

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

PRELIMINARY OFFICIAL STATEMENT DATED NOVEMBER 7, 2025

In the opinion of Bond Counsel, under existing law, interest on the Certificates (i) is excludable from gross income for federal income tax purposes under section 103 of Internal Revenue Code of 1986, as amended (the "Code"), and (ii) is not an item of tax preference for purposes of the alternative minimum tax on individuals. See "TAX MATTERS" herein, including information regarding potential alternative minimum tax consequences for corporations.

NEW ISSUE: BOOK-ENTRY ONLY

RATINGS:

Moody's (Underlying) "A1"
S&P (Insured) "AA"
See "MUNICIPAL BOND RATING" and
"MUNICIPAL BOND INSURANCE"

\$14,220,000*

CITY OF WALLER, TEXAS

(A Political Subdivision of the State of Texas located in Waller and Harris Counties, Texas)

CERTIFICATES OF OBLIGATION

SERIES 2025

Dated: Date of Delivery

Due: August 1, as shown below

The \$14,220,000* City of Waller, Texas, Certificates of Obligation, Series 2025 (the "Certificates") are being issued by the City of Waller, Texas (the "City") pursuant to the constitution and general laws of the State of Texas, including subchapter C of Chapter 271, Texas Government Code and an ordinance (the "Ordinance") to be adopted by the City Council of the City on Monday, November 17, 2025. See "THE CERTIFICATES – Authority for Issuance."

Principal of and interest on the Certificates are payable by The Bank of New York Mellon Trust Company, N.A., the paying agent/registrant (the "Paying Agent/Registrar"). The Certificates are initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York ("DTC"), pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Certificates may be acquired in principal denominations of \$5,000 or integral multiples thereof. No physical delivery of the Certificates will be made to the beneficial owners thereof. Principal of and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the beneficial owners of the Certificates. See "THE CERTIFICATES – Book-Entry-Only System" herein. Interest on the Certificates will accrue from the Date of Delivery (as defined below) to the Underwriter identified below (the "Underwriter") and be payable on August 1 and February 1 of each year, commencing August 1, 2026, to the registered owners (initially Cede & Co.) appearing on the registration books of the Paying Agent/Registrar on the 15th day of the month preceding each interest payment date (the "Record Date"). See "THE CERTIFICATES – Description."

The Certificates are payable from the proceeds of a continuing, direct annual ad valorem tax levied, within the limits prescribed by law, against taxable property within the City and from a limited pledge of a subordinate lien on the net revenues of the City's waterworks and sanitary sewer system in an amount not to exceed \$1,000. See "THE CERTIFICATES – Authority for Issuance."



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. See "MUNICIPAL BOND INSURANCE" and "APPENDIX C – Specimen Municipal Bond Insurance Policy".

Proceeds from the sale of the Certificates will be used to pay all or any part of the costs associated with the (i) construction of improvements to and equipment of the City's waterworks and sanitary sewer system, (ii) construction of improvements to and the equipment of streets, roads, sidewalks and related infrastructure; and (iii) costs of professional services related thereto. A portion of the proceeds of the Certificates will be used to finance nine months of capitalized interest and certain other costs associated with the issuance of the Certificates. See "THE CERTIFICATES – Purpose."

PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES, PRICES AND CUSIP NUMBERS

Maturity (8/1)	Principal Amount	Interest Rate	Initial Yield ^(a)	CUSIP Nos. ^(b)	Maturity (8/1)	Principal Amount	Interest Rate	Initial Yield ^(a)	CUSIP Nos. ^(b)
2027	\$230,000	%	%		2042	\$475,000	%	%	
2028	240,000	%	%		2043	500,000	%	%	
2029	250,000	%	%		2044	525,000	%	%	
2030	265,000	%	%		2045	550,000	%	%	
2031	280,000	%	%		2046	575,000	%	%	
2032	290,000	%	%		2047	605,000	%	%	
2033	305,000	%	%		2048	635,000	%	%	
2034	320,000	%	%		2049	670,000	%	%	
2035 ^(c)	335,000	%	%		2050	700,000	%	%	
2036 ^(c)	355,000	%	%		2051	735,000	%	%	
2037 ^(c)	370,000	%	%		2052	775,000	%	%	
2038 ^(c)	390,000	%	%		2053	810,000	%	%	
2039 ^(c)	410,000	%	%		2054	850,000	%	%	
2040 ^(c)	430,000	%	%		2055	895,000	%	%	
2041 ^(c)	450,000	%	%						

(a) The initial offering yields on the Certificates are established by, and are the sole responsibility of the Underwriter, and may subsequently be changed.

(b) CUSIP is a registered trademark of the American Bankers Association. CUSIP data contained herein is provided by CUSIP Global Services, managed by FactSet Research Systems Inc. on behalf of The American Bankers Association and are included solely for convenience of the registered owners of the Certificates. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of the Issuer, the Municipal Advisor, or the Underwriter are responsible for the accuracy of such number.

(c) Certificates maturing on August 1, 2035 and thereafter, shall be subject to redemption and payment at the option of the City, in whole or from time to time in part on August 1, 2034, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE CERTIFICATES – Optional Redemption." In addition, the Underwriter may designate one or more of the Certificates maturing in years 2035 through 2055, both inclusive, as Term Certificates. See "THE CERTIFICATES – Mandatory Sinking Fund Redemption."

The Certificates are offered when, as and if issued, subject to the approving opinion of the Attorney General of the State of Texas and the opinion of Bracewell LLP, Houston, Texas, Bond Counsel for the City. See "FORM OF LEGAL OPINION." Certain legal matters will be passed upon for the Underwriter by McCall, Parkhurst & Horton LLP, Houston Texas, as Underwriter's Counsel. See "LEGAL MATTERS." It is expected that the Certificates will be available for delivery through the facilities of DTC on or about December 18, 2025 (the "Date of Delivery").

HILLTOPSECURITIES

*Preliminary, subject to change.

City of Waller, Texas

(A Political Subdivision of the State of Texas located in Waller and Harris Counties, Texas)

<u>City Council</u>	<u>Length of Service</u>
Honorable Danny L. Marburger, Mayor	46 years
Jason Jones, Mayor Pro Tem	8 years
Nancy Arnold, Council Member.....	18 years
Dwayne Hajek, Council Member	16 years
Don Hart, Council Member	2 years
Sherri Swisher, Council Member	2 years

<u>Appointed Officials</u>	<u>Length of Service</u>
Ryan Short, Finance Officer.....	2 years
Cynthia Ward, City Secretary	10 years
Daniel Wilson, Director of Public Works.....	1 year

<u>Consultants and Advisors</u>	
Bracewell LLP, Houston, Texas	Bond Counsel
Crowe LLP.....	Auditor
RBC Capital Markets, LLC, Houston, Texas	Municipal Advisor
Olson & Olson, LLP.....	City Attorney

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USE OF INFORMATION IN THE OFFICIAL STATEMENT

This Official Statement is delivered in connection with the sale of the Certificates referred to herein and may not be reproduced or used, in whole or in part, for any other purposes.

For purposes of compliance with Rule 15c2-12 of the United States Securities and Exchange Commission (the "Rule"), as amended and in effect on the date of this Preliminary Official Statement, this document constitutes an "official statement" of the City with respect to the Certificates that has been "deemed final" by the City as of its date except for the omission of no more than the information permitted by the Rule.

This Official Statement, which includes the cover page and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

No dealer, broker, salesperson or other person has been authorized by the City or the Underwriter 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 City or the Underwriter. This Official Statement does not constitute an offer to sell Certificates in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction.

Certain information set forth herein has been obtained from the City and other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the Municipal Advisor or the Underwriter. 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 City or other matters described herein since the date hereof. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement pursuant to its responsibilities to investors under federal securities laws, but the Underwriter does not guarantee the accuracy or completeness of such information.

The cover page contains certain information for general reference only and is not intended as a summary of this offering. Investors should read the entire Official Statement, including all appendices attached hereto, to obtain information essential to making an informed investment decision.

IN CONNECTION WITH THE OFFERING OF THE CERTIFICATES, THE UNDERWRITER MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE CERTIFICATES AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

NONE OF THE CITY, ITS MUNICIPAL ADVISOR, OR THE UNDERWRITER MAKE ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY ("DTC") OR ITS BOOK-ENTRY-ONLY SYSTEM AS SUCH INFORMATION HAS BEEN PROVIDED BY DTC.

THE CERTIFICATES ARE EXEMPT FROM REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION AND CONSEQUENTLY HAVE NOT BEEN REGISTERED THEREWITH. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE CERTIFICATES IN ACCORDANCE WITH APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THE CERTIFICATES HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF.

THIS OFFICIAL STATEMENT CONTAINS "FORWARD-LOOKING" STATEMENTS. SUCH STATEMENTS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE DIFFERENT FROM THE FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS. SEE "OTHER INFORMATION – FORWARD-LOOKING STATEMENTS" HEREIN.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE CERTIFICATES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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

OFFICIAL STATEMENT SUMMARY

This Official Statement Summary is subject in all respects to the more complete information and to the definitions contained or incorporated in this Official Statement. The offering of the Certificates to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this official statement summary from this Official Statement or to otherwise use it without the entire Official Statement.

The Issuer	The City of Waller, Texas (the “City”), is located approximately 45 miles northwest of downtown Houston, Texas on the Waller County/Harris County line. The City is bisected by U.S. Highway 290, a principal traffic artery in northwest Harris County and a major route between Houston and Austin. The city was incorporated in 1947 and operates as a Type A general law city.
The Certificates	\$14,220,000* City of Waller, Texas Certificates of Obligation, Series 2025 (the “Certificates”). See “THE CERTIFICATES.”
Description	The Certificates are dated as of the date of initial delivery to the Underwriter (the “Date of Delivery”), which is currently scheduled for December 18, 2025. Interest on the Certificates will accrue from the Date of Delivery and be payable August 1 and February 1 of each year, commencing August 1, 2026. The Certificates are offered in fully registered form in multiples of \$5,000 in principal amount.
Authority for Issuance	The Certificates are issued pursuant to the constitution and general laws of the State of Texas, particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and an ordinance to be adopted by the City Council of the City on November 17, 2025, authorizing their issuance (the “Ordinance”). See “THE CERTIFICATES – Authority for Issuance.”
Security for Payment	The Certificates are direct obligations of the City payable from the proceeds of a continuing, direct annual ad valorem tax levied, within the limits prescribed by law, against taxable property within the City and from a limited pledge of a subordinate lien on the net revenues of the City’s waterworks and sanitary sewer system, in an amount not to exceed \$1,000. See “THE CERTIFICATES – Security and Source of Payment.”
Redemption.....	The Certificates maturing on or after August 1, 2035 are subject to redemption, in whole or from time to time in part, prior to their scheduled maturities, on August 1, 2034, or on any date thereafter at the option of the City. Upon redemption, the Certificates will be payable at a price equal to the principal amount of the Certificates, or portions thereof so called for redemption, plus accrued interest to the date of redemption. See “THE CERTIFICATES – Optional Redemption.”

In addition to being subject to optional redemption, if in connection with the pricing of the Certificates two or more consecutive serial maturities set forth in the Maturity Schedule on the cover page hereof are combined to create one or more term certificates (the “Term Certificates”), each such Term Certificate shall be subject to mandatory redemption commencing on August 1 of the first maturity that was combined to form such Term Certificate and continuing on August 1 in each year thereafter until the stated maturity of the Term Certificate, and the amount required to be redeemed in any year shall be equal to the principal amount for such year as set forth in the serial maturity schedule on the cover page. See “THE CERTIFICATES – Mandatory Sinking Fund Redemption.”

*Preliminary, subject to change.

Use of Proceeds	Proceeds from the sale of the Certificates will be used to pay all or any part of the (i) construction of improvements to and the equipment of the City's waterworks and sanitary sewer system, (ii) construction of improvements to and the equipment of streets, roads, sidewalks and related infrastructure; and (iii) costs of professional services related thereto. In addition, a portion of the proceeds from the Certificates will be used to finance nine (9) months of capitalized interest and certain other costs associated with the issuance of the Certificates. See "THE CERTIFICATES – Purpose."
Tax Exemption	In the opinion of Bond Counsel, under existing law, the interest on the Certificates is excludable from gross income for federal income tax purposes under section 103 of the Internal Revenue Code of 1986, as amended, and is not an item of specific preference for purposes of the alternative minimum tax. See "TAX MATTERS" herein.
Municipal Bond Ratings/Insurance	The City has made application to Moody's Investor Service ("Moody's") for an underlying rating on the outstanding debt of the City and Moody's has assigned a rating of "A1." It is expected that S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"), will assign its municipal bond rating of "___" (stable outlook) to the Certificates with the understanding that upon delivery of the Certificates, a municipal bond insurance policy insuring the timely payment of the principal of and interest on the Certificates will be issued by Build America Mutual Assurance Company ("BAM" or the "Insurer"). See "MUNICIPAL BOND RATING," "MUNICIPAL BOND INSURANCE" and "BOND INSURANCE RISK FACTORS" herein.
Book-Entry-Only	The Certificates are initially issuable in book-entry-only form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, which will act as securities depository. Beneficial owners of the Certificates will not receive physical delivery of printed Certificates. See "THE CERTIFICATES – Book-Entry-Only System."
Payment Record.....	The City has never defaulted in the payment of its debt.

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SELECTED FINANCIAL INFORMATION
(Unaudited as of September 30, 2025)

2025 Certified Taxable Assessed Valuation (100% of Estimated Market Value).....	\$931,328,214	(a)
Direct Debt		
Outstanding Ad Valorem Tax Debt.....	\$17,975,000	
Plus: The Certificates	<u>14,220,000</u>	*
Total Direct Debt.....	<u>\$32,195,000</u>	
Interest and Sinking Fund Balance (projected, as of the Date of Delivery).....	\$779,803	(b)
Ratio of Direct Debt to 2025 Certified Assessed Valuation	3.46%	
2025 Tax Rate		
General Fund.....	\$0.3280	
Debt Service Fund.....	<u>0.1184</u>	
Total.....	<u>\$0.4464</u>	
Projected Annual Debt Service Requirements:		
Average (2026 – 2055)	\$1,862,874	(c)
Maximum (2039).....	\$2,028,550	(c)
Average Percentage of Tax Collections (Tax Year 2020 – 2024):		
Total Collections.....	99.82%	
2025 Population.....	4,138	(d)

- (a) Includes 2025 Certified Taxable Values, as certified by both the Waller County Appraisal District (“WCAD”) and the Harris Central Appraisal District (“HCAD”). Net of property subject to exemption.
- (b) Projected, includes nine (9) months of capitalized interest, or approximately \$526,586, that will be deposited into the account on the date of delivery. Unaudited. The unaudited information has not been prepared or reviewed by the City’s independent auditor. The unaudited information is derived from internal account balances of the City and is subject to revision upon completion of the City’s annual audit.
- (c) Includes the Certificates. Preliminary; subject to change.
- (d) City estimate as of 2025.

*Preliminary, subject to change.

OFFICIAL STATEMENT
relating to
\$14,220,000*
CITY OF WALLER, TEXAS
CERTIFICATES OF OBLIGATION,
SERIES 2025

INTRODUCTION

The Official Statement provides certain information in connection with the issuance by the City of Waller, Texas (the "City") of its \$14,220,000* Certificates of Obligation, Series 2025 (the "Certificates") and the purchase of the Certificates by the underwriter listed on the cover page hereof (the "Underwriter").

The Certificates are issued pursuant to the Constitution and general laws of the State of Texas (the "State"), particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and an ordinance (the "Ordinance") to be adopted by the City Council of the City on November 17, 2025.

There follows in this Official Statement descriptions of the Certificates, the Ordinance and certain information about the City and its financial condition. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the City. Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinance, except as otherwise indicated herein.

THE CERTIFICATES

Description of the Certificates

The Certificates are dated as of the date of delivery to the Underwriter (the "Dated Date") and mature on August 1 in each of the years and in the amounts shown on the cover page hereof. Interest on the Certificates will accrue from the date of delivery to the Underwriter (the "Date of Delivery") and will be computed on the basis of a 360-day year of twelve 30-day months. Interest on the Certificates will be payable on August 1 and February 1 of each year, commencing August 1, 2026 until maturity or prior redemption. The definitive Certificates will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York ("DTC"), pursuant to the Book-Entry-Only System described herein. No physical delivery of the Certificates will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar, initially The Bank of New York Mellon Trust Company, N.A., to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Certificates (see "-BOOK-ENTRY-ONLY SYSTEM").

Authority for Issuance

The Certificates are being issued pursuant to the Constitution and general laws of the State, particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended and the Ordinance.

Security and Source of Payment

The Certificates are payable from the proceeds of a continuing, direct annual ad valorem tax levied, within the limits prescribed by law, upon all taxable property in the City and from a limited pledge of a subordinate lien on the net revenues of the City's waterworks and sanitary sewer system in an amount not to exceed \$1,000.

Purpose

Proceeds from the sale of the Certificates will be used to pay all or any part of the costs associated with the (i) construction of improvements to and the equipment of the City's waterworks and sanitary sewer system, (ii) construction of improvements to and the equipment of streets, roads, sidewalks and related infrastructure; and (iii) costs of professional services related thereto. In addition, a portion of the proceeds from the Certificates will be used to finance nine (9) months of capitalized interest and certain costs associated with the issuance of the Certificates.

Optional Redemption

The City reserves the right, at its option, to redeem Certificates having stated maturities on and after August 1, 2035, in whole or from time to time in part in principal amounts of \$5,000 or any integral multiple thereof, on August 1, 2034, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption. If less than all of the Certificates are to be redeemed, the City shall determine the maturity or maturities and the amounts thereof (or mandatory sinking fund payment with respect to Term Certificates (as defined below), if any) to be redeemed and shall direct the Paying Agent/Registrar to call by lot, or other customary method that results in random selection, the Certificates, or portions thereof, within such maturity or maturities and in such principal amounts for redemption.

*Preliminary, subject to change.

If a Certificate (or any portion of the principal sum thereof) shall have been called for redemption and notice of such redemption shall have been given, such Certificate (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

Mandatory Sinking Fund Redemption

In addition to the foregoing optional redemption provision, if the principal amounts for two or more consecutive maturities designated in the serial maturity schedules shown on the cover page are combined to create term certificates (each a "Term Certificate"), each such Term Certificate shall be subject to mandatory sinking fund redemption commencing on August 1 of the first maturity that was combined to form such Term Certificate and continuing on August 1 in each year thereafter until the stated maturity date of that Term Certificate, and the amount required to be redeemed in any year shall be equal to the principal amount for such year set forth in the Maturity Schedule shown on the cover page of this Official Statement. Term Certificates to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par and shall be selected by lot or other random selection method from the Term Certificates then subject to redemption. The City, at its option, may credit against any mandatory sinking fund redemption requirement Term Certificates of the maturity then subject to redemption which at least 45 days prior to the mandatory sinking fund redemption date have (i) been acquired by the City and delivered to the Paying Agent/Registrar for cancellation or (ii) have been redeemed pursuant to the optional redemption provisions of the Ordinance and not theretofore applied as a credit against any mandatory sinking fund redemption requirement.

Notice of Redemption

Not less than 30 days prior to a redemption date for the Certificates, the Paying Agent/Registrar, at the direction of the City, shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the registered owners of the Certificates to be redeemed, in whole or in part, at the address of the registered owner appearing on the registration books of the Paying Agent/Registrar. ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE CERTIFICATES CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY OBLIGATION OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH OBLIGATION OR PORTION THEREOF SHALL CEASE TO ACCRUE.

The City reserves the right, in the case of an optional redemption, to give notice of its election or direction to redeem Certificates conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the City retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the City delivers a certificate of the City to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Certificate subject to conditional redemption where such redemption has been rescinded shall remain outstanding, and the rescission of such redemption shall not constitute an event of default. Further, in the case of a conditional redemption, the failure of the City to make moneys and/or authorized securities available in part or in whole on or before the redemption date shall not constitute an event of default.

The Paying Agent/Registrar and the City, so long as a Book-Entry-Only System is used for the Certificates, will send any notice of redemption or other notices with respect to the Certificates only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the beneficial owner, shall not affect the validity of the redemption of the Certificate called for redemption or any other action premised on any such notice. Redemption of portions of the Certificates by the City will reduce the outstanding principal amount of such Certificate held by DTC.

In such event, DTC may implement, through its Book-Entry-Only System, a redemption of such Certificate held for the account of DTC participants in accordance with its rules or other agreements with DTC participants and then DTC participants and indirect participants may implement a redemption of such Certificate from the beneficial owners.

Neither the City nor the Paying Agent/Registrar will have any responsibility to DTC participants, indirect participants or the persons for whom DTC participants act as nominees, with respect to the payments on the Certificates or the providing of notice to DTC participants, indirect participants, or beneficial owners of the selection of portions of the Certificates for redemption. See "THE CERTIFICATES - BOOK-ENTRY-ONLY SYSTEM."

Book-Entry-Only System

This section describes how ownership of the Certificates is to be transferred and how the principal of and interest on the Certificates are to be paid to and credited by DTC while the Certificates 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 Municipal Advisor and the City believe the source of such information to be reliable but take no responsibility for the accuracy or completeness thereof.

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

DTC will act as securities depository for the Certificates. The Certificates will be issued as fully-registered securities 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 certificate for each maturity will be issued for the Certificates, 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, corporate and municipal debt issues, and money market instrument 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 an S&P Global Ratings rating of "AA+." 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 Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for such purchases on DTC's records. The ownership interest of each actual purchaser of each Obligation ("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 Certificates 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 the Certificates, except in the event that use of the book-entry system described herein is discontinued.

To facilitate subsequent transfers, all Certificates 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 Certificates 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 Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates 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 Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the Obligation documents. For example, Beneficial Owners of Certificates may wish to ascertain that the nominee holding the Certificates 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 for the Certificates shall be sent to DTC. If less than all of the Certificates of a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Certificates unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City 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 Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments on the Certificates 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 City and 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 securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent/Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City and the Paying Agent/Registrar. Disbursement of such payments to Direct Participants will be the responsibility of DTC, and reimbursement 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 Certificates at any time by giving reasonable notice to the City and the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Certificates are required to be printed and delivered.

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

Use of Certain Terms in Other Sections of this Official Statement. In reading this Official Statement it should be understood that while the Certificates are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Certificates, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinance will be given only to DTC.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by and is not to be construed as a representation by the City or the Underwriter.

Effect of Termination of Book-Entry-Only System. In the event that the Book-Entry-Only System of the Certificates is discontinued, printed Certificates will be issued to the DTC Participants or the holder, as the case may be, and such Certificates will be subject to transfer, exchange and registration provisions as set forth in the Ordinance and summarized under "The Certificates - Transfer, Exchange and Registration" below.

Paying Agent/Registrar

The initial Paying Agent/Registrar for the Certificates is The Bank of New York Mellon Trust Company, N.A. In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. The City also covenants to maintain and provide a Paying Agent/Registrar at all times until the Certificates are duly paid and any successor Paying Agent/Registrar shall be a commercial bank or trust company organized under the laws of the State, or any other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar for the Certificates. Upon any change in the Paying Agent/Registrar for the Certificates, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Certificates by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

Transfer, Exchange and Registration

In the event the Book-Entry-Only system should be discontinued, the Certificates may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender to the Paying Agent/Registrar and such transfer or exchange shall be without expense or service charge to the registered owners, except for any tax or other governmental charges required to be paid with respect to such registration, exchange or transfer. Certificates may be assigned by the execution of an assignment form on the respective Certificates or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. New Certificates will be delivered by the Paying Agent/Registrar, in lieu of the Certificates being transferred or exchanged, at the designated office of the Paying Agent/Registrar, or sent by United States mail, first class, postage prepaid, to the new registered owner or his designee. New Certificates registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000, for any one maturity and for a like aggregate principal amount as the Certificates surrendered for exchange or transfer.

All Certificates issued in any transfer or exchange of Certificates shall be delivered to the registered owners at the principal corporate trust office of the Paying Agent/Registrar or sent by United States mail, first class, postage prepaid, to the

registered owners, and, upon the registration and delivery thereof, the same shall be the valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under the Ordinance, as the Certificates surrendered in such transfer or exchange.

Record Date for Interest Payment

The record date ("Record Date") for the interest payable on the Certificates on any interest payment date means the close of business on the 15th day of the preceding month.

In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date," which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each registered owner of Certificates appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Defeasance

The City reserves the right to defease the Certificates in any manner now or hereafter allowed by law.

Remedies of Holders of the Certificates

The Ordinance does not provide for the appointment of a trustee to represent the interests of the holders of the Certificates upon any failure of the City to perform in accordance with the terms of the Ordinance or upon any other condition and, in the event of any such failure to perform, the registered owners would be responsible for the initiation and cost of any legal action to enforce performance of the Ordinance. Furthermore, the Ordinance does not establish specific events of default with respect to the Certificates and, under State law, there is no right to the acceleration of maturity of the Certificates upon the failure of the City to observe any covenant under the Ordinance. A registered owner of the Certificates could seek a judgment against the City if a default occurred in the payment of principal of or interest on any such Certificate; however, such judgment could not be satisfied by execution against any property of the City and a suit for monetary damages could be vulnerable to the defense of governmental immunity. A registered owner's only practical remedy, if a default occurs, is a mandamus or mandatory injunction proceeding to compel the City to levy, assess and collect an annual ad valorem tax sufficient to pay principal of and interest on the Certificates as it becomes due or perform other material terms and covenants contained in the Ordinance. However, the enforcement of any such remedy may be difficult and time consuming and a registered owner could be required to enforce such remedy on a periodic basis.

The Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W.3d 325 (Tex. 2006), that a waiver of governmental 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 City's governmental immunity from a suit for money damages, registered owners may not be able to bring such a suit against the City for breach of the Certificates or covenants in the Ordinance. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Certificates.

In *Tooke*, the Court noted the enactment in 2005 of sections 271.151-160, Texas Local Government Code (the "Local Government Immunity Waiver Act"), which, according to the Court, waives "immunity from suit for contract claims against most local governmental entities in certain circumstances." The Local Government Immunity Waiver Act covers municipalities and relates to contracts entered into by municipalities for providing goods or services to municipalities. The City is not aware of any Texas court construing the Local Government Immunity Waiver Act in the context of whether contractual undertakings by local governments that relate to their borrowing powers are contracts covered by the Local Government Immunity Waiver Act.

On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, 489 S.W.3d 427 (Tex. 2016) that governmental immunity does not imbue a city with derivative immunity when it performs proprietary, as opposed to governmental, functions in respect to contracts executed by a city. 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 the authority or for the benefit of the state. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in considering municipal breach of contract cases, it is incumbent on the courts to determine whether a function is proprietary or governmental based upon the common law and statutory guidance. Issues related to the applicability of governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated based on the facts and circumstances surrounding the contract in question.

In its decision, the Court held that since the Local Government Immunity Waiver Act waives governmental immunity in certain breach of contract claims without addressing whether the waiver applies to a governmental function or a proprietary

function of a city, the Court could not reasonably read the Local Government Immunity Waiver Act to evidence legislative intent to restrict the waiver of immunity when a city performs a proprietary function. The Court remanded the case so that the appellate court could rule on whether the contract at issue was proprietary or governmental. *Wasson Interests, Ltd. v. City of Jacksonville*, 559 S.W.3d 142 (Tex. 2018). On remand, the appellate court found for the City of Jacksonville by holding the contract claim arose from the City's performance of a governmental function, and thus the claim was barred by immunity. After granting Wasson's petition for review of the appellate decision, the Court held that to determine if the City was engaged in a proprietary or governmental function, the focus of the inquiry is on the nature of the contract at the time of execution, not the nature of the breach at the time of the breach.

The City is also 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 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 Certificate holders of an entity which has sought protection under Chapter 9. Therefore, should the City 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 Ordinance and the Certificates are qualified with respect to the customary rights of debtors relative to their creditors, including rights afforded to creditors under the Bankruptcy Code.

Use of Certificate Proceeds

Proceeds from the sale of the Certificates are expected to be expended as follows:

Sources of Funds:

Par Amount of Certificates	\$	-
[Net] Premium		-
Total:	\$	-

Uses of Funds:

Deposit to Project Fund	\$	-
Deposit for Capitalized Interest		-
Costs of Issuance ⁽¹⁾		-
Bond Insurance		-
Underwriter's Discount		-
Total:	\$	-

(1) Includes legal fees of the City, Municipal Advisory fees, rating agency fees, fees of the Paying Agent/Registrar, contingency and other costs of issuance.

AD VALOREM TAX PROCEDURES

The following is a summary of certain provisions of State law as it relates to ad valorem taxation and is not intended to be complete. Reference is made to Title I of the Texas Tax Code, as amended (the "Property Tax Code"), for identification of property subject to ad valorem taxation, property exempt or which may be exempted from ad valorem taxation if claimed, the appraisal of property for ad valorem tax purposes, and the procedures and limitations applicable to the levy and collection of ad valorem taxes. See "-2025 Legislative Session" for information on legislation affecting ad valorem taxation exemptions.

2025 Legislative Session

The regular session of the 89th Texas Legislature convened on January 14, 2025 and concluded on June 2, 2025 (the "89th Regular Session"). The Texas Legislature (the "Legislature") meets in regular session in odd numbered years for 140 days. When the Legislature is not in session, the Governor may call one or more special sessions, at the Governor's discretion, each lasting no more than 30 days, and for which the Governor sets the agenda. The Governor has called and the Legislature has concluded two special sessions since the conclusion of the 89th Regular Session.

During the 89th Regular Session, the Legislature adopted a general appropriations act and legislation affecting ad valorem taxation procedures and the procedures of issuing debt affecting cities, among other legislation affecting cities. Adopted legislation affecting ad valorem taxation procedures includes legislation that (i) changes the procedure for the adoption of and imposes limits on the amount of an M&O tax increase that may be adopted in response to declared disasters, (ii) makes technical modifications to the tax rate setting process, and (iii) makes intangible personal property exempt from ad valorem taxation. The City is reviewing the impact of the legislation approved during the 89th Regular Session and the two called special sessions and cannot make any representations regarding the likelihood of future legislative sessions or the full impact of the legislation approved during the 89th Regular Session or the two called special sessions at this time.

Valuation Of Taxable Property

The Property Tax Code provides for countywide appraisal and equalization of taxable property values and establishes in each county of the State an appraisal district and an appraisal review board ("Appraisal Review Board") responsible for appraising property for all taxing units within the county. The appraisal of property within the City is the responsibility of the Waller County Appraisal District ("WCAD") and the Harris Central Appraisal District ("HCAD," and together with WCAD, collectively, the "Appraisal District"). Except as described below, the Appraisal District is required to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from applying any assessment ratios. In determining market value of property, the Appraisal District is required to consider the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and use the method the chief appraiser of the Appraisal District considers most appropriate. The Property Tax Code requires appraisal districts to reappraise all property in its jurisdiction at least once every three years. A taxing unit may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the taxing unit by petition filed with the appropriate Appraisal Review Board.

State law requires the appraised value of an owner's principal residence ("homestead" or "homesteads") to be based solely on the property's value as a homestead, regardless of whether residential use is considered to be the highest and best use of the property. State law further limits the appraised value of a homestead to the lesser of (1) the market value of the property or (2) 110% of the appraised value of the property for the preceding tax year plus the market value of all new improvements to the property (the "10% Homestead Cap"). The 10% increase is cumulative, meaning the maximum increase is 10% times the number of years since the property was last appraised.

State law provides that eligible owners of both agricultural land and open-space land, including open-space land devoted to farm or ranch purposes or open-space land devoted to timber production, may elect to have such property appraised for property taxation on the basis of its productive capacity ("Productivity Value"). The same land may not be qualified as both agricultural and open-space land. The appraisal values set by the Appraisal Districts are subject to review and change by the applicable Appraisal Review Board. The appraisal rolls, as approved by the applicable Appraisal Review Board, are used by taxing units, such as the City, in establishing their tax rolls and tax rates. See "TAX DATA – City's Rights in the Event of Tax Delinquencies."

State Mandated Homestead Exemptions for Veterans

State law grants, with respect to each taxing unit in the State, various exemptions for disabled veterans and their families, surviving spouses of members of the armed services killed in action and surviving spouses of first responders killed or fatally wounded in the line of duty. See "TABLE 1 – Valuation, Exemptions and General Obligation Debt" for the reduction in taxable valuation attributable to exemptions for veterans.

Local Option Homestead Exemptions

The governing body of a taxing unit, including a city, county, school district, or special district, at its option may grant: (1) an exemption of up to 20% of the market value of all homesteads (but not less than \$5,000) and (2) an additional

exemption of the market value of the homesteads of persons 65 years of age or older and the disabled. Each taxing unit decides if it will offer the exemption and at what percentage or dollar amount, as applicable.

Cities, counties and school districts are prohibited from repealing or reducing an optional homestead exemption described in (1) above that was granted in tax year 2022 through December 31, 2027.

Local Option Freeze for the Elderly and Disabled

The governing body of a county, municipality or junior college district may, at its option, provide for a freeze on the total amount of ad valorem taxes levied on the homesteads of persons 65 years of age or older or of disabled persons above the amount of tax imposed in the year such residence qualified for such exemption. Also, upon voter initiative, an election may be held to determine by majority vote whether to establish such a freeze on ad valorem taxes. Once the freeze is established, the total amount of taxes imposed on such homesteads cannot be increased except for certain improvements, and such freeze cannot be repealed or rescinded.

Personal Property

Tangible personal property (furniture, machinery, supplies, inventories, etc.) used in the "production of income" is taxed based on the property's market value. Taxable personal property includes income-producing equipment and inventory. Intangibles such as goodwill, accounts receivable, and proprietary processes are not taxable. Tangible personal property not held or used for production of income, such as household goods, automobiles or light trucks, and boats, is exempt from ad valorem taxation unless the governing body of a taxing unit elects to tax such property. Legislation passed by the Legislature during the 89th Regular Session and approved by the voters provides a person to an exemption from taxation by a taxing unit of \$125,000 of the appraised value of the tangible personal property the person owns that is held or used for the production of income and has taxable situs at the same location in the taxing unit. A person who leases tangible personal property is also entitled to a tax exemption of \$125,000, regardless of where the property is located in the taxing unit.

Freeport and Goods-In-Transit Exemptions

Certain goods detained in the State for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication ("Freeport Property") are exempt from ad valorem taxation unless a taxing unit took official action to tax Freeport Property before April 1, 1990 and has not subsequently taken official action to exempt Freeport Property. Decisions to continue to tax Freeport Property may be reversed in the future; decisions to exempt Freeport Property are not subject to reversal. Certain goods, principally inventory, that are stored for the purposes of assembling, storing, manufacturing, processing or fabricating the goods in a location that is not owned by the owner of the goods and are transferred from that location to another location within 175 days ("Goods-in-Transit"), are exempt from ad valorem taxation unless a taxing unit takes official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax Goods-in-Transit during the following tax year. Goods-in-Transit and Freeport Property do not include oil, natural gas or petroleum products, and Goods-in-Transit does not include special inventories such as motor vehicles or boats in a dealer's retail inventory. A taxpayer may receive only one of the Goods-in-Transit or Freeport Property exemptions for items of personal property.

Other Exempt Property

Other major categories of exempt property include property owned by the State or its political subdivisions if used for public purposes, property exempt by federal law, property used for pollution control, farm products owned by producers, property of nonprofit corporations used for scientific research or educational activities benefitting a college or university, designated historic sites, solar and wind-powered energy devices, raw cocoa and green coffee held in Harris County and certain classes of intangible personal property. Beginning with the 2026 tax year, all intangible personal property is exempt from State taxation.

Temporary Exemption for Qualified Property Damaged by a Disaster

The Property Tax Code entitles the owner of certain qualified (i) tangible personal property used for the production of income, (ii) improvements to real property, and (iii) manufactured homes located in an area declared by the Governor to be a disaster area following a disaster and is at least 15 percent damaged by the disaster, as determined by the chief appraiser, to an exemption from taxation of a portion of the appraised value of the property. The amount of the exemption ranges from 15 percent to 100 percent based upon the damage assessment rating assigned by the chief appraiser. Except in situations where the territory is declared a disaster on or after the date the taxing unit adopts a tax rate for the year in which the disaster declaration is issued, the governing body of the taxing unit is not required to take any action in order for the taxpayer to be eligible for the exemption. If a taxpayer qualifies for the exemption after the beginning of the tax year, the amount of the exemption is prorated based on the number of days left in the tax year following the day on which the Governor declares the area to be a disaster area. For more information on the exemption, reference is made to Section 11.35 of the Property Tax Code. Section 11.35 of the Property Tax Code provides that "damage" for the purpose of the statute is limited to physical damage.

Tax Increment Reinvestment Zones

A city or county, by petition of the landowners or by action of its governing body, may create one or more tax increment reinvestment zones ("TIRZ") within its boundaries, and other overlapping taxing units may agree to contribute taxes levied against the "Incremental Value" in the TIRZ to finance or pay for public improvements or projects within the TIRZ. At the time of the creation of the TIRZ, a "base value" for the real property in the TIRZ is established and the difference between any increase in the assessed valuation of taxable real property in the TIRZ in excess of the base value is known as the "Incremental Value", and during the existence of the TIRZ, all or a portion of the taxes levied by each participating taxing unit against the Incremental Value in the TIRZ are restricted to paying project and financing costs within or benefitting the TIRZ and are not available for the payment of other obligations of such taxing units.

Tax Abatement Agreements

Taxing units may also enter into tax abatement agreements to encourage economic development. Under the agreements, a property owner agrees to construct certain improvements on its property. The taxing unit, in turn, agrees not to levy a tax on all or part of the increased value attributable to the improvements until the expiration of the agreement. The abatement agreement could last for a period of up to 10 years. See "– Tax Abatement Policy" for descriptions of the City's tax abatement policy.

For a discussion of how the various exemptions described above are applied by the City, see "– City Application of Tax Code" herein.

Issuer and Taxpayer Remedies

Under certain circumstances, the City and its taxpayers may appeal the determinations of the Appraisal District by timely initiating a protest with the Appraisal Review Board. Additionally, taxing units such as the City may bring suit against the Appraisal District to compel compliance with the Property Tax Code.

Owners of certain property with a taxable value in excess of the current year "minimum eligibility amount," as determined by the State Comptroller, and situated in a county with a population of one million or more, may protest the determinations of appraisal district directly to a three-member special panel of the appraisal review board, appointed by the chairman of the appraisal review board, consisting of highly qualified professionals in the field of property tax appraisal. The minimum eligibility amount is set at \$61,349,201 for the 2025 tax year and is adjusted annually by the State Comptroller to reflect the inflation rate.

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the City and provides for taxpayer referenda that could result in the repeal of certain tax increases. See "– Public Hearing and Maintenance and Operation Tax Rate Limitations." The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property value, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

Public Hearing and Maintenance and Operations Tax Rate Limitations

The following terms as used in this section have the meanings provided below:

"adjusted" means lost values are not included in the calculation of the prior year's taxes and new values are not included in the current year's taxable values.

"de minimis rate" means the maintenance and operations tax rate that will produce the prior year's total maintenance and operations tax levy (adjusted) from the current year's values (adjusted), plus the rate that produces an additional \$500,000 in tax revenue when applied to the current year's taxable value, plus the debt service tax rate.

"no-new-revenue tax rate" means the combined maintenance and operations tax rate and debt service tax rate that will produce the prior year's total tax levy (adjusted) from the current year's total taxable values (adjusted).

"special taxing unit" means a city for which the maintenance and operations tax rate proposed for the current tax year is 2.5 cents or less per \$100 of taxable value.

"unused increment rate" means the greater of zero and the rate expressed in dollars per \$100 of taxable value calculated by dividing (i) the cumulative difference of the foregone revenue amount, calculated using the difference between a city's voter-approval tax rate and its actual tax rate for each of the preceding three tax years, by (ii) the "current total value" as defined in Section 26.012 of the Property Tax Code, and which may be applied to a city's tax rate when calculating the voter-approval tax rate.

"voter-approval tax rate" means the maintenance and operations tax rate that will produce the prior year's total maintenance and operations tax levy (adjusted) from the current year's values (adjusted) multiplied by 1.035, plus the debt service tax rate, plus the "unused increment rate."

The City's tax rate consists of two components: (1) a rate for funding of maintenance and operations expenditures in the current year (the "maintenance and operations tax rate"), and (2) a rate for funding debt service in the current year (the "debt service tax rate"). Under State law, the assessor for the City must submit an appraisal roll showing the total appraised, assessed, and taxable values of all property in the City to the City Council by August 1 or as soon as practicable thereafter.

A city must annually calculate its "voter-approval tax rate" and "no-new-revenue tax rate" (as such terms are defined above) in accordance with forms prescribed by the State Comptroller and provide notice of such rates to each owner of taxable property within the city and the county tax assessor-collector for each county in which all or part of the city is located. A city must adopt a tax rate before the later of September 30 or the 60th day after receipt of the certified appraisal roll, except that a tax rate that exceeds the voter-approval tax rate must be adopted not later than the 71st day before the next occurring November uniform election date. If a city fails to timely adopt a tax rate, the tax rate is statutorily set as the lower of the no-new-revenue tax rate for the current tax year or the tax rate adopted by the city for the preceding tax year.

As described below, the Property Tax Code provides that if a city adopts a tax rate that exceeds its voter-approval tax rate or, in certain cases, its "de minimis rate", an election must be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

A city may not adopt a tax rate that exceeds the lower of the voter-approval tax rate or the no-new-revenue tax rate until each appraisal district in which such city participates has delivered notice to each taxpayer of the estimated total amount of property taxes owed and the city has held a public hearing on the proposed tax increase.

For cities with a population of 30,000 or more as of the most recent federal decennial census, if the adopted tax rate for any tax year exceeds the voter-approval tax rate, that city must conduct an election on the next occurring November uniform election date to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

For cities with a population less than 30,000 as of the most recent federal decennial census, if the adopted tax rate for any tax year exceeds the greater of (i) the voter-approval tax rate or (ii) the de minimis rate, the city must conduct an election on the next occurring November uniform election date to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate. However, for any tax year during which a city has a population of less than 30,000 as of the most recent federal decennial census and does not qualify as a special taxing unit, if a city's adopted tax rate is equal to or less than the de minimis rate but greater than both (a) the no-new-revenue tax rate, multiplied by 1.08, plus the debt service tax rate or (b) the city's voter-approval tax rate, then a valid petition signed by at least three percent of the registered voters in the city would require that an election be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

Any city located at least partly within an area declared a disaster area by the Governor of the State or the President of the United States during the current year may calculate its "voter-approval tax rate" using a 1.08 multiplier, instead of 1.035, until the earlier of (i) the second tax year in which such city's total taxable appraised value exceeds the taxable appraised value on January 1 of the year the disaster occurred, or (ii) the third tax year after the tax year in which the disaster occurred.

State law provides cities and counties in the State the option of assessing a maximum one-half percent (1/2%) sales and use tax on retail sales of taxable items for the purpose of reducing its ad valorem taxes, if approved by a majority of the voters in a local option election. If the additional sales and use tax for ad valorem tax reduction is approved and levied, the no-new-revenue tax rate and voter-approval tax rate must be reduced by the amount of the estimated sales tax revenues to be generated in the current tax year.

The calculations of the no-new-revenue tax rate and voter-approval tax rate do not limit or impact the City's ability to set a debt service tax rate in each year sufficient to pay debt service on all of the City's tax-supported debt obligations, including the Certificates. Chapter 26 of the Property Tax Code treats the ad valorem taxes levied to pay debt service on certain classes of non-voted debt approved after December 1, 2022 as part of the maintenance and operations tax rate calculations, which could result in subjecting the tax levied for debt service on such non-voted debt to the maintenance and operations tax limitations described in this subcaption. The Certificates are not subject to the limitations imposed by Chapter 26 of the Property Tax Code.

During the 89th Regular Session, the Legislature adopted Senate Bill 1851 ("SB 1851"), which will become effective in connection with the adoption of an ad valorem tax rate for tax year 2026 and thereafter. Under SB 1851, if the Texas Attorney General determines that a city has (a) not had its records and accounts audited and an annual financial statement prepared based on the audit or (b) failed to file its financial statements and auditor's opinion on such financial statements with the city secretary or city clerk before the 180th day after the city's fiscal year end, the city may not adopt an ad valorem tax rate that exceeds the city's no-new-revenue tax rate for (i) the tax year that begins on or after the date for the Attorney General's determination or (ii) a subsequent tax year that begins before the date the city has had an annual audit completed and financial statements prepared or filed the financial statement and auditor's opinion on such financial statement with the city secretary or city clerk, as applicable.

Reference is made to the Property Tax Code for definitive requirements for the levy and collection of ad valorem taxes and the calculation of the various defined tax rates.

Debt Tax Rate Limitations

Article XI, Section 4, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to \$1.50 per \$100 Taxable Assessed Valuation for all City purposes. Administratively, the Attorney General of the State will not permit a city to issue debt in an amount that will cause the maximum annual debt service on all of the City's outstanding ad valorem tax debt to exceed an amount which at the time of issuance can apparently be supported by a debt service tax rate of \$1.00 per \$100 taxable assessed valuation, generally based on a 90% collection rate.

Property Assessment and Tax Payment

Property within the City is generally assessed as of January 1 of each year. Business inventory may, at the option of the taxpayer, be assessed as of September 1. Oil and gas reserves are assessed on the basis of a valuation process which uses an average of the daily price of oil and gas for the prior year. Taxes become due October 1 of the same year and become delinquent on February 1 of the following year. Taxpayers 65 years old or older are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and the final installment due on August 1.

Penalties and Interest

Charges for penalty and interest on the unpaid balance of delinquent taxes are made as follows:

Month	Cumulative Penalty	Cumulative Interest	Total
February	6%	1%	7%
March	7	2	9
April	8	3	11
May	9	4	13
June	10	5	15
July	12	6	18

After July, penalty remains at 12%, and interest increases at the rate of 1% each month. In addition, if an account is delinquent in July, an attorney's collection fee of up to 20% is added to the total tax penalty and interest charge. Under certain circumstances, taxes which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed. In general, property subject to the City's lien may be sold, in whole or in parcels, pursuant to court order to collect the amounts due. Federal law does not allow for the collection of penalty and interest against an estate in bankruptcy. Federal bankruptcy law provides that an automatic stay of action by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

The City's Rights in the Event of Tax Delinquencies

Taxes levied by the City are a personal obligation of the owner of the property as of 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 and each local taxing unit, including the City, having power to tax the property. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes. At any time after taxes on property become delinquent, the City 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 City 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 (2) 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. Federal bankruptcy law provides that an automatic stay of actions by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases, post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

City Application of Tax Code

The City does grant local exemption of the market value of all residence homesteads in the amount of 5%, with a \$5,000 minimum.

The City does grant a local option exemption of the market value of the residence homestead of persons 65 years of age or older, or disabled, in the amount of \$20,000.

The City does not grant a local option freeze on taxes for persons 65 years of age or older or disabled persons.

The City does not permit split payments, and discounts are not allowed.

The City does not tax Freeport Property.

The City has taken action to tax Goods-in-Transit.

The City does not participate in a TIRZ.

The City does offer tax abatements.

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SELECTED FINANCIAL INFORMATION

Table 1 – Valuations and Tax-Supported Debt

2025 Certified Assessed Valuation (100% of Estimated Market Value).....	\$931,328,214 ^(d)
Direct Debt	
Outstanding Ad Valorem Tax Debt.....	\$17,975,000
Plus: the Certificates.....	<u>14,220,000</u> ^(a)
Total Direct Debt.....	\$32,195,000 ^{(a)(b)}
Interest and Sinking Fund Balance (projected, as of Date of Delivery)	\$779,803 ^(c)
Ratio of Direct Debt to 2025 Assessed Valuation	3.46% ^{(a)(b)}

Population: 2025 Population – 4,138
Per Capita Direct Debt – \$7,780 ^(b)
Per Capita 2025 Assessed Valuation – \$225,067

(a) Preliminary, subject to change.

(b) Includes the Certificates.

(c) Projected, includes nine (9) months of capitalized interest, or approximately \$526,586, that will be deposited into the account on the date of delivery. Unaudited. The unaudited information has not been prepared or reviewed by the City's independent auditor. The unaudited information is derived from internal account balances of the City and is subject to revision upon completion of the City's annual audit.

(d) Includes 2025 Certified Taxable Values, as certified by the Waller County Appraisal District ("WCAD") and the Harris Central Appraisal District ("HCAD"). Net of property subject to exemption.

Table 2 – Cash and Investment Balances

General Fund (Cash & Investments) (as of October 24, 2025)	\$18,876,808 ^(a)
Debt Service Fund (Cash & Investments) (as of Date of Delivery)	\$779,803 ^{(a)(b)}

(a) Unaudited. The unaudited information has not been prepared or reviewed by the City's independent auditor. The unaudited information is derived from internal account balances of the City and is subject to revision upon completion of the City's annual audit.

(b) Projected, includes nine (9) months of capitalized interest, or approximately \$526,586, that will be deposited into the account on the date of delivery.

Table 3- Tax Collections

Tax Year	Assessed Valuation ^(a)	Tax Rate	Levy	Collections as of Tax Year End		Collections Through September 30, 2025	
				Amount	%	Amount	%
2021	\$457,799,866	\$0.5888	\$2,695,526	\$2,826,380	104.85%	\$2,668,202	98.99%
2022	491,303,817	0.5032	2,472,241	2,599,662	105.15%	2,449,574	99.08%
2023	659,314,100	0.4904	3,233,276	3,139,619	97.10%	3,198,552	98.93%
2024	815,922,455	0.3664	2,956,090	2,929,679	99.11%	2,929,679	99.11%
2025	931,328,214	0.4464	4,074,300	(b)	(b)	(b)	(b)

(a) Source: WCAD and HCAD.

(b) In process of collection.

Table 4 – Classification of Assessed Valuation

Type of Property	2025 Tax Roll ^{(a) (b)}		2024 Tax Roll ^{(a) (b)}		2023 Tax Roll ^{(a) (b)}	
	Amount	%	Amount	%	Amount	%
Residential	\$ 364,985,652	32.76%	\$ 293,440,686	29.86%	\$ 189,496,260	25.11%
Commercial	647,620,700	58.13%	609,486,032	62.02%	456,511,497	60.49%
Acreage	14,735,189	1.32%	16,659,558	1.70%	22,472,196	2.98%
Lots	63,594,117	5.71%	36,397,000	3.70%	39,556,852	5.24%
Utilities	2,660,133	0.24%	2,659,356	0.27%	2,946,672	0.39%
Minerals	0	0.00%	0	0.00%	0	0.00%
Other	20,524,392	1.84%	24,105,902	2.45%	43,695,298	5.79%
Total Appraised Value	\$ 1,114,120,184	100.00%	\$ 982,748,534	100.00%	\$ 754,678,774	100.00%
Productivity Loss	(63,977,190)		(58,389,128)		(33,377,636)	
Exempt Property	(118,814,781)		(108,436,951)		(61,987,038)	
Total Taxable Value	\$ 931,328,214		\$ 815,922,455		\$ 659,314,100	

(a) Does not reflect any uncertified value or adjustments subsequent to approval by WCAD and HCAD.

(b) As of the most recent supplement from WCAD and HCAD.

Anticipated Issuance of General Obligation Debt

The City has no authorized but unissued debt. Under State law, the City may issue certain obligations that are secured by ad valorem taxes without an election. Examples of such obligations include certificates of obligation, such as the Certificates, and tax anticipation notes.

Estimated Overlapping Debt Statement

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

Taxing Body	Outstanding Gross Debt	As of	%Overlpg. Gross Debt	Overlpg. Gross Debt
Harris Co.	\$2,358,264,736	08/31/2025	0.03%	\$707,479
Harris Co. Department of Education	28,960,000	08/31/2025	0.03%	8,688
Harris Co. Flood Control District	963,805,000	08/31/2025	0.03%	289,142
Harris Co. Hospital District	867,820,000	08/31/2025	0.03%	260,346
Harris-Waller Counties MUD #12	7,515,000	08/31/2025	100.00%	7,515,000
Port of Houston Authority	406,509,397	08/31/2025	0.03%	121,953
Waller Co.	166,345,000	08/31/2025	3.38%	5,622,461
Waller Co. MUD #33	8,655,000	08/31/2025	100.00%	8,655,000
Waller ISD	1,094,615,000	08/31/2025	8.94%	97,858,581
TOTAL OVERLAPPING DEBT				\$121,038,650
City of Waller				\$32,195,000 ^(a)
Total Direct and Overlapping Debt				\$153,233,650
Ratio of Total Direct and Overlapping Debt to 2025 Assessed Value:				16.45% ^(a)
Per Capita Direct and Overlapping Debt, 2025 Population:				\$37,031 ^(a)

(a) Includes the Certificates. Preliminary, subject to change.

Overlapping Taxes for 2024

Overlapping Entity	2024 Tax Rate	
	Waller Co.	Harris Co.
Waller ISD	\$1.1069	\$1.1069
Waller Co.	0.4730	-
Harris Co. ^(a)	-	0.6087
Harris-Waller Counties MUD #12	0.9900	0.9900
Waller Co. MUD # 33	1.000	-
The City	0.3664	0.3664
Total	<u>\$3.9363</u>	<u>\$3.0720</u>

(a) Includes Harris County Flood Control District, Harris County Hospital District, Harris County Department of Education, and Port of Houston Authority.

Table 5 – Tax Rate Distribution

	2025	2024	2023	2022	2021
Debt Service Fund	\$0.1184	\$0.0955	\$0.1694	\$0.2018	\$0.1922
General Fund	0.3280	0.2709	0.3210	0.3014	0.3966
Total	\$0.4464	\$0.3664	\$0.4904	\$0.5032	\$0.5888

Tax Rate Limitation

The City is a Type A General Law Municipality. Article XI, Section 4, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to \$1.50 per \$100 Assessed Valuation for all City purposes. Administratively, the Attorney General of the State of Texas will only permit the allocation of \$1.00 of the \$1.50 maximum tax rate for all general obligation debt service, as calculated at the time of issuance.

Table 6 – Principal Taxpayers

Taxable values may vary from year to year based on various appraisal considerations, and, consequently, taxpayers will not necessarily rank in the same order from one year to the next nor will they necessarily fall within the top ten ranking each year.

Taxpayer	Property Type	2025	2024
Alegacy Development LLC	Equipment	\$30,613,950	\$31,073,450
Avid Controls Inc.	Technology	24,048,020	20,749,980
Geosouthern Intermediate Holdings LLC	Industrial Manufacturing	17,339,590	15,978,160
Buc-ee's LTD	Gas Station	12,949,030	13,793,918
Waller 362 LLC	Wholesale Supplier	12,351,680	13,000,440
Ramar Land Corporation	Wholesale Supplier	12,500,000	12,960,440
Laney Directional Drilling Inc.	Oil & Gas Drilling Services	12,399,990	12,960,440
Premier Coil Solutions Inc.	Industrial Manufacturing	10,659,330	9,513,830
Enviroguard Solutions LLC	Industrial Manufacturing	7,532,950	-
Pafford Properties LLC	Industrial Manufacturing	7,508,440	10,400,000
Modpools Real Estate Inc.	Real Estate	-	7,806,280
Total		<u>\$147,902,980</u>	<u>\$148,236,938</u>
% of Assessed Valuation		15.88% ^(a)	18.17%

(a) Approximately 15.88% of the City's total taxable value is concentrated in its ten largest taxpayers, and approximately 3.29% of its total taxable value is related to its top taxpayer. Adverse development affecting such taxpayers could adversely affect the taxable assessed valuation in the City resulting in less local tax revenue or future increase in ad valorem tax rates.

Table 7 – Debt Service Fund Management Index

Estimated Debt Service Requirements for calendar year ending in 2026 ^(a)	\$1,543,401
Debt Service Balance as of Date of Delivery ^(b)	\$779,803
2025 Debt Service Fund Tax Levy	
\$931,328,214/\$100 A.V. @ 95% Collections ^(c)	<u>\$1,047,558</u>

(a) Includes the Certificates. Preliminary, subject to change.

(b) Projected, includes nine (9) months of capitalized interest, or approximately \$526,586, that will be deposited into the account on the date of delivery. Unaudited. The unaudited information has not been prepared or reviewed by the City's independent auditor. The unaudited information is derived from internal account balances of the City and is subject to revision upon completion of the City's annual audit.

(c) Utilizes the City's 2025 debt service tax rate of \$0.1184 per \$100/A.V.

Table 8 – Tax Adequacy for Debt Service

Estimated Average Annual Debt Service Requirement (2026 – 2055) ^(a)	\$1,862,874
\$0.22 Tax Rate on 2025 Assessed Valuation of \$931,328,214 @ 95% collection produces	\$1,946,476
Estimated Maximum Annual Debt Service Requirement (2031) ^(a)	\$2,028,550
\$0.23 Tax Rate on 2025 Assessed Valuation of \$931,328,214 @ 95% collection produces	\$2,034,952

(a) Includes the Certificates. Preliminary, subject to change.

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GENERAL FUND OPERATIONS

Revenues and expenditures of the City's General Fund for the five fiscal years ended September 30, 2020 – 2024 (audited). The Municipal Advisor has prepared this summary for inclusion herein based upon information obtained from the City's records and audited financial statements.

Table 9 – General Fund Revenues and Expenditure History

Revenues	Fiscal Year Ended September 30				
	2024	2023	2022	2021	2020
Property Tax	\$ 2,107,316	\$ 1,644,898	\$ 1,970,713	\$1,799,651	\$1,213,375
Sales Tax	4,182,694	3,782,096	3,246,323	2,654,694	2,956,762
Franchise and Local Taxes	149,795	153,154	154,085	155,089	159,203
Licenses and Permits	1,800,039	1,015,212	718,820	356,404	759,515
Fines and Forfeitures	611,784	660,836	540,743	504,889	522,063
Charges for Services	705,418	634,820	606,513	543,618	519,747
Intergovernmental	121,732	108,633	116,027	171,068	66,866
Investment Income	1,007,425	719,819	106,586	47,569	121,231
Other Revenue	28,404	37,003	33,331	21,705	47,960
Total	<u>\$10,714,607</u>	<u>\$ 8,756,471</u>	<u>\$ 7,493,141</u>	<u>\$6,254,687</u>	<u>\$6,366,722</u>
Expenditures					
General Government	\$ 1,793,070	\$ 1,582,253	\$ 1,425,235	\$1,069,357	\$1,123,732
Public Safety	2,305,378	1,854,825	1,518,892	1,620,734	1,442,591
Code Enforcement	1,484,478	925,900	770,828	642,779	286,211
Public Works	2,617,392	1,577,865	1,181,772	987,071	912,687
Culture and Recreation	95,454	110,387	76,436	95,672	69,851
Capital Outlay	-	-	-	-	253,260
Debt Service	63,535	45,203	39,242	39,243	27,551
Total	<u>\$ 8,359,307</u>	<u>\$ 6,096,433</u>	<u>\$ 5,012,405</u>	<u>\$4,454,856</u>	<u>\$4,115,883</u>
Excess Revenues					
(Expenditures)	<u>\$ 2,355,300</u>	<u>\$ 2,660,038</u>	<u>\$ 2,480,736</u>	<u>\$1,799,831</u>	<u>\$2,250,839</u>
Fund Balance, Beginning of Year	\$14,845,697	\$11,939,061	\$ 9,313,732	\$8,036,181	\$5,974,793
Transfers In	144,593	144,593	144,593	86,376	359,731
Transfers Out	-	-	-	(608,656)	(549,182)
Leases	-	102,005	-	-	-
Fund Balance, End of Year	<u>\$17,345,590</u>	<u>\$14,845,697</u>	<u>\$11,939,061</u>	<u>\$9,313,732</u>	<u>\$8,036,181</u>

(a) General Fund contribution to the Debt Service fund, as well as support to the gas fund due to elevated energy costs during winter storm Uri in February 2021.

DEBT SERVICE FUND OPERATIONS

Revenues and expenditures of the City's Debt Service Fund for the five fiscal years ended September 30, 2020 – 2024 (audited). The Municipal Advisor has prepared this summary for inclusion herein based upon information obtained from the City's records and audited financial statements.

Table 10 – Debt Service Fund Revenues and Expenditures History

	Fiscal Year Ended September 30				
Revenues	2024	2023	2022	2021	2020
Property Taxes	\$ 1,108,639	\$ 1,072,071	\$ 946,440	\$ 726,280	\$ 696,596
Interest and Misc.	45,720	42,246	6,076	4,074	67,885
Total	<u>\$ 1,154,359</u>	<u>\$ 1,114,317</u>	<u>\$ 952,516</u>	<u>\$ 730,354</u>	<u>\$ 764,481</u>
Expenditures					
Principal	\$ 410,000	\$ 575,000	\$ 555,000	\$ 545,000	\$ 515,000
Interest & Fiscal Fees	679,352	695,135	416,909	395,756	426,841
Issuance Costs	-	-	-	58,220	-
Total	<u>\$ 1,089,352</u>	<u>\$ 1,270,135</u>	<u>\$ 971,909</u>	<u>\$ 998,976</u>	<u>\$ 941,841</u>
Excess Revenues (Expenditures)	<u>\$ 65,007</u>	<u>\$ (155,818)</u>	<u>\$ (19,393)</u>	<u>\$ (268,622)</u>	<u>\$ (177,360)</u>
Fund Balance, Beginning of Year	\$ 371,661	\$ 527,024	\$ 546,662	\$ 513,344	\$ 463,641
Transfers In ^(a)	\$ 212	\$ 455	\$ (245)	\$ 301,940	^(b) \$ 227,063
Fund Balance, End of Year	<u><u>\$ 436,880</u></u>	<u><u>\$ 371,661</u></u>	<u><u>\$ 527,024</u></u>	<u><u>\$ 546,662</u></u>	<u><u>\$ 513,344</u></u>

- (a) The City currently treats a portion of the debt service on ad valorem tax debt issued for water and sewer purposes as self-supporting from revenue of the City's waterworks and sanitary sewer system pursuant to a policy determination by the City Council, such determination is subject to change in the future. The City currently intends to treat the portion of the Certificates issued for water and sewer purposes as self-supporting from the revenue of the waterworks and sanitary sewer system.
- (b) Represents General Fund contribution to the Debt Service Fund.

PROJECTED DEBT SERVICE REQUIREMENTS

Table 11 – Pro Forma General Obligation Indebtedness

Year Ending 12/31	Outstanding Debt Service	The Certificates (a)				New Debt Service
		Principal Due 8/1	Interest Due 2/1	Interest Due 8/1	Total Principal & Interest	
2026	\$1,085,200.74	\$0.00	\$70,416.67	\$387,783.33	\$458,200.00	\$1,543,400.74
2027	1,082,186.74	230,000.00	355,500.00	355,500.00	941,000.00	2,023,186.74
2028	1,083,947.24	240,000.00	349,750.00	349,750.00	939,500.00	2,023,447.24
2029	1,085,406.74	250,000.00	343,750.00	343,750.00	937,500.00	2,022,906.74
2030	1,086,316.24	265,000.00	337,500.00	337,500.00	940,000.00	2,026,316.24
2031	1,086,800.24	280,000.00	330,875.00	330,875.00	941,750.00	2,028,550.24
2032	1,081,858.74	290,000.00	323,875.00	323,875.00	937,750.00	2,019,608.74
2033	1,081,741.74	305,000.00	316,625.00	316,625.00	938,250.00	2,019,991.74
2034	1,086,199.24	320,000.00	309,000.00	309,000.00	938,000.00	2,024,199.24
2035	1,084,828.74	335,000.00	301,000.00	301,000.00	937,000.00	2,021,828.74
2036	1,083,418.74	355,000.00	292,625.00	292,625.00	940,250.00	2,023,668.74
2037	1,082,443.74	370,000.00	283,750.00	283,750.00	937,500.00	2,019,943.74
2038	1,085,218.74	390,000.00	274,500.00	274,500.00	939,000.00	2,024,218.74
2039	1,086,781.24	410,000.00	264,750.00	264,750.00	939,500.00	2,026,281.24
2040	1,082,431.24	430,000.00	254,500.00	254,500.00	939,000.00	2,021,431.24
2041	1,082,400.00	450,000.00	243,750.00	243,750.00	937,500.00	2,019,900.00
2042	1,086,475.00	475,000.00	232,500.00	232,500.00	940,000.00	2,026,475.00
2043	1,084,456.24	500,000.00	220,625.00	220,625.00	941,250.00	2,025,706.24
2044	1,084,400.00	525,000.00	208,125.00	208,125.00	941,250.00	2,025,650.00
2045	1,082,637.50	550,000.00	195,000.00	195,000.00	940,000.00	2,022,637.50
2046	1,084,675.00	575,000.00	181,250.00	181,250.00	937,500.00	2,022,175.00
2047	1,085,275.00	605,000.00	166,875.00	166,875.00	938,750.00	2,024,025.00
2048	1,084,487.50	635,000.00	151,750.00	151,750.00	938,500.00	2,022,987.50
2049	1,082,287.50	670,000.00	135,875.00	135,875.00	941,750.00	2,024,037.50
2050	1,086,700.00	700,000.00	119,125.00	119,125.00	938,250.00	2,024,950.00
2051	1,084,200.00	735,000.00	101,625.00	101,625.00	938,250.00	2,022,450.00
2052	0.00	775,000.00	83,250.00	83,250.00	941,500.00	941,500.00
2053	0.00	810,000.00	63,875.00	63,875.00	937,750.00	937,750.00
2054	0.00	850,000.00	43,625.00	43,625.00	937,250.00	937,250.00
2055	0.00	895,000.00	22,375.00	22,375.00	939,750.00	939,750.00
	<u>\$28,192,773.84</u>	<u>\$14,220,000.00</u>	<u>\$6,578,041.67</u>	<u>\$6,895,408.33</u>	<u>\$27,693,450.00</u>	<u>\$55,886,223.84</u>

(a) Preliminary, subject to change.

CITY ADMINISTRATION

Description of the City

The City was incorporated in 1947 and operates as a Type A general law municipality. The City operates under the Mayor-Council form of government wherein the Mayor serves as Chief Administrative and Executive Officer of the City. As the Chief Administrative Officer, the Mayor exercises broad powers relating to the daily operations of City government. The City provides the following services: police, streets, water and sewer, gas services, sanitation, parks, library and general administrative services.

Pension Fund

The City provides pension benefits for all of its full-time employees through the Texas Municipal Retirement System ("TMRS"), a State administered pension plan. The City makes annual contributions to the plan equal to the amounts accrued for pension expense. The City's net pension liability at September 30, 2024 was \$428,805. For more detailed information concerning the retirement plan, see "APPENDIX A – Annual Financial Report for the Year Ended September 30, 2024 – Note (IV)(B)."

Other Post-Employee Benefits

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by the TMRS known as the Supplemental Death Benefits Fund ("SDBF"). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The City may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1. The City's contributions to TMRS for the fiscal year ended September 30, 2024 were \$115,052, which were more than the required contributions. For more detailed information concerning the SDBF, see "APPENDIX A – Annual Financial Report for the Year Ended September 30, 2024 – Note (IV)(C)."

TAX MATTERS

Tax Exemption

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

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

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

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

Bond Counsel will express no opinion as to the amount or timing of interest on the Certificates except as stated above, or any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Certificates. Certain actions may be taken or omitted subject to the terms and conditions set forth in the Ordinance upon the advice or with the approving opinion of Bond Counsel. Bond Counsel will express no opinion

with respect to Bond Counsel's ability to render an opinion that such actions, if taken or omitted, will not adversely affect the excludability of interest of the Certificates from gross income for federal income tax purposes.

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

Collateral Tax Consequences

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

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

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

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

Tax Accounting Treatment of Original Issue Premium

The issue price of all or a portion of the Certificates may exceed the stated redemption price payable at maturity of such Certificates. Such Certificates (the "Premium Certificates") are considered for federal income tax purposes to have "certificate premium" equal to the amount of such excess. The basis of a Premium Certificate in the hands of an initial owner is reduced by the amount of such excess that is amortized during the period such initial owner holds such Premium Certificate in determining gain or loss for federal income tax purposes. This reduction in basis will increase the amount of any gain or decrease the amount of any loss recognized for federal income tax purposes on the sale or other taxable disposition of a Premium Certificate by the initial owner. No corresponding deduction is allowed for federal income tax purposes for the reduction in basis resulting from amortizable certificate premium. The amount of certificate premium on a Premium Certificate that is amortizable each year (or shorter period in the event of a sale or disposition of a Premium Certificate) is determined using the yield to maturity on the Premium Certificate based on the initial offering price of such Premium Certificate.

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

Tax Accounting Treatment of Original Issue Discount

The issue price of all or a portion of the Certificates may be less than the stated redemption price payable at maturity of such Certificates (the “Original Issue Discount Certificates”). In such case, the difference between (i) the amount payable at the maturity of each Original Issue Discount Certificate, and (ii) the initial offering price to the public of such Original Issue Discount Certificate constitutes original issue discount with respect to such Original Issue Discount Certificate in the hands of any owner who has purchased such Original Issue Discount Certificate in the initial public offering of the Certificates. Generally, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Certificate equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Certificate continues to be owned by such owner. Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Certificates under the captions “TAX MATTERS – Tax Exemption” and “TAX MATTERS – Collateral Tax Consequences” generally applies, and should be considered in connection with the discussion in this portion of the Official Statement.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Certificate prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Certificate 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 Certificate was held by such initial owner) is includable in gross income.

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

Under existing law, the original issue discount on each Original Issue Discount Certificate accrues daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Certificates 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 Certificate for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof.

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

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

Tax Legislative Changes

Current law may change so as to directly or indirectly reduce or eliminate the benefit of the excludability of interest on the Certificates from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, could also affect the value and liquidity of the Certificates. Prospective purchasers of the Certificates should consult with their own tax advisors with respect to any recently-enacted proposed, pending or future legislation.

LEGAL MATTERS

Legal Opinions

The City will furnish to the Underwriter a complete transcript of the proceedings incident to the authorization and issuance of the Certificates, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Certificates are valid and legally binding obligations of the City, and based upon examination of such transcript of proceedings, the approving legal opinion of Bracewell LLP, Houston, Texas, Bond Counsel in substantially the form attached hereto as APPENDIX B.

Though it represents the Financial Advisor and the Underwriter from time to time in matters unrelated to the issuance of the Certificates, Bond Counsel has been engaged by and only represents the City in connection with the issuance of the Certificates. Except as noted below, Bond Counsel did not take part in the preparation of the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained herein except that in its capacity as Bond Counsel, such firm has reviewed the information in this Official Statement appearing under the captions and subcaptions “THE CERTIFICATES” (excluding the information under the subcaptions “Book-Entry-Only System,” and “Remedies in the Event of Default”), and “CONTINUING DISCLOSURE OF INFORMATION” (excluding the information under the subcaption “Compliance with Prior Undertakings”) and Bond Counsel is of the opinion that the information contained therein conforms to the provisions of the Ordinance; further, such firm has reviewed the information in this Official Statement appearing under the captions and subcaptions “TAX MATTERS,” “OTHER INFORMATION – Securities Laws,” “LEGAL MATTERS – Legal Opinions” (excluding the last sentence of the second paragraph thereof), “LEGAL MATTERS – Legal Investment and Eligibility to Secure Public Funds in Texas,” and such firm is of the opinion that the information contained under such captions and subcaptions is an accurate description of the laws and legal issues addressed therein. The legal fee to be paid Bond Counsel for services rendered in connection with the issuance of the Certificates is contingent on the sale and delivery of the Certificates. Certain legal matters will be passed upon for the Underwriter by McCall, Parkhurst & Horton LLP, Houston Texas, Counsel to the Underwriter.

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

Legal Investment and Eligibility to Secure Public Funds in Texas

Section 1201.041 of the Public Security Procedures Act provides the Certificates are (i) negotiable instruments, (ii) investment securities to which Chapter 8, Business and Commerce Code applies and (iii) legal and authorized investments for insurance companies, fiduciaries or trustees and sinking funds of municipalities or other political subdivisions or public agencies of the State of Texas. For the Certificates to be an eligible investment for municipalities, political subdivisions or public agencies of Texas, the Public Funds Investment Act, V.T.C.A., Government Code, Chapter 2256, provides a rating of at least “A” or its equivalent as to investment quality must be assigned by a national rating agency. Furthermore, the Certificates are eligible to secure the deposits of any public funds of the State of Texas, its agencies and its political subdivisions and are legal security for those deposits to the extent of their market value.

The City has made no investigation of other laws, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Certificates for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Certificates for such purposes.

Litigation

The City, from time to time, is a defendant in various lawsuits. In the opinion of the City’s management, there is no pending litigation against the City, which, if decided adversely to the City, would have a material adverse effect on the financial condition of the City or its operations.

INVESTMENT POLICIES

Investments

The City invests funds in instruments authorized by Texas law in accordance with investment policies approved by the City Council of the City. Both state law and the City's investment policies are subject to change.

Legal Investments

Under Texas law, the City is authorized to invest in (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including the Federal Home Loan Banks; (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 or by the 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 Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor; (8) interest-bearing banking deposits other than those described by Subdivision (7) if: (A) the funds invested in the banking deposits are invested through: (i) a broker with a main office or branch office in this state that the investing entity selects from a list the governing body or designated investment committee of the entity adopts as required by Section 2256.025; or (ii) a depository institution with a main office or branch office in this state that the investing entity selects; (B) the broker or depository institution selected as described by Paragraph (A) arranges for the deposit of the funds in the banking deposits in one or more federally insured depository institutions, regardless of where located, for the investing entity's account; (C) the full amount of the principal and accrued interest of the banking deposits is insured by the United States or an instrumentality of the United States; and (D) the investing entity appoints as the entity's custodian of the banking deposits issued for the entity's account: (i) the depository institution selected as described by Paragraph (A); ii) an entity described by Section 2257.041(d); or (iii) a clearing broker dealer registered with the Securities and Exchange Commission and operating under Securities and Exchange Commission Rule 15c3-3 (17 C.F.R. Section 240.15c3-3); (9) certificates of deposit (i) meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code) that are issued by or through an institution that either has its main office or a branch 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 (8) or in accordance with Chapter 2257, Texas Government Code or in any other manner and amount provided by law for City deposits or, (ii) where (a) the funds are invested by the City through (I) a broker that has its main office or a branch office in the State of Texas and is selected from a list adopted by the City as required by law or (II) a depository institution that has its main office or a branch office in the State of Texas that is selected by the City; (b) the broker or the depository institution selected by the City arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the City; (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States, and (d) the City appoints the depository institution selected under (ii) above, an entity as described by Section 2257.041(d) of the Texas Government Code, or a clearing broker-dealer registered with the Securities and Exchange Commission and operating pursuant to Securities and Exchange Commission Rule 15c3-3 (17 C.F.R. Section 240.15c3-3) as custodian for the City with respect to the certificates of deposit issued for the account of the City; (10) fully collateralized repurchase agreements that have a defined termination date, are secured by a combination of cash and obligations described in clause (1) require the securities being purchased by the City or cash held by the City to be pledged to the City, held in the City's name, and deposited at the time the investment is made with the City or with a third party selected and approved by the City, and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State; (11) certain bankers' acceptances with a stated maturity of 270 days or less, that will be, in accordance with their terms, liquidated in full at maturity; that are eligible for collateral for borrowing from a Federal Reserve Bank, 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; (12) 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; (13) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that provides the investing entity with a prospectus and other information required by the Securities Exchange Act of 1934 (15 U.S.C. Section 78a et seq.) or the Investment Company Act of 1940 (15 U.S.C. Section 80a-1 et seq.), and comply with federal Securities and Exchange Commission Rule 2a-7; and (14) no-load mutual funds registered with the Securities and Exchange Commission that: have an average weighted maturity of less than two years; and have a duration of one year or more and are invested exclusively in obligations described in this paragraph or have a duration of less than one year and the investment portfolio is limited to investment

grade securities, excluding asset-backed securities. 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, including the Federal Home Loan Banks, in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below; and is pledged to the City and deposited with the City or with a third party selected and approved by the City.

A political subdivision such as the City 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 (8) above, other than the prohibited obligations described below, (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 (8) above, clauses (12) through (14) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City; (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 City 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 AAA- or an equivalent by at least one nationally recognized rating service if the governing body of the City authorizes such investment in the particular pool by order, ordinance, or resolution and the investment pool complies with the requirements of Section 2256.016, Texas Government Code.

The City 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 City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance, or resolution.

Investment Policies

Under Texas law, the City 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 includes a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment, 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 provisions of Section 2256.021. All City 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, City 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 investment officers of the City shall submit an investment report detailing: (1) the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, 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 strategy statements and (b) state law. No person may invest City funds without express written authority from the Mayor and City Council of the City.

Additional Provisions

Under Texas law the City is additionally required to: (1) annually review its adopted policies and strategies; (2) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the City to disclose the relationship and file a statement with the Texas Ethics Commission and the governing body of the City; (3) require the registered principal of firms seeking to sell securities to the City to: (a) receive and review the City'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) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (5) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (6) 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; (7) restrict the investment in mutual funds in the aggregate to no more than 80% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service and further restrict the investment in non-money market mutual funds of any portion of bond proceeds, reserves and funds held for debt service and to no more than 15% of the entity's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; and (8) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements.

Current Investments

As of September 30, 2024, the City's funds were invested in the following categories:

Investment Type	Percent Value	Weighted Average Maturity (Years)
External Investment Pools	\$1,695	0.07
Portfolio Weighted Average Maturity		0.07

As of such date, the market value of such investments (as determined by the City by reference to published quotations, dealer bids, and comparable information) was approximately 100% of their book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

MUNICIPAL BOND RATING

The City has made application to Moody's Investors Service ("Moody's") for an underlying rating on the outstanding debt of the City and Moody's has assigned a rating of "A1." Any explanation of the significance of such rating may be obtained from the rating service furnishing the rating. There is no assurance that any rating given to the Certificates will be maintained for any period of time or that the rating may not be lowered or withdrawn entirely by such rating agencies if, in the judgment of such agencies, circumstances so warrant. Any such downward change or withdrawal of such rating may have an adverse effect on the market price of the Certificates. A securities rating is not a recommendation to buy, sell or hold the Certificates.

It is expected that S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"), will assign its municipal bond rating of "AA" (stable outlook) to the Certificates with the understanding that upon delivery of the Certificates, a municipal bond insurance policy insuring the timely payment of the principal of and interest on the Bonds will be issued by Build America Mutual Assurance Company ("BAM" or the "Insurer").

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company ("BAM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy") for each series of Bonds. The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an exhibit to this Official Statement.

The Policy is not covered by any insurance security or guaranty fund established under New York, 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 to issuers in the U.S. public finance markets. BAM will only insure municipal bonds, as defined in Section 6901 of the New York Insurance Law, which are most often issued by states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM.

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

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

BAM's financial strength is rated "AA/Stable" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"). An explanation of the significance of the rating and current reports may be obtained from S&P at <https://www.spglobal.com/en/>. The rating of BAM should be evaluated independently. The rating reflects 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 September 30, 2025 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$517.2 million, \$273.6 million and \$243.6 million, respectively.

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

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

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

Additional Information Available from BAM

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

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

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

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

BOND INSURANCE RISK FACTORS

In the event of default of the payment of principal or interest with respect to the Certificates when all or some becomes due, any owner of the Certificates shall have a claim under the applicable 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 Certificates by the City which is recovered by the City from the bond owner as a voidable preference under applicable bankruptcy law is covered by the insurance policy, however, such payments will be made by the bond insurer at such time and in such amounts as would have been due absent such prepayment by the City unless the bond insurer chooses to pay such amounts at an earlier date.

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

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

The long-term ratings on the Certificates 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 Certificates insured by the bond insurer will not be subject to downgrade and such event could adversely affect the market price of the Certificates or the marketability (liquidity) for the Certificates. See "MUNICIPAL BOND INSURANCE."

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 City or Underwriter have 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 City to pay principal and interest on the Certificates and the claims paying ability of the bond insurer, particularly over the life of the investment.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreement for the benefit of the registered and beneficial owners of the Certificates. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Certificates. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually and timely notice of specified events to the Municipal Securities Rulemaking Board ("MSRB") in an electronic format as prescribed by the MSRB. Information will be publicly available on the MSRB's Electronic Municipal Market Access System at www.emma.msrb.org.

Annual Reports

The City shall provide annually to the MSRB, (1) within six (6) months after the end of each fiscal year of the City ending in and after 2025, financial information and operating data with respect to the City of the general type included in this Official Statement under the Tables numbered 1 through 11, and (2) if not provided as part of such financial information and operating data, audited financial statements of the City, when and if available, and in any event within 12 months after the end of each fiscal year. Any financial statements so to be provided shall be (i) prepared in accordance with the accounting principles described in the rules to the financial statements for the most recently concluded fiscal year or such other accounting principles as the City may be required to employ, from time to time, by State law or regulation, and (ii) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within 12 months after any such fiscal year end, then the City shall file unaudited financial statements within such 12-month period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available.

The City may provide updated information in full text or may incorporate by reference documents available on EMMA or filed with the U.S. Securities and Exchange Commission (the "SEC").

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by the last day of March in each year, and audited financial statements for the Preceding Fiscal Year (or unaudited financial statements if the audited financial statements are not yet available) must be provided by September 30 of each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB of the change.

Event Notices

The City will also provide to the MSRB notices of certain events on a timely basis no later than 10 business days after the event. The City will provide notice of any of the following events with respect to the Certificates: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Certificates, or other material events affecting the tax status of the Certificates; (7) modifications to rights of holders of the Certificates, if material; (8) Bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Certificates, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the City; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, 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 the trustee, if material; (15) incurrence of a financial obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City, 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 City, any of which reflect financial difficulties. Neither the Certificates nor the continuing disclosure agreement make any provision for liquidity enhancement, the funding of debt service reserves or the appointment of a trustee. In addition, the City will provide timely notice of any failure by the City to provide annual financial information, data or financial statements in accordance with its agreement described above under "Annual Reports." The City will provide each notice described in this paragraph to the MSRB in an electronic format, as prescribed by the MSRB.

For these purposes, (A) any event described in the subsection (12) in the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or 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 City, (B) as used in subsections (15) and (16), "financial obligation" means a (i) debt obligation, (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (iii) guarantee of a debt obligation or any such derivative instrument; provided that "financial obligation" shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule, and (C) the City intends the words used in paragraphs (15) and (16) and the definition of financial obligation to have the meanings ascribed to them in SEC Release No. 34-83885 dated August 20, 2018 (the "2018 Release") and any further written guidance provided by the SEC or its staff with respect to the amendments to the Rule effected by the 2018 Release.

Availability of Information from EMMA

All such information described above must be filed with the MSRB. Investors will be able to access continuing disclosure information filed with the MSRB at www.emma.msrb.org. The City has agreed to provide the foregoing information only to the MSRB through EMMA.

Limitations and Amendments

The City has agreed to update information and to provide notices of material events only as described above. The City 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 City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Certificates at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Certificates may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement 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 City, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell Certificates in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule

to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Certificates consent to the amendment or (b) any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the registered and beneficial owners of the Certificates. The City may also repeal or amend the provisions of this Section if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, and the City also may amend the provisions of this Section in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not have prevented an underwriter from lawfully purchasing or selling the Certificates in the primary offering of the Certificates, giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule. If the City so amends the agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

Compliance with Prior Undertakings

During the last five years, the City believes it has complied in all material respects with all continuing disclosure agreements made in accordance with the Rule.

UNDERWRITING

The Underwriter has agreed, subject to certain customary conditions, to purchase the Certificates at a price equal to the initial offering price to the public, as shown on the cover page of this Official Statement, less an underwriting discount of \$ _____, and no accrued interest. The Underwriter's obligations are subject to certain conditions precedent, and they will be obligated to purchase all of the Certificates if any Certificates are purchased. The Certificates may be offered and sold to certain dealers and others at prices lower than such public offering prices, and such public prices may be changed, from time to time, by the Underwriter.

The Underwriter provided the following sentence for inclusion in this Official Statement and the City makes no representation or warranty with respect to such information. The Underwriter has reviewed the information in this Official Statement pursuant to its responsibilities to investors under the federal securities laws, but the Underwriter does not guarantee the accuracy or completeness of such information.

The Underwriter is Hilltop Securities Inc., which is not a bank, and the Certificates are not deposits of any bank and are not insured by the Federal Deposit Insurance Corporation.

The Underwriter and its respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, Municipal Advisory, investment management, principal investment, hedging, financing and brokerage activities. The Underwriter and its affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the City for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the City.

MUNICIPAL ADVISOR

The City has engaged RBC Capital Markets, LLC (RBCCM) as Municipal Advisor to the City in connection with the issuance of the Certificates. The Municipal Advisor's fee for services rendered with respect to the sale of the Certificates is contingent upon the issuance and delivery of the Certificates. The Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information in this Official Statement.

RISKS FROM WEATHER EVENTS

The City is located near the Texas Gulf Coast. Land located in this area is susceptible to high winds, heavy rain and flooding caused by rain events, hurricanes, tropical storms, and other tropical disturbances. If a weather-related event were to significantly damage all or part of the improvements within the City, the assessed value of property within the City could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase the City's tax rate. Further, there can be no assurance that a casualty loss to taxable property within the City will be covered by insurance (or property owners will choose to carry flood insurance), any insurance company will fulfill its obligations

to provide insurance proceeds or that insurance proceeds will be used to rebuild or repair damaged improvements within the City. Even if insurance proceeds are available and improvements are rebuilt, there could be a period of time in which assessed values within the City would be adversely affected.

CYBERSECURITY

The City, like other cities in the State, utilizes technology in conducting its operations. As a user of technology, the City potentially faces cybersecurity threats (e.g., hacking, phishing, viruses, malware and ransomware) on its technology systems. Accordingly, the City may be the target of a cyber-attack on its technology systems that could result in adverse consequences to the City. The City employs a multi-layered approach to combating cybersecurity threats. While the City deploys layered technologies and requires employees to receive cybersecurity training, as required by State law, among other efforts, cybersecurity breaches could cause material disruptions to the City's finances or operations. The costs of remedying such breaches of protecting against future cyber-attacks could be substantial and there is no assurance that these costs will be covered by insurance. Further, cybersecurity breaches could expose the City to litigation and other legal risks, which could cause the City to incur other costs related to such legal claims or proceedings.

EXPOSURE TO OIL AND GAS INDUSTRY

In the past, the greater Houston area has been particularly affected by conditions in the oil and gas industry, and adverse conditions in the oil and gas industry and spillover effects into other industries could adversely impact the businesses of ad valorem property taxpayers and the property values in the City, resulting in a reduction in property tax revenue. The Certificates are secured by an ad valorem tax, and a reduction in property values may require an increase in the ad valorem tax rate required to pay the Certificates.

OTHER INFORMATION

Prices and Marketability

The delivery of the Certificates is conditioned upon the receipt by the City of a certificate executed and delivered by the Underwriter on or before the date of delivery of the Certificates stating the prices at which a substantial amount of the Certificates of each maturity have been sold to the public. For this purpose, the term "public" shall not include any person who is bondhouse, broker or similar person acting in the capacity of underwriter or wholesaler. The City has no control over trading of the Certificates after a bona fide offering of the Certificates is made by the Underwriter at the yields specified on the cover page. Information concerning reoffering yields or prices is the responsibility of the Underwriter.

The prices and other terms respecting the offering and sale of the Certificates may be changed from time to time by the Underwriter after the Certificates are released for sale, and the Certificates may be offered and sold at prices other than the initial offering price, including sales to dealers who may sell the Certificates into investment accounts. IN CONNECTION WITH THE OFFERING OF THE CERTIFICATES, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE CERTIFICATES, AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

Securities Laws

No registration statement relating to the Certificates has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Certificates have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Certificates been registered or qualified under the securities acts of any jurisdiction. The City assumes no responsibility for registration or qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Certificates 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 jurisdictions.

Audited Financial Statements

Crowe LLP, the City's independent auditor, has not reviewed, commented on, or approved, and is not associated with, this Official Statement. The report of Crowe LLP, relating to City's financial statements for the fiscal year ended September 30, 2024 is included in this Official Statement in APPENDIX A; however, Crowe LLP has not performed any procedures on such financial statements since the date of such report, and has not performed any procedures on any other financial information of the City, including without limitation any of the information contained in this Official Statement, and has not been asked to consent to the inclusion of its report, or otherwise be associated with this Official Statement.

Forward Looking Statements

The statements contained in this Official Statement, and in any other information provided by the City, that are not purely historical, are forward-looking statements, including statements regarding the City'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 City on the date hereof, and the City assumes no obligation to update any such forward-looking statements. The City's actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements included 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 third 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 many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

Official Statement

The Ordinance will approve the form and content of this Official Statement and any addenda, supplement or amendment thereto, and authorize its use in the reoffering of the Certificates by the Underwriter.

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APPENDIX A

City of Waller, Texas

Annual Financial Report for the Year Ended September 30, 2024

The information contained in this appendix has been excerpted from the annual financial report of the City of Waller, Texas for the fiscal year ending September 30, 2024. Certain information not considered to be relevant to this financing has been omitted; however, complete financial reports are available upon request.

CITY OF WALLER, TEXAS

ANNUAL FINANCIAL REPORT

For the year ended September 30, 2024

CITY OF WALLER, TEXAS
ANNUAL FINANCIAL REPORT
For the year ended September 30, 2024

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INDEPENDENT AUDITOR'S REPORT

To the Honorable Mayor and
City Council Members of the
City of Waller, Texas

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of the governmental activities, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Waller, Texas (the "City"), as of and for the year ended September 30, 2024, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City, as of September 30, 2024, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 City, 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 City'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.

(Continued)

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 GAAS 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 GAAS, 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 City'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 City'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, budgetary comparison information, schedule of changes in net pension and total other postemployment benefits liability and related ratios, and schedule of contributions, identified as required supplementary information in the table of contents, 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.

(Continued)

Supplementary Information

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


Crowe LLP

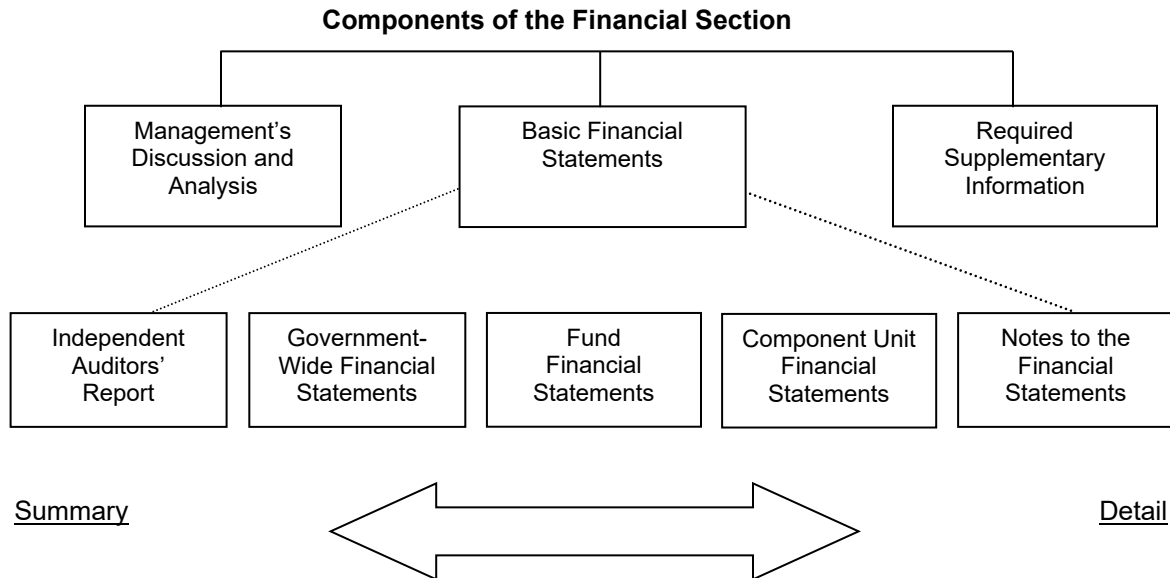
Houston, Texas
June 16, 2025

MANAGEMENT'S DISCUSSION AND ANALYSIS

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

The purpose of the Management's Discussion and Analysis (MD&A) is to give the readers an objective and easily readable analysis of the financial activities of the City of Waller, Texas (the "City") for the year ending September 30, 2024. The analysis is based on currently known facts, decisions, or economic conditions. It presents short and long-term analysis of the City's activities, compares current year results with those of the prior year, and discusses the positive and negative aspects of that comparison. Please read the MD&A in conjunction with the City's financial statements, which follow this section.

THE STRUCTURE OF OUR ANNUAL REPORT



The City's basic financial statements include (1) government-wide financial statements, (2) individual fund financial statements, and (3) notes to the financial statements. This report also includes supplementary information intended to furnish additional detail to support the basic financial statements themselves.

Government-Wide Statements

The government-wide statements report information for the City as a whole. These statements include transactions and balances relating to all assets, including infrastructure capital assets. These statements are designed to provide information about cost of services, operating results, and financial position of the City as an economic entity. The Statement of Net Position and the Statement of Activities, which appear first in the City's financial statements, report information on the City's activities that enable the reader to understand the financial condition of the City. These statements are prepared using the *accrual basis of accounting*, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account even if cash has not yet changed hands.

The Statement of Net Position presents information on all the City's assets, liabilities, and deferred outflows/inflows of resources, with the difference reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the City is improving or deteriorating. Other nonfinancial factors, such as the City's property tax base and the condition of the City's infrastructure, need to be considered to assess the overall health of the City.

(Continued)

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

The Statement of Activities presents information showing how the City's net position changed during the most recent year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows – the accrual method rather than modified accrual that is used in the fund level statements.

The Statement of Net Position and the Statement of Activities divide the City's financials into two classes of activities:

1. *Governmental Activities* – The City's tax supported services are reported here, including general government, public safety, permits/code enforcement, public works, and culture and recreation. Interest payments on the City's debt are also reported here. Property tax, sales tax, franchise fees, municipal court fines, and permit fees finance most of these activities.
2. *Business-Type Activities* – Services involving a fee for those services are reported here. These services include the City's gas, water, and sewer services.

The government-wide financial statements include not only the City itself (known as the primary government), but also a legally separate economic development corporation for which the City is financially accountable. Financial information for this component unit is reported separately from the financial information presented for the primary government itself.

The government-wide financial statements can be found after the MD&A.

FUND FINANCIAL STATEMENTS

Funds may be considered as operating companies of the parent corporation, which is the City. They are usually segregated for specific activities or objectives. The City uses fund accounting to ensure and demonstrate compliance with finance related legal reporting requirements. The two categories of City funds are governmental and proprietary.

Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating the City's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

The City maintains 17 individual governmental funds. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the general fund, the debt service fund, the capital projects fund, and the nonmajor governmental funds. The City adopts an annual appropriated budget for its general fund and debt service fund. Budgetary comparison schedules have been provided for the general fund and debt service fund to demonstrate compliance with these budgets.

Proprietary Fund

The City maintains one type of proprietary fund, enterprise funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for its water distribution, sewer collection/treatment operations, and gas operations. The proprietary fund financial statements provide separate information for the water distribution and sewer collection/treatment operations and gas operations. The basic proprietary fund financial statements can be found in the basic financial statements of this report.

Notes to Financial Statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes are the last section of the basic financial statements.

Other Information

In addition to basic financial statements, MD&A, and accompanying notes, this report also presents certain Required Supplementary Information (RSI). The RSI includes a budgetary comparison schedule for the general fund and schedules of changes in net pension and total other postemployment benefits liability and related ratios and schedule of contributions for the Texas Municipal Retirement System. RSI can be found after the notes to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of the City's financial position. Assets and deferred outflows exceeded liabilities and deferred inflows by \$37,323,667 at year end.

A large portion of the City's net position, 38 percent, reflects its investments in capital assets (e.g. land, City hall, police station, drainage systems, as well as the public works facilities) less any debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the assets themselves cannot be used to liquidate these liabilities.

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

Statement of Net Position

The following table reflects the condensed Statement of Net Position:

	2024			
	Governmental Activities	Business-Type Activities	Reconciliation	Total Primary Government
ASSETS				
Current and other assets	\$ 24,026,435	\$ 4,328,378	\$ -	\$ 28,354,813
Noncurrent assets	10,410,403	19,824,318	-	30,234,721
Total assets	<u>34,436,838</u>	<u>24,152,696</u>	<u>-</u>	<u>58,589,534</u>
DEFERRED OUTFLOWS ON RESOURCES				
Deferred outflows - pensions	200,009	103,974	-	303,983
Deferred outflows - OPEB	10,158	-	-	10,158
Total deferred outflows of resources	<u>210,167</u>	<u>103,974</u>	<u>-</u>	<u>314,141</u>
LIABILITIES				
Long-term liabilities	18,702,503	242,509	-	18,945,012
Other liabilities	1,632,343	886,489	-	2,518,832
Total liabilities	<u>20,334,846</u>	<u>1,128,998</u>	<u>-</u>	<u>21,463,844</u>
DEFERRED INFLOWS ON RESOURCES				
Deferred inflows - pensions	76,647	-	-	76,647
Deferred inflows - OPEB	39,517	-	-	39,517
Total deferred inflows of resources	<u>116,164</u>	<u>-</u>	<u>-</u>	<u>116,164</u>
NET POSITION				
Net investment in capital assets	924,822	19,824,318	(6,637,379)	14,111,761
Restricted	2,580,199	-	-	2,580,199
Unrestricted	10,690,974	3,303,354	6,637,379	20,631,707
Total net position	<u>\$ 14,195,995</u>	<u>\$ 23,127,672</u>	<u>\$ -</u>	<u>\$ 37,323,667</u>

(Continued)

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

	2023			
	Governmental Activities	Business-Type Activities	Reconciliation	Total Primary Government
ASSETS				
Current and other assets	\$ 25,053,639	\$ 3,347,972	\$ -	\$ 28,401,611
Noncurrent assets	10,660,114	15,573,498	-	26,233,612
Total assets	<u>35,713,753</u>	<u>18,921,470</u>	<u>-</u>	<u>54,635,223</u>
DEFERRED OUTFLOWS ON RESOURCES				
Deferred outflows - pensions	351,755	127,625	-	479,380
Deferred outflows - OPEB	11,996	-	-	11,996
Total deferred outflows of resources	<u>363,751</u>	<u>127,625</u>	<u>-</u>	<u>491,376</u>
LIABILITIES				
Long-term liabilities	19,435,971	293,659	-	19,729,630
Other liabilities	1,796,220	479,798	-	2,276,018
Total liabilities	<u>21,232,191</u>	<u>773,457</u>	<u>-</u>	<u>22,005,648</u>
DEFERRED INFLOWS ON RESOURCES				
Deferred inflows - pensions	5,612	-	-	5,612
Deferred inflows - OPEB	52,068	-	-	52,068
Total deferred inflows of resources	<u>57,680</u>	<u>-</u>	<u>-</u>	<u>57,680</u>
NET POSITION				
Net investment in capital assets	2,746,098	15,573,498	(4,601,964)	13,717,632
Restricted	2,471,518	-	-	2,471,518
Unrestricted	9,570,017	2,702,140	4,601,964	16,874,121
Total net position	<u>\$ 14,787,633</u>	<u>\$ 18,275,638</u>	<u>\$ -</u>	<u>\$ 33,063,271</u>

A portion of the primary government's net position, \$2,580,199, represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net position, \$20,631,707, may be used to meet the City's ongoing obligation to citizens and creditors. The overall condition of the City increased \$4,260,396 during the year.

A reconciliation is used to move the debt and related net unspent proceeds associated with business-type activities for capital assets to the unrestricted net position to give a better picture of the total primary government unrestricted net position.

Total assets are \$58,589,534, an increase of \$3,954,311 compared to prior year. Noncurrent assets increased compared to the prior year primarily due to an increase in the construction and acquisition of capital assets. Total liabilities are \$21,463,844, a decrease of \$541,804 compared to prior year. Total liabilities decreased compared to the prior year mostly due debt service payments on long-term debt and a decrease in net pension liability. Total deferred outflows of resources are \$314,141, a decrease of \$177,235 compared to the prior year. Total deferred inflows of resources are \$116,164, an increase of \$58,484 compared to prior year. The decrease in deferred outflows of resources and related increase in deferred inflows of resources was due to the net differences between projected and actual investment earnings on pension plan assets as well as changes in assumptions.

(Continued)

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

Statement of Activities

The following table provides a summary of the City's changes in net position:

	Governmental Activities		Business-Type Activities		Total Primary Government	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Revenues						
Program revenues:						
Charges for services	\$ 4,123,875	\$ 4,006,787	\$ 3,983,499	\$ 3,188,920	\$ 8,107,374	\$ 7,195,707
Operating grants and contributions	128,848	111,517	-	-	128,848	111,517
Capital grants and contributions	28,685	508,617	-	-	28,685	508,617
General revenues:						
Property taxes	3,283,992	2,716,969	-	-	3,283,992	2,716,969
Sales taxes	4,182,694	3,782,096	-	-	4,182,694	3,782,096
Franchise fees	431,785	389,203	-	-	431,785	389,203
Investment income	1,380,530	1,124,771	137,724	120,756	1,518,254	1,245,527
Other revenues	28,404	37,003	-	-	28,404	37,003
Total revenues	<u>13,588,813</u>	<u>12,676,963</u>	<u>4,121,223</u>	<u>3,309,676</u>	<u>17,710,036</u>	<u>15,986,639</u>
Expenses						
General government	1,979,096	1,763,889	-	-	1,979,096	1,763,889
Public safety	2,360,476	1,860,653	-	-	2,360,476	1,860,653
Permits/code enforcement	1,474,362	917,488	-	-	1,474,362	917,488
Public works	2,749,177	1,693,921	-	-	2,749,177	1,693,921
Culture and recreation	368,263	160,802	-	-	368,263	160,802
Interest and fiscal agent fees	682,000	697,749	-	-	682,000	697,749
Gas	-	-	1,064,447	766,105	1,064,447	766,105
Water and sewer	-	-	2,771,819	2,453,450	2,771,819	2,453,450
Total expenses	<u>9,613,374</u>	<u>7,094,502</u>	<u>3,836,266</u>	<u>3,219,555</u>	<u>13,449,640</u>	<u>10,314,057</u>
Increase (decrease) in net pension before transfers	3,975,439	5,582,461	284,957	90,121	4,260,396	5,672,582
Transfers in (out)	<u>(4,567,077)</u>	<u>(1,903,167)</u>	<u>4,567,077</u>	<u>1,903,167</u>	<u>-</u>	<u>-</u>
Change in net position	(591,638)	3,679,294	4,852,034	1,993,288	4,260,396	5,672,582
Net position-beginning of year	<u>14,787,633</u>	<u>11,108,339</u>	<u>18,275,638</u>	<u>16,282,350</u>	<u>33,063,271</u>	<u>27,390,689</u>
Net position-end of year	<u>\$ 14,195,995</u>	<u>\$ 14,787,633</u>	<u>\$ 23,127,672</u>	<u>\$ 18,275,638</u>	<u>\$ 37,323,667</u>	<u>\$ 33,063,271</u>

Overall, governmental activities revenues increased \$911,850. Charges for services increased by \$117,088 largely due to increases in building permits. Property tax revenue increased \$567,023 due to an increase in assessed values. Sales tax revenue increased \$400,598 primarily due to an increase in taxable sales within the City. Governmental activities expenses increased \$2,518,872 primarily due to increases in permits and code enforcement and public works. Permits and code enforcement increases largely due to an increase in development within the City. Public works increased primarily due to debris removal expenses from the May 2024 storm and Hurricane Beryl.

(Continued)

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

Overall, business-type activities revenues increased \$811,547 mainly due to an increase in charges for services from an increase in water and sewer revenues as a result of higher customer consumption. Business-type activities expenses increased \$616,711 mostly due to an increase in water and sewer repair and maintenance expenses.

FINANCIAL ANALYSIS OF THE CITY'S FUNDS

As noted earlier, fund accounting is used to demonstrate and ensure compliance with finance-related legal requirements.

Governmental Funds – The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unassigned fund balance may serve as a useful measure of the City's net resources available for spending at the end of the year.

The City's governmental funds reflect a combined fund balance of \$22,275,894. Of the total governmental fund balance, \$21,043 is nonspendable in the form of inventory and \$5,127,607 is restricted for debt service, enabling legislation, capital projects, and special projects. \$80,000 is assigned for street projects and fleet reserve. The remaining balance of \$17,047,244 is unassigned.

The general fund is the chief operating fund of the City. At the end of the current year, the unassigned fund balance of the general fund was \$17,047,244. As a measure of the general fund's liquidity, it may be useful to compare both unassigned fund balance and total fund balance to total expenditures. Unassigned fund balance represents 204 percent of total general fund expenditures, while total fund balance represents 208 percent of total general fund expenditures. General fund revenues increased \$1,958,136 compared to the prior year largely due to increases property tax revenue due to an increase in assessed values, sales tax revenues from an increase in taxable sales within the City, and licenses and permits revenues due to an increase in building permits issued. Expenditures increased \$2,262,874 compared to the prior year due primarily to an increase in professional and contracted services and payroll expenditures.

The debt service fund has a total fund balance of \$436,880, all of which is restricted for payment of debt service. The net increase in fund balance during the current year in the debt service fund was \$65,219 primarily due an increase in property tax revenue due to an increase in assessed values. .

The capital projects fund has a fund balance of \$2,790,847, all of which is restricted for capital projects. The net decrease in fund balance of \$3,715,801 was primarily due to an increase in construction projects.

Proprietary Funds – The City's proprietary funds financial statements provide the same type of information found in the government-wide financial statements, but in more detail.

CITY OF WALLER, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended September 30, 2024

GENERAL FUND BUDGETARY HIGHLIGHTS

Final budgeted revenues exceeded actual revenues by \$78,651. This variance is primarily due to less sales taxes and investment income revenue than expected. Total expenditures exceeded budgeted expenditures by \$27,827 mainly due to more expenditures than anticipated in general government.

CAPITAL ASSETS

At the end of the year, the City's governmental activities and business-type activities had invested \$30,234,721 in a variety of capital assets and infrastructure (net of accumulated depreciation). The capital assets also include the right-to-use assets that are associated with a lease liability.

More detailed information about the City's capital assets is presented in Note 3 Capital Assets to the financial statements.

LONG-TERM DEBT

At the end of the current year, the City had total bonds, certificates of obligation, and a lease liability of \$18,088,047. Of this amount, \$7,570,000 was general obligation bonds debt, \$10,405,000 was certificates of obligation debt, and \$113,047 was a lease liability.

More detailed information about the City's long-term liabilities is presented in Note 3 Long-Term Debt to the financial statements.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

The City is experiencing a period of growth. Property values are increasing, commercial development continues, property and sales tax revenues are expanding, and the City is thriving.

The City adopted a fiscal year 2024-2025 general fund expenditure budget of \$10,745,873, which is an increase of 42% from the prior year budget. The City budgeted for fiscal year 2024-2025 general fund revenues of \$10,919,390, which is an increase of 37%. The City approved a 2024-2025 Maintenance and Operation tax rate of \$0.2709 and an Interest and Sinking tax rate of \$0.0955 for a total of \$0.3664 per \$100 of property valuation.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the City's finances. Questions concerning this report or requests for additional financial information should be directed to the City Secretary, City of Waller, P.O. Box 239, Waller, Texas 77484.

BASIC FINANCIAL STATEMENTS

CITY OF WALLER, TEXAS
STATEMENT OF NET POSITION
September 30, 2024

	Primary Government				Component Unit
	Governmental Activities	Business-Type Activities	Reconciliation	Total	Waller Economic Development Corporation
ASSETS					
Cash and cash equivalents	\$ 20,484,341	\$ 3,650,175	\$ -	\$ 24,134,516	\$ 6,753,667
Restricted cash and cash equivalents	2,688,822	160,418	-	2,849,240	-
Receivables, net	832,229	464,452	-	1,296,681	188,391
Inventory	21,043	53,333	-	74,376	-
Capital assets					
Nondepreciable capital assets	303,740	4,346,651	-	4,650,391	-
Net depreciable/amortizable capital assets	10,106,663	15,477,667	-	25,584,330	-
	10,410,403	19,824,318	-	30,234,721	-
Total assets	34,436,838	24,152,696	-	58,589,534	6,942,058
DEFERRED OUTFLOWS OF RESOURCES					
Deferred outflows - pensions	200,009	103,974	-	303,983	-
Deferred outflows - OPEB	10,158	-	-	10,158	-
Total deferred outflows of resources	210,167	103,974	-	314,141	-
LIABILITIES					
Accounts payable and accrued liabilities	1,412,083	726,071	-	2,138,154	17,882
Customer deposits	-	160,418	-	160,418	-
Unearned revenue	112,205	-	-	112,205	-
Accrued interest payable	108,055	-	-	108,055	-
Long-term liabilities					
Due within one year	568,235	9,422	-	577,657	21,166
Due in more than one year	18,134,268	233,087	-	18,367,355	2,352
	18,702,503	242,509	-	18,945,012	23,518
Total liabilities	20,334,846	1,128,998	-	21,463,844	41,400
DEFERRED INFLOWS OF RESOURCES					
Deferred inflows - pensions	76,647	-	-	76,647	-
Deferred inflows - OPEB	39,517	-	-	39,517	-
Total deferred inflows of resources	116,164	-	-	116,164	-
NET POSITION					
Net investment in capital assets	924,822	19,824,318	(6,637,379)	14,111,761	-
Restricted for:					
Debt service	385,980	-	-	385,980	-
Enabling legislation	1,680,577	-	-	1,680,577	-
Capital projects	294,339	-	-	294,339	-
Special projects	219,303	-	-	219,303	-
Unrestricted	10,690,974	3,303,354	6,637,379	20,631,707	6,900,658
Total net position	\$ 14,195,995	\$ 23,127,672	\$ -	\$ 37,323,667	\$ 6,900,658

See notes to financial statements.

CITY OF WALLER, TEXAS
STATEMENT OF ACTIVITIES
For the year ended September 30, 2024

		Program Revenues			Net Revenue (Expense) and Changes in Net Position			
					Primary Government			Waller Economic Development Corporation
Functions/Programs	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Government Activities	Business-Type Activities	Total	
Primary Government								
Governmental activities								
General government	\$ 1,979,096	\$ 705,418	\$ 121,732	\$ -	\$ (1,151,946)	\$ -	\$ (1,151,946)	\$ -
Public safety	2,360,476	660,498	7,116	-	(1,692,862)	-	(1,692,862)	-
Permits/code enforcement	1,474,362	1,800,039			325,677		325,677	
Public works	2,749,177	957,920	-	28,685	(1,762,572)	-	(1,762,572)	-
Culture and recreation	368,263	-	-	-	(368,263)	-	(368,263)	-
Interest and fees on debt	682,000	-	-	-	(682,000)	-	(682,000)	-
Total governmental activities	9,613,374	4,123,875	128,848	28,685	(5,331,966)	-	(5,331,966)	-
Business-type activities								
Gas	1,064,447	1,401,652	-	-	-	337,205	337,205	-
Water and sewer	2,771,819	2,581,847	-	-	-	(189,972)	(189,972)	-
Total business-type activities	3,836,266	3,983,499	-	-	-	147,233	147,233	-
Total primary government	\$ 13,449,640	\$ 8,107,374	\$ 128,848	\$ 28,685	(5,331,966)	147,233	(5,184,733)	-
Component Unit								
Waller Economic Development Corporation	366,485	-	-	-	-	-	-	(366,485)
Total component unit	\$ 366,485	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (366,485)
General revenues								
Property taxes					3,283,992	-	3,283,992	-
Sales tax					4,182,694	-	4,182,694	1,391,360
Franchise fees and local taxes					431,785	-	431,785	-
Investment income					1,380,530	137,724	1,518,254	327,401
Other revenues					28,404	-	28,404	5,400
Transfers					(4,567,077)	4,567,077	-	-
Total general revenues and transfers					4,740,328	4,704,801	9,445,129	1,724,161
Change in net position					(591,638)	4,852,034	4,260,396	1,357,676
Beginning net position					14,787,633	18,275,638	33,063,271	5,542,982
Ending net position					\$ 14,195,995	\$ 23,127,672	\$ 37,323,667	\$ 6,900,658

See notes to financial statements.

CITY OF WALLER, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
September 30, 2024

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental Funds</u>
ASSETS					
Cash and cash equivalents	\$ 17,372,371	\$ 439,233	\$ 985,215	\$ 1,687,522	\$ 20,484,341
Restricted cash and cash equivalents	-	-	2,688,822	-	2,688,822
Receivables, net	755,428	57,155	-	19,646	832,229
Inventory	21,043	-	-	-	21,043
Total assets	<u>\$ 18,148,842</u>	<u>\$ 496,388</u>	<u>\$ 3,674,037</u>	<u>\$ 1,707,168</u>	<u>\$ 24,026,435</u>
LIABILITIES					
Accounts payable and accrued liabilities	\$ 634,154	\$ 2,353	\$ 770,985	\$ 4,591	\$ 1,412,083
Unearned revenue	-	-	112,205	-	112,205
Total liabilities	<u>634,154</u>	<u>2,353</u>	<u>883,190</u>	<u>4,591</u>	<u>1,524,288</u>
DEFERRED INFLOWS OF RESOURCES					
Unavailable revenue - property taxes	103,138	57,155	-	-	160,293
Unavailable revenue - garbage collection	65,960	-	-	-	65,960
Total deferred inflows of resources	<u>169,098</u>	<u>57,155</u>	<u>-</u>	<u>-</u>	<u>226,253</u>
FUND BALANCES					
Nonspendable					
Inventory	21,043	-	-	-	21,043
Restricted					
Debt Service	-	436,880	-	-	436,880
Enabling legislation	-	-	-	1,680,577	1,680,577
Capital projects	-	-	2,790,847	-	2,790,847
Special projects	197,303	-	-	22,000	219,303
Assigned					
Street/fleet reserve	80,000	-	-	-	80,000
Unassigned	17,047,244	-	-	-	17,047,244
Total fund balances	<u>17,345,590</u>	<u>436,880</u>	<u>2,790,847</u>	<u>1,702,577</u>	<u>22,275,894</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 18,148,842</u>	<u>\$ 496,388</u>	<u>\$ 3,674,037</u>	<u>\$ 1,707,168</u>	<u>\$ 24,026,435</u>

See notes to financial statements.

CITY OF WALLER, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
September 30, 2024

Total fund balances for governmental funds	\$ 22,275,894
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Adjustments for the Statement of Net Position:

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

Capital assets - nondepreciable	303,740
Capital assets - net depreciable/amortizable	10,106,663

Long-term liabilities and deferred outflows and deferred inflows related to the net pension and total OPEB liability are not reported in the governmental funds.

Net pension liability	(428,805)
Total OPEB liability	(115,052)
Deferred outflows - pensions	200,009
Deferred outflows - OPEB	10,158
Deferred inflows - pensions	(76,647)
Deferred inflows - OPEB	(39,517)

Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the governmental funds.

	226,253
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Some liabilities, including bonds payable, certificates of obligation, tax notes, lease liability, and compensated absences, are not reported as liabilities in the governmental funds.

Accrued interest payable	(108,055)
Noncurrent liabilities due in one year	(568,235)
Noncurrent liabilities due in more than one year	<u>(17,590,411)</u>

Net position of governmental activities	<u>\$ 14,195,995</u>
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See notes to financial statements.

CITY OF WALLER, TEXAS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES -
GOVERNMENTAL FUNDS
For the year ended September 30, 2024

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental Funds</u>
Revenues					
Property taxes	\$ 2,107,316	\$ 1,108,639	\$ -	\$ -	\$ 3,215,955
Sales taxes	4,182,694	-	-	-	4,182,694
Franchise fees and local taxes	149,795	-	-	281,990	431,785
Licenses and permits	1,800,039	-	-	-	1,800,039
Fines and forfeitures	611,784	-	-	48,714	660,498
Charges for services	705,418	-	-	-	705,418
Intergovernmental	121,732	-	-	35,801	157,533
Investment income	1,007,425	45,720	272,988	54,397	1,380,530
Other revenue	28,404	-	957,920	-	986,324
Total revenues	<u>10,714,607</u>	<u>1,154,359</u>	<u>1,230,908</u>	<u>420,902</u>	<u>13,520,776</u>
Expenditures					
Current					
General government	1,793,070	-	-	-	1,793,070
Public safety	2,305,378	-	-	17,455	2,322,833
Permits and code enforcement	1,484,478	-	-	-	1,484,478
Public works	2,617,392	-	-	28,685	2,646,077
Culture and recreation	95,454	-	-	90,738	186,192
Capital outlay	-	-	4,946,497	60,951	5,007,448
Debt service					
Principal	58,253	410,000	-	-	468,253
Interest and fiscal charges	5,282	679,352	-	-	684,634
Total expenditures	<u>8,359,307</u>	<u>1,089,352</u>	<u>4,946,497</u>	<u>197,829</u>	<u>14,592,985</u>
Excess (deficiency) of revenues over (under) expenditures	<u>2,355,300</u>	<u>65,007</u>	<u>(3,715,589)</u>	<u>223,073</u>	<u>(1,072,209)</u>
Other Financing Sources (Uses)					
Transfers in	144,593	212	-	-	144,805
Transfers (out)	-	-	(212)	(6,000)	(6,212)
Total other financing sources (uses)	<u>144,593</u>	<u>212</u>	<u>(212)</u>	<u>(6,000)</u>	<u>138,593</u>
Net change in fund balances	2,499,893	65,219	(3,715,801)	217,073	(933,616)
Beginning fund balances	<u>14,845,697</u>	<u>371,661</u>	<u>6,506,648</u>	<u>1,485,504</u>	<u>23,209,510</u>
Ending fund balances	<u>\$ 17,345,590</u>	<u>\$ 436,880</u>	<u>\$ 2,790,847</u>	<u>\$ 1,702,577</u>	<u>\$ 22,275,894</u>

See notes to financial statements.

CITY OF WALLER, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUND TO THE
STATEMENT OF ACTIVITIES
For the Year Ended September 30, 2024

Net change in fund balances - total governmental funds	\$	(933,616)
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Amounts reported for governmental activities in the Statement of Activities are different because:

Governmental funds report capital outlays as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation/amortization expense.

Capital outlay		314,841
Depreciation/amortization expense		(564,552)

Revenues that do not provide current financial resources are not reported as revenues in the funds.

68,037

Changes in pension and other postemployment benefits (OPEB) activity do not affect the fund balances on the statement of revenues, expenditures, and changes in fund balances for the governmental funds.

Changes in pension and OPEB activity that affect the City's net position are as follows:

Net pension liability		278,517
Total OPEB liability		(5,126)
Deferred outflows - pensions		(151,746)
Deferred outflows - OPEB		(1,838)
Deferred inflows - pensions		(71,035)
Deferred inflows - OPEB		12,551

The issuance of long-term debt (e.g., bonds, leases, certificates of obligation) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when they are first issued, whereas these amounts are deferred and amortized in the Statement of Activities.

Amortization of bond discount		(7,547)
Amortization of bond premiums		7,929
Change in compensated absences		(8,558)
Principal payment on debt and leases		<u>468,253</u>

Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in the governmental funds.

Accrued interest		<u>2,252</u>
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Change in net position of governmental activities	\$	<u><u>(591,638)</u></u>
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See notes to financial statements.

CITY OF WALLER, TEXAS
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
September 30, 2024

	<u>Gas</u>	<u>Water and Sewer</u>	<u>Total Proprietary Funds</u>
ASSETS			
Current assets			
Cash and equity in pooled cash	\$ 2,264,590	\$ 1,385,585	\$ 3,650,175
Restricted cash and cash equivalents	69,558	90,860	160,418
Receivables, net	136,083	328,369	464,452
Inventory	19,900	33,433	53,333
Total current assets	<u>2,490,131</u>	<u>1,838,247</u>	<u>4,328,378</u>
Noncurrent assets			
Capital assets:			
Nondepreciable	-	4,346,651	4,346,651
Net depreciable capital assets	<u>521,442</u>	<u>14,956,225</u>	<u>15,477,667</u>
Total noncurrent assets	<u>521,442</u>	<u>19,302,876</u>	<u>19,824,318</u>
Total assets	<u>3,011,573</u>	<u>21,141,123</u>	<u>24,152,696</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred outflows - pensions	<u>-</u>	<u>103,974</u>	<u>103,974</u>
Total deferred outflows of resources	<u>-</u>	<u>103,974</u>	<u>103,974</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	252,471	473,600	726,071
Customer deposits	69,558	90,860	160,418
Compensated absences	<u>4,022</u>	<u>5,400</u>	<u>9,422</u>
Total current liabilities	<u>326,051</u>	<u>569,860</u>	<u>895,911</u>
Noncurrent liabilities			
Net pensions liability	-	232,040	232,040
Compensated absences	<u>447</u>	<u>600</u>	<u>1,047</u>
Total noncurrent liabilities	<u>447</u>	<u>232,640</u>	<u>233,087</u>
Total liabilities	<u>326,498</u>	<u>802,500</u>	<u>1,128,998</u>
NET POSITION			
Net investment in capital assets	521,442	19,302,876	19,824,318
Unrestricted	<u>2,163,633</u>	<u>1,139,721</u>	<u>3,303,354</u>
Total net position	<u>\$ 2,685,075</u>	<u>\$ 20,442,597</u>	<u>\$ 23,127,672</u>

See notes to financial statements.

CITY OF WALLER, TEXAS
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
PROPRIETARY FUNDS
For the Year Ended September 30, 2024

	<u>Gas</u>	<u>Water and Sewer</u>	<u>Total Proprietary Funds</u>
Operating revenues			
Charges for sales and services	\$ 1,401,652	\$ 2,581,122	\$ 3,982,774
Other revenues	<u>-</u>	<u>725</u>	<u>725</u>
Total operating revenues	<u>1,401,652</u>	<u>2,581,847</u>	<u>3,983,499</u>
Operating expenses			
Cost of sales and services	979,702	2,126,709	3,106,411
Depreciation	<u>84,745</u>	<u>645,110</u>	<u>729,855</u>
Total operating expenses	<u>1,064,447</u>	<u>2,771,819</u>	<u>3,836,266</u>
Operating income	<u>337,205</u>	<u>(189,972)</u>	<u>147,233</u>
Nonoperating revenues (expenses)			
Investment income	<u>84,061</u>	<u>53,663</u>	<u>137,724</u>
Total nonoperating revenues	<u>84,061</u>	<u>53,663</u>	<u>137,724</u>
Income before contributions and transfers	421,266	(136,309)	284,957
Contributions and transfers			
Capital contributions	-	4,705,670	4,705,670
Transfers (out)	<u>(66,499)</u>	<u>(72,094)</u>	<u>(138,593)</u>
Total contributions and transfers	<u>(66,499)</u>	<u>4,633,576</u>	<u>4,567,077</u>
Change in net position	354,767	4,497,267	4,852,034
Beginning net position	<u>2,330,308</u>	<u>15,945,330</u>	<u>18,275,638</u>
Ending Net Position	<u>\$ 2,685,075</u>	<u>\$ 20,442,597</u>	<u>\$ 23,127,672</u>

See notes to financial statements.

CITY OF WALLER, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Year Ended September 30, 2024

	<u>Gas</u>	<u>Water and Sewer</u>	<u>Total Proprietary Funds</u>
Cash flows from operating activities			
Receipts from customers and users	\$ 1,385,182	\$ 2,592,855	\$ 3,978,037
Payments to suppliers and employees	<u>(766,911)</u>	<u>(2,039,732)</u>	<u>(2,806,643)</u>
Net cash provided by operating activities	<u>618,271</u>	<u>553,123</u>	<u>1,171,394</u>
Cash flows from noncapital financing activities			
Transfers (out)	<u>(66,499)</u>	<u>(72,094)</u>	<u>(138,593)</u>
Net cash provided by noncapital financing activities	<u>(66,499)</u>	<u>(72,094)</u>	<u>(138,593)</u>
Cash flows from capital and related financing activities			
Acquisition and construction of capital assets	<u>-</u>	<u>(275,005)</u>	<u>(275,005)</u>
Net cash provided (used) by capital and related financing activities	<u>-</u>	<u>(275,005)</u>	<u>(275,005)</u>
Cash flows from investing activities			
Interest on investments	<u>84,061</u>	<u>53,663</u>	<u>137,724</u>
Net cash provided by investing activities	<u>84,061</u>	<u>53,663</u>	<u>137,724</u>
Net Increase (decrease) in cash and cash equivalents	635,833	259,687	895,520
Beginning cash and cash equivalents	<u>1,698,315</u>	<u>1,216,758</u>	<u>2,915,073</u>
Ending cash and cash equivalents	<u>\$ 2,334,148</u>	<u>\$ 1,476,445</u>	<u>\$ 3,810,593</u>
Unrestricted cash and cash equivalents	\$ 2,264,590	\$ 1,385,585	\$ 3,650,175
Restricted cash and cash equivalents	<u>69,558</u>	<u>90,860</u>	<u>160,418</u>
Total cash and cash equivalents	<u>\$ 2,334,148</u>	<u>\$ 1,476,445</u>	<u>\$ 3,810,593</u>

(Continued)

CITY OF WALLER, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Year Ended September 30, 2024

	<u>Gas</u>	Water and <u>Sewer</u>	Total <u>Proprietary Funds</u>
Reconciliation of operating income (loss) to net cash provided (used) by operating activities			
Operating income (loss)	\$ 337,205	\$ (189,972)	\$ 147,233
Adjustments to reconcile operating income (loss) to net cash provided by operating activities			
Depreciation/amortization	84,745	645,110	729,855
Changes in operating assets and liabilities			
(Increase) decrease in			
Accounts receivable	(54,144)	(30,742)	(84,886)
Deferred outflows - pensions	-	23,651	23,651
Increase (decrease) in			
Accounts payable and accrued liabilities	209,980	117,287	327,267
Compensated absences	2,811	(10,553)	(7,742)
Net pension liability	-	(43,408)	(43,408)
Customer deposits	37,674	41,750	79,424
Net cash provided by operating activities	<u>\$ 618,271</u>	<u>\$ 553,123</u>	<u>\$ 1,171,394</u>
Noncash investing, capital, and financing activities			
Contribution of capital assets	<u>\$ -</u>	<u>\$ 4,705,670</u>	<u>\$ 4,705,670</u>

See notes to financial statements.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity: The City of Waller, Texas (the “City”) was incorporated under the laws of the State of Texas (the “State”) on October 16, 1947. The City is a general law city that operates under a council-mayor form of government. The City Council is the principal legislative body of the City.

The City provides the following services: general government, public safety, permit/code enforcement, public works, and culture and recreation.

The City is an independent political subdivision of the State governed by an elected council and a mayor and is considered a primary government. As required by generally accepted accounting principles, these basic financial statements have been prepared based on considerations regarding the potential for inclusion of other entities, organizations, or functions as part of the City’s financial reporting entity. The component unit listed below, although legally separate, is considered part of the reporting entity. No other entities have been included in the City’s reporting entity. Additionally, as the City is considered a primary government for financial reporting purposes, its activities are not considered a part of any other governmental or other type of reporting entity.

Considerations regarding the potential for inclusion of other entities, organizations, or functions in the City’s financial reporting entity are based on criteria prescribed by generally accepted accounting principles. These same criteria are evaluated in considering whether the City is a part of any other governmental or other type of reporting entity. The overriding elements associated with prescribed criteria considered in determining that the City’s financial reporting entity status is that of a primary government are that it has a separately elected governing body, it is legally separate, and it is fiscally independent of other state and local governments. Additionally prescribed criteria under generally accepted accounting principles include considerations pertaining to organizations for which the primary government is financially accountable and considerations pertaining to organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity’s financial statements to be misleading or incomplete.

Discretely Presented Component Unit

Waller Economic Development Corporation - The Waller Economic Development Corporation (WEDC) has been included in the reporting entity as a discretely presented component unit.

The WEDC was created by the City under the Texas Development Corporation Act of 1979 for the purpose of promoting, assisting, and enhancing economic and development activities on behalf of the City. The Board of Directors is appointed by, and serves at the discretion of, the City Council. City Council approval is required for annual budgets and bonded debt issuance. In the event of dissolution, net position of the WEDC shall be conveyed to the City. The WEDC does not issue separate financial statements, as the financial activity reported in the government-wide level is the same as the fund level.

Government-Wide Financial Statements: The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all of the nonfiduciary activities of the primary government and its component unit. Governmental activities, which normally are supported by taxes, intergovernmental revenues, and other nonexchange transactions, are reported separately from business-type activities, which rely to a significant extent on fees and charges to external customers for support. Likewise, the primary government is reported separately from the legally separate component unit for which the primary government is financially accountable.

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Presentation - Government-Wide Financial Statements: While separate government-wide and fund financial statements are presented, they are interrelated. The governmental activities column incorporates data from governmental funds, while business-type activities incorporate data from the City's enterprise funds. Separate financial statements are provided for governmental funds and proprietary funds.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are payments in lieu of taxes where the amounts are reasonably equivalent in value to the interfund services provided and other charges between the City's gas and water and wastewater functions and various other functions of the City. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

Basis of Presentation - Fund Financial Statements: The fund financial statements provide information about the City's funds. Separate statements for each fund category – governmental and proprietary – are presented. The emphasis of fund financial statements is on major governmental and enterprise funds, each displayed in a separate column.

The City reports the following governmental funds:

General Fund: The *general fund* is The general fund is used to account for all financial transactions not properly includable in other funds. The principal sources of revenue include local property taxes, sales tax, franchise fees, licenses and permits, fines and forfeitures, and charges for services. Expenditures include general government, public safety, permits/code enforcement, public works, and culture and recreation. The general fund is always considered a major fund for reporting purposes.

Debt Service Fund: The *debt service fund* is used to account for the payment of interest and principal on all general obligation bonds and other long-term debt of the City. The primary source of revenue for debt service is local property taxes. The debt service fund is considered a major fund for reporting purposes.

Capital Projects Funds: The *capital projects funds* are used to account for the expenditures of resources accumulated from sales tax revenues and the sale of bonds and related interest earnings for capital improvement projects. The capital projects fund is considered a major fund for reporting purposes.

Special Revenue Fund: The *special revenue fund* is used to account for the proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes. The special revenue funds are considered nonmajor funds for reporting purposes.

The City reports the following proprietary funds:

Enterprise Funds: The *enterprise funds* are used to account for the operations that provide gas, water, and sewer operations. The services are financed and operated in a manner similar to private business enterprises where the intent of the governing body is that the costs (expenses including depreciation) of providing goods or services to the general public on a continuing basis will be financed or recovered primarily through user charges. The gas and water and sewer funds are considered major funds for reporting purposes.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

During the course of operations, the City has activity between funds for various purposes. Any residual balances outstanding at year end are reported as due from/to other funds and advances to/from other funds. While these balances are reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Balances between the funds included in governmental activities (i.e., the governmental funds) are eliminated so that only the net amount is included as internal balances in the governmental activities column. Similarly, balances between the funds included in business-type activities (i.e., the enterprise funds) are eliminated so that only the net amount is included as internal balances in the business-type activities column.

Further, certain activity occurs during the year involving transfers of resources between funds. In fund financial statements, these amounts are reported at gross amounts as transfers in/out. While reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Transfers between the funds included in governmental activities are eliminated so that only the net amount is included as transfers in the governmental activities column. Similarly, balances between the funds included in business-type activities are eliminated so that only the net amount is included as transfers in the business-type activities column.

Measurement Focus and Basis of Accounting: The accounting and financial reporting treatment is determined by the applicable measurement focus and basis of accounting. Measurement focus indicates the type of resources being measured such as *current financial resources* or *economic resources*. The basis of accounting indicates the timing of transactions or events for recognition in the financial statements.

The government-wide and proprietary fund financial statements are 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 related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

The governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due. General capital asset acquisitions are reported as expenditures in governmental funds. Issuance of long-term debt and acquisitions under notes payable are reported as other financing sources.

Property taxes, sales taxes, franchise fees, licenses, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. Entitlements are recorded as revenues when all eligibility requirements are met, including any time requirements, and the amount is received during the period or within the availability period for this revenue source (within 60 days of year end). Expenditure-driven grants are recognized as revenue when the qualifying expenditures have been incurred and all other eligibility requirements have been met, and the amount is received during the period or within the availability period for this revenue source (within 60 days of year end). All other revenue items are considered to be measurable and available only when cash is received by the City.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance:

Cash and Cash Equivalents: The City's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition. For the purpose of the statement of cash flows, the proprietary fund types consider temporary investments with maturity of three months or less when purchased to be cash equivalents.

Investments: Investments, except for certain investment pools, commercial paper, money market funds, and investment contracts, are reported at fair value. The investment pools operate in accordance with appropriate state laws and regulations and are reported at amortized cost. Money market funds, which are short-term highly liquid debt instruments that may include U.S. treasury and agency obligations and commercial paper that have a remaining maturity of one year or less upon acquisition, are reported at amortized cost. Investments in nonparticipating interest-earning contracts, such as certificates of deposit, are reported at cost.

The City has adopted a written investment policy regarding the investment of its funds as defined in the Public Funds Investment Act, Chapter 2256, Texas Governmental Code. In summary, the City is authorized to invest in the following:

- Direct obligations of the U.S. Government
- Fully collateralized certificates of deposit and money market accounts
- Statewide investment pools

Inventories: The costs of governmental fund type inventories are recorded as expenditures when consumed rather than when purchased (i.e., the first-in/first-out method).

Restricted Assets: Certain proceeds of bonds, as well as other resources set aside for specific purposes, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants or contractual agreements. Restricted assets of the capital projects fund are restricted by bond covenants for repayment of debt and to finance construction projects. Restricted assets of the enterprise funds are restricted for customer deposits.

Capital Assets: Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. In accordance with GASB Statement No. 34, infrastructure has been capitalized retroactively. Capital assets are defined by the City as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of four years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest costs incurred in connection with construction of enterprise fund capital assets are capitalized when the effects of capitalization materially impact the financial statements.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant, and equipment of the primary government, as well as the component unit, are depreciated using the straight-line method over the following estimated useful years.

<u>Assets Depreciation</u>	<u>Estimated Useful Life</u>
Vehicles and equipment	5 to 10 years
System infrastructure	30 to 40 years
Buildings	20 to 50 years

Deferred Outflows/Inflows of Resources: In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time.

Deferred outflows/inflows of resources are amortized as follows:

- Deferred outflows/inflows from pension/other postemployment benefits (OPEB) activities are amortized over the average of the expected service lives of pension/OPEB plan members, except for the net differences between the projected and actual investment earnings on the pension/OPEB plan assets, which are amortized over a period of five years.
- For employer pension/OPEB plan contributions that were made subsequent to the measurement date through the end of the City's fiscal year, the amount is deferred and recognized as a reduction to the net pension/OPEB liability during the measurement period in which the contributions were made.
- A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

At the fund level, the City has only one type of item, which arises only under a modified accrual basis of accounting, that qualifies for reporting in this category. Accordingly, the item, *unavailable revenue*, is reported only in the governmental funds balance sheet. The governmental funds report unavailable revenues from property taxes and garbage collections. These amounts are deferred and recognized as inflows of resources in the period that the amounts become available.

Compensated Employee Absences: It is the City's policy to permit employees to accumulate earned but unused vacation and compensatory time. Amounts accumulated may be paid to employees upon termination of employment or during employment in accordance with the City's personnel policy. The estimated amount of compensation for services provided that is expected to be liquidated with expendable, available financial resources is reported as an expenditure and a fund liability of the governmental fund that will pay it when it matures or becomes due. Amounts vested or accumulated vacation leave that are not expected to be liquidated with expendable, available financial resources are maintained separately and represent a reconciling item between the fund and government-wide presentations.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Long-Term Obligations: In the government-wide financial statements and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type Statement of Net Position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method, if material. 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, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

The property tax rate is allocated each year between the general and debt service funds. The full amount estimated to be required for debt service on general obligation debt is provided by the tax along with the interest earned in the debt service fund. Although a portion of the general obligation debt was directly related to the purchase of water and sewer infrastructure, the debt service expenditures are included in the governmental fund financial statements as they are expected to be paid from debt service tax revenues instead of water system revenues.

Leases: The City is a lessee for noncancellable leases of vehicles and equipment. The City recognizes a lease liability and an intangible, right-to-use asset (the "lease asset") in the government-wide financial statements.

At the commencement of a lease, the City initially measures the lease liability at the present value of payments expected to be made during the lease term. Subsequently, the lease liability is reduced by the principal portion of lease payments made. The lease asset is initially measured as the initial amount of the lease liability, adjusted for lease payments made at or before the lease commencement date, plus certain initial direct costs. Subsequently, the lease asset is amortized on a straight-line basis either over the term of the lease or the useful life of the asset (if the City is reasonably certain a purchase option will be recognized).

Key estimates and judgments related to leases include how the City determines (1) the discount rate it uses to discount the expected lease payments to present value, (2) lease term, and (3) lease payments.

- The City uses the interest rate charged by the lessor as the discount rate. When the interest rate charged by the lessor is not provided, the City generally uses its estimated incremental borrowing rate as the discount rate for leases.
- The lease term includes the noncancelable period of the lease.
- Lease payments included in the measurement of the lease liability are composed of fixed payments and the purchase option price that the City is reasonably certain to exercise.

The City monitors changes in circumstances that would require a remeasurement of its lease and will remeasure the lease asset and liability if certain changes occur that are expected to significantly affect the amount of the lease liability.

Lease assets are reported with other capital assets and lease liabilities are reported with long-term debt on the Statement of Net Position.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Position Flow Assumption: Sometimes the City will fund outlays for a particular purpose from both restricted (e.g., restricted bond or grant proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted net position and unrestricted net position in the government-wide and proprietary fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted net position to have been depleted before unrestricted net position is applied.

Fund Balance Flow Assumptions: Sometimes the City will fund outlays for a particular purpose from both restricted and unrestricted resources (the total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted fund balance to have been depleted before using any of the components of unrestricted fund balance. Further, when the components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

Fund Balance Policies: Fund balances of governmental funds are reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. The City itself can establish limitations on the use of resources through either a commitment (committed fund balance) or an assignment (assigned fund balance).

Amounts that cannot be spent because they are either not in spendable form or legally or contractually required to be maintained intact are classified as nonspendable fund balance. Amounts that are externally imposed by creditors, grantors, contributors, or laws or regulations of other governments or imposed by law through constitutional provisions are classified as restricted.

The committed fund balance classification includes amounts that can be used only for the specific purposes determined by a formal action of the City's highest level of decision-making authority. The City Council is the highest level of decision-making authority for the City that can, by adoption of an ordinance prior to the end of the fiscal year, commit fund balance. Once adopted, the limitation imposed by the ordinance remains in place until a similar action is taken (the adoption of another ordinance) to remove or revise the limitation.

Amounts in the assigned fund balance classification are intended to be used by the City for specific purposes but do not meet the criteria to be classified as committed. The City Council may also assign fund balance as it does when appropriating fund balance to cover a gap between estimated revenue and appropriations in the subsequent year's appropriated budget. Unlike commitments, assignments generally only exist temporarily. In other words, an additional action does not normally have to be taken for the removal of an assignment. Conversely, as discussed above, an additional action is essential to either remove or revise a commitment.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Pensions: For the purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Texas Municipal Retirement System (TMRS) and additions to/deductions from TMRS' fiduciary net position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Other Postemployment Benefits: The City participates in a single-employer, unfunded, defined benefit group-term life insurance plan operated by TMRS known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year. Benefit payments are treated as being equal to the employer's yearly contributions for retirees. Benefit payments and refunds are due and payable in accordance with the benefit terms. Information about the City's OPEB liability, deferred outflows of resources, deferred inflows of resources, and OPEB expense is provided by TMRS from reports prepared by their consulting actuary.

Revenues and Expenditures/Expenses:

Program Revenues: Amounts reported as *program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions (including special assessments) that are restricted to meeting the operational or capital requirements of a particular function or segment. All taxes, including those dedicated for specific purposes, and other internally dedicated resources are reported as general revenues rather than as program revenues.

Property Taxes: Property taxes are levied during October of each year, are due upon receipt of the City's tax bill, and become delinquent on February 1 of the following year. The City's tax lien exists from January 1 (the assessment date) each year until the taxes are paid. The penalties and interest accumulate on the unpaid accounts until July 1, at which time the delinquent accounts are turned over to the tax attorney for legal action. The interest continues to accumulate on the account at one percent per month, but the penalty remains at a maximum of 12 percent until paid.

Proprietary Funds Operating and Nonoperating Revenues and Expenses: Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the enterprise funds are charges to customers for sales and services. The enterprise funds also recognize as operating revenue the portion of tap fees intended to recover the cost of connecting new customers to the system. Operating expenses for the enterprise funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 2 - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

Annual budgets are adopted on a basis consistent with generally accepted accounting principles, except for the capital projects fund which adopts a project length budget. The original budget is adopted by the City Council prior to the beginning of the year. The legal level of control in the approved budget, as defined by the charter, is at the department level for all funds. Appropriations lapse at the end of the year, excluding capital project budgets. Supplemental budget appropriations were made for the year ended September 30, 2024.

Expenditures in Excess of Appropriations: For the year ended September 30, 2024, expenditures exceeded appropriations at the legal level of control as follows:

General fund	
General government	\$ 27,827

NOTE 3 - DETAILED NOTES ON ALL FUNDS

Deposits and Investments: As of September 30, 2024, the City had the following investments:

<u>Investment Type</u>	<u>Value</u>	<u>Weighted Average Maturity (Years)</u>
External investment pools	\$ 1,695	0.07
Portfolio weighted average maturity		0.07

Credit risk - State law and the City's investment policy limit investments to 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. As of September 30, 2024, the City's investment in TexPool was rated "AAAm" by Standard & Poor's. All other investments are guaranteed (either express or implied) by the full faith and credit of the United States government or the issuing U.S. agency.

Custodial credit risk - deposits. In the case of deposits, this is the risk that in the event of a bank failure, the City's deposits may not be returned to it. The City's investment policy requires funds on deposit at the depository bank to be collateralized by securities with a collective market value of at least 102 percent. As of September 30, 2024, market values of pledged securities and FDIC insurance exceeded bank balances.

Custodial credit risk – investments - For an investment, this is the risk that, in the event of the failure of the counterparty, the City will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The City's investment policy requires that it will seek to safekeeping securities at financial institutions, avoiding physical possession. Further, all trades, where applicable, are executed by delivery versus payment to ensure that securities are deposited in the City's safekeeping account prior to the release of funds.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

TexPool - TexPool was established as a trust company with the Treasurer of the State as trustee, segregated from all other trustees, investments, and activities of the trust company. The State Comptroller of Public Accounts exercises oversight responsibility over TexPool. Oversight includes the ability to significantly influence operations, designation of management, and accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed of both participants in TexPool and other persons who do not have a business relationship with TexPool. The advisory board members review the investment policy and management fee structure. Finally, Standard & Poor's rated TexPool "AAAm." As a requirement to maintain the rating, weekly portfolio information must be submitted to Standard & Poor's, as well as to the office of the Comptroller of Public Accounts for review.

TexPool is an external investment pool measured at amortized cost. In order to meet the criteria to be recorded at amortized cost, TexPool must transact at a stable net asset value per share and maintain certain maturity, quality, liquidity, and diversification requirements within TexPool. TexPool transacts at a net asset value of \$1.00 per share, has weighted average maturities of 60 days or less, and weighted average lives of 120 days or less. Investments held are highly rated by nationally recognized statistical rating organizations, have no more than five percent of portfolio with one issuer (excluding U.S. government securities), and can meet reasonably foreseeable redemptions. TexPool has a redemption notice period of one day and may redeem daily. TexPool's authority may only impose restrictions on redemptions in the event of a general suspension of trading on major securities markets, general banking moratorium, or national state of emergency that affects TexPool's liquidity.

Receivables: Amounts are aggregated into a single accounts receivable line (net of allowance for uncollectibles) for certain funds and aggregated columns. Below is the detail of receivables for the general fund, the debt service fund, the special revenue fund, the enterprise funds, and the component unit, including the applicable allowances for uncollectible accounts:

	<u>General</u>	<u>Debt Service</u>	<u>Special Revenue</u>	<u>Gas</u>	<u>Water/Sewer</u>	<u>Component Unit</u>	<u>Total</u>
Property taxes	\$ 103,138	\$ 57,155	\$ -	\$ -	\$ -	\$ -	\$ 160,293
Sales taxes	573,992	-	-	-	-	188,391	762,383
Accounts	56,599	-	-	109,589	292,787	-	458,975
Allowance	(13,242)	-	-	(14,560)	(69,764)	-	(97,566)
Other receivables	<u>34,941</u>	<u>-</u>	<u>19,646</u>	<u>41,054</u>	<u>105,346</u>	<u>-</u>	<u>200,987</u>
Total	<u>\$ 755,428</u>	<u>\$ 57,155</u>	<u>\$ 19,646</u>	<u>\$ 136,083</u>	<u>\$ 328,369</u>	<u>\$ 188,391</u>	<u>\$ 1,485,072</u>

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

Capital Assets: A summary of changes in capital assets for governmental activities for the year end is as follows:

	Primary Government			
	Beginning Balance	Increases	(Decreases)/ Reclassifications	Ending Balance
<u>Governmental activities</u>				
Capital assets not being depreciated				
Land	\$ 138,405	\$ -	\$ -	\$ 138,405
Construction in progress	633,842	165,334	(633,841)	165,335
Total capital assets not being depreciated	772,247	165,334	(633,841)	303,740
Other capital assets				
Infrastructure	4,607,151	633,841	-	5,240,992
Buildings	8,189,199	-	-	8,189,199
Vehicles	634,468	122,556	(81,097)	675,927
Equipment	548,150	26,951	-	575,101
Right-to-use assets - vehicles and equipment	245,821	-	-	245,821
Total other capital assets	14,224,789	783,348	(81,097)	14,927,040
Less accumulated depreciation for				
Infrastructure	(2,113,705)	(197,244)	-	(2,310,949)
Buildings	(1,156,421)	(235,179)	-	(1,391,600)
Vehicles	(501,271)	(53,434)	81,097	(473,608)
Equipment	(502,418)	(27,313)	-	(529,731)
Right-to-use assets - vehicles and equipment	(63,107)	(51,382)	-	(114,489)
Total accumulated depreciation	(4,336,922)	(564,552)	81,097	(4,820,377)
Other capital assets, net	9,887,867	218,796	-	10,106,663
Governmental activities capital assets, net	\$ 10,660,114	\$ 384,130	\$ (633,841)	10,410,403
				(9,485,581)
				Net investment in capital assets
				\$ 924,822

All capital assets constructed or paid for with funds of the component unit are titled in the City's name. Accordingly, component unit capital assets and construction in progress are recorded in the governmental activities totals.

Depreciation/amortization was charged to governmental functions as follows:

General government	\$ 212,473
Public safety	64,819
Public works	104,384
Cultural and recreation	182,876
Total governmental activities depreciation expense	\$ 564,552

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

The following is a summary of changes in capital assets for business-type activities for the year ended:

	Primary Government			
	Beginning Balance	Increases	(Decreases)/ Reclassifications	Ending Balance
<u>Business-type activities</u>				
Capital assets not being depreciated				
Land	\$ 341,671	\$ -	\$ -	\$ 341,671
Construction in progress	2,432,459	4,980,675	(3,408,154)	4,004,980
Total capital assets not being depreciated	<u>2,774,130</u>	<u>4,980,675</u>	<u>(3,408,154)</u>	<u>4,346,651</u>
Other capital assets				
Building	137,300	-	-	137,300
Water and sewer system	17,107,180	3,408,154	-	20,515,334
Gas system	1,026,550	-	-	1,026,550
Equipment	1,219,345	-	-	1,219,345
Vehicles	142,330	-	(30,743)	111,587
Total other capital assets	<u>19,632,705</u>	<u>3,408,154</u>	<u>(30,743)</u>	<u>23,010,116</u>
Less accumulated depreciation for				
Building	(63,786)	(3,247)	-	(67,033)
Water and sewer system	(5,617,773)	(549,964)	-	(6,167,737)
Gas system	(448,949)	(74,444)	-	(523,393)
Equipment	(598,944)	(91,891)	-	(690,835)
Vehicles	(103,885)	(10,309)	30,743	(83,451)
Total accumulated depreciation	<u>(6,833,337)</u>	<u>(729,855)</u>	<u>30,743</u>	<u>(7,532,449)</u>
Other capital assets, net	<u>12,799,368</u>	<u>2,678,299</u>	<u>-</u>	<u>15,477,667</u>
Business-type activities capital assets, net	<u>\$ 15,573,498</u>	<u>\$ 7,658,974</u>	<u>\$ (3,408,154)</u>	<u>\$ 19,824,318</u>

Depreciation was charged to business-type functions as follows:

Gas	\$ 84,745
Water/sewer	645,110
Total business-type activities depreciation expenses	<u>\$ 729,855</u>

Construction in progress and other significant commitments under related construction contracts for business-type activities as of September 30, 2024 were \$1,570,088.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

Long-Term Debt: The following is a summary of changes in the City's total long-term liabilities for the year end. In general, the City uses the general and debt service funds to liquidate governmental long-term liabilities.

Long-term liabilities applicable to the City's governmental activities are not due and payable in the current period and, accordingly, are not reported as fund liabilities in the governmental funds. The governmental activities, compensated absences are generally liquidated by the general fund. Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when due.

	Beginning <u>Balances</u>	<u>Additions</u>	<u>(Reductions)</u>	Ending <u>Balances</u>	Amounts Due Within <u>One Year</u>
<u>Governmental activities</u>					
Bonds, notes, and other payables					
General obligation bonds					
Series 2018	\$ 6,140,000	\$ -	\$ (150,000)	\$ 5,990,000	\$ 160,000
Direct borrowing/placement					
Series 2021 refunding	<u>1,710,000</u>	<u>-</u>	<u>(130,000)</u>	<u>1,580,000</u>	<u>135,000</u>
Total general obligation bonds	<u>7,850,000</u>	<u>-</u>	<u>(280,000)</u>	<u>7,570,000</u>	<u>295,000</u>
Certificates of obligation					
Series 2017	2,535,000	-	(85,000)	2,450,000	90,000
Series 2022	<u>8,000,000</u>	<u>-</u>	<u>(45,000)</u>	<u>7,955,000</u>	<u>35,000</u>
Total general obligation bonds	<u>10,535,000</u>	<u>-</u>	<u>(130,000)</u>	<u>10,405,000</u>	<u>125,000</u>
Tax notes					
Lease liability	171,300	-	(58,253)	113,047	60,168
Other liabilities					
Premiums	184,433	-	(7,929)	176,504	-
Discounts	(211,304)	7,547	-	(203,757)	-
Net pension liability	707,322	-	(278,517)	428,805	-
Total OPEB liability - TMRS	109,926	5,126	-	115,052	-
Compensated absences	<u>89,294</u>	<u>90,492</u>	<u>(81,934)</u>	<u>97,852</u>	<u>88,067</u>
Total governmental activities	<u>\$ 37,820,971</u>	<u>\$ 103,165</u>	<u>\$ (1,246,633)</u>	<u>\$ 18,702,503</u>	<u>\$ 568,235</u>
Long-term debt due in more than one year				<u>\$ 18,134,268</u>	
Debt associated with governmental capital assets				\$(10,299,471)	
Plus unspent bond proceeds				<u>813,890</u>	
Net debt associated with governmental activities capital assets				<u>\$ (9,485,581)</u>	
Debt associated with business-type capital assets				\$ (7,761,323)	
Plus unspent bond proceeds				<u>1,123,944</u>	
Net debt associated with business-type capital assets				<u>\$ (6,637,379)</u>	

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
<u>Business-type activities</u>					
Net pension liability (asset)	\$ 275,448	\$ -	\$ (43,408)	\$ 232,040	\$ -
Compensated absences	18,211	24,171	(31,913)	10,469	9,422
Total business-type activities	<u>\$ 293,659</u>	<u>\$ 24,171</u>	<u>\$ (75,321)</u>	<u>\$ 242,509</u>	<u>\$ 9,422</u>

Long-term liabilities due in more than one year \$ 233,087

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
<u>Component unit</u>					
Compensated absences	<u>\$ 21,929</u>	<u>\$ 5,307</u>	<u>\$ (3,718)</u>	<u>\$ 23,518</u>	<u>\$ 21,166</u>

Long-term liabilities due in more than one year \$ 2,352

Long-term debt at year end was comprised of the following debt issues:

<u>Description</u>	<u>Interest Rate</u>	<u>Balance</u>
Governmental activities		
General obligation bonds		
General obligation bonds, Series 2018	3.75-5.00%	\$ 5,990,000
General obligation refunding bonds, Series 2021	1.51%	1,580,000
Certificates of obligation		
Certificates of obligation, Series 2017	3.00-3.50%	2,450,000
Certificates of obligation, Series 2022	4.00-4.25%	7,955,000
Total bonds and certificates of obligation		<u>17,975,000</u>
Total general long-term debt		<u>\$ 17,975,000</u>

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

The annual requirements to amortize bond and certificate debt issues outstanding at year end were as follows:

Fiscal Year Ended <u>September 30,</u>	Long-Term Debt					
	General Obligation Bonds Series 2018		General Obligation Bonds (Direct borrowing/placement) Series 2021		Certificates of Obligation Series 2017 and 2022	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
2025	\$ 160,000	\$ 226,381	\$ 135,000	\$ 23,858	\$ 125,000	\$ 412,500
2026	160,000	219,982	140,000	21,820	135,000	408,400
2027	165,000	213,581	145,000	19,706	135,000	403,900
2028	170,000	206,981	155,000	17,516	135,000	399,450
2029	180,000	200,181	155,000	15,176	140,000	395,050
2030-2034	985,000	888,706	850,000	39,260	755,000	1,904,950
2035-2039	1,200,000	682,694	-	-	1,840,000	1,699,998
2040-2044	1,545,000	440,650	-	-	2,100,000	1,334,513
2045-2049	1,425,000	136,500	-	-	3,000,000	857,863
2050-2051	-	-	-	-	2,040,000	130,900
	<u>\$ 5,990,000</u>	<u>\$ 3,215,656</u>	<u>\$ 1,580,000</u>	<u>\$ 137,336</u>	<u>\$ 10,405,000</u>	<u>\$ 7,947,524</u>

General obligation bonds are direct obligations of the City for which its full faith and credit are pledged. Repayment of general obligation bonds, certificates of obligation, and tax notes are from taxes levied on all taxable property located within the City. The City is not obligated in any manner for special assessment debt.

Federal Arbitrage: The Tax Reform Act of 1986 instituted certain arbitrage restrictions consisting of complex regulations with respect to the issuance of tax-exempt bonds after August 31, 1986. Arbitrage regulations deal with the investment of tax-exempt bond proceeds at an interest yield greater than the interest yield paid to bondholders. Generally, all interest paid to bondholders can be retroactively rendered taxable if applicable rebates are not reported and paid to the Internal Revenue Service (IRS) at least every five years for applicable bond issues. Accordingly, there is the risk that if such calculations are not performed, or are not performed correctly, a substantial liability to the City could result. The City periodically engages an arbitrage consultant to perform the calculations in accordance with the rules and regulations of the IRS.

Lease Liability: The City was a lessee for the acquisition and use of vehicles and related equipment. As of September 30, 2024, the value of the lease liability was \$113,047. The City made principal and interest payments on the lease in fiscal year 2024 for \$63,535. The City will continue to make principal and interest payments on the leases through the fiscal year 2028. The interest rate on the vehicles being leased is 3.27%. The vehicles are amortized based on the useful life of the assets as the City expects to exercise the purchase option at the end of the lease term. The value of the right-to-use assets for vehicles for fiscal year 2024 was \$245,821 and had accumulated amortization of \$114,489.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 3 - DETAILED NOTES ON ALL FUNDS (Continued)

The future principal and interest lease payments as of September 30, 2024 were as follows:

Fiscal Year Ended September 30,	Principal	Interest	Total
2025	\$ 60,168	\$ 3,366	\$ 63,534
2026	22,904	1,388	24,292
2027	18,717	654	19,371
2028	<u>11,258</u>	<u>189</u>	<u>11,447</u>
	<u>\$ 113,047</u>	<u>\$ 5,597</u>	<u>\$ 118,644</u>

Interfund Transactions: Transfers between the primary government's funds during the year were as follows:

<u>Transfer Out</u>	<u>Transfer In</u>	<u>Amount</u>
General Fund	Nonmajor Fund	\$ 6,000
General Fund	Water and Sewer Fund	72,094
General Fund	Gas Fund	66,499
Debt Service Fund	Capital Projects Fund	<u>212</u>
		<u>\$ 144,805</u>

Amounts transferred from the special revenue fund, water and sewer fund, and gas fund to the general fund are related to their portion of certain governmental expenditures. Amounts transferred from the capital projects fund to the debt service fund are related to interest earned on bond proceeds.

Fund Equity: As of September 30, 2024, \$1,680,577 of the City's total governmental fund balance is restricted by enabling legislation.

Restricted Assets: As of September 30, 2024, the City held restricted cash and cash equivalents in the capital projects fund, the gas fund, and the water and sewer fund for the following purposes:

	<u>Capital Projects</u>	<u>Gas</u>	<u>Water and Sewer</u>
Customer deposits	\$ -	\$ 69,558	\$ 90,860
Bond proceeds	2,496,508	-	-
Funds restricted for capital projects	<u>192,314</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 2,688,822</u>	<u>\$ 69,558</u>	<u>\$ 90,860</u>

(Continued)

NOTE 4 - OTHER INFORMATION

Risk Management: The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters for which the City participates along with 2,800 other entities in the Texas Municipal League's Intergovernmental Risk Pools (the "Pool"). The Pool purchases commercial insurance at group rates for participants in the Pool. The City has no additional risk or responsibility to the Pool, outside of the payment of insurance premiums. The City has not significantly reduced insurance coverage or had settlements that exceeded coverage amounts for the past three fiscal years.

Pension Plan:

Texas Municipal Retirement System

Plan Description: City participates as one of 934 plans in the defined benefit cash-balance plan administered by TM created by the State and administered in accordance with the Texas Government Code, Title 8, Subtitle G (the "TMRS Act") as an agent multiple- employer retirement system for municipal employees of Texas participating cities. The TMRS Act places the general administration and management of TMRS with a six-member, Governor-appointed Board of Trustees (the "Board"); however, TMRS is not fiscally dependent on the State.

TMRS issues a publicly available annual comprehensive financial report that can be obtained at tmrs.com.

All eligible employees of the City are required to participate in TMRS.

Benefits Provided: TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS.

At retirement, the member's benefit is calculated based on the sum of the member's contributions, with interest, and the City-financed monetary credits, with interest, and their age at retirement and other actuarial factors. The retiring member may select one of seven monthly payment options. Members may also choose to receive a portion of their benefit as a lump sum distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member contributions and interest.

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS. Plan provisions for the City were as follows:

	2024	2023
Employee deposit rate	7.00%	7.00%
Matching ratio (City to employee)	2 to 1	2 to 1
Years required for vesting	5	5
Service requirement eligibility (expressed as age/yrs of service)	60/5, 0/25	60/5, 0/25
Updated service credit	100% Repeating, Transfers	100% Repeating, Transfers
Annuity increase (to retirees)	70% of CPI	70% of CPI

Employees Covered by Benefit Terms: At the December 31, 2023 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	24
Inactive employees entitled to, but not yet receiving, benefits	43
Active employees	39
Total	106

Contributions: Member contribution rates in TMRS are either 5%, 6%, or 7% of the member's total compensation, and the City-matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the City. Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Entry Age Normal actuarial cost method. The City's contribution rate is based on the liabilities created from the benefit plan options selected by the City and any changes in benefits or actual experience over time.

Employees for the City were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City were 11.99% and 11.18% in calendar years 2023 and 2024, respectively. The City's contributions to TMRS for the fiscal year ended September 30, 2024 were \$256,609, which were equal to the required contributions.

Net Pension Liability: The City's Net Pension Liability (NPL) was measured as of December 31, 2023, and the Total Pension Liability (TPL) used to calculate the NPL was determined by an actuarial valuation as of that date.

Actuarial Assumptions: The TPL in the December 31, 2023 actuarial valuation was determined using the following actuarial assumptions:

Inflation	2.50% per year
Overall payment growth	2.75% per year, adjusted down for population declines, if any
Investment rate of return	6.75% net of pension plan investment expense, including inflation

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

Salary increases are based on a service-related table. Mortality rates for active members are based on the PUB(10) mortality tables with 110% of the Public Safety table used for males and 100% of the General Employee table used for females. Mortality rates for healthy retirees and beneficiaries are based on the Gender-distinct 2019 Municipal Retirees of Texas mortality tables. Male rates are multiplied by 103% and female rates are multiplied by 105%. The rates for actives, healthy retirees and beneficiaries are projected on a fully generational basis by the most recent Scale MP-2021 to account for future mortality improvements. For disabled annuitants, the same mortality tables for healthy retirees are used with a 4- year set-forward for males and a 3-year set-forward for females. In addition, a 3.5% and 3.0% minimum mortality rate is applied, for males and females respectively, to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by the most recent Scale MP2021 to account for future mortality improvements subject to the 3% floor.

The actuarial assumptions were developed primarily from the actuarial investigation of the experience of TMRS over the four-year period from December 31, 2018 to December 31, 2022. The assumptions were adopted in 2023 and first used in the December 31, 2023, actuarial valuation. The post-retirement mortality assumption for Annuity Purchase Rates (APRs) is based on the Mortality Experience Investigation Study covering 2009 through 2011 and dated December 31, 2013. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income to satisfy the short- term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined by best estimate ranges of expected returns for each major asset class. The long-term expected rate of return is determined by ng the expected return for each major asset class by the respective target asset allocation percentage.

The target allocation and best estimates of real rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return (Arithmetic)</u>
Global public equity	35%	6.7%
Core fixed income	6%	4.7%
Non-core fixed income	20%	8.0%
Other public and private markets	12%	8.0%
Real estate	12%	7.6%
Hedge funds	5%	6.4%
Private equity	<u>10%</u>	11.6%
Total	<u>100.00%</u>	

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

Discount Rate: The discount rate used to measure the TPL was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the TMRS fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the TPL.

Changes in the NPL

	Increase (Decrease)		
	Total Pension Liability (A)	Plan Fiduciary Net Position (B)	Net Pension Liability (A) - (B)
Changes for the year:			
Service cost	\$ 318,650	\$ -	\$ 318,650
Interest	347,698	-	347,698
Difference between expected and actual experience	(37,222)	-	(37,222)
Changes of assumptions	(74,293)	-	(74,293)
Contributions - employer	-	246,082	(246,082)
Contributions - employee	-	151,635	(151,635)
Net investment income	-	482,137	(482,137)
Benefit payments, including refunds of employee contributions	(332,263)	(332,263)	-
Administrative expense	-	(3,074)	3,074
Other changes	-	(22)	22
Net Changes	222,570	544,495	(321,925)
Balance at September 30, 2023	5,157,893	4,175,123	982,770
Balance at September 30, 2024	<u>\$ 5,380,463</u>	<u>\$ 4,719,618</u>	<u>\$ 660,845</u>

Sensitivity of the NPL to Changes in the Discount Rate: The following presents the NPL of the City, calculated using the discount rate of 6.75%, as well as what the City's NPL would be if it were calculated using a discount rate that is one percentage point lower (5.75%) or one percentage point higher (7.75%) than the current rate:

	1% Decrease in Discount Rate (5.75%)	Current Discount Rate (6.75%)	1% Increase in Discount Rate (7.75%)
City's net pension liability	<u>\$ 1,283,824</u>	<u>\$ 660,845</u>	<u>\$ 143,979</u>

Pension Plan Fiduciary Net Position: Detailed information about TMRS's fiduciary net position is available in a separately issued TMRS financial report. That report may be obtained on the internet at tmrs.com.

Pension Expense and Deferred Outflows/Deferred Inflows of Resources Related to Pensions: For the fiscal year ended September 30, 2024, the City recognized pension expense of \$181,246.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

At September 30, 2024, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual economic experience	\$ 2,617	\$ 27,453
Changes in actuarial assumptions	-	49,194
Difference between projected and actual investment earnings	105,083	-
Contributions subsequent to the measurement date	196,283	-
Total	<u>\$ 303,983</u>	<u>\$ 76,647</u>

\$196,283 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the NPL for the fiscal year ending September 30, 2024. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Fiscal Year ended September 30.</u>	<u>Pension Expense</u>
2025	\$ (9,568)
2026	(1,968)
2027	82,645
2028	(40,056)
Total	<u>\$ 31,053</u>

Other Postemployment Benefits:

TMRS Supplemental Death Benefit

Plan Description: The City participates in an OPEB plan administered by TMRS. TMRS administers the defined benefit group-term life insurance plan known as the SDBF. This is a voluntary program in which participating member cities may elect, by ordinance, to provide group-term life insurance coverage for their active members, including or not including retirees. Employers may terminate coverage under, and discontinue participation in, the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

The member city contributes to the SDBF at a contractually required rate (based on the covered payroll of employee members) as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year. The intent is not to pre-fund retiree term life insurance during employees' entire careers. No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (GASB 75). As such, the SDBF is considered to be a single-employer unfunded OPEB defined benefit plan with benefit payments treated as being equal to the employer's yearly contributions for retirees.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

The contributions to the SDBF are pooled for investment purposes with those of the Pension Trust Fund (PTF). The SDBF's funding policy assures that adequate resources are available to meet all death benefit payments for the upcoming year. The SDBF is a pay-as-you-go fund, and any excess contributions are available for future SDBF benefits.

Benefits: The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death). The death benefit for retirees is considered an OPEB and is a fixed amount of \$7,500. As the SDBF covers both active and retiree participants with no segregation of assets, the SDBF is considered to be an unfunded OPEB plan (i.e., no assets are accumulated).

Participation in the SDBF as of December 31, 2023 is summarized below:

Inactive employees or beneficiaries currently receiving benefits	15
Inactive employees entitled to, but not yet receiving, benefits	6
Active employees	<u>39</u>
 Total	 <u><u>60</u></u>

Total OPEB Liability: The City's total OPEB liability of \$115,052 was measured as of December 31, 2023 and was determined by an actuarial valuation as of that date.

Actuarial Assumptions and Other Inputs: The total OPEB liability in the December 31, 2023 actuarial valuation was determined using the following actuarial assumptions and other inputs applied to all periods included in the measurement, unless otherwise specified:

Inflation	2.50%
Salary increases	3.60% to 11.85% including inflation
Discount rate*	3.77%
Retirees' share of benefit-related costs	\$0
Administrative expenses	All administrative expenses are paid through the PTF and accounted for under reporting requirements of GASB Statement 68.
Mortality rates – service retirees	2019 Municipal Retirees of Texas Mortality Tables. The rates are projected on a fully generational basis with scale UMP.
Mortality rates – disabled retirees	2019 Municipal Retirees of Texas Mortality Tables. Males rates are multiplied by 103% and female rates are multiplied by 105%. The rates are projected on a fully generational basis by the most recent Scale MP-2021 (with immediate convergence).

* The discount rate was based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2023.

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

The actuarial assumptions used in the December 31, 2023 valuation were based on the results of an actuarial experience study for the period December 31, 2014 to December 31, 2018. Due to the higher mortality rates associated with the global pandemic, the TMRS Board adopted changes to the assumptions and methodology used for calculating 2024 and 2023 rates as determined in the December 31, 2023 and December 31, 2022 actuarial valuations, respectively.

Changes in the Total OPEB Liability

	Total OPEB Liability
Changes for the year:	
Service cost	\$ 5,632
Interest	4,500
Difference between expected and actual experience	(7,072)
Changes of assumptions	5,315
Benefit payments	<u>(3,249)</u>
Net Changes	5,126
Beginning balance	<u>109,926</u>
Ending balance	<u>\$ 115,052</u>

The discount rate decreased from 4.05% as of December 31, 2022 to 3.77% as of December 31, 2023. There were no other changes of assumptions or other inputs that affected measurement of the total OPEB liability during the measurement period.

There were no changes of benefit terms that affected measurement of the total OPEB liability during the measurement period.

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate: The following presents the total OPEB liability of the City, as well as what the City's total OPEB liability would be if it were calculated using a discount rate that is one percentage point lower or one percentage point higher than the current discount rate:

	1% Decrease in Discount Rate (2.77%)	Current Discount Rate (3.77%)	1% Increase in Discount Rate (4.77%)
City's total OPEB liability	<u>\$ 132,799</u>	<u>\$ 115,052</u>	<u>\$ 100,683</u>

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

NOTE 4 - OTHER INFORMATION (Continued)

OPEB Expense and Deferred Outflows/Inflows of Resources Related to OPEB: For the year ended September 30, 2024, the City recognized OPEB expense credit balance of \$1,465. The City reported deferred outflows/inflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual economic experience	\$ -	\$ 14,975
Changes in actuarial assumptions	6,837	24,542
Contributions subsequent to the measurement date	<u>3,321</u>	<u>-</u>
Total	<u>\$ 10,158</u>	<u>\$ 39,517</u>

\$3,321 reported as deferred outflows of resources related to OPEB resulting from contributions subsequent to the measurement date will be recognized as a reduction of the total OPEB liability for the fiscal year ending September 30, 2025.

Amounts reported as deferred outflows of resources related to OPEB will be recognized in OPEB expense as follows:

<u>Fiscal Year ended September 30,</u>	<u>Pension Expense</u>
2025	\$ (12,935)
2026	(12,999)
2027	(6,465)
2028	<u>(281)</u>
Total	<u>\$ (32,680)</u>

Chapter 380 Economic Development Agreements: Chapter 380, *Miscellaneous Provisions Relating to Municipal Planning and Development*, of the Texas Local Government Code provides the authority to the governing body of a municipality to establish and provide for the administration of one or more programs, including programs to promote state or local economic development and to stimulate business and commercial activity in the municipality.

(Continued)

NOTE 4 - OTHER INFORMATION (Continued)

Buc-ee's Ltd.

The City has entered into a Chapter 380 Economic Development Agreement (the "Agreement") with Buc-ee's, Ltd. (the "Company"). The Company agreed to establish and maintain an office in the City that generates substantial taxable sales. The Company agreed to construct a retail store at least 33,000 square feet in size, in addition to creating a minimum of 120 jobs no later than 36 months following the opening of the store. The Agreement is for a term of 15 years. The City will remit back to the Company 75 percent (of the one percent collected by the City) of the sales tax revenues generated by the Company. During the current fiscal year, the City collected \$493,972 in reimbursable sales taxes from the sales of this business and recorded expenditures of \$370,479.

The City also agreed to construct a water line to the store. The Company agreed to advance \$215,000 to the City to be repaid by the City at a rate of 5.75 percent per annum. The repayments shall consist of one-eighth of one percent of sales tax revenue generated by the Company and remitted to the City each month. This repayment shall be paid monthly during the 15-year term of this Agreement. Once the reimbursable advance by the Company for the construction of the water line, plus interest, has been reimbursed by the City, payments shall cease and the parties shall have no further obligations under the Agreement. All payments made by the City to the Company for reimbursable costs shall be applied to the payments of accrued but unpaid interest on the outstanding balance of reimbursable costs first and then to the payment of all or any portion of the balance then outstanding second. The water line to the store was repaid in October 2020 and the obligation under this agreement ceased and the parties have no further obligation under the agreement.

The City entered into an infrastructure funding agreement (the "Funding Agreement") with the WEDC in which the WEDC agreed to dedicate one-half of all sales tax generated by the Company for a period not to exceed 15 years. The City has agreed to use all funds granted by the WEDC for the sole purpose of developing and constructing the infrastructure projects described in the Funding Agreement or other infrastructure projects specifically approved by the WEDC Board of Directors and City Council.

AFGlobal Corporation, LLC

On June 17, 2019, the City entered into a Chapter 380 Economic Development Agreement (the "Agreement") with AFGlobal Corporation, LLC (the "Company"). The Company agreed to certain property improvements while continuously occupying and using the improvements to produce oil and gas equipment. The Company will have, and maintain on the property, at least 150 full-time employees. Lastly, the Company will make every effort to maintain a minimum of \$20 million in appraised inventory on their property.

The City agreed to pay the Company, for a period of three years commencing on the effective date of the Agreement, an amount of money equal to 50 percent of the amount of ad valorem property taxes actually paid by the Company and received by the City for improvements to the property. If the City terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will immediately reimburse the City for all payments the City has made to the Company. No payments were made by the City during fiscal year 2024 related to this Agreement.

(Continued)

NOTE 4 - OTHER INFORMATION (Continued)

Alegacy Development, LLC

On July 15, 2019, the City entered into a Chapter 380 Economic Development Agreement (the "Agreement") with Alegacy Development, LLC (the "Company"). The Company agreed to improvements constructed for the benefit of Laney Directional Drilling. The appraised value of the improvements constructed by the Company shall be an amount in excess of \$2,000,000.

The City agreed to pay the Company, for a period of three years, an amount of money equal to the amount of ad valorem property taxes actually paid by the Company and received by the City, derived from the improvements to the leased premises, for the tax years 2021, 2022, and 2023. "Improvements" shall mean the buildings, structures, and associated betterments for the commercial and industrial operations of Laney Directional Drilling, specifically a two-story building, a covered storage area, and shop, totaling approximately 34,290 square feet, constructed or expanded by the Company on the leased premises. If the City terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will immediately reimburse the City for all payments the City has made to the Company. During the current fiscal year, the City paid \$14,784 to the Company.

Wolff Companies, LLC

On September 16, 2019, the WEDC entered into a Chapter 380 Economic Development Agreement (the "Agreement") with Wolff Companies, LLC (the "Company"). The Company agreed to construct commercial/industrial park(s) and single family residential units (the "Project"). The estimated cost of the construction is \$1,009,669. Prior to receipt of payments from the WEDC, the Company shall provide a contractor's closing statement or other documentation acceptable to the WEDC verifying the cost of construction of the Project facilities. The Company also agreed to construct the extension of Beacon Hill Boulevard, and entrance and exit ramps.

The WEDC also agreed to reimburse the Company for one-half the cost of construction of the Project, not to exceed \$500,000. The Project will be constructed in two stages. For stage one, the WEDC will reimburse the Company one-half the construction costs of certain project facilities, as outlined in the Agreement, up to a maximum of \$250,000. Payment of the funds is contingent upon the Company's completion of the construction of Beacon Hill Boulevard from Owens Road to the Utility Extension and the tying-in of the utility trunk line. For stage two, the WEDC will reimburse the Company one-half the construction costs of certain Project facilities, as outlined in the Agreement, up to a maximum of \$250,000. Payment of the funds is contingent upon the Company's construction of entrance and exit ramps to enable the property's access to and from US 290 and/or FM 362.

The WEDC is under no obligation to make payments for reimbursement of costs until completion of each stage. If the WEDC terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will immediately reimburse the WEDC for all payments the WEDC has made to the Company. In the event of termination of this Agreement after completion of the construction of stage one or stage two Project facilities, the Company shall be entitled to retain those grant funds previously paid to the Company by the WEDC. During the fiscal year 2023, the WEDC paid \$250,000 to the Company. No payments were made by the WEDC during fiscal year 2024 related to this Agreement.

R&L Carriers, Inc.

On June 15, 2020, the City entered into a Chapter 380 Economic Development Agreement (the "Agreement") with R&L Carriers, Inc. (the "Company"). The Company agreed to develop a commercial trucking terminal within the City limits while continuously occupying the facility (the "Property"). The

(Continued)

CITY OF WALLER, TEXAS
NOTES TO FINANCIAL STATEMENTS
September 30, 2024

Company will maintain on the Property at least 90 full-time employees and will make every effort to maintain a minimum of \$5,000,000 in personal property on the Property.

The City agreed to pay the Company, for tax years 2022, 2023, and 2024, an amount of money equal to 50 percent of the amount of ad valorem property taxes actually paid by the Company and received by the City for improvements to the Property. If the City terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will immediately reimburse the City for all payments the City has made to the Company. No payments were made by the City during fiscal year 2024 related to this Agreement.

Black Gold Land Holdings

On October 19, 2021, the WEDC entered into a Chapter 380 Economic Development Agreement (the "Agreement") with Black Gold Land Holdings (the "Developer"). The Developer agreed to construct a water, sanitary sewer, and gas system to Binford Business Park (the "Project") within the City limits. The total cost of the Project shall be no less than \$625,000. The Developer agreed, to the extent possible, to use local tradesmen and retailer for the employment and materials for the Project. In order to receive payment from the WEDC, the Developer shall submit engineered plans and engineer certified construction cost estimates for each portion of the Project, prior to the start of construction. The Developer shall also annually certify compliance with various requirements noted within the Agreement for the current year and for each subsequent year of the term.

The WEDC agreed to reimburse the Developer \$26,000 for each \$1,000,000 invested into the property during the previous year, not to exceed \$507,250. Payment will be made by the WEDC to the Developer within 60 days of receipt of the certification (invoice).

This Agreement shall commence as of the effective date and shall continue in effect for 10 years, unless terminated sooner under the provisions stated in the Agreement. If the WEDC terminates the Agreement because of the Developer's default or breach of any provision as permitted by the Agreement, the Developer will reimburse the WEDC for all payments the WEDC has made to the Developer within 30 days of the date of termination of the Agreement. No payments were made by the WEDC during fiscal year 2024 related to this Agreement.

Closner Tidelands, LLC

On July 17, 2023, the City entered into a Chapter 380 Economic Development Agreement (the "Agreement") with Closner Tidelands, LLC (the "Company"). The Company agreed to construct certain improvements located within the City limits (the "Property") and receive a certificate of occupancy by August 31, 2023. The Company will continuously occupy and use the Property and maintain at least 6 full-time employees.

The City agreed to pay the Company, for tax years 2024, 2025, and 2026, an amount of money equal to 50 percent of the amount of ad valorem property taxes actually paid by the Company and received by the City for improvements to the Property. If the City terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will immediately reimburse the City for all payments the City has made to the Company. No payments were made by the WEDC during fiscal year 2024 related to this Agreement.

(Continued)

NOTE 4 - OTHER INFORMATION (Continued)

NaturaPCR

On July 17, 2023, the City entered into a Chapter 380 Economic Development Agreement (the "Agreement") with NaturaPCR (the "Company"). The Company agreed to obtain a certificate of occupancy, expand its facility in the City, and increase employees from the current 175 to between 300 and 400. The Company will extend City utilities to the property at an estimated cost of \$916,300. If the Company fails to complete construction of the expansion by April 30, 2024, the City may terminate the Agreement. The Company shall also annually certify compliance with various requirements noted within the Agreement for the current year and for each subsequent year of the term.

The City agreed to provide an economic incentive to the Company of 15% of the salary or wages earned by each new hire employee of the Company that resides within zip codes 77484, 77447, 77445, and 77446. The economic incentive for each new hire employee that resides outside of these zip codes is \$2,000. The economic incentive to the Company will be an amount not to exceed \$350,000. An incentive will be made by the City to the Company annually based on the number of fulltime new hire employees that have been employed by the Company for 12 consecutive months.

This Agreement shall commence as of the effective date and shall continue in effect through September 26, 2026, unless terminated sooner under the provisions stated in the Agreement. If the City terminates the Agreement because of the Company's default or breach of any provision as permitted by the Agreement, the Company will be liable and pay to the City the amount of any and all funds which the City has granted to the Company under the terms of the Agreement. No payments were made by the City during fiscal year 2024 related to this Agreement.

REQUIRED SUPPLEMENTARY INFORMATION

CITY OF WALLER, TEXAS
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
For the year ended September 30, 2024

	Budgeted Amounts			Variance with Final Budget Positive (Negative)
	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	
Revenues				
Property taxes	\$ 2,517,962	\$ 2,107,316	\$ 2,107,316	\$ -
Sales taxes	2,500,000	4,242,224	4,182,694	(59,530)
Franchise fees/other taxes	153,000	149,795	149,795	-
Licenses and permits	1,121,727	1,800,039	1,800,039	-
Fines and forfeitures	525,020	611,784	611,784	-
Charges for services	591,900	705,418	705,418	-
Intergovernmental	88,000	121,732	121,732	-
Investment earnings	300,000	1,026,546	1,007,425	(19,121)
Other revenue	19,500	28,404	28,404	-
Total revenues	<u>7,817,109</u>	<u>10,793,258</u>	<u>10,714,607</u>	<u>(78,651)</u>
Expenditures				
Current				
General government	1,708,755	1,765,243	1,793,070	(27,827) *
Public safety	2,849,384	2,305,378	2,305,378	-
Permits/code enforcement	1,042,719	1,484,478	1,484,478	-
Public works	1,794,154	2,617,392	2,617,392	-
Culture and recreation	133,024	95,454	95,454	-
Debt Service				
Principal	58,253	58,253	58,253	-
Interest and fiscal charges	5,282	5,282	5,282	-
Total expenditures	<u>7,591,571</u>	<u>8,331,480</u>	<u>8,359,307</u>	<u>(27,827)</u>
Excess (deficiency) of revenues over (under) expenditures	<u>225,538</u>	<u>2,461,778</u>	<u>2,355,300</u>	<u>(106,478)</u>
Other financing sources (uses)				
Transfers in	<u>179,593</u>	<u>144,593</u>	<u>144,593</u>	<u>-</u>
Total other financing (uses)	<u>179,593</u>	<u>144,593</u>	<u>144,593</u>	<u>-</u>
Net change in fund balance	<u>\$ 405,131</u>	<u>\$ 2,606,371</u>	<u>2,499,893</u>	<u>\$ (106,478)</u>
Beginning fund balance			<u>14,845,697</u>	
Ending fund balance			<u>\$ 17,345,590</u>	

Notes to Required Supplementary Information:

1. Annual budgets are adopted on a basis consistent with generally accepted accounting principles (GAAP).
2. * Expenditures exceeded appropriations at the legal level of control.

CITY OF WALLER, TEXAS
SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
TEXAS MUNICIPAL RETIREMENT SYSTEM
For the Year Ended September 30, 2024

	Measurement Year									
	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total pension liability										
Service cost	\$ 318,650	\$ 318,954	\$ 315,701	\$ 174,053	\$ 145,502	\$ 144,728	\$ 130,525	\$ 125,064	\$ 132,493	\$ 107,477
Interest (on the total pension liability)	347,698	324,641	296,093	231,717	219,944	210,854	203,628	196,181	195,980	190,319
Changes in benefit terms	-	-	732,513	-	-	-	-	-	-	-
Difference between expected and actual experience	(37,222)	(8,418)	40,000	(57,678)	(31,377)	(15,954)	(35,472)	(22,342)	(81,153)	(33,536)
Change of assumptions	(74,293)	-	-	-	17,795	-	-	-	76,719	-
Benefit payments, including refunds of employee contributions	(332,263)	(254,615)	(206,362)	(189,040)	(194,417)	(216,270)	(181,215)	(201,383)	(225,930)	(165,870)
Net change in total pension liability	222,570	380,562	1,177,945	159,052	157,447	123,358	117,466	97,520	98,109	98,390
Beginning total pension liability	5,157,893	4,777,331	3,599,386	3,440,334	3,282,887	3,159,529	3,042,063	2,944,543	2,846,434	2,748,044
Ending total pension liability	<u>\$ 5,380,463</u>	<u>\$ 5,157,893</u>	<u>\$ 4,777,331</u>	<u>\$ 3,599,386</u>	<u>\$ 3,440,334</u>	<u>\$ 3,282,887</u>	<u>\$ 3,159,529</u>	<u>\$ 3,042,063</u>	<u>\$ 2,944,543</u>	<u>\$ 2,846,434</u>
Plan fiduciary net position										
Contributions - employer	\$ 246,082	\$ 225,048	\$ 98,014	\$ 79,822	\$ 67,560	\$ 67,340	\$ 63,564	\$ 51,823	\$ 63,296	\$ 60,449
Contributions - employee	151,635	143,212	109,103	94,800	79,858	79,784	70,784	66,101	74,434	67,345
Net investment income	482,137	(317,980)	503,917	273,794	489,688	(100,016)	413,613	194,353	4,374	162,554
Benefit payments, including refunds of employee contributions	(332,263)	(254,615)	(206,362)	(189,040)	(194,417)	(216,270)	(181,215)	(201,383)	(225,930)	(165,870)
Administrative expense	(3,074)	(2,766)	(2,338)	(1,778)	(2,777)	(1,940)	(2,145)	(2,196)	(2,664)	(1,697)
Other	(22)	3,302	15	(69)	(84)	(100)	(109)	(118)	(131)	(140)
Net change in plan fiduciary net position	544,495	(203,799)	502,349	257,529	439,828	(171,202)	364,492	108,580	(86,621)	122,641
Beginning plan fiduciary net position	4,175,123	4,378,922	3,876,573	3,619,044	3,179,216	3,350,418	2,985,926	2,877,346	2,963,967	2,841,326
Ending Plan Fiduciary Net Position	<u>\$ 4,719,618</u>	<u>\$ 4,175,123</u>	<u>\$ 4,378,922</u>	<u>\$ 3,876,573</u>	<u>\$ 3,619,044</u>	<u>\$ 3,179,216</u>	<u>\$ 3,350,418</u>	<u>\$ 2,985,926</u>	<u>\$ 2,877,346</u>	<u>\$ 2,963,967</u>
Net Pension Liability	<u>\$ 660,845</u>	<u>\$ 982,770</u>	<u>\$ 398,409</u>	<u>\$ (277,187)</u>	<u>\$ (178,710)</u>	<u>\$ 103,671</u>	<u>\$ (190,889)</u>	<u>\$ 56,137</u>	<u>\$ 67,197</u>	<u>\$ (117,533)</u>
Plan fiduciary net position as a percentage of total pension liability	87.72%	80.95%	91.66%	107.70%	105.19%	96.84%	106.04%	98.15%	97.72%	104.13%
Covered Payroll	\$ 2,166,213	\$ 2,045,891	\$ 1,994,320	\$ 1,895,999	\$ 1,597,163	\$ 1,595,682	\$ 1,415,675	\$ 1,322,025	\$ 1,488,686	\$ 1,346,908
Net pension liability as a percentage of covered payroll	30.51%	48.04%	19.98%	-14.62%	-11.19%	6.50%	-13.48%	4.25%	4.51%	-8.73%

CITY OF WALLER, TEXAS
SCHEDULE OF CONTRIBUTIONS
TEXAS MUNICIPAL RETIREMENT SYSTEM
For the Year Ended September 30, 2024

	Fiscal Year									
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Actuarially determined contribution	\$ 256,609	\$ 243,176	\$ 201,622	\$ 82,396	\$ 71,321	\$ 63,442	\$ 67,108	\$ 60,138	\$ 52,440	\$ 63,059
Contributions in relation to the actuarially determined contribution	<u>256,609</u>	<u>243,176</u>	<u>201,622</u>	<u>86,320</u>	<u>76,196</u>	<u>67,246</u>	<u>67,108</u>	<u>60,138</u>	<u>52,440</u>	<u>63,059</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (3,924)</u>	<u>\$ (4,875)</u>	<u>\$ (3,804)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered payroll	\$2,375,807	\$2,157,216	\$1,992,073	\$2,057,601	\$1,807,775	\$1,590,779	\$1,556,283	\$1,386,384	\$1,308,850	\$1,465,534
Contributions as a percentage of covered payroll	10.80%	11.27%	10.12%	4.20%	4.21%	4.23%	4.31%	4.34%	4.01%	4.30%

Notes to Required Supplementary Information:

1. Valuation Date: Actuarially determined contribution rates are calculated as of December 31 and become effective in January, 13 months later.
2. Methods and Assumptions Used to Determine Contribution Rates:

Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Remaining amortization period	19 years (longest amortization ladder)
Asset valuation method	10 year smoothed market; 12.00% soft corridor
Inflation	2.50%
Salary increases	3.60% to 11.85% including inflation
Investment rate of return	6.75%
Retirement age	Experience-based table of rates that are specific to the City's plan of benefits. Last updated for the 2023 valuation pursuant to an experience study of the period ending 2022.
Mortality	Post-retirement: 2019 Municipal Retirees of Texas Mortality Tables. Male rates are multiplied by 103% and female rates are multiplied by 105%. The rates are projected on a fully generational basis by the most recent Scale MP-2021 (with immediate convergence). Pre-retirement: PUB(10) mortality tables, with the 110% of the Public Safety table used for males and the 100% of the General Employee table used for females. The rates are projected on a fully generational basis by the most recent Scale MP-2021 (with immediate convergence).
3. Other Information: There were no benefit changes during the year.

CITY OF WALLER, TEXAS
SCHEDULE OF CHANGES IN TOTAL OPEB LIABILITY AND RELATED RATIOS
TEXAS MUNICIPAL RETIREMENT SYSTEM
For the Year Ended September 30, 2024

	Measurement Year*						
	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Total OPEB liability							
Service cost	\$ 5,632	\$ 11,866	\$ 12,365	\$ 8,911	\$ 5,271	\$ 5,744	\$ 4,530
Interest (on the total OPEB liability)	4,500	2,933	2,938	3,705	4,227	3,843	3,801
Difference between expected and actual experience	(7,072)	(12,592)	(3,510)	(15,980)	(7,618)	(3,887)	-
Change of assumptions	5,315	(44,336)	4,120	16,053	18,145	(6,673)	7,511
Benefit payments	(3,249)	(2,864)	(3,390)	(1,138)	(958)	(957)	(849)
Net change in total OPEB liability	5,126	(44,993)	12,523	11,551	19,067	(1,930)	14,993
Beginning total OPEB liability	<u>109,926</u>	<u>154,919</u>	<u>142,396</u>	<u>130,845</u>	<u>111,778</u>	<u>113,708</u>	<u>98,715</u>
Ending total OPEB liability	<u>\$ 115,052</u>	<u>\$ 109,926</u>	<u>\$ 154,919</u>	<u>\$ 142,396</u>	<u>\$ 130,845</u>	<u>\$ 111,778</u>	<u>\$ 113,708</u>
Covered Payroll	\$ 2,166,213	\$ 2,045,891	\$ 1,994,320	\$ 1,895,999	\$ 1,597,163	\$ 1,595,682	\$ 1,415,675
Net OPEB liability as a percentage of covered payroll	5.31%	5.37%	7.77%	7.51%	8.19%	7.01%	8.03%

* Only seven years of information is currently available. The City will build this schedule over the next three-year period.

** Due to the SDBF being considered an unfunded OPEB plan under GASB Statement No. 75, benefit payments are treated as being equal to the employer's yearly contributions for retirees.

(Continued)

CITY OF WALLER, TEXAS
SCHEDULE OF CHANGES IN TOTAL OPEB LIABILITY AND RELATED RATIOS
TEXAS MUNICIPAL RETIREMENT SYSTEM
For the Year Ended September 30, 2024

Notes to Required Supplementary Information:

1. Valuation Date: Actuarially determined contribution rates are calculated as of December 31 and become effective in January, 13 months later.
2. Methods and Assumptions Used to Determine Contribution Rates:

Actuarial cost method	Entry age normal
Inflation	2.50%
Salary increases	3.60% to 11.85% including inflation
Discount rate	3.77%
Administrative expenses	All administrative expenses are paid through the PTF and accounted for under reporting requirements of GASB Statement No. 68.
Mortality rates – service retirees	2019 Municipal Retirees of Texas Mortality Tables. Male rates are multiplied by 103% and female rates are multiplied by 105%. The rates are projected on a fully generational basis by the most recent Scale MP-2021 (with immediate convergence).
Mortality rates – service retirees	2019 Municipal Retirees of Texas Mortality Tables with a 4 year set-forward for males and a 3 year set-forward for females. In addition, a 3.5% and 3% minimum mortality rate will be applied to reflect the impairment for younger members who become disabled for males and females, respectively. The rates are projected on a fully generational basis by the most recent Scale MP-2021 (with immediate convergence) to account for future mortality improvements subject to the floor.
3. Other Information: The discount rate was based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2023.
The actuarial assumptions used in the December 31, 2023 valuation were based on the results of an actuarial experience study for the period December 31, 2022.

SCHEDULE AND OTHER STATEMENTS

CITY OF WALLER, TEXAS
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCE – BUDGET AND ACTUAL
DEBT SERVICE FUND
For the Year Ended September 30, 2024

	Budgeted Amounts			Variance with Final Budget Positive (Negative)
	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	
Revenues				
Property taxes	\$ 1,094,244	\$ 1,108,639	\$ 1,108,639	\$ -
Investment earnings	<u>30,000</u>	<u>45,720</u>	<u>45,720</u>	-
Total revenues	<u>1,124,244</u>	<u>1,154,359</u>	<u>1,154,359</u>	-
Expenditures				
Principal	410,000	410,000	410,000	-
Interest and fiscal charges	<u>680,702</u>	<u>679,352</u>	<u>679,352</u>	-
Total expenditures	<u>1,090,702</u>	<u>1,089,352</u>	<u>1,089,352</u>	-
Excess (deficiency) of revenues over (under) expenditures	<u>33,542</u>	<u>65,007</u>	<u>65,007</u>	-
Other financing sources (uses)				
Transfers in	<u>-</u>	<u>212</u>	<u>212</u>	-
Total other financing (uses)	<u>-</u>	<u>212</u>	<u>212</u>	-
Net change in fund balance	<u>\$ 33,542</u>	<u>\$ 65,219</u>	65,219	<u>\$ -</u>
Beginning fund balance			<u>371,661</u>	
Ending fund balance			<u>\$ 436,880</u>	

Notes to supplementary information:

1. Annual budgets are adopted on a basis consistent with generally accepted accounting principles (GAAP).

CITY OF WALLER, TEXAS
COMBINING BALANCE SHEET
NONMAJOR GOVERNMENTAL FUNDS
September 30, 2024

	Special Revenue Funds				
	Freedom Festival	Police Department ED Grant	Hotel/Motel	Christmas Festival	Court Technology
ASSETS					
Cash and cash equivalents	\$ 3,406	\$ 1,368	\$ 1,292,597	\$ 2,951	\$ 68,687
Other receivables	-	-	19,646	-	-
Total assets	<u>\$ 3,406</u>	<u>\$ 1,368</u>	<u>\$ 1,312,243</u>	<u>\$ 2,951</u>	<u>\$ 68,687</u>
LIABILITIES					
Accounts payable	\$ -	\$ -	\$ -	\$ -	\$ 91
Unearned revenue	-	-	-	-	-
Total liabilities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>91</u>
FUND BALANCES					
Restricted					
Special projects	3,406	-	-	2,951	-
Enabling legislation	-	1,368	1,312,243	-	68,596
Total fund balances	<u>3,406</u>	<u>1,368</u>	<u>1,312,243</u>	<u>2,951</u>	<u>68,596</u>
Total liabilities and fund balances	<u>\$ 3,406</u>	<u>\$ 1,368</u>	<u>\$ 1,312,243</u>	<u>\$ 2,951</u>	<u>\$ 68,687</u>

(Continued)

CITY OF WALLER, TEXAS
COMBINING BALANCE SHEET
NONMAJOR GOVERNMENTAL FUNDS
September 30, 2024

	Special Revenue Funds				
	<u>Building Security</u>	<u>Child Safety</u>	<u>Police Department Forfeiture</u>	<u>Library</u>	<u>Court Truancy</u>
ASSETS					
Cash and cash equivalents	\$ 101,744	\$ 17,360	\$ 103,046	\$ 5,766	\$ 74,772
Accounts receivable	-	-	-	-	-
Total assets	<u>\$ 101,744</u>	<u>\$ 17,360</u>	<u>\$ 103,046</u>	<u>\$ 5,766</u>	<u>\$ 74,772</u>
LIABILITIES					
Accounts payable	\$ -	\$ -	\$ -	\$ -	\$ -
Unearned revenue	-	-	-	-	-
Total liabilities	-	-	-	-	-
FUND BALANCES					
Restricted					
Special projects	-	-	-	5,766	-
Enabling legislation	101,744	17,360	103,046	-	74,772
Total fund balances	<u>101,744</u>	<u>17,360</u>	<u>103,046</u>	<u>5,766</u>	<u>74,772</u>
Total liabilities and fund balances	<u>\$ 101,744</u>	<u>\$ 17,360</u>	<u>\$ 103,046</u>	<u>\$ 5,766</u>	<u>\$ 74,772</u>

(Continued)

CITY OF WALLER, TEXAS
COMBINING BALANCE SHEET
NONMAJOR GOVERNMENTAL FUNDS
September 30, 2024

	Special Revenue Funds				Total Nonmajor Governmental Funds
	Police Department Click It Or Ticket	Court Jury	Tri-County Health Alliance	Coronavirus Relief	
ASSETS					
Cash and cash equivalents	\$ 1,268	\$ 1,448	\$ 13,109	\$ -	\$ 1,687,522
Accounts receivable	-	-	-	-	19,646
Total assets	<u>\$ 1,268</u>	<u>\$ 1,448</u>	<u>\$ 13,109</u>	<u>\$ -</u>	<u>\$ 1,707,168</u>
LIABILITIES					
Accounts payable	\$ -	\$ -	\$ 4,500	\$ -	\$ 4,591
Unearned revenue	-	-	-	-	-
Total liabilities	<u>-</u>	<u>-</u>	<u>4,500</u>	<u>-</u>	<u>4,591</u>
FUND BALANCES					
Restricted					
Special projects	1,268	-	8,609	-	22,000
Enabling legislation	-	1,448	-	-	1,680,577
Total fund balances	<u>1,268</u>	<u>1,448</u>	<u>8,609</u>	<u>-</u>	<u>1,702,577</u>
Total liabilities and fund balances	<u>\$ 1,268</u>	<u>\$ 1,448</u>	<u>\$ 13,109</u>	<u>\$ -</u>	<u>\$ 1,707,168</u>

CITY OF WALLER, TEXAS
COMBINING STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
NONMAJOR GOVERNMENTAL FUNDS
For the year ended September 30, 2024

	Special Revenue Funds				
	Freedom Festival	Police Department ED Grant	Hotel/Motel	Christmas Festival	Court Technology
Revenues					
Franchise and local taxes	\$ -	\$ -	\$ 281,990	\$ -	\$ -
Fines and forfeitures	-	-	-	-	13,871
Intergovernmental	-	-	-	-	-
Investment income	-	-	42,852	-	2,277
Total revenues	-	-	324,842	-	16,148
Expenditures					
Current					
Public safety	-	-	-	-	9,983
Public works	-	-	-	-	-
Culture and recreation	-	-	89,853	-	-
Capital outlay	-	-	60,951	-	-
Total expenditures	-	-	150,804	-	9,983
Excess (deficiency) of revenues over (under) expenditures	-	-	174,038	-	6,165
Other financing sources (uses)					
Transfers (out)	-	-	-	-	-
Total other financing sources (uses)	-	-	-	-	-
Net change in fund balance	-	-	174,038	-	6,165
Beginning fund balance	3,406	1,368	1,138,205	2,951	62,431
Ending fund balance	\$ 3,406	\$ 1,368	\$ 1,312,243	\$ 2,951	\$ 68,596

(Continued)

CITY OF WALLER, TEXAS
COMBINING STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
NONMAJOR GOVERNMENTAL FUNDS
For the year ended September 30, 2024

	Special Revenue Funds				
	<u>Building Security</u>	<u>Child Safety</u>	<u>Police Department Forfeiture</u>	<u>Library</u>	<u>Court Truancy</u>
Revenues					
Franchise and local taxes	\$ -	\$ -	\$ -	\$ -	\$ -
Fines and forfeitures	16,602	1,508	-	-	16,405
Intergovernmental	-	-	-	-	-
Investment income	3,373	-	3,416	-	2,479
Total revenues	<u>19,975</u>	<u>1,508</u>	<u>3,416</u>	<u>-</u>	<u>18,884</u>
Expenditures					
Current					
Public safety	-	-	-	-	-
Public works	-	-	-	-	-
Culture and recreation	-	-	-	885	-
Capital outlay	-	-	-	-	-
Total expenditures	<u>-</u>	<u>-</u>	<u>-</u>	<u>885</u>	<u>-</u>
Excess (deficiency) of revenues over (under) expenditures	<u>19,975</u>	<u>1,508</u>	<u>3,416</u>	<u>(885)</u>	<u>18,884</u>
Other financing sources (uses)					
Transfers (out)	<u>(6,000)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total other financing sources (uses)	<u>(6,000)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net change in fund balance	13,975	1,508	3,416	(885)	18,884
Beginning fund balance	<u>87,769</u>	<u>15,852</u>	<u>99,630</u>	<u>6,651</u>	<u>55,888</u>
Ending fund balance	<u>\$ 101,744</u>	<u>\$ 17,360</u>	<u>\$ 103,046</u>	<u>\$ 5,766</u>	<u>\$ 74,772</u>

(Continued)

CITY OF WALLER, TEXAS
COMBINING STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
NONMAJOR GOVERNMENTAL FUNDS
For the year ended September 30, 2024

	Special Revenue Funds				Total Nonmajor Governmental Funds
	Police Department Click It Or Ticket	Court Jury	Tri-County Health Alliance	Coronavirus Relief	
Revenues					
Franchise and local taxes	\$ -	\$ -	\$ -	\$ -	\$ 281,990
Fines and forfeitures	-	328	-	-	48,714
Intergovernmental	-	-	7,116	28,685	35,801
Investment income	-	-	-	-	54,397
Total revenues	-	328	7,116	28,685	420,902
Expenditures					
Current					
Public safety	-	-	7,472	-	17,455
Public works	-	-	-	28,685	28,685
Culture and recreation	-	-	-	-	90,738
Capital outlay	-	-	-	-	60,951
Total expenditures	-	-	7,472	28,685	197,829
Excess (deficiency) of revenues over (under) expenditures	-	328	(356)	-	223,073
Other financing sources (uses)					
Transfers (out)	-	-	-	-	(6,000)
Total other financing sources (uses)	-	-	-	-	(6,000)
Net change in fund balance	-	328	(356)	-	217,073
Beginning fund balance	1,268	1,120	8,965	-	1,485,504
Ending fund balance	\$ 1,268	\$ 1,448	\$ 8,609	\$ -	\$ 1,702,577

APPENDIX B

Form of Legal Opinion

BRACEWELL

[CLOSING DATE]

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CITY OF WALLER, TEXAS
CERTIFICATES OF OBLIGATION, SERIES 2025

We have represented the City of Waller, Texas (the “Issuer”) as its bond counsel in connection with an issue of certificates of obligation (the “Certificates”) as described below:

CITY OF WALLER, TEXAS, CERTIFICATES OF OBLIGATION, SERIES 2025, dated December 18, 2025.

The Certificates mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Certificates and in the ordinance adopted by the City Council of the City authorizing their issuance (the “Ordinance”).

We have represented the Issuer as its bond counsel for the sole purpose of rendering an opinion with respect to the legality and validity of the Certificates under the Constitution and laws of the State of Texas, and with respect to the excludability of interest on the Certificates from gross income for federal income tax purposes. We have not investigated or verified original proceedings, records, data or other material, but have relied solely upon the transcript of proceedings described in the following paragraph. We have not assumed any responsibility with respect to the financial condition or capabilities of the Issuer or the disclosure thereof in connection with the sale of the Certificates. Our role in connection with the Issuer’s Official Statement prepared for use in connection with the sale of the Certificates has been limited as described therein. Capitalized terms used herein and not otherwise defined are used with the meanings assigned to such terms in the Ordinance.

In our capacity as bond counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Certificates on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Issuer, customary certificates of officers, agents and representatives of the Issuer and other public officials and other certified showings relating to the authorization and issuance of the Certificates. We also have analyzed such laws, regulations, guidance, documents and other materials as we have deemed necessary to render the opinions herein. Moreover, we have examined executed Certificate No. I-1 of this issue.

In providing the opinions set forth herein, we have relied on representations and certifications of the Issuer and other parties involved with the issuance of the Certificates with respect to matters solely within the knowledge of the Issuer and such parties, which we have not independently verified. In addition, we have assumed for purposes of this opinion continuing compliance with the covenants in the Ordinance, including, but not limited to, covenants relating to the tax-exempt status of the Certificates.

Bracewell LLP

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711 Louisiana Street, Suite 2300, Houston, Texas 77002-2770
bracewell.com

AUSTIN DALLAS DUBAI HOUSTON LONDON NEW YORK PARIS SAN ANTONIO SEATTLE WASHINGTON, DC
IM-#10842997.2

[CLOSING DATE]

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Based upon such examination and reliance on such representations, certifications and assumptions, it is our opinion that:

1. The transcript of certified proceedings evidences complete legal authority for the issuance of the Certificates in full compliance with the Constitution and laws of the State of Texas presently effective and that therefore the Certificates constitute valid and legally binding obligations of the Issuer.
2. A continuing ad valorem tax upon all taxable property within the City of Waller, Texas, necessary to pay the interest on and principal of the Certificates, has been levied and pledged irrevocably for such purposes, within the limits prescribed by law. In addition, the Certificates are further secured by a limited pledge of a subordinate lien on the Net Revenues of the Issuer's waterworks and sanitary sewer system in an amount not to exceed \$1,000 as provided in the Ordinance.
3. Interest on the Certificates is excludable from gross income for federal income tax purposes under section 103 of the Internal Revenue Code of 1986, as amended. In addition, interest on the Certificates is not an item of tax preference for purposes of the alternative minimum tax on individuals, but we observe that such interest is taken into account in computing the alternative minimum tax on certain corporations.

The rights of the owners of the Certificates are subject to the applicable provisions of the federal bankruptcy laws and any other similar laws affecting the rights of creditors of political subdivisions generally, and may be limited by general principles of equity which permit the exercise of judicial discretion.

We express no opinion as to the amount or timing of interest on the Certificates or, except as stated above, any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or the acquisition, ownership, or disposition of the Certificates. This opinion is specifically limited to the laws of the State of Texas and, to the extent applicable, the laws of the United States of America. Further, in the event that the representations of the Issuer and other parties upon which we have relied are determined to be inaccurate or incomplete or the Issuer fails to comply with the covenants of the Ordinance, interest on the Certificates could become includable in gross income for federal income tax purposes from the date of the original delivery of the Certificates, regardless of the date on which the event causing such inclusion occurs.

Our opinions are based on existing law and our knowledge of facts as to the date hereof and may be affected by certain actions that may be taken or omitted on a later date. We assume no duty to update or supplement our opinions, and this opinion letter may not be relied upon in connection with any changes to the law or facts, or actions taken or omitted, after the date hereof.

APPENDIX C

Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

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

Effective Date: _____

Risk Premium: \$ _____

Member Surplus Contribution: \$ _____

Total Insurance Payment: \$ _____

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

200 Liberty Street, 27th floor

New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN