject, among other things to the approval of the initial Bond by the Attorney General of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel to the District. Delivery of the Bonds in book-entry form is expected through the facilities of DTC on or about October 3, 2024 (the “Date of Initial Delivery”) in Austin, Texas.

**MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS, REDEMPTION PROVISIONS, AND CUSIP NUMBERS
(Due September 1)**

CUSIP Prefix: 97002Y

Due	Principal		Interest		Initial Reoffering		CUSIP Suffix ^(c)	Due	Principal		Interest		Initial Reoffering		CUSIP Suffix ^(c)
	Amount	Rate ^(a)	Rate ^(a)	Yield ^(b)	Yield ^(b)	Amount			Rate ^(a)	Rate ^(a)	Yield ^(b)	Yield ^(b)			
2025	\$ 25,000	6.000%	3.350%	DX4	2031	\$ 30,000	6.000%	3.450%	ED7						
2026	20,000	6.000%	3.350%	DY2	2032 *	35,000	6.000%	3.500%	EE5						
2027	25,000	6.000%	3.350%	DZ9	2033 *	35,000	6.000%	3.550%	EF2						
2028	25,000	6.000%	3.350%	EA3	2034 *	35,000	6.000%	3.600%	EG0						
2029	30,000	6.000%	3.350%	EB1	**	**	**	**	**						
2030	30,000	6.000%	3.400%	EC9	2047 *	1,155,000	4.125%	4.250%	EV7						
<p>\$215,000 4.000%^(a) Term Bond due September 1, 2039* Yield 4.000%^(b) CUSIP Suffix EM7^(c)</p> <p>\$210,000 4.125%^(a) Term Bond due September 1, 2043* Yield 4.160%^(b) CUSIP Suffix ER6^(c)</p> <p>\$200,000 4.125%^(a) Term Bond due September 1, 2046* Yield 4.220%^(b) CUSIP Suffix EU9^(c)</p>															

* Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2032, in whole or from time to time in part, on September 1, 2031, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Term Bonds maturing September 1, 2039, September 1, 2043, and September 1, 2046 (the "Term Bonds") are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

- (a) After requesting competitive bids for the purchase of the Bonds, the District has accepted the lowest bid to purchase the Bonds, bearing interest as shown, at a price of 97.282628% of par, resulting in a net effective interest rate to the District of 4.342886%.
- (b) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first redemption date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Initial Purchaser. The yields may be changed at any time at the discretion of the Initial Purchaser.
- (c) CUSIP is a registered trademark of The American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by FactSet Research Systems, Inc., on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services provided by CUSIP Global Services. Neither the Initial Purchaser, the District, nor Public Finance Group LLC, the District's financial advisor (the "Financial Advisor"), is responsible for the selection or correctness of the CUSIP numbers set forth herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part as a result of the procurement of secondary market portfolio insurance or other similar enhancements by investors that is applicable to all or a portion of certain maturities of the Bonds.

BUILD AMERICA MUTUAL ASSURANCE COMPANY ("BAM") MAKES NO REPRESENTATION REGARDING THE BONDS OR THE ADVISABILITY OF INVESTMENT IN THE BONDS. IN ADDITION, BAM HAS NOT INDEPENDENTLY VERIFIED, MAKES NO REPRESENTATION REGARDING, AND DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL STATEMENT OR ANY INFORMATION OR DISCLOSURE CONTAINED HEREIN, OR OMITTED HEREFROM, OTHER THAN WITH RESPECT TO THE ACCURACY OF THE INFORMATION REGARDING BAM SUPPLIED BY BAM AND PRESENTED UNDER THE HEADINGS "BOND INSURANCE" AND "APPENDIX C - SPECIMEN MUNICIPAL BOND INSURANCE POLICY."

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USE OF INFORMATION IN OFFICIAL STATEMENT

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

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

The information set forth herein has been obtained from the District and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as the promise or guarantee of the Financial Advisor. This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinion, or that they will be realized.

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

All of the summaries of the statutes, orders, contracts, records, and engineering and other related reports set forth in the 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 the Financial Advisor, for further information.

This Official Statement contains, in part, estimates, assumptions and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates, assumptions, or matters of opinion, or 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 the 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, to the extent that information actually comes to its attention, until delivery of the Bonds to the Initial Purchaser and thereafter only as specified in "OFFICIAL STATEMENT – Updating the Official Statement during Underwriting Period."

NEITHER THE DISTRICT NOR THE FINANCIAL ADVISOR MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY-ONLY SYSTEM.

THE CONTENTS OF THIS OFFICIAL STATEMENT ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS, OR TAX ADVICE, AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN ATTORNEYS AND BUSINESS AND TAX ADVISORS.

SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District has accepted the bid of Raymond James & Associates, Inc. (the "Initial Purchaser") to purchase the Bonds at the interest rates shown on the inside cover page of this Official Statement at a price of 97.282628% of par. No assurance can be given that any trading market will be developed for the Bonds after their sale by the District to the Initial Purchaser. The District has no control over the price at which the Bonds are subsequently sold, and the initial yields at which the Bonds are priced and reoffered are established by and are the sole responsibility of the Initial Purchaser.

Prices and Marketability

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

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

The District has no control over trading of the Bonds in the secondary market. Moreover, there is no guarantee that a secondary market will be made in the Bonds. In such a secondary market, the difference between the bid and asked price of municipal utility district bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional municipal entities, as bonds of such entities are more generally bought, sold or traded in the secondary market. Additionally, there are no assurances that if a secondary market for the Bonds were to develop, that any such secondary market would not be disrupted. Consequently, investors may not be able to resell the Bonds purchased should they need or wish to do so for emergency or other purposes. See “INVESTMENT CONSIDERATIONS – No Certainty of a Secondary Market.”

Securities Laws

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE BONDS OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the offer and sale of the Bonds has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration 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.

The statements contained in this Official Statement, and in other information provided by the District, that are not purely historical, are forward-looking statements, including regarding the District’s expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements. See “INVESTMENT CONSIDERATIONS – Forward-Looking Statements.”

MUNICIPAL BOND RATINGS

S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) expects to assign the insured rating of “AA” (stable outlook) to the Bonds, as a result of a municipal bond insurance policy to be issued by Build America Mutual Assurance Company (“BAM”) at the time of delivery of the Bonds. See “BOND INSURANCE” and “INVESTMENT CONSIDERATIONS – Bond Insurance Risks.” Additionally, Moody’s Investors Service, Inc. (“Moody’s”) has assigned an underlying rating of “Baa3” to the Bonds.

An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representations as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgment of such company, circumstances warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

BOND INSURANCE

Bond Insurance Policy

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

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

Build America Mutual Assurance Company

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

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

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

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

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of June 30, 2024 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$486.0 million, \$232.7 million and \$253.3 million, respectively.

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

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

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

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OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement. The offering of the Bonds to potential investors is made only by means of this entire Official Statement. Potential investors must read this entire Official Statement to obtain information essential to making an informed investment decision. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement. Investment in the Bonds is subject to certain INVESTMENT CONSIDERATIONS. See "INVESTMENT CONSIDERATIONS."

THE DISTRICT

- The District Williamson County Municipal Utility District No. 34 (the "District"), a political subdivision of the State of Texas, was created by order of the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission"), effective January 31, 2017, and confirmed pursuant to an election held within the District on May 6, 2017. The District was created for the purpose of providing, operating, and maintaining facilities to control storm water, distribute potable water, and to collect and treat wastewater and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, and Article XVI, Section 59 of the Texas Constitution. The District also has road powers under Section 54.234 of the Texas Water Code. The District contains approximately 278.21 acres. See "THE DISTRICT – General."
- Location The District is located entirely within the corporate city limits of the City of Georgetown, Texas ("Georgetown" or the "City"). The District is approximately two miles west of Interstate Highway 35 ("IH-35") on the south side of State Highway 29 ("SH 29"), with southern frontage on the San Gabriel River. The District is located entirely within Williamson County, Texas (the "County") and within Georgetown Independent School District. SH 29, US Highway 183A, and IH-35 provide access to the City of Round Rock to the southeast, Austin to the south, and the City to the northeast. The Austin central business district is approximately 24 miles to the south of the District. See "LOCATION MAP."
- The Developer The Developer currently active within the District is Continental Homes of Texas, L.P. ("Continental Homes" or the "Developer"), a subsidiary of D. R. Horton, Inc. ("D.R. Horton"), a Delaware corporation and a publicly traded corporation. See "THE DISTRICT – Historical and Current Status of Development of the District" and "THE DEVELOPER."
- Status of Development The District contains approximately 278.21 acres, of which approximately 246.88 acres are developable. As of August 12, 2024, all of the developable land within the District had been developed with utility facilities as the single family residential subdivision Shadow Canyon Phases 1, 2, 3, 4, 6, 7, and 8 which encompass a total of 600 single-family lots, which include 501 completed homes, 6 homes under construction, and 93 vacant single-family lots. Additionally, Shadow Canyon Phase 5 consists of an amenity center on approximately 2.98 acres. The remaining land within the District includes approximately 31.33 undevelopable acres either located within the flood plain or designated as open space. See "THE DISTRICT – Historical and Current Status of Development of the District."
- Homebuilders There are two homebuilders currently active within the District: D.R. Horton and Brightland Homes, Ltd. (f/k/a Gehan Homes, Ltd.). D.R. Horton's homes range in base price from approximately \$340,000 to \$449,000, with square footage ranging from approximately 1,452 to 2,564. Brightland Homes' homes range in base price from approximately \$544,000 to \$634,000, with square footage ranging from approximately 1,610 to 2,640. See "THE DEVELOPER – Homebuilders within the District."

THE BONDS

- Description The \$2,070,000 Williamson County Municipal Utility District No. 34 Unlimited Tax Bonds, Series 2024 (the "Bonds") mature serially in varying amounts on September 1 of each year from 2025 through 2034, both inclusive and 2047, and as the term Bonds which mature on September 1, 2039, September 1, 2043, and September 1, 2046 (the "Term Bonds"), as set forth on the inside cover page hereof. Interest accrues from the Date of Initial Delivery (expected to be on or about October 3, 2024) at the rates per annum set forth on the inside cover page hereof and is payable March 1, 2025 and each September 1 and March 1 thereafter until maturity or earlier redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity. See "THE BONDS - General Description."
- Redemption The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2032, in whole or from time to time in part, on September 1, 2031, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Term Bonds maturing on September 1, 2039, September 1, 2043, and September 1, 2046, are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

Source of Payment	Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. See “TAXING PROCEDURES.” The Bonds are obligations solely of the District and are not obligations of the City of Georgetown, Texas; Williamson County, Texas; the State of Texas; or any entity other than the District. See “THE BONDS - Source of and Security for Payment.”
Payment Record	The Bonds constitute the fifth (5 th) installment of unlimited tax bonds issued by the District. The District has not defaulted on the timely payment of principal and interest on its previously issued obligations, entitled “\$2,200,000 Unlimited Tax Road Bonds, Series 2021,” “\$2,375,000 Unlimited Tax Bonds, Series 2021A,” “\$3,285,000 Unlimited Tax Bonds, Series 2022,” and “\$8,000,000 Unlimited Tax Bonds, Series 2023.” The proceeds of the installment of unlimited tax new money bonds included up to twenty-four (24) months of capitalized interest. After the issuance of the Bonds, \$17,930,000 aggregate principal amount of unlimited tax bonds issued by the District will remain outstanding (the “Outstanding Bonds”). See “FINANCIAL STATEMENT - Outstanding Bonds – Table 6.”
Authority for Issuance	The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas including Chapters 49 and 54 of the Texas Water Code, as amended; a bond election held within the District on May 6, 2017; an approving order of the TCEQ; and an order adopted by the Board of Directors of the District authorizing the issuance of the Bonds on the date of the sale of the Bonds (the “Bond Order”). See “THE BONDS - Authority for Issuance.”
Use of Proceeds.....	<p>The proceeds of the Bonds will be used to finance the District’s share of the following: (i) remaining water, wastewater, and drainage facility costs for Shadow Canyon Phase 3 and (ii) land easement acquisition costs.</p> <p>The remaining Bond proceeds will be used to: (i) capitalize approximately twenty-four (24) months' interest requirements on the Bonds; (ii) pay developer interest; (iii) pay certain engineering costs; and (iv) pay other costs associated with the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”</p>
Bonds Authorized But Unissued.....	At an election held within the District on May 6, 2017, voters within the District authorized a total of \$45,120,000 in aggregate principal amount of unlimited tax bonds for the purpose of acquiring and constructing water, wastewater, and drainage facilities serving the District. After issuance of the Bonds, \$29,390,000 aggregate principal amount of unlimited tax bonds for acquiring and constructing water, wastewater, and drainage facilities will remain authorized and unissued. Additionally, at the election held in the District on May 6, 2017, the voters within the District approved the issuance of \$2,410,000 aggregate principal amount of unlimited tax bonds for the acquisition and construction of roads, of which the District has previously issued \$2,200,000. See “FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued - Table 5.” Voters within the District additionally approved the issuance of \$8,350,000 in aggregate principal amount of unlimited tax bonds for the acquisition and construction of parks and recreational facilities, and the issuance of unlimited tax refunding bonds in the aggregate principal amount of \$67,680,000, all of which remains authorized but unissued. The amount of unlimited tax bonds which may be issued by the District is limited by the Consent Agreement (as defined herein) to a principal amount of \$26,000,000 for all purposes, excluding refunding bonds, unless approved by the City. See “FINANCIAL STATEMENT - Outstanding Bonds – Table 6,” “THE BONDS – Issuance of Additional Debt,” and “THE DISTRICT – Consent Agreement with the City of Georgetown.”
Municipal Bond Ratings And Bond Insurance.....	S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) expects to assign the insured rating of “AA” (stable outlook) to the Bonds, as a result of a municipal bond insurance policy to be issued by Build America Mutual Assurance Company (“BAM”) at the time of the delivery of the Bonds. See “BOND INSURANCE” and “INVESTMENT CONSIDERATIONS – Bond Insurance Risks.” Additionally, Moody’s Investors Service, Inc. (“Moody’s”) has assigned an underlying rating of “Baa3” to the Bonds.
Qualified Tax-Exempt Obligations	The District has designated the Bonds as “qualified tax-exempt obligations” pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended, and has represented that the total amount of tax-exempt obligations (including the Bonds) issued by it during calendar year 2024 is not reasonably expected to exceed \$10,000,000. See “TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions.”

General Counsel Armbrust & Brown PLLC, Austin, Texas.
Bond Counsel
and Disclosure Counsel McCall, Parkhurst & Horton L.L.P., Austin, Texas.
Financial Advisor Public Finance Group LLC, Austin, Texas.
Engineer..... Gray Engineering, Inc., Austin, Texas.
Paying Agent / Registrar UMB Bank, N.A., Austin, Texas.

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds involve certain investment considerations and all prospective purchasers are urged to examine carefully the Official Statement, including particularly the section captioned "INVESTMENT CONSIDERATIONS," with respect to investment in the Bonds.

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SELECTED FINANCIAL INFORMATION

(Unaudited)

2024 Certified Assessed Valuation		\$ 206,023,384	(a)
Estimated Assessed Valuation as of May 1, 2024		\$ 216,790,000	(b)
Gross Debt Outstanding (after issuance of the Bonds)		\$ 17,600,000	(c)
Ratio of Gross Debt to 2024 Certified Assessed Valuation		8.54%	
Ratio of Gross Debt to Estimated Assessed Valuation as of May 1, 2024		8.12%	
2024 Tax Rate			
	Debt Service	\$ 0.4650	
	Maintenance	<u>0.1675</u>	
	Total 2024 Tax Rate	<u>\$ 0.6325</u>	(d)
Debt Service Fund Balance (September 5, 2024)		\$ 1,252,306	(e)
Percentage of current tax collections (Tax Years 2017-2023)		99.94%	(f)
Percentage of total tax collections (Tax Years 2017-2023)		99.94%	(f)
Average Annual Debt Service Requirement of the Bonds and the Outstanding Bonds ("Average Requirement") (2024-2047, inclusive)		\$ 1,192,270	(g)
Tax Rate required to pay Average Requirement based upon 2024 Certified Assessed Valuation at 95% collections		\$ 0.61	/\$100 AV
Tax Rate required to pay Average Requirement based upon Estimated Assessed Valuation as of May 1, 2024 at 95% collections		\$ 0.58	/\$100 AV
Maximum Annual Debt Service Requirement of the Bonds and the Outstanding Bonds ("Maximum Requirement") (2027)		\$ 1,210,596	(g)
Tax Rate required to pay Maximum Requirement based upon 2024 Certified Assessed Valuation at 95% collections		\$ 0.62	/\$100 AV
Tax Rate required to pay Maximum Requirement based upon Estimated Assessed Valuation as of May 1, 2024 at 95% collections		\$ 0.59	/\$100 AV
Number of active connections as of August 12, 2024			
Single Family - Complete and Occupied		501	
Single Family - Builder		<u>6</u>	
Total Number of Active Connections		507	
Estimated Population as of August 12, 2024		1,503	(h)

[The footnotes appear on the following page]

-
- (a) The certified assessed valuation as of January 1, 2024, as provided by the Williamson Central Appraisal District (“WCAD”). See “TAXING PROCEDURES.”
 - (b) The estimated assessed valuation as of May 1, 2024, as provided by WCAD, is included solely for purposes of illustration. No taxes will be levied on this estimated assessed valuation unless it is certified by WCAD. See “TAXING PROCEDURES.”
 - (c) Includes the Bonds.
 - (d) The District’s Board, at its meeting in September 2024, levied a total tax rate of \$0.6325 for the 2024 tax year. See “TAXING PROCEDURES.”
 - (e) Unaudited as of September 5, 2024. Does not include approximately twenty-four (24) months of capitalized interest (\$179,795 at an interest rate of 4.342886%) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the District’s Debt Service Fund.
 - (f) See “TAX DATA – Tax Collections – Table 10.”
 - (g) See “DEBT SERVICE REQUIREMENTS – TABLE 3.”
 - (h) Based upon 3.0 residents per completed and occupied single family home.

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OFFICIAL STATEMENT

relating to

\$2,070,000

Williamson County Municipal Utility District No. 34

(A Political Subdivision of the State of Texas Located in Williamson County, Texas)

UNLIMITED TAX BONDS, SERIES 2024

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Williamson County Municipal Utility District No. 34 (the “District”), a political subdivision of the State of Texas (the “State”), of its \$2,070,000 Unlimited Tax Bonds, Series 2024 (the “Bonds”).

The Bonds are issued pursuant to an order authorizing the issuance of the Bonds adopted by the Board of Directors of the District (the “Board”) on the date of the sale of the Bonds (the “Bond Order”); Article XVI, Section 59 of the Texas Constitution, and the general laws of the State, including Chapters 49 and 54 of the Texas Water Code, as amended; an approving order of the Texas Commission on Environmental Quality (the “TCEQ” or the “Commission”); and a bond election held within the District on May 6, 2017.

Unless otherwise indicated, capitalized terms used in this Preliminary Official Statement have the same meaning assigned to such terms in the Bond Order.

Included in this Official Statement are descriptions of the Bonds and certain information about the District and its finances and the Developer (defined herein). ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District c/o Armbrust & Brown, PLLC, 100 Congress Avenue, Suite 1300, Austin, Texas 78701, or from the District’s Financial Advisor, Public Finance Group LLC, P O Box 81849, Austin, Texas 78708, upon payment of reasonable copying, mailing, and handling charges.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. A copy of this Official Statement will be submitted by the Initial Purchaser to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (EMMA) system. See “CONTINUING DISCLOSURE OF INFORMATION” and “OFFICIAL STATEMENT – Updating the Official Statement during Underwriting Period” for a description of the District undertaking to provide certain information on a continuing basis.

THE BONDS

General Description

The Bonds will bear interest from the Date of Initial Delivery (expected to be on or about October 3, 2024) and will mature on September 1 of the years and in the principal amounts, and will bear interest at the rates per annum, set forth on the inside cover page hereof. Interest on the Bonds will be paid on March 1, 2025 and each September 1 and March 1 thereafter until maturity or earlier redemption and will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent and registrar for the Bonds is UMB Bank, N.A., Austin, Texas (the “Paying Agent” or “Paying Agent/Registrar”).

Redemption

Optional Redemption... The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2032, in whole or from time to time in part, on September 1, 2031, or on any date thereafter, at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption.

Mandatory Sinking Fund Redemption.... In addition to being subject to optional redemption, as provided above, the Bonds maturing on September 1, 2039, September 1, 2043, and September 1, 2046 (the “Term Bonds”) are subject to mandatory sinking fund redemption prior to maturity in the following amounts, on the following dates and at a price of par plus accrued interest to the redemption date from amounts required to be deposited in the Debt Service Fund:

\$215,000 Term Bond Maturing September 1, 2039	
Mandatory Redemption <u>Date</u>	Principal <u>Amount</u>
2035	\$ 35,000
2036	40,000
2037	45,000
2038	45,000
2039*	50,000

\$210,000 Term Bond Maturing September 1, 2043	
Mandatory Redemption <u>Date</u>	Principal <u>Amount</u>
2040	\$ 50,000
2041	50,000
2042	55,000
2043*	55,000

\$200,000 Term Bond Maturing September 1, 2046	
Mandatory Redemption <u>Date</u>	Principal <u>Amount</u>
2044	\$ 65,000
2045	65,000
2046*	70,000

***Stated Maturity**

The principal amount of the Bonds required to be redeemed pursuant to the operation of the mandatory sinking fund redemption provisions shall be reduced, at the option of the District, by the principal amount of any Bonds of the stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the District, at a price not exceeding the principal amount of such Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent for cancellation, (2) shall have been purchased and cancelled by the Paying Agent at the request of the District, with monies in the Debt Service Fund at a price not exceeding the principal amount of the Bonds plus accrued interest to the date of purchase thereof, or (3) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory sinking fund redemption requirement.

Notice of Redemption . . . At least 30 calendar days prior to the date fixed for any optional redemption of Bonds or portions thereof prior to maturity a written notice of such redemption shall be sent by the Paying Agent by United States mail, first-class postage prepaid, to the registered owner of each Bond to be redeemed at its address as it appeared on the 45th calendar day prior to such redemption date and to major securities depositories and bond information services.

The Bonds of a denomination larger than \$5,000 may be redeemed in part (\$5,000 or any multiple thereof). Any Bond to be partially redeemed must be surrendered in exchange for one or more new Bonds of the same maturity for the unredeemed portion of the principal of the Bonds so surrendered.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such redemption required by the Bond Order have been met and money sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed have been received by the Paying Agent prior to the giving of such notice of redemption, such notice will state that said redemption may, at the option of the District, be conditional upon the satisfaction of such prerequisites and receipt of such money by the Paying Agent on or prior to the date fixed for such redemption, or upon any prerequisite set forth in such notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption are not fulfilled, such notice will be of no force and effect, the District will not redeem such Bonds, and the Paying Agent will give notice in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

Selection of Bonds for Redemption

If less than all of the Bonds are called for redemption, the particular Bonds, or portions thereof, to be redeemed shall be selected and designated by the District, and if less than all of a maturity, or sinking fund installment in the case of Term Bonds, is to be redeemed, the Paying Agent/Registrar shall determine by lot or other customary random method the Bonds, or portions thereof within such maturity to be redeemed (provided that a portion of a Bond may be redeemed only in integral multiples of \$5,000 principal amount); provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity, or sinking fund installment in the case of Term Bonds, and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity, such interest rate and such sinking fund installment in the case of the Term Bonds shall be selected in accordance with the arrangements between the District and the securities depository.

DTC Redemption Provision

The Paying Agent/Registrar and the District, so long as a book-entry-only system is used for the Bonds, will send any notice of optional redemption, notice of proposed amendment to the Bond Order or other notices with respect to the Bonds only to DTC. Any failure by DTC to advise any DTC Participant, as herein defined, or of any Direct Participant or Indirect Participant, as herein defined, to notify the beneficial owner, shall not affect the validity of the redemption of Bonds called for redemption or any other action premised on any such notice. Redemption of portions of the Bonds by the District will reduce the outstanding principal amount of such Bonds held by DTC. In such event, DTC may implement, through its book-entry-only system, a redemption of such Bonds held for the account of DTC Participants in accordance with its rules or other agreements with DTC Participants and then Direct Participants and Indirect Participants may implement a redemption of such Bonds and such redemption will not be conducted by the District or the Paying Agent/Registrar. Neither the District nor the Paying Agent/Registrar will have any responsibility to the DTC Participants. Neither the District nor the Paying Agent/Registrar will have any responsibility to the DTC Participants, Indirect Participants, or the persons for whom DTC Participants act as nominees, with respect to the payments on the Bonds or the providing of notice to Direct Participants, Indirect Participants, or beneficial owners of the selection of portions of the Bonds for redemption.

Termination of Book-Entry-Only System

The District is initially utilizing the book-entry-only system of DTC ("Book-Entry-Only-System"). See "BOOK-ENTRY-ONLY SYSTEM." In the event that the Book-Entry-Only System is discontinued by DTC or the District, the following provisions will be applicable to the Bonds.

Payment . . . Principal of the Bonds will be payable at maturity to the registered owners as shown by the registration books maintained by the Paying Agent upon presentation and surrender of the Bonds to the Paying Agent at the designated office for payment of the Paying Agent in Austin, Texas (the "Designated Payment/Transfer Office"). Interest on the Bonds will be payable by check or draft, dated as of the applicable interest payment date, sent by the Paying Agent by United States mail, first-class, postage prepaid, to the registered owners at their respective addresses shown on such records, or by such other method acceptable to the Paying Agent requested by registered owner at the risk and expense of the registered owner. If the date for the payment of the principal of or interest on the Bonds falls on a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent is located are required or authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which banking institutions are required or authorized to close, and payment on such date shall for all purposes be deemed to have been made on the original date payment was due.

Registration . . . If the Book-Entry-Only System is discontinued, the Bonds may be transferred and re-registered on the registration books of the Paying Agent only upon presentation and surrender thereof to the Paying Agent at the Designated Payment/Transfer Office. A Bond also may be exchanged for a Bond or Bonds of like maturity and interest and having a like aggregate principal amount or maturity amount, as the case may, upon presentation and surrender at the Designated Payment/Transfer Office. All Bonds surrendered for transfer or exchange must be endorsed for assignment by the execution by the registered owner or his duly authorized agent of an assignment form on the Bonds or other instruction of transfer acceptable to the Paying Agent. Transfer and exchange of Bonds will be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such transfer or exchange. A new Bond or Bonds, in lieu of the Bond being transferred or exchanged, will be delivered by the Paying Agent to the registered owner, at the Designated Payment/Transfer Office of the Paying Agent or by United States mail, first-class, postage prepaid. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer in the denominations of \$5,000 or any integral multiple thereof.

Limitation on Transfer of Bonds . . . Neither the District nor the Paying Agent shall be required to make any transfer, conversion or exchange to an assignee of the registered owner of the Bonds (i) during the period commencing on the close of business on the fifteenth (15th) (whether or not a business day) calendar day of the month preceding each interest payment date (the "Record Date") and ending with the opening of business on the next following principal or interest payment date or (ii) with respect to any Bond called for redemption, in whole or in part, within forty-five (45) days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of a Bond.

Replacement Bonds . . . If a Bond is mutilated, the Paying Agent will provide a replacement Bond in exchange for the mutilated bond. If a Bond is destroyed, lost or stolen, the Paying Agent will provide a replacement Bond upon (i) the filing by the registered owner with the Paying Agent of evidence satisfactory to the Paying Agent of the destruction, loss or theft of the Bond and the authenticity of the registered owner's ownership and (ii) the furnishing to the Paying Agent of indemnification in an amount satisfactory to hold the District and the Paying Agent harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond must be borne by the registered owner. The provisions of the Bond Order relating to the replacement Bonds are exclusive and to the extent lawful, preclude all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

Authority for Issuance

At an election held within the District on May 6, 2017, voters within the District authorized a total of \$45,120,000 in aggregate principal amount of unlimited tax bonds for the purpose of acquiring and constructing water, wastewater, and drainage facilities serving the District. After issuance of the Bonds, \$29,390,000 aggregate principal amount of unlimited tax bonds for acquiring and constructing water, wastewater, and drainage facilities will remain authorized but unissued. Additionally, at the election held in the District on May 6, 2017, the voters within the District approved the issuance of \$2,410,000 aggregate principal amount of unlimited tax bonds for the acquisition and construction of roads, of

which the District has previously issued \$2,200,000. See “FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued - Table 5.” Voters within the District additionally approved the issuance of \$8,350,000 in aggregate principal amount of unlimited tax bonds for the acquisition and construction of parks and recreational facilities, and the issuance of unlimited tax refunding bonds in the aggregate principal amount of \$67,680,000, all of which remains authorized but unissued. The amount of unlimited tax bonds which may be issued by the District is limited by the Consent Agreement (as defined herein) to a principal amount of \$26,000,000 for all purposes, excluding refunding bonds, unless approved by the City. See “FINANCIAL STATEMENT - Outstanding Bonds – Table 6,” “THE BONDS – Issuance of Additional Debt,” and “THE DISTRICT – Consent Agreement with the City of Georgetown.”

The Bonds are issued pursuant to the terms and provisions of the Bond Order, Chapters 49 and 54 of the Texas Water Code, as amended, and Article XVI, Section 59 of the Texas Constitution. The issuance of the Bonds has been approved by an order of the TCEQ.

Source of and Security for Payment

The Bonds will be payable from and secured by a pledge of the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. The Board covenants in the Bond Order that, while any of the Bonds are outstanding and the District is in existence, it will levy an annual ad valorem tax and will undertake to collect such a tax against all taxable property within the District at a rate from year to year sufficient, full allowance being made for anticipated delinquencies, together with revenues and receipts from other sources which are legally available for such purposes, to pay interest on the Bonds as it becomes due, to provide a sinking fund for the payment of principal of the Bonds when due or the redemption price at any earlier required redemption date, to pay when due any other contractual obligations of the District payable in whole or in part from taxes, and to pay the expenses of assessing and collecting such tax. The net proceeds from taxes levied to pay debt service on the Bonds and the Outstanding Bonds (defined herein) are required to be placed in a special account of the District designated its “Debt Service Fund” for the Bonds. The Bond Order provides for the termination of the pledge of taxes when and if the City of Georgetown, Texas (the “City” or “Georgetown”) dissolves the District and assumes all debts and liabilities of the District. See “THE BONDS – Dissolution.”

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

Payment Record

The Bonds constitute the fifth (5th) installment of unlimited tax bonds issued by the District. The District has not defaulted on the timely payment of principal of and interest on its previously issued obligations, entitled “\$2,200,000 Unlimited Tax Road Bonds, Series 2021,” “\$2,375,000 Unlimited Tax Bonds, Series 2021A,” “\$3,285,000 Unlimited Tax Bonds, Series 2022,” and “\$8,000,000 Unlimited Tax Bonds, Series 2023,” the proceeds of which included up to twenty-four (24) months of capitalized interest. After the issuance of the Bonds, \$17,910,000 aggregate principal amount of unlimited tax bonds will remain outstanding (collectively, the “Outstanding Bonds”). See “FINANCIAL STATEMENT – Outstanding Bonds – Table 6.”

Flow of Funds

The Bond Order creates or confirms the creation of a Debt Service Fund and a Capital Projects Fund.

Each fund shall be kept separate and apart on the books and record of the District from all other funds of the District. The Debt Service Fund shall constitute a trust fund which shall be held in trust for the benefit of the registered owners of the Bonds.

Any cash balance in any fund must be continuously secured by a valid pledge to the District of securities eligible under the laws of the State of Texas to secure the funds of municipal utility districts having an aggregate market value, exclusive of accrued interest, at all times equal to the cash balance in the fund to which such securities are pledged.

Debt Service Fund... The Bond Order confirms the creation of the Debt Service Fund to be used to pay principal and interest on and Paying Agent fees in respect to the Bonds and the Outstanding Bonds. The Bond Order requires that the District deposit to the credit of the Debt Service Fund (i) from the delivery of the Bonds to the Initial Purchaser the amount received from proceeds of the Bonds representing capitalized interest on the Bonds, (ii) District ad valorem taxes (and penalties and interest thereon) levied to pay debt service requirements on (or fees and expenses of the Paying Agent with respect of) the Bonds, and (iii) such other funds as the Board shall, at its option, deem advisable. The Bond Order requires that the Debt Service Fund be applied solely to provide for the payment of the principal or redemption price of and interest on the Bonds when due, and to pay fees to Paying Agent when due.

Capital Projects Fund... The Capital Projects Fund is the capital improvements fund of the District. The Bond Order requires the District to deposit to the credit of the Capital Projects Fund the balance of the proceeds of the Bonds remaining after the deposits to the Debt Service Fund provided in the Bond Order. The Capital Projects Fund may be applied solely to (i) pay the costs necessary or appropriate to accomplish the purposes for which the Bonds are issued; (ii) pay the costs of issuing the Bonds; and (iii) to the extent the proceeds of the Bonds and investment income attributable thereto are in excess of the amounts required to acquire and construct water, wastewater, and drainage facilities as approved by the TCEQ, then in the discretion of the Board of Directors of the District to transfer such unexpected proceeds or income to the Debt Service Fund or to utilize such funds as otherwise authorized by the TCEQ.

Paying Agent/Registrar

Principal of and semiannual interest on the Bonds will be paid by the initial Paying Agent/Registrar, UMB Bank, N.A., having an office for payment in Austin, Texas. Any Paying Agent must be either a bank, trust company, financial institution, or other entity duly qualified and equally authorized to serve and perform the duties as paying agent and registrar for the Bonds. Provision is made in the Bond Order for the District to replace the Paying Agent by a resolution of the District giving notice to the Paying Agent of the termination of the appointment, stating the effective date of the termination and appointing a successor Paying Agent. If the Paying Agent is replaced by the District, the new Paying Agent shall be required to accept the previous Paying Agent's records and act in the same capacity as the previous Paying Agent. Any successor paying agent/registrar selected by the District shall be subject to the same qualification requirements as the Paying Agent. The successor paying agent/registrar, if any, shall be determined by the Board of Directors and written notice thereof, specifying the name and address of such successor paying agent/registrar will be sent by the District or the successor paying agent/registrar to each registered owner by first-class mail, postage prepaid.

Defeasance of Outstanding Bonds

General . . . The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of taxes and all other general defeasance covenants in the Bond Order under certain circumstances. Any Bond and the interest thereon shall be deemed to be paid, retired, and no longer outstanding within the meaning of the Bond Order (a "Defeased Bond"), except to the extent provided below for the Paying Agent to continue payments, when the payment of all principal and interest payable with respect to such Bond to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent or an eligible trust company or commercial bank for such payment (1) lawful money of the United States of America sufficient to make such payment, (2) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment, or (3) any combination of (1) and (2) above, and when proper arrangements have been made by the District with the Paying Agent or an eligible trust company or commercial bank for the payment of its services until after all Defeased Bonds shall have become due and payable. At such time as a Bond shall be deemed to be a Defeased Bond, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes levied and pledged, as provided in the Bond Order and such principal and interest shall be payable solely from such money or Defeasance Securities, and shall not be regarded as outstanding under the Bond Order and the District will have no further responsibility with respect to the payment of such Defeased Bonds including any insufficiency to receive payments when due on the Defeased Securities.

Any money so deposited with or made available to the Paying Agent or an eligible trust company or commercial bank also may be invested at the written direction of the District in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank that is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be remitted to the District or deposited as directed in writing by the District.

Until all Defeased Bonds shall have become due and payable, the Paying Agent shall perform the services of Registrar for such Defeased Bonds the same as if they had not been defeased, and the District shall make proper arrangements to provide and pay for such services as required by the Bond Order.

For purposes of these provisions, "Defeasance Securities" means (i) direct non-callable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) non-callable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, (iii) non-callable 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 Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent and (iv) any other then authorized securities or obligations under applicable State law that may be used to defease obligations such as the Bonds.

Any such obligations must be certified by an independent public accounting firm of national reputation to be of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to provide all debt service payments on the Bonds.

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 without 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 State law. There is no assurance that the ratings for U.S. Treasury securities used as Defeasance Securities or those for any other Defeasance Securities will be maintained at any particular rating category.

Retention of Rights . . . To the extent that, upon the defeasance of any Defeased Bond to be paid at its maturity, the District retains the right under Texas law to later call the Defeased Bond for redemption in accordance with the provisions of the order authorizing its issuance, the District may call such Defeased Bond for redemption upon complying with the provisions of Texas law and upon satisfaction of the provisions set forth above regarding such Defeased Bond as though it was being defeased at the time of the exercise of the option to redeem the Defeased Bond and the effect of the redemption is taken into account in determining the sufficiency of the provisions made for the payment of the Defeased Bond.

Investments . . . Any escrow agreement or other instrument entered into between the District and the Paying Agent or an eligible trust company or commercial bank pursuant to which money and/or Defeasance Securities are held by the Paying Agent or an eligible trust company or commercial bank for the payment of Defeased Bonds may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of certain requirements. All income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank which is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, will be remitted to the District or deposited as directed in writing by the District.

Record Date

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

Issuance of Additional Debt

At an election held within the District on May 6, 2017, voters within the District authorized a total of \$45,120,000 in aggregate principal amount of unlimited tax bonds for the purpose of acquiring and constructing water, wastewater, and drainage facilities serving the District. After issuance of the Bonds, \$29,390,000 aggregate principal amount of unlimited tax bonds for acquiring and constructing water, wastewater, and drainage facilities will remain authorized but unissued. Additionally, at the election held in the District on May 6, 2017, the voters within the District approved the issuance of \$2,410,000 aggregate principal amount of unlimited tax bonds for the acquisition and construction of roads, of which \$210,000 remain authorized but unissued. Voters within the District additionally approved the issuance of \$8,350,000 in aggregate principal amount of unlimited tax bonds for the acquisition and construction of parks and recreational facilities, and the issuance of unlimited tax refunding bonds in an aggregate principal amount of \$67,680,000, all of which remains authorized but unissued. The District has reserved in the Bond Order the right to issue the remaining authorized but unissued bonds approved by the voters. The amount of unlimited tax bonds which may be issued by the District is limited by the Consent Agreement to a principal amount of \$26,000,000 for all purposes, excluding refunding bonds, unless approved by the City. See “FINANCIAL STATEMENT - Outstanding Bonds – Table 6,” “THE BONDS – Issuance of Additional Debt,” and “THE DISTRICT – Consent Agreement with the City of Georgetown.”

The District may issue bonds or other obligations necessary to provide those improvements and facilities for which the District was created, with the approval of the TCEQ, if applicable, and, in the case of bonds payable from taxes, the District’s voters. Additional consent from the City may also be required to the extent the amount of bonds to be issued exceeds the amount authorized by the City. See “THE BONDS – Authority for Issuance” for details regarding authorized but unissued Bonds of the District. Neither Texas law nor the Bond Order imposes a limitation on the amount of additional bond which may be issued by the District. The principal amount of park bonds sold by the District is limited to 1% of the District’s assessed valuation, however, if the District meets certain financial feasibility requirements under TCEQ rules, the outstanding principal amount of such bonds issued by the District may exceed an amount equal to 1% but not 3% of the value of the taxable property in the District. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) approval of the bonds by the TCEQ; and (b) approval of the bonds by the Attorney General of Texas. Any additional bonds issued by the District may dilute the security for the Bonds.

The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of certain additional bonds is subject to approval of the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District.

Legal Investment and Eligibility to Secure Public Funds in Texas

Pursuant to Section 49.186 of the Texas Water Code, bonds, notes or other obligations issued by a municipal utility 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.” Additionally, Section 49.186 of the Texas Water Code provides that bonds, notes or other obligations issued by a municipal utility district are eligible and lawful security for all deposits of public funds of the State and all agencies, subdivisions, and instrumentalities of the State. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the bonds may have to be assigned a rating of not less than “A” or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds. See “MUNICIPAL BOND RATINGS” and “BOND INSURANCE.”

The Bonds are rated and the District makes no representation that the Bonds will be acceptable to banks, savings and loan associations, or public entities for investment purposes or to secure deposits of public funds. The District has made no investigation of other laws, regulations or investment criteria which might apply to or otherwise limit the availability of the Bonds for investment or collateral purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds and as to the acceptability of the Bonds for investment or collateral purposes.

Specific Tax Covenants

In the Bond Order the District covenants with respect to, among other matters, the use of the proceeds of the Bonds and the manner in which the proceeds of the Bonds are to be invested. The District may omit to comply with any such covenant if it has received a written opinion of a nationally recognized bond counsel to the effect that regulations or rulings hereafter promulgated modify or expand provisions of the Internal Revenue Code of 1986, as amended (the "Code"), so that such covenant is ineffective or inapplicable or non-compliance with such covenant will not adversely affect the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code.

Additional Covenants

The District additionally covenants in the Bond Order that it will keep accurate records and accounts and employ an independent certified public accountant to audit and report on its financial affairs at the close of each fiscal year, such audits to be in accordance with applicable law, rules and regulations and open to inspection in the office of the District.

Remedies in Event of Default

The Bond Order establishes specific events of default with respect to the Bonds. If the District defaults in the payment of the principal of or interest on the Bonds when due, or the District defaults in the observance or performance of any of the covenants, conditions, or obligations of the District, the failure to perform which materially, adversely affects the rights of the owners, including but not limited to, their prospect or ability to be repaid in accordance with the Bond Order, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the District, the Bond Order and Chapter 54 of the Texas Water Code provides that any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the District to make such payment or observe and perform such covenants, obligations, or conditions. The issuance of a writ of mandamus may be sought if there is no other available remedy at law to compel performance of the Bonds or the Bond Order and the District's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, subject to the discretion of the court, but may not be arbitrarily refused. 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. The Bond Order does not provide for the appointment of a trustee to represent the interest of the Bondholders upon any failure of the District to perform in accordance with the terms of the Bond Order, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, 489 S.W.3d 427 (Tex. 2016) ("Wasson I"), that governmental immunity does not imbue a city with derivative immunity when it performs a proprietary, as opposed to a governmental, function in respect to contracts executed by a city. On May 2, 2018, the Texas Supreme Court issued a second opinion to clarify *Wasson I*, *Wasson Interest, Ltd. v. City of Jacksonville*, 559 S.W.3d 142 (Tex. 2018) ("Wasson II", and together with Wasson I, "Wasson"), ruling that to determine whether governmental immunity applies to a breach of contract claim, the proper inquiry is whether the municipality was engaged in a governmental or proprietary function at the time it entered into the contract, not at the time of the alleged breach. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in regard to municipal contract cases (as opposed to tort claim cases), it is incumbent on the courts to determine whether a function was governmental or proprietary based upon the statutory and common law guidance at the time of the contractual relationship. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under authority or for the benefit of the State; these are usually activities that can be, and often are, provided by private persons, and therefore are not done as a branch of the State, and do not implicate the state's immunity since they are performed under the authority, or for the benefit, of the State as sovereign. Issues related to the applicability of a governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated on the facts and circumstances surrounding the contract in question. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 49 Tex. Sup. Ct. J. 819 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the District's sovereign immunity from a suit for money damages, Bondholders may not be able to bring such a suit against the District for breach of the Bonds or Bond Order covenants. Even if a judgment against the District could be obtained, it could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the District is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or Bondholders of an entity which has sought protection under Chapter 9. Therefore, should the District avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

Consolidation

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water system with the water system(s) of the district(s) with which it is consolidating. The revenues of the consolidated system may be pledged equally to all first lien revenue bonds of the consolidating districts. No representation is made that the District will consolidate its water system with that of any other district.

Dissolution

Under Texas law, absent any agreement between the District and the City governing dissolution, the District may be dissolved by the City without the consent of the District or its residents. If the District is dissolved, the City must assume the assets, functions, and obligations of the District (including the Bonds) and the pledge of taxes will terminate. Dissolution of the District by the City is a policymaking matter within the discretion of the Mayor and the City Council of the City, and, therefore, the District makes no representation that dissolution will or will not occur. No representation is made concerning the likelihood of dissolution or the ability of the City to make debt service payments on the Bonds should dissolution occur.

Alteration of Boundaries

In certain circumstances, under Texas law the District may alter its boundaries to: (i) upon satisfying certain conditions, annex additional territory; and (ii) exclude land subject to taxation within the District that does not need to utilize the service of District facilities if certain conditions are satisfied, including the District's simultaneous annexation of land of at least equal value that may be practicably served by District facilities. Such land substitution is subject to the approval of the TCEQ. No representation is made concerning the likelihood that the District will affect any change in its boundaries.

Approval of the Bonds

The TCEQ approved the issuance of the Bonds by an order signed on July 2, 2024 (the "TCEQ Order").

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas does not pass upon or guarantee the quality of the Bonds as an investment, nor does he pass upon the adequacy or accuracy of the information contained in this Official Statement.

Amendments to the Bond Order

The District may, without the consent of or notice to any registered owners, amend the Bond Order in any manner not detrimental to the interest of the registered owners, including the curing of an ambiguity, inconsistency, or formal defect or omission therein. In addition, the District may, with the written consent of the owners of a majority in principal amount of the Bonds then outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order, except that, without the consent of the owners of all of the Bonds affected, no such amendment, addition, or rescission may (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of or interest on the Bonds, (ii) give any preference to any Bond over any other Bond, or (iii) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may within the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

BOOK-ENTRY-ONLY SYSTEM

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

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

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

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

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

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

Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

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

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

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

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but neither the District nor the Financial Advisor take any responsibility for the accuracy thereof.

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USE AND DISTRIBUTION OF BOND PROCEEDS

The proceeds of the Bonds will be used to finance the District's share of the following: (i) remaining water, wastewater, and drainage facility costs for Shadow Canyon Phase 3 and (ii) land easement acquisition costs. The remaining Bond proceeds will be used to: (i) capitalize approximately twenty-four (24) months' interest requirements on the Bonds; (ii) pay developer interest; (iii) pay certain engineering costs; and (iv) pay other costs associated with the issuance of the Bonds.

The use and distribution of Bond proceeds is set forth below. Of the proceeds to be received from the sale of the Bonds, \$1,379,204 is required for construction costs, and \$694,796 is required for non-construction costs, including \$179,795 of capitalized interest (approximately twenty-four (24) months' interest at 4.342886%).

Construction Costs

A. Developer Contribution Items

1. Shadow Canyon Phase 3 water, wastewater, and drainage improvements	\$ 1,138,730
2. Engineer Fees	228,634

Total Developer Contribution Items	\$ 1,367,364
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B. District Contribution Items

1. Land Easement Acquisition Costs	7,840
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Total District Contribution Items	\$ 7,840
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Total Construction Costs	\$ 1,375,204
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Non-Construction Costs

A. Legal Fees (3.00%)	\$ 62,100
B. Fiscal Agent Fees (2.5%)	41,400
C. Interest Costs	
1. Capitalized Interest (24 months @ 4.342886%)	179,795
2. Developer Interest ^(a)	217,350
D. Bond Discount (2.717372%)	56,250
E. Bond Issuance Expenses	56,201
F. Bond Application Report Costs	31,050
G. Attorney General's Fee (0.10%)	2,070
H. TCEQ Review Fee (0.25%)	5,175
I. Contingency ^(b)	43,405

Total Non-Construction Costs	\$ 694,796
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TOTAL BOND ISSUE REQUIREMENT	\$ 2,070,000
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(a) Preliminary; subject to change. The amount of developer interest will be finalized in connection with the reimbursement report approved by the Board of Directors prior to disbursement of funds.

(b) The TCEQ, in its approval of the Bonds, directed any surplus Bond proceeds to be shown as a contingency line item and be subject to the TCEQ rules on use of surplus Bond funds.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the City of Georgetown, Texas; Williamson County, Texas; the State of Texas; or any entity other than the District, will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied on all taxable property located within the District. See “THE BONDS - Source of and Security for Payment.”

The ultimate security for payment of principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property or, in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. 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 property within the District will occur or that the development in the District will maintain taxable values sufficient to justify continued payment by property owners or that there will be a market for the property. See “Registered Owners' Remedies” below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors, Interest Rates, Credit Availability and Residential Foreclosures: A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of residences. Demand for lots and residential dwellings can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the economic prosperity and demographic characteristics of the urban centers 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 existing values.

Interest rates and the availability of credit, including mortgage and development funding, have a direct impact on the construction activity, particularly short-term interest rates at which the Developer and homebuilders are able to obtain financing for development and construction costs. Interest rate levels and the general availability of credit may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District and the ability of potential homeowners to purchase homes. Because of the changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District.

Competition: The demand for single-family homes in the District could be affected by competition from other residential developments, including other residential developments located in other utility districts located near the District. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in more established neighborhoods closer to downtown Georgetown that are for sale. Such homes could represent additional competition for homes proposed to be sold within the District.

The competitive position of the Developer in the sale of developed lots and of homebuilders in the construction of single-family residential houses within the District is affected by most of the factors discussed in this section. Such a competitive position is directly related to the growth and maintenance of taxable values in the District and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the District by the Developer within the District will be implemented or, if implemented, will be successful.

Developer under No Obligation to the District: There is no commitment from, or obligation of, any developer to proceed at any particular rate or according to any specified plan with the development of land or the construction of homes in the District, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed lots and tracts and failure of landowners to develop their land would restrict the rate of growth of taxable value in the District. The District is also dependent upon the Developer and the other principal taxpayers for the timely payment of ad valorem taxes, and the District cannot predict what the future financial condition of either will be or what effect, if any, such financial conditions may have on their ability to pay taxes. See “THE DEVELOPER” and “TAX DATA - Principal Taxpayers – Table 12.”

Impact on District Tax Rates: Assuming no further development, the value of the land and improvements currently existing within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2024 Certified Assessed Valuation of the District is \$206,023,384. After issuance of the Bonds, the Maximum Requirement will be \$1,210,596 (2027) and the Average Requirement will be \$1,192,270 (2024 through 2047, inclusive). Assuming (1) no increase or decrease from the 2024 Certified Assessed Valuation; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.62 and \$0.61 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. The District's Estimated Assessed Valuation as of May 1, 2024 is \$216,790,000. Based upon the assumptions above and the Estimated Assessed Valuation as of May 1, 2024, tax rates of \$0.59 and \$0.58 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. See “DEBT SERVICE REQUIREMENTS – TABLE 3” and “TAX DATA - Tax Adequacy for Debt Service.”

Dependence Upon the Developer, Lot Owners and Homebuilders: The growth of the tax base is dependent upon additional development of lots in the District and the construction of homes thereon. The Developer is under no obligation to continue to market, or improve, or to develop tracts of land. Thus, the furnishing of information related to the proposed development by the Developer should not be interpreted as such a commitment by the Developer. The District makes no representation about the probability of development continuing in a timely manner or

about the ability of the Developer, or any other subsequent landowner to whom such party may sell all or a portion of its holdings within the District, to implement any plan of development. Furthermore, there is no restriction on the Developer's right to sell its land. The District can make no prediction as to the effects that current or future economic or governmental circumstances or regulations may have on any plans of the Developer. Failure to construct taxable improvements on developed lots and tracts or failure of the Developer to develop its land would restrict the rate of growth of taxable value in the District. See "THE DEVELOPER."

The District's tax base is concentrated in a small number of taxpayers. The top ten (10) principal taxpayers represent approximately 9.70% of the 2024 Certified Assessed Valuation, which represents ownership as of January 1, 2024. See "THE DISTRICT – Historical and Current Status of Development of the District." The Developer represents \$13,117,437 or approximately 6.37% of such assessed valuation. If the Developer, homebuilders within the District, or other principal taxpayers were to default in the payment of taxes in an amount which exceeds the District's debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax lien, which is a time-consuming process, or to sell tax anticipation notes. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Order to maintain any specified amount of surplus in its debt service fund. See "Tax Collections and Foreclosure Remedies" in this section, "TAX DATA – Principal Taxpayers – Table 12," and "TAXING PROCEDURES – Levy and Collection of Taxes."

Development and Home Construction in the District . . . As of August 12, 2024, approximately 93 developed lots within the District remain available for construction. Failure of the Developer and/or builders to construct taxable improvements on developed lots could result in substantial increases in the rate of taxation by the District during the term of the Bonds to pay debt service on the Bonds and any other tax supported debt of the District issued in the future. Future increases in value will result primarily from the construction of homes by builders. See "Impact on District Tax Rates" above.

Tax Collections and Foreclosure Remedies

The District has a right to seek judicial foreclosure on a tax lien, but such remedy may prove to be costly and time consuming and, since the future market or resale market, if any, of the taxable real property within the District is uncertain, there can be no assurance that such property could be sold and delinquent taxes paid. Additionally, the District's tax lien is on a parity with the liens of all other State and local taxing authorities on the property against which the taxes are levied. Registered owners of the Bonds are entitled under Texas law to a writ of mandamus to compel the District to perform its obligations. Such a remedy would have to be exercised upon each separate default and may prove costly, time-consuming and difficult to enforce. Furthermore, there is no trust indenture or trustee, and all legal actions would have to be taken on the initiative of, and be financed by, registered owners to enforce such remedies. The rights and remedies of the registered owners and the enforceability of the Bonds may also be limited by bankruptcy, reorganization and other similar laws affecting the enforcement of creditors' rights generally.

Registered Owners' Remedies

In the event of default in the payment of principal of or interest on the Bonds, the registered owners have the right to seek a writ of mandamus, requiring the District to levy adequate taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interest of the registered owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the registered owners could obtain a judgement against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the registered owners may be further be limited by laws relating to governmental immunity, bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District.

Marketability

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

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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. Subject to the requirements of State law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismissed the petition, enters an order granting relief from the stay or otherwise allows creditors to proceed against the petitioning political subdivision. A political subdivision, such as the District, may qualify as a debtor eligible to proceed in a Chapter 9 case only if it (i) is specifically authorized to file for federal bankruptcy protection by applicable state law, (ii) is insolvent or unable to meet its debts as they mature, (iii) desires to effect a plan to adjust such debts, and (iv) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiations are impracticable. Under State law a municipal utility district, such as the District, must obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code. The TCEQ is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under Federal bankruptcy law only if such district has fully exercised its rights and powers under State law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with State law requirements, a district could file a voluntary bankruptcy petition under Chapter 9, thereby involving the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A Federal bankruptcy court is a court of equity and Federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in making the decision of whether to grant the petitioning district relief from its creditors. While such a decision might be applicable, the concomitant delay and loss of remedies to the registered owners 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 a registered owner 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 owner's claim against a district. A district may not be forced into bankruptcy involuntarily.

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 retroactively to the date of original issuance. See "TAX MATTERS."

Future Debt

As of August 12, 2024, all of the developable land within the District had been developed with utility facilities by the Developer. According to information obtained by Gray Engineering, Inc. (the "Engineer"), the Developer has advanced approximately \$17,890,000, in reimbursable construction costs (excludes related engineering fees and landscape improvements), of which approximately \$8,585,000 will remain owing to the Developer after reimbursement with the proceeds of the Bonds to the Developer.

Therefore, the Developer is owed additional funds with reimbursements expected to be made from the proceeds of future installments of bonds over the next several years. The District has the right to issue the remaining \$29,390,000 authorized but unissued unlimited tax bonds for water, wastewater, and drainage facilities, the remaining \$210,000 authorized but unissued unlimited tax bonds for acquiring or constructing road facilities, the remaining \$8,350,000 authorized but unissued unlimited tax bonds for the construction and acquisition of park and recreational facilities, the remaining \$67,680,000 authorized but unissued unlimited tax refunding bonds, and such additional bonds as may hereafter be approved by both the Board and voters of the District. The Consent Agreement provides that the total principal amount of unlimited tax new money bonds to be issued by the District is limited to \$26,000,000, unless otherwise agreed to by the City. Each future issue of bonds is intended to be sold at the earliest practicable date consistent with the maintenance of a reasonable tax rate in the District (assuming projected increases in the value of taxable property made at the time of issuance of the bonds are accurate). See "THE DEVELOPER – Utility Construction Agreements." The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of certain additional bonds is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. Additional consent from the City may also be required to the extent the amount of bonds to be issued exceeds the amount authorized by the City. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District. See "THE BONDS – Issuance of Additional Debt."

The District has reserved in the Bond Order the right to issue the remaining authorized but unissued bonds approved by the voters. See "THE BONDS – Authority for Issuance." All of the remaining unlimited tax bonds which have heretofore been authorized by the voters of the District may be issued by the District from time to time for qualified purposes, as determined by the Board of Directors of the District, subject to the approval of the Board, the Attorney General of the State of Texas and, if applicable, the TCEQ.

Governmental Approval

As required by law, engineering plans, specifications and estimates of construction costs for the facilities and services to be purchased or constructed by the District with the proceeds of the Bonds have been approved, subject to certain conditions, by the TCEQ. See “USE AND DISTRIBUTION OF BOND PROCEEDS.” The TCEQ approved the issuance of the Bonds by an order signed on July 2, 2024. In addition, the Attorney General of Texas must approve the legality of the Bonds prior to their delivery.

The Attorney General of Texas does not pass upon or guarantee the security of the Bonds as an investment, nor has the foregoing authority passed upon the adequacy or accuracy of the information contained in this Official Statement.

Forward-Looking Statements

The statements contained in this Official Statement, and in any other information provided by the District, that are not purely historical, are forward-looking statements, including statements regarding the District’s expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements.

The forward looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by first parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

Drought Conditions

Central Texas, like other areas of the State, is susceptible to experiencing drought conditions. The City provides water to the retail customers within the District in amounts sufficient to service the residents of the District; however, as drought conditions continue, the City’s water usage and rates could be impacted.

Storm Water

In 2018, the National Weather Service completed a rainfall study known as NOAA Atlas 14, Volume 11 Participation-Frequency Atlas of the United States (“Atlas 14”). Floodplain boundaries within the District may be redrawn based on the Atlas 14 study based on 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 – 100-Year Flood Plain.”

Potential Impact of Natural Disaster

The District could be impacted by a natural disaster such as wide-spread fires, earthquakes, or weather events such as hurricanes, tornados, tropical storms, or other severe weather events that could produce high winds, heavy rains, hail, and flooding. In the event that a natural disaster should damage or destroy improvements and personal property in the District, the assessed valuation of such taxable properties could be significantly reduced, resulting in a decrease in the taxable properties could be substantially reduced, resulting in a decrease in the taxable value of the District or an increase in the District’s tax rate. See “TAXING PROCEDURES – Temporary Exemption for Qualified Property Damaged by a Disaster.”

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

Environmental Regulation

Water and wastewater facilities acquired by the District from the Developer are transferred to the City for ownership and operation. The City provides retail water and wastewater service residents in the District. The District owns and operates drainage facilities built by the Developer. Wastewater treatment and water supply facilities are subject to stringent and complex environmental laws and regulations. Facilities must comply with environmental laws at the federal, state, and local levels. These laws and regulations can restrict or prohibit certain activities that affect the environment in many ways such as:

1. Requiring permits for construction and operation of water supply wells and wastewater treatment facilities;
2. Restricting the manner in which wastes are released into the air, water, or soils;

3. Restricting or regulating the use of wetlands or other property;
4. Requiring remedial action to prevent or mitigate pollution; and
5. Imposing substantial liabilities for pollution resulting from facility operations.

Compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Sanctions against a water 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 as to future compliance of and the ability to operate the District's water supply, wastewater treatment, and drainage facilities. Environmental laws and regulations can also impact an area's ability to grow and develop. The following is a discussion of certain environmental concerns that relate to the District. It should be noted that changes in environmental laws and regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

Air Quality Issues. The Federal Clean Air Act ("CAA") requires the United States Environmental Protection Agency (the "EPA") to adopt and periodically revise national ambient air quality standards ("NAAQS") for each air pollutant that may reasonably be anticipated to endanger public health or welfare. Areas that exceed the NAAQS for a given pollutant can be designated as nonattainment by the EPA. A nonattainment designation then triggers a process by which the affected state must develop and implement a plan to improve air quality and "attain" compliance with the appropriate standard. This so called State Implementation Plan ("SIP") entails enforceable control measures and time frames.

In 1997, the EPA adopted the "8-hour" ozone standard of 80 parts per billion ("ppb") (the "1997 Ozone Standard") to protect public health and welfare. In 2008, the EPA lowered the ozone standard to 75 ppb (the "2008 Ozone Standard"). The Austin area, consisting of Williamson, Hays, Travis, Bastrop, and Caldwell Counties (the "Austin Area") was not designated "nonattainment" under the 2008 Ozone Standard.

On October 1, 2015, the EPA lowered the ozone standard to 70 ppb (the "2015 Ozone Standard"). On May 1, 2018, the EPA designated the Austin Area as "attainment" under the 2015 Ozone Standards, which became effective on September 7, 2018.

Should the Austin Area fail to achieve EPA NAAQS, or should the Austin Area fail to satisfy a then effective SIP (for nonattainment or otherwise), or for any other reason should a lapse in conformity with the CAA occur, the Austin Area may be subjected to sanctions pursuant to the CAA. Under such circumstances, the TCEQ would be required under the CAA to submit to the EPA a new SIP under the CAA for the Austin Area. Due to the complexity of nonattainment/conformity analysis, the status of EPA's implementation of any future EPA NAAQS and the incomplete information surrounding any SIP requirements for areas designated nonattainment under any future EPA NAAQS, the exact nature of sanctions or any potential SIP that may be applicable to the Austin Area in the near future is uncertain. The CAA provides for mandatory sanctions, including the suspension of federal highway funding, should the State fail to submit a proper SIP, or associated submissions, or fail to revise or implement a SIP, or fail to comply with an existing SIP. Subject to certain exceptions, if the Austin Area falls out of conformity and the mandatory highway funding suspension sanction is implemented, the United States Secretary of Transportation may be prohibited from approving or awarding transportation projects or grants within the area.

It is possible that nonattainment, a lapse in conformity under the CAA, litigation involving injunctive or other relief, or other environmental issues may impact new industrial, commercial and residential development in the Austin Area.

Water Supply & Discharge Issues. Water supply and discharge regulations that the City and the District may be required to comply with involve: (1) public water supply systems, (2) wastewater discharges from treatment facilities, (3) storm water discharges and (4) wetlands dredge and fill activities. Each of these is addressed below:

Pursuant to the federal Safe Drinking Water Act ("SDWA") and Environmental Protection Agency's National Primary Drinking Water Regulations ("NPDWRs"), which are implemented by the TCEQ's Water Supply Division, a city's and 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 other regulatory action levels established under the agency's rules. The EPA has established NPWDRs for more than ninety (90) contaminants and has identified other contaminants which may require national drinking water regulation in the future. Further, the EPA has established 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 quality of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction Permit (TXR150000), with an effective date of March 5, 2023, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain nonstormwater 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.

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 within the “waters of the United States.” The District must also obtain a permit from the United States “over which the EPA and USACE have jurisdiction under the CWA. The CWR significantly expanded the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands.

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” and under the CWA to conform with the Supreme Court’s decision.

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

Operations of the District are also potentially subject to stormwater discharge permitting requirements as set forth under the CWA and regulations implementing the CWA. The TCEQ adopted by reference the vast majority of the EPA regulations relating to stormwater discharges and currently has issued a general permit for stormwater discharges associated with industrial activities and proposed two general permits for stormwater discharges associated with construction activities and municipal separate stormwater systems. The District may also be required to develop and implement stormwater pollution prevention plans and stormwater management plans. The District could incur substantial costs to develop and implement such 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. Failure to comply with these requirements may result in the imposition of administrative, civil, and criminal penalties as well as injunctive relief under the CWA or the Texas Water Code.

Future and Proposed Tax 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. 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.

The Effect of the Financial Institutions Act of 1989 on Tax Collections of the District

The “Financial Institutions Reform, Recovery and Enforcement Act of 1989” (“FIRREA”), enacted on August 9, 1989, contains certain provisions which affect the time for protesting property valuations, the fixing of tax liens, and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation (“FDIC”) when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

Under FIRREA real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary liens shall attach to such property, (ii) the FDIC shall not be liable for any penalties or fines, including those arising from the failure to pay any real or personal property tax when due and (iii) notwithstanding failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

To the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property, if any, owned by the FDIC in the District and may prevent the collection of penalties and interest on such taxes or may affect the valuation of such property.

Bond Insurance Risks

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

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

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

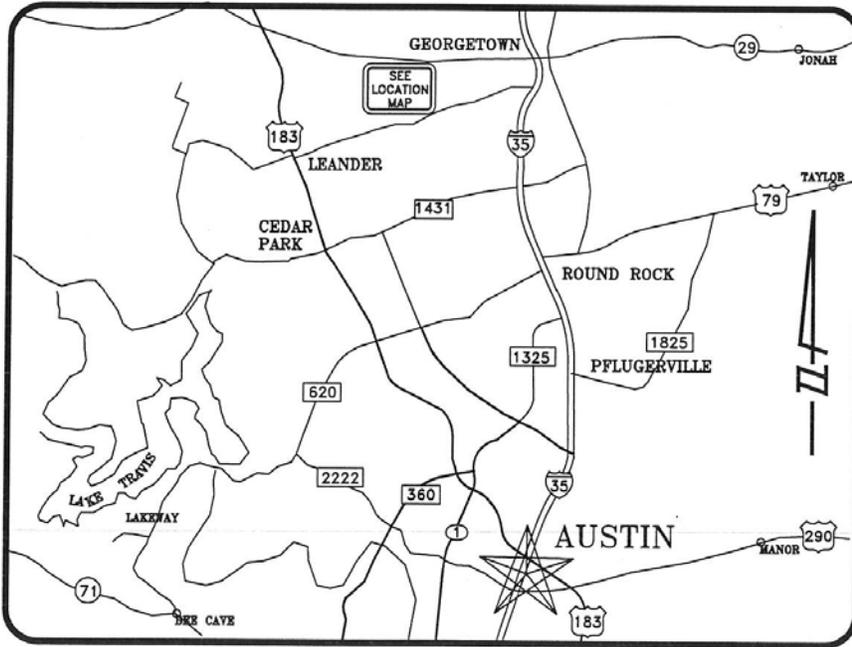
The long-term ratings on the Bonds are dependent in part on the financial strength of the Bond Insurer and its claim-paying ability. The Bond Insurer's financial strength and claims-paying ability are predicated upon a number of factors which could change over time. No assurance is given that the long-term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

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

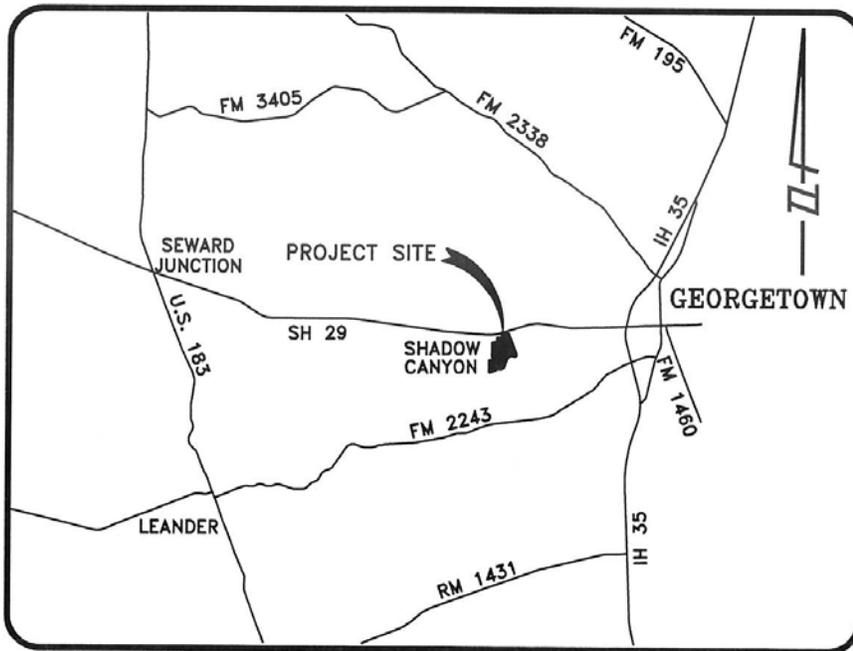
Neither the District nor the Initial Purchaser has made independent investigation into the claims-paying ability of the Bond Insurer and no assurance or representation regarding the financial strength or projected financial strength of the Bond Insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal and interest on the Bonds and the claims-paying ability of the Bond Insurer, particularly over the life of the investment. See "MUNICIPAL BOND RATINGS" and "BOND INSURANCE" herein for further information provided by the Bond Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Bond Insurer.

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LOCATION MAP



VICINITY MAP



LOCATION MAP
N.T.S.

THE DISTRICT

General

The District was created by order of the TCEQ, effective January 31, 2017, and confirmed pursuant to an election held within the District on May 6, 2017, and operates under Chapters 49 and 54, Texas Water Code, as amended, Article XVI, Section 59 of the Texas Constitution; the approving order of the TCEQ; and the general statutes of Texas applicable to municipal utility districts.

The District was created to provide water, wastewater and drainage services to the property within the District currently being developed as a single-family development. The District may also develop and finance roads under Section 54.234 of the Texas Water Code and develop and finance park and recreational facilities. The District has entered into utility construction agreements with the Developer in order to facilitate the construction of water, wastewater and drainage facilities, road improvements, and park and recreational facilities to serve property within its boundary.

At the time of creation, the District contained approximately 278.21 acres of land. Since the creation of the District, there have been no annexations or exclusions of land.

Management

Board of Directors

The District is governed by a board, consisting of five directors, which has control over and management supervision of all affairs of the District. Directors' terms are four years, with elections held within the District in May in each even-numbered year. All of the directors own property in the District.

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>	<u>Length of Service</u>
Charles E. Gamble, II	President	2028	7 Years
Ryan Jackson	Vice President	2026	6 Years
Mark Alan Collins	Secretary	2028	7 Years
Josh Yates	Assistant Secretary	2028	2 Years
Adam Charles Landon Moore	Assistant Secretary	2026	7 Years

Consultants

Tax Assessor/Collector

Land and improvements in the District are being appraised by the Williamson Central Appraisal District ("WCAD"). The Tax Assessor/Collector is appointed by the Board of Directors of the District. The Williamson County Tax Assessor/Collector, Larry Gaddes, currently serves the District in this capacity under contract.

Engineer

The District's consulting engineer is Gray Engineering, Inc. (the "Engineer"). Such firm serves as consulting engineer to 15 other special districts.

Bookkeeper

Bott & Douthitt, PLLC, certified public accountants, serves as bookkeeper to the District. Such firm serves as bookkeeper to approximately 150 other special districts.

Auditor

McCall Gibson Swedlund & Barfoot PLLC, certified public accountants, serves as the auditor to the District. Such firm serves as auditor to approximately 600 other special districts. The District's financial statements for the fiscal year ending September 30, 2023, were audited by McCall Gibson Swedlund & Barfoot PLLC, which audited financial statements are attached hereto as "APPENDIX A."

Financial Advisor

Public Finance Group LLC serves as the District's financial advisor (the "Financial Advisor"). The Financial Advisor's fee for services rendered in connection with the issuance of the Bonds is based on the percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

General Counsel

The District employs Armbrust & Brown, PLLC (“A&B”) as General Counsel. Fees paid to A&B for work related to the issuance of the Bonds are contingent upon the sale of the Bonds.

Bond Counsel and Disclosure Counsel

The District has engaged McCall, Parkhurst & Horton L.L.P., Austin, Texas, as Bond Counsel and Disclosure Counsel in connection with the issuance of the District's Bonds. The fees of Bond Counsel and Disclosure Counsel are contingent upon the sale of and delivery of the Bonds.

Location

The District is located entirely within the corporate city limits of the City of Georgetown, Texas. The District is approximately two miles west of IH-35 with frontage on the south side of SH 29, with southern frontage on the San Gabriel River. SH 29 and IH-35 provide access to the City of Round Rock to the southeast, Austin to the south, and the City of Georgetown to the east. The Austin central business district is approximately 22 miles to the south of the District.

Historical and Current Status of Development of the District

San Gabriel Harvard Limited Partnership, an Arizona limited partnership (“Harvard”), was the original owner of approximately 308 acres of land which comprised all of the land within the District (the “Original Property”). In November 2014, 278 Georgetown Inc., a Texas corporation (“278 Georgetown”), purchased approximately 278.21 acres of land comprising the District from Harvard. 278 Georgetown, Inc., the initial developer of the District, was a Texas corporation created for the sole purpose of acquiring and developing the 278.21 acres comprising the District. Joseph W. Straub served as Principal of 278 Georgetown, which is an affiliate of Straub Services LLC (“Straub”). Construction of utility facilities to serve property within the District commenced in 2017 by 278 Georgetown. 278 Georgetown completed development of utility facilities and road improvements serving approximately 34.26 acres within the District, developed as Shadow Canyon Phase 1 (34.26 acres; platted as 88 single-family lots) in June of 2019.

In June 2019, 278 Georgetown sold approximately 41.14 acres within the District, developed as Shadow Canyon Phase 2 (41.14 acres platted as 163 single family lots), to Forestar (USA) Real Estate Group Inc., a Delaware corporation (“Forestar”), through a cash transaction. Forestar has contracted to sell the developed lots in Shadow Canyon Phase 2 to Continental Homes (defined herein).

In July 2020, 278 Georgetown sold approximately 47.45 acres within the District, developed as Shadow Canyon Phase 3 (32.82 acres platted as 100 single family lots) and Shadow Canyon Phase 4 (14.63 acres platted as 34 single family lots), to Brightland Homes, Ltd., Ltd., a Texas limited partnership, whose general partner is Brightland Homes, Ltd. I, Inc. (“Brightland”) (f/k/a Gehan Homes, Ltd.), through a cash transaction. Brightland was the only homebuilder in Shadow Canyon Phases 3 and 4.

In June 2021, 278 Georgetown sold approximately 123.035 acres within the District to Continental Homes through a cash transaction. Continental Homes has developed such acreage as Shadow Canyon Phases 6, 7, and 8 (123.98 acres; platted as 216 single-family lots). Shadow Canyon Phase 5 consists solely of the amenity center for the District. See “THE DEVELOPER.”

The District contains approximately 278.21 acres, all of which have been developed. As of August 12, 2024, approximately 246.88 acres of land within the District have been developed with utility facilities as the single family residential subdivision Shadow Canyon Phases 1, 2, 3, 4, 6, 7, and 8 which encompass a total of 600 single-family lots, which include 501 completed homes, 6 homes under construction, and 93 vacant single-family lots. Additionally, Shadow Canyon Phase 5 consists of an amenity center on approximately 2.98 acres. The remaining land within the District includes approximately 31.33 undevelopable acres either located in the flood plain or designated as open space.

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The following chart reflects the status of development as of August 12, 2024 (acreages approximate):

Section	Acreage	Platted Lots	Completed Homes	Homes Under Construction	Vacant Lots
A. Single Family Developed with Utility Facilities					
Shadow Canyon, Phase 1	34.26	88	86	2	-
Shadow Canyon, Phase 2	41.14	162	162	-	-
Shadow Canyon, Phase 3	32.82	100	98	2	-
Shadow Canyon, Phase 4	14.63	34	34	-	-
Shadow Canyon, Phase 5 (Amenity Center)	2.98	-	-	-	-
Shadow Canyon, Phase 6	22.22	46	45	-	1
Shadow Canyon, Phase 7	33.56	101	10	2	89
Shadow Canyon, Phase 8	65.27	69	66	-	3
Total Developed Utility Facilities	246.88	600	501	6	93
B. Floodplain/Open Space	31.33				
Total District Acreage	278.21				

Future Development

The instigation of any new development beyond that described in this Official Statement will be dependent on several factors including, to a great extent, the general and other economic conditions which would affect the ability to sell lots and/or property and of any homebuilder to sell completed homes as described in this Official Statement under the caption “INVESTMENT CONSIDERATIONS.” The District’s Engineer estimates that the remaining unlimited tax bonds will be sufficient to reimburse the Developer for the existing utility facilities. See “THE BOND – Issuance of Additional Debt” and “THE DISTRICT – Consent Agreement with the City of Georgetown.” The Developer is under no obligation to complete any development, if begun, and may modify or discontinue development plans in their sole discretion. Accordingly, the District makes no representation that future development will occur.

Consent Agreement with the City of Georgetown

The City of Georgetown consented to the creation of the District pursuant to the Consent Agreement executed between the City, the District, and 278 Georgetown, on May 24, 2016 (the “Original Consent Agreement”). On May 25, 2021, the City, the District, and 278 Georgetown entered into a First Amendment to Consent Agreement (the “First Amendment”), which among other matters, increased the total principal amount of unlimited tax bonds authorized under the Original Consent Agreement from \$19,925,000 to \$26,000,000 as set forth below. The Original Consent Agreement and the First Amendment are collectively referred to herein as the “Consent Agreement.” On June 3, 2021, the City, Continental Homes, and 278 Georgetown additionally entered into a Partial Assignment of Consent Agreement whereby 278 Georgetown assigned, and Continental Homes agreed to assume and perform, certain rights, duties, and obligations under the Consent Agreement.

The Consent Agreement governs development within the District and sets forth certain terms and conditions governing construction, financing, operation, maintenance, and ownership of the water, sewer, and drainage utilities and transportation facilities serving the property within the District. Pursuant to the Consent Agreement, the City agrees to accept ownership and operation of the District’s water and wastewater facilities and thereafter the City will provide retail water and wastewater services to the residents within the District.

The Consent Agreement authorizes the District to issue bonds and notes, including bond anticipation notes or refunding unlimited tax bonds without further approval of the City Council for purposes set forth in the Consent Agreement which include water, wastewater, drainage, road, park and recreation facilities. The District has agreed in the Consent Agreement that the total amount of bonds to be issued (excluding refunding bonds) will be limited to a principal amount not to exceed \$26,000,000 without further approval from the City Council. After the issuance of the Bonds, the District will have issued \$17,930,000 in aggregate principal amount of unlimited tax bonds.

Pursuant to the Consent Agreement, the District agreed to maintain a total tax rate of not more than \$0.6660/\$100 assessed valuation; however, the District and the City understand that the District’s power to levy taxes to pay the principal of and interest on the Bonds will be unlimited as to rate and amount as necessary to make the principal and interest payments on the Bonds.

A portion of the proceeds from the sale of the Bonds will be used to pay the City its Master Development Fee pursuant to the terms and conditions of the Consent Agreement. The City also levies and collects ad valorem taxes on taxable property within the District just as it does with any other property located in the City.

The Consent Agreement further provides (i) that the District shall use good faith efforts, subject to market conditions and a sufficient tax base existing, to issue all of its bonds by January 31, 2031, and (ii) that no bonds will be issued with an issue date more than ten years after issuance to the issuance date of the District’s first bond issue (i.e., the District’s Unlimited Tax Road Bonds, Series 2021) without further approval from the City.

THE DEVELOPER

Role of Developer

In general, the activities of a landowner or developer within a utility district, such as the District, include purchasing land within the future district, petitioning for creation of the district, designing the development, defining a marketing program, planning building schedules, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, sewer, and drainage facilities) pursuant to the rules of the TCEQ, and selling improved lots or commercial reserves to builders, other developer or first parties. Ordinarily, the developer pays one hundred percent (100%) of the costs of paving and amenity design and construction while the utility district finances the costs of the water supply and distribution, wastewater collection and drainage facilities. While a landowner or developer are required by the TCEQ to pave streets and pay for its allocable portion of the costs of utilities to be financed by the district through a specific bond issue, if any, developer is generally under no obligation to a district to undertake development activities with respect to other property it owns within a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer own 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 the developer to perform such activities in development of the property within the utility district may have a profound effect on the security for the bonds issued by a district.

Description of the Developer

The developer currently active within the District is Continental Homes of Texas, L.P. ("Continental Homes" or the "Developer"). In June 2021, Continental Homes purchased approximately 123.05 acres from 278 Georgetown, the initial developer of the District, which included all of the remaining undeveloped land within the District. Pursuant to the Amended and Restated Utility and Park Construction Agreement (defined herein), 278 Georgetown assigned all of its right, title, and interest as the "Developer" within the District to Continental Homes, including its right to reimbursements payable from proceeds of bonds issued by the District. See "THE DEVELOPER – Utility Construction Agreements" herein. Continental Homes has developed Shadow Canyon Phases 6, 7, and 8 (123.98 acres; platted as 216 single-family lots). Shadow Canyon Phase 5 consists solely of the amenity center for the District.

Continental Homes is a Texas limited partnership and operates as a subsidiary of D.R. Horton, Inc. ("D.R. Horton"). D.R. Horton, Inc. is a publicly traded corporation whose stock is listed on the New York Stock Exchange under the ticker symbol "DHI."

Certain financial information concerning Continental Homes may be included as part of the consolidated financial statements of D.R. Horton, Inc. However, D.R. Horton, Inc. is not legally obligated to provide funds for the development of the District, to provide funds to pay taxes on property in the District owned by Continental Homes, or to pay any other obligations of Continental Homes. Further, neither Continental Homes nor D.R. Horton, Inc. is responsible for, is liable for, or has made any commitment for payment of the Bonds or other obligations of the District, and the inclusion of such financial statements and description of financial statements and description of financial arrangements by reference herein should not be construed as an implication to that effect. Neither Continental Homes nor D.R. Horton, Inc. has any legal commitment to the District or owners of the Bonds to continue development of the land within the District and Continental Homers may sell or otherwise dispose of its property within the District, or any other assets, at any time. Further, the financial condition of Continental Homes and D.R. Homes, Inc. is subject to change at any time.

Homebuilders within the District

There are two homebuilders currently active within the District: D.R. Horton and Brightland Homes, Ltd. D.R. Horton's homes range in base price from approximately \$340,000 to \$449,000, with square footage ranging from approximately 1,452 to 2,564. Brightland Homes' homes range in base price from approximately \$544,000 to \$634,000, with square footage ranging from approximately 1,610 to 2,640.

Home construction in the District began in 2019. Based on the District Engineer's review, the following chart illustrates the number of homes built per year starting in 2019.

Calendar Year	No. of Single-Family Homes Constructed
2019	2
2020	46
2021	199
2022	92
2023	107
2024	61*

* As of August 12, 2024; includes 55 completed homes and 6 homes under construction.

Utility Construction Agreements

The District entered into a Utility and Park Facility Construction Agreement dated as of May 16, 2016, with 278 Georgetown and Straub (as amended, the “Original Utility and Park Construction Agreement”) governing the development of water, wastewater, drainage and park facilities within the District and the reimbursement for certain costs of such development through the issuance of bonds by the District. In connection with the purchase of Shadow Canyon Phases 3 and 4, 278 Georgetown, Straub, and Gehan entered into an Assumption of Obligations and Assumption of Reimbursement Rights and Consent dated August 15, 2020, whereby 278 Georgetown assigned and conveyed to Gehan certain obligations, but retained the right to receive the reimbursements, with respect to Shadow Canyon Phases 3 and 4. In connection with the purchase of Shadow Canyon Phase 2, 278 Georgetown, Straub, and Forestar entered into an Assignment of Obligations and Reimbursement of Rights and Consent dated June 18, 2019, whereby 278 Georgetown assigned and conveyed to Forestar the right to receive \$375,000 of reimbursements otherwise payable to 278 Georgetown with respect to Shadow Canyon Phase 2. On June 3, 2021, the District, Continental Homes, 278 Georgetown, Forestar, Brightland (f/k/a Gehan), Straub, and Riverview-JJD Investments, LLC (“Riverview-JJD”) entered into an Amended and Restated Utility and Park Facility Construction Agreement (the “Amended and Restated Utility and Park Construction Agreement”). Pursuant to the Amended and Restated Utility and Park Construction Agreement, 278 Georgetown assigned all of its right, title, and interest under the Original Utility and Park Construction Agreement as the “Developer,” including its rights to reimbursements payable from the proceeds of bonds issued by the District to Continental Homes. In the Original Utility and Park Construction Agreement, 278 Georgetown assigned its right to receive twenty-five percent (25%) of any reimbursements that would otherwise be payable to 278 Georgetown to Straub, net of all reimbursements payable to 278 Georgetown by the District for advances relating to the creation of the District and costs of issuance of the District’s bonds. Straub subsequently assigned such reimbursement rights to Riverview-JJD pursuant to the Amended and Restated Utility and Park Construction Agreement, which additionally increased the amount of reimbursement from twenty-five percent (25%) to thirty-five percent (35%) of all reimbursements otherwise payable to Continental Homes by the District from the initial \$19,925,000 of bonds issued by the District and fifty percent (50%) of all reimbursements otherwise payable to Continental Homes from any bonds issued by the District in excess of \$19,925,000. Reimbursements owed to Riverview-JJD will be payable to Riverview-JJD directly from the proceeds of bonds issued by the District upon closing of such bonds.

The District also entered into a Road Improvements Construction and Reimbursement Agreement dated as of May 16, 2016, with 278 Georgetown and Straub (as amended, the “Road Construction Agreement”) governing the development of roads within the District and the reimbursement of certain costs of such development through the issuance of road bonds by the District.

Agricultural Waiver

A portion of the undeveloped acreage within the District is subject to an agricultural exemption, however, 278 Georgetown executed an agreement, which is recorded in the real property records of Williamson County, and is a covenant running with the land, waiving the right to have the land located within the District classified as agricultural, open-space, or timberland. In addition, 278 Georgetown has waived its rights to have the lots and homes (if any) classified as business inventory. Such agreement may not be modified without the approval of the TCEQ and is binding on purchasers of such land from the Developer. See “TAXING PROCEDURES – Property Subject to Taxation by the District.”

THE SYSTEM

Regulation

The water, wastewater and storm drainage facilities (the “System”), the purchase, acquisition and construction of which will be permanently financed by the District with the proceeds of unlimited tax bonds, have been designed in accordance with accepted engineering practices and the recommendation of certain governmental agencies having regulatory or supervisory jurisdiction over construction and operation of such facilities, including, among others, the TCEQ, Williamson County, and the City of Georgetown. According to the Engineer, the design of all such facilities has been approved by all governmental agencies which have authority over the District.

Operation of the waterworks and wastewater facilities by the City serving retail customers within the District is subject to regulation by, among others, the US Environmental Protection Agency and the TCEQ. The rules and regulations promulgated by these agencies change periodically and are subject to further development and revision. The TCEQ makes annual inspections of the City’s water and wastewater systems to assure compliance with their rules.

Water Supply and Distribution

Retail water service within the District is provided by the City pursuant to the terms and conditions of a Water Service Agreement entered into between 278 Georgetown and the City in June 2021, as assigned by 278 Georgetown to Continental Homes pursuant to an Assignment of Contract and Contract Rights dated June 3, 2021 (the “Water Service Agreement”). Water from the City is obtained from a surface water treatment plant where the City stores and treats water pumped from Lake Stillhouse Hollow. The City’s water supply facilities also include ground storage and elevated storage facilities, wells, and booster pumps.

Pursuant to the Water Service Agreement, the City has agreed to provide retail water service to residents of the District up to 600 living unit equivalents (“LUEs”), which is sufficient to serve the completed single-family homes within the District as well as the homes currently under construction. The developers within the District construct the internal water supply and distribution system facilities on behalf of the District. Once completed, the internal water supply and distribution system is dedicated to and owned, maintained, and operated by the City as stipulated in the Water Service Agreement.

According to the Engineer, the water supply and distribution system and improvements are being designed in accordance with applicable design criteria as established by the TCEQ and the City.

Wastewater Collection and Treatment

Harvard and the City of Georgetown entered into an Offsite Utility Construction Cost Reimbursement Agreement for Shadow Canyon, dated October 20, 2005 (the "Offsite Agreement") whereby Harvard agreed to construct a 21" wastewater collection gravity main (the "Offsite Wastewater Improvement") necessary to serve the development of the Original Property and thereafter convey the Offsite Wastewater Improvement to the City. Pursuant to the Offsite Agreement, the City agreed to pay Harvard wastewater impact fees specifically associated with the Offsite Wastewater Improvement. On December 1, 2006, the City, Harvard, and AGBT Development, Ltd. ("AGBT") entered into a Tri-Party Agreement (the "Tri-Party Agreement") whereby the City agreed to allow AGBT to construct the Offsite Wastewater Improvement and assigned the related eligible impact fee reimbursement to AGBT.

Following 278 Georgetown's acquisition of approximately 278.21 acres comprising the District, Harvard and 278 Georgetown entered into an Assignment of Wastewater Reimbursements and Wastewater Service on November 21, 2014 (the "Wastewater Service Assignment"). Pursuant to the Wastewater Service Assignment, Harvard assigned (i) its right to receive impact fee reimbursements from the City and (ii) the right for the 278.21 acres comprising the District to receive wastewater utility service according to the City's policies and ordinances and subject to the terms of the Offsite Agreement.

The Offsite Agreement, the Tri-Party Agreement, and the Wastewater Service Agreement are collectively referred to herein as the Wastewater Service Agreements.

Currently, the District's wastewater collection and treatment is provided by the City pursuant to the terms and conditions of the Wastewater Service Agreements. The existing wastewater collection and treatment facilities provide sufficient capacity to serve the District and, according to the Engineer, wastewater supply from the City is sufficient to serve the anticipated full build-out of the District.

Storm Drainage

The storm drainage system that serves the District consists of curb and guttered streets and storm sewers. The collected storm water runoff drains into a system of underground storm sewers and outfalls at various points into water quality ponds located in the District; which ultimately drains into the South San Gabriel River.

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 rainstorm 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.

According to the District's Engineer, there are approximately 31.33 acres within the District that are located within the 100-year flood plain, as identified by the Federal Flood Insurance Administration Rate Maps Nos. 48491C0275E and 48491C0460E for Williamson County, Texas, dated September 26, 2008.

In 2018, the National Weather Service completed a rainfall study known as Atlas 14 which shows that severe rainfall events are now occurring more frequently. Within Texas, the Atlas 14 study showed an increased number of rainfall events in a band extending from the upper Gulf Coast in the east and running west generally along the I-10 corridor to Central Texas. In particular, the study shows that Central Texas is more likely to experience larger storms than previously thought. Based on this study, various governmental entities, including Williamson County, are contemplating amendments to their regulations that will potentially increase the size of the 100-year flood plain which interim flood plain is based on the current 500-year flood plain, resulting in the interim flood plain regulations applying to a larger number of properties, and potentially increasing the size of detention ponds and drainage facilities required for future construction in all areas (not just in the flood plain). Flood plain boundaries within the District may be redrawn based on the Atlas 14 study based on the higher statistical rainfall amount, and could mean higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the flood plain.

Water, Wastewater and Drainage Operations - Rate and Fee Schedule

The City provides retail water and wastewater services to the District and is responsible for establishing the rates and fees charged for those services, subject to change from time to time. The rates and fees charged and collected by the City for retail water and wastewater service are published and updated from time to time by the City on its official websites, which may be referred to for the City's current rates and fees. **The rates and charges established by the City are not part of the District's continuing disclosure undertaking and will not be updated by the District annually.**

Operating Revenues and Expenses Statement - Table 2

The following statement sets forth in condensed form the historical operations of the District as derived from the District’s audited financial statements for the years ending September 30, 2020 through September 30, 2023. Unaudited financial information for the period ending July 31, 2024 has been provided by the District’s bookkeeper. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Such summary has been prepared from information obtained from the District’s financial statements and records. Reference is made to such statements for further and more complete information. Also see “APPENDIX A – Audited Financial Statements of the District for the fiscal year ending September 30, 2023.”

	Fiscal Year End				
	7/31/2024^(a)	9/30/2023^(b)	9/30/2022^(b)	9/30/2021^(b)	9/30/2020^(b)
REVENUES					
Property taxes, including penalties	\$ 791,457	\$ 856,751	\$ 292,889	\$ 122,177	\$ 10,704
Drainage Fees	-	57,746	84,542	167,250	118,500
Interest	48,348	24,679	1,337	69	1,623
Developer Advance	-	-	-	-	-
Other	-	-	-	-	-
TOTAL REVENUES	\$ 839,806	\$ 939,176	\$ 378,768	\$ 289,496	\$ 130,827
EXPENDITURES					
Pond Maintenance	\$ 54,050	\$ 75,011	\$ 40,154	\$ 3,093	\$ 773
General Maintenance	21,818	-	-	-	-
Environmental Consulting	9,000	-	-	-	-
Legal Fees	51,140	71,974	57,032	34,728	30,266
Engineering Fees	43,031	175,911	158,264	110,035	53,305
Bookkeeping Fees	20,826	24,025	19,150	16,750	12,900
Audit Fee	12,500	11,500	10,750	8,250	7,750
Public Notice	-	410	410	410	410
Director Fees, including payroll taxes	11,556	10,206	7,912	9,850	8,235
Insurance	13,745	7,982	1,967	1,663	1,523
Financial Advisor Fees	1,832	1,616	1,504	1,770	1,710
Tax appraisal/collection fees	3,734	4,126	1,645	753	66
Capital Outlay	-	-	88,432	-	-
Other	2,177	4,336	1,949	576	1,376
TOTAL EXPENDITURES	\$ 245,409	\$ 387,097	\$ 389,169	\$ 187,878	\$ 118,314
NET REVENUES (DEFICIT)	\$ 594,396	\$ 552,079	\$ (10,401)	\$ 101,618	\$ 12,513
Beginning Fund Balance	\$ 863,125	\$ 311,046	\$ 321,447	\$ 219,829	\$ 207,316
Plus / (Less): Fund Transfers	-	-	-	-	-
Ending Fund Balance	\$ 1,457,521	\$ 863,125	\$ 311,046	\$ 321,447	\$ 219,829

(a) Unaudited as of July 31, 2024. Partial Year. Represents ten (10) months of the District's current fiscal year.

(b) Audited.

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DEBT SERVICE REQUIREMENTS – TABLE 3

Williamson County Municipal Utility District No. 34

\$2,070,000

Unlimited Tax Bonds, Series 2024

Dated Date: October 3, 2024

First Interest Payment Due: March 1, 2025

Year Ending 31-Dec	Outstanding Bonds				The Bonds				Total Debt Service Requirements	
	Principal Due (09/01)	Interest		Total	Principal (Due 9/01)	Interest		Principal and Interest		
		Due (03/01)	Due (09/01)			Due (03/01)	Due (09/01)			Total
2024	\$ 310,000	\$ 283,707	\$ 283,707	\$ 877,413	\$ -	\$ -	\$ -	\$ -	\$ 877,413	
2025	440,000	328,895	328,895	1,097,790	25,000	37,229	45,278	82,507	1,205,297	
2026	465,000	317,945	317,945	1,100,890	20,000	44,528	44,528	89,056	1,209,946	
2027	485,000	306,370	306,370	1,097,740	25,000	43,928	43,928	87,856	1,210,596	
2028	510,000	294,345	294,345	1,098,690	25,000	43,178	43,178	86,356	1,210,046	
2029	530,000	282,870	282,870	1,095,740	30,000	42,428	42,428	84,856	1,210,596	
2030	555,000	270,895	270,895	1,096,790	30,000	41,528	41,528	83,056	1,209,846	
2031	575,000	259,350	259,350	1,093,700	30,000	40,628	40,628	81,256	1,204,956	
2032	600,000	247,300	247,300	1,094,600	35,000	39,728	39,728	79,456	1,209,056	
2033	625,000	235,019	235,019	1,095,038	35,000	38,678	38,678	77,356	1,207,394	
2034	650,000	222,197	222,197	1,094,394	35,000	37,628	37,628	75,256	1,204,650	
2035	675,000	209,434	209,434	1,093,869	35,000	36,578	36,578	73,156	1,202,025	
2036	700,000	195,953	195,953	1,091,906	40,000	35,878	35,878	71,756	1,203,663	
2037	725,000	182,291	182,291	1,089,581	45,000	35,078	35,078	70,156	1,204,738	
2038	755,000	168,109	168,109	1,091,219	45,000	34,178	34,178	68,356	1,204,575	
2039	785,000	152,984	152,984	1,090,969	50,000	33,278	33,278	66,556	1,207,525	
2040	815,000	137,253	137,253	1,089,506	50,000	32,278	32,278	64,556	1,204,063	
2041	850,000	120,363	120,363	1,090,725	50,000	31,247	31,247	62,494	1,203,219	
2042	885,000	102,719	102,719	1,090,438	55,000	30,216	30,216	60,431	1,205,869	
2043	920,000	84,322	84,322	1,088,644	55,000	29,081	29,081	58,163	1,201,806	
2044	955,000	65,172	65,172	1,085,344	65,000	27,947	27,947	55,894	1,206,238	
2045	995,000	45,281	45,281	1,085,563	65,000	26,606	26,606	53,213	1,203,775	
2046	1,035,000	24,513	24,513	1,084,025	70,000	25,266	25,266	50,531	1,204,556	
2047	-	-	-	-	1,155,000	23,822	23,822	47,644	1,202,644	1,202,644
	<u>\$ 15,840,000</u>	<u>\$ 4,537,286</u>	<u>\$ 4,537,286</u>	<u>\$ 24,914,572</u>	<u>\$ 2,070,000</u>	<u>\$ 810,935</u>	<u>\$ 818,984</u>	<u>\$ 1,629,920</u>	<u>\$ 3,699,920</u>	<u>\$ 28,614,491</u>

**FINANCIAL STATEMENT
(Unaudited)**

Assessed Value – Table 4

2024 Certified Assessed Valuation		\$ 206,023,384 ^(a)
Estimated Assessed Valuation as of May 1, 2024		\$ 216,790,000 ^(b)
Gross Debt Outstanding (after issuance of the Bonds)		\$ 17,600,000 ^(c)
Ratio of Gross Debt to 2024 Certified Assessed Valuation		8.54%
Ratio of Gross Debt to Estimated Assessed Valuation as of May 1, 2024		8.12%
2024 Tax Rate		
Debt Service	\$	0.4650
Maintenance	<u>0.1675</u>	
Total 2024 Tax Rate	<u>\$</u>	<u>0.6325</u> ^(d)
Debt Service Fund Balance (September 5, 2024)	\$	1,252,306 ^(e)
Area of District: 278.21 acres		
Estimated Population as of August 12, 2024: 1,503 ^(g)		

- (a) The certified assessed valuation as of January 1, 2024, as provided by the Williamson Central Appraisal District (“WCAD”). See “TAXING PROCEDURES.”
- (b) The estimated assessed valuation as of May 1, 2024, as provided by WCAD, is included solely for purposes of illustration. No taxes will be levied on this estimated assessed valuation unless it is certified by WCAD. See “TAXING PROCEDURES.”
- (c) Includes the Bonds.
- (d) The District’s Board, at its meeting in September 2024, levied a total tax rate of \$0.6325 for the 2024 tax year. See “TAXING PROCEDURES.”
- (e) Unaudited as of September 5, 2024. Does not include approximately twenty-four (24) months of capitalized interest (\$179,795 at an interest rate of 4.342886%) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the District’s Debt Service Fund.
- (f) Based upon 3.0 residents per completed and occupied single family home.

Unlimited Tax Bonds Authorized but Unissued - Table 5

Date of Authorization	Purpose	Authorized	Issued to Date	Unissued
5/6/2017	Water, Wastewater and Drainage	\$ 45,120,000	\$ 15,730,000 ^(a)	\$ 29,390,000
5/6/2017	Parks and Recreation	8,350,000	-	8,350,000
5/6/2017	Roads	2,410,000	2,200,000	210,000
5/6/2017	Refunding	<u>67,680,000</u>	<u>-</u>	<u>67,680,000</u>
Total		\$ 123,560,000	\$ 17,930,000	\$ 105,630,000

- (a) Includes the Bonds.

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Outstanding Bonds - Table 6

Dated Date	Purpose	Original Series	Original Principal Amount	Principal Amount Outstanding after the Issuance of the Bonds
02/04/21	Roads	2021	\$ 2,200,000	\$ 2,190,000
11/04/21	Water, Wastewater, and Drainage	2021A	2,375,000	2,365,000
10/20/22	Water, Wastewater, and Drainage	2022	3,285,000	3,265,000
12/07/23	Water, Wastewater, and Drainage	2023	8,000,000	7,710,000
10/03/24	Water, Wastewater, and Drainage	2024	2,070,000	2,070,000 ^(a)
	Subtotal		\$ 17,930,000	\$ 17,600,000

(a) The Bonds.

Cash and Investment Balances - Table 7 ^(a)

General Fund	\$ 1,339,282
Debt Service Fund	1,252,306 ^(b)
Capital Projects Fund	242,229

(a) Unaudited as of September 5, 2024.

(b) Unaudited as of September 5, 2024. Does not include approximately twenty-four (24) months of capitalized interest (\$179,795 at an interest rate of 4.342886%) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Debt Service Fund.

Investment Authority and Investment Practices of the District

Under Texas law, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation (“FDIC”) or by explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed, or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the FDIC or the National Credit Union Share Insurance Fund or their respective successors; (8) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, as amended) (the “PFIA”) (i) that are issued by or through an institution that has its main office or a branch office in Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for District deposits; or (ii) that are invested by the District through a depository institution that has its main office or a branch office in the State of Texas and otherwise meets the requirements of the PFIA; (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas; (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (11) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (12) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that complies with Securities and Exchange Commission Rule 2a-7; (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, and either has a duration of one year or more and is invested exclusively in obligations described in the this paragraph, or has a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities; and (14) local government investment pools organized in accordance with the Interlocal Cooperation Act (Chapter 791, Texas Government Code) as amended, whose assets consist exclusively of the obligations that are described above. A public funds investment pool must be continuously ranked no lower than “AAA,” “AAA-m” or at an equivalent rating by at least one nationally recognized rating service. In addition, bond proceeds may be invested in guaranteed investment

contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

A political subdivision such as the District may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (11) through (13) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the District, held in the District's name and deposited at the time the investment is made with the District or a first party designated by the District; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

The District may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service. The District may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the District retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the District must do so by order, ordinance, or resolution.

The District is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for District funds, the maximum allowable stated maturity of any individual investment, the maximum average dollar-weighted maturity allowed for pooled fund, groups methods to monitor the market price of investments acquired with public funds, a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis, and procedures to monitor rating changes in investments acquired with public funds and the liquidation of such investments consistent with the PFIA. All District funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, 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." At least quarterly the District's investment officers must submit an investment report to the Board of Directors detailing: (1) the investment position of the District, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, and any additions and changes to market value and the ending value of each pooled fund group, (4) the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) Texas law. No person may invest District funds without express written authority from the Board of Directors.

Under Texas law, the District is additionally required to: (1) annually review its adopted policies and strategies; (2) require any investment officers with personal business relationships or family relationships with firms seeking to sell securities to the District to disclose the relationship and file a statement with the Texas Ethics Commission and the District; (3) require the registered principal of firms seeking to sell securities to the District to: (a) receive and review the District's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (4) in conjunction with its annual financial audit, perform a compliance audit of the management controls on investments and adherence to the District's investment policy; (5) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement; (6) restrict the investment in non-money market mutual funds in the aggregate to no more than 15% of the District's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service and; (7) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements.

Current Investments - Table 8

The District, as of September 5, 2024 (unaudited), was invested in TexPool. This investment portfolio is generally representative of the District’s investment practices. GASB Statement No. 3 requires the District to assign risk categories for its investment, except those in which securities are not used as evidence of the investment. TexPool is a public funds investment pool. TexPool has not been assigned a risk category since the District has not issued securities, but rather it owns an undivided beneficial interest in the assets of TexPool. State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District’s audited financial statements.

Investment Value as of September 5, 2024	
Cash	\$ 11,086
TexPool	2,822,731
Total Investments	\$ 2,833,816

Estimated Overlapping Debt Statement

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

Taxing Body	Total Tax Supported Debt		% of Overlapping Net Debt	Amount of Overlapping Net Debt
	Amount	As of		
Williamson County	\$ 1,311,170,000	8/31/2024	0.140%	\$ 1,835,638
Georgetown Independent School District	899,940,000	8/31/2024	0.850%	7,649,490
City of Georgetown	442,330,000	8/31/2024	1.040%	4,600,232
Williamson Co. FM/RD	(a)	8/31/2024	0.000%	-
TOTAL ESTIMATED OVERLAPPING NET DEBT				\$ 14,085,360
The District ^(b)	\$ 17,600,000	10/3/2024	100.00%	\$ 17,600,000
TOTAL DIRECT AND ESTIMATED OVERLAPPING DEBT				\$ 31,685,360
Ratio of Direct and Estimated Overlapping Debt to 2024 Certified Assessed Valuation				15.38%
Ratio of Direct and Estimated Overlapping Debt to Estimated Assessed Valuation as of May 1, 2024				14.62%

- (a) Taxing jurisdiction with no outstanding debt.
- (b) Includes the Bonds and the Outstanding Bonds.

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Overlapping Taxes for 2023

Overlapping Entity	2023 Tax Rate Per	
	\$100 Assessed Valuation Williamson County	Average Tax Bill ^(a) Williamson County
Williamson County ^(b)	\$0.377445	\$ 1,723
Georgetown Independent School District	1.046700	4,779
City of Georgetown	0.374000	1,708
The District ^(c)	<u>0.632500</u>	<u>2,888</u>
Total	<u>\$2.430645</u>	<u>\$ 11,098</u>

- (a) Based upon the 2023 average single-family home value of \$456,595 as provided by WCAD.
- (b) Includes \$0.044329 levied for Williamson Co. FM/RD.
- (c) The District’s Board, at its meeting in September 2024, levied a total tax rate of \$0.6325 for the 2024 tax year. See “TAXING PROCEDURES.”

TAX DATA

Classification of Assessed Valuation - Table 9

Type Property	2024 ^(a)		2023 ^(b)		2022 ^(b)		2021 ^(b)	
	Amount	%	Amount	%	Amount	%	Amount	%
Single Family Residential	\$ 176,414,504	85.63%	\$ 149,300,908	84.62%	\$ 117,887,090	80.85%	\$ 22,989,708	45.02%
Vacant Platted Lots/Tracts	26,226	0.01%	29,223	0.02%	18,124	0.01%	13,630	0.03%
Acreage, Land Only	-	0.00%	-	0.00%	9,340,897	6.41%	6,112,351	11.97%
Farm and Ranch	95,000	0.05%	95,000	0.05%	-	0.00%	3,462,494	6.78%
Utilities	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Business Personal Property	180,329	0.09%	65,773	0.04%	10,956	0.01%	164,563	0.32%
Real Inventory	51,946,415	25.21%	46,078,624	26.12%	38,281,399	26.25%	34,128,928	66.83%
Exempt Property	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Adjustments & Exemptions	<u>(22,639,090)</u>	<u>-10.99%</u>	<u>(19,127,438)</u>	<u>-10.84%</u>	<u>(19,723,867)</u>	<u>-13.53%</u>	<u>(15,800,747)</u>	<u>-30.94%</u>
Total	<u>\$206,023,384</u>	<u>100.00%</u>	<u>\$176,442,090</u>	<u>100.00%</u>	<u>\$145,814,599</u>	<u>100.00%</u>	<u>\$ 51,070,927</u>	<u>100.00%</u>

- (a) Provided by WCAD.
- (b) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

Tax Collections - Table 10

The following statement of tax collections sets forth in condensed form the historical tax collection experience of the District. Such summary has been prepared by the Financial Advisor for inclusion herein based upon information from District audits and records of the District's Tax Assessor/Collector. Reference is made to such audits and records for further and more complete information.

Year	Assessed Valuation ^(a)	Tax Rate	Tax Levy	Current		Total		Year Ending
				Amount	%	Amount	%	
2019	1,607,145	0.6660	10,704	10,704	100.00%	10,704	100.00%	9/30/2020 ^(b)
2020	18,344,853	0.6660	122,177	122,177	100.00%	122,177	100.00%	9/30/2021 ^(b)
2021	51,070,927	0.6580	336,047	336,047	100.00%	336,047	100.00%	9/30/2022 ^(b)
2022	145,831,599	0.6465	942,693	941,055	99.83%	941,055	99.83%	9/30/2023 ^(b)
2023	176,445,625	0.6325	1,116,471	1,115,481	99.91%	1,115,481	99.91%	9/30/2024 ^(c)

- (a) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.
- (b) Audited.
- (c) Unaudited as of July 31, 2024.

District Tax Rates - Table 11

Tax Rates per \$100 Assessed Valuation					
	2024 ^(a)	2023	2022	2021	2020
Debt Service	\$ 0.4650	\$ 0.1850	\$ 0.1190	\$ 0.0860	\$ -
Maintenance	0.1675	0.4475	0.5275	0.5720	0.6660
Total	\$ 0.6325	\$ 0.6325	\$ 0.6465	\$ 0.6580	\$ 0.6660

(a) The District’s Board, at its meeting in September 2024, levied a total tax rate of \$0.6325 for the 2024 tax year.

Debt Service Tax

The District’s tax rate for debt service on the Bonds is legally unlimited as to rate and amount.

The Board will covenant in the Bond Order to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax which, when added to other funds legally available to the District for payment of outstanding debt obligations, is adequate to provide funds to pay the principal of and interest on such debt. As shown above under “District Tax Rates – Table 11,” the District levied a 2024 debt service tax rate of \$0.4650/\$100 assessed valuation. See “THE DISTRICT – General.”

Maintenance Tax

The Board of Directors of the District has the statutory authority to levy and collect an annual ad valorem tax for planning, maintaining, repairing, and operating the District’s improvements, if such maintenance tax is authorized by a vote of the District’s electors. Such tax is in addition to taxes that the District is authorized to levy for paying principal of and interest on the Bonds, and any tax bonds that may be issued in the future. At an election held on May 6, 2017, voters within the District authorized a maintenance tax not to exceed \$0.6660/\$100 assessed valuation. Pursuant to the Consent Agreement, the District agreed to maintain a total tax rate of not more than \$0.6660/\$100 assessed valuation; however, the District and the City understand that the District’s power to levy taxes to pay the principal of and interest on the Bonds will be unlimited as to rate and amount as necessary to make the principal and interest payments on the Bonds. See “THE DISTRICT – Consent and Development Agreement with the City of Georgetown.” As shown above under “District Tax Rates – Table 11,” the District levied a 2024 maintenance and operation tax of \$0.1675/\$100 assessed valuation. See “THE DISTRICT – General.”

Principal Taxpayers - Table 12

The following list of principal taxpayers was provided by WCAD based on the 2024, 2023, 2022, and 2021 tax rolls of the District, which reflect ownership as of January 1 of each year shown.

Name	Type of Property	2024 ^(a)	2023 ^(b)	2022 ^(b)	2021 ^(b)
Continental Homes of Texas LP ^(c/d)	Land and Improvements	\$ 13,117,437	\$ 18,660,115	\$ 23,452,534	\$ 6,897,256
Brightland Homes Ltd. ^(d)	Land and Improvements	1,378,705	6,682,787	9,556,974	5,458,444
Individual Homeowners	Land and Improvements	740,936	797,693	808,832	604,035
Individual Homeowners	Land and Improvements	735,996	780,615	780,181	593,670
Individual Homeowners	Land and Improvements	702,597	766,593	774,829	678,133
Individual Homeowners	Land and Improvements	674,055	756,169	758,663	529,254
Individual Homeowners	Land and Improvements	665,698	749,650	743,153	505,626
Individual Homeowners	Land and Improvements	659,897	743,769	740,956	491,111
Individual Homeowners	Land and Improvements	655,169	740,339	733,678	(e)
Individual Homeowners	Land and Improvements	654,267	735,506	(e)	(e)
278 Georgetown Inc.	Land and Improvements	(e)	(e)	(e)	902,893
Total		\$ 19,984,757	\$ 31,413,236	\$ 38,349,800	\$ 16,660,422
Percent of Assessed Valuation		9.70%	17.80%	26.30%	32.62%

(a) Provided by WCAD.

(b) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

(c) The Developer.

(d) The designated taxpayer is concentrated in the homebuilding industry. See "THE DEVELOPER - Homebuilders within the District" and "INVESTMENT CONSIDERATIONS - Factors Affecting Taxable Values and Tax Payments - Dependence Upon the Developer, Lot Owners, and Builders."

(e) Not a principal taxpayer in respective year.

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2024 certified assessed valuation, estimated assessed valuation as of May 1, 2024, and utilize tax rates adequate to service the District's total debt service requirements. No available debt service funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS – Factors Affecting Taxable Values and Tax Payments - *Impact on District Tax Rates.*"

Average Requirement on the Bonds and the Outstanding Bonds (2024 through 2047)	\$1,192,270
\$0.61 Tax Rate on the 2024 Certified Assessed Valuation of \$206,023,384 @ 95% collections produces	\$1,193,906
\$0.58 Tax Rate on the Estimated Assessed Valuation as of May 1, 2024 of \$216,790,000 @ 95% collections produces	\$1,194,513
Maximum Requirement on the Bonds and the Outstanding Bonds (2027)	\$1,210,596
\$0.62 Tax Rate on the 2024 Certified Assessed Valuation of \$206,023,384 @ 95% collections produces	\$1,213,478
\$0.59 Tax Rate on the Estimated Assessed Valuation as of May 1, 2024 of \$216,790,000 @ 95% collections produces	\$1,215,108

Debt Service Fund Management Index

Debt Service Requirements for year ending 12/31/24	\$877,413 ^(a)
Audited Debt Service Fund Balance as of 09/30/23	347,843 ^(b)
Capitalized Interest included in Bond proceeds	179,795 ^(c)
2023 Debt Service Tax Levy @ 95% collections produces	<u>310,097^(d)</u>
Total Available for Debt Service	<u>\$837,735</u>
Projected Debt Service Fund Balance as of September 30, 2024	(\$39,678)

- (a) Interest requirements on the Bonds begin March 1, 2025. See "DEBT SERVICE REQUIREMENTS SCHEDULE – TABLE 3."
- (b) Audited as of September 30, 2023. Represents the District's Debt Service Fund balance after all 2023 debt service requirements have been paid. Does not reflect approximately \$760,000 of capitalized interest from the Series 2023 Bonds deposited into the District's Debt Service Fund on December 7, 2023.
- (c) Represents approximately twenty-four (24) months of capitalized interest (\$179,795 at an interest rate of 4.342886%) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing.
- (d) The District levied a 2023 debt service tax rate of \$0.1850 per \$100 of assessed valuation, collection of which was due with no penalty by January 31, 2024.

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, the Outstanding Bonds, and any additional bonds payable from taxes which the District may hereafter issue (see "INVESTMENT CONSIDERATIONS – Future Debt") and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy such a tax from year-to-year as described more fully herein under "THE BONDS – Source of and Security for Payment." Under Texas law, the Board is also authorized to levy and collect an ad valorem tax for the operation and maintenance of the District and its water and wastewater system and for the payment of certain contractual obligations, if authorized by its voters. See "TAX DATA – Tax Rate Limitation."

Property Tax Code and County Wide Appraisal District

Title I of the Texas Property Code (the "Property Tax Code") specifies the taxing procedures for all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized here.

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within the county and an appraisal review board with the responsibility for reviewing and equalizing the values established by the appraisal district. WCAD has the responsibility for appraising property for all taxing units within Williamson County, including the District. Such appraisal values are subject to review and change by the Williamson Central Appraisal Review Board (the "Appraisal Review Board").

Property Subject to Taxation by the District

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

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

Tax Abatement: Williamson County and the District may enter into tax abatement agreements with owners of real property. The tax abatement agreements may exempt from ad valorem taxation by the applicable taxing jurisdiction for a period of up to ten years, all or any part of the 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. To date, the District has not executed any abatement agreements.

Freeport Goods and Goods-in-Transit Exemption: Article VIII, Section 1-j of the Texas Constitution provides for an exemption from ad valorem taxation for "freeport property," which is defined as goods detained in the state for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Taxing units that took action prior to April 1, 1990 may continue to tax freeport property and decisions to continue to tax freeport property may be reversed in the future. However, decisions to exempt freeport property are not subject to reversal. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2011 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption is limited to tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The exemption excludes oil, natural gas, petroleum products, aircraft, and special inventory, including motor vehicle, vessel and outboard motor, heavy equipment, and manufactured housing inventory. After holding a public hearing, a taxing unit may take action by January 1 of the year preceding a tax year to tax goods-in-transit during the following tax year. A taxpayer may obtain only a freeport exemption or a goods-in-transit exemption for items of personal property. The District has acted to tax goods-in-transit.

Temporary Exemption for Qualified Property Damaged by a Disaster

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 under 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.

Valuation of Property for Taxation

Generally, property in the District must be appraised by WCAD at market value as of January 1 of each year. Once an appraisal roll is prepared and formally approved by the Appraisal Review Board, it is used by the District in establishing its tax rolls and tax rate. Assessments under the Property Tax Code are to be based on one hundred percent (100%) of market value, as such is defined in the Property Tax Code.

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price that such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use, open-space, or timberland designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires WCAD to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in WCAD at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by WCAD or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense has the right to obtain from WCAD a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as WCAD chooses formally to include such values on its appraisal roll.

On July 13, 2023, during the Second Special Session, the Texas Legislature passed Senate Bill 2, which, among other things, includes provisions that prohibit an appraisal district from increasing the appraised value of real property during the 2024 tax year on non-homestead properties (the "subjected property") whose appraised values are not more than \$5 million dollars (the "maximum property value") to an amount not to exceed the lesser of: (1) the market value of the subjected property for the most recent tax year that the market value was determined by the appraisal office or (2) the sum of: (a) 20 percent (20%) of the appraised value of the subjected property for the preceding tax year; (b) the appraised value of the subjected property for the preceding tax year; and (c) the market value of all new improvements to the subjected property (collectively, the "appraisal cap"). After the 2024 tax year, through December 31, 2026, the maximum property value may be increased or decreased by the product of the preceding state fiscal year's increase or decrease in the consumer price index, as applicable, to the maximum property value. The appraisal cap took effect on January 1, 2024.

District and Taxpayer Remedies

Under certain circumstances taxpayers and taxing units (such as the District), may appeal the orders of the Appraisal Review Board by filing a timely 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. Additionally, taxing units may bring suit against WCAD to compel compliance with the Property Tax Code.

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

Levy and Collection of Taxes

Generally, property in the District must be appraised by WCAD at market value as of January 1 of each year. Once an appraisal roll is prepared and formally approved by the Appraisal Review Board, it is used by the District in establishing its tax rolls and rate. Assessments under the Property Tax Code are to be based on one hundred percent (100%) of market value, as such is defined in the Property Tax Code.

The Property Tax Code permits land designated for agricultural use, open space, or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price that such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of the agricultural use, open space, or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is

required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires WCAD to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in WCAD at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by WCAD or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense has the right to obtain from WCAD a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as WCAD chooses formally to include such values on its appraisal roll.

Tax Payment Installment

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

Rollback of Operation and Maintenance Tax Rate

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

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

Developed Districts: Developed Districts that adopt a total tax rate that would impose more than 1.035 times the amount of the total tax imposed by the district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions for the preceding tax year, plus any unused increment rates, as calculated and described in Section 26.013 of the Tax Code, are required to hold a rollback 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 operation and maintenance tax rate plus any unused increment rates. The operation and maintenance tax that would impose 1.035 times the amount of the operation and maintenance tax imposed by the District in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the District in that year (the "voter approval tax rate"). In addition, if any part of a Developed District lies within an area declared for disaster by the Governor of Texas or President of the United States, alternative procedures and rate limitations may apply for a temporary period. If a district qualifies as both a Special Taxing Unit and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Special Taxing Units.

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

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

District's Rights In The Event Of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately

imposed for the year on the property. The lien exists in favor of the State of Texas and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "FINANCIAL STATEMENT - Overlapping Taxes for 2023". A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

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

Effect of FIRREA on Tax Collections

FIRREA contains provisions which affect the time for protesting property valuations, the fixing of tax liens and the collection of penalties and interest on delinquent taxes on real property owned by the FDIC when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

Under FIRREA, real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary lien shall attach to such property, (ii) the FDIC shall not be liable for any penalties or fines, including those arising from the failure to pay any real property taxes when due and (iii) notwithstanding the failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

To the extent that the FIRREA provisions are valid and applicable to any property in the District, and to the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property owned by the FDIC in the District, and may prevent the collection of penalties and interest on such taxes.

LEGAL MATTERS

Legal Opinions

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District payable from the proceeds of an annual ad valorem tax levied, without legal limit as to rate or amount, upon all taxable property within the District. Issuance of the Bonds is also subject to the legal opinion of McCall, Parkhurst & Horton L.L.P. ("Bond Counsel"), based upon examination of a transcript of the proceedings incident to authorization and issuance of the Bonds, to the effect that the Bonds are valid and binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by governmental immunity, bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. Bond Counsel's legal opinion will also address the matters described below under "TAX MATTERS." Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. In connection with the issuance of the Bonds, Bond Counsel has been engaged by, and only represents, the District.

The legal fees to be paid 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.

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

No-Litigation Certificate

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

No Material Adverse Change

The obligations of the Initial Purchaser to take and pay for the Bonds, and of the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the condition (financial or otherwise) of the District from that set forth or contemplated in the Official Statement.

TAX MATTERS

Opinion

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 Code. Except as stated above, Bond Counsel will express no opinion as to any other federal, state, or local tax consequences of the purchase, ownership or disposition of the Bonds. See "APPENDIX B -- Form of Bond Counsel's Opinion."

In rendering its opinion, Bond Counsel will rely upon (a) the District's federal tax certificate, and (b) covenants of the District relating to arbitrage, the application of the proceeds to be received from the issuance and sale of the Bonds, and certain other matters. Failure by the District to comply with these representations or covenants could cause the interest on the Bonds to become included in gross income retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for the interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included to gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with the covenants and requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

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

A ruling was not sought from the Internal Revenue Service (the "IRS") by the District with respect to the Bonds or the property financed or refinanced with the proceeds of the Bonds. Bond Counsel's opinion represents its legal judgement based upon its review of Existing Law and the representations of the District that it deems relevant to render such opinion and is not a guarantee of a result. No assurances can be given as to whether the IRS will commence an audit of the Bonds, or as to whether the IRS would agree with the opinion of Bond Counsel. If an IRS audit is commenced, under current procedures the IRS is likely to treat the District as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

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

Under Existing Law, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other

disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

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

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership, or disposition of the Bonds. This discussion is based on existing statutes, regulations, published rulings and court decisions accumulated, all of which are subject to change or modification, retroactively.

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

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

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.

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Bonds will be sent to each registered holder and to the IRS. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner's social security number or other taxpayer identification number ("TIN"), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient's federal income tax. Special rules apply to partnerships, estates, and trusts, and in certain circumstances, and in respect of foreign investors, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

Future and Proposed Legislation

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under Federal or state law and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of

any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult with their own tax advisors regarding the foregoing matters.

Qualified Tax-Exempt Obligations for Financial Institutions

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 obligation, 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 has designated the Bonds as “qualified tax-exempt obligations” within the meaning of section 265(b) of the Code. In furtherance of that designation, the District covenants 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 \$10,000,000 limitation and the Bonds would not be “qualified tax-exempt obligations.”**

CONTINUING DISCLOSURE OF INFORMATION

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

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement under Tables 2 through 12 and in Appendix A, if such audited financial statements as provided in APPENDIX A are then available. The District will update and provide this information within six months after the end of the fiscal year.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the “Rule”). The updated information will include audited financial statements, if and when audited financial statements become available. If audited financial statements are not available within twelve months after any such fiscal year end, the District will file unaudited financial statements within such twelve-month period and file audited financial statements when the audit report become available. Any such financial statements will be prepared in accordance with the accounting principles described in APPENDIX A or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

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

Notice of Certain Events

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 IRS 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 status of the Bonds, or other material events affecting the tax 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; (15) incurrence of financial obligation (as defined by the Rule, which includes certain debt, debt-like, and debt-related obligations) of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties.

For these purposes, any event described in clause (12) of the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer of the District in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court of governmental authority has assumed jurisdiction over substantially all of the assets or business of the District, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers of the District in possession but subject to the supervision and orders of a court of governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the District.

For the purposes of the events described in clauses (15) and (16) of the preceding paragraph, the term “Financial Obligation” is defined in the Bond Order to mean a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “Financial Obligation” shall not include municipal securities (as defined in the Securities Exchange Act of 1934, as amended as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule. The Bond Order further provides that the District intends the words used in such clauses (15) and (16) in the immediately preceding paragraph and in the definition of Financial Obligation to have the meanings ascribed to them in SEC Release No. 34-83885 dated August 20, 2018.

The District shall notify the MSRB in an electronic format prescribed by the MSRB in a timely manner of any failure by the District to provide financial information or operating data, in accordance with the Rule. All documents provided to the MSRB pursuant to this section shall be accompanied by identifying information as prescribed by the MSRB.

Availability of Information from the MSRB

The District has agreed to provide the foregoing information only to the MSRB. All documents provided by the District to the MSRB described above under “Annual Reports” and “Notice of Certain Events” will be in an electronic format and accompanied by identifying information as prescribed by the MSRB.

The address of the MSRB is 1900 Duke Street, Suite 600, Alexandria, VA 22314, and its telephone number is (703) 797-6600.

Limitations and Amendments

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

This continuing disclosure agreement may be amended by the District from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District, but only if (1) the provisions, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of the Bond Order that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter or purchaser from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertakings

During the past five years, the District has been in compliance in all material respects with its continuing disclosure undertakings entered into in accordance with SEC Rule 15c2-12.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Public Finance Group LLC (the “Financial Advisor”), which firm was employed in 2016 as Financial Advisor to the District. The fees paid to the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered, and therefore such fees are contingent on the sale and delivery of the Bonds.

OFFICIAL STATEMENT

Preparation

The District has no employees but engages various professionals and consultants to assist the District in the day-to-day activities of the District. See “THE DISTRICT.” The Board of Directors in its official capacity has relied upon the below mentioned consultants and sources in preparation of this Official Statement. The information in this Official Statement was compiled and edited by the Financial Advisor. In addition to compiling and editing such information, the Financial Advisor has obtained the information set forth herein under the captions indicated from the following sources:

“THE DISTRICT” and “THE SYSTEM” – Engineer; “THE DEVELOPER” – Continental Homes of Texas LP; “FINANCIAL STATEMENT - Unlimited Tax Bonds Authorized But Unissued – Table 5” - Records of the District, “FINANCIAL STATEMENT” – WCAD; “FINANCIAL STATEMENT - Estimated Overlapping Debt Statement” - Municipal Advisory Council of Texas and Financial Advisor; “TAX DATA” and “THE SYSTEM - Water and Wastewater Operations” – Records of the District; “THE DISTRICT - Management of the District” - District Directors; “DEBT SERVICE REQUIREMENTS – TABLE 3” - Financial Advisor; “THE BONDS” (except “Payment Record”), “TAXING PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS,” and “CONTINUING DISCLOSURE OF INFORMATION” (except “Compliance with Prior Undertakings”) - McCall, Parkhurst & Horton L.L.P.

Consultants

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

The Engineer: The information contained in the Official Statement relating to engineering matters and to the description of the System and, in particular, that information included in the sections entitled “THE DISTRICT” and “THE SYSTEM,” has been provided by the Engineer, and has been included in reliance upon the authority of said firm in the field of civil engineering.

Auditor: The District's financial statements for fiscal year ending September 30, 2023 were audited by McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, and excerpts of the District's Audited Financial Statements as of September 30, 2023 have been included as Appendix A in reliance upon such firm's authority in the field of accounting.

Appraisal District: The information contained in this Official Statement relating to the certified assessed valuation of property in the District and, in particular, such information contained in the section captioned “FINANCIAL STATEMENT,” has been provided by the Williamson Central Appraisal District, in reliance upon its authority in the field of appraising and tax assessing.

Tax Assessor/Collector: The information contained in this Official Statement relating to tax collection rates, and principal taxpayers has been provided by Mr. Larry Gaddes, A/C (Williamson County) in reliance upon his authority in the field of tax assessing and collecting.

Updating the Official Statement during Underwriting Period

If, subsequent to the date of the Official Statement to and including the date the Initial Purchaser is no longer required to provide and Official Statement to potential customers who request the same pursuant to the Rule (the earlier of (i) 90 days from the “end of the underwriting period” (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from a nationally recognized repository but in no case less than 25 days after the “end of the underwriting period”), the District learns or is notified by the Initial Purchaser of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Initial Purchaser a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Initial Purchaser, unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds as described in the Notice of Sale under the heading “DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS - Delivery.” The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser (the “end of the underwriting period” within the meaning of the Rule), unless the Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation to update or change the Official Statement will extend for an additional period of time of 25 days after all of the Bonds have been sold to ultimate customers. In the event the Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Initial Purchaser agrees to notify the District in writing following the occurrence of the “end of the underwriting period” as defined in the Rule.

Certification as to Official Statement

The District, acting by and through its Board of Directors in its official capacity in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements and descriptions pertaining to the District and its affairs herein contain no untrue statements of a material fact and do not omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. The information, description and statements concerning entities other than the District, including particularly other governmental entities, have been obtained from sources believed to be reliable, but the District has made no independent investigation or verification of such matters and makes no representation as to the accuracy or completeness thereof. Except as set forth in "CONTINUING DISCLOSURE OF INFORMATION" herein, the District has no obligation to disclose any changes in the affairs of the District and other matters described in this Official Statement subsequent to the "end of the underwriting period" which shall end when the District delivers the Bonds to the Initial Purchaser at closing, unless extended by the Initial Purchaser. All information with respect to the resale of the Bonds subsequent to the "end of the underwriting period" is the responsibility of the Initial Purchaser.

Annual Audits

Under Texas Law, the District must keep its fiscal records in accordance with generally accepted accounting principles. It must also have its financial accounts and records audited by a certified or permitted public accountant within 120 days after the close of each fiscal year of the District, and must file each audit report with the TCEQ within 135 days after the close of the fiscal year so long as the District has bond outstanding. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any Registered Owner or other member of the public within a reasonable time on request, upon payment of prescribed charges.

This Official Statement was approved by the Board of Directors of Williamson County Municipal Utility District No. 34, as of the date shown on the first page hereof.

/s/ Charles E. Gamble, II
President, Board of Directors
Williamson County Municipal Utility District No. 34

/s/ Mark Alan Collins
Secretary, Board of Directors
Williamson County Municipal Utility District No. 34

PHOTOGRAPHS

The following photographs were taken in the District in August 2023. The homes shown in the photographs are representative of the type of construction presently located within the District, and these photographs are presented solely to illustrate such construction. The District makes no representation that any additional construction such as that as illustrated in the following photographs will occur in the District. See "THE DISTRICT."































APPENDIX A
Audited Financial Statements

The information contained in this appendix has been excerpted from the audited financial statements of Williamson County Municipal Utility District No. 34 for the fiscal year ended September 30, 2023. Certain information not considered to be relevant to this financing has been omitted; however, complete audit reports are available upon request.

**WILLIAMSON COUNTY
MUNICIPAL UTILITY DISTRICT NO. 34**

YEAR ENDED SEPTEMBER 30, 2023

**FINANCIAL STATEMENTS,
SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITOR'S REPORT**

**WILLIAMSON COUNTY
MUNICIPAL UTILITY DISTRICT NO. 34**

**FINANCIAL STATEMENTS,
SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITOR'S REPORT**

**FOR THE YEAR ENDED
SEPTEMBER 30, 2023**

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34

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ANNUAL FILING AFFIDAVIT

ANNUAL FILING AFFIDAVIT

STATE OF TEXAS
COUNTY OF WILLIAMSON

I, _____ of the
(Name of Duly Authorized District Representative)

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
(Name of District)

hereby swear, or affirm, that the District above has reviewed and approved at a meeting of the District's Board of Directors on the **1st day of February, 2024**, its annual audit report for the fiscal year ended **September 30, 2023**, and that copies of the annual audit report have been filed in the District's office, located at:

100 Congress Ave. Suite 1300
Austin, Texas 78701
(Address of District's Office)

This filing affidavit and the attached copy of the annual audit report are being submitted to the Texas Commission on Environmental Quality in satisfaction of all annual filing requirements within Section 49.194 of the Texas Water Code.

Date: _____, _____ By: _____
(Signature of Representative)

(Typed Name and Title of District Representative)

Sworn to and subscribed to before me this _____ day of _____, _____.

(SEAL)

(Signature of Notary)

My Commission Expires On: _____, _____.
Notary Public in the State of Texas

INDEPENDENT AUDITOR'S REPORT

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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

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

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Williamson County Municipal
Utility District No. 34
Williamson County, Texas

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Williamson County Municipal Utility District No. 34 (the "District") as of and for the year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of September 30, 2023, 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 Budgetary Comparison Schedule - 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 Texas 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 information has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion or provide any assurance on it.

Other Information

Management is responsible for the Other Supplementary Information included in the annual report. The Other Supplementary Information does not include the basic financial statements and our auditor’s report thereon. Our opinions on the basic financial statements do not cover the Other Supplementary Information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.



McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

February 1, 2024

**MANAGEMENT'S DISCUSSION
AND ANALYSIS**

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

In accordance with Governmental Accounting Standards Board Statement No. 34 (“GASB 34”), the management of Williamson County Municipal Utility District No. 34 (the “District”) offers the following discussion and analysis to provide an overview of the District’s financial activities for the year ended September 30, 2023. Since this information is designed to focus on current year activities, resulting changes, and currently known facts, it should be read in conjunction with the District’s basic financial statements that follow.

FINANCIAL HIGHLIGHTS

- *General Fund:* At the end of the current fiscal year, the nonspendable and unassigned fund balance totaled \$792,808 for the General Fund, an increase of \$552,081 from the previous fiscal year. The General Fund had revenues of \$939,178 while expenditures were \$387,097.
- *Debt Service Fund:* Fund balance restricted for debt service increased to \$347,843 in the current fiscal year. The Debt Service Fund received \$262,800 of capitalized interest from the sale of the Series 2022 Unlimited Tax Bonds and paid \$20,000 of principal and \$256,242 of interest on outstanding bonds during the current fiscal year.
- *Capital Projects Fund:* Fund balance restricted for capital projects increased to \$216,418 in the current fiscal year. During the current fiscal year, the District issued \$3,285,000 of Series 2022 Unlimited Tax Bonds to reimburse the developer \$2,360,393 for infrastructure improvements, fund developer interest of \$240,300, and to pay \$412,119 of bond issuance costs during the current fiscal year.
- *Governmental Activities:* On a government-wide basis for governmental activities, the District had expenses net of revenues of \$306,982. Net position decreased from a deficit balance of \$724,895 to a deficit balance of \$1,031,877.

OVERVIEW OF THE DISTRICT

The District was created on January 31, 2017, by Order of the Texas Commission on Environmental Quality. The District was created under the provisions of Article XVI, Section 59, of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code. The District is governed by a five-member Board of Directors (the “Board”) which has been elected by District residents or appointed by the Board.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

USING THIS ANNUAL REPORT

This annual report consists of the following parts:

- *Management’s Discussion and Analysis* (this section)
- *Basic Financial Statements* (including the Notes to the Financial Statements)
- *Required Supplementary Information*
- *Texas Supplementary Information* (required by the Texas Commission on Environmental Quality (the TSI section))
- *Other Supplementary Information* (the OSI section)

For purposes of GASB 34, the District is considered a special purpose government. This allows the District to present the required fund and government-wide statements in a single schedule. The requirement for fund financial statements that are prepared on the modified accrual basis of accounting is met with the “Governmental Funds Total” column. An adjustment column includes those entries needed to convert to the full accrual basis government-wide statements. Government-wide statements are comprised of the Statement of Net Position and the Statement of Activities.

OVERVIEW OF THE FINANCIAL STATEMENTS

The *Statement of Net Position and Governmental Funds Balance Sheet* includes a column (titled “Governmental Funds Total”) that represents a balance sheet prepared using the modified accrual basis of accounting. This method measures cash and all other financial assets that can be readily converted to cash. The adjustments column converts those balances to a balance sheet that more closely reflects a private-sector business. Over time, increases or decreases in the District’s net position will indicate financial health.

The *Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances* includes a column (titled “Governmental Funds Total”) that derives the change in fund balance resulting from current year revenues, expenditures, and other financing sources or uses. These amounts are prepared using the modified accrual basis of accounting. The adjustments column converts those activities to full accrual, a basis that more closely represents the income statement of a private-sector business.

The *Notes to the Financial Statements* provide additional information that is essential to a full understanding of the information presented in the *Statement of Net Position and Governmental Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances*.

The *Required Supplementary Information* presents a comparison statement between the District’s adopted or amended budget, if amended, and its actual results.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

FINANCIAL ANALYSIS OF THE DISTRICT AS A WHOLE

Statement of Net Position:

The following table reflects the condensed Statement of Net Position:

	<u>Summary Statement of Net Position</u>		
	<u>Governmental Activities</u>		Change
	2023	2022	Increase (Decrease)
Current and Other Assets	\$ 1,408,693	\$ 689,109	\$ 719,584
Non-Current Assets	5,610,853	3,313,627	2,297,226
Total Assets	\$ 7,019,546	\$ 4,002,736	\$ 3,016,810
Current Liabilities	\$ 92,017	\$ 48,384	\$ 43,633
Long-Term Liabilities	7,959,406	4,679,247	3,280,159
Total Liabilities	\$ 8,051,423	\$ 4,727,631	\$ 3,323,792
Net Position			
Net Investment in Capital Assets	\$ (2,042,135)	\$ (1,098,193)	\$ (943,942)
Restricted	326,113	154,007	172,106
Unrestricted	684,145	219,291	464,854
Total Net Position	\$ (1,031,877)	\$ (724,895)	\$ (306,982)

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

FINANCIAL ANALYSIS OF THE DISTRICT AS A WHOLE (continued) -

Revenues and Expenses:

	<u>Summary Statement of Activities</u>		
	<u>Governmental Activities</u>		Change
	2023	2022	Increase (Decrease)
Property taxes including penalties	\$ 943,122	\$ 426,931	\$ 516,191
Construction/inspection fees	57,748	84,542	(26,794)
Interest and other	64,149	4,024	60,125
Total Revenues	\$ 1,065,019	\$ 515,497	\$ 549,522
Director fees	\$ 10,206	\$ 7,912	\$ 2,294
Professional fees	285,390	246,926	38,464
Other	92,796	46,372	46,424
Creation cost/Developer interest	240,300	252,338	(12,038)
Debt service	680,142	412,248	267,894
Depreciation	63,167	31,207	31,960
Total Expenses	\$ 1,372,001	\$ 997,003	\$ 374,998
Change in Net Position	\$ (306,982)	\$ (481,506)	\$ 174,524
Beginning Net Position	(724,895)	(243,389)	(481,506)
Ending Net Position	\$ (1,031,877)	\$ (724,895)	\$ (306,982)

Revenues were \$1,065,019 for the fiscal year ended September 30, 2023, while expenses were \$1,372,001. Net position decreased \$306,982 from the previous fiscal year.

Property tax revenues in the current fiscal year totaled \$943,122. Property tax revenue is derived from taxes being levied based upon the assessed value of real and personal property within the District. Property taxes levied for the 2022 tax year (September 30, 2023 fiscal year) were based upon a current assessed value of \$145,814,599 and a tax rate of \$0.6465 per \$100 of assessed valuation. Property taxes levied for the 2021 tax year (September 30, 2022 fiscal year) were based upon a current assessed value of \$51,070,927 and a tax rate of \$0.658 per \$100 of assessed valuation.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

ANALYSIS OF GOVERNMENTAL FUNDS

Governmental Funds by Year

	2023	2022	2021
Cash and cash equivalents	\$ 1,209,037	\$ 545,691	\$ 373,729
Other	198,571	143,188	38,586
Prepaid expenditures	122,918	53,412	39,006
Total Assets	\$ 1,530,526	\$ 742,291	\$ 451,321
Accounts payable and other	\$ 171,819	\$ 81,810	\$ 57,077
Total Liabilities	171,819	81,810	57,077
Deferred Inflows of Resources	1,638	90,006	-
Nonspendable	1,329	289	809
Restricted	564,261	329,748	143,116
Unassigned	791,479	240,438	250,319
Total Fund Balances	1,357,069	570,475	394,244
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 1,530,526	\$ 742,291	\$ 451,321

For the fiscal year ended September 30, 2023, the District's governmental funds reflect a fund balance of \$1,357,069, which includes a \$552,081 increase in General Fund fund balance since last year.

Fund balance restricted for debt service increased to \$347,843 in the current fiscal year. The Debt Service Fund received \$262,800 of capitalized interest from the Series 2022 Unlimited Tax Bonds during the current fiscal year and paid \$20,000 of bond principal and \$256,242 of bond interest during the current fiscal year.

Fund balance restricted for capital projects increased to \$216,418 in the current fiscal year. During the current fiscal year, the District issued \$3,285,000 of Series 2022 Unlimited Tax Bonds to reimburse \$2,360,393 of developer funded construction costs, fund developer interest of \$240,300, and to pay \$412,119 of bond-related expenditures during the current fiscal year.

BUDGETARY HIGHLIGHTS

The General Fund pays for daily operating expenditures. The Board adopted a budget for the General Fund on September 1, 2022. The budget included revenues of \$743,874 as compared to expenditures of \$294,580. When comparing actual results to the budget, the District had a positive variance of \$102,787. More detailed information about the District's budgetary comparison is presented in the *Required Supplementary Information*.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

CAPITAL ASSETS

The balance of capital assets was \$2,857,647 as of September 30, 2023. More detailed information about the District’s capital assets is presented in the *Notes to the Financial Statements*.

INTANGIBLE ASSETS

The balance of the intangible assets was \$2,753,206 as of September 30, 2023. More detailed information about the District’s intangible assets is presented in the *Notes to the Financial Statements*.

LONG TERM DEBT

As of September 30, 2023, the District has the following balances outstanding on unlimited tax bonds:

	Bonds Payable
Series 2021	\$ 2,195,000
Series 2021A	2,370,000
Series 2022	3,275,000
Total	<u>\$ 7,840,000</u>

As of September 30, 2023, the District owes approximately \$7.8 million to bond holders. As of September 30, 2023, the ratio of the District’s long-term debt to the total 2022 taxable assessed valuation (\$145,814,599) is 5.4%. The District’s population as provided by the District, as of August 15, 2023, was 1,131. More detailed information about the District’s long-term debt is presented in the *Notes to the Financial Statements*.

CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS

The property tax assessed value and net taxable value for the 2023 tax year (fiscal year 2024) is approximately \$176 million. The fiscal year 2024 tax rate has been set at \$0.6325 on each \$100 of taxable value of which 71% will be used to fund general operating expenditures and 29% will fund debt service on outstanding bonded debt of the District.

The adopted budget for fiscal year 2024 projects a \$432,747 increase in General Fund fund balance.

In December 2023, the District issued \$8,000,000 of Unlimited Tax Bonds, Series 2023, the proceeds of which were used to reimburse the Developer for certain District infrastructure and wastewater impact fees. The bonds were issued at interest rates ranging from 4.75% to 5.00% with principal maturity dates through September 1, 2046.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the District's finances and to demonstrate the District's accountability for the funds it receives. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the District in care of Armbrust & Brown, PLLC, 100 Congress Ave., Suite 1300, Austin, TX 78701.

FINANCIAL STATEMENTS

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET
SEPTEMBER 30, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Government - wide Statement of Net Position
ASSETS						
Cash and cash equivalent investments:						
Cash on deposit	\$ 8,203	\$ -	\$ -	\$ 8,203	\$ -	\$ 8,203
Cash equivalent investments	636,329	348,087	216,418	1,200,834	-	1,200,834
Receivables:						
Taxes	1,337	301	-	1,638	-	1,638
Interfund	121,833	-	-	121,833	(121,833)	-
Other	75,100	-	-	75,100	-	75,100
Prepaid costs	1,329	-	121,589	122,918	-	122,918
Capital assets, net of accumulated depreciation:						
Fencing	-	-	-	-	80,571	80,571
Drainage & Impact Fees	-	-	-	-	2,777,076	2,777,076
Intangible assets:						
Right to receive service	-	-	-	-	1,091,804	1,091,804
Roads	-	-	-	-	1,661,402	1,661,402
TOTAL ASSETS	<u>\$ 844,131</u>	<u>\$ 348,388</u>	<u>\$ 338,007</u>	<u>\$ 1,530,526</u>	<u>5,489,020</u>	<u>7,019,546</u>
LIABILITIES						
Accounts payable	\$ 49,986	\$ -	\$ -	\$ 49,986	-	49,986
Accrued interest payable	-	-	-	-	22,031	22,031
Interfund	-	244	121,589	121,833	(121,833)	-
Due to developer	-	-	-	-	110,000	110,000
Bonds payable:						
Due within one year	-	-	-	-	20,000	20,000
Due after one year	-	-	-	-	7,849,406	7,849,406
TOTAL LIABILITIES	<u>49,986</u>	<u>244</u>	<u>121,589</u>	<u>171,819</u>	<u>7,879,604</u>	<u>8,051,423</u>
DEFERRED INFLOWS OF RESOURCES						
Property taxes	1,337	301	-	1,638	(1,638)	-
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>1,337</u>	<u>301</u>	<u>-</u>	<u>1,638</u>	<u>(1,638)</u>	<u>-</u>
FUND BALANCES / NET POSITION						
Fund balances:						
Nonspendable - Prepaid	1,329	-	-	1,329	(1,329)	-
Restricted for Debt Service	-	347,843	-	347,843	(347,843)	-
Restricted for Capital Projects	-	-	216,418	216,418	(216,418)	-
Unassigned	791,479	-	-	791,479	(791,479)	-
TOTAL FUND BALANCES	<u>792,808</u>	<u>347,843</u>	<u>216,418</u>	<u>1,357,069</u>	<u>(1,357,069)</u>	<u>-</u>
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	<u>\$ 844,131</u>	<u>\$ 348,388</u>	<u>\$ 338,007</u>	<u>\$ 1,530,526</u>		
NET POSITION						
Net investment in capital assets					(2,042,135)	(2,042,135)
Restricted for debt service					326,113	326,113
Unrestricted					684,145	684,145
TOTAL NET POSITION					<u>\$ (1,031,877)</u>	<u>\$ (1,031,877)</u>

The accompanying notes are an integral part of this statement.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
SEPTEMBER 30, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Government - wide Statement of Activities
REVENUES:						
Property taxes, including penalties	\$ 856,751	\$ 174,739	\$ -	\$ 1,031,490	\$ (88,368)	\$ 943,122
Construction/inspection fees	57,748	-	-	57,748	-	57,748
Interest and other	24,679	26,320	13,150	64,149	-	64,149
TOTAL REVENUES	<u>939,178</u>	<u>201,059</u>	<u>13,150</u>	<u>1,153,387</u>	<u>(88,368)</u>	<u>1,065,019</u>
EXPENDITURES / EXPENSES:						
Current:						
Repairs and maintenance	75,011	-	-	75,011	-	75,011
Director fees, including payroll taxes	10,206	-	-	10,206	-	10,206
Legal fees	71,974	-	-	71,974	-	71,974
Engineering fees	175,911	-	-	175,911	-	175,911
Accounting fees	24,025	-	-	24,025	-	24,025
Audit fees	11,500	-	-	11,500	-	11,500
Financial advisor fees	1,616	364	-	1,980	-	1,980
Tax appraisal/collection fees	4,126	931	-	5,057	-	5,057
Public notices	410	-	-	410	-	410
Insurance	7,982	-	-	7,982	-	7,982
Other	4,336	-	-	4,336	-	4,336
Developer interest	-	-	240,300	240,300	-	240,300
Debt service:						
Principal	-	20,000	-	20,000	(20,000)	-
Interest	-	256,242	-	256,242	10,981	267,223
Fiscal agent fees	-	800	-	800	-	800
Bond issuance costs	-	-	412,119	412,119	-	412,119
Capital outlay	-	-	2,360,393	2,360,393	(2,360,393)	-
Depreciation	-	-	-	-	63,167	63,167
TOTAL EXPENDITURES / EXPENSES	<u>387,097</u>	<u>278,337</u>	<u>3,012,812</u>	<u>3,678,246</u>	<u>(2,306,245)</u>	<u>1,372,001</u>
Excess (deficiency) of revenues over (under) expenditures/expenses	<u>552,081</u>	<u>(77,278)</u>	<u>(2,999,662)</u>	<u>(2,524,859)</u>	<u>2,217,877</u>	<u>(306,982)</u>
OTHER FINANCING SOURCES/(USES):						
Bond proceeds	-	262,800	3,022,200	3,285,000	(3,285,000)	-
Bond premium	-	-	26,453	26,453	(26,453)	-
TOTAL OTHER FINANCING SOURCES, NET	<u>-</u>	<u>262,800</u>	<u>3,048,653</u>	<u>3,311,453</u>	<u>(3,311,453)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	552,081	185,522	48,991	786,594	(786,594)	-
CHANGE IN NET POSITION					(306,982)	(306,982)
FUND BALANCES / NET POSITION:						
Beginning of the year	240,727	162,321	167,427	570,475	(1,295,370)	(724,895)
End of the year	<u>\$ 792,808</u>	<u>\$ 347,843</u>	<u>\$ 216,418</u>	<u>\$ 1,357,069</u>	<u>\$ (2,388,946)</u>	<u>\$ (1,031,877)</u>

The accompanying notes are an integral part of this statement.

**NOTES TO THE
FINANCIAL STATEMENTS**

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

1. SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Williamson County Municipal Utility District No. 34 (the “District”) relating to the funds included in the accompanying financial statements conform to generally accepted accounting principles (“GAAP”) as applied to governmental entities. GAAP for local governments include those principles prescribed by the Governmental Accounting Standards Board (“GASB”), which constitutes the primary source of GAAP for governmental units. The more significant of these accounting policies are described below and, where appropriate, subsequent pronouncements will be referenced.

Reporting Entity - The District was created by Order of the Texas Commission on Environmental Quality dated January 31, 2017. The District was created under the provisions of Article XVI, Section 59, of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code. The reporting entity of the District encompasses those activities and functions over which the District’s officials exercise significant oversight or control. The District is governed by a five member Board of Directors (the “Board”), which have been elected by District residents or appointed by the Board. The District is not included in any other governmental “reporting entity” as defined by GASB standards since the majority of Board members are elected by the public and have decision making authority, the power to designate management, the responsibility to significantly influence operations and primary accountability for fiscal matters. In addition, there are no component units as defined by GASB standards which are included in the District’s reporting entity.

Basis of Presentation - Government-wide and Fund Financial Statements - These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting (“GASB Codification”).

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:

- Net Investment in Capital Assets – This component of net position consists of capital and intangible assets, including restricted capital assets, net of accumulated depreciation and amortization 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.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

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

The financial statements are prepared in conformity with GASB Statement No. 34, and include a column for government-wide (based upon the District as a whole) and fund financial statement presentations. GASB Statement No. 34 also requires as supplementary information Management's Discussion and Analysis, which includes an analytical overview of the District's financial activities. In addition, a budgetary comparison statement is presented that compares the adopted General Fund budget with actual results.

- **Government-wide Statements:** The District's Statement of Net Position includes both non-current assets and non-current liabilities of the District. In addition, the government-wide Statement of Activities column reflects depreciation and amortization expense on the District's capital and intangible assets.

The government-wide focus is more on the sustainability of the District as an entity and the change in aggregate financial position resulting from financial activities of the fiscal period. The focus of the fund financial statements is on the individual funds of the governmental categories. Each presentation provides valuable information that can be analyzed and compared to enhance the usefulness of the information.

- **Fund Financial Statements:** Fund based financial statement columns are provided for governmental funds. GASB Statement No. 34 sets forth minimum criteria (percentage of assets, liabilities, revenues or expenditures of either fund category) for the determination of major funds. All of the District's funds are reported as major funds.

Governmental Fund Types - The accounts of the District are organized and operated on the basis of funds, each of which is considered to be a separate accounting entity. The operations of each fund are accounted for with a self-balancing set of accounts that comprise its assets, liabilities, fund balances, revenues and expenditures. The various funds are grouped by category and type in the financial statements. The District maintains the following fund types:

- **General Fund** - The General Fund accounts for financial resources in use for general types of operations which are not encompassed within other funds. This fund is established to account for resources devoted to financing the general services that the District provides for its residents. Tax revenues and other sources of revenue used to finance the fundamental operations of the District are included in this fund.
- **Debt Service Fund** - The Debt Service Fund is used to account for the resources restricted, committed or assigned for the payment of debt principal, interest and related costs.
- **Capital Projects Fund** - The Capital Projects Fund is used to account for financial resources to be used for the acquisition or construction of major capital facilities.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Non-current Governmental Assets and Liabilities - GASB Statement No. 34 eliminates the presentation of account groups, but provides for these records to be maintained and incorporates the information into the government-wide financial statement column in the Statement of Net Position.

Basis of Accounting

Government-wide Statements - The government-wide financial statement column is reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year for which they are levied.

Fund Financial Statements - The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental fund types are accounted for using a current financial resources measurement focus. With this measurement focus, only current assets and current liabilities generally are included on the balance sheet. Operating statements of these funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in the fund balances. Governmental funds are accounted for on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual (i.e. both measurable and available).

"Measurable" means that the amount of the transaction can be determined and "available" means the amount of the transaction is collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period.

Expenditures, if measurable, are generally recognized on the accrual basis of accounting when the related fund liability is incurred. Exceptions to this general rule include the unmatured principal and interest on general obligation long-term debt which is recognized when due. This exception is in conformity with generally accepted accounting principles.

Property tax revenues are recognized when they become available. In this case, available means when due, or past due and receivable within the current period and collected within the current period or soon enough thereafter to be used to pay liabilities of the current period. Such time thereafter shall not exceed 60 days. Tax collections expected to be received subsequent to the 60-day availability period are reported as deferred inflows of resources. All other revenues of the District are recorded on the accrual basis in all funds.

The District may report deferred inflows of resources on its balance sheet. These arise when a potential revenue does not meet both the "measurable" and "available" criteria for recognition in the current period. In subsequent periods, when revenue recognition criteria are met, the balance for deferred inflows of resources is removed from the balance sheet and revenue is recognized.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Budgets and Budgetary Accounting - An unappropriated budget was adopted on September 1, 2022 for the General Fund on a basis consistent with generally accepted accounting principles. The District's Board utilizes the budget as a management tool for planning and cost control purposes. The Budgetary Comparison Schedule – General Fund presents the original and revised budget amounts, if revised, compared to the actual amounts of revenues and expenditures for the current year.

Pensions - The District has not established a pension plan as the District does not have employees. The Internal Revenue Service has determined that fees of office received by Directors are considered to be wages subject to federal income tax withholding for payroll purposes.

Accounting Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

Cash and Cash Equivalent Investments - Includes cash on deposit as well as investments with maturities of three months or less. The investments, consisting of obligations in the State Comptroller's Investment Pool, are recorded at amortized cost.

Intangible Assets - Intangible assets, consisting of the right to receive water and wastewater service resulting from water and wastewater facilities conveyed to the City of Georgetown (the "City") and road improvements conveyed to Williamson County (the "County"), are reported in the government-wide column in the Statement of Net Position. Intangible assets are valued at the cost of water and wastewater infrastructure and road improvements conveyed to the City and the County, respectively, and are deemed to have an indefinite life pursuant to the Consent Agreement discussed in Note 10.

Capital Assets - Capital assets, which include land, easements, drainage facilities, impact fees and other improvements, are reported in the government-wide column in the Statement of Net Position. Public domain ("infrastructure") capital assets including the drainage system, are capitalized. Items purchased or acquired are reported at historical cost or estimated historical cost. Contributed fixed assets are recorded as capital assets at their estimated acquisition value at the time received. Interest incurred during construction of capital facilities is not capitalized. Capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Asset</u>	<u>Years</u>
Other Improvements	10 - 50
Drainage Facilities and Impact Fees	50

Interfund Transactions - Transfers from one fund to another fund are reported as interfund receivables and payables if there is intent to repay that amount and if the debtor fund has the ability to repay the advance on a timely basis. Operating transfers represent legally authorized transfers from the fund receiving resources to the fund through which the resources are to be expended.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Long-Term Debt - Unlimited tax bonds, which have been issued to fund capital projects, are to be repaid from tax revenues of the District.

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight line method. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts during the current period. The face amount of debt issued is reported as other financing sources. Premiums and discounts on debt issuances are reported as other financing sources and uses.

Bond issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures in both the government-wide and the fund financial statements.

Fund Balance - 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.
- *Restricted*: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally.
- *Committed*: amounts that can be spent only for purposes determined by a formal action of the Board. 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 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.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

2. RECONCILIATION OF THE GOVERNMENTAL FUNDS

Adjustments to convert the Governmental Funds Balance Sheet to the Statement of Net Position are as follows:

Fund Balances - Total Governmental Funds		\$ 1,357,069
Capital assets and intangible assets used in governmental activities are not current financial resources and, therefore, are not reported in the governmental funds:		
Intangible assets		2,753,206
Capital assets, net		2,857,647
Revenue is recognized when earned in the government-wide statements, regardless of availability. Governmental funds report deferred inflows for revenues earned but not available.		1,638
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the governmental funds:		
Bonds payable	(7,840,000)	
Issuance premiums/discounts, net	(29,406)	
Due to developer	(110,000)	
Accrued interest	(22,031)	(8,001,437)
Net Position - Governmental Activities		\$ (1,031,877)

Adjustments to convert the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities are as follows:

Net Change in Fund Balances - Governmental Funds		\$ 786,594
Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report:		
Capital outlay in year paid	2,360,393	
Interest expenditures in year paid	(12,275)	
Tax revenue when collected	(88,368)	
Bond principal in year paid	20,000	
Bond sales and related bond premium/discount in year received/paid	(3,311,453)	(1,031,703)
Governmental funds do not report:		
Amortization of bond premiums/discounts	1,294	
Depreciation of capital assets	(63,167)	(61,873)
Change in Net Position - Governmental Activities		\$ (306,982)

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

3. CASH AND CASH EQUIVALENT INVESTMENTS

The investment policies of the District are governed by Section 2256 of the Texas Government Code (the “Public Funds Investment Act”) and an adopted District investment policy that includes depository contract provisions and custodial contract provisions. Major provisions of the District’s investment policy, which complies with the Public Funds Investment Act, include: depositories must be Federal Deposit Insurance Corporation (“FDIC”) insured Texas banking institutions; depositories must fully insure or collateralize all demand and time deposits; and securities collateralizing time deposits are held by independent third party trustees.

Cash - At September 30, 2023, the carrying amount of the District's deposits was \$8,203 and the bank balance was \$9,425. The bank balance fully was covered by federal depository insurance.

Cash Equivalents and Investments -

Interest rate risk. In accordance with its investment policy, the District manages its exposure to declines in fair values through investment diversification and limiting investments as follows:

- Money market mutual funds are required to have weighted average maturities of 90 days or fewer; and
- Other mutual fund investments are required to have weighted average maturities of less than two years.

Credit risk. The District’s investment policy requires the application of the prudent-person rule: investments are made as a prudent person would be expected to act, with discretion and intelligence, and considering the probable safety of their capital as well as the probable income to be derived. The District’s investment policy requires that District funds be invested in:

- Obligations of the United States Government and/or its agencies and instrumentalities;
- Money market mutual funds with investment objectives of maintaining a stable net asset value of \$1 per share;
- Mutual funds rated in one of the three highest categories by a nationally recognized rating agency;
- Securities issued by a State or local government or any instrumentality or agency thereof, in the United States, and rated in one of the three highest categories by a nationally recognized rating agency; or
- Public funds investment pools rated AAA or AAAm by a nationally recognized rating agency.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

3. CASH AND CASH EQUIVALENT INVESTMENTS (continued) –

Cash Equivalents and Investments (continued) -

At September 30, 2023, the District held the following investments:

Investment	Fair Value at 9/30/2023	Governmental Fund			Investment Rating	
		General	Debt Service	Capital Projects	Rating	Rating Agency
		Unrestricted	Restricted (1)	Restricted (2)		
TexPool	\$ 1,200,834	\$ 636,329	\$ 348,087	\$ 216,418	AAA	Standard & Poors
	\$ 1,200,834	\$ 636,329	\$ 348,087	\$ 216,418		

(1) Restricted for payment of debt service and cost of assessing and collecting taxes.

(2) Restricted for purchase of capital assets.

The District invests in TexPool, an external investment pool that is not SEC-registered. The State Comptroller of Public Accounts of the State of Texas has oversight of the pool. Federated Hermes, Inc. manages the daily operations of the pool under a contract with the Comptroller. TexPool measures all of its portfolio assets at amortized cost. As a result, the District also measures its investments in TexPool at amortized cost for financial reporting purposes. There are no limitations or restrictions on withdrawals from TexPool.

Concentration of credit risk. In accordance with the District’s investment policy, investments in individual securities are to be limited to ensure that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio. As of September 30, 2023, the District did not own any investments in individual securities.

Custodial credit risk-deposits. Custodial credit risk is the risk that in the event of a bank failure, the District’s deposits may not be returned to it. The government’s investment policy requires that the District’s deposits be fully insured by FDIC insurance or collateralized with obligations of the United States or its agencies and instrumentalities. As of September 30, 2023, the District’s bank deposits were fully covered by FDIC insurance.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

4. PROPERTY TAXES

Property taxes attach as an enforceable lien on January 1. Taxes are levied on or about October 1, are due on November 1, and are past due the following February 1. The Williamson Central Appraisal District established appraisal values in accordance with requirements of the Texas Legislature. The District levies taxes based upon the appraised values. The Williamson County Tax Assessor Collector bills and collects the District’s property taxes. The Board set current tax rates on September 1, 2022.

The property tax rates, established in accordance with state law, were based on 100% of the net assessed valuation of real property within the District on the 2022 tax roll. The tax rate, based on the total taxable assessed valuation of \$145,814,599, was \$0.6465 on each \$100 valuation and was allocated \$0.5275 to the General Fund and \$0.1190 to the Debt Service Fund. The maximum allowable maintenance tax of \$1.00 was established by the voters on May 6, 2017.

Property taxes of \$1,337 for the General Fund and \$301 for the Debt Service Fund were receivable at September 30, 2023.

The District is prohibited from writing off real property taxes without specific authority from the Texas Legislature.

5. INTERFUND ACCOUNTS

A summary of interfund accounts, which resulted from the time lag between dates that payments are made between funds, is as follows at September 30, 2023:

	Interfund	
	Receivable	Payable
General Fund:		
Debt Service Fund	\$ 244	\$ -
Capital Projects Fund	121,589	-
Debt Service Fund -		
General Fund	-	244
Capital Projects Fund -		
General Fund	-	121,589
	\$ 121,833	\$ 121,833

6. CHANGES IN INTANGIBLE ASSETS

A summary of changes in intangible assets follows:

	Balance 10/1/2022	Additions	Deletions	Balance 9/30/2023
Intangible assets -				
Roads	\$ 1,661,402	\$ -	\$ -	\$ 1,661,402
Right to receive water and wastewater service	-	1,091,804	-	1,091,804
Total intangible assets	\$ 1,661,402	\$ 1,091,804	\$ -	\$ 2,753,206

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

7. CHANGES IN CAPITAL ASSETS

A summary of changes in capital assets follows:

	Balance 10/1/2022	Additions	Deletions	Balance 9/30/2023
Capital assets being depreciated:				
Drainage facilities and impact fees	\$ 1,595,000	\$ 1,268,589	\$ -	\$ 2,863,589
Other improvements	88,432	-	-	88,432
Total capital assets being depreciated	<u>1,683,432</u>	<u>1,268,589</u>	<u>-</u>	<u>2,952,021</u>
Less accumulated depreciation for:				
Drainage facilities and impact fees	(29,242)	(57,271)	-	(86,513)
Other improvements	(1,965)	(5,896)	-	(7,861)
Total accumulated depreciation	<u>(31,207)</u>	<u>(63,167)</u>	<u>-</u>	<u>(94,374)</u>
Total capital assets, net	<u>\$ 1,652,225</u>	<u>\$ 1,205,422</u>	<u>\$ -</u>	<u>\$ 2,857,647</u>

8. BONDED DEBT

The following is a summary of bond transactions of the District for the year ended September 30, 2023:

	Unlimited Tax Revenue Bonds
Bonds payable at October 1, 2022	\$ 4,575,000
Bonds issued	3,285,000
Bonds retired	(20,000)
Bond premium/discount, net	29,406
Bonds payable at September 30, 2023	<u>\$ 7,869,406</u>

Bonds payable at September 30, 2023, were comprised of the following individual issues:

Unlimited Tax Road Bonds:

\$2,195,000 – 2021 Unlimited Tax Road Bonds payable serially through the year 2045 at interest rates which range from 2.00% to 3.00%. Bonds maturing on or after September 1, 2028 are callable prior to maturity beginning September 1, 2027, or any date thereafter. Bonds maturing September 1, 2041 and 2045 are term bonds and are subject to mandatory sinking fund redemption.

Unlimited Tax Bonds:

\$2,370,000 – 2021A Unlimited Tax Bonds payable serially through the year 2045 at interest rates which range from 2.00% to 4.00%. Bonds maturing on or after September 1, 2028 are callable prior to maturity beginning September 1, 2027, or any date thereafter. Bonds maturing September 1, 2033, 2035, 2037, 2039 and 2045 are term bonds and are subject to mandatory sinking fund redemption.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

8. BONDED DEBT (continued) –

Unlimited Tax Bonds (continued):

\$3,275,000 – 2022 Unlimited Tax Bonds payable serially through the year 2046 at interest rates which range from 4.00% to 6.00%. Bonds maturing on or after September 1, 2031 are callable prior to maturity beginning September 1, 2029, or any date thereafter. Bonds maturing September 1, 2031, 2033, 2037, 2039, 2042 and 2046 are term bonds and are subject to mandatory sinking fund redemption.

On October 20, 2022, the District issued \$3,285,000 of Unlimited Tax Bonds, Series 2022, with interest rates ranging from 4.00% to 6.00%. The net proceeds of \$2,901,084 (after payment of underwriter fees and other bond related costs) were used to finance developer funded infrastructure construction and impact fees, fund future interest payments and pay subsequent bond issue costs.

The annual requirements to amortize all bonded debt at September 30, 2023, including interest, are as follows:

Year Ended September 30,	Annual Requirements for All Series		
	Principal	Interest	Total
2024	\$ 20,000	\$ 276,528	\$ 296,528
2025	20,000	275,627	295,627
2026	20,000	274,728	294,728
2027	35,000	273,827	308,827
2028	295,000	272,278	567,278
2029-2033	1,635,000	1,181,555	2,816,555
2034-2038	1,935,000	888,518	2,823,518
2039-2043	2,300,000	542,168	2,842,168
2044-2046	1,580,000	127,182	1,707,182
	\$ 7,840,000	\$ 4,112,411	\$ 11,952,411

Bonds authorized but not issued as of September 30, 2023, are as follows:

Type	Amount
Unlimited Tax Bonds	\$ 39,460,000
Road Bonds	\$ 210,000
Park and Recreational Facilities	\$ 8,350,000

\$347,843 is available in the Debt Service Fund to service the bonded debt.

The existing outstanding bonds of the District are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

9. COMMITMENTS AND CONTINGENCIES

The developer of the land within the District has incurred costs related to construction of facilities. Such costs may be reimbursable to the developer by the District from proceeds of future District bond issues, subject to approval by the Texas Commission on Environmental Quality. The District, as of September 30, 2023, has recorded no liability pertaining to such costs. As of September 30, 2023, the District has issued \$2,200,000 of unlimited tax road bonds and \$5,660,000 of unlimited tax bonds to reimburse the developer for road improvements, water, wastewater and drainage facilities and creation costs. As of September 30, 2023, the District has recorded a liability owed back to the developer of \$110,000 for developer advances received and used to fund District operations.

10. CONSENT AGREEMENT

The District, the developer and the City of Georgetown (the “City”) entered into a Consent Agreement effective May 24, 2016, as amended, which governs development within the District and sets forth certain terms and conditions governing construction, financing, operation, maintenance, and ownership of the water, sewer, and drainage utilities and transportation facilities serving the property within the District. Pursuant to the Consent Agreement, the District and the developer will design, finance and construct all infrastructure and facilities required to serve the District in accordance with applicable City requirements and design standards. Upon construction completion, water and wastewater infrastructure assets will be conveyed to the City who agrees to accept ownership and operation of the District’s water and wastewater facilities and, thereafter, the City will provide retail water and wastewater services to the residents within the District. Road transportation infrastructure will be conveyed to Williamson County (the “County”) for operation and maintenance in accordance with the procedures of the County. The Consent Agreement continues in effect until the District’s obligations are fully assumed by the City, at the City’s sole election unless terminated sooner.

11. RISK MANAGEMENT

The District is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District has obtained coverage from commercial insurance companies and the Texas Municipal League Intergovernmental Risk Pool (“TML Pool”) to effectively manage its risk. All risk management activities are accounted for in the General Fund. Expenditures and claims are recognized when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. In determining claims, events that might create claims, but for which none have been reported, are considered.

The TML Pool was established by various political subdivisions in Texas to provide self-insurance for its members and to obtain lower costs for insurance. TML Pool members pay annual contributions to obtain the insurance. Annual contribution rates are determined by the TML Pool Board. Rates are estimated to include all claims expected to occur during the policy including claims incurred but not reported. The TML Pool has established claims reserves for each of the types of insurance offered. Although the TML Pool is a self-insured risk pool, members are not contingently liable for claims filed above the amount of the fixed annual contributions. If losses incurred are significantly higher than actuarially estimated, the TML Pool adjusts the contribution rate for subsequent years. Members may receive returns of contributions if actual results are more favorable than estimated.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2023

12. SUBSEQUENT EVENT

On December 7, 2023, the District issued \$8,000,000 of Unlimited Tax Bonds, Series 2023, the proceeds of which were used to reimburse the Developer for certain District infrastructure and wastewater impact fees. The bonds were issued at interest rates ranging from 4.75% to 5.00% with principal maturity dates through September 1, 2046.

**REQUIRED SUPPLEMENTARY
INFORMATION**

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
BUDGETARY COMPARISON SCHEDULE - GENERAL FUND
SEPTEMBER 30, 2023

	<u>Actual</u>	<u>Original Budget</u>	<u>Variance Positive (Negative)</u>
REVENUES:			
Property taxes, including penalties	\$ 856,751	\$ 740,874	\$ 115,877
Construction/inspection fees	57,748	-	57,748
Interest and other	24,679	3,000	21,679
TOTAL REVENUES	<u>939,178</u>	<u>743,874</u>	<u>195,304</u>
EXPENDITURES:			
Current:			
Repairs and maintenance	75,011	72,500	(2,511)
Director fees, including payroll taxes	10,206	9,780	(426)
Legal fees	71,974	62,500	(9,474)
Engineering fees	175,911	102,000	(73,911)
Accounting fees	24,025	21,400	(2,625)
Audit fees	11,500	11,500	-
Financial advisor fees	1,616	2,000	384
Tax appraisal/collection fees	4,126	5,000	874
Public notices	410	1,000	590
Insurance	7,982	2,100	(5,882)
Other	4,336	4,800	464
TOTAL EXPENDITURES	<u>387,097</u>	<u>294,580</u>	<u>(92,517)</u>
NET CHANGE IN FUND BALANCE	552,081	<u>\$ 449,294</u>	<u>\$ 102,787</u>
FUND BALANCE			
Beginning of the year	240,727		
End of the year	<u>\$ 792,808</u>		

The accompanying notes are an integral part of this statement.

**TEXAS SUPPLEMENTARY
INFORMATION**

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-1. SERVICES AND RATES
SEPTEMBER 30, 2023

1. Services Provided by the District during the Fiscal Year:

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

2. Retail Service Providers

a. Retail Rates Based on 5/8" Meter (or equivalent):

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate Y/N</u>	<u>Rate per 1000 Gallons Over Minimum</u>	<u>Usage Levels</u>
WATER:	\$ -	N/A	N/A	\$ -	
WASTEWATER:	\$ -	N/A	N/A	\$ -	
SURCHARGE:	\$ -	-	-		

District employs winter averaging for wastewater usage? Yes No

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

b. Water and Wastewater Retail Connections:

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFC's</u>
Unmetered	_____	_____	1.0	_____
< 3/4"	_____	_____	1.0	_____
1"	_____	_____	2.5	_____
1 1/2"	_____	_____	5.0	_____
2"	_____	_____	8.0	_____
3"	_____	_____	16.0	_____
4" compound	_____	_____	25.0	_____
4" turbine	_____	_____	50.0	_____
6" compound	_____	_____	50.0	_____
6" turbine	_____	_____	100.0	_____
Total Water	_____	_____		_____
Total Wastewater	_____	_____	1.0	_____

NOTE: The City of Georgetown, Texas provides water and wastewater service to District residents.

3. Total Water Consumption during the Fiscal Year (rounded to the nearest thousand):

Gallons pumped into system: _____ -
Gallons billed to customers: _____ -

Water Accountability Ratio (Gallons billed / Gallons Pumped) n/a

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

Does the District assess standby fees? Yes No

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

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

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

5. Location of District

County(ies) in which district is located: _____ Williamson

Is the District located entirely within one county? Yes No

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

City(ies) in which district is located: _____ City of Georgetown, Texas

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

Entirely Partly Not at all

ETJ's in which district is located: _____

Are Board members appointed by an office outside the district?

Yes No

If Yes, by whom? _____

NOTE: The City of Georgetown, Texas provides water and wastewater service to District residents.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-2. GENERAL FUND EXPENDITURES
SEPTEMBER 30, 2023

Personnel Expenditures (including benefits)	\$	-
Professional Fees:		
Auditing		11,500
Legal		71,974
Engineering		175,911
Financial Advisor		1,616
Purchased Services for Resale -		
Bulk Water and Wastewater Purchases		-
Contracted Services:		
Bookkeeping		24,025
General Manager		-
Appraisal District/Tax Collector		4,126
Other Contracted Services		-
Utilities		-
Repairs and Maintenance		75,011
Administrative Expenditures:		
Directors' Fees		10,206
Office Supplies		-
Insurance		7,982
Other Administrative Expenditures		4,746
Capital Outlay:		
Capitalized Assets		-
Expenditures not Capitalized		-
Tap Connection Expenditures		-
Solid Waste Disposal		-
Fire Fighting		-
Parks and Recreation		-
Other Expenditures		-
TOTAL EXPENDITURES	\$	387,097

Number of persons employed by the District:

Full-Time

Part-Time

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-3. TEMPORARY INVESTMENTS
SEPTEMBER 30, 2023

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
General Fund -					
TexPool	XXX0001	Varies	Daily	\$ 636,329	\$ -
Total				636,329	-
Debt Service Fund:					
TexPool	XXX0005	Varies	Daily	16,314	-
TexPool	XXX0007	Varies	Daily	7,435	-
TexPool	XXX0008	Varies	Daily	196,358	-
TexPool	XXX0009	Varies	Daily	127,980	-
Total				348,087	-
Capital Projects Fund:					
TexPool	XXX0003	Varies	Daily	48,041	-
TexPool	XXX0006	Varies	Daily	127,146	-
TexPool	XXX0010	Varies	Daily	41,231	-
Total				216,418	-
Total All Funds				\$ 1,200,834	\$ -

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-4. TAXES LEVIED AND RECEIVABLE
SEPTEMBER 30, 2023

	Maintenance Taxes	Debt Service Taxes	
Taxes Receivable, Beginning of Year	\$ 88,564	\$ 1,442	
2022 Tax Levy	771,204	173,978	
Current Year Tax Adjustments	(2,031)	(458)	
Rollbacks	-	-	
Total to be accounted for	857,737	174,962	
Tax collections:			
Current year	767,836	173,219	
Rollbacks	88,564	1,442	
Total collections	856,400	174,661	
Taxes Receivable, End of Year	\$ 1,337	\$ 301	
Taxes Receivable, By Years			
2021 and prior and rollbacks	\$ -	\$ -	
2022	1,337	301	
Taxes Receivable, End of Year	\$ 1,337	\$ 301	
Property Valuations:	2022	2021	2020
Land and improvements	\$ 145,814,599 (a)	\$ 51,070,927 (a)	\$ 18,344,853 (a)
Total Property Valuations	\$ 145,814,599 (a)	\$ 51,070,927 (a)	\$ 18,344,853 (a)
Tax Rates per \$100 Valuation:			
Debt Service tax rates	\$ 0.1190	\$ 0.0860	\$ -
Maintenance tax rates	0.5275	0.5720	0.6660
Total Tax Rates per \$100 Valuation:	\$ 0.6465	\$ 0.6580	\$ 0.6660
Adjusted Tax Levy	\$ 942,693	\$ 336,047	\$ 122,177
Percent of Taxes Collected to Taxes Levied *	99.8%	100%	100%
Maximum Maintenance Tax Rate Approved by Voters:	\$ 1.00 on 5/6/2017		

(a) Valuations are provided by the appropriate Appraisal District. Due to various factors, including tax protests and disputes, such valuations change over time; therefore, they may vary slightly from those disclosed in the District's bond offering documents or the District's annual bond disclosure filings.

* Calculated as taxes collected in current and previous years divided by tax levy. Calculated as of the time of the original tax levy and may vary from that provided in the District's bond offering documents or the District's annual bond disclosure filings.

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-5. LONG-TERM DEBT SERVICE REQUIREMENTS - BY YEARS
SEPTEMBER 30, 2023

Fiscal Year Ending	Unlimited Tax Road Bonds Series 2021			Unlimited Tax Bonds Series 2021A			Unlimited Tax Bonds Series 2022			Total - All Issues		
	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total
2024	\$ 5,000	\$ 59,715	\$ 64,715	\$ 5,000	\$ 61,763	\$ 66,763	\$ 10,000	\$ 155,050	\$ 165,050	\$ 20,000	\$ 276,528	\$ 296,528
2025	5,000	59,615	64,615	5,000	61,562	66,562	10,000	154,450	164,450	20,000	275,627	295,627
2026	5,000	59,515	64,515	5,000	61,363	66,363	10,000	153,850	163,850	20,000	274,728	294,728
2027	5,000	59,415	64,415	5,000	61,162	66,162	25,000	153,250	178,250	35,000	273,827	308,827
2028	90,000	59,315	149,315	95,000	60,963	155,963	110,000	152,000	262,000	295,000	272,278	567,278
2029	90,000	57,515	147,515	100,000	57,162	157,162	115,000	145,400	260,400	305,000	260,077	565,077
2030	95,000	55,715	150,715	105,000	53,163	158,163	115,000	138,500	253,500	315,000	247,378	562,378
2031	100,000	53,625	153,625	105,000	51,062	156,062	120,000	131,600	251,600	325,000	236,287	561,287
2032	100,000	51,325	151,325	110,000	48,963	158,963	130,000	124,400	254,400	340,000	224,688	564,688
2033	105,000	48,925	153,925	115,000	46,625	161,625	130,000	117,575	247,575	350,000	213,125	563,125
2034	110,000	46,300	156,300	115,000	44,181	159,181	135,000	110,750	245,750	360,000	201,231	561,231
2035	110,000	43,550	153,550	125,000	41,306	166,306	140,000	105,350	245,350	375,000	190,206	565,206
2036	115,000	40,663	155,663	130,000	38,181	168,181	140,000	99,400	239,400	385,000	178,244	563,244
2037	120,000	37,500	157,500	130,000	34,931	164,931	150,000	93,450	243,450	400,000	165,881	565,881
2038	125,000	34,200	159,200	135,000	31,681	166,681	155,000	87,075	242,075	415,000	152,956	567,956
2039	130,000	30,450	160,450	140,000	28,306	168,306	160,000	80,100	240,100	430,000	138,856	568,856
2040	135,000	26,550	161,550	145,000	24,806	169,806	165,000	72,900	237,900	445,000	124,256	569,256
2041	140,000	22,500	162,500	150,000	21,000	171,000	170,000	65,475	235,475	460,000	108,975	568,975
2042	145,000	18,300	163,300	155,000	17,062	172,062	175,000	57,825	232,825	475,000	93,187	568,187
2043	150,000	13,950	163,950	160,000	12,994	172,994	180,000	49,950	229,950	490,000	76,894	566,894
2044	155,000	9,450	164,450	165,000	8,794	173,794	190,000	41,850	231,850	510,000	60,094	570,094
2045	160,000	4,800	164,800	170,000	4,463	174,463	195,000	33,300	228,300	525,000	42,563	567,563
2046	-	-	-	-	-	-	545,000	24,525	569,525	545,000	24,525	569,525
	<u>\$ 2,195,000</u>	<u>\$ 892,893</u>	<u>\$ 3,087,893</u>	<u>\$ 2,370,000</u>	<u>\$ 871,493</u>	<u>\$ 3,241,493</u>	<u>\$ 3,275,000</u>	<u>\$ 2,348,025</u>	<u>\$ 5,623,025</u>	<u>\$ 7,840,000</u>	<u>\$ 4,112,411</u>	<u>\$ 11,952,411</u>

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-6. CHANGES IN LONG-TERM BONDED DEBT
SEPTEMBER 30, 2023

	<u>Series 2021</u>	<u>Series 2021A</u>	<u>Series 2022</u>	<u>Total</u>
Interest Rate	2.00% - 3.00%	2.00% - 4.00%	4.00% - 6.00%	
Dates Interest Payable	3/1 ; 9/1	3/1 ; 9/1	3/1 ; 9/1	
Maturity Dates	9/1/2045	9/1/2045	9/1/2046	
Bonds Outstanding at Beginning of Current Fiscal Year	\$ 2,200,000	\$ 2,375,000	\$ -	\$ 4,575,000
Bonds Sold During the Current Fiscal Year	-	-	3,285,000	3,285,000
Retirements During the Current Fiscal Year:				
Refunded	-	-	-	
Principal	<u>(5,000)</u>	<u>(5,000)</u>	<u>(10,000)</u>	<u>(20,000)</u>
Bonds Outstanding at End of Current Fiscal Year	<u>\$ 2,195,000</u>	<u>\$ 2,370,000</u>	<u>\$ 3,275,000</u>	<u>\$ 7,840,000</u>
Interest Paid During the Current Fiscal Year	<u>\$ 59,816</u>	<u>\$ 61,962</u>	<u>\$ 134,464</u>	<u>\$ 256,242</u>
Paying Agent's Name & Address:	UMB Bank Austin, Texas	UMB Bank Austin, Texas	UMB Bank Austin, Texas	
Bond Authority:	<u>Tax Bonds*</u>	<u>Park & Recreation Bonds</u>	<u>Road Bonds</u>	
Amount Authorized by Voters	\$ 45,120,000	\$ 8,350,000	\$ 2,410,000	
Amount Issued	<u>(5,660,000)</u>	-	<u>(2,200,000)</u>	
Remaining To Be Issued	<u>\$ 39,460,000</u>	<u>\$ 8,350,000</u>	<u>\$ 210,000</u>	
* Includes all bonds secured with tax revenues. Bonds in this category may also be secured with other revenues in combination with taxes.				
Debt Service Fund Cash and Temporary Investments balances as of September 30, 2023:			<u>\$ 348,087</u>	
Average Annual Debt Service Payment (Principal and Interest) for the remaining term of all debt:			<u>\$ 519,670</u>	

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-7. COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND AND DEBT SERVICE FUND - FIVE YEARS
SEPTEMBER 30, 2023

	Amounts					Percentage of Fund Total Revenues				
	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019
GENERAL FUND REVENUES AND OTHER FINANCING SOURCES:										
Property taxes, including penalties	\$ 856,751	\$ 292,889	\$ 122,177	\$ 10,704	\$ 10,704	91.2%	77.3%	42.2%	8.2%	5.6%
Drainage fees	57,748	84,542	167,250	118,500	165,000	6.2%	22.3%	57.8%	90.6%	86.5%
Developer advances	-	-	-	-	15,000	-	-	-	-	7.9%
Interest and other	24,679	1,337	69	1,623	-	2.6%	0.4%	-	1.2%	-
TOTAL GENERAL FUND REVENUES AND OTHER FINANCING SOURCES	939,178	378,768	289,496	130,827	190,704	100.0%	100.0%	100.0%	100.0%	100.0%
GENERAL FUND EXPENDITURES - Current:										
Repairs and maintenance	75,011	40,154	3,093	773	-	8.0%	10.6%	1.1%	0.6%	-
Director fees, including payroll taxes	10,206	7,912	9,850	8,235	6,782	1.1%	2.1%	3.4%	6.3%	3.6%
Legal fees	71,974	57,032	34,728	30,266	27,157	7.7%	15.1%	12.0%	23.1%	14.2%
Engineering fees	175,911	158,264	110,035	53,305	20,944	18.7%	41.8%	38.0%	40.7%	11.0%
Accounting fees	24,025	19,150	16,750	12,900	5,750	2.6%	5.1%	5.8%	9.9%	3.0%
Audit fees	11,500	10,750	8,250	7,750	-	1.2%	2.8%	2.8%	5.9%	-
Financial advisor fees	1,616	1,504	1,770	1,710	1,540	0.2%	0.4%	0.6%	1.3%	0.8%
Insurance	7,982	1,967	1,663	1,523	1,494	0.8%	0.5%	0.6%	1.2%	0.8%
Tax appraisal/collection fees	4,126	1,645	753	66	129	0.4%	0.4%	0.3%	0.1%	0.1%
Public notices	410	410	410	410	182	-	0.1%	0.1%	0.3%	0.1%
Other consulting fees	-	-	-	27	27	-	-	-	-	-
Other	4,336	1,949	576	1,349	1,986	0.5%	0.5%	0.2%	1.0%	1.0%
Capital outlay	-	88,432	-	-	-	-	23.3%	-	-	-
TOTAL GENERAL FUND EXPENDITURES	387,097	389,169	187,878	118,314	65,991	41.2%	102.7%	64.9%	90.4%	34.6%
EXCESS (DEFICIENCY) OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER USES	\$ 552,081	\$ (10,401)	\$ 101,618	\$ 12,513	\$ 124,713	58.8%	-2.7%	35.1%	9.6%	65.4%
DEBT SERVICE FUND REVENUES AND OTHER FINANCING SOURCES:										
Property taxes, including penalties	\$ 174,739	\$ 44,036	\$ -	\$ -	\$ -	37.7%	24.9%	-	-	-
Interest	26,320	1,522	17	-	-	5.7%	0.9%	-	-	-
Bond proceeds	262,800	131,046	131,901	-	-	56.6%	74.2%	100.0%	-	-
TOTAL DEBT SERVICE FUND REVENUES AND OTHER FINANCING SOURCES	463,859	176,604	131,918	-	-	100.0%	100.0%	100.0%	-	-
DEBT SERVICE FUND EXPENDITURES:										
Tax appraisal/collection	931	247	-	-	-	0.2%	0.2%	-	-	-
Financial advisor fees	364	226	-	-	-	0.1%	0.1%	-	-	-
Bond principal	20,000	-	-	-	-	4.3%	-	-	-	-
Bond interest	256,242	110,934	34,394	-	-	55.2%	62.8%	26.1%	-	-
Fiscal agent fees and other	800	400	-	-	-	0.2%	0.2%	-	-	-
TOTAL DEBT SERVICE FUND EXPENDITURES	278,337	111,807	34,394	-	-	60.0%	63.3%	26.1%	-	-
EXCESS (DEFICIENCY) OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER USES	\$ 185,522	\$ 64,797	\$ 97,524	\$ -	\$ -	40.0%	36.7%	73.9%	-	-
TOTAL ACTIVE RETAIL WATER CONNECTIONS	(1)	(1)	(1)	(1)	(1)					
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	(1)	(1)	(1)	(1)	(1)					

(1) The City of Georgetown, Texas provides water and wastewater service.

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
TSI-8. BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
SEPTEMBER 30, 2023**

Complete District Mailing Address:	100 Congress Avenue, Suite 1300
District Business Telephone Number:	(512) 435-2300
Submission Date of the most recent District Registration Form TWC Sections 36.054 & 49.054):	October 28, 2022
Limits on Fees of Office that a Director may receive during a fiscal year: (Set by Board Resolution TWC Section 49.060)	\$7,200

Name and Address:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimbursements	9/30/2023	9/30/2023	Title at Year End
<i>Board Members:</i>						
Charles E. Gamble, II	(Elected) 5/2/2020 - 5/4/2024	\$	2,463	\$	243	President
Ryan Jackson	(Elected) 5/7/2022 - 5/2/2026	\$	1,421	\$	79	Vice-President
Mark A. Collins	(Elected) 5/2/2020 - 5/4/2024	\$	1,792	\$	330	Secretary
Adam Charles Landon Moore	(Elected) 5/7/2022 - 5/2/2026	\$	1,792	\$	481	Assistant Secretary
Josh Yates	(Appointed) 4/7/2022 - 5/4/2024	\$	2,013	\$	81	Assistant Secretary
<i>Consultants:</i>						
Armbrust & Brown PLLC	2/7/2017	\$	86,665	\$	-	Attorney
		\$	49,376	\$	-	Bond Related Fees
Bott & Douthitt PLLC	2/7/2017	\$	21,875	\$	193	District Accountant
Gray Engineering	2/7/2017	\$	175,988	\$	-	District Engineer
		\$	120,563	\$	-	Bond Related Fees
McCall Gibson Swedlund Barfoot PLLC	3/5/2020	\$	11,500	\$	-	Auditor
		\$	13,250	\$	-	Bond Related Fees
Public Finance Group LLC	2/7/2017	\$	1,980	\$	-	Financial Advisor
		\$	85,985	\$	-	Bond Related Fees
McCall, Parkhurst & Horton L.L.P.	2/7/2017	\$	60,475	\$	-	Bond Counsel
Williamson County Tax Collector	5/16/2017	\$	169	\$	-	Tax Collector

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

**OTHER SUPPLEMENTARY
INFORMATION**

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
OSI-1. PRINCIPAL TAXPAYERS
SEPTEMBER 30, 2023

Taxpayer	Type of Property	Tax Roll Year		
		2023	2022	2021
Continental Homes of Texas LP	N/A	\$ 18,660,115	\$ 22,634,336	\$ 6,897,256
Gehan Homes Ltd.	N/A	6,682,787	9,556,974	4,787,100
Homeowner	N/A	797,693	808,832	593,670
Homeowner	N/A	780,615	780,181	578,133
Homeowner	N/A	766,593	774,829	529,254
Homeowner	N/A	756,169	758,663	505,626
Homeowner	N/A	749,650	743,153	491,111
Scott Living Trust	N/A	743,769	-	-
Homeowner	N/A	740,339	740,956	-
Homeowner	N/A	735,506	733,678	-
Continental Homes of Texas LP	N/A	-	818,198	604,035
278 Georgetown Inc.	N/A	-	-	902,893
Gehan Homes Ltd.	N/A	-	-	671,344
Total		\$ 31,413,236	\$ 38,349,800	\$ 16,560,422
Percent of Assessed Valuation		17.8%	26.3%	32.4%

WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
OSI-2. ASSESSED VALUE BY CLASSIFICATION
SEPTEMBER 30, 2023

Type of Property	Tax Roll Year					
	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
Single Family Residence	\$ 149,300,908	84.6%	\$ 117,887,090	80.8%	\$ 22,989,708	45.0%
Vacant Platted Lots	29,233	-	18,124	-	13,630	-
Real Acreage	-	-	-	-	6,112,351	12.0%
Farm & Ranch Improvement	95,000	0.1%	9,340,897	6.4%	3,462,494	6.8%
Tangible Personal, Business	65,773	0.1%	10,956	-	164,563	0.3%
Residential Inventory	46,078,624	26.1%	38,281,399	26.3%	34,128,928	66.8%
Less: Adjustments	<u>(19,127,438)</u>	<u>-10.9%</u>	<u>(19,723,867)</u>	<u>-13.5%</u>	<u>(15,800,747)</u>	<u>-30.9%</u>
Net Taxable	<u>\$ 176,442,100</u>	<u>100.0%</u>	<u>\$ 145,814,599</u>	<u>100.0%</u>	<u>\$ 51,070,927</u>	<u>100.0%</u>

APPENDIX B
Form of Bond Counsel Opinion

[An opinion in substantially the following form will be delivered by McCall, Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the Bonds, assuming no material changes in facts or law.]

**WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34
UNLIMITED TAX BONDS, SERIES 2024
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$2,070,000**

AS BOND COUNSEL FOR WILLIAMSON COUNTY MUNICIPAL UTILITY DISTRICT NO. 34 (the "District") of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which bear interest from the dates specified in the text of the Bonds, until maturity or redemption, at the rates and payable on the dates specified in the text of the Bonds all in accordance with the order of the Board of Directors of the District adopted on September 5, 2024 authorizing the issuance of the Bonds (the "Bond Order").

WE HAVE EXAMINED the Constitution and laws of the State of Texas, certified copies of the proceedings of the District, including the Bond Order and other documents authorizing and relating to the issuance of the Bonds; and we have examined various certificates and documents executed by officers and officials of the District upon which certificates and documents we rely as to certain matters stated below. We have also examined one of the executed Bonds (Bond Numbered T-1) and specimens of Bonds to be authenticated and delivered in exchange for the Bonds.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that said Bonds have been duly authorized, issued and delivered in accordance with law; and that said Bonds, except as the enforceability thereof may be limited by laws relating to governmental immunity, bankruptcy, insolvency, reorganization, moratorium, liquidation and other similar laws now or hereafter enacted related to creditors' rights generally or by general principle of equity which permit the exercise of judicial discretion, constitute valid and legally binding obligations of the District, payable from ad valorem taxes without legal limit as to rate or amount to be levied and collected by the District upon taxable property within the District, which taxes the District has covenanted to levy in an amount sufficient (together with revenues and receipts from other sources which are legally available for such purposes) to pay the interest on and the principal of the Bonds. Such covenant to levy taxes is subject to the right of a city, under existing Texas law, to take over all properties and assets of the District; to assume all debts, liabilities, and obligations of the District, including the Bonds; and to abolish the District.



THE DISTRICT reserves the right to issue additional bonds which will be payable from taxes; bonds, notes, and other obligations payable from revenues; and bonds payable from contracts with other persons, including private corporations, municipalities, and political subdivisions.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners thereof for federal income tax purposes under the statutes, regulations, published rulings and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance by the District with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the property financed therewith. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the District to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning or disposing of the Bonds, including the amount, accrual or receipt of interest on, the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds.

WE CALL YOUR ATTENTION TO THE FACT that the interest on tax-exempt obligations, such as the Bonds, may be includable in a corporation's adjusted financial statement income for purposes of determining the alternative minimum tax imposed on certain corporations by section 55 of the Code.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced,



in accordance with its current published procedures the Service is likely to treat the District as the taxpayer. We observe that the District has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the District, and, in that capacity, we have been engaged by the District for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the District, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the District as to the current outstanding indebtedness of and the assessed valuation of taxable property within the District. Our role in connection with the District's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

THE FOREGOING OPINIONS represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result.

Respectfully,

APPENDIX C
Specimen Municipal Bond Insurance Policy



BAM

**MUNICIPAL BOND
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

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

Effective Date: _____

Risk Premium: \$ _____
Member Surplus Contribution: \$ _____
Total Insurance Payment: \$ _____

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

SPECIMEN

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

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

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN

