ANNUAL REPORT UTILITIES SYSTEM

REEDY CREEK IMPROVEMENT DISTRICT

As of September 30, 2022

Indenture dated November 1, 2013, a Sixteenth Supplemental Trust Indenture dated March 1, 2015, a Seventeenth Supplemental Trust Indenture dated March 27, 2015, an Eighteenth Supplemental Trust Indenture dated July 1, 2015, a Nineteenth Supplemental Trust Indenture dated July 1, 2018, a Twentieth Supplemental Trust Indenture dated July 1, 2018, a Twenty-First Supplemental Trust Indenture dated February 1, 2021, a Twenty-Second Supplemental Trust Indenture dated February 1, 2021, a Twenty-Third Supplemental Trust Indenture dated February 1, 2021, and a Twenty-Fourth Supplemental Trust Indenture dated July 1, 2021, (the Indenture).

Pursuant to the provisions of the Indenture and upon completion of bond validation proceedings before the Circuit Court of the Ninth Judicial Circuit of the State of Florida in and for Osceola County, on November 2, 1987, the District sold $96,840,000 principal amount of Reedy Creek Improvement District Utilities Revenue Bonds, Series 1987-1 (the Series 1987-1 Bonds). On October 1, 1987, the District and the Reedy Creek Utilities Company, Inc. (RCUC) entered into an operating lease (the Lease) whereby the District obtained among other things from RCUC a leasehold interest in certain real and personal property assets used in providing electric, natural gas, hot water, chilled water and potable water. A name change was subsequently made so that RCUC became the Reedy Creek Energy Services, Inc. (RCES). The initial term of the Lease, unless terminated by RCES upon at least six (6) months prior written notice or through other provisions contained in the Lease, was twenty-two (22) years, with two successive options to renew the Lease for five (5) years each. The Lease was amended pursuant to an Amendment of Lease dated June 27, 1990, a Second Amendment of Lease dated November 15, 1991, and a Third Amendment of Lease dated August 1, 1997. On July 29, 2003, the District purchased the assets under the Lease. Pursuant to another lease agreement dated January 1, 1999, the District continued to lease certain assets from the Walt Disney Company, including facilities for the production of chilled water. The lease with the Walt Disney Company expired on December 31, 2008.

Reedy Creek Improvement District

The District is a public corporation of the State of Florida and is located in Orange and Osceola Counties about 15 miles southwest of the City of Orlando. The District encompasses approximately 25,000 acres or 40 square miles. Approximately 18,900 acres (75%) of the District's property are located in Orange County and approximately 6,100 acres (25%) are located in Osceola County. The ownership of the land in the District is as follows:

Ownership of Land in the District

Ownership	Acres	Percent (%)
Walt Disney Company	16,319	66%
Reedy Creek Improvement District	7,124	29%
State of Florida	743	3%
Others	422	2%
Total	24,608	100%

prescribe electric rate structures. In addition, commencing October 1, 1987, the water rates of the District were no longer subject to PSC jurisdiction. However, it must be recognized that in Section 366.11, certain exemptions of the Florida Statutes limit State imposed requirements on municipal electric utilities and, further, that under existing Florida Law, the District has exclusive authority to establish the level of its electric rates.

Electric System

The District's Electric System is subject to limited jurisdiction by both federal and State regulatory bodies. The rates for some of the purchases of wholesale electric power and natural gas for transportation and resale are subject to the regulations of the Federal Energy Regulatory Commission (the FERC). At the federal level, the FERC has limited regulatory jurisdiction with regard to certain matters pertaining to inter-utility operations, contracts, and reporting requirements.

Many, if not most, environmental regulations established by the U.S. Environmental Protection Agency (the EPA), as well as certain statutes and regulations of the State of Florida, are administered in Florida by the Florida Department of Environmental Protection (the DEP). Pursuant to Chapter 403 of the Florida Statutes, generally referred to as the Florida Air and Water Pollution Control Act, and 403.501 through 403.517, generally referred to as the Florida Electric Power Plant Siting Act, DEP has limited jurisdiction over the District's Electric System in matters pertaining to licensing activities associated with the location, performance standards, and emissions of generating stations and/or units.

Pursuant to the Federal Clean Air Act of 1970, as amended (the Clean Air Act), the EPA promulgated ambient air quality standards with respect to certain air pollutants including particulate, sulfur dioxide, carbon monoxide, and nitrogen oxide emissions. In addition, the EPA has promulgated new source performance standards establishing stringent emission standards, which may affect the siting of new units, as well as the type of emission controls, required. These new source performance standards generally require a showing that new units will meet the more stringent emission requirements. The Clean Air Act also provides for the issuance of a Prevention of Significant Deterioration (PSD) approval for sources emitting more than deminimus quantities of regulated pollutants and provides for penalties for the failure to comply with such standards.

The Clean Air Act Amendments of 1990 (CAA) promulgates standards and procedures by which emissions of various pollutants will be controlled. The CAA contains eleven separate titles, three of which will directly affect the electric utility industry: air toxics, acid rain, and permitting. The air toxics titles of the CAA propose regulation of 189 industrial pollutants as hazardous air pollutants. The acid rain provisions of the CAA are aimed at decreasing the total amount of sulfur dioxide and nitrogen oxide emissions primarily from fossil fuel fired electric generating units.

The Toxic Substances Control Act (the Toxic Control Act), which regulations are codified at 40 Code of Federal Regulations 761, imposes stringent requirements for the

labeling, handling, storing, and disposing of polychlorinated biphenyls (PCB's) and PCB contaminated equipment.

In addition, pursuant to 403.52 through 403.536 of Chapter 403 of the Florida Statutes, generally referred to as The Transmission Line Siting Act, the DEP has limited jurisdiction over the location and development of transmission facilities.

In 1990, the District became subject to the Comprehensive Planning Act. Starting in 1991, the District was required to prepare a ten-year comprehensive plan that ensures that adequate infrastructure is provided for all growth within the District.

The Energy Policy Act of 1992 and Order Nos. 888, 888A and 888B issued by the FERC have made fundamental changes in the federal regulation of the electric utility industry, generally resulting in increased wholesale competition. The expectation is that such initiatives will ultimately result in lower costs for purchased electricity for the System.

The Energy Policy Act of 2005 (the Energy Policy Act) was signed into law on August 8, 2005. The Energy Policy Act addresses, among other things, energy efficiency; appliance standards; low income energy assistance programs; renewable energy; nuclear energy; electricity; and provides incentives for oil and gas production and encourages deployment of clean coal technology. The electricity portion of the bill addresses the following areas: (i) the need for modernization of existing transmission facilities, transmission rate reform and improved operations of existing transmission facilities; (ii) electric reliability standards; (iii) Public Utility Holding Company Act (PUHCA) and Public Utility Regulatory Policies Act (PURPA) amendments (including repeal of PUHCA); (iv) market transparency, round trip trading prohibition and enforcement; and (v) merger reform. The Energy Policy Act imposes mandatory electric reliability standards to be defined through North American Electric Reliability Council and enforced by FERC. The Energy Policy Act also provides for tax incentives that further encourage production, conservation and the use of technology to stabilize energy prices and protect the environment.

Gas System

The District's gas system is subject to limited jurisdiction by both federal and State regulatory bodies. The gas system is subject to the National Pipeline Safety Act of 1968, which the PSC administers in Florida for the U.S. Department of Transportation and the District is required to file certain information with FERC.

Water and Wastewater Systems

The District is subject to environmental regulation by various federal and State agencies. In addition to environmental regulation at the federal level by the EPA, the District is regulated at the State level by the DEP. The EPA and the DEP have imposed various environmental requirements on the District including the Safe Drinking Water Act requirements and the National Primary Drinking Water regulations.

In addition to the requirements of the EPA and DEP, the South Florida Water Management District has regulatory jurisdiction on the District's Water System. The

neighboring electric utility, entered into a territorial agreement. Pursuant to the terms of the agreement, which the PSC approved on September 30, 1987, both the District and Duke Energy agree not to serve electric customers not presently served by either entity within the other's designated service area. Under the terms of the agreement, which expired on September 30, 2017, Duke Energy is permitted to serve certain existing customers that are located within the District's service area. Additionally, to avoid unnecessary duplication of amenities, at the direction of the District and in accordance with the Indenture, Duke Energy may extend service to new customers located in the District's service area. The District and Duke Energy entered into an Amended Territorial Agreement on August 3, 2017.

With regard to water, wastewater, waste collection and disposal service, the Enabling Act provides that the District may require all users in the District to avail themselves of the District's services and facilities. Moreover, no other system or facilities may be constructed in the District to provide water, wastewater, waste and disposal services without the consent and approval of the District. The water/wastewater service area is depicted on Figure 2-1, page 2.

On September 30, 2008, the District and Orange County signed an amended and restated water, wastewater, and reclaimed water service territorial agreement. This agreement was further amended in November 2018. In October 2008, the District and Orange County entered into an interlocal agreement providing for the District to deliver wholesale water services to the Northeast Resort Parcel. The District also has a territorial agreement with the City of Kissimmee.

At this time, the District does not have a territorial agreement with any entity pertaining to its natural gas utility, chilled water or hot water utility. However, pursuant to Section 7.22 of the Indenture, the District will not grant, cause, consent to or allow the granting of any franchise or permit to any person for the furnishing of any utilities within the Service Area established by the Indenture which competes directly or indirectly with the System. However, this section does not prohibit the District from granting permits if the area serviced is not then being serviced by the System. The District may permit the provision of or grant a franchise for utility services on a limited basis provided that the District obtains from the Consulting Engineer a certificate to the effect that the provision of these services will not have a material adverse effect on the System or have an adverse impact on the Net Revenues.

Between December 22, 1986 and December 31, 1990, the District purchased 1,349 acres adjacent to the western boundary of the District and the Board voted to annex these parcels into the District. Between February 15, 1989 and March 30, 1989, the District purchased an additional 2,089 acres approximately five miles northwest of the District, but this parcel is not contiguous with the District and accordingly cannot be annexed into the District. These 2,089 acres were sold in September 2002.

On March 18, 1994, the District de-annexed approximately 4,900 acres of property in Osceola County in connection with Celebration, a multi-use development planned by subsidiaries of the Walt Disney Company.

circuit miles of 69 kV line of which 14 miles are underground and 14 miles are overhead. The distribution system operates in an open loop, radial configuration with microprocessor based relaying schemes that provide highly selective and secure system protection and operation. There are 16 power transformers distributed among the ten distribution substations that transform the power to the distribution system operated at a nominal voltage of 12.47 kV. Power distribution is accomplished via approximately 105 distribution feeders routed from the power substations across a complex network. The distribution system currently employs approximately 298 circuit miles of 15 kV cable, of which approximately two miles are overhead with the balance underground. The distribution system is typically operated in a radial configuration. The distribution feeders are routed through approximately 550 switching locations to power approximately 1,200 distribution transformers that deliver the utilization voltage to a customer base totaling approximately 1,515 revenue meters as of September 30, 2022.

The Electric System is monitored and controlled via a supervisory control and data acquisition (SCADA) system connected through dedicated fiber optic and leased telephone lines. System Operators, most certified by the North American Electric Reliability Corporation (NERC) monitor, control and coordinate operations of the system at the Energy Control Center. A state of the art high resolution controllable video projection system displays real time status of the electric system and devices with multi-screen, video display consoles providing the operator interface to control and monitor the distribution system devices and states. To facilitate maintenance and to minimize potential confusion during an electrical emergency or event, the District has embarked on a program to standardize its electrical monitoring and control systems. The standardization of control equipment is intended to enable Electrical Operations personnel to more quickly determine the problem and implement corrective actions regardless of the day or time an event occurs.

Electric System designs and configurations, operations, and maintenance practices are all directed toward providing excellent reliability. Advanced technologies are employed through engineering specifications across a wide range of Electric System equipment, devices, and monitoring and control systems. Power distribution switchgear, distribution cabling, and transformers are evaluated on a total life cycle cost basis considering the physical operating environment and reliability expectations to minimize the possibility of premature failure and maximize the system operating integrity. This philosophy and the associated actions have provided system reliability performance that exceeds what is typically experienced across the industry both in municipal as well as investor-owned utility systems. Some of the more notable technologies employed to deliver this level of reliability are incorporated in the equipment specifications for distribution cabling, power distribution switchgear, and distribution transformers.

Since 1978, the underground distribution cabling specification has required a high-grade ethylene propylene rubber insulation system. This insulation type has shown superior life performance with minimal insulation degradation over time, backed by a manufacturer warranty of 40 years. The majority of the underground distribution cabling on the Electric System is based on this specification.

Since 1994, specifications for distributed switching equipment on the Electric System have required an air-insulated, totally enclosed construction with dead-front

Summary of Operating Fund
FY 2022 Budget Compared to FY 2022 Actual ($ Million)

Description	2022 Budget	2022 Actual	Variance	%
Operating Revenues	$181.7	$186.3	$4.6	2.5%
Operating Expenses	$140.9	$143.8	$2.9	2.1%
Operating Income	$40.8	$42.5	$1.6	4.0%
Other Expenses	$29.0	$29.1	$0.1	0.2%
Subtotal	$11.8	$13.4	$1.6	13.4%
Capital Requirements	$12.0	$11.1	($0.9)	-7.8%
Subtotal Net Income	($0.2)	$2.3	$2.5	
Other Revenues	$0.6	$1.0	$0.4	
Net Income / (Loss)	$0.4	$3.4	$2.9	

Fiscal Year Ending September 30, 2023 Budget

The operating budget for the fiscal year ending September 30, 2023 is based on a detailed budget for each of the seven utilities, and the detailed amounts are shown on Table 4-2. Projected revenues total some $213.7 million, which is about $27.4 million or 14.7% greater than 2022 actual revenues.

Operating expenses for fiscal year 2023 are projected to be approximately $172.8 million, which is approximately $28.9 million or 20.1% greater than 2022 actual operating expenses. Debt service and insurance are budgeted to be $28.6 million, approximately 1.9% less than 2022 actual such expenses. Total operating and administrative expenses are budgeted at approximately $201.3 million, or approximately $28.4 million greater than 2022 actual expenses.

Revenues before capital requirements for fiscal year 2023 are projected to be $12.4 million greater than expenses, compared to approximately $13.4 million revenues greater than expenses for 2022.

Capital requirements for the fiscal year ending September 30, 2023 are estimated to be approximately $12.4 million, which is approximately $1.3 million more than actual capital spending for fiscal year 2022.

The District is projecting a net income of approximately $404,000 for fiscal year 2023. The summary of Table 4-2 as follows:

Summary of Operating Fund
FY 2022 Actual Compared to FY 2023 Budget ($ Million)

Description	2022 Actual	2023 Budget	Variance	%
Operating Revenues	$186.3	$213.7	$27.4	14.7%
Operating Expenses	$143.8	$172.8	$28.9	20.1%
Operating Income	$42.5	$40.9	($1.6)	-3.7%
Other Expenses	$29.1	$28.6	($0.5)	-1.9%
Subtotal	$13.4	$12.4	($1.0)	-7.5%
Capital Requirements	$11.1	$12.4	$1.3	11.9%
Subtotal Net Income	$2.3	($0.0)	($2.3)	
Other Revenues	$1.0	$0.4	($0.6)	
Net Income / (Loss)	$3.4	$0.4	($3.0)	