

OFFICIAL STATEMENT DATED NOVEMBER 18, 2019

IN THE OPINION OF BOND COUNSEL, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAXATION UNDER EXISTING LAW, AND INTEREST ON THE BONDS IS NOT SUBJECT TO THE ALTERNATIVE MINIMUM TAX ON INDIVIDUALS. SEE "TAX MATTERS" HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

The Bonds are designated as "qualified tax-exempt obligations" for financial institutions. See "TAX MATTERS – Qualified Tax-Exempt Obligations."

NEW ISSUE – Book Entry Only

S&P (AGM insured) "AA"
Moody's (AGM insured) "A2"
Moody's (Underlying) "Baa3"
See "MUNICIPAL BOND INSURANCE" and "RATING."

\$1,945,000
NORTHAMPTON MUNICIPAL UTILITY DISTRICT
(A Political Subdivision of the State of Texas Located in Harris County)
DEFINED AREA UNLIMITED TAX BONDS
SERIES 2019

Interest accrues from: December 1, 2019

Due: September 1, as shown on inside cover

The \$1,945,000 Defined Area Unlimited Tax Bonds, Series 2019 (the "Bonds"), are obligations of Northampton Municipal Utility District (the "District") and are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas; the areas of the District other than the Defined Area (as defined herein); or any entity other than the District. Neither the faith and credit nor the taxing power of the State of Texas, Harris County, Texas, or the City of Houston, Texas, is pledged to the payment of the principal of or interest on the Bonds.

Principal of the Bonds is payable upon presentation at the principal payment office of the paying agent/registrars, initially, Regions Bank, an Alabama state banking corporation, Houston, Texas (the "Paying Agent/Registrar"). Interest accrues from December 1, 2019, and is payable on March 1, 2020, and on each September 1 and March 1 thereafter until the earlier of maturity or redemption. The Bonds will be issued only in fully registered form in principal denominations of \$5,000 or any integral multiples thereof.

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

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under an insurance policy to be issued concurrently with the delivery of the Bonds by **ASSURED GUARANTY MUNICIPAL CORP.**



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

The Bonds are the second series of bonds to be issued by the District from an aggregate \$41,000,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of acquiring and constructing a waterworks, wastewater and drainage system to serve the Defined Area within the District (the "Defined Area Utility System"). Following the issuance of the Bonds, \$32,565,000 in principal amount of unlimited tax bonds for Defined Area Utility System purposes will remain authorized but unissued, all of which may also be used for refunding purposes. See "THE BONDS – Issuance of Additional Debt."

The Bonds, when issued, will constitute valid and binding obligations of the District, payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the Defined Area. See "THE BONDS – Source of Payment."

The Bonds are offered when, as, and if issued by the District, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Bacon & Wallace, L.L.P., Houston, Texas, Bond Counsel. Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about December 17, 2019.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS

\$705,000 Serial Bonds

Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (b)	Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (b)
2020	\$65,000	3.000%	1.500%	663662 RZ9	2026 (c)	\$60,000	2.000%	2.000%	663662 SF2
2021	45,000	3.000%	1.550%	663662 SA3	2027 (c)	60,000	2.000%	2.150%	663662 SG0
2022	50,000	3.000%	1.600%	663662 SB1	2028 (c)	60,000	2.000%	2.250%	663662 SH8
2023	50,000	3.000%	1.700%	663662 SC9	2029 (c)	65,000	2.250%	2.400%	663662 SJ4
2024	55,000	3.000%	1.800%	663662 SD7	2030 (c)	70,000	2.250%	2.550%	663662 SK1
2025 (c)	55,000	2.000%	1.900%	663662 SE5	2031 (c)	70,000	2.500%	2.700%	663662 SL9

\$1,240,000 Term Bonds

\$150,000 Term Bond due September 1, 2033 (c)(d) Interest Rate 2.750% (Price: \$98.869) (a) CUSIP No. 663662 SN5 (b)
 \$250,000 Term Bond due September 1, 2036 (c)(d) Interest Rate 2.750% (Price: \$97.374) (a) CUSIP No. 663662 SR6 (b)
 \$840,000 Term Bond due September 1, 2044 (c)(d) Interest Rate 3.000% (Price: \$100.000) (a) CUSIP No. 663662 SZ8 (b)

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- (a) Information with respect to the initial reoffering yields of the Bonds is the responsibility of the Initial Purchaser. Initial reoffering yields represent the initial offering price, which may be changed for subsequent purchasers. The initial yield indicated above represents the lower of the yields resulting when priced to maturity or to the first call date. Accrued interest is to be added to the price.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of the American Bankers Association and are included solely for the convenience of the owners of the Bonds.
- (c) The Bonds maturing on September 1, 2025, and thereafter, are subject to redemption and payment at the option of the District, in whole or from time to time in part, on September 1, 2024, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption – *Optional Redemption*."
- (d) Subject to mandatory redemption as provided under "THE BONDS – Redemption – *Mandatory Redemption*."

USE OF INFORMATION IN OFFICIAL STATEMENT

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

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

All of the summaries of the statutes, orders, resolutions, contracts, audits, and engineering and other related reports set forth in this Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the District, c/o Bacon & Wallace, L.L.P., 6363 Woodway Drive, Suite 800, Houston, Texas 77057, upon payment of duplication costs.

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

Assured Guaranty Municipal Corp. ("AGM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, AGM 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 AGM supplied by AGM and presented under the heading "MUNICIPAL BOND INSURANCE" and "APPENDIX B - Specimen Municipal Bond Insurance Policy."

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this offering document.

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SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District has accepted the bid resulting in the lowest net effective interest rate, which was tendered by SAMCO Capital Markets, Inc. (the "Initial Purchaser"). The Initial Purchaser has agreed to purchase the Bonds, bearing the interest rates on the inside cover page of this Official Statement, at a price of 97.125923% of the principal amount thereof plus accrued interest to the date of delivery, which resulted in a net effective interest rate of 3.033074%, calculated pursuant to Chapter 1204, Texas Government Code, as amended.

Prices and Marketability

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

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchaser on or before the date of delivery of the Bonds stating the issue prices at which each maturity has been offered to the public. For this purpose, the term "public" shall not include any person who is a bond house, broker, or similar person acting in the capacity of underwriter or wholesaler. Other than as set forth in the Official Notice of Sale, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial reoffering prices, including sales to dealers who may sell the Bonds into investment accounts.

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

Securities Laws

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

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Assured Guaranty Municipal Corp. ("AGM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an appendix 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.

Assured Guaranty Municipal Corp.

AGM is a New York domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. (“AGL”), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol “AGO”. AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, infrastructure and structured finance markets. Neither AGL nor any of its shareholders or affiliates, other than AGM, is obligated to pay any debts of AGM or any claims under any insurance policy issued by AGM.

AGM’s financial strength is rated “AA” (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), “AA+” (stable outlook) by Kroll Bond Rating Agency, Inc. (“KBRA”) and “A2” (stable outlook) by Moody’s Investors Service, Inc. (“Moody’s”). Each rating of AGM should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM’s long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM 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 relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

Current Financial Strength Ratings

On November 7, 2019, S&P announced it had affirmed AGM’s financial strength rating of “AA” (stable outlook). AGM can give no assurance as to any further ratings action that S&P may take.

On August 13, 2019, Moody’s announced it had affirmed AGM’s insurance financial strength rating of “A2” (stable outlook). AGM can give no assurance as to any further ratings action that Moody’s may take.

On December 21, 2018, KBRA announced it had affirmed AGM’s insurance financial strength rating of “AA+” (stable outlook). AGM can give no assurance as to any further ratings action that KBRA may take.

For more information regarding AGM’s financial strength ratings and the risks relating thereto, see AGL’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Capitalization of AGM

At September 30, 2019:

- The policyholders’ surplus of AGM was approximately \$2,473 million.
- The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. (“MAC”) (as described below) were approximately \$1,100 million. Such amount includes 100% of AGM’s contingency reserve and 60.7% of MAC’s contingency reserve.
- The net unearned premium reserves and net deferred ceding commission income of AGM and its subsidiaries (as described below) were approximately \$1,829 million. Such amount includes (i) 100% of the net unearned premium reserve and deferred ceding commission income of AGM, (ii) the net unearned premium reserves and net deferred ceding commissions of AGM’s wholly owned subsidiary Assured Guaranty (Europe) plc (“AGE”), and (iii) 60.7% of the net unearned premium reserve of MAC.

The policyholders’ surplus of AGM and the contingency reserves, net unearned premium reserves and deferred ceding commission income of AGM and MAC were determined in accordance with statutory accounting principles. The net unearned premium reserves and net deferred ceding commissions of AGE were determined in accordance with accounting principles generally accepted in the United States of America.

Incorporation of Certain Documents by Reference

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the “SEC”) that relate to AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (filed by AGL with the SEC on March 1, 2019);
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 (filed by AGL with the SEC on May 10, 2019);
- (iii) the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019 (filed by AGL with the SEC on August 8, 2019); and
- (iv) the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019 (filed by AGL with the SEC on November 8, 2019).

All consolidated financial statements of AGM and all other information relating to AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof “furnished” under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Bonds shall be deemed incorporated by reference into this Official Statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC’s website at <http://www.sec.gov>, at AGL’s website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Municipal Corp.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL’s website shall be deemed to be part of or incorporated in this Official Statement.

Any information regarding AGM included herein under the caption “MUNICIPAL BOND INSURANCE – Assured Guaranty Municipal Corp.” or included in a document incorporated by reference herein (collectively, the “AGM Information”) shall be modified or superseded to the extent that any subsequently included AGM Information (either directly or through incorporation by reference) modifies or supersedes such previously included AGM Information. Any AGM Information so modified or superseded shall not constitute a part of this Official Statement, except as so modified or superseded.

Miscellaneous Matters

AGM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, AGM 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 AGM supplied by AGM and presented under the heading “MUNICIPAL BOND INSURANCE”.

RATING

S&P is located at 55 Water Street, New York, New York 10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present S&P assigns long-term debt ratings with symbols “AAA” (the highest rating) through “D” (the lowest rating). The Bonds are expected to receive an insured rating of “AA” on the Bonds from S&P solely in reliance upon the issuance of the Policy issued by AGM at the time of delivery of the Bonds.

The Bonds are expected to receive an insured rating of “A2” (stable outlook) from Moody’s solely in reliance upon the issuance of the Policy issued by AGM at the time of delivery of the Bonds. Moody’s has assigned an underlying credit rating of “Baa3” to the Bonds. An explanation of the rating may be obtained from Moody’s, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007.

Furthermore, a security rating is not a recommendation to buy, sell or hold securities. There is no assurance that the rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by S&P or Moody's, if, in their judgment, circumstances so warrant. Any such revisions or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

The District is not aware of any rating assigned to the Bonds other than the rating of S&P and Moody's.

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OFFICIAL STATEMENT SUMMARY

The following is a summary of certain information contained herein and is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement.

THE BONDS

- The District..... Northampton Municipal Utility District (the “District”), a political subdivision of the State of Texas, is located in Harris County, Texas. See “THE DISTRICT.”
- The Bonds..... The District’s \$1,945,000 Defined Area Unlimited Tax Bonds, Series 2019 (the “Bonds”), are dated December 1, 2019, and mature on September 1 in each of the years and in the principal amounts shown on the inside cover hereof. Interest on the Bonds accrues from December 1, 2019, at the rates set forth on the inside cover page hereof, and is payable on March 1, 2020, and on each September 1 and March 1 thereafter until maturity or earlier redemption. See “THE BONDS.”
- Redemption of the Bonds The Bonds maturing on September 1, 2025, and thereafter, are subject to redemption, in whole or from time to time in part, on September 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption. See “THE BONDS – Redemption – *Optional Redemption.*” The Bonds maturing on September 1, 2020 through September 1, 2031, inclusive, are serial bonds. The Bonds maturing on September 1 in the years 2033, 2036, and 2044 are term bonds (the “Term Bonds”) which also have certain mandatory redemption provisions set out herein under “THE BONDS – Redemption – *Mandatory Redemption.*”
- Book-Entry-Only System..... The Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York (“DTC”), pursuant to the book-entry-only system described herein. Beneficial ownership of the Bonds may be acquired in principal denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners (herein defined) thereof. Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar (herein defined) to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See “THE BONDS – Book-Entry-Only System” herein.
- Source of Payment The Bonds are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied by the District upon all taxable property located in the Defined Area (defined herein) within the District. The Bonds are special limited obligations of the District secured by the proceeds of an ad valorem tax levied only upon taxable property located within the Defined Area. The Bonds are not secured by the proceeds of ad valorem taxes levied by the District upon taxable property that is located within the District but not within the Defined Area. The Bonds are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas, or any entity other than the District. See “THE BONDS – Source of Payment.”

Outstanding Bonds The Bonds represent the District’s fourth issuance of unlimited tax bonds that are secured by the proceeds of taxes levied upon taxable property located only within the Defined Area. The Bonds also represent the District’s second issuance of unlimited tax bonds for the purpose of acquiring or constructing a waterworks, wastewater and drainage system to serve the Defined Area within the District (the “Defined Area Utility System”). Previously, the District has issued one series of unlimited tax bonds for the purpose of acquiring or constructing the Defined Area Utility System and two series of unlimited tax bonds for the purpose of acquiring or constructing a road system within the Defined Area (the “Defined Area Road System”). Of such previously issued series of bonds, \$11,470,000 principal amount remains outstanding as of the date of this Official Statement (the “Defined Area Outstanding Bonds”).

The District has also previously issued unlimited tax bonds that are secured by the proceeds of taxes levied upon taxable property within the entire District, including the Defined Area. Of such previously issued unlimited tax bonds, \$32,400,000 principal amount remains outstanding as October 1, 2019 (the “District Outstanding Bonds”). The District Outstanding Bonds are payable from the proceeds of an annual ad valorem tax without legal limitation as to rate or amount that is separate from the ad valorem taxes, also without legal limitation as to rate or amount, that are levied by the District for payment of debt service on the Bonds, the Defined Area Outstanding Bonds, and any additional bonds that may be issued hereafter for the Defined Area Utility System and the Defined Area Road System. Proceeds of taxes levied by the District for payment on debt service on the District Outstanding Bonds may not be used for payment of debt service on the Bonds or the Defined Area Outstanding Bonds. See “THE BONDS – Outstanding Bonds.”

Payment Record..... The District has never defaulted in the timely payment of principal of and interest on its prior bonded indebtedness.

Authority for Issuance..... The Bonds are issued out of an aggregate of \$41,000,000 principal amount of unlimited tax bonds authorized by the District’s voters at an election held on November 6, 2012 for the purpose of purchasing or constructing the Defined Area Utility System. The Bonds are issued pursuant to an order of the Texas Commission on Environmental Quality (the “TCEQ”), the order of the District authorizing the issuance of the bonds (the “Bond Order”), the Texas Constitution, Chapters 49 and 54, Texas Water Code, and the general laws of the State of Texas. See “INVESTMENT CONSIDERATIONS – Future Debt” and “THE BONDS – Authority for Issuance,” and “– Issuance of Additional Debt.”

Authorized But Unissued Bonds..... After the issuance of the Bonds, \$32,565,000 principal amount of unlimited tax bonds will remain authorized but unissued for Defined Area Utility System facilities to serve the land within the Defined Area, all of which may also be used for refunding purposes. See “THE BONDS – Authority for Issuance” and “– Issuance of Additional Debt.”

Use of Proceeds Proceeds from the sale of the Bonds will be used to pay the construction costs associated with the projects set out herein

under “THE BONDS – Use and Distribution of Bond Proceeds.” In addition, proceeds from the sale of the Bonds will be used to pay costs of issuance associated with the Bonds. See “THE BONDS – Use and Distribution of Bond Proceeds.”

Municipal Bond Insurance	Assured Guaranty Municipal Corp. (“AGM”). See “MUNICIPAL BOND INSURANCE”.
Rating.....	S&P Global Ratings (“S&P”) (AGM insured) – “AA”. Moody’s Investors Service (“Moody’s”) (AGM insured) – “A2”. Moody’s (underlying) – “Baa3.” See “MUNICIPAL BOND INSURANCE” and “RATING” above.
Qualified Tax-Exempt Obligations.....	The District has designated the Bonds as “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS – Qualified Tax-Exempt Obligations.”
Legal and Tax Opinion.....	Bacon & Wallace, L.L.P., Houston, Texas, Bond Counsel. See “LEGAL MATTERS.”

THE DISTRICT

Description.....	The District is a political subdivision of the State of Texas located within Harris County, Texas. The District encompasses approximately 1,628 total acres of land located approximately 30 miles north of the central business district of the City of Houston, Texas. The District is bounded on the south by Root Road, on the east by Spring Creek, and is approximately one mile east of Kuykendahl Road. The District lies entirely within the extraterritorial jurisdiction of the City of Houston, Texas, and is located within Klein Independent School District. The Defined Area is located entirely within the bounds of the District. See “THE DISTRICT – Description.”
Authority.....	The rights, powers, privileges, authority, and functions of the District are established by the general laws of the State of Texas pertaining to municipal utility districts, including particularly Chapters 49 and 54 of the Texas Water Code, as amended. See “THE DISTRICT – General.”
The Defined Area.....	Pursuant to the provisions of Subchapter J of Chapter 54 of the Texas Water Code, as amended, the District is authorized to define areas or designate certain property of the District to pay for improvements, facilities, or services that primarily benefit that area. On August 20, 2012, the District took action to proceed with the creation of a defined area encompassing approximately 439.69 acres within the District (the “Defined Area”), which was confirmed by the District voters at an election on November 6, 2012. See “THE DEFINED AREA.”
Status of Development.....	The Defined Area: DR Horton (defined herein) is the sole developer and homebuilder of single-family residential properties in the Defined Area. To date, approximately 356.34 acres within the Defined Area have been developed as the single-family residential subdivision of Hampton Creek, Sections 1-9 (503 lots). As of October 1, 2019, the Defined Area included approximately 465 completed homes (approximately 443 occupied, 20 unoccupied, and 2 model homes); approximately 10 homes under construction; and approximately 30 developed lots available for

new home construction. The single-family homes being constructed within the Defined Area range in size from approximately 1,500 to 4,000 square feet and in price from approximately \$200,000 to \$400,000.

Development within the Defined Area also includes Waterford Springs, a 308-unit apartment complex developed by SC Waterford Springs LLC on approximately 21.52 acres. Waterford Springs is currently open and actively leasing units. In addition, SC Waterford Springs II, LLC has developed approximately 18.59 acres with utilities to serve a second apartment complex (approximately 300 units); however, a start date for construction of such apartment complex has not been determined. DR Horton, SC Waterford Springs LLC and SC Waterford Springs II, LLC are collectively referred to as the “Defined Area Developers.”

The remainder of land within the Defined Area is comprised of approximately 25.58 undeveloped but developable acres and approximately 17.66 undevelopable acres. See “STATUS OF DEVELOPEMNT – The Defined Area.”

The District: To date, approximately 1,178.96 acres (2,405 single-family lots) have been developed as single-family residential subdivisions within the District. In addition to Hampton Creek, Sections 1-9 (503 lots) within the Defined Area, the following single-family residential subdivisions have been developed within the District: Northampton, Sections 1–5 and 8 (1,073 lots); The Oaks of Northampton (27 lots); Northampton Forest, Sections 1–3 (205 lots); Northampton Estates, Phases I–III (250 lots); Woods of Northampton, Sections 1 and 2 (39 lots); Terrace of Northampton Estates (13 lots); Courts at Auburn Lakes (53 lots); Inway Forest of Northampton (12 lots); Inway Oaks Estates, Sections 1 and 2 (51 lots); Stratton Woods (40 lots); and Dovershire Place, Sections 1 and 2 (139 lots). As of October 1, 2019, the District included approximately 2,140 completed homes (2,118 occupied and 22 unoccupied); approximately 97 homes under construction; and approximately 32 developed but vacant lots available for new home construction. The single-family homes being constructed within the District range in size from approximately 1,650 to 2,036 square feet and in price from approximately \$231,000 to \$261,000.

In addition to the Waterford Springs apartment complex developed within the Defined Area, the District also includes Alexan Auburn Lakes, a 346-unit apartment complex on 14.36 acres.

The District includes approximately 202.47 acres of commercial development. Commercial development includes office buildings, a Conoco gas station, Dave’s express gas station, a Shell gas station, retail strip centers, a private tennis club, Spring Volunteer Fire Department Station No. 2, recreational facilities, Willow Creek Golf Club (a portion of which lies within the 100-year flood plain), and developed park land. The District also includes two school sites on approximately 27.08 acres. The remaining land within the District, including the Defined Area, is comprised of approximately 74.08 undevelopable acres, and approximately 25.58 undeveloped but developable acres. See “STATUS OF DEVELOPMENT – The District.”

Developers.....D.R. Horton-Texas, Ltd. (“DR Horton”) is the most active developer of single-family residential properties in the District and the sole developer and homebuilder of single-family properties in the Defined Area. DR Horton is a subsidiary of and controlled by D.R. Horton, Inc. D.R. Horton, Inc. is a publicly traded corporation whose stock is listed on the New York Stock Exchange and is the largest homebuilder in the country. To date, DR Horton has developed approximately 356.34 acres within the Defined Area as approximately 503 single-family lots in the residential subdivision of Hampton Creek, Sections 1-9 (see “STATUS OF DEVELOPMENT – The Defined Area” and “ – The District”).

MRE, LLC (“MRE”) has developed approximately 23.91 acres in the District as 51 single-family lots in the residential subdivision of Inway Oaks Estates, Sections 1 and 2. Infinity Classic Homes (“Infinity”) has purchased half of those lots and plans to purchase the remaining lots for home construction. Infinity is a Houston-area homebuilder that has built over 500 homes in a dozen subdivisions since beginning its operations in 2008. MRE and Infinity are under the common ownership of Mike Wilkinson and John Castro.

Partners In Building, L.P., (“PIB”) a Texas limited partnership, has developed approximately 40 single-family lots on 20.34 acres, known as the residential subdivision of Stratton Woods.

BLD Gosling, LLC (“BLD”) has developed approximately 139 single-family lots that have been platted as the subdivision of Dovershire Place, Sections 1 and 2, on approximately 32.85 acres. DR Horton purchased such acreage in May 2019.

SC Waterford Springs II, LLC has developed approximately 18.59 acres within the Defined Area of the District on which a second apartment complex (approximately 300 units) is planned. According to SC Waterford Springs II, LLC, a start date for construction of the second apartment complex has not been determined.

Shops on Gosling, LLC (“Shops”) has acquired 4.93 acres along Gosling Road, and the tract has been recently annexed into the boundaries of the District. Shops plans to construct commercial retail development on this site.

Landmark Companies (“Landmark”) has acquired a total of 30.72 acres west of Gosling Road, north of Dovershire Road, and south of West Rayford Road. The tract is in the process of being annexed into the boundaries of the District and is planned to be developed as 408 units of apartments.

Cypressbrook Development has acquired 16.41 acres and has initiated petitions to annex the land into the District. Approximately 15.48 acres of such tract is being developed by Cypresswood Gosling, LP as a class A apartment complex consisting of 366 units. The remaining 0.93 acres is being developed by Cypresswood Gosling Retail LP for commercial purposes. The annexation is expected to be complete by the end of 2019.

DR Horton, MRE, PIB, SC Waterford Springs II, LLC and BLD are referred to herein collectively as the “Developers.” See “DEVELOPERS.”

Other Landowners in the District SC Waterford Springs LLC has developed approximately 21.52 acres within the Defined Area of the District as a multi-family residential property known as Waterford Springs (308 units), which is currently open and actively leasing.

Maple Multi-Family Operations, L.L.C. (“Maple”) has completed development of Alexan Auburn Lakes, a 346-unit apartment complex located on 14.37 acres within the District. Maple is owned and controlled by Trammel Crow Residential. Trammel Crow Residential is a Dallas-based multifamily real estate company.

Gosling Village, LLC, an entity controlled by Bryan Frenchak, owns approximately 25.58 acres within the Defined Area but has not reported any development plans to the District.

Hampton on the Lakes, LLC, an entity controlled by Bryan Frenchak, owns approximately 16.00 acres in the District. Currently, the District is not aware of any plans to develop such acreage.

Hurricane Harvey..... The Houston area, including Harris County, experienced historic levels of rainfall and widespread flooding following landfall of Hurricane Harvey on August 26, 2017. According to the Engineer and the General Manager of the District, no single-family homes within the Defined Area experienced structural flooding or damage as a result of Hurricane Harvey. However, the Waterford Springs apartment complex did experience structural flooding. All affected units have since been repaired and are currently either occupied or available for tenants. Within the District but outside of the Defined Area, there were approximately 143 single-family homes that experienced structural flooding and damage as a result of Hurricane Harvey. The District is located near the Texas Gulf Coast and, as it has in the past, could be impacted by high winds and flooding caused by hurricane, tornado, tropical storm, or other adverse weather event. See “INVESTMENT CONSIDERATIONS – Hurricane Harvey,” “– Potential Impact of Natural Disaster,” and “– Specific Flood Type Risks.”

INVESTMENT CONSIDERATIONS

THE BONDS ARE SUBJECT TO CERTAIN INVESTMENT RISKS AS SET FORTH IN THIS OFFICIAL STATEMENT. PROSPECTIVE PURCHASERS SHOULD REVIEW THIS ENTIRE OFFICIAL STATEMENT, INCLUDING PARTICULARLY THE SECTION ENTITLED “INVESTMENT CONSIDERATIONS,” BEFORE MAKING AN INVESTMENT DECISION.

**SELECTED FINANCIAL INFORMATION
(UNAUDITED)**

2019 Taxable Assessed Valuation of the Defined Area	\$ 128,780,986 (a)
Estimate of Value as of February 1, 2019 of the Defined Area.....	\$ 138,163,156 (b)
Direct Debt:	
The Defined Area Outstanding Bonds (as of October 1, 2019)	\$ 11,470,000
The Bonds	<u>\$ 1,945,000</u>
Total.....	\$ 13,415,000
Estimated Overlapping Debt	<u>\$ 13,894,478 (c)</u>
Total Direct and Estimated Overlapping Debt	\$ 27,309,478
Direct Debt Ratios:	
As a Percentage of the 2019 Taxable Assessed Valuation of the Defined Area	10.42 %
As a Percentage of the Estimate of Value as of February 1, 2019 of the Defined Area	9.71 %
Direct and Estimated Overlapping Debt Ratios:	
As a Percentage of the 2019 Taxable Assessed Valuation of the Defined Area	21.21 %
As a Percentage of the Estimate of Value as of February 1, 2019 of the Defined Area	19.77 %
Defined Area Fund Balances as of October 21, 2019:	
Utility System Debt Service Fund	\$ 349,082 (d)
Utility System Capital Projects Fund.....	\$ 154,760
Road System Debt Service Fund	\$ 440,593 (d)
Road System Capital Projects Fund.....	\$ 133,880
District Fund Balances as of October 21, 2019:	
District Debt Service Fund.....	\$ 1,557,261 (e)
General Fund	\$ 3,582,881
2019 Tax Rate per \$100 of Assessed Valuation	
Defined Area Utility System Debt Service.....	\$0.390
Defined Area Road System Debt Service	\$0.250
District Debt Service.....	\$0.310
District Maintenance & Operation	<u>\$0.250</u>
Total.....	\$1.200
Average Annual Debt Service Requirement (2020-2044)	\$769,291
Maximum Annual Debt Service Requirement (2039).....	\$880,519
Combined Tax Rate per \$100 of Assessed Valuation Required to Pay Average Annual Debt Service Requirement of the Defined Area (2020-2044) at 95% Collections	
Based on the 2019 Taxable Assessed Valuation of the Defined Area.....	\$0.63
Based on the Estimate of Value as of February 1, 2019 of the Defined Area.....	\$0.59
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay Maximum Annual Debt Service Requirement of the Defined Area (2039) at 95% Tax Collections	
Based on the 2019 Taxable Assessed Valuation of the Defined Area.....	\$0.72
Based on the Estimate of Value as of February 1, 2019 of the Defined Area.....	\$0.68

-
- (a) Represents the assessed valuation of all taxable property in the Defined Area as of January 1, 2019, provided by the Harris County Appraisal District. This amount includes \$12,000,382 of uncertified value, which represents 80% of the total uncertified value provided by the Harris County Appraisal District, which is the estimated minimum amount of uncertified value that will ultimately be certified. See "TAX DATA" and "TAXING PROCEDURES."
 - (b) Provided by the Harris County Appraisal District for informational purposes only, this amount is an estimate of the taxable value of all taxable property located within the Defined Area as of February 1, 2019, and includes an estimate of additional taxable value resulting from additional taxable improvements constructed in the Defined Area from January 1, 2019, through February 1, 2019. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."
 - (c) Includes Defined Area's pro rata share, based on taxable value, of the District Outstanding Bonds and the outstanding debt of the taxing jurisdictions overlapping the Defined Area. See "DEFINED AREA DEBT - Direct and Estimated Overlapping Debt Statement."
 - (d) Neither Texas law nor the Bond Order requires that any particular amount be maintained in the Defined Area Utility System Debt Service Fund or the Defined Area Road System Debt Service Fund. Funds in the Defined Area Utility System Debt Service Fund may not be used for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Road System and funds in the Defined Area Road System Debt Service Funds may not be used for payment of debt service on the Bonds or Defined Area Outstanding Bonds issued for the Defined Area Utility System.
 - (e) This amount represents funds that are available only for payment of debt service on the District Outstanding Bonds. Such funds may not be used for payment of debt service on the Bonds or the Defined Area Outstanding Bonds.

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INTRODUCTION

This Official Statement provides certain information with respect to the issuance by Northampton Municipal Utility District (the "District") of its \$1,945,000 Defined Area Unlimited Tax Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to an order of the Texas Commission on Environmental Quality (the "TCEQ"), the Texas Constitution, the general laws of the State of Texas, including Chapters 49 and 54, Texas Water Code, as amended, and an order authorizing issuance of the Bonds (the "Bond Order") adopted by the Board of Directors of the District (the "Board"); and an election held within the District on November 6, 2012.

There follows in this Official Statement descriptions of the Bonds, the plan of financing, and certain information about the District and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the District, c/o Bacon & Wallace, L.L.P., 6363 Woodway Drive, Suite 800, Houston, Texas 77057, upon payment of duplication costs. Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Order, except as otherwise indicated herein.

THE BONDS

General

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by the form of the Bonds contained in the Bond Order. A copy of the Bond Order may be obtained upon request to Bond Counsel.

The Bonds are dated December 1, 2019, and will mature on September 1 of the years and in the principal amounts set forth on the inside cover page hereof and will accrue interest, on the basis of a 360-day year composed of twelve thirty-day months, at the stated interest rates indicated on the inside cover page hereof. Principal of the Bonds will be payable at Regions Bank, an Alabama banking corporation, Houston, Texas, (the "Paying Agent/Registrar"), upon surrender of the Bonds for payment. Interest on the Bonds accrues from December 1, 2019 (or the most recent interest payment date to which interest has been paid or duly provided for) and is payable on March 1, 2020, and on each September 1 and March 1 thereafter (each an "Interest Payment Date") until maturity or prior redemption. Unless otherwise agreed between the Paying Agent/Registrar and the registered owner(s) of the Bonds (the "Registered Owners"), interest on the Bonds is payable by check, dated as of the Interest Payment Date, and mailed by the Paying Agent/Registrar on or before the Interest Payment Date to the Registered Owners shown on the records of the Paying Agent/Registrar as of the close of business on the fifteenth (15th) day of the calendar month next preceding each Interest Payment Date (the "Record Date"). The Bonds are issued only in fully registered form. The Bonds will be issued in denominations of \$5,000 principal amount, or integral multiples thereof.

Book-Entry-Only System

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

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

The Depository Trust Company, New York, New York ("DTC"), will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be required by an authorized representative of DTC. One

fully-registered Bond certificate will be issued for each of the Bonds, each in the aggregate principal amount of such issue, and will be deposited with DTC.

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

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

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

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

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

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

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

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

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

Use of Certain Terms in Other Sections of this Official Statement

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

Paying Agent/Registrar

The initial Paying Agent/Registrar is Regions Bank, an Alabama banking corporation, Houston, Texas. The Bonds are being issued in fully registered form in integral multiples of \$5,000 of principal amount. Interest on the Bonds will be payable semiannually by the Paying Agent/Registrar by check mailed on each Interest Payment Date by the Paying Agent/Registrar to the Bondholder at the last known address as it appears on the Paying Agent/Registrar's books on the Record Date.

Assignments, Transfers, and Exchanges

The Bonds may be transferred, registered, and assigned only on the registration books of the Paying Agent/Registrar, and such registration and transfer shall be without expense or service charge to the Registered Owner, except for any tax or other governmental charges required to be paid with respect to such registration and transfer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. At any time after the date of delivery, any Bond may be transferred or exchanged upon its presentment and surrender at the principal payment office of the Paying Agent/Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the Registered Owner or assignee of the owner in not more than three business days after the receipt of the request in proper form to transfer, exchange, or replace the Bonds. New Bonds registered and delivered in an exchange or transfer shall be in the denomination of \$5,000 or any integral multiple thereof for any one maturity and for a like aggregate principal amount as the Bond or Bonds surrendered for exchange or transfer. Neither the District nor the Paying Agent/Registrar is required (1) to transfer or exchange any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding interest payment date, or (2) to issue, transfer, or exchange any Bond during a period beginning at the opening of business thirty (30) days before the day of the first mailing of a notice of redemption of Bonds hereunder and ending at the close of business on the day of such mailing, or (3) to transfer or exchange any Bond selected for redemption in whole or in part within thirty (30) calendar days of the redemption date.

Replacement of Bonds

The District has agreed to replace mutilated, destroyed, lost or stolen Bonds upon surrender of the mutilated Bond at the principal payment office of the Paying Agent/Registrar, currently in Houston, Texas, or receipt of satisfactory evidence by the Paying Agent/Registrar of such destruction, loss or theft, and receipt by the District and the Paying Agent/Registrar of security or indemnity to keep them harmless. Registered Owners of lost, stolen, or destroyed Bonds will be required to pay all costs associated with replacement of such Bonds. The District and the Paying Agent/Registrar may require payment of taxes, governmental charges and other expenses in connection with any such replacement.

Outstanding Bonds

Defined Area Outstanding Bonds: The Bonds represent the District's fourth issuance of unlimited tax bonds that are secured by the proceeds of taxes levied upon taxable property located only within the Defined Area. The Bonds also represent the District's second issuance of unlimited tax bonds for the purpose of acquiring or constructing a waterworks, wastewater and drainage system to serve the Defined Area within the District (the "Defined Area Utility System"). Previously, the District has issued one series of unlimited tax bonds for the purpose of acquiring or constructing the Defined Area Utility System and two series of unlimited tax bonds for the purpose of acquiring or constructing a road system within the Defined Area (the "Defined Area Road System"). Of such previously issued series of bonds, \$11,470,000 principal amount remains outstanding as of the date of this Official Statement (the "Defined Area Outstanding Bonds").

District Outstanding Bonds: The District has also previously issued unlimited tax bonds that are secured by the proceeds of taxes levied upon taxable property within the entire District, including the Defined Area. Of such previously issued unlimited tax bonds, \$32,400,000 principal amount remains outstanding as of the date of this Official Statement (the "District Outstanding Bonds"). The District Outstanding Bonds are payable from the proceeds of an annual ad valorem tax without legal limitation as to rate or amount that is separate from the ad valorem taxes, also without legal limitation as to rate or amount, that are levied by the District for payment of debt service on the Bonds, the Defined Area Outstanding Bonds, and any additional bonds that may be issued hereafter for the Defined Area Utility System and the Defined Area Road System. Proceeds of taxes levied by the District for payment on debt service on the District Outstanding Bonds may not be used for payment of debt service on the Bonds or the Defined Area Outstanding Bonds.

Authority for Issuance

The Bonds are issued from an aggregate of \$41,000,000 principal amount of unlimited tax bonds authorized by the District's voters at an election held on November 6, 2012, for the purpose of purchasing or constructing Defined Area Utility System facilities and for the refunding of such bonds. Following the issuance of the Bonds, \$32,565,000 principal amount of Defined Area unlimited tax bonds and for the refunding of such bonds will remain authorized but unissued. See "- Issuance of Additional Debt" below.

The Bonds are issued pursuant to an Order of the TCEQ; the Bond Order; Chapters 49 and 54 of the Texas Water Code, as amended, Article XVI, Section 59, of the Texas Constitution, and general laws of the State of Texas.

Source of Payment

The Bonds, when issued, will constitute valid and binding obligations of the District, and the principal thereof and the interest thereon, together with the principal and interest on the Defined Area Outstanding Bonds and such additional tax bonds of the District as may hereafter be issued by the District, if any, are payable from and secured by the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the Defined Area.

The Bonds are special limited obligations solely of the District and are not obligations of the State of Texas, Harris County, Texas, the City of Houston, Texas, or any political subdivision or agency other than the District.

Redemption

Optional Redemption: The District reserves the right, at its option, to redeem the Bonds prior to their scheduled maturities, in whole or in part, on September 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption. Notice of the exercise of

the reserved right of redemption will be given at least thirty (30) days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If fewer than all of the Bonds are optionally redeemed at any time, the particular Bonds to be optionally redeemed shall be selected by the District in integral multiples of \$5,000 within any one maturity and if fewer than all of the Bonds within a maturity are to be redeemed, the Paying Agent/Registrar shall designate by method of random selection the Bonds within such maturity to be redeemed (or by DTC while the Bonds are in Book-Entry-Only form). The Registered Owner of any Bond, all or a portion of which has been called for redemption, shall be required to present same to the Paying Agent/Registrar for payment of the redemption price on the portion of the Bond so called for redemption and issuance of a new Bond in the principal amount equal to the portion of such Bond not redeemed.

Mandatory Redemption: The Bonds maturing on September 1 in the years 2033, 2036 and 2044 (the "Term Bonds") are also subject to mandatory sinking fund redemption by the District by lot or other customary method of random selection prior to scheduled maturity on September 1 in the years ("Mandatory Redemption Dates") and in the amounts set forth below at a redemption price of par plus accrued interest to the date of redemption.

\$150,000 Term Bond due September 1, 2033

Mandatory Redemption Date	Principal Amount
September 1, 2032	\$75,000
September 1, 2033 (maturity)	75,000

\$250,000 Term Bond due September 1, 2036

Mandatory Redemption Date	Principal Amount
September 1, 2034	\$80,000
September 1, 2035	85,000
September 1, 2036 (maturity)	85,000

\$840,000 Term Bond due September 1, 2044

Mandatory Redemption Date	Principal Amount
September 1, 2037	\$90,000
September 1, 2038	95,000
September 1, 2039	100,000
September 1, 2040	105,000
September 1, 2041	105,000
September 1, 2042	110,000
September 1, 2043	115,000
September 1, 2044 (maturity)	120,000

The particular Term Bonds to be mandatorily redeemed shall be selected by lot or other customary random selection method. The principal amount of the Term Bonds of a maturity required to be redeemed pursuant to the operation of such mandatory redemption requirements shall be reduced, at the option of and as determined by the District, by the principal amount of any Term Bonds of such maturity which, prior to the date of the mailing of notice of such mandatory redemption, (1) shall have been acquired by the District and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the District, or (3) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory redemption requirement.

Notice of any redemption will be given by the Registrar at least thirty (30) days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register,

Defeasance

The Bond Order provides that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all

interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) of the Bonds or other obligations of the District payable from revenues or from ad valorem taxes or both or with a commercial bank or trust company designated in the proceedings authorizing such discharge, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) non-callable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book-entry form and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Order.

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

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

Amendments to Bond Order

The Bond Order contains provisions that the District may, without consent of or notice to any Registered Owner of the Bonds, amend, change or modify the Bond Order as may be required (a) by the provisions thereof, (b) for the purpose of curing any ambiguity, inconsistency, or formal defect or omission therein, or (c) in connection with any other change which is not to the prejudice of the Registered Owners of the Bonds. Except for such amendments, changes, or modifications, the District shall not amend, change, or modify the Bond Order in any manner without the consent of the Registered Owners of the Bonds as described in the Bond Order. In addition, a state, consistent with federal law, may in the exercise of its police power make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of a political subdivision as are reasonable and necessary for attainment of an important public purpose.

Replacement of Paying Agent/Registrar

Provision is made in the Bond Order for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. In order to act as registrar for the Bonds, any paying agent/registrar selected by the District shall be a national or state banking corporation organized under the laws of the United States of America or of any State, authorized under such laws to exercise trust powers, and subject to supervision or examination by federal or state authority.

Issuance of Additional Debt

The District has reserved in the Bond Order the right to issue additional bonds necessary to provide improvements and facilities consistent with the purposes for which the District and the Defined Area was created and for refunding purposes. The Bonds are the second series of bonds issued out of an aggregate of \$41,000,000 principal amount of Defined Area unlimited tax bonds authorized to be issued by the District for the purpose of acquiring or constructing the Defined Area Utility System and for the refunding of such bonds. Following the issuance of the Bonds, the District will have the right to issue the \$32,565,000 principal amount of Defined Area unlimited tax bonds that remain authorized but unissued for the Defined Area Utility System, all of which may also be used for refunding purposes. The District may also issue the \$17,930,051 principal amount of unlimited tax bonds that remain authorized but unissued for the purpose of acquiring and constructing the District Utility System. The Bond Order imposes no limitation on the amount of additional parity bonds which may be issued by the District.

Voters of the District have also authorized the District's issuance of \$17,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Defined Area Road System, and for the refunding of such bonds. To date, the District has issued two series of bonds from such voted authorizations, and \$11,280,000 principal amount of such bonds remains authorized but unissued, all of which may also be used for refunding purposes. See "THE DEFINED AREA."

Issuance of the remaining \$32,565,000 principal amount for the Defined Area Utility System as well as the remaining \$17,930,051 principal amount for the District Utility System shall be subject to prior approval by the TCEQ. The District's issuance of the remaining \$11,280,000 principal amount of unlimited tax bonds for acquiring or constructing the Defined Area Road System is not subject to approval by the TCEQ, however.

The District anticipates issuing more bonds for such purposes as future development in the District and the Defined Area necessitates. Developing environmental regulations and conversion to surface water could also result in the need to finance additional improvements. In the opinion of the Engineer, the amounts of remaining authorized but unissued bonds noted above will be sufficient to complete development of the District, including the Defined Area within.

After the issuance of the Bonds, the District will owe the Developers approximately \$4,838,000 for funds advanced for the construction of the Defined Area Utility System. The District does not owe the Developers for any outstanding reimbursements for the Defined Area Road System. In addition, the District currently owes the Developers approximately \$5,322,000 for funds advanced for the construction of the District Utility System.

In addition to the foregoing, the District is authorized by law to issue bonds payable from an ad valorem tax to pay for the development and maintenance of recreational facilities if (i) the District duly adopts a plan for the facilities; (ii) the bonds are authorized at an election; (iii) the bonds payable from any source do not exceed 1% of the value of the taxable property in the District at the time of issuance of the bonds, or an amount greater than the estimated cost of the plan, whichever amount is smaller; (iv) the District obtains any necessary governmental consents, including that of the TCEQ, allowing the issuance of such bonds; and (v) the bonds are approved by the Attorney General of Texas. The District may issue bonds for such purposes payable solely from the net operating revenues without an election. The issuance of such bonds is subject to rules and regulations to be adopted by the TCEQ. In 2006, the District issued \$1,775,000 principal amount of bonds to finance parks and recreation facilities, and all such principal amount has been retired. The District has no additional authorized bonds for parks and recreation facilities.

The District is also authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purposes. Before the District could issue such bonds, the following actions would be required: (1) authorization of a detailed master plan and bonds for such purpose by the qualified voters in the District; (2) approval of the master plan and bonds by the TCEQ; and (3) approval of bonds by the Attorney General of Texas. If additional debt obligations are issued in the future by the District, such issuance may increase gross debt/property ratios and might adversely affect the investment security of the Bonds. At this time, the District has no plans to engage in firefighting activities.

The District has the right to issue such additional tax bonds, revenue bonds, or combination tax and revenue bonds as may be hereafter approved by the voters of the District. The District also has the right to issue

revenue notes, bond anticipation notes, and tax anticipation notes without the necessity of voter approval. In addition, the District has the right to enter into contracts and to pledge its taxing power to secure any payments the District is required to make under such a contract, provided the provisions of the contract are approved by the voters of the District. The District further has the right to issue refunding bonds, in addition to the refunding bonds described above, without additional voter approval. The Bond Order places no limitation on the amount of additional bonds which may be issued by the District.

Annexation and Consolidation

The District lies within the extraterritorial jurisdiction of the City of Houston, Texas (the "City"). Generally, under Texas law, the District may be annexed in whole, but not in part, by the City without the District's consent, in which case the City must assume the assets, functions and obligations of the District, including the Bonds. However, the City may not annex the District unless (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed and (ii) if the registered voters in the area to be annexed do not own more than 50 percent of the land in the area, a petition has been signed by more than 50 percent of the landowners consenting to the annexation. Notwithstanding the preceding sentence, the described election and petition process does not apply during the term of a strategic partnership agreement between the City and the District specifying the procedures for full purpose annexation of all or a portion of the District. No representation is made concerning the likelihood of annexation or the ability of the City to make debt service payments should annexation occur.

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets (such as cash and the utility system), and liabilities (such as the Bonds), with the assets and liabilities of districts with which it is consolidating. Although no consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

Strategic Partnership Agreements

Under Texas law, the District is authorized to enter into a strategic partnership agreement with the City to set forth the services that would be provided and funded by the parties and under which the District would continue to exist for an extended period if the land within the District, or any portion thereof, were to be annexed for full or limited purposes by the City. The terms of any such agreement would be determined by the City and the District, and could provide for limitations on the timing of annexation of the District by the City, the continuation of the District as a limited district following general purpose annexation by the City, the conversion of a limited purpose annexation to a general purpose annexation, or the payment of a fee in lieu of annexation to be derived from residential property within the District based on the costs of providing municipal services to the District. Although the City has negotiated and entered into such an agreement with one or more other districts in its extraterritorial jurisdictions, none is currently contemplated with respect to the District, although no representation can be made regarding the future likelihood of an agreement or the terms thereof.

Registered Owners' Remedies

The Bond Order provides that in the event the District defaults in the payment of the principal of or interest on any of the Bonds when due, any Registered Owner shall be entitled to seek a writ of mandamus from a court of competent jurisdiction compelling and requiring the District to make such payments or to levy adequate taxes to make such payments or to observe and perform other covenants, obligations or conditions in the Bond Order. Such right is in addition to other rights the Registered Owners may be provided by the laws of the State of Texas.

The Bond Order provides no additional remedies to a Registered Owner. The Bond Order does not provide for the appointment of a trustee to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Even if the Registered Owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on the property within the District or sell property of the District in order to pay the principal of or interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may be further limited by laws relating to bankruptcy,

reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. For example, a Chapter 9 municipal bankruptcy proceeding by the District could delay or eliminate payment of principal or interest to the Registered Owners. See “Bankruptcy Limitation to Registered Owners’ Rights” below. Certain traditional legal remedies also may not be available.

Bankruptcy Limitation to Registered Owners’ Rights

The enforceability of the rights and remedies of the Registered Owners may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Subject to the requirements of Texas law, the District may voluntarily proceed under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. § 901–946, if the District: (1) is generally authorized to file for federal bankruptcy protection by State law; (2) is insolvent or unable to meet its debts as they mature; (3) desires to effect a plan to adjust such debts; and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Under Texas law, a municipal utility district such as the District must obtain the approval of the TCEQ prior to filing for bankruptcy. The TCEQ must investigate the financial condition of the District and will authorize the District to proceed only if the TCEQ determines that the District has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

If the District decides in the future to proceed voluntarily under the Federal Bankruptcy Code, the District would develop and file a plan for the adjustment of its debts and the Bankruptcy Court would confirm the District’s plan if: (1) the plan complies with the applicable provisions of the Federal Bankruptcy Code; (2) all payments to be made in connection with the plan are fully disclosed and reasonable; (3) the District is not prohibited by law from taking any action necessary to carry out the plan; (4) administrative expenses are paid in full; and (5) the plan is in the best interests of creditors and is feasible. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect a Registered Owner by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of such Registered Owner’s claim against the District. The District may not be placed into bankruptcy involuntarily.

Legal Investment and Eligibility to Secure Public Funds in Texas

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

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

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

The Public Funds Collateral Act (Chapter 2257, Texas Government Code) also provides that bonds of the District (including the Bonds) are eligible as collateral for public funds. No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations, or investment criteria which apply to or which might be utilized by any of such persons or entities to limit the acceptability or suitability of the Bonds for any of the foregoing purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the suitability or acceptability of the Bonds for investment or collateral purposes.

Use and Distribution of Bond Proceeds

Proceeds from sale of the Bonds will be used by the District to pay for the construction and non-construction costs set out below.

	<u>District Share</u>
<u>Construction Costs</u>	
A. District Items	
1. Hampton Creek, Section 7 – W, WW & D	\$ 297,380
2. Hampton Creek, Section 8 – W, WW & D	896,279
3. Storm Water Quality – Items 1 and 2	71,125
4. Engineering – Items 1 and 2	<u>274,098</u>
Total District Items	<u>\$ 1,538,882</u>
Total Construction Costs	\$ 1,538,882
 <u>Non-Construction Costs</u>	
A. Legal Fees (2.50%)	\$ 48,625
B. Fiscal Agent Fees (2.00%)	38,900
C. Developer Interest	143,655
D. Bond Discount	55,901
E. Bond Issuance Expenses	59,780
F. Bond Application Report Costs	50,000
G. Attorney General Fee (0.10%)	1,945
H. TCEQ Bond Issuance Fee (0.25%)	4,863
J. Contingency (a)	<u>2,449</u>
Total Non-Construction Costs	\$ 406,118
 TOTAL BOND ISSUE REQUIREMENT	 \$ 1,945,000

(a) The difference between estimated and actual amount of discount on the Bonds.

In the instance that approved estimated amounts exceed actual costs, the difference comprises a surplus which may be expended for uses approved by the TCEQ. In the instance that actual costs exceed previously approved estimated amounts and contingencies, additional TCEQ approval and the issuance of additional bonds may be required. The Engineer has advised the District that proceeds of the sale of the Bonds should be sufficient to pay the costs of the above-described facilities. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

THE DISTRICT

General

The District is a municipal utility district which was created as “Norchester Municipal Utility District” by the Texas Legislature pursuant to Article 16, Section 59 of the Constitution of Texas and by Chapter 344, Acts of the 60th Legislature of Texas (HB No. 536) effective June 18, 1967. The District subsequently changed its name to “Northampton Municipal Utility District.” The creation of the District was confirmed at an election held within the District on December 9, 1967. The rights, powers, privileges, authority, and functions of the District are established by the general laws of the State of Texas pertaining to utility districts, including particularly Chapters 49 and 54, Texas Water Code, Vernon’s Texas Codes Annotated, as amended. The District is subject to the continuing supervision of the TCEQ.

The District is empowered to purchase, construct, operate, and maintain all works, improvements, facilities, and plants necessary for the supply of water; the collection, transportation, and treatment of wastewater; and the control and diversion of stormwater. The District also contracts for solid waste disposal and collection services and operates and maintains recreational facilities.

The District is empowered, if approved by the electorate, and the TCEQ and other governmental entities having jurisdiction, to establish, operate, and maintain a fire department, either independently or jointly with certain other districts.

Description

As originally created, the District contained approximately 773 acres. Due to subsequent annexations, the District presently contains approximately 1,628 acres. Effective August 20, 2012, Houston Gosling Woodlands, L.P. (the “Houston Gosling”) and the District entered into a “Financing Agreement” pursuant to which Houston Gosling agreed to submit a proposed defined area plan for consideration by the Board of Directors of the District relating to an area within the District encompassing 439.686 acres. On August 20, 2012, the Board of Directors took action to proceed with the creation of the Defined Area within the boundaries of the District. The Defined Area creation was confirmed at an election within the Defined Area on November 6, 2012. The Defined Area is being developed as single-family residential and multi-family developments. See “THE DEFINED AREA.”

Under Texas law, an owner of land outside the boundaries of the District may petition to be annexed into the District, provided the annexation is found to be feasible and in the best interests of the District, and subject to review and approval by the City and the United States Justice Department, however, no legal mechanism exists to annex land solely into the Defined Area. No representations can be made whether the District will annex additional tracts of land into its boundaries and, if it does, whether such annexed land will be successfully developed such that the additional bonded indebtedness of the District required to provide utility services to the land will be offset by the additional tax base produced by the development of taxable improvements.

The District is located in northwest Harris County approximately 30 miles north of the central business district of the City and 5 miles west of the City of Spring, Texas. The District lies entirely within the extraterritorial jurisdiction of the City and is located within the Klein Independent School District. The District is located approximately 4 miles west of Interstate Highway 45 and is bounded on the east by Spring Creek, on the south by Root Road, and is approximately 1 mile east of Kuykendahl Road.

Topography and Flood Hazards

Elevations within the District vary from approximately 89 to 151 feet mean sea level. A majority of the land drains north from Root Road to Willow Creek, which ultimately drains to Spring Creek. Approximately 516 acres of the District lie within the 100-year floodplain or floodway of Willow Creek and Spring Creek, a substantial portion of which has been developed as a golf course. Courts at Auburn Lakes has a very small part of approximately 23 lots that back up to the golf course which are currently in the floodplain. In Northampton, Section 4 approximately 37 lots include a portion of the drainage ditch and therefore are partially located in the 100-year floodplain. No action is currently being taken by the District to remove the land currently in the official floodplain. See “THE SYSTEM – 100-Year Flood Plain.”

Management of the District

The District is governed by a board of five directors which has control and management supervision over all affairs of the District. All of the present members of the Board reside within the District. Directors are elected in even-numbered years for four-year staggered terms. The present members and officers of the Board are listed below:

<u>Name</u>	<u>Title</u>	<u>Term Expires May</u>
E.C. Thomas	President	2022
W. Paul Schneider	First Vice President	2022
Ryan Bennett	Second Vice President	2020
Scott Kirkpatrick	Secretary	2020
Roger A. Flood III	Treasurer/Investment Officer	2020

The District employs Jim Sheffield as general manager and has several full-time and part-time employees. The District has established a SIMPLE Individual Retirement Account plan for its employees. See Note 11 to the District's financial statements attached hereto as "APPENDIX A."

The District has also contracted for certain necessary services as follow:

Tax Assessor/Collector: The District's Tax Assessor/Collector is Tax Tech, Inc. Such firm acts as tax assessor for more than 100 utility districts.

Bookkeeper: The District's bookkeeper is L&S District Services, LLC ("L&S"). L&S acts as bookkeeper for more than 80 utility districts.

Utility System Operator: The District's operator is Hays Utility South Corporation (the "Operator"). Such firm acts as operator for approximately 80 utility systems.

Auditor: The District has contracted McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, as their independent auditor to audit its financial records for the fiscal year ended December 31, 2018, which have been included as "APPENDIX A."

Engineer: The consulting engineer retained by the District in connection with the design and construction of the District's facilities is Jones & Carter, Inc. (the "Engineer").

Bond Counsel: The District has engaged Bacon & Wallace, L.L.P., Houston, Texas, as Bond Counsel in connection with the issuance of the Bonds. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent on the sale and delivery of the Bonds. Bacon & Wallace, L.L.P. also acts as general counsel for the District.

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

Financial Advisor: Robert W. Baird & Co. Incorporated serves as the District's financial advisor (the "Financial Advisor"). The fee for services rendered in connection with the issuance of the Bonds is based on the percentage of the Bonds actually issued, sold, and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds. The Financial Advisor is employed by the District and has participated in the preparation of the Official Statement, however, the Financial Advisor is not obligated to undertake, and has not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information in this Official Statement that has been supplied or provided by third parties. See "OFFICIAL STATEMENT - Experts."

THE DEFINED AREA

Pursuant to the provisions of Subchapter J of Chapter 54 of the Texas Water Code, as amended, the District is authorized to define areas or designate certain property of the District to pay for improvements, facilities, or services that primarily benefit that area. On August 20, 2012, the District took action to proceed with the

creation of a defined area encompassing approximately 439.69 acres (the “Defined Area”), and such creation was confirmed at an election within the Defined Area on November 6, 2012.

At an election within the District on November 6, 2012, the voters also authorized the District’s issuance of \$41,000,000 principal amount of bonds to finance the Defined Area Utility System including the refunding of such bonds as well as \$17,000,000 principal amount of bonds to finance the Defined Area Road System including the refunding of such bonds. Bonds issued for the Defined Area are payable solely from the proceeds of taxes levied within the boundaries of the Defined Area and not on any other part of the District.

The voters also approved the levy of a maintenance tax, in an amount not to exceed \$0.64 per \$100 of assessed valuation, upon all taxable property located in the Defined Area. For tax years 2013–2016, the District levied such maintenance tax in the amount of \$0.64 per \$100 of assessed valuation. For tax years 2017–2019, the District did not levy this maintenance tax upon property in the Defined Area, and it is not anticipated that said maintenance tax on the Defined Area will be levied in subsequent years. All such taxes levied by the District upon the Defined Area are in addition to the taxes levied by the District upon all taxable property within the District, including the Defined Area. See “TAX DATA – Estimated Overlapping Taxes.”

STATUS OF DEVELOPMENT

The Defined Area

DR Horton (defined herein) is the sole developer and homebuilder of single-family residential properties in the Defined Area. To date, approximately 356.34 acres within the Defined Area have been developed as the single-family residential subdivision of Hampton Creek, Sections 1-9 (503 lots). As of October 1, 2019, the Defined Area included approximately 465 completed homes (approximately 443 occupied, 20 unoccupied, and 2 model homes); approximately 10 homes under construction; and approximately 30 developed lots available for new home construction. The single-family homes being constructed within the Defined Area range in size from approximately 1,500 to 4,000 square feet and in price from approximately \$200,000 to \$400,000

Development within the Defined Area also includes Waterford Springs, a 308-unit apartment complex developed by SC Waterford Springs LLC on approximately 21.52 acres. Waterford Springs is currently open and actively leasing units. In addition, SC Waterford Springs II, LLC has developed approximately 18.59 acres with utilities to serve a second apartment complex (approximately 300 units); however, a start date for construction of such apartment complex has not been determined.

DR Horton, SC Waterford Springs LLC and SC Waterford Springs II, LLC are collectively referred to as the “Defined Area Developers.” The remainder of land within the Defined Area is comprised of approximately 25.58 undeveloped but developable acres and approximately 17.66 undevelopable acres.

The District

To date, approximately 1,178.96 acres (2,405 single-family lots) have been developed as single-family residential subdivisions within the District, including the Defined Area. In addition to Hampton Creek, Sections 1-9 (503 lots) within the Defined Area, the following single-family residential subdivisions have been developed within the District: Northampton, Sections 1–5 and 8 (1,073 lots); The Oaks of Northampton (27 lots); Northampton Forest, Sections 1–3 (205 lots); Northampton Estates, Phases I–III (250 lots); Woods of Northampton, Sections 1 and 2 (39 lots); Terrace of Northampton Estates (13 lots); Courts at Auburn Lakes (53 lots); Inway Forest of Northampton (12 lots); Inway Oaks Estates, Sections 1 and 2 (51 lots); Stratton Woods (40 lots); and Dovershire Place, Sections 1 and 2 (139 lots). As of October 1, 2019, the District included approximately 2,140 completed homes (2,118 occupied and 22 unoccupied); approximately 97 homes under construction; and approximately 32 developed but vacant lots available for new home construction. The single-family homes being constructed within the District range in size from approximately 1,650 to 2,036 square feet and in price from approximately \$231,000 to \$261,000.

In addition to the Waterford Springs apartment complex developed within the Defined Area, the District also includes Alexan Auburn Lakes, a 346-unit apartment complex on 14.36 acres.

The District includes approximately 202.47 acres of commercial development. Commercial development includes office buildings, a Conoco gas station, Dave’s express gas station, a Shell gas station, retail strip centers, a private tennis club, Spring Volunteer Fire Department Station No. 2, recreational facilities, Willow Creek Golf Club (a portion of which lies within the 100-year flood plain), and developed park land. The District also includes two school sites on approximately 27.08 acres. The remaining land within the District,

including the Defined Area, is comprised of approximately 74.08 undevelopable acres, and approximately 25.58 undeveloped but developable acres.

DEVELOPERS

D.R. Horton-Texas, Ltd. ("DR Horton") is the most active developer of single-family residential properties in the District and the sole developer and homebuilder of single-family properties in the Defined Area. DR Horton is a subsidiary of and controlled by D.R. Horton, Inc. D.R. Horton, Inc. is a publicly traded corporation whose stock is listed on the New York Stock Exchange and is the largest homebuilder in the country. To date, DR Horton has developed approximately 356.34 acres within the Defined Area as approximately 503 single-family lots in the residential subdivision of Hampton Creek, Sections 1-9 (see "STATUS OF DEVELOPMENT - The Defined Area" and "- The District").

MRE, LLC ("MRE") has developed approximately 23.91 acres as 51 single-family lots in the residential subdivision of Inway Oaks Estates, Sections 1 and 2. Infinity Classic Homes ("Infinity") has purchased half of those lots and plans to purchase the remaining lots for home construction. Infinity is a Houston-area homebuilder that has built over 500 homes in a dozen subdivisions since beginning its operations in 2008. MRE and Infinity are under the common ownership of Mike Wilkinson and John Castro.

Partners In Building, L.P., ("PIB") a Texas limited partnership, has developed approximately 40 single-family lots on 20.34 acres, known as the residential subdivision of Stratton Woods.

BLD Gosling, LLC ("BLD") has developed approximately 139 single-family lots that have been platted as the subdivision of Dovershire Place, Sections 1 and 2, on approximately 32.85 acres. DR Horton purchased such acreage in May 2019.

SC Waterford Springs II, LLC has developed approximately 18.59 acres within the Defined Area of the District on which a second apartment complex (approximately 300 units) is planned. According to SC Waterford Springs II, LLC, a start date for construction of the second apartment complex has not been determined.

Shops on Gosling, LLC ("Shops") has acquired 4.93 acres along Gosling Road, and the tract has been recently annexed into the boundaries of the District. Shops plans to construct commercial retail development on this site.

Landmark Companies ("Landmark") has acquired a total of 30.72 acres west of Gosling Road, north of Dovershire Road, and south of West Rayford Road. The tract is in the process of being annexed into the boundaries of the District and is planned to be developed as 408 units of apartments.

Cypressbrook Development has acquired 16.41 acres and has initiated petitions to annex the land into the District. Approximately 15.48 acres of such tract is being developed by Cypresswood Gosling, LP as a class A apartment complex consisting of 366 units. The remaining 0.93 acres is being developed by Cypresswood Gosling Retail LP for commercial purposes. The annexation is expected to be complete by the end of 2019.

DR Horton, MRE, PIB, SC Waterford Springs II, LLC and BLD are referred to herein collectively as the "Developers."

Other Landowners

SC Waterford Springs LLC has developed approximately 21.52 acres within the Defined Area of the District as a multi-family residential property known as Waterford Springs (308 units), which is currently open and actively leasing.

Maple Multi-Family Operations, L.L.C. ("Maple") has completed development of Alexan Auburn Lakes, a 346-unit apartment complex located on 14.37 acres, which is currently open and actively leasing. Maple is owned and controlled by Trammel Crow Residential. Trammel Crow Residential is a Dallas-based multifamily real estate company.

Gosling Village, LLC, an entity controlled by Bryan Frenchak, owns approximately 25.58 acres within the Defined Area but has not reported any development plans to the District.

Hampton on the Lakes, LLC, an entity controlled by Bryan Frenchak, owns approximately 16.00 acres in the District. Currently, the District is not aware of any plans to develop such acreage.

PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(October 2019)



PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(October 2019)



TAX DATA

Defined Area Debt Service Taxes

All taxable property within the Defined Area is subject to the assessment, levy and collection by the District of an annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds, the Defined Area Outstanding Bonds issued for the Defined Area Utility System, and any additional tax-supported bonds that the District may issue for the Defined Area Utility System. The Board covenants in the Bond Order to assess and levy, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds when due. In addition, the Board is authorized to levy an separate annual ad valorem tax, without legal limitation as to rate and amount, on all taxable property within the Defined Area in sufficient amount to pay the principal of and interest on the Defined Area Outstanding Bonds issued for the Defined Area Road System and any additional bonds that the District may hereafter issue for the Defined Area Road System.

The rate of such taxes will be determined from year to year as a function of the Defined Area's tax base, its debt service requirements, and available funds. In 2019, the District levied a tax of \$0.39 for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Utility System as well as a tax in the amount of \$0.25 for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Road System. These taxes for payment of debt service are levied only upon taxable property within the Defined Area. See "Tax Rate Distribution" below.

Defined Area Maintenance Tax

The Board is authorized to levy a maintenance tax within the Defined Area not to exceed \$0.64 per \$100 of taxable assessed valuation. For tax years 2013–2016, the District levied a maintenance tax upon all taxable property within the Defined Area. All such taxes have been deposited into the Defined Area Tax Fund and will be allocated and transferred to the Defined Area Utility System Debt Service Fund and the Defined Area Road System Debt Service Fund respectively. For tax years 2017-2019, the District did not levy such maintenance tax upon property in the Defined Area, and it is not anticipated that said maintenance tax on the Defined Area will be levied in subsequent years. See "Tax Rate Distribution" below.

District Debt Service Tax

All taxable property within the District is subject to the assessment, levy, and collection by the District of an annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the District Outstanding Bonds, and any future tax-supported bonds that the District may hereafter issue for the District Utility System. The District Outstanding Bonds have been issued to provide water, sewer, drainage, and park facilities to serve land within the District. The actual rate of such tax will be determined from year to year as a function of the District's tax base, its debt service requirements, and available funds. In 2019, the District levied a tax in the amount of \$0.31 per \$100 of assessed valuation for payment of debt service on the District Outstanding Bonds. This debt service rate is levied against all taxable property located within the District. See "Tax Rate Distribution" below.

District Maintenance Tax

The Board also has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District's improvements, if such maintenance tax is authorized by a vote of the District's electorate. The District voters have authorized the levy of such a maintenance tax in an amount not to exceed \$0.25 per \$100 of assessed valuation. Such tax is in addition to the other taxes that the District is authorized to levy as described above. In 2019, the District levied a maintenance tax in the amount of \$0.25 per \$100 of assessed valuation. This maintenance tax is levied against all taxable property in the District. See "Tax Rate Distribution" below.

Defined Area Tax Collection History

The following statement of tax collections sets forth in condensed form the historical assessed valuation and tax collections of the Defined Area. Such summary has been prepared for inclusion herein based upon information obtained from District records.

Tax Year	Assessed Valuation	Tax Rate (a)	Adjusted Levy	Collections Current Year	Current Year Ended 9/30	Collections 09/30/19
2014	\$10,765,269	\$0.6400	\$68,898	100.00%	2015	100.00%
2015	55,593,937	0.6400	355,801	99.99%	2016	99.99%
2016	84,972,908	0.6400	543,827	99.59%	2017	100.00%
2017	97,762,202	0.6400	625,678	99.43%	2018	99.99%
2018	104,604,380	0.6400	669,468	99.61%	2019	99.61%
2019	128,780,986 (c)	0.6400	824,198	(b)	2020	(b)

(a) Represents the District's tax rate levied upon all taxable property located within the boundaries of the Defined Area. See "Tax Rate Distribution" below.

(b) In process of collections.

(c) This amount includes \$12,000,382 of uncertified value, which represents 80% of the total uncertified value provided by the Harris County Appraisal District, which is the estimated minimum amount of uncertified value that will ultimately be certified. See "TAX DATA" and "TAXING PROCEDURES."

Tax Rate Distribution

	2019	2018	2017	2016	2015	2014
Defined Area Utility System Debt Service(a)	\$0.390	\$0.345	\$0.340	\$0.420	\$0.000	\$0.000
Defined Area Road System Debt Service(b)	0.250	0.295	0.300	0.175	0.000	0.000
Defined Area Maintenance & Operation	0.000	0.000	0.000	0.045	0.640	0.640
District Maintenance & Operation	0.250	0.250	0.250	0.250	0.250	0.250
District Debt Service(c)	<u>0.310</u>	<u>0.330</u>	<u>0.330</u>	<u>0.330</u>	<u>0.360</u>	<u>0.360</u>
Total	\$1.200	\$1.220	\$1.220	\$1.220	\$1.250	\$1.250

(a) Such tax is levied by the District upon all taxable property located within the Defined Area for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Utility System, the Bonds, and any additional bonds that the District may hereafter issue for the Defined Area Utility System.

(b) Such tax is levied by the District upon all taxable property located within the Defined Area for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Road System and any additional bonds that the District may hereafter issue for the Defined Area Road System.

(c) Such tax is levied by the District upon all taxable property located within the District, including the Defined Area, for payment of debt service on the District Outstanding Bonds and any additional bonds that the District may hereafter issue for the District Utility System.

Analysis of Tax Base

The following table illustrates the types of property that make up the total taxable assessed value of the Defined Area for each of tax years 2015–2019.

Type of Property	2019 Assessed Value (a)	2018 Assessed Value	2017 Assessed Value	2016 Assessed Value	2015 Assessed Value
Land	\$28,126,043	\$31,764,697	\$29,107,238	\$27,284,352	\$23,539,258
Improvements	90,040,412	73,585,025	69,271,375	57,514,556	31,808,937
Personal Property	201,849	422,817	300,242	580,768	300,605
Exemptions	<u>(1,587,700)</u>	<u>(1,168,159)</u>	<u>(916,653)</u>	<u>(406,768)</u>	<u>(54,863)</u>
Total	\$116,780,604	\$104,604,380	\$97,762,202	\$84,972,908	\$55,593,937

(a) This amount excludes \$12,000,382 of uncertified value, which represents 80% of the total uncertified value provided by the Harris County Appraisal District, which is the estimated minimum amount of uncertified value that will ultimately be certified. See "TAX DATA" and "TAXING PROCEDURES."

Defined Area Principal Taxpayers

The following represents the Defined Area’s principal taxpayers, type of property, and their taxable assessed values as of January 1, 2019:

<u>Taxpayer</u>	<u>Types of Property</u>	<u>Taxable Value 2019 Tax Roll</u>	<u>Percent of Defined Area</u>
SC Waterford Springs LLC (a)	Land & Improvements	\$28,149,860	21.86%
SC Waterford Springs II LLC (b)	Land & Improvements	2,195,381	1.70%
Hampton Creek Community Association Inc.	Land & Improvements	1,134,010	0.88%
Gosling Village LLC (c)	Land & Improvements	668,872	0.52%
Homeowner	Land & Improvements	519,264	0.40%
Homeowner	Land & Improvements	476,450	0.37%
Homeowner	Land & Improvements	340,986	0.26%
Homeowner	Land & Improvements	326,029	0.25%
Homeowner	Land & Improvements	319,399	0.25%
Homeowner	Land & Improvements	<u>317,619</u>	<u>0.25%</u>
		\$34,447,870	26.75%

(a) Entity that is a developer of lands in the Defined Area and landowner within the District. See “STATUS OF DEVELOPMENT – The Defined Area” and “DEVELOPERS – Other Landowners.”

(b) Entity that is a developer of lands in the District. See “DEVELOPERS.”

(c) Entity that is a landowner within the District. See “DEVELOPERS – Other Landowners.”

Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of assessed valuation that would be required to meet debt service requirements on the Defined Area Outstanding Bonds and the Bonds if no growth in the Defined Area occurs beyond the taxable assessed valuation as of January 1, 2019, or the estimate of value of the Defined Area as of February 1, 2019. The following further assumes collection of 95% of taxes levied and the sale of no additional bonds:

Average Annual Debt Service Requirement (2020–2044)	\$769,291
Debt Service Tax Rate of \$0.63 on the 2019 Taxable Assessed Valuation of the Defined Area	\$770,754
Debt Service Tax Rate of \$0.59 on the Estimate of Value as of February 1, 2019	\$774,404
Maximum Annual Debt Service Requirement (2039).....	\$880,519
Debt Service Tax Rate of \$0.72 on the 2019 Taxable Assessed Valuation of the Defined Area	\$880,862
Debt Service Tax Rate of \$0.68 on the Estimate of Value as of February 1, 2019	\$892,534

Estimated Overlapping Taxes

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

Set forth below is a compilation of all 2019 taxes levied by such jurisdictions per \$100 of assessed valuation. Such levies do not include local assessments for community associations, fire department contributions, charges for solid waste disposal, or any other dues or charges made by entities other than political subdivisions.

Taxing Jurisdiction	2019 Tax Rate
Harris County	\$0.407130
Harris County Department of Education	0.005000
Harris County Flood Control District	0.027920
Harris County Hospital District	0.165910
Port of Houston Authority	0.010740
Harris County Emergency Services District No. 7	0.099390
Harris County Emergency Services District No. 11	0.034707
Klein Independent School District	1.430000
Lone Star College System	0.107800
The District	0.560000
The Defined Area	<u>0.640000</u>
Total Tax Rate for District for the Defined Area	\$3.488597

THE SYSTEM

Proceeds of the District Outstanding Bonds were used to finance all District central water plant and wastewater treatment plant capacities to serve all land within the District, including the Defined Area, in addition to water, sanitary sewer and drainage lines to serve approximately 829 acres of single-family residential development, approximately 42 acres of developed park land, approximately 24 acres of commercial development, and approximately 124 acres consisting of a golf course and club house, an elementary school, and the District's facilities. The District's water supply and wastewater facilities, including distribution and collection systems, are fully integrated and all customers are "in-district" customers.

-Water Facilities-

Proceeds of the District Outstanding Bonds were used to finance construction of the District's existing water supply system which consists of 2 water plants including 3 water wells, 4 ground storage tanks and 5 hydropneumatic tanks and booster pump facilities. The District is currently constructing a third water plant, scheduled to be completed by the third quarter of 2020, which will include one water-well and one elevated storage tank. Upon completion of the third water plant, the District's water systems will be sufficient to provide water supply to 3,775 equivalent single-family connections ("esfc"). Currently, the District serves 2,140 esfc, including the Defined Area. The ultimate development of land within the District is projected to include 4,209 esfc.

-Water Contracts with Other Districts-

On April 13, 2013, the District entered an Emergency Water Supply Agreement with Harris County Municipal Utility District No. 1 whereby both districts agree to supply each other with water on an emergency basis, with appropriate provisions being made for the payment of water used and the operation and maintenance of the interconnect line.

On February 17, 1992, the District entered an Emergency Water Supply Agreement with Oakmont Public Utility District whereby, both districts agreed to supply each other with water on an emergency basis for a term of twenty years, with appropriate provisions being made for the payment of water used and the operation and maintenance of the interconnect line.

On September 24, 1985, the District entered an Emergency Water Supply Agreement with Encanto Real Utility District whereby both districts agree to supply each other with water on an emergency basis for a term of thirty-five years, with appropriate provisions being made for the payment of water used and the operation and maintenance of the interconnect line.

-Wastewater Treatment-

Proceeds from the District Outstanding Bonds were used to finance construction of the District's existing wastewater treatment system which consists of a 1,400,000 gallon per day ("gpd") treatment plant (the "Plant"). Ownership of this 1,400,000 gpd plant is allocated by written agreements among the District and Oakmont Public Utility District ("Oakmont PUD"). Pursuant to such agreements, the District is allocated

1,040,000 gpd and Oakmont PUD is allocated 360,000 gpd. The District currently has sufficient capacity to serve approximately 4,160 esfc. Currently the District serves 2,140 esfc, including the Defined Area. The ultimate development of land within the District is projected to include 4,209 esfc.

-Drainage Facilities-

Storm sewer lines ranging from 24" to 84" run throughout the entire District. All of the outfalls drain into Harris County Flood Control ditches that extend from the western border, around the northern border, and down along the eastern border of the District and ultimately outfalls into Willow Creek or Spring Creek.

100-Year Flood Plain

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

According to the Engineer, approximately 516 acres of the District lie within the 100-year floodplain or floodway of Willow Creek and Spring Creek, a substantial portion of which has been developed as a golf course. Courts at Auburn Lakes has a very small part of approximately 23 lots that back up to the golf course which are currently in the floodplain. In Northampton, Section 4 approximately 37 lots include a portion of the drainage ditch and therefore are partially located in the 100-year floodplain. No action is currently being taken by the District to remove the land currently in the official floodplain.

Subsidence and Conversion to Surface Water Supply

The District is within the boundaries of the Harris-Galveston Subsidence District (the "Subsidence District") which regulates groundwater withdrawal. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in certain areas within the Subsidence District's jurisdiction, including the area within the District. In 1999, the Texas legislature created the North Harris County Regional Water Authority (the "Authority") to, among other things, reduce groundwater usage in, and to provide surface water to, the northern portion of Harris County. The District is located within the boundaries of the Authority. The Authority has entered into a Water Supply Contract with the City of Houston, Texas ("Houston") to obtain treated water from Houston. The Authority has developed a groundwater reduction plan ("GRP") and obtained Subsidence District approval of its GRP. The Authority's GRP sets forth the Authority's plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The District's groundwater well(s) are included within the Authority's GRP. The District's authority to pump groundwater is subject to an annual permit issued by the Subsidence District to the Authority, which permit includes all groundwater wells that are included in the Authority's GRP.

The Authority, among other powers, has the power to (i) issue debt supported by the revenues pledged for the payment of its obligations; (ii) establish fees (including fees to be paid by the District for groundwater pumped by the District or for surface water received by the District from the Authority), user fees, rates, and charges necessary to accomplish its purposes; and (iii) mandate water users, including the District, to convert from groundwater to surface water. The Authority currently charges the District, and other major groundwater users, a fee per 1,000 gallons based on the amount of groundwater pumped by the District and the amount of surface water, if any, received by the District from the Authority. The Authority has issued revenue bonds to fund, among other things, Authority surface water project costs. It is expected that the Authority will continue to issue a substantial amount of bonds by the year 2035 to finance the Authority's project costs, and it is expected that the fees charged by the Authority will increase substantially over such period. The Authority currently charges the District a pumpage fee of \$3.40 per 1,000 gallons of groundwater

pumped. However, effective April 1, 2019, the Authority will then charge the District a pumpage fee of \$3.85 per 1,000 gallons of groundwater pumped.

Under the Subsidence District regulations and the GRP, the Authority is required: (i) through the year 2024, to limit groundwater withdrawals to no more than 70% of the total annual water demand of the water users within the Authority's GRP; (ii) beginning in the year 2025, to limit groundwater withdrawals to no more than 40% of the total annual water demand of the water users within the Authority's GRP; and (iii) beginning in the year 2035, and continuing thereafter, to limit groundwater withdrawals to no more than 20% of the total annual water demand of the water users within the Authority's GRP. If the Authority fails to comply with the above Subsidence District regulations or its GRP, the Authority is subject to a disincentive fee penalty of \$8.75 per 1,000 gallons ("Disincentive Fees") imposed by the Subsidence District for any groundwater withdrawn in excess of 20% of the total water demand in the Authority's GRP. In the event of such Authority failure to comply, the Subsidence District may also seek to collect Disincentive Fees from the District. If the District failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely impose monetary or other penalties against the District.

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

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Historical Operations of the System

The following statement sets forth in condensed form the historical results of operation of the District Utility System. Such summary has been prepared by the Financial Advisor for inclusion herein, based upon information obtained from the District's audited financial statements for the year ended December 31, 2018. The financials obtained for year ending December 31, 2019 were obtained from the District's bookkeeper as of September 30, 2019. Reference is made to such statements for further and more complete information. See "APPENDIX A."

	For Fiscal Year Ended December 31,				
	2019 (a)	2018	2017	2016	2015
Revenues					
Property Taxes	\$1,409,573	\$1,539,156	\$1,472,206	\$1,614,958	\$1,042,385
Water Service	800,097	1,054,876	1,086,063	1,136,965	1,001,460
Wastewater Service	1,060,033	1,325,693	1,267,422	1,219,691	1,126,294
Penalty and Interest	22,472	34,449	35,902	36,917	37,948
Tap Connection & Inspection Fees	255,803	374,340	145,278	229,147	90,906
Facility Use Fees	82,125	113,897	116,464	117,357	109,162
Regional Water Authority Fees	1,068,350	1,155,839	1,068,119	1,002,237	737,987
Investment Revenues	67,205	70,004	23,637	6,510	3,173
FEMA Grant Revenues	-	140,783	-	-	-
Miscellaneous Revenues	37,636	26,423	39,407	85,754	95,683
Total Revenues	\$4,803,294	\$5,835,460	\$5,254,498	\$5,449,536	\$4,244,998
Expenditures					
Purchased Services	\$462,873	\$361,922	\$325,363	\$322,896	\$301,728
Contracted Services	459,530	627,618	542,887	571,679	528,368
Purchased Wastewater Service	437,342	430,449	432,760	401,395	300,073
Utilities	110,088	94,322	104,398	128,835	106,945
Repairs and Maintenance	379,202	357,164	369,999	380,222	213,767
Regional Water Authority Assessment	1,077,657	1,170,734	1,054,157	946,357	652,924
Parks and Recreation	870,844	1,440,790	1,366,938	1,288,636	1,104,432
Other	199,967	334,220	283,229	318,730	250,970
Capital Outlay:					
Parks and Recreation	75,850	76,915	276,277	44,545	61,614
Other Facilities	148,096	988,759	-	-	21,975
Debt Service (Bond Issuance Costs)	-	-	-	-	32,948
Total Expenditures	\$4,221,449	\$5,882,893	\$4,756,008	\$4,403,295	\$3,575,744
Excess (Deficiency) of Revenues	\$581,843	(\$47,433)	\$498,490	\$1,046,241	\$669,254
Transfers In (Out)	\$ -	\$ -	\$226,208	(\$422,238)	\$26,027
Excess of Revenues After Transfers	\$581,843	(\$47,433)	\$724,698	\$624,003	\$695,281
Fund Balance Beginning of Period	\$3,205,817	\$3,253,250	\$2,528,552	\$1,904,549	\$1,209,268
Fund Balance End of Period	\$3,787,660	\$3,205,817	\$3,253,250	\$2,528,552	\$1,904,549

(a) Unaudited; as of September 30, 2019.

DEFINED AREA DEBT

General

2019 Taxable Assessed Valuation of the Defined Area	\$ 128,780,986	(a)
Estimate of Value as of February 1, 2019 of the Defined Area.....	\$ 138,163,156	(b)
Direct Debt:		
The Defined Area Outstanding Bonds (as of October 1, 2019)	\$ 11,470,000	
The Bonds	\$ 1,945,000	
Total.....	\$ 13,415,000	
Estimated Overlapping Debt	\$ 13,894,478	(c)
Total Direct and Estimated Overlapping Debt	\$ 27,309,478	
Direct Debt Ratios:		
As a Percentage of the 2019 Taxable Assessed Valuation of the Defined Area	10.42	%
As a Percentage of the Estimate of Value as of February 1, 2019 of the Defined Area	9.71	%
Direct and Estimated Overlapping Debt Ratios:		
As a Percentage of the 2019 Taxable Assessed Valuation of the Defined Area	21.21	%
As a Percentage of the Estimate of Value as of February 1, 2019 of the Defined Area	19.77	%
Defined Area Fund Balances as of October 21, 2019		
Utility System Debt Service Fund	\$ 349,082	(d)
Utility System Capital Projects Fund.....	\$ 154,760	
Road System Debt Service Fund	\$ 440,593	(d)
Road System Capital Projects Fund.....	\$ 133,880	
2019 Tax Rate per \$100 of Assessed Valuation		
Defined Area Utility System Debt Service.....	\$0.390	
Defined Area Road System Debt Service.....	\$0.250	
District Debt Service.....	\$0.310	
District Maintenance & Operation	\$0.250	
Total.....	\$1.200	
Average Annual Debt Service Requirement (2020-2044).....	\$769,291	
Maximum Annual Debt Service Requirement (2039).....	\$880,519	
Combined Tax Rate per \$100 of Assessed Valuation Required to Pay		
Average Annual Debt Service Requirement of the Defined Area (2020-2044)		
at 95% Collections		
Based on the 2019 Taxable Assessed Valuation of the Defined Area.....	\$0.63	
Based on the Estimate of Value as of February 1, 2019 of the Defined Area	\$0.59	
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay		
Maximum Annual Debt Service Requirement of the Defined Area (2039)		
at 95% Tax Collections		
Based on the 2019 Taxable Assessed Valuation of the Defined Area.....	\$0.72	
Based on the Estimate of Value as of February 1, 2019 of the Defined Area	\$0.68	

- (a) Represents the assessed valuation of all taxable property in the Defined Area as of January 1, 2019, provided by the Harris County Appraisal District. This amount includes \$12,000,382 of uncertified value, which represents 80% of the total uncertified value provided by the Harris County Appraisal District, which is the estimated minimum amount of uncertified value that will ultimately be certified. See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Harris County Appraisal District for informational purposes only, this amount is an estimate of the taxable value of all taxable property located within the Defined Area as of February 1, 2019, and includes an estimate of additional taxable value resulting from additional taxable improvements constructed in the Defined Area from January 1, 2019, through February 1, 2019. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."
- (c) Includes Defined Area's pro rata share, based on taxable value, of the District Outstanding Bonds and the outstanding debt of the taxing jurisdictions overlapping the Defined Area. See "DEFINED AREA DEBT - Direct and Estimated Overlapping Debt Statement."
- (d) Neither Texas law nor the Bond Order requires that any particular amount be maintained in the Defined Area Utility System Debt Service Fund or the Defined Area Road System Debt Service Fund. Funds in the Defined Area Utility System Debt Service Fund may not be used for payment of debt service on the Defined Area Outstanding Bonds issued for the Defined Area Road System and funds in the Defined Area Road System Debt Service Funds may not be used for payment of debt service on the Bonds or Defined Area Outstanding Bonds issued for the Defined Area Utility System.

Debt Service Requirements

The following schedule sets forth the annual debt service requirements of the Defined Area Outstanding Bonds as well as the principal and interest requirements of the Bonds.

Calendar Year	Outstanding Debt Service	Plus: The Bonds			Total Debt Service
		Principal	Interest	Debt Service	
2020	\$712,954	\$65,000	\$40,228	\$105,228	\$818,182
2021	708,454	45,000	51,688	96,688	805,141
2022	713,654	50,000	50,338	100,338	813,991
2023	723,001	50,000	48,838	98,838	821,839
2024	716,536	55,000	47,338	102,338	818,874
2025	725,076	55,000	45,688	100,688	825,764
2026	722,451	60,000	44,588	104,588	827,039
2027	730,876	60,000	43,388	103,388	834,264
2028	738,396	60,000	42,188	102,188	840,584
2029	740,086	65,000	40,988	105,988	846,074
2030	740,836	70,000	39,525	109,525	850,361
2031	746,136	70,000	37,950	107,950	854,086
2032	750,254	75,000	36,200	111,200	861,454
2033	753,299	75,000	34,138	109,138	862,436
2034	755,268	80,000	32,075	112,075	867,343
2035	756,230	85,000	29,875	114,875	871,105
2036	751,059	85,000	27,538	112,538	863,596
2037	755,373	90,000	25,200	115,200	870,573
2038	758,828	95,000	22,500	117,500	876,328
2039	760,869	100,000	19,650	119,650	880,519
2040	757,028	105,000	16,650	121,650	878,678
2041	757,485	105,000	13,500	118,500	875,985
2042	202,069	110,000	10,350	120,350	322,419
2043	-	115,000	7,050	122,050	122,050
2044	-	120,000	3,600	123,600	123,600
Total	\$16,476,216	\$1,945,000	\$811,066	\$2,756,066	\$19,232,282

Average Annual Debt Service Requirement (2020-2044)..... \$769,291

Maximum Annual Debt Service Requirement (2039)..... \$880,519

Direct and Estimated Overlapping Debt Statement

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

Taxing Jurisdiction	Outstanding Debt September 30, 2019	Overlapping	
		Percent	Amount
Harris County	\$ 2,042,497,125	0.03%	\$ 557,732
Harris County Department of Education	6,320,000	0.03	1,725
Harris County Flood Control District	83,075,000	0.03	23,180
Harris County Hospital District	57,300,000	0.03	15,985
Port of Houston Authority	593,754,397	0.03	165,694
Klein Independent School District	1,114,535,000	0.57	6,405,481
Lone Star College System	579,645,000	0.09	498,186
The District	32,400,000	19.22	<u>6,226,496</u>
Total Estimated Overlapping Debt			\$ 13,894,478
The District.....			<u>\$ 13,415,000</u>
Total Direct & Estimated Overlapping Debt.....			\$ 27,309,478

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate and amount, on all taxable property within the Defined Area in sufficient amount to pay the principal of and interest on the Bonds, the Defined Area Outstanding Bonds issued for the Defined Area Utility System, and any additional bonds that the District may hereafter issue for the Defined Area Utility System as well as to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy such a tax from year to year as described more fully above under the caption "THE BONDS – Source of Payment." In addition, the Board is authorized to levy separate annual ad valorem taxes, without legal limitation as to rate and amount, on all taxable property within only the Defined Area in sufficient amount to pay the principal of and interest on the Defined Area Outstanding Bonds issued for the Defined Area Road System and any additional bonds that the District may hereafter issue for the Defined Area Road System as well as to pay the expenses of assessing and collecting such taxes. The Board is further authorized to levy another separate ad valorem tax without legal limitation as to rate or amount on all taxable property within the District, including the Defined Area, in sufficient amount to pay the principal of and interest on the District Outstanding Bonds and any additional bonds that the District may hereafter issue for the District Utility System as well as to pay the expenses of assessing and collecting such taxes. The proceeds from such taxes levied by the District for payment of debt service on District Outstanding Bonds are not available for payment of debt service on the Bonds or the Defined Area Outstanding Bonds.

The Board is also authorized to levy and collect annual ad valorem taxes for the operation and maintenance of the District and its facilities and for the payment of certain contractual obligations if such taxes are authorized by vote of the District's electors at an election. The District's electors have authorized the levy of such a maintenance tax in the maximum amount of \$0.25 per \$100 of assessed valuation for the entire District and an additional \$0.64 per \$100 of assessed valuation in the Defined Area. In 2019, the District levied a maintenance tax upon all taxable property located in the District in the amount of \$0.25 per \$100 of assessed valuation. In 2019, the District did not levy an additional maintenance tax on the Defined Area, and it is not

anticipated that said maintenance tax on the Defined Area will be levied in subsequent years. See “TAX DATA – Tax Rate Distribution.”

Property Tax Code and County-Wide Appraisal District

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

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real property and tangible personal property in the District is subject to taxation by the District; however, it is expected that no effort will be made by the District to collect taxes on personal property other than on personal property rendered for taxation, business inventories and the property of privately owned utilities. Principal categories of exempt property include: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; farm products owned by the producer; all oil, gas and mineral interests owned by an institution of higher education; certain property owned by charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind-powered energy devices; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older and of certain disabled persons to the extent deemed advisable by the Board. For 2019, the District granted an over 65/disabled exemption of \$30,000. In addition, the District would be required to call such an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the District’s preceding election and would be required to offer such an exemption if a majority of voters approve it at such election. The District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, to between \$5,000 and \$12,000 of assessed valuation depending upon the disability rating of the veteran. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran’s residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran’s residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran’s exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran’s disability rating if the residence homestead was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse’s residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead spouse. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse’s residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. See “TAX DATA.” Furthermore, qualifying surviving spouses of persons 65 years of age and older are entitled to receive a resident homestead exemption equal to the exemption received by the deceased spouse.

A “Freeport Exemption” applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A “Goods-in-Transit Exemption” may apply to certain tangible personal property that is acquired in or imported into Texas for assembling, storing, manufacturing or fabrication purposes which is destined to be forwarded to another location in Texas not later than 175 days after acquisition or importation, so long as the location where said goods are detained is not directly or indirectly owned by the owner of the goods. The District has taken action to allow taxation of goods-in-transit, and accordingly, the exemption is not available within the District. A taxpayer may not claim both a Freeport Goods Exemption and a Goods-in-Transit Exemption on the same property.

General Residential Homestead Exemption

Texas law authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the market value of residential homesteads, but not less than \$5,000, if any exemption is granted, from ad valorem taxation. The law provides, however, that where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. For 2019, the District did not grant a general residential homestead exemption.

Valuation of Property for Taxation

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

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

The Property Tax Code further provides that the governing body of a taxing unit located within an area declared to be a disaster area by the governor of the State of Texas may authorize reappraisal of all property damaged in the disaster at its market value immediately after the disaster. For reappraised property, the taxes are pro-rated for the year in which the disaster occurred. The taxing unit assesses taxes prior to the date the disaster occurred based upon market value as of January 1 of that year. Beginning on the date of the disaster and for the remainder of the year, the taxing unit assesses taxes on the reappraised market value of the property. Certain qualified taxpayers, including owners of residential homesteads, located within a natural disaster area and whose property has been damaged as a direct result of the disaster, are entitled to enter into a tax payment installment agreement with a taxing jurisdiction such as the District if the tax payer pays at least one-fourth of the tax bill imposed on the property by the delinquency date. The remaining taxes may be paid without penalty or interest in three equal installments within six months of the delinquency date.

District and Taxpayer Remedies

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a petition for review in district court within forty-five (45) days after notice is received that a final order has been entered. In such event, the property value in question may be determined by the court, or by a jury, if requested by any party. Additionally, taxing units may bring suit against the appraisal district to comply with the Property Tax Code. The District may challenge the level of appraisal of a certain category of property, the exclusion of property from the appraisal rolls or the grant, in whole or in part, of an exemption. The District may not, however, protest a valuation of any individual property.

The Property Tax Code establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

Rollback of Operation and Maintenance Tax Rate

Under current law, the qualified voters of the District have the right to petition for a rollback of the District's operation and maintenance tax rate only if the total tax bill on the average residence homestead increases by more than eight percent. If a rollback election is called and passes, the rollback tax rate is the current year's debt service and contract tax rates plus 1.08 times the previous year's operation and maintenance tax rate. Thus, debt service and contract tax rates cannot be changed by a rollback election.

During the 86th Regular Legislative Session, Senate Bill 2 ("SB 2") was passed and signed by the Governor, with an effective date of January 1, 2020, and the provisions described herein are effective beginning with the 2020 tax year. See "SELECTED FINANCIAL INFORMATION" for a description of the District's current total tax rate. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

SB 2 classifies districts differently based on the current operation and maintenance tax rate or on the percentage of build-out that the District has completed. Districts that have adopted an operation and maintenance tax rate for the current year that is 2.5 cents or less per \$100 of taxable value are classified as "Special Taxing Units." Districts that have financed, completed, and issued bonds to pay for all improvements and facilities necessary to serve at least 95% of the projected build-out of the district are classified as "Developed Districts." Districts that do not meet either of the classifications previously discussed can be classified herein as "Developing Districts." The impact each classification has on the ability of a district to increase its maintenance and operations tax rate pursuant to SB 2 is described for each classification below.

Special Taxing Units

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

Developed Districts

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

Taxing Unit and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Special Taxing Units.

Developing Districts

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

The District

A determination as to a district's status as a Special Taxing Unit, Developed District or Developing District will be made by the Board on an annual basis, beginning with the 2020 tax rate. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

Agricultural, Open Space, Timberland and Inventory Deferment

The Property Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price all of such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by one political subdivision while claiming it for another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland. For the 2019 tax year, no lands in the District were designated for agricultural use, open space or timberland.

Tax Abatement

The City or Harris County may designate all or part of the District as a reinvestment zone, and the District, Harris County, and (after annexation of the area) the City may thereafter enter into tax abatement agreements with the owners of property within the zone. The tax abatement agreements may exempt from ad valorem tax, by the applicable taxing jurisdictions, and by the District, for a period of up to ten years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. To date, none of the area within the District has been designated as a reinvestment zone. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by other taxing jurisdictions.

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board of Directors, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in

which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, 60 days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, which may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties, and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is (i) sixty-five (65) years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continue to accrue during the period of deferral.

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the person who owns or acquires the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year upon the property. The District's tax lien is on a parity with the tax liens of the other state and local jurisdictions levying taxes on property within the District. Whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. In the absence of such federal law, the District's tax lien takes priority over a lien of the United States. In the event a taxpayer fails to make timely payment of taxes due the District, the District may file suit at any time after taxes become delinquent to foreclose its lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may also be adversely affected by the amount of taxes owed to other federal, state and local taxing jurisdictions, by the effects of market conditions on the foreclosure sales price, by the taxpayer's right to redeem the property (a taxpayer may redeem property within six (6) months for commercial property and two (2) years for residential and all other types of property after the purchaser's deed issued at the foreclosure sale is filed in the county records), or by bankruptcy proceedings which restrain or stay the collection of a taxpayer's debts.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the State of Texas, Harris County, Texas, the City of Houston, Texas, or any entity other than the District, are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied by the District upon all taxable property located only within the Defined Area. See "THE BONDS – Source of Payment." Therefore, the ultimate security for payment of the principal of and interest on the Bonds depends upon the ability of the District to collect from the property owners within the Defined Area taxes levied against all taxable property located within the Defined Area, or, in the event taxes are not collected and foreclosure proceedings are instituted by the District, upon the value of the taxable property with respect to taxes levied by the District and by other taxing authorities.

The District makes no representations that over the life of the Bonds the construction of improvements or continued development of taxable values in the Defined Area will be sufficient to justify continued payment of taxes by property owners. Further, the District makes no representations that, over the life of the Bonds, the existing property within the Defined Area will maintain a value sufficient to justify continued payment of

taxes by the property owners. The valuation of taxable property in the Defined Area is directly related to the economics of the residential housing industry as well as those particular factors discussed below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors: The rate of continued development within the Defined Area is directly related to the vitality of the residential housing industry in the Houston metropolitan area. Construction of new residential properties can be significantly affected by factors such as interest rates, credit availability, energy costs, construction costs, unemployment rates, consumer demand, and other general economic conditions. Decreased levels of home construction activity would restrict the growth of property values in the District.

Although, as described in this Official Statement under the caption “STATUS OF DEVELOPMENT – The Defined Area,” as of October 1, 2019, approximately 1,219 acres located within the District have been developed to include approximately 2,140 complete single-family homes and 3 multi-family residential properties, the District cannot predict the pace or magnitude of construction of any additional residential improvements, or other future development in the Defined Area. Unless the Defined Area’s tax base grows as a result of construction of additional housing and other taxable improvements, the District may be required to levy taxes at a substantially higher rate than customarily levied by other similar utility districts. An increase in the tax rate of the District, including the Defined Area, to a higher level may have an adverse impact on future development in the District and on the District’s ability to collect such tax.

Principal Landowner/Developers: There is no commitment by, or legal requirement of, the principal landowners, the Defined Area Developers, or any other landowner in the Defined Area to proceed at any particular rate or according to any specified plan with the development of land in the Defined Area, or of any homebuilder to proceed at any particular pace with the construction of homes in the Defined Area. Moreover, there is no restriction on any landowner’s right to sell its land. Therefore, the District can make no representation about the probability of future development, if any, or the rate of future home construction activity in the Defined Area. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable values in the District, including the Defined Area, and result in higher tax rates.

The ability of any principal landowner to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District’s ability to meet its debt service obligations. As illustrated in this Official Statement under the caption “TAX DATA – Defined Area Principal Taxpayers,” the Defined Area’s principal taxpayers owned property within the Defined Area, the aggregate assessed valuation of which comprised approximately 26.75% of the Defined Area’s total taxable assessed valuation for the 2019 tax year. In addition, SC Waterford Springs LLC and SC Waterford Springs II LLC, two of the Defined Area Developers, owned approximately 23.56% of the Defined Area total taxable assessed valuation for the 2019 tax year. See “THE DEFINED AREA.” In the event that these developers, any other taxpayer, or any combination of taxpayers should default in the payment of taxes in an amount which exceeds the Defined Area’s applicable debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate. See “TAX DATA – Principal Taxpayers” and “TAXING PROCEDURES – Levy and Collection of Taxes.”

Location and Access: The District is located in an outlying area of the Houston metropolitan area, approximately 30 miles from the central business district of the City of Houston, Texas. The Developers and homebuilders active within the District compete for the sale of developed lots and homes with numerous residential development projects located closer to major employment centers and closer to major freeways. In addition, many of the residential and commercial developments with which the District competes have lower overlapping taxes. As a result, particularly during times of increased competition, the Developers and homebuilders may find themselves at a competitive disadvantage to the developers and homebuilders in other residential projects located closer to major urban centers or with lower overlapping taxes. See “THE DISTRICT.”

Maximum Impact on District Tax Rate: Assuming no further development or home construction, the value of land, improvements, and other taxable property currently within the Defined Area will be the major determinant of the ability or willingness of property owners within the Defined Area to pay their taxes. The

taxable assessed valuation as of January 1, 2019, of all taxable property located within the Defined Area is \$128,780,986, and the Estimate of Value as of February 1, 2019, of all taxable property located within the Defined Area is \$138,163,156. See "TAX DATA."

After issuance of the Bonds, the maximum annual debt service requirement (2039) on the Defined Area Outstanding Bonds and the Bonds will be \$880,519, and the average annual debt service requirement (2020–2044) on the Defined Area Outstanding Bonds and the Bonds will be \$769,291. Assuming no increase to nor decrease from the taxable assessed valuation of the Defined Area as of January 1, 2019, tax rates of \$0.72 and \$0.63 per \$100 of taxable assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no increase to nor decrease from the estimated valuation of the Defined Area as of February 1, 2019, tax rates of \$0.68 and \$0.59 per \$100 of assessed taxable valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. The District can make no representation that the taxable property values in the Defined Area will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners.

Potential Impact of Natural Disaster

The District, including the Defined Area, is located approximately 65 miles from the Texas Gulf Coast and, as it has in the past, could be impacted by high winds, heavy rains, and flooding caused by hurricane, tornado, tropical storm, or other adverse weather event. In the event that a natural disaster should damage or destroy improvements and personal property in the Defined Area, the assessed value of such taxable properties could be substantially reduced, resulting in a decrease in the taxable assessed value of the District or an increase in the District's tax rates. See "TAXING PROCEDURES – Valuation of Property for Taxation."

There can be no assurance that a casualty loss to taxable property within the Defined Area will be covered by insurance (certain casualties, including flood, are usually excepted unless specific insurance is purchased), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild, repair, or replace any taxable properties in the Defined Area or in the remainder of the District that were damaged. Even if insurance proceeds are available and damaged properties are rebuilt, there could be a lengthy period in which assessed values in the Defined Area are adversely affected.

Specific Flood Type Risks

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

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

Hurricane Harvey

The Houston area, including Harris County, experienced historic levels of rainfall and widespread flooding following landfall of Hurricane Harvey on August 26, 2017. According to the Engineer and the General Manager of the District, no single-family homes within the Defined Area experienced structural flooding or damage as a result of Hurricane Harvey. However, the Waterford Springs apartment complex did experience

structural flooding. All affected units have since been repaired and are currently either occupied or available for tenants. Within the District but outside of the Defined Area, there were approximately 143 single-family homes that experienced structural flooding and damage as a result of Hurricane Harvey.

Further, to the best knowledge of the Engineer and the Operator, Hurricane Harvey caused no damage to the utility systems within the Defined Area, although there was minor damage to certain facilities that are part of the District Utility System. However, there was no interruption of service anywhere in the District and all repairs have been completed.

Tax Collections Limitations

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming, and expensive collection procedures, (b) market conditions limiting the proceeds from a foreclosure sale of taxable property, or (c) the taxpayer's right to redeem the property within six months (two years for residential homesteads or agricultural property) after the sheriff's deed issued at a foreclosure sale is filed in the county deed records. While the District has a lien on taxable property within the District for taxes levied against such property, such lien can be foreclosed only in a judicial proceeding. Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid.

Registered Owners' Remedies and Bankruptcy

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners have a right to seek a writ of mandamus requiring the District to levy sufficient taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year.

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Orders may not be reduced to a judgment for money damages. If the Registered Owners could obtain a judgment against the District, the judgment could not be enforced by a direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property of the District in order to pay the principal of and interest on the Bonds. Since there is no trust indenture or trustee, the Registered Owners would have to initiate and finance the legal process to enforce their remedies.

The enforceability of the rights and remedies of the Registered Owners may be limited further by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. In this regard, should the District file a petition for protection from creditors under federal bankruptcy laws, the remedy of mandamus would be automatically stayed and could not be pursued unless authorized by a federal bankruptcy judge. See "THE BONDS – Bankruptcy Limitation to Registered Owners' Rights." In addition, a state, consistent with federal law, may in the exercise of its police power make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of a political subdivision as are reasonable and necessary for attainment of an important public purpose.

Marketability

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

Future Debt

Additional bonds may be issued from time to time as future development occurs. The issuance of such future obligations may adversely affect the investment security of the Bonds. The District, including the Defined Area, does not employ any formula with regard to assessed valuations, tax collections, or net revenues to limit the amount of parity bonds that may be issued.

After the issuance of the Bonds, \$32,565,000 principal amount of Defined Area unlimited tax bonds will remain authorized but unissued from the District's prior voted authorization for financing of the Defined Area Utility System. The District reserves in the Bond Order the right to issue the remaining authorized but unissued bonds and such additional bonds as may be hereafter authorized. The District has also reserved the right to issue certain other bonds and obligations described in the Bond Order. See "THE BONDS – Issuance of Additional Debt."

After issuance of the Bonds, the District will owe the Defined Area Developers approximately \$4,838,000 for funds advanced for the construction of the Defined Area Utility System. The District anticipates that reimbursement for such expenditures will be made from the proceeds of sale of additional Defined Area Utility System bonds. Currently, there is no outstanding reimbursement owed to the Defined Area Developers for the Defined Area Road System.

In addition, the District currently owes the Developers \$5,322,000 for funds advanced for the construction of the District Utility System.

Continuing Compliance with Certain Covenants

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

Future and Proposed Legislation

From time to time, there are Presidential proposals, proposals of various federal agencies, and legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the marketability or market value of the Bonds or otherwise prevent holders of the Bonds from realizing the full benefit of the tax exemption of interest on the Bonds. Further, such proposals may impact the marketability or market value of the Bonds simply by being proposed. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value, marketability, or tax status of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds would be impacted thereby.

Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives, or litigation. The disclosures and opinions expressed herein are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and no opinion is expressed as of any date subsequent thereto or with respect to any proposed or pending legislation, regulatory initiatives or litigation.

Environmental Regulations

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

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

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

Air Quality Issues. Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the TCEQ may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act (“CAA”) Amendments of 1990, the eight-county Houston Galveston area (“HGB area”)—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty counties—has been designated a nonattainment area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (“the 1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (“the 2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (“the 2015 Ozone Standard”). While the State of Texas has been able to demonstrate steady progress and improvements in air quality in the HGB area, the HGB area remains subject to CAA nonattainment requirements.

The HGB area is currently designated as a severe ozone nonattainment area under the 1997 Ozone Standards. While the EPA has revoked the 1997 Ozone Standards, EPA historically has not formally redesignated nonattainment areas for a revoked standard. As a result, the HGB area remained subject to continuing severe nonattainment area “anti-backsliding” requirements, despite the fact that HGB area air quality has been attaining the 1997 Ozone Standards since 2014. In late 2015, EPA approved the TCEQ’s “redesignation substitute” for the HGB area under the revoked 1997 Ozone Standards, leaving the HGB area subject only to the nonattainment area requirements under the 2008 Ozone Standard (and later, the 2015 Ozone Standard).

In February 2018, the U.S. Court of Appeals for the District of Columbia Circuit issued an opinion in *South Coast Air Quality Management District v. EPA*, 882 F.3d 1138 (D.C. Cir. 2018) vacating the EPA redesignation substitute rule that provided the basis for EPA’s decision to eliminate the anti-backsliding requirements that had applied in the HGB area under the 1997 Ozone Standard. The court has not responded to EPA’s April 2018 request for rehearing of the case. To address the uncertainty created by the *South Coast* court’s ruling, the TCEQ has developed a formal request that the HGB area be redesignated to attainment under the 1997 Ozone Standards. The TCEQ Commissioners approved publication of a proposed HGB area redesignation request under the 1997 Ozone Standards on September 5, 2018.

The HGB area is currently designated as a “moderate” nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2018. If the EPA ultimately determines that the HGB area has failed to meet the attainment deadline based on the relevant data, the area is subject to reclassification to a nonattainment classification that provides for more-stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction

grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

The HGB area is currently designated as a “marginal” nonattainment area under the 2015 Ozone Standard. For purposes of the 2015 Ozone Standard, the HGB area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

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

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

Pursuant to the federal Safe Drinking Water Act (“SDWA”) and Environmental Protection Agency’s National Primary Drinking Water Regulations (“NPDWRs”), which are implemented by the TCEQ’s Water Supply Division, a municipal utility district’s provision of water for human consumption is subject to extensive regulation as a public water system.

Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency’s rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

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

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

In 2015, the EPA and the USACE promulgated a rule known as the Clean Water Rule (“CWR”) aimed at redefining “waters of the United States” over which the EPA and USACE have jurisdiction under the CWA. The CWR significantly expanded the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands. The CWR was challenged in various jurisdictions, including the Southern District of Texas, causing significant uncertainty regarding the ultimate scope of “Waters of the United States.”

On September 12, 2019, the EPA and USACE finalized a rule repealing the CWR, thus reinstating the regulatory text that existed prior to the adoption of the CWR. This repeal will officially become final sixty days after its publication in the Federal Register.

On December 11, 2018, the EPA and USACE released a proposed replacement definition of “waters of the United States.” The proposed definition outlines six categories of waters that would be considered “waters of the United States,” including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters, and wetlands adjacent to jurisdictional waters. The proposed rule also details what are not “waters of the United States,” including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters and wetlands adjacent to jurisdictional waters the proposed rule also details what are not “waters of the United States,” such as features that only contain water during or in response to rainfall (e.g., ephemeral features) groundwater, many ditches, including most roadside or farm ditches; prior converted cropland; stormwater control features; and waste treatment systems. The agencies took comments on the proposal for 60 days after publication in the Federal Register, but the proposed rule has not been finalized.

Due to the pending rulemaking activity, there remains uncertainty regarding the ultimate scope of “waters of the United States” and to the extent of EPA and USACE jurisdiction. Depending on the final outcome of such proceedings, operations of water districts, including the District, could potentially be subject to additional restrictions and requirements, including additional permitting requirements.

Bond Insurance Risk Factors

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

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

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

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

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

Neither the District nor the Initial Purchaser 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 District to pay principal and interest on the Bonds and the claims paying ability of the bond insurer, particularly over the life of the investment. See “MUNICIPAL

BOND INSURANCE” herein for further information provided by the bond insurer and the Policy, which includes further instructions for obtaining current financial information concerning the bond insurer.

LEGAL MATTERS

Legal Opinions

The District will furnish the Initial Purchaser a transcript of certain certified proceedings held incident to the authorization and issuance of the Bonds. Such transcript will include a certified copy of the approving opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Bonds are valid and binding obligations of the District. The District also will furnish the approving legal opinion of Bacon & Wallace, L.L.P., Houston, Texas, Bond Counsel (“Bond Counsel”), to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas. The legal opinion of Bond Counsel will further state that the Bonds, including principal of and interest thereon, are payable from the levy of ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property located within the District. Bond Counsel’s opinion will also address the matters described below under “TAX MATTERS.”

Bacon & Wallace, L.L.P., in its capacity as Bond Counsel, has reviewed the information appearing in this Official Statement under the captions “THE BONDS” (except for the information found under the subcaption “– Book-Entry-Only System”), “THE DISTRICT – General,” and “THE DISTRICT – Management of the District – Bond Counsel,” “TAXING PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS,” and “CONTINUING DISCLOSURE OF INFORMATION” to determine whether such information fairly summarizes the procedures, law and documents referred to therein. Bond Counsel has not, however, independently verified any of the other factual information contained in this Official Statement nor has Bond Counsel conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon Bond Counsel’s limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to the accuracy or completeness of any of the information contained herein. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold, and delivered, and, therefore, such fees are contingent on the sale and delivery of the Bonds. Bond Counsel acts as general counsel for the District on matters other than the issuance of bonds.

No Arbitrage

The District will certify on the date the Bonds are delivered and paid for that based upon all facts and estimates now known or reasonably expected to be in existence, the District reasonably expects that the proceeds of the Bonds will not be used in a manner that would cause the Bonds, or any portion of the Bonds, to be “arbitrage bonds” under Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations prescribed from time to time thereunder. Furthermore, all officers, employees, and agents of the District have been authorized and directed to provide certifications of facts and estimates that are material to the reasonable expectations of the District as of the date the Bonds are delivered and paid for. In particular, all or any officers of the District have been authorized to certify to the facts, circumstances and reasonable expectations of the District on the date the Bonds are delivered and paid for regarding the amount and use of the proceeds of the Bonds. Moreover, the District will covenant in the Bond Order that it will make such use of the proceeds of the Bonds, regulate investments of proceeds of the Bonds and take such other and further actions and follow such procedures, including without limitation, calculation of the yield on the Bonds, as may be required so that the Bonds will not become “arbitrage bonds” under the Code and the regulations prescribed from time to time thereunder.

No-Litigation Certificate

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

No Material Adverse Change

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

TAX MATTERS

On the date of initial delivery of the Bonds, Bacon & Wallace, L.L.P., Houston, Texas, Bond Counsel, will render the opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), interest on the Bonds (1) will be excludable from the "gross income" of the holders thereof and (2) is not subject to the alternative minimum tax on individuals. Except as stated above, Bond Counsel will express no opinion as to any other federal, state, or local tax consequences of the purchase, ownership, or disposition of the Bonds.

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

The Internal Revenue Code of 1986 (the "Code") and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

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

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the property financed or refinanced with proceeds of the Bonds. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

The initial public offering price to be paid for certain of the Bonds maturing is less than the maturity amount thereof (the "Original Issue Discount Bonds"). In such event, the difference between the amount payable at the maturity of each Original Issue Discount Bond, and the initial offering price to the public of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond in the initial public offering of the Bonds. Under existing law, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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

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

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

Collateral Federal Income Tax Consequences

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

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with accumulated earnings and profits and excess passive investment income and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

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

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

State, Local, and Foreign Taxes

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

Qualified Tax-Exempt Obligations

The Code requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution's investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for "qualified tax-exempt obligations," which include tax-exempt obligations, such as the Bonds, (a) designated by the issuer as "qualified tax-exempt obligations" and (b) issued by or on behalf of a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed \$10,000,000 for tax-exempt obligations.

The District has designated the Bonds as "qualified tax-exempt obligations" and represent that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2019 is not expected to exceed \$10,000,000 and that the District and entities aggregated with the District under the Code have not designated more than \$10,000,000 in "qualified tax-exempt obligations" (including the Bonds) during calendar year 2019.

Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has made the following agreement for the benefit of the Registered Owners and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds subject to amendment to or repeal of same as set forth below. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access System ("EMMA").

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement under the headings "DEFINED AREA DEBT," "TAX DATA," and "APPENDIX A." The District will update and provide this information within six months after the end of each fiscal year ending in or after 2019.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by Rule 15c2-12 of the United States Securities and Exchange Commission (the "Rule"). The updated information will include audited financial statements, if the District commissions an audit and it is completed by the required time. If audited financial statements are not available by the required time, the District will provide audited financial statements when and if the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in "APPENDIX A" or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

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

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting

financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of the Rule; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a debt obligation or derivative instrument entered into in connection with, or pledged as security or source of payment for, an existing or planned debt obligation of the District, or a guarantee of any such debt obligation or derivative instrument, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of any such financial obligation, as defined in accordance with the Rule, as amended, of the District, 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 any such financial obligation, as defined in accordance with the Rule, as amended, of the District, any of which reflect financial difficulties. The term “material” when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information

The District has agreed to provide the foregoing information only to the MSRB. Investors will be able to access, without charge from the MSRB, continuing disclosure information files with the MSRB at www.emma.msrb.org.

Limitations and Amendments

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

The District may amend its continuing disclosure agreement in the Bond Order to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations or business of the District, if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the Rule and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The District may also amend or repeal the agreement in the Bond Order if the United States Securities and Exchange Commission amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid or unenforceable, but in either case only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the offering described herein.

Compliance with Prior Undertakings

The District did not file operating data for the fiscal year ended December 31, 2014, which the District had agreed to file under previous continuing disclosure undertaking agreements as described in the Rule, within the time specified in such undertakings. On March 18, 2014, S&P Global Ratings upgraded its rating of Assured Guaranty Municipal Corp., which rating is assigned to the District's Unlimited Tax Bonds, Series 2012. On November 11, 2016, the District filed a notice of such rating change with the MSRB through the EMMA system, which was more than 10 business days after the date of the rating change. As of the date of this Official Statement, the District has filed such operating data and notice of rating change in the manner prescribed by the MSRB. Except to the extent the preceding is deemed to be material, in the previous five years, the District has complied in all material respects with its previous continuing disclosure undertakings under the Rule. The District has reviewed its continuing disclosure responsibilities and has engaged McCall, Parkhurst & Horton L.L.P. as Disclosure Counsel to assist the District in making its future filings of financial statements and operating data to the MSRB in a timely manner.

OFFICIAL STATEMENT

General

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

The District's audited financial statements for the year ended December 31, 2018, were prepared by McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, Houston, Texas, and have been included herein as "APPENDIX A." McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, has consented to the publication of such financial statements in this Official Statement.

Experts

The information contained in this Official Statement relating to engineering and to the description of the System, and, in particular, that engineering information included in the sections entitled "THE DISTRICT" and "THE SYSTEM" has been provided by the Engineer.

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

Certification as to Official Statement

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

Updating of Official Statement

If, subsequent to the date of this Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser of any adverse event that causes this Official Statement to be materially misleading, and

unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to this Official Statement satisfactory to the Initial Purchaser; provided, however, that the obligation of the District to do so will terminate when the District delivers the Bonds to the Initial Purchaser, unless the Initial Purchaser notifies the District on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time (but not more than 90 days after the date the District delivers the Bonds) until all of the Bonds have been sold to ultimate customers.

This Official Statement was approved by the Board of Directors of Northampton Municipal Utility District as of the date shown on the first page thereof.

/s/ E. C. Thomas
President, Board of Directors
Northampton Municipal Utility District

ATTEST:

/s/ Scott Kirkpatrick
Secretary, Board of Directors
Northampton Municipal Utility District

APPENDIX A
Financial Statements of the District

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
HARRIS COUNTY, TEXAS
ANNUAL FINANCIAL REPORT
DECEMBER 31, 2018

NORTHAMPTON MUNICIPAL UTILITY DISTRICT

HARRIS COUNTY, TEXAS

ANNUAL FINANCIAL REPORT

DECEMBER 31, 2018

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McCALL GIBSON SWEDLUND BARFOOT PLLC

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Northampton Municipal
Utility District
Harris County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Northampton Municipal Utility District (the "District"), as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Board of Directors
Northampton Municipal
Utility District

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of December 31, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Schedules of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund and Special Revenue Fund be presented to supplement the basic financial statements. Such information, 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.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information required by the Texas Commission on Environmental Quality as published in the *Water District Financial Management Guide* is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

April 15, 2019

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

Management's discussion and analysis of Northampton Municipal Utility District's (the "District") financial performance provides an overview of the District's financial activities for the fiscal year ended December 31, 2018. Please read it in conjunction with the District's financial statements.

USING THIS ANNUAL REPORT

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

GOVERNMENT-WIDE FINANCIAL STATEMENTS

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

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

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

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has four governmental fund types. The General Fund accounts for resources not accounted for in another fund, customer service revenues, costs and general expenditures. The Special Revenue Fund accounts for the financial activities of the jointly owned wastewater treatment plant. The Debt Service Fund accounts for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes. The Capital Projects Fund accounts for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

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

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

NOTES TO FINANCIAL STATEMENTS

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

OTHER INFORMATION

In addition to the financial statements and accompanying notes, this report also presents certain required supplementary information ("RSI"). Budgetary comparison schedules are included as RSI for the General Fund and the Special Revenue Fund.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, liabilities and deferred inflows of resources exceeded assets and deferred outflows of resources by \$418,018 as of December 31, 2018.

A portion of the District's net position reflects its net investment in capital assets (land, buildings and equipment as well as water, wastewater and drainage systems and recreation facilities less any debt used to acquire those assets that is still outstanding).

The following is a comparative analysis of government-wide changes in net position:

	Summary of Changes in the Statement of Net Position		
	2018	2017	Change Positive (Negative)
Current and Other Assets	\$ 14,365,685	\$ 16,791,435	\$ (2,425,750)
Capital Assets (Net of Accumulated Depreciation)	38,419,063	34,480,004	3,939,059
Total Assets	\$ 52,784,748	\$ 51,271,439	\$ 1,513,309
Deferred Outflows of Resources	\$ 290,725	\$ 309,883	\$ (19,158)
Developer Advances	\$ 8,432,647	\$ 6,764,137	\$ (1,668,510)
Long-Term Liabilities	37,782,775	36,282,035	(1,500,740)
Other Liabilities	2,982,058	2,495,083	(486,975)
Total Liabilities	\$ 49,197,480	\$ 45,541,255	\$ (3,656,225)
Deferred Inflows of Resources	\$ 4,296,011	\$ 4,142,282	\$ (153,729)
Net Position:			
Net Investment in Capital Assets	\$ (6,211,552)	\$ (3,851,222)	\$ (2,360,330)
Restricted	2,446,472	2,358,998	87,474
Unrestricted	3,347,062	3,390,009	(42,947)
Total Net Position	\$ (418,018)	\$ 1,897,785	\$ (2,315,803)

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The following table provides a summary of the District's operations for the years ended December 31, 2018, and December 31, 2017.

	Summary of Changes in the Statement of Activities		
	2018	2017	Change Positive (Negative)
Revenues:			
Property Taxes	\$ 4,226,583	\$ 3,883,140	\$ 343,443
Charges for Services	4,321,295	3,976,129	345,166
Other Revenues	364,289	151,261	213,028
Total Revenues	\$ 8,912,167	\$ 8,010,530	\$ 901,637
Expenses for Services	(11,227,970)	(7,580,180)	(3,647,790)
Change in Net Position	\$ (2,315,803)	\$ 430,350	\$ (2,746,153)
Net Position, Beginning of Year	1,897,785	1,467,435	430,350
Net Position, End of Year	\$ (418,018)	\$ 1,897,785	\$ (2,315,803)

FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUNDS

The District's combined fund balances as of December 31, 2018, were \$8,666,205, a decrease of \$3,116,452 from the prior year.

The General Fund fund balance decreased by \$47,433 primarily due to operating expenditures and capital outlay exceeding service revenues.

The Debt Service Fund fund balance increased by \$1,085, primarily due to the timing difference between actual property tax collections and debt service payments.

The Capital Projects Fund fund balance decreased by \$3,070,104, primarily due the use of prior bond proceeds.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of Directors amended the budget during the fiscal year to increase estimated property tax revenues and increase estimated capital outlay expenditures. Actual revenues were \$238,035 more than budgeted revenues. Actual expenditures were \$196,221 less than budgeted expenditures.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

CAPITAL ASSETS

Capital assets as of December 31, 2018, total \$38,419,063 (net of accumulated depreciation) and include land, buildings and equipment as well as the water, wastewater and drainage systems and recreation facilities.

Capital asset events during the current fiscal year included the following:

Complete Projects:

Lift Station Rehabilitation - Root Road, Kingscrest and Bridgeway	\$ 295,442
Water Plant No. 1 & 2 Improvements	147,275
Willow Creek Aerial Sewer Crossing Rehabilitation	42,935
Hampton Creek, Section 9 - Water, Wastewater and Drainage	807,262
Hampton Creek, Section 8 - Water, Wastewater and Drainage	1,030,722
CST Water and Sanitary Sewer Extension	<u>43,660</u>
Total Complete Projects	<u>\$ 2,367,296</u>

Construction in Progress:

Water Plant No. 3	\$ 3,335,563
Water Well No. 1 Rework	25,254
Creekview Lift Station Sanitary Sewer Force Main Extension	9,480
MUD Restroom	121,281
West Park Restroom	32,896
Northcrest Summer Park Kitchen	17,085
Inway Park Summer Park Kitchen	7,500
Northcrest Lake Expansion	43,040
Northcrest Park Improvements	9,800
New Pump House	<u>6,287</u>
Total Construction in Progress	<u>\$ 3,608,186</u>

Capital Assets At Year-End, Net of Accumulated Depreciation

	2018	2017	Change Positive (Negative)
Capital Assets Not Being Depreciated:			
Land and Land Improvements	\$ 1,936,448	\$ 1,936,448	\$
Construction in Progress	3,608,186	488,555	3,119,631
Capital Assets, Net of Accumulated Depreciation:			
Meeting and Recreation Facilities	1,478,631	1,750,156	(271,525)
Water System	5,128,564	4,856,594	271,970
Wastewater System	18,486,313	18,078,240	408,073
Drainage System	7,762,839	7,345,929	416,910
Equipment	<u>18,082</u>	<u>24,082</u>	<u>(6,000)</u>
Total Net Capital Assets	<u>\$ 38,419,063</u>	<u>\$ 34,480,004</u>	<u>\$ 3,939,059</u>

Additional information on the District's capital assets can be found in Note 6.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018**

LONG-TERM DEBT ACTIVITY

At the end of the current fiscal year, the District had total long-term debt payable of \$39,495,000.

The changes in the debt position of the District during the fiscal year ended December 31, 2018, are summarized as follows:

Bond Debt Payable, January 1, 2018	\$	37,915,000
Add: Bond Sale		3,020,000
Less: Bond Principal Paid		<u>1,440,000</u>
Bond Debt Payable, December 31, 2018	\$	<u>39,495,000</u>
Bond Debt Payable, December 31, 2018	\$	39,495,000
Unamortized Discounts		(740,019)
Unamortized Premiums		<u>452,794</u>
Bonds Payable, Net December 31, 2018	\$	<u>39,207,775</u>

The Series 2010 Refunding Bonds, Series 2016 Refunding Bonds and Series 2016 Bonds carry on underlying rating of "A2" from Moody's Investor Service. The Series 2010 Bonds, Series 2012 Bonds and Series 2015 Bonds carry an underlying rating of "A-" from Standard & Poor's. The Series 2010 Refunding Bonds, Series 2012 Bonds, Series 2016 and Series 2018 Bonds carry insured ratings of "AA/A2", "AA", "AA/A2" and "AA" respectively, by virtue of bond insurance issued by Assured Guaranty Municipal Corp. The Series 2015 Bonds and Series 2016 Refunding Bonds carry an insured rating of "AA" by virtue of bond insurance issued by Build America Mutual Assurance Company. Credit enhanced ratings provided through bond policies are subject to change based on the rating of the bond insurance company.

OTHER INFORMATION – PENDING BOND SALE

As of the date of this report, the District is expected to close on the sale of \$5,800,000 of Series 2019 Unlimited Tax Bonds on April 18, 2019. Proceeds from the bonds will be used to reimburse the Developer for the construction and engineering costs related to CST water and sanitary sewer extension; to fund the construction and engineering of Wastewater Treatment Plant improvements, Water Well No. 1 rework, Water Plant No. 3 overage, Creekview Lift Station improvements; and pay certain costs of issuing the bonds.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Northampton Municipal Utility District, c/o Bacon & Wallace, L.L.P., 6363 Woodway, Suite 800, Houston, TX 77057.

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**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
DECEMBER 31, 2018**

	General Fund	Special Revenue Fund
ASSETS		
Cash	\$ 879,139	\$ 91,182
Investments	3,181,654	
Receivables:		
Property Taxes	1,395,241	
Penalty and Interest on Delinquent Taxes		
Service Accounts (Net of Allowance for Doubtful Accounts of \$5,000)	253,240	
Accrued Interest	1,132	
Builder Damages	18,570	
Other	272	
Due from Other Funds		46,448
Prepaid Costs	52,844	
Due from Other Governments		29,416
Advance for Regional Wastewater Treatment Plant Operations	80,534	
Land		
Construction in Progress		
Capital Assets (Net of Accumulated Depreciation)		
TOTAL ASSETS	\$ 5,862,626	\$ 167,046
 DEFERRED OUTFLOWS OF RESOURCES		
Deferred Charges on Refunding Bonds	\$ - 0 -	\$ - 0 -
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 5,862,626	\$ 167,046

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

Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
\$ 582,437	\$ 369,153	\$ 1,921,911	\$	\$ 1,921,911
2,048,843	2,853,999	8,084,496		8,084,496
2,460,605		3,855,846		3,855,846
			28,073	28,073
		253,240		253,240
16,121		17,253		17,253
		18,570		18,570
		272		272
93,065	189,323	328,836	(328,836)	
		52,844	103,764	156,608
		29,416		29,416
		80,534	(80,534)	
			1,936,448	1,936,448
			3,608,186	3,608,186
			32,874,429	32,874,429
<u>\$ 5,201,071</u>	<u>\$ 3,412,475</u>	<u>\$ 14,643,218</u>	<u>\$ 38,141,530</u>	<u>\$ 52,784,748</u>
<u>\$ - 0 -</u>	<u>\$ - 0 -</u>	<u>\$ - 0 -</u>	<u>\$ 290,725</u>	<u>\$ 290,725</u>
<u>\$ 5,201,071</u>	<u>\$ 3,412,475</u>	<u>\$ 14,643,218</u>	<u>\$ 38,432,255</u>	<u>\$ 53,075,473</u>

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

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
DECEMBER 31, 2018**

	General Fund	Special Revenue Fund
LIABILITIES		
Accounts Payable	\$ 200,138	\$ 58,641
Due to Other Governments	64,620	
Accrued Interest Payable		
Developer Advances	55,733	
Due to Other Funds	328,836	
Due to Taxpayers		
Due to Homeowners Association	1,720	
Unearned User Fees	3,000	
Security Deposits	399,465	
Accrued Bond Interest Received at Time of Sale		
Reserved for Wastewater Treatment Plant Operations		108,405
Long-Term Liabilities:		
Due Within One Year		
Due After One Year		
TOTAL LIABILITIES	\$ 1,053,512	\$ 167,046
DEFERRED INFLOWS OF RESOURCES		
Deferred Inflows:		
Property Taxes	\$ 1,603,297	\$ - 0 -
FUND BALANCES		
Nonspendable:		
Advance for Wastewater Treatment Plant Operations	\$ 80,534	\$
Prepaid Costs	52,844	
Restricted for Authorized Construction:		
Bond Proceeds		
Net Investment Revenues		
Restricted for Debt Service		
Unassigned	3,072,439	
TOTAL FUND BALANCES	\$ 3,205,817	\$ - 0 -
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 5,862,626	\$ 167,046
NET POSITION		
Net Investment in Capital Assets		
Restricted for:		
Debt Service		
Capital Projects		
Unrestricted		
TOTAL NET POSITION		

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

<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
\$	\$ 362,766	\$ 621,545	\$	\$ 621,545
		64,620		64,620
			437,430	437,430
		55,733	8,376,914	8,432,647
		328,836	(328,836)	
1,407		1,407		1,407
		1,720		1,720
		3,000		3,000
		399,465		399,465
6,959		6,959	(6,959)	
		108,405	(80,534)	27,871
			1,425,000	1,425,000
			37,782,775	37,782,775
<u>\$ 8,366</u>	<u>\$ 362,766</u>	<u>\$ 1,591,690</u>	<u>\$ 47,605,790</u>	<u>\$ 49,197,480</u>
<u>\$ 2,782,026</u>	<u>\$ - 0 -</u>	<u>\$ 4,385,323</u>	<u>\$ (89,312)</u>	<u>\$ 4,296,011</u>
\$	\$	\$ 80,534	\$ (80,534)	\$
		52,844	(52,844)	
	2,663,349	2,663,349	(2,663,349)	
	386,360	386,360	(386,360)	
2,410,679		2,410,679	(2,410,679)	
		3,072,439	(3,072,439)	
<u>\$ 2,410,679</u>	<u>\$ 3,049,709</u>	<u>\$ 8,666,205</u>	<u>\$ (8,666,205)</u>	<u>\$ - 0 -</u>
<u>\$ 5,201,071</u>	<u>\$ 3,412,475</u>	<u>\$ 14,643,218</u>		
			\$ (6,211,552)	\$ (6,211,552)
			2,060,112	2,060,112
			386,360	386,360
			3,347,062	3,347,062
			<u>\$ (418,018)</u>	<u>\$ (418,018)</u>

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

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO THE STATEMENT OF NET POSITION
DECEMBER 31, 2018

Total Fund Balances - Governmental Funds \$ 8,666,205

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

Bond insurance premiums paid at closing are amortized over the term of the bonds. 103,764

Capital assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds. 38,419,063

The difference between the net carrying amount of the refunded bonds and the requisition price is recorded as a deferred outflow of resources in the governmental activities and systematically charged to interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter. 290,725

Deferred inflows of resources related to tax revenues and penalty and interest receivable on delinquent taxes for the 2017 and prior tax levies became part of recognized revenues in the governmental activities of the District. 117,385

Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year-end consist of:

Due to Developers	\$ (8,376,914)	
Accrued Interest Payable	(430,471)	
Bonds Payable Within One Year	(1,425,000)	
Bonds Payable After One Year	<u>(37,782,775)</u>	<u>(48,015,160)</u>

Total Net Postion - Governmental Activities \$ (418,018)

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

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NORTHAMPTON MUNICIPAL UTILITY DISTRICT
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED DECEMBER 31, 2018

	General Fund	Special Revenue Fund
REVENUES		
Property Taxes	\$ 1,539,156	\$
Water Service	1,054,876	
Wastewater Service	1,325,693	637,657
Penalty and Interest	34,449	
Tap Connection and Inspection Fees	374,340	
Facility Use Fees	113,897	
Regional Water Authority Fees	1,155,839	
Investment Revenues	70,004	
FEMA Grant Revenues	140,783	
Miscellaneous Revenues	26,423	
TOTAL REVENUES	\$ 5,835,460	\$ 637,657
EXPENDITURES/EXPENSES		
Service Operations:		
Professional Fees	\$ 361,922	\$ 6,289
Contracted Services	627,618	67,928
Purchased Wastewater Service	430,449	
Utilities	94,322	107,280
Repairs and Maintenance	357,164	245,079
Regional Water Authority Assessments	1,170,734	
Parks and Recreation	1,440,790	
Depreciation		
Other	334,220	211,081
Capital Outlay		
Parks and Recreation	76,915	
Other Facilities	988,759	
Debt Service:		
Bond Principal		
Bond Interest		
Bond Issuance Costs		
TOTAL EXPENDITURES/EXPENSES	\$ 5,882,893	\$ 637,657
EXCESS (DEFICIENCY) OF REVENUES OVER		
EXPENDITURES	\$ (47,433)	\$ - 0 -
OTHER FINANCING SOURCES (USES)		
Long-Term Debt Issued	\$	\$
Bond Discount		
TOTAL OTHER FINANCING SOURCES (USES)	\$ -0-	\$ - 0 -
NET CHANGE IN FUND BALANCES	\$ (47,433)	\$ - 0 -
CHANGE IN NET POSITION		
FUND BALANCES/NET POSITION -		
JANUARY 1, 2018	3,253,250	
FUND BALANCES/NET POSITION -		
DECEMBER 31, 2018	\$ 3,205,817	\$ - 0 -

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

Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
\$ 2,658,418	\$	\$ 4,197,574	\$ 29,009	\$ 4,226,583
		1,054,876		1,054,876
		1,963,350	(430,449)	1,532,901
48,200		82,649	6,793	89,442
		374,340		374,340
		113,897		113,897
		1,155,839		1,155,839
37,987	89,017	197,008		197,008
		140,783		140,783
75		26,498		26,498
<u>\$ 2,744,680</u>	<u>\$ 89,017</u>	<u>\$ 9,306,814</u>	<u>\$ (394,647)</u>	<u>\$ 8,912,167</u>
\$ 17,137	\$	\$ 385,348	\$	\$ 385,348
79,597		775,143		775,143
		430,449	(430,449)	
		201,602		201,602
		602,243		602,243
		1,170,734		1,170,734
		1,440,790		1,440,790
			1,547,868	1,547,868
8,637	360	554,298		554,298
		76,915		76,915
	5,875,746	6,864,505	(3,851,197)	3,013,308
1,440,000		1,440,000	(1,440,000)	
1,198,224		1,198,224	48,001	1,246,225
	213,496	213,496		213,496
<u>\$ 2,743,595</u>	<u>\$ 6,089,602</u>	<u>\$ 15,353,747</u>	<u>\$ (4,125,777)</u>	<u>\$ 11,227,970</u>
<u>\$ 1,085</u>	<u>\$ (6,000,585)</u>	<u>\$ (6,046,933)</u>	<u>\$ 6,046,933</u>	<u>\$ - 0 -</u>
\$	\$ 3,020,000	\$ 3,020,000	\$ (3,020,000)	\$
	(89,519)	(89,519)	89,519	
<u>\$ - 0 -</u>	<u>\$ 2,930,481</u>	<u>\$ 2,930,481</u>	<u>\$ (2,930,481)</u>	<u>\$ - 0 -</u>
\$ 1,085	\$ (3,070,104)	\$ (3,116,452)	\$ 3,116,452	\$
			(2,315,803)	(2,315,803)
<u>2,409,594</u>	<u>6,119,813</u>	<u>11,782,657</u>	<u>(9,884,872)</u>	<u>1,897,785</u>
<u>\$ 2,410,679</u>	<u>\$ 3,049,709</u>	<u>\$ 8,666,205</u>	<u>\$ (9,084,223)</u>	<u>\$ (418,018)</u>

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

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Governmental Funds	\$ (3,116,452)
<p>Amounts reported for governmental activities in the Statement of Activities are different because:</p>	
<p>Governmental funds report tax revenues when collected. However, in the government-wide financial statements, revenues are recorded in the accounting period for which the taxes are levied.</p>	29,009
<p>Governmental funds report penalty and interest on delinquent property taxes when collected. However, in the government-wide financial statements, revenues are recorded when the penalty and interest are assessed.</p>	6,793
<p>Governmental funds do not account for depreciation. However, in the government-wide financial statements, capital assets are depreciated and depreciation expense is recorded in the Statement of Activities.</p>	(1,547,868)
<p>Governmental funds report capital asset costs as expenditures in the period purchased. However, in the government-wide financial statements, capital assets are increased by new purchases that meet the District's threshold for capitalization, and are owned and maintained by the District. All other capital asset purchases are expensed in the Statement of Activities.</p>	3,851,197
<p>Governmental funds report principal payments on long-term debt as expenditures. However, in the government-wide financial statements, principal payments decrease long-term liabilities and the Statement of Activities is not affected.</p>	1,440,000
<p>Governmental funds report interest payments on long-term debt as expenditures in the year paid. However, in the government-wide financial statements, interest is accrued on the long-term debt through fiscal year-end and the current amortization of bond discounts and bond premiums is added to interest expense.</p>	(48,001)
<p>Governmental funds report bond proceeds as other financing sources. Issued bonds increase long-term liabilities in the government-wide financial statements and the Statement of Activities is not affected.</p>	(3,020,000)
<p>Governmental funds report bond premiums and bond discounts as other financing sources/uses and bond insurance as an expenditure in the year paid. However, in the government-wide statements, bond premiums, bond discounts and bond insurance are amortized over the life of the bonds and the current year amortized portion is added to interest expense.</p>	89,519
Change in Net Position - Governmental Activities	<u>\$ (2,315,803)</u>

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

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1. CREATION OF DISTRICT

Norchester Municipal Utility District, located in Harris County, Texas (the “District”), was created by Acts of the 60th Legislature of the State of Texas, Regular Session, 1967 under Chapter 51 of the Texas Water Code. On June 6, 1979, the District was converted to a municipal utility district and became Northampton Municipal Utility District by order of the Texas Department of Water Resources, currently the Texas Commission on Environmental Quality (the “Commission”). Pursuant to the provisions of Chapters 49 and 54 of the Texas Water Code, the District is empowered to purchase, operate and maintain all facilities, plants and improvements necessary to provide water, wastewater service, storm sewer drainage, irrigation, solid waste collection and disposal, including recycling, and to construct and maintain parks and recreational facilities for the residents of the District. The District is also empowered to contract for or employ its own peace officers with powers to make arrests and to establish, operate and maintain a fire department to perform all fire-fighting activities within the District. The Board of Directors held its first meeting in 1967, and the first bonds were sold on March 1, 1968.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

The District has entered into an agreement with Oakmont Public Utility District for the expansion and operation of a wastewater treatment plant. The District has oversight responsibility for the wastewater treatment plant. Additional disclosure is provided in Note 9.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation

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

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

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

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

Government-Wide Financial Statements

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

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

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

Government-Wide Financial Statements (Continued)

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

Fund Financial Statements

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

Governmental Funds

The District has four governmental funds and considers these funds to be major funds.

General Fund - To account for resources not required to be accounted for in another fund, customer service revenues, costs and general expenditures.

Special Revenue Fund - To account for the financial activities of the jointly owned wastewater treatment plant.

Debt Service Fund - To account for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes.

Capital Projects Fund - To account for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

Basis of Accounting

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

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Accounting (Continued)

Property taxes considered available by the District and included in revenue include the 2017 tax levy collections during the period October 1, 2017, to December 31, 2018, and taxes collected from January 1, 2018, to December 31, 2018, for all prior tax levies. The 2018 tax levy has been fully deferred to meet the District’s planned expenditures in the 2019 fiscal year.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Funds Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis.

Capital Assets

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

Assets are capitalized, including infrastructure assets, if they have an original cost of \$5,000 or more and a useful life of at least two years. Depreciation is calculated on each class of depreciable property using no salvage value and the straight-line method of depreciation. Estimated useful lives are as follows:

	Years
Buildings	40
Water System	7-45
Wastewater System	10-45
Drainage System	15-45
Recreation Facilities	10-40
All Other Equipment	3-20

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Budgeting

In compliance with governmental accounting principles, the Board of Directors annually adopts an unappropriated budget for the General Fund and Special Revenue Fund. The General Fund budget was amended during the current fiscal year.

Pensions

Payments are made into the social security system for the employees. See Note 11 for the District's defined contribution plan.

Measurement Focus

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

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

Nonspendable: amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact.

Restricted: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally.

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

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

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

Unassigned: all other spendable amounts in the General Fund.

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

Accounting Estimates

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

NOTE 3. LONG-TERM DEBT

	Series 2010	Refunding Series 2010	Series 2012
Amount Outstanding - December 31, 2018	\$150,000	\$2,410,000	\$2,175,000
Interest Rates	4.375%	4.00%	2.75% - 3.50%
Maturity Dates – Beginning/Ending	March 1, 2021	March 1, 2019/2027	March 1, 2028/2034, 2036
Interest Payment Dates	March 1/September 1	March 1/September 1	March 1/September 1
Callable Dates	March 1, 2018*	March 1, 2018*	March 1, 2020*

* On any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption, in whole or in part, at the option of the District, in such manner as the District may determine. The Series 2010 term bonds maturing on March 1, 2021 are subject to mandatory redemption by lot or other customary random selection method beginning March 1, 2019. The Series 2012 term bonds maturing on March 1, 2036 are subject to mandatory redemption by lot or other customary random selection methods beginning March 1, 2035.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3. LONG-TERM DEBT (Continued)

	Refunding Series 2014	Series 2015	Defined Area Series 2016
Amount Outstanding - December 31, 2018	\$3,955,000	\$4,225,000	\$6,145,000
Interest Rates	2.7281%	2.00% - 3.75%	2.00% - 3.45%
Maturity Dates – Beginning/Ending	March 1, 2019/2030	March 1, 2019/2026, 2029, 2031, 2032/2035, 2037, 2040	September 1, 2019/2026, 2028, 2030, 2032, 2034, 2037, 2041
Interest Payment Dates	March 1/September 1	March 1/September 1	March 1/September 1
Callable Dates	March 1, 2023*	March 1, 2023*	September 1, 2024*
	Defined Area Series 2016 Road	Refunding Series 2016	Series 2016
Amount Outstanding - December 31, 2018	\$2,625,000	\$4,780,000	\$10,010,000
Interest Rates	1.50% - 3.50%	2.00% - 4.00%	2.00% - 4.00%
Maturity Dates – Beginning/Ending	September 1, 2019/2025, 2027,2029,2031,2035, 2037,2041	March 1, 2019/2034	March 1, 2019/2033, 2035, 2037, 2041
Interest Payment Dates	March 1/September 1	March 1/September 1	March 1/September 1
Callable Dates	September 1, 2024*	March 1, 2024*	March 1, 2025*

* On any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption, in whole or in part, at the option of the District, in such manner as the District may determine. The Series 2015 term bonds maturing on March 1, 2029, 2031, 2037, and 2040 are subject to mandatory redemption by lot or other customary random selection methods beginning March 1, 2027, 2030, 2036, and 2038, respectively. The Defined Area Series 2016 term bonds maturing on September 1, 2028, 2030, 2032, 2034, 2037 and 2041 are subject to mandatory redemption by lot or other customary random selection methods beginning September 1, 2027, 2029, 2031, 2033, 2035, and 2038, respectively. The Defined Area Series 2016 Road term bonds maturing on March 1, 2027, 2029, 2031, 2035, 2037 and 2041 are subject to mandatory redemption by lot or other customary random selection methods beginning March 1, 2026, 2028, 2030, 2032, 2036, and 2038, respectively. The Series 2016 term bonds maturing on September 1, 2035, 2037, and 2041 are subject to mandatory redemption by lot or other customary random selection methods beginning September 1, 2034, 2036, and 2038, respectively.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3. LONG-TERM DEBT (Continued)

	Defined Area Series 2018 Road
Amount Outstanding - December 31, 2018	\$3,020,000
Interest Rates	3.00% - 5.50%
Maturity Dates – Beginning/Ending	September 1, 2019/2030, 2032, 2033, 2035, 2036/2037, 2039, 2042
Interest Payment Dates	March 1/September 1
Callable Dates	September 1, 2023*

* On any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption, in whole or in part, at the option of the District, in such manner as the District may determine. The Series 2018 Road term bonds maturing on March 1, 2032, 2035, 2039, and 2042 are subject to mandatory redemption by lot or other customary random selection methods beginning March 1, 2031, 2034, 2038, and 2040, respectively.

The following is a summary of transactions regarding the changes in the long-term liabilities for the year ended December 31, 2018:

	January 1, 2018	Additions	Retirements	December 31, 2018
Bonds Payable	\$ 37,915,000	\$ 3,020,000	\$ 1,440,000	\$ 39,495,000
Unamortized Discounts	(685,882)	(89,519)	(35,382)	(740,019)
Unamortized Premiums	492,917		40,123	452,794
Bonds Payable, Net	\$ 37,722,035	\$ 2,930,481	\$ 1,444,741	\$ 39,207,775
		Amount Due Within One Year		\$ 1,425,000
		Amount Due After One Year		37,782,775
		Bonds Payable, Net		\$ 39,207,775

As of December 31, 2018, the District had authorized but unissued bonds in the amount of \$23,730,051 for utility facilities and refundings; \$34,510,000 for utility facilities and refundings in the defined area; and \$11,280,000 for roads in the defined area.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3. LONG-TERM DEBT (Continued)

As of December 31, 2018, the debt service requirements on the bonds outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2019	\$ 1,425,000	\$ 1,283,225	\$ 2,708,225
2020	1,485,000	1,232,715	2,717,715
2021	1,535,000	1,188,320	2,723,320
2022	1,600,000	1,143,424	2,743,424
2023	1,660,000	1,098,447	2,758,447
2024-2028	8,525,000	4,721,143	13,246,143
2029-2033	9,250,000	3,360,186	12,610,186
2034-2038	9,390,000	1,681,740	11,071,740
2039-2042	4,625,000	306,343	4,931,343
	<u>\$ 39,495,000</u>	<u>\$ 16,015,543</u>	<u>\$ 55,510,543</u>

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

During the year ended December 31, 2018, the District levied a District-wide ad valorem debt service tax at the rate of \$0.33 per \$100 of assessed valuation, which resulted in a tax levy of \$2,066,877 on the adjusted taxable valuation of \$626,326,594 for the 2018 tax year. The bond orders require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes. See Note 7 for maintenance tax levy.

Defined Area

Pursuant to the provisions of Subchapter J of Chapter 54 of the Texas Water Code, as amended, the District is authorized to define areas or designate certain property of the District to pay for improvements, facilities or services that primarily benefit that area. On August 20, 2012, the District approved the creation of a defined area encompassing approximately 439.69 acres (the "Defined Area").

At an election within the District on November 6, 2012 the voters authorized \$41,000,000 principal amount of bonds to finance water, wastewater and drainage improvements within the Defined Area and \$17,000,000 principal amount of bonds to finance road improvements within the Defined Area. Any bonds issued for the Defined Area shall be payable solely from a tax levied within the boundaries of the Defined Area and not on any other part of the District.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3. LONG-TERM DEBT (Continued)

Defined Area (Continued)

During the year ended December 31, 2018, the District levied an ad valorem debt service and road tax at the rate of \$0.345 and \$0.295, respectively, per \$100 of assessed valuation within the defined area, which resulted in a total tax levy of \$663,318 on the adjusted taxable valuation of \$103,643,250 for the 2018 tax year. The bond orders require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes. See Note 7 for maintenance tax levy.

The District's tax calendar is as follows:

- | | |
|-----------------|--|
| Levy Date | - October 1, as soon thereafter as practicable. |
| Lien Date | - January 1. |
| Due Date | - Not later than January 31. |
| Delinquent Date | - February 1, at which time the taxpayer is liable for penalty and interest. |

NOTE 4. SIGNIFICANT BOND ORDER AND LEGAL REQUIREMENTS

- A. The bond orders state that any profits realized from or interest accruing on investments shall belong to the fund from which the monies for such investments were taken; provided, however, that at the discretion of the Board of Directors the profits realized from and interest accruing on investments made from any fund may be transferred to the Debt Service Fund.
- B. The bond orders state that the District is required by the Securities and Exchange Commission to provide annual continuing disclosure of certain general financial information and operating data to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access system. This information, along with the audited annual financial statements, is to be provided within six months after the end of each fiscal year.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4. SIGNIFICANT BOND ORDER AND LEGAL REQUIREMENTS
(Continued)

- C. The District has covenanted that it will take all necessary steps to comply with the requirement that rebatable arbitrage earnings on the investment of the gross proceeds of the bonds, within the meaning of section 148(f) of the Internal Revenue Code, be rebated to the federal government. The minimum requirement for determination of the rebatable amount is on each 5th year anniversary of each issue.
- D. In accordance with the Defined Area Series 2016 and Series 2016 bond orders, a portion of the bond proceeds were deposited into the Debt Service Fund and reserved for the payment of bond interest during the construction period. This bond interest reserved is reduced as the interest is paid. Transactions for the current year are summarized as follows:

Bond Interest Reserve – January 1, 2018	\$	140,795
Less: Defined Area Series 2016 Road Capitalized Interest		45,908
Less: Series 2016 Capitalized Interest		94,887
Bond Interest Reserve – December 31, 2018	\$	- 0 -

NOTE 5. DEPOSITS AND INVESTMENTS

Deposits

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

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year-end, the carrying amount of the District’s bank deposits was \$4,464,955 and the bank balance was \$5,048,194. Of the bank balance, \$1,735,075 was covered by federal depository insurance and the balance was covered by collateral pledged in the name of the District and held in a third-party depository.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Deposits (Continued)

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at December 31, 2018, as listed below:

	<u>Cash</u>	<u>Certificates of Deposit</u>	<u>Total</u>
GENERAL FUND	\$ 879,139	\$ 494,201	\$ 1,373,340
SPECIAL REVENUE FUND	91,182		91,182
DEBT SERVICE FUND	582,437	2,048,843	2,631,280
CAPITAL PROJECTS FUND	<u>369,153</u>		<u>369,153</u>
TOTAL DEPOSITS	<u>\$ 1,921,911</u>	<u>\$ 2,543,044</u>	<u>\$ 4,464,955</u>

Investments

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

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

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

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

All investments are recorded at cost, which the District considers to be fair value. As of December 31, 2018, the District had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities in Years		
		Less Than 1	1-5	6-10
<u>GENERAL FUND</u>				
Certificates of Deposit	\$ 494,201	\$ 494,201	\$	\$
TexPool	2,687,453	2,687,453		
<u>DEBT SERVICE FUND</u>				
Certificates of Deposit	2,048,843	2,048,843		
<u>CAPITAL PROJECTS FUND</u>				
TexPool	2,853,999	2,853,999		
TOTAL INVESTMENTS	\$ 8,084,496	\$ 8,084,496	\$ - 0 -	\$ - 0 -

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At December 31, 2018, the District's investments in TexPool were rated "AAAm" by Standard and Poor's. The District also manages credit risk by investing in certificates of deposit covered in accordance with Texas statutes.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investments in TexPool to have a maturity of less than one year due to the fact the share position can usually be redeemed each day at the discretion of the District. The District also manages interest rate risk by investing in certificates of deposit with maturities of approximately one year or less.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Restrictions

All cash and investments of the Special Revenue Fund are restricted for wastewater treatment plant operations. All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes. All cash and investments of the Capital Projects Fund are restricted for the purchase or construction of capital assets.

NOTE 6. CAPITAL ASSETS

Capital asset activity for the year ended December 31, 2018:

	January 1, 2018	Increases	Decreases	December 31, 2018
Capital Assets Not Being Depreciated				
Land and Land Improvements	\$ 1,936,448	\$	\$	\$ 1,936,448
Construction in Progress	488,555	5,486,928	2,367,297	3,608,186
Total Capital Assets Not Being Depreciated	<u>\$ 2,425,003</u>	<u>\$ 5,486,928</u>	<u>\$ 2,367,297</u>	<u>\$ 5,544,634</u>
Capital Assets Subject to Depreciation				
Meeting and Recreation Facilities	\$ 4,635,107	\$	\$	\$ 4,635,107
Water System	9,639,279	614,781		10,254,060
Wastewater System	23,564,761	1,140,172		24,704,933
Drainage	8,052,181	612,343		8,664,524
Equipment	129,392			129,392
Total Capital Assets Subject to Depreciation	<u>\$ 46,020,720</u>	<u>\$ 2,367,296</u>	<u>\$ - 0 -</u>	<u>\$ 48,388,016</u>
Less Accumulated Depreciation				
Meeting and Recreation Facilities	\$ 2,884,951	\$ 271,525	\$	\$ 3,156,476
Water System	4,782,685	342,811		5,125,496
Wastewater System	5,486,521	732,099		6,218,620
Drainage	706,252	195,433		901,685
Equipment	105,310	6,000		111,310
Total Accumulated Depreciation	<u>\$ 13,965,719</u>	<u>\$ 1,547,868</u>	<u>\$ - 0 -</u>	<u>\$ 15,513,587</u>
Total Depreciable Capital Assets, Net of Accumulated Depreciation	<u>\$ 32,055,001</u>	<u>\$ 819,428</u>	<u>\$ - 0 -</u>	<u>\$ 32,874,429</u>
Total Capital Assets, Net of Accumulated Depreciation	<u>\$ 34,480,004</u>	<u>\$ 6,306,356</u>	<u>\$ 2,367,297</u>	<u>\$ 38,419,063</u>

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 7. MAINTENANCE TAX

The voters of the District have approved the levy and collection of a maintenance tax not to exceed \$0.25 per \$100 of assessed valuation of taxable property within the District. During the fiscal year ended December 31, 2018, the District levied an ad valorem maintenance tax at the rate of \$0.25 per \$100 of assessed valuation, which resulted in a tax levy of \$1,565,816 on the adjusted taxable valuation of \$626,326,594 for the 2018 tax year. This maintenance tax is to be used by the General Fund to pay expenditures of operating the District's waterworks and wastewater system and recreational facilities.

Defined Area

Pursuant to the provisions of Subchapter J of Chapter 54 of the Texas Water Code, as amended, the District is authorized to define areas or designate certain property of the District to pay for improvements, facilities or services that primarily benefit that area. On August 20, 2012, the District approved the creation of a defined area encompassing approximately 439.69 acres (the "Defined Area") (See Note 3).

The District is authorized to levy a maintenance tax of \$0.64 per \$100 of assessed valuation for property within the Defined Area, in addition to the District's debt service and maintenance tax rates applicable to the remainder of the District. During the fiscal year ended December 31, 2018, the District did not levy an ad valorem maintenance tax for the 2018 tax year.

NOTE 8. WATER SUPPLY AGREEMENTS

Encanto Real Utility District

On September 24, 1985, the District entered into an agreement with Encanto Real Utility District ("Encanto") to provide emergency water supply services. All necessary costs of constructing the interconnect, including a two-way meter for the purpose of measuring the water provided, shall be borne by Encanto. Each district is responsible for maintaining the respective interconnect lines within their boundaries. The agreement was amended on August 21, 2000, and December 20, 2011. The charge for service to either district is \$1.25 per thousand gallons of water delivered plus the North Harris County Regional Water Authority pumpage fee. The agreement shall be in force until September 24, 2020.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 8. WATER SUPPLY AGREEMENTS (Continued)

Oakmont Public Utility District

On February 17, 1992, the District entered into an emergency water supply agreement with Oakmont Public Utility District (“Oakmont”) so that each district will have an alternative water supply available for emergencies commencing at the time each district has its own operational water production and distribution system. The receiving district will pay the supplying district for the water supplied, as estimated by the providing district’s operator, at a rate equal to 150 percent of the supplying districts direct cost of producing water. Each district is responsible for maintaining that segment of the interconnect line that is located within its boundaries. The agreement was amended on November 13, 2008, to change the point of connection between the districts. The term of this agreement commenced in February of 2009 and continues for a term of 20 years.

Harris County Municipal Utility District No. 1

On April 9, 2013, the District entered into an agreement with Harris County Municipal Utility District No. 1 (“MUD 1”) to provide emergency water supply services. All necessary costs of constructing the interconnect shall be the sole responsibility of MUD 1. The parties agree that a two-way meter will not be necessary at this time and that the interconnection will be controlled by a valve and lock box which the operators for both parties will have a key. Each district is responsible for maintaining the respective interconnect lines within their boundaries. The charge for service to either district is \$1.00 per thousand gallons of water delivered plus the North Harris County Regional Water Authority pumpage fee. This agreement shall be in force for a period of 40 years.

NOTE 9. WASTEWATER TREATMENT CONTRACTS

On January 20, 2014, the District entered into a utility development and service agreement with Klein Independent School District (“Klein ISD”). The District agreed to furnish wastewater treatment capacity not to exceed 70,000 gallons per day average daily flow, to be charged pursuant to the District’s rate order. On March 20, 2017, this agreement was amended to include an additional 6.7-acre tract of land which requires water capacity of approximately 450 gallons per day. The term of the contract is 40 years, expiring on January 20, 2054.

On July 2, 1984, the District entered into an agreement, and an amended agreement, with Oakmont Public Utility District (“Oakmont”) whereby the District agreed to expand the capacity in its existing permanent sewage treatment plant to provide 232,220 gallons per day capacity to Oakmont. Each district agreed to pay its share of construction costs for expanding the plant based upon its pro-rata share of reserved capacity in the total capacity in the expansion. On June 15, 1993, the districts entered into a waste disposal contract whereby Oakmont agreed to sell the District an additional 97,220 gpd capacity in the permanent wastewater treatment plant for

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 9. WASTEWATER TREATMENT CONTRACTS (Continued)

\$279,994. The First Amendment to the contract was entered into as of October 8, 2009, to provide for the capacity owned by each participant after the completion of the 400,000 gallon per day expansion. The plant was expanded from 750,000 gallons per day to 1,150,000 gallons per day. The Second Amendment to the contract was entered into as of February 16, 2015, to re-rate the existing 1,150,000 gallons per day to 950,000 gallons per day. The District has constructed a 450,000 gallon per day expansion thus increasing the capacity in the plant from 950,000 gallons per day to 1,400,000 gallons per day.

The District exercises oversight responsibility for the operations of the plant. Fixed operational costs such as electricity, property insurance, permit renewal fees and costs, capital costs and laboratory testing fees are allocated based upon each district's pro-rata share of reserved capacity. All other costs of operations are allocated based upon the volume of wastewater delivered to the plant for treatment (measured according to the total water usage by each district as calculated based upon meter readings). Billings are issued on a monthly basis. In addition, the contract requires the establishment of an operating reserve equal to two month's operation and maintenance costs; such reserve is allocated based upon the existing budget and each district's estimated pro-rata share of such budget. The term of the agreement is 40 years.

	<u>Owned Capacity in Gallons Per Day</u>	<u>Owned Capacity Percentage</u>
Northampton Municipal Utility District	1,040,000	74.29
Oakmont Public Utility District	<u>360,000</u>	<u>25.71</u>
TOTAL	<u>1,400,000</u>	<u>100.00</u>

The financial activities of the joint venture are accounted for in the Special Revenue Fund of the District. Separate financial statements are not issued on the joint venture. The following is a summary of the billing activity.

	<u>The District</u>	<u>Oakmont</u>	<u>Total</u>
Due (to) from Participants at January 1, 2018	\$ 17,350	\$ 22,932	\$ 40,282
Operating Costs	430,449	207,208	637,657
Receipts and Credits	(407,285)	(202,775)	(610,060)
Change in Reserve	<u>5,934</u>	<u>2,051</u>	<u>7,985</u>
Due (to) from Participants at December 31, 2018	<u>\$ 46,448</u>	<u>\$ 29,416</u>	<u>\$ 75,864</u>
Two Month Reserve	<u>\$ 80,534</u>	<u>\$ 27,871</u>	<u>\$ 108,405</u>

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 10. ESCROW REQUIREMENTS

In compliance with the Commission's order dated May 2, 2006, the District placed \$1,375,030 from the Series 2006 Bond proceeds into an escrow account. On August 21, 2006, the Commission approved the release of \$75,000 from escrow for financial advisor fees. On June 16, 2009, the Commission approved the release of \$58,080 from escrow to partially reimburse Oakmont Public Utility District for costs associated with the existing water line interconnect. The Commission also approved a change in project scope of \$437,020 to fund the District's water well no. 2 project and the balance of the costs associated with the existing water line interconnect. On October 29, 2009, the Commission approved the release of \$1,236,950 from escrow: \$1,064,800 for wastewater treatment plant modifications and improvements and \$172,150 for the Ditch M-102 channel improvements. At December 31, 2018, \$5,000 of surplus funds is required to remain in escrow.

NOTE 11. DEFINED CONTRIBUTION PLAN

The District has established a SIMPLE Individual Retirement Account ("IRA") plan for its employees. The plan became effective April 1, 2000 and is currently managed by AIM Management. Eligible employees may contribute up to the maximum amount allowed by the Internal Revenue Service for any calendar year through salary reduction elections. For each calendar year, the District will contribute a matching contribution to each eligible employee's IRA account equal to the employee's salary reduction contributions up to a limit of 3% of the employee's compensation for the calendar year. All contributions to the plan are immediately vested with the employee. For the year ended December 31, 2018, the eligible employees contributed \$16,708 to the plan and the District contributed \$8,530.

NOTE 12. NORTH HARRIS COUNTY REGIONAL WATER AUTHORITY

The District is located within the boundaries of the North Harris County Regional Water Authority (the "Authority"). The Authority was created under Article 16, Section 59 of the Texas Constitution by House Bill 2965 (the "Act"), as passed by the 75th Texas Legislature, in 1999. The Act empowers the Authority to provide for the conservation, preservation, protection, recharge and prevention of waste of groundwater, and for the reduction of groundwater withdrawals. The Authority is overseeing that its participants comply with the Harris-Galveston Subsidence District pumpage requirements.

The Authority charges a fee, based on the amount of water pumped from a well, to the owner of wells located within the boundaries of the Authority, unless exempted. This fee enables the Authority to fulfill its purpose and regulatory functions. The fee for 2018 was \$3.40 per 1,000 gallons of water pumped from each well. The District recorded an expenditure of \$1,170,734 for fees assessed by the Authority during the current fiscal year. The District collects fees from its customers as a part of its monthly billings to cover this regulatory assessment.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 13. RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, errors and omissions, and natural disasters. The District participates in the Texas Municipal League Intergovernmental Risk Pool (“TML”) to provide automobile liability, automobile physical damage coverage and workers compensation coverage. The District, along with other participating entities, contributes annual amounts determined by TML’s management. As claims arise, they are submitted and paid by TML. The District purchased commercial insurance for all other coverage. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

NOTE 14. INTERFUND BALANCES

The General Fund owes the Debt Service Fund (Tax Account) \$63,007 for the over transfer of maintenance tax collections. The General Fund owes the Debt Service Fund (Tax Account) \$30,058 for the over transfer of defined area maintenance tax collections. The General Fund fund owes the Special Revenues Fund \$46,448 for wastewater treatment plant operations and the General Fund owes the Capital Projects Fund \$189,323 for Water Plant No. 3 construction costs pending the expenditures of these funds.

NOTE 15. UNREIMBURSED COSTS

The District has entered into development financing agreements with developers within the District. The agreements call for the developers to fund costs associated with water, sewer, and drainage facilities until such time as the District can sell bonds. As of December 31, 2018, the District recorded an estimated liability of \$6,359,219 for unreimbursed costs related to completed projects and \$2,017,695 for unreimbursed advances for Wastewater Treatment Plant No. 2.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 16. USE OF SURPLUS FUNDS

On December 11, 2017, the District received approval from the Commission for the use of \$226,832 in surplus funds from the Series 2016 Bond issue to pay for a portion of the cost of implementation of the Smart Meter Replacement Program. This amount was reimbursed to the General Fund in the current fiscal year.

In accordance with Rule 30 T.A.C. 293.83(c)(3) of the Commission, the District approved the use of \$176,327 in surplus funds from the Series 2016 Bond issue to fund the Lift Station rehabilitation. This amount was reimbursed to the General Fund in the current fiscal year.

NOTE 17. BOND SALE

On August 23, 2018, the District issued \$3,020,000 of Series 2018 Defined Area Unlimited Tax Road Bonds. Proceeds from the bonds were used to reimburse the Developer for the construction and engineering costs related to the paving of Hampton Creek, Sections 3, 4B, 7, 8 and 9 and pay certain costs of issuing the bonds.

NOTE 18. PENDING BOND SALE

As of the date of this report, the District is expected to close on the sale of \$5,800,000 of Series 2019 Unlimited Tax Bonds on April 18, 2019. Proceeds from the bonds will be used to reimburse the Developer for the construction and engineering costs related to CST water and sanitary sewer extension; to fund the construction and engineering of Wastewater Treatment Plant improvements, Water Well No. 1 rework, Water Plant No. 3 overage, Creekview Lift Station improvements; and pay certain costs of issuing the bonds.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT

REQUIRED SUPPLEMENTARY INFORMATION

DECEMBER 31, 2018

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
FOR THE YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Amended Budget	Actual	Variance Positive (Negative)
REVENUES				
Property Taxes	\$ 1,483,000	\$ 1,518,000	\$ 1,539,156	\$ 21,156
Water Service	1,200,000	1,200,000	1,054,876	(145,124)
Wastewater Service	1,300,000	1,300,000	1,325,693	25,693
Penalty and Interest	36,000	36,000	34,449	(1,551)
Tap Connection and Inspection Fees	85,125	85,125	374,340	289,215
Facility Use Fees	116,400	116,400	113,897	(2,503)
Regional Water Authority Fees	1,300,000	1,300,000	1,155,839	(144,161)
Investment Revenues	21,000	21,000	70,004	49,004
FEMA Grant Revenue			140,783	140,783
Miscellaneous Revenues	20,900	20,900	26,423	5,523
TOTAL REVENUES	<u>\$ 5,562,425</u>	<u>\$ 5,597,425</u>	<u>\$ 5,835,460</u>	<u>\$ 238,035</u>
EXPENDITURES				
Services Operations:				
Professional Fees	\$ 350,825	\$ 350,825	\$ 361,922	\$ (11,097)
Contracted Services	597,900	597,900	627,618	(29,718)
Purchased Wastewater Service	447,600	447,600	430,449	17,151
Utilities	109,800	109,800	94,322	15,478
Repairs and Maintenance	403,000	403,000	357,164	45,836
Regional Water Authority Assessments	1,300,000	1,300,000	1,170,734	129,266
Parks and Recreation	1,356,400	1,356,400	1,440,790	(84,390)
Other	243,600	243,600	334,220	(90,620)
Capital Outlay:				
Parks and Recreation	20,000	168,840	76,915	91,925
Other	818,000	1,101,149	988,759	112,390
TOTAL EXPENDITURES	<u>\$ 5,647,125</u>	<u>\$ 6,079,114</u>	<u>\$ 5,882,893</u>	<u>\$ 196,221</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>\$ (84,700)</u>	<u>\$ (481,689)</u>	<u>\$ (47,433)</u>	<u>\$ 434,256</u>
OTHER FINANCING SOURCES(USES)				
Transfers In (Out)	\$ 226,832	\$ 371,858	\$ - 0 -	\$ (371,858)
NET CHANGE IN FUND BALANCE	\$ 142,132	\$ (109,831)	\$ (47,433)	\$ 62,398
FUND BALANCE - JANUARY 1, 2018	<u>3,253,250</u>	<u>3,253,250</u>	<u>3,253,250</u>	
FUND BALANCE - DECEMBER 31, 2018	<u>\$ 3,395,382</u>	<u>\$ 3,143,419</u>	<u>\$ 3,205,817</u>	<u>\$ 62,398</u>

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL
SPECIAL REVENUE FUND – WASTEWATER TREATMENT PLANT
FOR THE YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual	Variance Positive (Negative)
REVENUES			
Wastewater Service	\$ 602,525	\$ 637,657	\$ 35,132
TOTAL REVENUES	<u>\$ 602,525</u>	<u>\$ 637,657</u>	<u>\$ 35,132</u>
EXPENDITURES			
Services Operations:			
Professional Fees	\$ 14,000	\$ 6,289	\$ 7,711
Contracted Services	69,780	67,928	1,852
Utilities	103,620	107,280	(3,660)
Repairs and Maintenance	177,000	245,079	(68,079)
Other	238,125	211,081	27,044
TOTAL EXPENDITURES	<u>\$ 602,525</u>	<u>\$ 637,657</u>	<u>\$ (35,132)</u>
NET CHANGE IN FUND BALANCE	\$ -0-	\$ -0-	\$ -0-
FUND BALANCE - JANUARY 1, 2018	_____	_____	_____
FUND BALANCE - DECEMBER 31, 2018	<u><u>\$ -0-</u></u>	<u><u>\$ -0-</u></u>	<u><u>\$ -0-</u></u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SUPPLEMENTARY INFORMATION REQUIRED BY THE
WATER DISTRICT FINANCIAL MANAGEMENT GUIDE
DECEMBER 31, 2018

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SERVICES AND RATES
FOR THE YEAR ENDED DECEMBER 31, 2018**

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

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

2. RETAIL SERVICE PROVIDERS

a. RETAIL RATES FOR A 5/8" METER (OR EQUIVALENT):

Based on the rate order approved October 16, 2017.

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate Y/N</u>	<u>Rate per 1,000 Gallons over Minimum Use</u>	<u>Usage Levels</u>				
WATER:	\$ 20.00	7,000	N	\$ 1.50 \$ 2.00 \$ 2.50 \$ 3.50 \$ 5.00	7,001 to 12,000 12,001 to 20,000 20,001 to 30,000 30,001 to 75,000 75,001 and over				
WASTEWATER:	\$ 45.85*		Y						
SURCHARGE:									
Regional Water Authority Fees				\$ 3.91	All				
District employs winter averaging for wastewater usage?					<table style="margin-left: auto; margin-right: 0;"> <tr> <td style="text-align: center;">_____</td> <td style="text-align: center;"><u> X </u></td> </tr> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> </table>	_____	<u> X </u>	Yes	No
_____	<u> X </u>								
Yes	No								

Total monthly charges per 10,000 gallons usage: Water: \$24.50 Wastewater: \$45.85 Surcharge: \$39.10 Total: \$109.45

* Includes garbage fee of \$21.50.

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SERVICES AND RATES
FOR THE YEAR ENDED DECEMBER 31, 2018**

2. RETAIL SERVICE PROVIDERS (Continued)

b. WATER AND WASTEWATER RETAIL CONNECTIONS: (Unaudited)

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFCs</u>
Unmetered			x 1.0	
≤¾"	2,140	2,116	x 1.0	2,116
1"	102	101	x 2.5	253
1½"	3	3	x 5.0	15
2"	2	2	x 8.0	16
3"			x 15.0	
4"	2	2	x 25.0	50
6"	1	1	x 50.0	100
8"	4	4	x 80.0	240
10"			x 115.0	
Total Water Connections	<u>2,254</u>	<u>2,229</u>		<u>2,790</u>
Total Wastewater Connections	<u>2,192</u>	<u>2,167</u>	x 1.0	<u>2,167</u>

3. TOTAL WATER CONSUMPTION DURING THE FISCAL YEAR ROUNDED TO THE NEAREST THOUSAND: (Unaudited)

Gallons pumped into system:	350,885,000	Water Accountability Ratio: 89.6% (Gallons billed and sold/Gallons pumped and purchased)
Gallons billed to customers:	314,277,000	

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
SERVICES AND RATES
FOR THE YEAR ENDED DECEMBER 31, 2018**

4. STANDBY FEES (authorized only under TWC Section 49.231):

Does the District have Debt Service standby fees? Yes No

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

5. LOCATION OF DISTRICT:

Is the District located entirely within one county?

Yes No

County or Counties in which District is located:

Harris County, Texas

Is the District located within a city?

Entirely Partly Not at all

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

Entirely Partly Not at all

ETJ's in which District is located:

City of Houston, Texas

Are Board Members appointed by an office outside the District?

Yes No

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
GENERAL FUND EXPENDITURES
FOR THE YEAR ENDED DECEMBER 31, 2018

PROFESSIONAL FEES:	
Auditing	\$ 25,425
Engineering	207,487
Legal	<u>129,010</u>
TOTAL PROFESSIONAL FEES	<u>\$ 361,922</u>
PURCHASED SERVICES FOR RESALE:	
Purchased Wastewater Service	<u>\$ 430,449</u>
CONTRACTED SERVICES:	
Bookkeeping	\$ 31,437
Operations and Billing	<u>109,708</u>
TOTAL CONTRACTED SERVICES	<u>\$ 141,145</u>
UTILITIES:	
Electricity	\$ 92,405
Telephone	<u>1,917</u>
TOTAL UTILITIES	<u>\$ 94,322</u>
REPAIRS AND MAINTENANCE	<u>\$ 357,164</u>
ADMINISTRATIVE EXPENDITURES:	
Director Fees	\$ 19,950
Dues and Registration Fees	2,185
Election Costs	4,048
Insurance	53,088
Office Supplies and Postage	10,833
Travel and Meetings	7,231
Website	6,771
Other	<u>15,587</u>
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 119,693</u>
CAPITAL OUTLAY:	
Capitalized Assets	\$ 988,759
Expenditures Not Capitalized	<u> </u>
TOTAL CAPITAL OUTLAY	<u>\$ 988,759</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
GENERAL FUND EXPENDITURES
FOR THE YEAR ENDED DECEMBER 31, 2018

TAP CONNECTIONS	\$ <u>120,968</u>
SOLID WASTE DISPOSAL	\$ <u>486,473</u>
PARKS AND RECREATION	
Contract Services	\$ 14,235
Personnel (Including Benefits)	1,068,434
Repairs and Maintenance	273,908
Truck	5,272
Utilities	78,941
Capital Outlay	<u>76,915</u>
TOTAL PARKS AND RECREATION	\$ <u>1,517,705</u>
OTHER EXPENDITURES:	
Chemicals	\$ 22,777
Laboratory Fees	11,135
Permit Fees	6,044
Reconnection Fees	19,842
Inspection Fees	21,973
Regional Water Authority Assessments	1,170,734
TCEQ Regulatory Assessment	<u>11,788</u>
TOTAL OTHER EXPENDITURES	\$ <u>1,264,293</u>
TOTAL EXPENDITURES	\$ <u><u>5,882,893</u></u>

Number of persons employed by the District 19 Full-Time 2 Part-Time*

* During the summer months, part-time employees may be as many as 49.

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
INVESTMENTS
DECEMBER 31, 2018**

Fund	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
<u>GENERAL FUND</u>					
Certificate of Deposit	XXXX5780	2.0000%	04/19/19	\$ 245,000	\$ 980
Certificate of Deposit	XXXX0340	2.2200%	06/21/19	249,201	152
TexPool	XXXX0001	2.5304%	Daily	<u>2,687,453</u>	
TOTAL GENERAL FUND				<u>\$ 3,181,654</u>	<u>\$ 1,132</u>
<u>DEBT SERVICE FUND</u>					
Certificate of Deposit	XXXX1910	2.0000%	02/25/19	\$ 245,000	\$ 1,692
Certificate of Deposit	XXXX1535	2.1500%	02/25/19	245,000	1,818
Certificate of Deposit	XXXX0674	2.2200%	02/25/19	758,000	5,809
Certificate of Deposit	XXXX0617	2.2200%	02/25/19	347,000	2,723
Certificate of Deposit	XXXX0618	2.1500%	02/22/19	140,000	1,616
Certificate of Deposit	XXXX0772	2.2200%	02/22/19	<u>313,843</u>	<u>2,463</u>
TOTAL DEBT SERVICE FUND				<u>\$ 2,048,843</u>	<u>\$ 16,121</u>
<u>CAPITAL PROJECTS FUND</u>					
TexPool	XXXX0002	2.5304%	Daily	<u>\$ 2,853,999</u>	<u>\$ - 0 -</u>
TOTAL - ALL FUNDS				<u>\$ 8,084,496</u>	<u>\$ 17,253</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED DECEMBER 31, 2018

	Maintenance Taxes		Debt Service Taxes		Road Taxes	
TAXES RECEIVABLE -						
JANUARY 1, 2018	\$ 1,263,697		\$ 1,965,859		\$ 260,812	
Adjustments to Beginning						
Balance	<u>19,533</u>	\$ 1,283,230	<u>46,460</u>	\$ 2,012,319	<u>18,308</u>	\$ 279,120
Original 2018 Tax Levy	\$ 1,449,341		\$ 2,231,599		\$ 272,314	
Adjustment to 2018 Tax Levy	<u>116,475</u>	<u>1,565,816</u>	<u>192,848</u>	<u>2,424,447</u>	<u>33,434</u>	<u>305,748</u>
TOTAL TO BE						
ACCOUNTED FOR		\$ 2,849,046		\$ 4,436,766		\$ 584,868
TAX COLLECTIONS:						
Prior Years	\$ 1,245,749		\$ 1,960,899		\$ 278,709	
Current Year	<u>208,056</u>	<u>1,453,805</u>	<u>299,855</u>	<u>2,260,754</u>	<u>21,566</u>	<u>300,275</u>
TAXES RECEIVABLE -						
DECEMBER 31, 2018		<u>\$ 1,395,241</u>		<u>\$ 2,176,012</u>		<u>\$ 284,593</u>
TAXES RECEIVABLE BY						
YEAR:						
2018		\$ 1,357,760		\$ 2,124,592		\$ 284,182
2017		19,045		25,597		405
2016		5,543		7,329		6
2015		2,504		3,535		
2014		2,069		2,979		
2013		907		1,306		
2012		975		1,405		
2011		1,020		1,469		
2010		1,131		1,628		
2009		1,106		1,592		
2008		1,136		1,636		
2007		807		1,162		
2006		506		728		
2005		366		527		
2004		<u>366</u>		<u>527</u>		
TOTAL		<u>\$ 1,395,241</u>		<u>\$ 2,176,012</u>		<u>\$ 284,593</u>

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED DECEMBER 31, 2018**

	2018	2017	2016	2015
DISTRICT WIDE:				
Land	\$ 147,162,535	\$ 141,884,402	\$ 125,027,658	\$ 127,603,417
Improvements	561,507,175	546,837,538	493,448,383	433,454,831
Personal Property	7,443,766	7,117,591	6,604,109	5,658,875
Exemptions	(89,786,882)	(82,794,856)	(64,455,327)	(62,736,244)
TOTAL PROPERTY VALUATIONS	\$ 626,326,594	\$ 613,044,675	\$ 560,624,823	\$ 503,980,879
TAX RATES PER \$100 VALUATION:				
Debt Service	\$ 0.33	\$ 0.33	\$ 0.33	\$ 0.36
Maintenance ***	0.25	0.25	0.25	0.25
TOTAL TAX RATES PER \$100 VALUATION	\$ 0.58	\$ 0.58	\$ 0.58	\$ 0.61
ADJUSTED TAX LEVY*	\$ 3,632,693	\$ 3,555,660	\$ 3,251,624	\$ 3,074,284
DEFINED AREA :				
PROPERTY VALUATIONS	\$ 103,643,250	\$ 91,659,783	\$ 77,891,935	\$ 55,308,676
TAX RATES PER \$100 VALUATION:				
Debt Service	\$ 0.345	\$ 0.34	\$ 0.420	\$ 0.00
Road	0.295	0.30	0.175	0.00
Maintenance***			0.045	0.64
TOTAL TAX RATES PER \$100 VALUATION	\$ 0.640	\$ 0.64	\$ 0.640	\$ 0.64
ADJUSTED TAX LEVY*	\$ 663,318	\$ 586,622	\$ 498,508	\$ 353,976
PERCENTAGE OF TOTAL TAXES COLLECTED TO TOTAL TAXES LEVIED				
	12.32 %	98.74 %	99.60 %	99.80 %
	**			

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

** The District is in the process of collecting.

*** District Wide – Maximum tax rate of \$0.25 approved by voters.
Defined Area – Maximum tax rate of \$0.64 approved by voters on November 6, 2012.

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

S E R I E S - 2 0 1 0			
Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 50,000	\$ 5,469	\$ 55,469
2020	50,000	3,281	53,281
2021	50,000	1,094	51,094
2022			
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
2032			
2033			
2034			
2035			
2036			
2037			
2038			
2039			
2040			
2041			
2042			
	\$ 150,000	\$ 9,844	\$ 159,844

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

REFUNDING SERIES - 2010

Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 345,000	\$ 89,500	\$ 434,500
2020	365,000	75,300	440,300
2021	380,000	60,400	440,400
2022	225,000	48,300	273,300
2023	240,000	39,000	279,000
2024	250,000	29,200	279,200
2025	260,000	19,000	279,000
2026	170,000	10,400	180,400
2027	175,000	3,500	178,500
2028			
2029			
2030			
2031			
2032			
2033			
2034			
2035			
2036			
2037			
2038			
2039			
2040			
2041			
2042			
	<u>\$ 2,410,000</u>	<u>\$ 374,600</u>	<u>\$ 2,784,600</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

S E R I E S - 2 0 1 2			
Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$	\$ 73,562	\$ 73,562
2020		73,563	73,563
2021		73,562	73,562
2022		73,563	73,563
2023		73,562	73,562
2024		73,563	73,563
2025		73,562	73,562
2026		73,563	73,563
2027		73,562	73,562
2028	60,000	72,738	132,738
2029	55,000	71,156	126,156
2030	60,000	69,575	129,575
2031	60,000	67,850	127,850
2032	60,000	66,050	126,050
2033	65,000	64,175	129,175
2034	65,000	62,225	127,225
2035	855,000	46,287	901,287
2036	895,000	15,663	910,663
2037			
2038			
2039			
2040			
2041			
2042			
	\$ 2,175,000	\$ 1,197,781	\$ 3,372,781

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

REFUNDING SERIES - 2014

Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 270,000	\$ 104,213	\$ 374,213
2020	275,000	96,779	371,779
2021	290,000	89,073	379,073
2022	295,000	81,093	376,093
2023	305,000	72,908	377,908
2024	320,000	64,383	384,383
2025	335,000	55,449	390,449
2026	345,000	46,174	391,174
2027	355,000	36,625	391,625
2028	370,000	26,735	396,735
2029	390,000	16,368	406,368
2030	405,000	5,524	410,524
2031			
2032			
2033			
2034			
2035			
2036			
2037			
2038			
2039			
2040			
2041			
2042			
	<u>\$ 3,955,000</u>	<u>\$ 695,324</u>	<u>\$ 4,650,324</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

S E R I E S - 2 0 1 5

Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 125,000	\$ 130,944	\$ 255,944
2020	125,000	128,444	253,444
2021	130,000	125,731	255,731
2022	140,000	122,519	262,519
2023	145,000	118,956	263,956
2024	150,000	115,269	265,269
2025	155,000	111,262	266,262
2026	160,000	106,931	266,931
2027	170,000	102,181	272,181
2028	175,000	97,006	272,006
2029	180,000	91,681	271,681
2030	190,000	86,013	276,013
2031	200,000	79,919	279,919
2032	205,000	73,591	278,591
2033	215,000	66,894	281,894
2034	225,000	59,744	284,744
2035	230,000	52,206	282,206
2036	240,000	43,975	283,975
2037	250,000	35,094	285,094
2038	260,000	25,688	285,688
2039	270,000	15,750	285,750
2040	285,000	5,344	290,344
2041			
2042			
	<u>\$ 4,225,000</u>	<u>\$ 1,795,142</u>	<u>\$ 6,020,142</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

DEFINED AREA
SERIES - 2016

Due During Fiscal Years Ending December 31	Principal Due September 1	Interest Due March 1/ September 1	Total
2019	\$ 180,000	\$ 183,862	\$ 363,862
2020	185,000	180,262	365,262
2021	190,000	176,562	366,562
2022	195,000	172,762	367,762
2023	205,000	168,570	373,570
2024	210,000	163,857	373,857
2025	220,000	158,920	378,920
2026	225,000	153,420	378,420
2027	235,000	147,458	382,458
2028	245,000	140,878	385,878
2029	250,000	134,018	384,018
2030	260,000	126,518	386,518
2031	270,000	118,718	388,718
2032	280,000	110,348	390,348
2033	290,000	101,668	391,668
2034	300,000	92,242	392,242
2035	310,000	82,492	392,492
2036	320,000	71,952	391,952
2037	330,000	61,072	391,072
2038	345,000	49,852	394,852
2039	355,000	37,950	392,950
2040	365,000	25,702	390,702
2041	380,000	13,110	393,110
2042			
	<u>\$ 6,145,000</u>	<u>\$ 2,672,193</u>	<u>\$ 8,817,193</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

DEFINED AREA
ROAD SERIES - 2016

Due During Fiscal Years Ending December 31	Principal Due September 1	Interest Due March 1/ September 1	Total
2019	\$ 75,000	\$ 78,515	\$ 153,515
2020	80,000	77,391	157,391
2021	80,000	75,991	155,991
2022	85,000	74,392	159,392
2023	90,000	72,606	162,606
2024	90,000	70,806	160,806
2025	95,000	68,782	163,782
2026	95,000	66,406	161,406
2027	100,000	63,794	163,794
2028	105,000	61,044	166,044
2029	110,000	57,894	167,894
2030	110,000	54,594	164,594
2031	115,000	51,294	166,294
2032	120,000	47,844	167,844
2033	125,000	43,794	168,794
2034	130,000	39,575	169,575
2035	135,000	35,188	170,188
2036	135,000	30,632	165,632
2037	140,000	26,075	166,075
2038	145,000	21,350	166,350
2039	150,000	16,275	166,275
2040	155,000	11,025	166,025
2041	160,000	5,600	165,600
2042			
	<u>\$ 2,625,000</u>	<u>\$ 1,150,867</u>	<u>\$ 3,775,867</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

REFUNDING SERIES - 2016

Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 20,000	\$ 167,650	\$ 187,650
2020	20,000	167,250	187,250
2021	20,000	166,850	186,850
2022	245,000	164,200	409,200
2023	245,000	159,300	404,300
2024	250,000	154,350	404,350
2025	260,000	146,650	406,650
2026	190,000	137,650	327,650
2027	195,000	129,950	324,950
2028	190,000	122,250	312,250
2029	190,000	114,650	304,650
2030	195,000	106,950	301,950
2031	645,000	90,150	735,150
2032	675,000	63,750	738,750
2033	705,000	36,150	741,150
2034	735,000	11,025	746,025
2035			
2036			
2037			
2038			
2039			
2040			
2041			
2042			
	<u>\$ 4,780,000</u>	<u>\$ 1,938,775</u>	<u>\$ 6,718,775</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

S E R I E S - 2 0 1 6

Due During Fiscal Years Ending December 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2019	\$ 295,000	\$ 326,145	\$ 621,145
2020	305,000	320,145	625,145
2021	315,000	313,157	628,157
2022	330,000	305,095	635,095
2023	340,000	296,720	636,720
2024	350,000	287,220	637,220
2025	360,000	276,570	636,570
2026	375,000	265,545	640,545
2027	385,000	254,145	639,145
2028	400,000	242,370	642,370
2029	410,000	230,220	640,220
2030	425,000	217,483	642,483
2031	440,000	203,745	643,745
2032	455,000	189,087	644,087
2033	470,000	173,590	643,590
2034	485,000	157,113	642,113
2035	500,000	139,875	639,875
2036	515,000	121,726	636,726
2037	535,000	102,564	637,564
2038	550,000	81,800	631,800
2039	570,000	59,400	629,400
2040	590,000	36,200	626,200
2041	610,000	12,200	622,200
2042			
	<u>\$ 10,010,000</u>	<u>\$ 4,612,115</u>	<u>\$ 14,622,115</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

DEFINED AREA
ROAD SERIES - 2018

Due During Fiscal Years Ending December 31	Principal Due September 1	Interest Due March 1/ September 1	Total
2019	\$ 65,000	\$ 123,365	\$ 188,365
2020	80,000	110,300	190,300
2021	80,000	105,900	185,900
2022	85,000	101,500	186,500
2023	90,000	96,825	186,825
2024	90,000	91,875	181,875
2025	95,000	87,375	182,375
2026	100,000	82,625	182,625
2027	105,000	79,625	184,625
2028	110,000	76,475	186,475
2029	115,000	73,175	188,175
2030	120,000	69,725	189,725
2031	125,000	66,125	191,125
2032	130,000	62,062	192,062
2033	135,000	57,838	192,838
2034	140,000	53,450	193,450
2035	145,000	48,550	193,550
2036	150,000	43,475	193,475
2037	160,000	38,225	198,225
2038	165,000	32,625	197,625
2039	175,000	26,644	201,644
2040	180,000	20,300	200,300
2041	185,000	13,775	198,775
2042	195,000	7,068	202,068
	<u>\$ 3,020,000</u>	<u>\$ 1,568,902</u>	<u>\$ 4,588,902</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
LONG-TERM DEBT SERVICE REQUIREMENTS
DECEMBER 31, 2018

ANNUAL REQUIREMENTS
FOR ALL SERIES

Due During Fiscal Years Ending December 31	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2019	\$ 1,425,000	\$ 1,283,225	\$ 2,708,225
2020	1,485,000	1,232,715	2,717,715
2021	1,535,000	1,188,320	2,723,320
2022	1,600,000	1,143,424	2,743,424
2023	1,660,000	1,098,447	2,758,447
2024	1,710,000	1,050,523	2,760,523
2025	1,780,000	997,570	2,777,570
2026	1,660,000	942,714	2,602,714
2027	1,720,000	890,840	2,610,840
2028	1,655,000	839,496	2,494,496
2029	1,700,000	789,162	2,489,162
2030	1,765,000	736,382	2,501,382
2031	1,855,000	677,801	2,532,801
2032	1,925,000	612,732	2,537,732
2033	2,005,000	544,109	2,549,109
2034	2,080,000	475,374	2,555,374
2035	2,175,000	404,598	2,579,598
2036	2,255,000	327,423	2,582,423
2037	1,415,000	263,030	1,678,030
2038	1,465,000	211,315	1,676,315
2039	1,520,000	156,019	1,676,019
2040	1,575,000	98,571	1,673,571
2041	1,335,000	44,685	1,379,685
2042	195,000	7,068	202,068
	<u>\$ 39,495,000</u>	<u>\$ 16,015,543</u>	<u>\$ 55,510,543</u>

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
CHANGES IN LONG-TERM BOND DEBT
FOR THE YEAR ENDED DECEMBER 31, 2018

Description	Original Bonds Issued	Bonds Outstanding January 1, 2018
Northampton Municipal Utility District Unlimited Tax Bonds - Series 2010	\$ 4,000,000	\$ 175,000
Northampton Municipal Utility District Unlimited Tax Refunding Bonds - Series 2010	6,965,000	2,895,000
Northampton Municipal Utility District Unlimited Tax Bonds - Series 2012	2,175,000	2,175,000
Northampton Municipal Utility District Unlimited Tax Bonds - Refunding Bonds - Series 2014	4,320,000	4,210,000
Northampton Municipal Utility District Unlimited Tax Bonds - Series 2015	4,460,000	4,345,000
Northampton Municipal Utility District Defined Area Unlimited Tax Bonds - Series 2016	6,490,000	6,315,000
Northampton Municipal Utility District Defined Area Unlimited Tax Road Bonds - Series 2016	2,700,000	2,700,000
Northampton Municipal Utility District Unlimited Tax Refunding Bonds - Series 2016	4,800,000	4,800,000
Northampton Municipal Utility District Unlimited Tax Bonds - Series 2016	10,300,000	10,300,000
Northampton Municipal Utility District Defined Area Unlimited Tax Road Bonds - Series 2018	3,020,000	
TOTAL	\$ 49,230,000	\$ 37,915,000

For interest rates, interest payment dates and maturity dates, see Note 3.

See accompanying independent auditor's report.

<u>Current Year Transactions</u>				
<u>Bonds Sold</u>	<u>Retirements</u>		<u>Bonds Outstanding December 31, 2018</u>	<u>Paying Agent</u>
	<u>Principal</u>	<u>Interest</u>		
\$	\$ 25,000	\$ 7,031	\$ 150,000	Wells Fargo Bank N.A. Houston, TX
	485,000	106,100	2,410,000	Wells Fargo Bank N.A. Houston, TX
		73,563	2,175,000	Regions Bank Houston, TX
	255,000	111,375	3,955,000	Regions Bank Birmingham, AL
	120,000	133,394	4,225,000	Regions Bank Houston, TX
	170,000	187,263	6,145,000	Regions Bank Houston, TX
	75,000	79,453	2,625,000	Regions Bank Houston, TX
	20,000	168,050	4,780,000	Regions Bank Houston, TX
	290,000	331,995	10,010,000	Regions Bank Houston, TX
<u>3,020,000</u>			<u>3,020,000</u>	Regions Bank Houston, TX
<u>\$ 3,020,000</u>	<u>\$ 1,440,000</u>	<u>\$ 1,198,224</u>	<u>\$ 39,495,000</u>	

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
CHANGES IN LONG-TERM BOND DEBT
FOR THE YEAR ENDED DECEMBER 31, 2018

District Wide:	Tax and Revenue Bonds	Tax Bonds and Refunding Bonds	Park Bonds
Bond Authority:			
Authorized by Voters	\$ 10,600,000	\$ 54,700,000	\$ 1,775,000
Amount Issued	<u>10,600,000</u>	<u>30,969,949</u>	<u>1,775,000</u>
Remaining to be Issued	<u>\$ - 0 -</u>	<u>\$ 23,730,051</u>	<u>\$ - 0 -</u>
 Defined Area:		Tax Bonds and Refunding Bonds	Road Bonds
Bond Authority:			
Authorized by Voters		\$ 41,000,000	\$ 17,000,000
Amount Issued		<u>6,490,000</u>	<u>5,720,000</u>
Remaining to be Issued		<u>\$ 34,510,000</u>	<u>\$ 11,280,000</u>
 Debt Service Fund cash and investment balances as of December 31, 2018:			<u>\$ 2,631,280</u>
 Average annual debt service payment (principal and interest) for remaining term of all debt:			<u>\$ 2,312,939</u>

See accompanying independent auditor's report.

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NORTHAMPTON MUNICIPAL UTILITY DISTRICT
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND - FIVE YEARS

	Amounts		
	2018	2017	2016
REVENUES			
Property Taxes	\$ 1,539,156	\$ 1,472,206	\$ 1,614,958
Water Service	1,054,876	1,086,063	1,136,965
Wastewater Service	1,325,693	1,267,422	1,219,691
Penalty and Interest	34,449	35,902	36,917
Tap Connection and Inspection Fees	374,340	145,278	229,147
Facility Use Fees	113,897	116,464	117,357
Regional Water Authority Fees	1,155,839	1,068,119	1,002,237
Investment Revenues	70,004	23,637	6,510
FEMA Grant Revenues	140,783		
Miscellaneous Revenues	26,423	39,407	85,754
TOTAL REVENUES	\$ 5,835,460	\$ 5,254,498	\$ 5,449,536
EXPENDITURES			
Professional Fees	\$ 361,922	\$ 325,363	\$ 322,896
Contracted Services	627,618	542,887	571,679
Purchased Wastewater Service	430,449	432,760	401,395
Utilities	94,322	104,398	128,835
Repairs and Maintenance	357,164	369,999	380,222
Regional Water Authority Assessments	1,170,734	1,054,157	946,357
Parks and Recreation	1,440,790	1,366,938	1,288,636
Other	334,220	283,229	318,730
Capital Outlay:			
Parks and Recreation	76,915	276,277	44,545
Other Facilities	988,759		
Debt Service:			
Bond Issuance Costs			
TOTAL EXPENDITURES	\$ 5,882,893	\$ 4,756,008	\$ 4,403,295
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	\$ (47,433)	\$ 498,490	\$ 1,046,241
OTHER FINANCING SOURCES (USES)			
Transfers In (Out)	\$ - 0 -	\$ 226,208	\$ (422,238)
NET CHANGE IN FUND BALANCE	\$ (47,433)	\$ 724,698	\$ 624,003
BEGINNING FUND BALANCE	3,253,250	2,528,552	1,904,549
ENDING FUND BALANCE	\$ 3,205,817	\$ 3,253,250	\$ 2,528,552

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2015	2014	2018	2017	2016	2015	2014
\$ 1,042,385	\$ 975,998	26.3 %	28.0 %	29.4 %	24.4 %	22.5 %
1,001,460	846,002	18.1	20.7	20.9	23.6	19.5
1,126,294	949,019	22.7	24.1	22.4	26.5	21.9
37,948	25,950	0.6	0.7	0.7	0.9	0.6
90,906	653,447	6.4	2.8	4.2	2.1	15.1
109,162	94,057	2.0	2.2	2.2	2.6	2.2
737,987	690,512	19.8	20.3	18.4	17.4	15.9
3,173	1,996	1.2	0.4	0.1	0.1	
		2.4				
95,683	98,989	0.5	0.8	1.7	2.4	2.3
<u>\$ 4,244,998</u>	<u>\$ 4,335,970</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
\$ 301,728	\$ 263,237	6.2 %	6.2 %	5.9 %	7.1 %	6.1 %
528,368	512,900	10.8	10.3	10.5	12.4	11.8
300,073	306,971	7.4	8.2	7.4	7.1	7.1
106,945	99,271	1.6	2.0	2.4	2.5	2.3
213,767	234,968	6.1	7.0	7.0	5.0	5.4
652,924	616,980	20.1	20.1	17.4	15.4	14.2
1,104,432	1,030,122	24.7	26.0	23.6	26.0	23.8
250,970	427,836	5.7	5.4	5.8	5.9	9.9
61,614	32,589	1.3	5.3	0.8	1.5	0.8
21,975		16.9			0.5	
32,948	26,027				0.8	0.6
<u>\$ 3,575,744</u>	<u>\$ 3,550,901</u>	<u>100.8 %</u>	<u>90.5 %</u>	<u>80.8 %</u>	<u>84.2 %</u>	<u>82.0 %</u>
<u>\$ 669,254</u>	<u>\$ 785,069</u>	<u>(0.8) %</u>	<u>9.5 %</u>	<u>19.2 %</u>	<u>15.8 %</u>	<u>18.0 %</u>
<u>\$ 26,027</u>	<u>\$ 64,007</u>					
\$ 695,281	\$ 849,076					
1,209,268	360,192					
<u>\$ 1,904,549</u>	<u>\$ 1,209,268</u>					

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
DEBT SERVICE FUND - FIVE YEARS

	Amounts		
	2018	2017	2016
REVENUES			
Property Taxes	\$ 2,658,418	\$ 2,397,312	\$ 1,813,256
Penalty and Interest	48,200	40,020	24,483
Investment Revenues	37,987	16,821	5,615
Miscellaneous Revenues	75	50	50
TOTAL REVENUES	\$ 2,744,680	\$ 2,454,203	\$ 1,843,404
EXPENDITURES			
Tax Collection Expenditures	\$ 99,534	\$ 87,759	\$ 79,874
Debt Service Principal	1,440,000	1,035,000	720,000
Debt Service Interest and Fees	1,204,061	1,109,800	710,205
Bond Issuance Costs			200,612
Payment to Refunded Bond Escrow Agent			43,000
TOTAL EXPENDITURES	\$ 2,743,595	\$ 2,232,559	\$ 1,753,691
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	\$ 1,085	\$ 221,644	\$ 89,713
OTHER FINANCING SOURCES (USES)			
Transfer In (Out)	\$	\$	\$ 501,207
Long-Term Debt Issued			454,076
Refunding Bonds			4,800,000
Payment to Refunded Bond Escrow Agent			(4,900,123)
Bond Premium			309,948
TOTAL OTHER FINANCING SOURCES (USES)	\$ - 0 -	\$ - 0 -	\$ 1,165,108
NET CHANGE IN FUND BALANCE	\$ 1,085	\$ 221,644	\$ 1,254,821
BEGINNING FUND BALANCE	2,409,594	2,187,950	933,129
ENDING FUND BALANCE	\$ 2,410,679	\$ 2,409,594	\$ 2,187,950
TOTAL ACTIVE RETAIL WATER CONNECTIONS	2,229	2,084	1,996
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	2,167	2,024	1,940

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2015	2014	2018	2017	2016	2015	2014
\$ 1,401,822	\$ 1,318,900	96.8 %	97.7 %	98.4 %	97.9 %	98.6 %
27,695	14,583	1.8	1.6	1.3	1.9	1.1
2,904	4,484	1.4	0.7	0.3	0.2	0.3
75	25					
<u>\$ 1,432,496</u>	<u>\$ 1,337,992</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
\$ 66,533	\$ 51,544	3.6 %	3.6 %	4.3 %	4.6 %	3.9 %
925,000	830,000	52.5	42.2	39.1	64.6	62.0
618,205	679,172	43.9	45.2	38.5	43.2	50.8
	106,157			10.9		7.9
				2.3		
<u>\$ 1,609,738</u>	<u>\$ 1,666,873</u>	<u>100.0 %</u>	<u>91.0 %</u>	<u>95.1 %</u>	<u>112.4 %</u>	<u>124.6 %</u>
<u>\$ (177,242)</u>	<u>\$ (328,881)</u>	<u>0.0 %</u>	<u>9.0 %</u>	<u>4.9 %</u>	<u>(12.4) %</u>	<u>(24.6) %</u>
\$ 210,284	\$ 4,320,000					
	(4,213,138)					
<u>\$ 210,284</u>	<u>\$ 106,862</u>					
\$ 33,042	\$ (222,019)					
900,087	1,122,106					
<u>\$ 933,129</u>	<u>\$ 900,087</u>					
1,882	1,818					
<u>1,825</u>	<u>1,766</u>					

See accompanying independent auditor's report.

**NORTHAMPTON MUNICIPAL UTILITY DISTRICT
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
DECEMBER 31, 2018**

District Mailing Address - Northampton Municipal Utility District
c/o Bacon & Wallace, L.L.P.
6363 Woodway, Suite 800
Houston, TX 77057

District Telephone Number - (713) 739-1060

Board Members	Term of Office (Elected or <u>Appointed</u>)	Fees of Office for the year ended <u>December 31, 2018</u>	Expense Reimbursements for the year ended <u>December 31, 2018</u>	<u>Title</u>
E. C. Thomas	05/18 05/22 (Elected)	\$ 4,050	\$ -0-	President
W. Paul Schneider	05/18 05/22 (Elected)	\$ 3,900	\$ 1,268	1st Vice President
Ryan Bennett	07/17 05/20 (Appointed)	\$ 3,150	\$ -0-	2nd Vice President
Scott Kirkpatrick	05/16 05/20 (Elected)	\$ 5,250	\$ 2,167	Secretary
Roger A. Flood, III	05/16 05/20 (Elected)	\$ 3,600	\$ -0-	Treasurer/ Investment Officer

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

Submission date of most recent District Registration Form (TWC Sections 36.054 and 49.054
June 28, 2018.

The limit on Fees of Office that a Director may receive during a fiscal year is \$7,200 as set by Board Resolution (TWC Section 49.060) on July 21, 2003. Fees of Office are the amounts paid to a Director during the District's current fiscal year.

See accompanying independent auditor's report.

NORTHAMPTON MUNICIPAL UTILITY DISTRICT
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
DECEMBER 31, 2018

Key Personnel:	<u>Date Hired</u>	<u>Fees for the year ended December 31, 2018</u>	<u>Title</u>
Jim Sheffield	09/29/03	\$ 146,482	General Manager
Consultants:			
Bacon & Wallace, L.L.P.	01/01/01	\$ 133,058	General Counsel
		\$ 77,335	Bond Counsel
McCall Gibson Swedlund Barfoot PLLC	12/16/91	\$ 27,925	Auditor
		\$ 7,900	Bond Related
L&S District Services, LLC	01/15/90	\$ 36,125	Bookkeeper
Perdue Brandon Fielder Collins & Mott, L.L.P.	10/21/96	\$ 16,237	Delinquent Tax Attorney
Jones & Carter, Inc.	12/04/79	\$ 600,839	Engineer
Robert W. Baird & Co. Incorporated	01/19/15	\$ 62,901	Financial Advisor
Cindy Schmidt	08/18/14	\$ -0-	Investment Officer
Hays Utility South Corporation	10/14/70	\$ 1,287,260	Operator
Tax Tech, Inc.	06/17/91	\$ 49,377	Tax Assessor/ Collector

See accompanying independent auditor's report.

APPENDIX B

Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER:

Policy No: -N

BONDS: \$ in aggregate principal amount of

Effective Date:

Premium: \$

ASSURED GUARANTY MUNICIPAL CORP. ("AGM"), for consideration received, hereby UNCONDITIONALLY AND IRREVOCABLY agrees to pay to the trustee (the "Trustee") or paying agent (the "Paying Agent") (as set forth in the documentation providing for the issuance of and securing the Bonds) for the Bonds, for the benefit of the Owners or, at the election of AGM, 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 Business Day next following the Business Day on which AGM shall have received Notice of Nonpayment, AGM will disburse to or for the benefit of each Owner of a Bond the face amount of principal of and interest on the Bond that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by AGM, in a form reasonably satisfactory to it, of (a) evidence of the Owner's right to receive payment of the 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 AGM. 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 AGM is incomplete, it shall be deemed not to have been received by AGM for purposes of the preceding sentence and AGM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, who may submit an amended Notice of Nonpayment. Upon disbursement in respect of a Bond, AGM shall become the owner of the Bond, any appurtenant coupon to the Bond or right to receipt of payment of principal of or interest on the Bond and shall be fully subrogated to the rights of the Owner, including the Owner's right to receive payments under the Bond, to the extent of any payment by AGM hereunder. Payment by AGM to the Trustee or Paying Agent for the benefit of the Owners shall, to the extent thereof, discharge the obligation of AGM under this Policy.

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 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 AGM 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 of principal or interest that is Due for Payment made to an Owner by or on behalf of the Issuer which has been recovered from such Owner pursuant to the

United States Bankruptcy Code by a trustee in bankruptcy in accordance with a final, nonappealable order of a court having competent jurisdiction. "Notice" means telephonic or telecopied notice, subsequently confirmed in a signed writing, or written notice by registered or certified mail, from an Owner, the Trustee or the Paying Agent to AGM which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount and (d) the date such claimed amount 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 or any person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

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

To the fullest extent permitted by applicable law, AGM 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 AGM to avoid payment of its obligations under this Policy in accordance with the express provisions of this Policy.

This Policy sets forth in full the undertaking of AGM, 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, (a) 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 and (b) this Policy may not be canceled or revoked. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW.

In witness whereof, ASSURED GUARANTY MUNICIPAL CORP. has caused this Policy to be executed on its behalf by its Authorized Officer.

ASSURED GUARANTY MUNICIPAL CORP.

By _____
Authorized Officer

A subsidiary of Assured Guaranty Municipal Holdings Inc.
1633 Broadway, New York, N.Y. 10019
(212) 974-0100