

OFFICIAL STATEMENT DATED JULY 8, 2020

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

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

NEW ISSUE – Book Entry Only

S&P Global Ratings (BAM Insured)....."AA"

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 319

(A Political Subdivision of the State of Texas, located within Harris County)

**\$6,600,000
Unlimited Tax Bonds
Series 2020**

Dated: August 1, 2020

Due: September 1, as shown on inside cover

The \$6,600,000 Harris County Municipal Utility District No. 319 Unlimited Tax Bonds, Series 2020 (the "Bonds"), are obligations of Harris County Municipal Utility District No. 319 (the "District") and are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas; or any political subdivision or entity other than the District. Neither the full faith and credit nor the taxing power of the State of Texas; Harris County, Texas; the City of Houston, Texas; nor any entity other than the District is pledged to the payment of the principal of or the interest on the Bonds.

Principal of the Bonds is payable upon presentation at the principal payment office of the paying agent/registrars, initially, Zions Bancorporation, National Association, Houston, Texas (the "Paying Agent/Registrar"). Interest accrues from August 1, 2020, and is payable March 1, 2021, and on each September 1 and March 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or redemption. Interest on the Bonds will be payable by check dated as of the Interest Payment Date and mailed by the Paying Agent/Registrar to registered owners ("Registered Owners") as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding each Interest Payment Date (the "Record Date"). The Bonds are fully registered bonds in principal denominations of \$5,000 or any integral multiple 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."

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

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by **BUILD AMERICA MUTUAL ASSURANCE COMPANY**.



The Bonds are the second series of bonds to be issued by the District out of an aggregate \$202,500,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of acquiring or constructing water, sewer and drainage facilities to serve the District (the "Utility System") and for the refunding of bonds issued by the District for the Utility System. Following issuance of the Bonds, \$189,155,000 principal amount of unlimited tax bonds for the Utility System and for the refunding of such bonds, \$47,250,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing a road system to serve the District (the "Road System") and for the refunding of such bonds and \$96,300,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District and for the refunding of such bonds will remain authorized but unissued. See "THE BONDS – Authority for Issuance."

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

The Bonds are offered, when, as and if issued by the District and accepted by the Initial Purchaser (herein defined), subject to the approval of the Attorney General of Texas and of Allen Boone Humphries Robinson LLP, Bond Counsel. Delivery of the Bonds through the facilities of DTC is expected on or about August 11, 2020.

PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS

\$6,600,000 Unlimited Tax Bonds, Series 2020

\$4,570,000 Serial Bonds

Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 41428U (b)	Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 41428U (b)
2021	\$180,000	4.500%	0.900%	BA8	****	****	****	****	****
2022	185,000	4.500%	0.950%	BB6	2033 (c)	\$ 275,000	2.000%	2.100%	BN0
2023	195,000	4.500%	1.000%	BC4	2034 (c)	280,000	2.000%	2.200%	BP5
2024	200,000	4.500%	1.100%	BD2	2035 (c)	290,000	2.125%	2.300%	BQ3
2025	205,000	4.500%	1.200%	BE0	2036 (c)	300,000	2.250%	2.350%	BR1
2026 (c)	215,000	3.000%	1.250%	BF7	2037 (c)	310,000	2.250%	2.400%	BS9
2027 (c)	220,000	2.000%	1.400%	BG5	2038 (c)	325,000	2.250%	2.450%	BT7
2028 (c)	230,000	2.000%	1.550%	BH3	2039 (c)	335,000	2.375%	2.500%	BU4
2029 (c)	235,000	2.000%	1.700%	BJ9	2040 (c)	345,000	2.375%	2.540%	BV2
2030 (c)	245,000	2.000%	1.900%	BK6					

\$2,030,000 Term Bonds

\$520,000 Term Bond due September 1, 2032 (c)(d) Interest Rate: 2.000% (Price: \$100.000) (a) CUSIP No. 41428U BM2 (b)

\$730,000 Term Bond due September 1, 2042 (c)(d) Interest Rate: 2.500% (Price: \$98.826) (a) CUSIP No. 41428U BX8 (b)

\$780,000 Term Bond due September 1, 2044 (c)(d) Interest Rate: 2.500% (Price: \$98.219) (a) CUSIP No. 41428U BZ3 (b)

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- (a) Information with respect to the initial reoffering yields of the Bonds is the responsibility of the Initial Purchaser (herein defined). 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 from August 1, 2020, 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) Bonds maturing on September 1, 2026, and thereafter, shall be subject to redemption and payment at the option of the District, in whole or from time to time in part on September 1, 2025, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption of the Bonds – *Optional Redemption*."
- (d) Subject to mandatory redemption as provided under "THE BONDS – Redemption of the Bonds – *Mandatory Redemption*."

USE OF INFORMATION IN OFFICIAL STATEMENT

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

All of the summaries of the statutes, resolutions, orders, contracts, audits, 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 Bond Counsel, for further information.

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

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

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

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 final official statement for purposes of, and as that term is defined in, Rule 15c2-12.

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INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Harris County Municipal Utility District No. 319 (the "District") of its \$6,600,000 Unlimited Tax Bonds, Series 2020 (the "Bonds").

The Bonds are issued pursuant to: an order of the Texas Commission on Environmental Quality ("TCEQ"); the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code as amended, Section 59, Article XVI, of the Texas Constitution; a resolution adopted by the Board of Directors of the District on the date of the sale of the Bonds (the "Bond Resolution"); and an election held in the District on November 3, 2015.

Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Resolution, except otherwise stated herein.

This Official Statement also includes information about the District and certain reports and other statistical data. The summaries and references to all documents, statutes, reports and other instruments referred to herein do not purport to be complete, comprehensive or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report or instrument.

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 to the District, which was tendered by SAMCO Capital Markets, Inc. (the "Initial Purchaser") to purchase the Bonds bearing the interest rates shown under "PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS" at a price of 97.000000% of the par value thereof plus accrued interest to the date of delivery, which resulted in a net effective interest rate of 2.589917%, as calculated pursuant to Chapter 1204 of the Texas Government Code.

Prices and Marketability

Other than described 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 prices at which a substantial amount of the Bonds of each maturity has been sold to the public. For this purpose, the term "public" shall not include any person who is a bondhouse, broker or similar person acting in the capacity of underwriter or wholesaler. Other than as described 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 offering prices, including sales to dealers who may sell the Bonds into investment accounts.

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

Securities Laws

No registration statement relating to the 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.

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company (“BAM”) will issue its Municipal Bond Insurance Policy for the Bonds (the “Policy”). 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.

Build America Mutual Assurance Company

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

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

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

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

Capitalization of BAM

BAM’s total admitted assets, total liabilities, and total capital and surplus, as of March 31, 2020, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$459.6 million, \$126.1 million and \$333.5 million, respectively.

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

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

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

Additional Information Available from BAM

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

Credit Profiles: Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that includes bonds insured by BAM, any pre-

sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at buildamerica.com/obligor/. BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

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

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

RATINGS

The Bonds are expected to receive an insured rating of "AA" from S&P solely in reliance upon the issuance of the municipal bond insurance policy by BAM at the time of delivery of the Bonds. An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgment of such company, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect of the market price of the Bonds.

The District is not aware of any ratings assigned the Bonds other than the rating of S&P.

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OFFICIAL STATEMENT SUMMARY

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

THE BONDS

The District.....Harris County Municipal Utility District No. 319 (the "District"), a political subdivision of the State of Texas, is located in Harris County, Texas. See "THE DISTRICT."

The Bonds.....The District's \$6,600,000 Unlimited Tax Bonds, Series 2020 (the "Bonds"), are dated August 1, 2020, and mature on September 1 in the years and in the principal amounts as shown on the inside cover page hereof.

Interest on the Bonds accrues from August 1, 2020, at the rates set forth on the inside cover page hereof and is payable March 1, 2021, and each September 1 and March 1 thereafter until the earlier of stated maturity or redemption. See "THE BONDS."

Redemption of the Bonds.....The Bonds that mature on or after September 1, 2026, are subject to redemption, in whole or from time to time in part, on September 1, 2025, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS - Redemption of the Bonds - *Optional Redemption.*"

The Bonds maturing on September 1, 2021, through September 1, 2030 and September 1, 2033, through September 1, 2040, are serial bonds. The Bonds maturing on September 1 in the years 2032, 2042 and 2044 are term bonds (the "Term Bonds"), which have certain mandatory redemption provisions set out herein under "THE BONDS - Redemption of the Bonds - *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 Zions Bancorporation, National Association, Houston, Texas (the "Paying Agent/Registrar"), 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."

Authority for Issuance.....The Bonds are the second series of bonds to be issued by the District out of an aggregate \$202,500,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of acquiring or constructing water, sewer and drainage facilities to serve the District (the "Utility System") and for the refunding of bonds issued by the District for the Utility System. Following issuance of the Bonds, \$189,155,000 principal amount of unlimited tax bonds for the Utility System and for the refunding of such bonds, \$47,250,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing a road system to serve the District (the "Road System") and for the refunding of such bonds, and \$96,300,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District and for the refunding of such bonds will remain authorized but unissued.

The Bonds are issued pursuant to: an order of the Texas Commission on Environmental Quality ("TCEQ"); the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code as amended, Section 59, Article XVI, of the Texas Constitution; a resolution adopted by the Board

of Directors of the District on the date of the sale of the Bonds (the “Bond Resolution”); and an election held in the District.

- Source of Payment.....The Bonds are payable from a continuing, direct annual ad valorem tax, unlimited as to rate or amount, levied against all taxable property within the District. The Bonds are obligations of the District and are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas; or any entity other than the District. See “THE BONDS – Source of Payment.” The District is authorized to levy separate taxes to pay debt service on bonds issued for the Utility System and to pay debt service on bonds issued for the Road System; both such taxes are unlimited as to rate or amount.
- Payment Record.....The District has never defaulted on the timely payment of principal and interest on its prior bonded indebtedness.
- Outstanding Bonds.....The District has previously issued one series of bonds: \$6,745,000 Unlimited Tax Bonds, Series 2018. All \$6,745,000 principal amount remains outstanding as of April 1, 2020 (the “Outstanding Bonds”).
- Short-Term Debt.....The District issued its \$3,250,000 Bond Anticipation Note, Series 2019, dated September 30, 2019 (the “BAN”), and distributed proceeds from sale of the BAN as described below. The BAN matures on September 28, 2020, unless called for redemption prior to maturity.
- Use of Proceeds of the Bonds.....A portion of the proceeds of the sale of the Bonds will be used to redeem the District’s BAN, the proceeds of which were used to reimburse Cypress 600 (herein defined) and Pulte (herein defined) respectively for a portion of the following: (i) water, wastewater and drainage for Dellrose Sections 1, 2, and 3; (ii) engineering costs associated with (i); (iii) a storm water pollution prevention plan; (iv) water plant to serve the District; (v) wastewater treatment plant (“WWTP”) to serve the District; (vi) channel and detention improvements for Windrow; (vii) engineering costs associated with (items (iv – vi)); and (viii) regional detention participation costs. In addition, proceeds from sale of the Bonds will be used to reimburse the Developers for costs associated with (i-viii) above that were not reimbursed by the BAN, to pay eighteen (18) months of capitalized interest on the Bonds, and to pay costs of issuance of the BAN and the Bonds. See “THE BONDS – Use and Distribution of Proceeds of the Bonds.”
- 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.”
- Municipal Bond Insurance.....Build America Mutual Assurance Company. See “MUNICIPAL BOND INSURANCE.”
- RatingsS&P Global Ratings (BAM Insured): “AA.” See “RATINGS.”
- Bond Counsel.....Allen Boone Humphries Robinson LLP, Houston, Texas.
- Disclosure Counsel.....McCall, Parkhurst & Horton LLP, Houston, Texas.
- Financial AdvisorRobert W. Baird & Co. Incorporated, Houston, Texas.

INFECTIOUS DISEASE OUTLOOK (COVID-19)

- Infectious Disease Outlook (COVID-19)..... The World Health Organization has declared a pandemic following the outbreak of COVID-19, a respiratory disease caused by a new strain of coronavirus (the “Pandemic”), which is currently affecting many parts of the world, including the United States and Texas. As described herein under “Risk Factors - Infectious Disease Outlook (COVID-19)”, federal, state and local governments have all taken actions to respond to the Pandemic, including disaster declarations by both the President of the United States and the Governor of Texas. Such actions are focused on limiting instances where the public can congregate or interact with each other, which affects economic growth within Texas.

Since the disaster declarations were made, the Pandemic has negatively affected travel, commerce, and financial markets locally and globally, and is widely expected to continue negatively affecting economic growth and financial markets worldwide and within Texas.

Such adverse economic conditions, if they continue, could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values or homebuilding activity within the District. The Bonds are secured by an unlimited ad valorem tax, and a reduction in property values may require an increase in the ad valorem tax rate required to pay the Bonds as well as the District's share of operations and maintenance expenses payable from ad valorem taxes.

While the potential impact of COVID-19 on the District cannot be quantified at this time, the continued outbreak of COVID-19 could have an adverse effect on the District's operations and financial condition. The financial and operating data contained herein are the latest available, but are as of dates and for periods prior to the economic impact of the Pandemic and measures instituted to slow it. Accordingly, they are not indicative of the economic impact of the Pandemic on the District's financial condition.

THE DISTRICT

Description.....	The District is a political subdivision of the State of Texas, located approximately 30 miles northwest of the central business district of Houston, Texas. The District is bounded on the east by Bauer Road, on the north by Little Cypress Creek, on the west by Becker Road and on the south by Grand North West Municipal Utility District. The District lies entirely within the extraterritorial jurisdiction ("ETJ") of the City of Houston, Texas and within the Waller Independent School District. The District is a municipal utility district created pursuant to Chapter 787, Acts of the 69 th Legislature, Regular Session, 1985. By Order dated October 8, 2014, the TCEQ authorized the District's acquisition of road powers. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code, as amended, and other statutes of Texas applicable to municipal utility districts. The District consists of approximately 874.5545 acres including 277.036 acres of land annexed on September 20, 2018. See "THE DISTRICT."
Development within the District.....	The District is being developed as the residential communities known as Dellrose and Windrow. To date, approximately 220.41 acres within the District have been developed as 724 single-family lots in the following single-family residential subdivisions: Dellrose, Sections 1-7 and Windrow, Section 1. As of June 1, 2020, development within the District consisted of approximately 517 completed homes (approximately 496 occupied, 11 unoccupied, and 10 model homes), approximately 53 homes under construction, and approximately 154 vacant, developed lots. In addition, approximately 279 single-family lots are currently under construction on approximately 56.60 acres for the development of Dellrose, Sections 4 - 7 and Windrow Section 2. The remainder of the District's total acres consists of approximately 122.40 undevelopable acres in Dellrose and 159.20 undevelopable acres in Windrow, and approximately 315.94 acres in Dellrose and in Windrow that are available for additional development. See "STATUS OF DEVELOPMENT." See "PRINCIPAL LANDOWNERS/DEVELOPERS," "DEVELOPMENT OF THE DISTRICT," and "THE DISTRICT."
Developers	Land within the District is being developed by Cypress 600 Development Partners LP ("Cypress 600") as Dellrose and by Pulte Homes of Texas, L.P. ("Pulte") as Windrow (collectively, the "Developers"). See "PRINCIPAL LANDOWNERS/DEVELOPERS," and "DEVELOPMENT OF THE DISTRICT."
Homebuilders Within the District	Homebuilders who are active in the District include Ashton Woods, Empire Communities, Lennar, Plantation Homes, Princeton Classic Homes, Legend Homes and Centex Homes. Prices of new homes being constructed in the

District range from approximately \$220,000 to approximately \$450,000. See "DEVELOPMENT OF THE DISTRICT – Homebuilders Within the District."

Extreme Weather EventsThe greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. "500-year flood" events) since 2015. The most recent event was Hurricane Harvey ("Harvey"), which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days. According to the District's Developers (as defined herein), the District's Utility System did not sustain any material damage and there was no interruption of water and wastewater service as a result of Harvey. Further, according to the Developers, no homes within the District experienced structural flooding or other material damages as a result of Harvey. See "RISK FACTORS – Extreme Weather Events."

RISK FACTORS

THE DISTRICT'S TAX IS LEVIED ONLY ON THE PROPERTY LOCATED WITHIN THE DISTRICT. THEREFORE, THE INVESTMENT SECURITY AND QUALITY OF THE BONDS IS DEPENDENT UPON THE SUCCESSFUL DEVELOPMENT OF PROPERTY LOCATED WITHIN THE DISTRICT AND THE PAYMENT AND COLLECTION OF TAXES LEVIED THEREON.

THE BONDS ARE SUBJECT TO CERTAIN RISK FACTORS. PROSPECTIVE PURCHASERS SHOULD REVIEW THIS ENTIRE OFFICIAL STATEMENT, PARTICULARLY THE SECTION OF THIS OFFICIAL STATEMENT ENTITLED "RISK FACTORS," BEFORE MAKING AN INVESTMENT DECISION.

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**SELECTED FINANCIAL INFORMATION
(UNAUDITED)**

2019 Assessed Taxable Valuation	\$ 79,135,953	(a)
2020 Preliminary Valuation.....	\$ 143,231,602	(b)
Estimated Taxable Valuation as of April 15, 2020.....	\$ 164,361,174	(c)
Direct Debt:		
The Outstanding Bonds.....	\$ 6,745,000	
The Bonds.....	<u>\$ 6,600,000</u>	
Total	\$ 13,345,000	
Estimated Overlapping Debt.....	<u>\$ 12,233,036</u>	(d)
Total Direct and Estimated Overlapping Debt.....	\$ 25,578,036	(d)
Direct Debt Ratios:		
As a percentage of 2019 Assessed Taxable Valuation	16.86	%
As a percentage of 2020 Preliminary Valuation	9.32	%
As a percentage of Estimated Taxable Valuation as of April 15, 2020.....	8.12	%
Direct and Estimated Overlapping Debt Ratios:		
As a percentage of 2019 Assessed Taxable Valuation	32.32	%
As a percentage of 2020 Preliminary Valuation	17.86	%
As a percentage of Estimated Taxable Valuation as of April 15, 2020.....	15.56	%
Debt Service Fund Balance (as of June 18, 2020).....	\$ 491,742	(e)
General Fund Balance (as of June 18, 2020).....	\$ 778,037	
Capital Projects Fund Balance (as of June 18, 2020).....	\$ 330,316	
2019 Tax Rate per \$100 of Assessed Taxable Valuation		
Debt Service.....	\$ 0.5900	
Maintenance	<u>0.9100</u>	
Total	\$ 1.5000	
Average Annual Debt Service Requirement (2020–2044).....	\$ 791,860	(f)
Maximum Annual Debt Service Requirement (2043).....	\$ 869,525	(f)
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay		
Average Annual Debt Service Requirement (2020–2044) at 95% Tax Collections:		
Based on the 2019 Assessed Taxable Valuation.....	\$ 1.06	
Based on the 2020 Preliminary Valuation.....	\$ 0.59	
Based on the Estimated Taxable Valuation as of April 15, 2020	\$ 0.51	
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay		
Maximum Annual Debt Service Requirement (2043) at 95% Tax Collections:		
Based on the 2019 Assessed Taxable Valuation	\$ 1.16	
Based on the 2020 Preliminary Valuation.....	\$ 0.64	
Based on the Estimated Taxable Valuation as of April 15, 2020	\$ 0.56	
Single-Family Homes (including 53 under construction) as of June 1, 2020	570	(g)

- (a) As certified by the Harris County Appraisal District (the "Appraisal District"). See "TAX DATA – Assessed Taxable Valuation Summary" and "TAXING PROCEDURES."
- (b) Provided by the Harris County Appraisal District as a preliminary indication of the 2019 taxable value (as of January 1, 2020). Such amount is subject to protest, review, and downward adjustment prior to certification. No tax will be levied on this amount. See "TAX DATA" and "TAXING PROCEDURES."
- (c) Provided by the Appraisal District for information purposes only. Represents new construction within the District as of April 15, 2020. This estimate is based upon the same unit value used in the assessed value. No taxes will be levied on this estimate. See "TAXING PROCEDURES."
- (d) See "DISTRICT DEBT – Estimated Direct and Overlapping Debt Statement."
- (e) Upon closing and delivery of the Bonds, eighteen months of capitalized interest will be deposited into the Debt Service Fund. Neither Texas law nor the Bond Resolution requires that the District maintain any particular sum in the Debt Service Fund.
- (f) Requirement of debt service on the Bonds. See "DISTRICT DEBT – Debt Service Schedule."
- (g) Of the 570 homes completed and under construction as of June 1, 2020, approximately 496 homes were occupied.

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 319

(A Political Subdivision of the State of Texas, located within Harris County)

\$6,600,000
Unlimited Tax Bonds
Series 2020

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Harris County Municipal Utility District No. 319 (the "District") of its \$6,600,000 Unlimited Tax Bonds, Series 2020 (the "Bonds").

The Bonds are issued pursuant to: an order of the Texas Commission on Environmental Quality (the "TCEQ"); the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code as amended, Section 59, Article XVI, of the Texas Constitution; a resolution adopted by the Board of Directors of the District on the date of the sale of the Bonds (the "Bond Resolution"); and an election held in the District on November 3, 2015.

Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Resolution, except as otherwise indicated herein.

There follow in this Official Statement descriptions of the Bonds, the Developers (hereinafter defined), the Bond Resolution 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 Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, upon payment of the costs of duplication therefor.

RISK FACTORS

General

The Bonds, which are obligations of the District and not of the State of Texas, Harris County, Texas, the City of Houston, Texas (the "City"), or any political subdivision other than the District, will be secured by a continuing, direct, annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. 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 District taxes levied against all taxable property located within the District, 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 property within the District will maintain a value sufficient to justify continued payment of taxes by the property owners. The potential increase in taxable valuation of District property is directly related to the economics of the residential housing industry, not only due to general economic conditions, but also due to the particular factors discussed below. See "DEVELOPMENT OF THE DISTRICT," "TAX DATA," and "TAXING PROCEDURES."

Potential Impact of Natural Disaster

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected.

The District is located approximately 80 miles from the Texas Gulf Coast and has been and could again be impacted by high winds, heavy rains, and flooding caused by a hurricane, tornado, tropical storm, or other adverse weather event. See "TAXING PROCEDURES - Property Tax Code and County-Wide Appraisal District" and "- Valuation of Property for Taxation."

Special 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.

Extreme Weather Events

The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015. The most recent event was Hurricane Harvey (“Harvey”), which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days.

According to the District’s Developers (as defined herein), the District’s Utility System did not sustain any material damage and there was no interruption of water and wastewater service as a result of Harvey. Further, according to the Developers, no homes within the District experienced structural flooding or other material damages as a result of Harvey. See “TAXING PROCEDURES – Valuation of Property for Taxation.”

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase the District’s tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected. See “RISK FACTORS – Factors Affecting Taxable Values and Tax Payments – Maximum Impact on District Tax Rates.”

Infectious Disease Outlook (COVID-19)

The World Health Organization has declared a pandemic following the outbreak of COVID-19, a respiratory disease caused by a new strain of coronavirus (the “Pandemic”), which is currently affecting many parts of the world, including the United States and Texas. On January 31, 2020, the Secretary of the United States Health and Human Services Department declared a public health emergency for the United States in connection with COVID-19. On March 13, 2020, the President of the United States (the “President”) declared the Pandemic a national emergency and the Texas Governor (the “Governor”) declared COVID-19 an imminent threat of disaster for all counties in Texas (collectively, the “disaster declarations”). On March 25, 2020, in response to a request from the Governor, the President issued a Major Disaster Declaration for the State of Texas.

Pursuant to Chapter 418 of the Texas Government Code, the Governor has broad authority to respond to disasters, including suspending any regulatory statute prescribing the procedures for conducting state business or any order or rule of a state agency that would in any way prevent, hinder, or delay necessary action in coping with this disaster and issuing executive orders that have the force and effect of law. The Governor has issued a number of executive orders relating to COVID-19 preparedness and mitigation. Many of the federal, state and local actions and policies under the aforementioned disaster declarations are focused on limiting instances where the public can congregate or interact with each other, which affects economic growth within Texas.

Since the disaster declarations were made, the Pandemic has negatively affected travel, commerce, and financial markets locally and globally, and is widely expected to continue negatively affecting economic growth and financial markets worldwide and within Texas. Stock values and crude oil prices, in the U.S. and globally, have seen significant declines attributed to COVID-19 concerns. Texas may be particularly at risk from any global slowdown, given the prevalence of international trade in the state and the risk of contraction in the oil and gas industry and spillover effects into other industries.

Such adverse economic conditions, if they continue, could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values or homebuilding activity within the District. The Bonds are secured by an unlimited ad valorem tax, and a reduction in property values may require an increase in the ad valorem tax rate required to pay the Bonds as well as the District’s share of operations and maintenance expenses payable from ad valorem taxes.

While the potential impact of COVID-19 on the District cannot be quantified at this time, the continued outbreak of COVID-19 could have an adverse effect on the District’s operations and financial condition. The financial and operating data contained herein are the latest available, but are as of dates and for periods prior to the economic impact of the Pandemic and measures instituted to slow it. Accordingly, they are not indicative of the economic impact of the Pandemic on the District’s financial condition.

Potential Effects of Oil Price Declines on the Houston Area

The recent declines in oil prices in the U.S. and globally, which at times have led to the lowest such prices in three decades, may lead to adverse conditions in the oil and gas industry, including but not limited to reduced revenues, declines in capital and operating expenditures, business failures, and layoffs of workers. The economy of the Houston area has, in the past, been particularly affected by adverse conditions in the oil and gas industry, and such conditions and their spillover effects into other industries could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values or homebuilding activity within the District. As previously stated, the Bonds are secured by an unlimited ad valorem tax, and a reduction in property values may require an increase in the ad valorem tax rate required to pay the Bonds as well as the District's share of operations and maintenance expenses payable from ad valorem taxes.

Factors Affecting Taxable Values and Tax Payments

Economic Factors: The rate of development of the District is directly related to the vitality of the residential housing industry. New residential housing construction can be significantly affected by factors such as interest rates, construction costs, and consumer demand. Decreased levels of home construction activity would restrict the growth of property values in the District. The District cannot predict the pace or magnitude of any future development or home construction in the District.

Principal Landowners/Developers: There is no commitment by or legal requirement of the principal landowners/developers or any other landowner to the District to proceed at any particular rate or according to any specified plan with the development of land in the District, or of any homebuilder to proceed at any particular pace with the construction of homes in the District. Moreover, there is no restriction on any land owner'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 District. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable values in the District and result in higher tax rates. See "DEVELOPMENT OF THE DISTRICT," "PRINCIPAL LANDOWNERS/DEVELOPERS" and "TAX DATA – Principal Taxpayers."

Dependence on Principal Taxpayers: 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 – Principal Taxpayers," the District's principal taxpayers in 2019 owned property located within the District the aggregate assessed valuation of which comprised approximately 43.24% of the District's total 2019 Certified Assessed Valuation. Cypress 600 represents \$17,556,928 or 22.20% of the 2019 Taxable Assessed Valuation. In the event that the Developers, any other taxpayer, or any combination of taxpayers, should default in the payment of taxes in an amount which exceeds the District's debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax 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. The District is not required by law or the Bond Resolution to maintain any specified amount of surplus in its interest and sinking fund. See "TAX DATA – Principal Taxpayers" and "TAXING PROCEDURES – Levy and Collection of Taxes."

Maximum Impact on District Tax Rates: Assuming no further development or home construction, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of property owners to pay their taxes. The 2019 Assessed Taxable Valuation of property located within the District is \$79,135,953, the preliminary valuation as of January 1, 2020, is \$143,231,602, and the Estimated Taxable Valuation as of April 15, 2020, is \$164,361,174. After issuance of the Bonds, the maximum annual debt service requirement on the Bonds will be \$869,525 (2043) and the average annual debt service requirement on the Bonds will be \$791,860 (2020–2044). Assuming no increase to nor decrease from the 2019 Assessed Taxable Valuation, tax rates of \$1.16 and \$1.06 per \$100 of 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 preliminary valuation as of January 1, 2020, tax rates of \$0.64 and \$0.59 per \$100 of assessed valuation at 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 Taxable Valuation as of April 15, 2020, tax rates of \$0.56 and 0.51 per \$100 of assessed valuation at 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 District 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. In 2019, the District levied a maintenance tax of \$0.91 per \$100 of assessed valuation.

Competitive Nature of Residential Housing Market

The housing industry in the Houston area is very competitive, but the District can give no assurance that the building programs which are planned by any home builder(s) will be continued or completed. The respective competitive position

of the homebuilders listed herein and any other developer or homebuilder(s) which might attempt future home building or development projects in the District, the sale of developed lots or in the construction and sale of single-family residential units, are affected by most of the factors discussed in this section, and such competitive positions are directly related to tax revenues received by the District and the growth and maintenance of taxable values in the District.

Tax Collection 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 state and local 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) a bankruptcy court's stay of tax collection procedures against a taxpayer, (c) market conditions limiting the proceeds from a foreclosure sale of taxable property, or (d) the taxpayer's right to redeem the property within six months for commercial property and two years for residential and all other property after the purchaser's deed issued at the foreclosure sale is filed in the county 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. Attorney's fees and other costs of collecting any such taxpayer's delinquencies could substantially reduce the net proceeds to the District from a tax foreclosure sale. 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 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 (hereinafter defined) 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 Resolution 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. Although the Registered Owners could obtain a judgment against the District, such a 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 within 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 or the right of the District to seek judicial foreclosure of its tax lien would be automatically stayed and could not be pursued unless authorized by a federal bankruptcy judge.

Marketability

The District has no understanding (other than the initial reoffering yields) with the winning bidder of the Bonds (the "Initial Purchaser" as applicable) 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

The District reserves in the Bond Resolution the right to issue the remaining \$189,155,000 unlimited tax bonds authorized but unissued for water, sewer and drainage and the refunding of such bonds; \$47,250,000 in unlimited tax bonds authorized but unissued for roads and the refunding of such bonds; and \$96,300,000 in unlimited tax bonds authorized but unissued for park facilities and the refunding of such bonds, and such additional bonds as may hereafter be approved by the voters of the District. See "THE BONDS – Issuance of Additional Debt." The District has also reserved the right to issue certain other additional bonds, special project bonds, and other obligations described in the Bond Resolution authorized by the voters of the District, may be issued by the District from time to time as needed. Issuance of the \$189,155,000 remaining unlimited tax bonds for waterworks, wastewater and drainage facilities, as well as the \$96,300,000 remaining unlimited tax bonds for park facilities, is subject to approval by the TCEQ.

After the issuance of the Bonds, the District will owe the Developers approximately \$17,700,000 for the existing facilities. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt/property valuation ratios and thereby adversely affect the investment quality or security of the Bonds. See “THE BONDS – Issuance of Additional Debt.”

Continuing Compliance with Certain Covenants

The Bond Resolution 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.”

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 Texas Commission on Environmental Quality (the “TCEQ”) may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act (“CAA”) Amendments of 1990, the eight-county Houston-Galveston-Brazoria area (“HGB Area”)—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty Counties—has been designated a nonattainment area under 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, the 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, the 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 the 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 the 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, with an attainment deadline of August 3, 2021. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

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

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

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

Pursuant to the federal Safe Drinking Water Act (“SDWA”) and the EPA’s National Primary Drinking Water Regulations (“NPDWRs”), which are implemented by the TCEQ’s Water Supply Division, a municipal utility district’s provision of water for human consumption is subject to extensive regulation as a public water system. Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency’s rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

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.

The District’s stormwater discharges currently maintain permit coverage through the Municipal Separate Storm System Permit (the “Current Permit”) issued to the Storm Water Management Joint Task Force consisting of Harris County, Harris County Flood Control District, the City of Houston, and the Texas Department of Transportation. In the event that at any time in the future the District is not included in the Current Permit, it may be required to seek independent coverage under the TCEQ’s General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”), which authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. If the District’s inclusion in the MS4 Permit were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff in order to comply with the MS4 Permit.

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

In 2015, the EPA and 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 numerous jurisdictions, including the Southern District of Texas, causing significant uncertainty regarding the ultimate scope of “waters of the United States” and the extent of EPA and USACE jurisdiction.

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 officially became final on December 23, 2019, but the repeal has itself become the subject of litigation in multiple jurisdictions.

On January 23, 2020, the EPA and USACE released the Navigable Waters Protection Rule (“NWPR”), which contains a new definition of “waters of the United States.” The stated purpose of the NWPR is to restore and maintain the integrity of the nation’s waters by maintaining federal authority over the waters Congress has determined should be regulated by the federal government, while preserving the states’ primary authority over land and water resources. The new definition outlines four categories of waters that are considered “waters of the United States,” and thus federally regulated under the CWA: (i) territorial seas and traditional navigable waters; (ii) perennial and intermittent tributaries to territorial seas and traditional navigable waters; (iii) certain lakes, ponds, and impoundments of jurisdictional waters; and (iv) wetlands adjacent to jurisdictional waters. The new rule also identifies certain specific categories that are not “waters of the United States,” and therefore not federally regulated under the CWA: (a) groundwater; (b) ephemeral features that flow only in direct response to precipitation; (c) diffuse stormwater runoff and directional sheet flow over upland; (d) certain ditches; (e) prior converted cropland; (f) certain artificially irrigated areas; (g) certain artificial lakes and ponds; (h) certain water-filled depressions and certain pits; (i) certain stormwater control features; (j) certain groundwater recharge, water reuse, and wastewater recycling structures; and (k) waste treatment systems. The NWPR is effective June 22, 2020, and is currently the subject of ongoing litigation.

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

Changes in Tax Legislation

Certain tax legislation, whether currently proposed or proposed in the future, may directly or indirectly reduce or eliminate the benefit of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, may also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed, pending or future legislation.

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 absent 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.

THE BONDS

General

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Resolution. A copy of the Bond Resolution may be obtained from the District upon written request made to the District’s Bond Counsel, Allen Boone Humphries Robinson LLP, Phoenix Tower, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

The Bonds are dated August 1, 2020, with interest payable March 1, 2021, and each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. The Bonds are fully-registered bonds maturing on September 1 of the years shown under “PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS” on the inside cover page of this Official Statement. The Bonds will be issued in fully registered form only, without coupons, in principal denominations of \$5,000 or any integral multiple thereof, and when issued, will be registered in the name of Cede & Co., nominee for The Depository Trust Company, New York, New York (“DTC”), acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. Principal of the Bonds will be payable to the registered owners (the “Registered Owners”) at maturity or redemption upon presentation at the principal payment office of the paying agent/registrar, initially, Zions Bancorporation, National Association, Houston, Texas (the “Paying Agent/Registrar”). Interest on the Bonds will be payable by check, dated as of the Interest Payment Date, and mailed by the Paying Agent/Registrar to Registered Owners as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding the Interest Payment Date (the “Record Date”) or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and a Registered Owner at the risk and expense of such Registered Owner.

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 The Depository Trust Company, New York, New York (“DTC”), while the Bonds are registered in its nominee’s name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.

The District cannot and does not give any assurance that (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.

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 Securities, 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 Securities 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 Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, principal and interest 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, Paying Agent/Registrar or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, 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 the District or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

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

The information in the section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

Successor Paying Agent/Registrar

Provision is made in the Bond Resolution for replacing the Paying Agent/Registrar. If the District replaces the Paying Agent/Registrar, such Paying Agent/Registrar shall, promptly upon the appointment of a successor, deliver the Paying Agent/Registrar's records to the successor Paying Agent/Registrar, and the successor Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar selected by the District shall be a commercial bank; a trust company organized under the laws of the State of Texas; or other entity duly qualified and legally authorized to serve and perform the duties of the Paying Agent/Registrar for the Bonds.

Registration, Transfer and Exchange

In the event the Book-Entry-Only System should be discontinued, the Bonds may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender thereof to the Paying Agent/Registrar or its corporate trust office and such transfer or exchange shall be without expenses or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration, exchange 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. A new Bond or Bonds will be delivered by the Paying Agent/Registrar, in lieu of the Bonds being transferred or exchanged, at the principal payment office of the Paying Agent/Registrar, or sent by the United States mail, first class, postage prepaid, to the new registered owner or his designee. 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 registered owner in not more than three business days after the receipt of the Bonds to be cancelled, and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Bonds registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000 for any one maturity and for a like aggregate principal amount as the Bond or Bonds surrendered for exchange or transfer. See "Book-Entry-Only System" herein defined for a description of the system to be utilized initially in regard to ownership and transferability of the Bonds.

Redemption of the Bonds

Optional Redemption

Bonds maturing on September 1, 2026, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on September 1, 2025, or on any date thereafter, at the par value 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 less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such random method as the Paying Agent/Registrar deems fair and appropriate in integral multiples of \$5,000 within any one maturity.

Mandatory Redemption

The Bonds maturing on September 1 in the years 2032, 2042, 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.

\$520,000 Term Bond due September 1, 2032

Mandatory Redemption Date	Principal Amount
September 1, 2031	\$255,000
September 1, 2032 (maturity)	265,000

\$730,000 Term Bond due September 1, 2042

Mandatory Redemption Date	Principal Amount
September 1, 2041	\$360,000
September 1, 2042 (maturity)	370,000

\$780,000 Term Bond due September 1, 2044

Mandatory Redemption Date	Principal Amount
September 1, 2043	\$385,000
September 1, 2044 (maturity)	395,000

On or before 30 days prior to each Mandatory Redemption Date set forth above, the Registrar shall (i) determine the principal amount of such Term Bond that must be mandatorily redeemed on such Mandatory Redemption Date, after taking into account deliveries for cancellation and optional redemptions as more fully provided for below, (ii) select, by lot or other customary random method, the Term Bond or portions of the Term Bond of such maturity to be mandatorily redeemed on such Mandatory Redemption Date, and (iii) give notice of such redemption as provided in the Bond Resolution. The principal amount of any Term Bond to be mandatorily redeemed on such Mandatory Redemption Date shall be reduced by the principal amount of such Term Bond, which, by the 45th day prior to such Mandatory Redemption Date, either has been purchased in the open market and delivered or tendered for cancellation by or on behalf of the District to the Registrar or optionally redeemed and which, in either case, has not previously been made the basis for a reduction under this sentence.

Mutilated, Lost, Stolen or Destroyed Bonds

In the event the book-entry-only system is discontinued, the District has agreed to replace mutilated, destroyed, lost or stolen Bonds upon surrender of the mutilated Bonds to the Paying Agent/Registrar, or receipt of satisfactory evidence of such destruction, loss or theft, and receipt by the District and Paying Agent/Registrar of security or indemnity as may be required by either of them to hold them harmless. The District may require payment of taxes, governmental charges and other expenses in connection with any such replacement.

Authority for Issuance

The Bonds are the second series of bonds to be issued by the District out of an aggregate \$202,500,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of acquiring or constructing water, sewer and drainage facilities to serve the District (the "Utility System") and for the refunding of bonds issued by the District for the Utility System.

The Bonds are issued pursuant to: an order of the TCEQ; the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code as amended, Section 59, Article XVI, of the Texas Constitution; the Bond Resolution; and an election held in the District on November 3, 2015.

Issuance of Additional Debt

The District may issue additional bonds with the approval of the TCEQ necessary to provide improvements and facilities consistent with the purposes for which the District was created. The District's voters have authorized the issuance of \$202,500,000 unlimited tax bonds for the Utility System and for the refunding of such bonds; \$47,250,000 unlimited tax bonds for the Road System and for the refunding of such bonds; \$96,300,000 unlimited tax bonds for parks and recreational improvements and for the refunding of such bonds; and could authorize additional amounts.

The Bonds are the second series of bonds to be issued by the District for the purpose of acquiring or constructing the Utility System. After issuance of the Bonds, the following unlimited tax bonds will remain authorized but unissued: \$189,155,000 principal amount for the Utility System and the refunding of such bonds; \$47,250,000 principal amount for the Road System and for the refunding of such bonds; and \$96,300,000 principal amount for parks and recreational facilities and for the refunding of such bonds.

The Bond Resolution imposes no limitation on the amount of additional parity bonds which may be issued by the District (if authorized by the District's voters and, in the case of bonds issued for the Utility System or for recreational facilities, approved by the TCEQ).

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: (a) authorization of a detailed fire protection plan; (b) approval of the fire plan by the TCEQ; (c) approval of the fire plan by the voters of the District; and (d) approval of bonds, if any, by the Attorney General of Texas. The Board of Directors has not considered adoption of a fire plan or calling an election at this time for such purposes. 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.

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. The District prepared a parks master plan, and on November 3, 2015, the District's voters authorized \$96,300,000 in unlimited tax bonds for the purpose of acquiring and constructing parks and recreational facilities. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) approval of the park bond application for the issuance of bonds by the TCEQ; and (b) approval of the bonds by the Attorney General of Texas. The District has not considered the preparation of a parks bond application at this time. If the District does issue park bonds, the outstanding principal amount of such bonds may not exceed an amount equal to one percent of the value of the taxable property in the District at the time of issuance.

Source of Payment

The Bonds are payable from the proceeds of a continuing, direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. In the Bond Resolution, the District covenants to levy a sufficient tax to pay principal of and interest on the Bonds, with full allowance being made for delinquencies, costs of collections, fees of the Paying Agent/Registrar and fees of appraisal districts. Tax proceeds, after deduction for collection costs, will be placed in the debt service fund and used solely to pay principal of and interest on the Bonds, and additional bonds payable from taxes which may be issued, and Paying Agent/Registrar fees.

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

Annexation

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Houston, Texas (the "City"), the District must conform to a City consent ordinance. Generally, the District may be annexed by the City without the District's consent, and the City cannot annex territory within the District unless it annexes the entire District; 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 ("SPA") between the City and the District specifying the procedures for full purpose annexation of all or a portion of the District. The District does not currently have an SPA with the City of Houston.

If the District is annexed, the City will assume the District's assets and obligations (including the Bonds) and dissolve the District. Annexation of territory by the City is a policy-making matter within the discretion of the Mayor and City Council of the City, and therefore, the District makes no representation that the City will ever annex the District and assume its debt. Moreover, no representation is made concerning the ability of the City to make debt service payments should annexation occur.

Consolidation

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.

No Arbitrage

The District will certify, on the date of delivery of the Bonds, that based upon all facts and estimates now known or reasonably expected to be in existence on the date the Bonds are delivered and paid for, 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 the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed 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 are authorized to certify to the facts and 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 covenants that it shall make such use of the proceeds of the Bonds, regulate investment of proceeds of the Bonds and take such other and further actions and follow such procedures, including, without limitation, calculating the yield on the Bonds, as may be required so that the Bonds shall not become "arbitrage bonds" under the Code and the regulations prescribed from time to time thereunder.

Defeasance

The Bond Resolution 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, 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, (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and which 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.

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.

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.

Registered Owners' Remedies

Pursuant to Texas law, the Bond Resolution provides that, in the event the District defaults in the payment of the principal of or interest on any of the Bonds when due, fails to make payments required by the Bond Resolution into the debt service fund, or defaults in the observance or performance of any of the other covenants, conditions or obligations set forth in the Bond Resolution, 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 observe and perform such covenants, obligations or conditions. Such right is in addition to other rights the Registered Owners may be provided by the laws of the State of Texas.

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners may seek a writ of mandamus requiring the District to levy adequate taxes to make such payments. Except for the remedy of mandamus, the Bond Resolution does not specifically provide for remedies to a Registered Owner in the event of a District default, nor does it 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. Although 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 of the District or sell property within 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 bankruptcy proceeding by the District could delay or eliminate payment of principal or interest to the Registered Owners.

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Use and Distribution of Proceeds of the Bonds

The construction costs below were compiled by the District's Engineer (hereinafter defined) and submitted to the TCEQ in the District's Bond Application Report. Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer and the Financial Advisor. The actual amounts to be reimbursed by the District and the nonconstruction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor. The surplus funds may be expended for any lawful purpose for which surplus construction funds may be used, if approved by the TCEQ, where required.

CONSTRUCTION COSTS	District's Share
A. Developer Contribution Items	
1. Dellrose Sections 1, 2, & 3 – W, WW, & D	\$ 2,588,925
2. Engineering (Item No. 1)	231,731
3. Storm Water Pollution Prevention Plan	<u>91,481</u>
Total Developer Contribution Items	\$ 2,912,137
B. District Items	
1. Water Plant	\$ 784,042
2. WWTP	127,196
3. Channel and Distribution Improvements for Windrow	439,007
4. Engineering (Item Nos. 1-3)	258,967
5. Regional detention participation costs	<u>176,000</u>
Total District Items	\$ 1,785,212
Net Construction Costs	4,697,349
Less Surplus Funds	<u>(250,000)</u>
TOTAL CONSTRUCTION COSTS	<u>\$ 4,447,349</u>
 NON-CONSTRUCTION COSTS	
A. Legal Fees	\$ 172,000
B. Fiscal Agent Fees	132,000
C. Interest	
1. Capitalized Interest (18 Months)	253,013
2. Developer Interest – Construction Costs	547,997
3. BAN Interest	66,122
D. Bond Discount	198,000
E. Bond Issuance Expenses	58,393
F. BAN Issuance Expenses	85,055
G. Bond Application Report Costs	45,000
H. Developer Advances	298,606
I. Attorney General Fee (0.10% or \$9,500 max.)	6,600
J. TCEQ Bond Issuance Fee (0.25%)	16,500
K. Contingency (a)	<u>273,365</u>
TOTAL NON-CONSTRUCTION COSTS	<u>2,152,651</u>
 TOTAL BOND ISSUE REQUIREMENT	 <u>\$ 6,600,000</u>

(a) Represents the difference between the estimated and actual amounts of Capitalized Interest and BAN Interest.

In the instance that approved estimated amounts exceed the 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. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

THE DISTRICT

Authority

The District is a municipal utility district created pursuant to Chapter 787, Acts of the 69th Legislature, Regular Session, 1985, and operates under Chapters 49 and 54 of the Texas Water Code and other general laws of the State of Texas applicable to municipal utility districts. By Order dated October 8, 2014, the TCEQ authorized the District's acquisition of road powers.

The District is empowered, among other things, 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 storm water and the construction of roads and related facilities.

The District also is authorized to construct, develop and maintain park and recreational facilities using operating revenues or by issuing bonds payable from taxes, and to construct roads. In addition, the District is authorized, upon TCEQ and voter approval, to establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, and provide such facilities and services to the customers of the District.

The TCEQ exercises continuing supervisory jurisdiction over the District construction and operation of the District's Utility System is subject to the regulatory jurisdiction of additional governmental agencies. See "THE UTILITY SYSTEM - Regulation."

Description

At the time of the confirmation election, the District encompassed 237.994 acres. The District annexed 359.5245 acres on December 17, 2015 and 277.036 acres on September 20, 2018, and thus the total acreage of the District is now 874.5545 acres. The District is a political subdivision of the State of Texas, located approximately 30 miles northwest of the central business district of Houston, Texas. The District is bounded on the east by Bauer Road, on the north by Little Cypress Creek, on the west by Becker Road and on the south by Grand North West Municipal Utility District. The District lies entirely within the extraterritorial jurisdiction ("ETJ") of the City of Houston, Texas and within the Waller Independent School District.

Management of the District

The District is governed by its Board of Directors (the "Board") consisting of five directors, who have control over and management supervision of all affairs of the District. All of the directors own property in the District. The directors serve staggered, four-year terms. Elections are held in even-numbered years in May. The current members and officers of the Board are listed below:

Name	Title	Term Expires May
Mark Janik	President	2024
Timothy Gandre	Vice President	2022
Lloyd Sheffield	Secretary	2024
Scott Burrer	Assistant Secretary	2022
Ruth Palmer	Assistant Vice President	2022

Investment Policy

The District has adopted an Investment Policy (the "Policy") as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "Act"). The District's goal is to preserve principal and maintain liquidity in a diversified portfolio while securing a competitive yield on its portfolio. Funds of the District are to be invested only in accordance with the Policy. The Policy states that the funds of the District may be invested in short term obligations of the U.S. or its agencies or instrumentalities, in certificates of deposits insured by the Federal Deposit Insurance Corporation ("FDIC") and secured by collateral authorized by the Act, and in TexPool and TexStar, which are public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate, the inclusion of long term securities or derivative products in the portfolio.

Consultants

Although the District does not have a general manager or any other full-time employees, it has contracted for utility system operating, bookkeeping, tax assessing and collecting, auditing, engineering, and legal services as follows:

Tax Assessor/Collector: The tax assessor/collector for the District is Assessments of the Southwest, Inc.

Bookkeeper: The District's bookkeeper is Municipal Accounts & Consulting, LP.

Utility System Operator: The District's water and sewer system is operated by Regional Water Corporation.

Auditor: The District engaged McGrath & Co., PLLC to audit its financial statements for the fiscal year ended April 30, 2019. McGrath & Co., PLLC was not requested to perform any updating procedures subsequent to the date of its audit opinion on the April 30, 2019, financial statements.

Engineer: The District's engineer is Dannenbaum Engineering Corporation (the "Engineer").

Attorney: The District has engaged Allen Boone Humphries Robinson LLP, Houston, Texas, as general counsel to the District and as bond counsel ("Bond Counsel") in connection with the issuance of the Bonds. The fees to be paid Bond Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds. See "LEGAL MATTERS."

Disclosure Counsel: The District has engaged McCall, Parkhurst & Horton LLP, Houston, Texas, as disclosure counsel ("Disclosure Counsel") to the District in connection with the issuance of the Bonds. The fees to be paid Disclosure Counsel 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 financial advisor ("Financial Advisor") to the District in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. 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.

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DEVELOPMENT OF THE DISTRICT

The District is being developed as the residential communities known as Dellrose and Windrow. To date, approximately 220.41 acres within the District have been developed as 724 single-family lots in the following single-family residential subdivisions: Dellrose, Sections 1-7 and Windrow, Section 1. As of June 1, 2020, development within the District consisted of approximately 517 completed homes (approximately 496 occupied, 11 unoccupied, and 10 model homes), approximately 53 homes under construction, and approximately 154 vacant, developed lots. In addition, approximately 279 single-family lots are currently under construction on approximately 56.60 acres for the development of Dellrose, Sections 4 - 7 and Windrow Section 2. The remainder of the District's total acres consists of approximately 122.40 undevelopable acres in Dellrose and 159.20 undevelopable acres in Windrow, and approximately 315.94 acres in Dellrose and Windrow that are available for additional development.

Status of Development within the District

The following is a status of construction of single-family housing within the District as of June 1, 2020:

<u>Development Area (a)</u>	<u>Acreage</u>	<u>Platted Lots</u>	<u>Completed Homes</u>	<u>Homes Under Construction</u>	<u>Remaining Vacant Developed Lots</u>
Dellrose					
Section 1	31.52	101	101	0	0
Section 2	23.84	68	47	7	14
Section 3	26.14	106	102	2	2
Section 4	37.59	86	76	5	5
Section 5	15.12	79	67	5	7
Section 6	26.10	45	0	10	35
Section 7	<u>25.20</u>	<u>82</u>	<u>0</u>	<u>7</u>	<u>75</u>
	185.51	567	393	36	138
Windrow					
Section 1	<u>34.90</u>	<u>157</u>	<u>124</u>	<u>17</u>	<u>16</u>
	34.90	157	124	17	16
Under Development	56.60	279			
Undeveloped but Developable Acreage	315.94				
Undevelopable Acreage	<u>281.60</u>				
Total	<u>874.55</u>				

Homebuilders within the District

Homebuilders who are active in the District include Ashton Woods, Empire Communities, Lennar, Plantation Homes, Princeton Classic Homes, Legend Homes and Centex Homes. Prices of new homes being constructed in the District range from approximately \$220,000 to approximately \$450,000.

PRINCIPAL LANDOWNERS/DEVELOPERS

Role of the Developers

In general, the activities of a developer in a municipal utility district such as the District include purchasing the land within the District, designing the subdivision, designing the utilities and streets to be constructed in the subdivision, designing any community facilities to be built, defining a marketing program and building schedule, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, wastewater, and drainage facilities pursuant to the rules of the TCEQ, as well as gas, telephone, and electric service) and selling improved lots and commercial reserves to builders, developers, or other third parties. In most instances, the developer will be required to pay up to thirty percent of the cost of constructing certain of the water, wastewater and drainage facilities in a utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of the property within a utility district may have a profound effect on the security of the unlimited tax bonds issued by a district. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer's right to sell any or all

of the land which it owns within a district. In addition, a developer is ordinarily a major taxpayer within a municipal utility district during the development phase of the property.

Prospective purchasers of the Bonds should note that the prior real estate experience of a developer should not be construed as an indication that further development within the District will occur, or construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. Circumstances surrounding development within the District may differ from circumstances surrounding development of other land in several respects, including the existence of different economic conditions, financial arrangements, homebuilders, geographic location, market conditions, and regulatory climate.

Neither the Developers, nor any affiliate entity, are obligated to pay principal of or interest on the Bonds. Furthermore, neither of the Developers nor any of their affiliate entities has a binding commitment to the District to carry out any plan of development, and the furnishing of information relating to the proposed development by the Developers or its affiliate entities should not be interpreted as such a commitment. Prospective purchasers are encouraged to inspect the District in order to acquaint themselves with the nature of development that has occurred or is occurring within the District's boundaries.

Principal Landowners/Developers

CYPRESS 600 DEVELOPMENT PARTNERS LP

Cypress 600 Development Partners LP, a Delaware limited partnership ("Cypress 600"), whose general partner is Cypress 600 GP Inc., an Ontario corporation, is the developer of approximately 598.0 acres in the District being developed as Dellrose and has completed the development of 567 lots on approximately 185.51 acres. Cypress 600 continues to own approximately 341.6 acres of developable acreage (including approximately 16.6 acres under development). Cypress 600 is a single purpose entity formed for the purpose of developing the land it owns within the District. The District makes no representation as to the likelihood of the planned development to occur or the pace at which the planned development might occur. Cypress 600 is a thinly capitalized limited partnership whose assets consist primarily of the land in the District and the receivables due from the District for development costs. Cypress 600 has minimal net revenues.

Cypress 600 has a \$19,141,210.00 loan from Texas Capital Bank. Such loan bears interest at six percent (6.00%) and matures on March 20, 2021. The loan is secured by land owned by Cypress 600 within the District. The outstanding balance on the loan is \$5,750,000 as of May 31, 2020. According to Cypress 600, it is in compliance with all material conditions of the loan.

PULTE

Pulte Homes of Texas, L.P., a Texas limited partnership ("Pulte"), wholly-owned by PulteGroup, Inc., is the developer of approximately 35 acres in the District being developed as Windrow and has completed the development of 157 lots on approximately 35 acres. The land was annexed into the District on September 20, 2018, and therefore its value was not included on the District's 2018 tax roll. Pulte continues to own approximately 93.9 acres of developable acreage (including approximately 40.0 acres that have been developed). PulteGroup, Inc. is a publicly traded company on the New York Stock Exchange under the ticker PHM.

There is no financing associated with Pulte's acquisition of land or the development of the property in the District; the acquisition and development is paid with cash from PulteGroup, Inc.

Financial Information Regarding PulteGroup, Inc.: PulteGroup, Inc. files annual, quarterly and current reports, proxy statements and other information with the SEC. PulteGroup, Inc.'s SEC filings are available to the public over the internet at the SEC's website at <http://www.sec.gov>. You may also read and copy any document that has been filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information regarding the operation of the Public Reference Room. In addition, PulteGroup, Inc. makes available on its web site <http://www.pultegroupinc.com> its annual reports on form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K (and any amendments to those reports) filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as practicable after they have been electronically filed with the SEC. Unless otherwise specified, information contained on PulteGroup, Inc.'s web site, available by hyperlink from PulteGroup, Inc.'s web site or on the SEC's web site, is not incorporated into this OFFICIAL STATEMENT. The District has not obtained any representations from PulteGroup, Inc. concerning its publicly available filings or undertaken any review thereof and assumes no responsibility for the information contained therein.

THE SYSTEM

Regulation

According to the Engineer, the water distribution and wastewater collection lines constructed by the District (the "Utility System") have been designed in accordance with accepted engineering practices and the requirements of all governmental agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities including,

among others, the TCEQ, the City, and Harris County. According to the District's Engineer, the design of all such completed facilities has been approved by all required governmental agencies.

Operation of the District's waterworks and sewer treatment facilities is subject to regulation by, among others, the Environmental Protection Agency and the TCEQ. In many cases, regulations promulgated by these agencies have become effective only recently and are subject to further development and revisions.

Water, Sanitary Sewer and Drainage System

Water Supply: The District owns one water plant. Phase One of the Water Plant consists of a 1,100 gallon-per minute ("gpm") well, 15,000 gallons of hydropneumatic tank capacity, a 220,000 gallon ground storage tank and 3,000 gpm of booster pump capacity. According to Dannenbaum Engineering Corporation, the District's engineer (the "Engineer"), phase one of the water plant is capable of serving 750 equivalent single family connections ("esfc") in the District.

Wastewater Treatment: The District owns and operates a temporary 100,000 gallon-per day ("gpd") wastewater treatment facility. According to the Engineer, the facility is adequate to serve 317 esfc.

Drainage: All of the land in the District drains to detention ponds that outfall into Little Cypress Creek. Discharge from the detention ponds is controlled such that total discharge to Little Cypress Creek will not exceed the undeveloped runoff.

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 FEMA Map Panel No. 48201C0195M dated October 16, 2013, approximately 77.7 acres within the District are located in the 100-year flood plain and are not considered to be developable. Approximately 15 acres of flood plain will be filled in connection with future development, and a Letter of Map Revision will be filed to remove it from the flood plain.

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Precipitation-Frequency Atlas of the United States ("Atlas 14"). Floodplain boundaries within the Service Area may be redrawn based on the Atlas 14 study based on a higher statistical rainfall amount, resulting in the application of more stringent floodplain regulations applying to a larger area and potentially leaving less developable property within the Service Area. The application of such regulations could additionally result in higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the floodplain.

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General Fund Operating Statement

The following statement sets forth in condensed form the historical results of operation of the District's System. Such summary has been prepared by the Financial Advisor for inclusion herein, based upon information obtained from the District's audited financial statements, and unaudited financial statements ended March 19, 2020 from the District's bookkeeper's records. Reference is made to such statements for further and more complete information. See "APPENDIX A."

	UNAUDITED	Fiscal Year Ended		
	<u>03/19/2020</u>	<u>04/30/19</u>	<u>04/30/18</u>	<u>04/30/17</u>
REVENUES				
Water service	\$ 94,000	\$ 82,852	\$ 31,284	\$ 14,499
Sewer service	112,000	105,494	43,212	15,065
Property taxes	700,000	793,954	301,259	550
Penalties and interest	5,500	8,675	8,434	549
Surface Water Fees	235,000	85,312	31,177	9,546
Tap connection and inspection	247,500	223,064	116,500	95,383
Miscellaneous	4,000	2,672	1,699	328
Investment earnings	<u>1,200</u>	<u>454</u>	<u>118</u>	<u>21</u>
TOTAL REVENUES	<u>\$ 1,399,200</u>	<u>\$ 1,302,477</u>	<u>\$ 533,683</u>	<u>\$ 135,941</u>
EXPENDITURES				
Purchased Services	\$ 3,000	\$ -	\$ 2,550	\$ 34,192
Professional Fees	147,000	86,699	139,747	75,141
Contracted Services	409,583	320,669	190,934	103,482
Repairs & Maintenance	25,000	126,781	102,509	17,364
Utilities	54,000	45,590	33,934	5,647
Lease	234,000	19,500	136,500	0
Regional Water Authority Fees	411,000	145,545	65,175	30,875
Administrative	46,995	26,999	31,296	25,096
Other	<u>28,130</u>	<u>6,898</u>	<u>4,164</u>	<u>430</u>
TOTAL EXPENDITURES	<u>\$ 1,358,708</u>	<u>\$ 778,681</u>	<u>\$ 706,809</u>	<u>\$ 292,227</u>
Excess Revenues (Expenditures)	\$ 40,492	\$ 523,796	\$ (173,126)	\$ (156,286)
Developer Advances	<u>\$ -</u>	<u>\$ 160,416</u>	<u>\$ 280,780</u>	<u>\$ 124,200</u>
Internal Transfers	<u>\$ -</u>	<u>\$ 117,000</u>	<u>\$ -</u>	<u>\$ -</u>
Net Change in Fund Balance	\$ 40,492	\$ 801,212	\$ 107,654	\$ (32,086)
Balance, Beg of Year	<u>\$ 881,528</u>	<u>\$ 80,316</u>	<u>\$ (27,338)</u>	<u>\$ 4,748</u>
Balance, End of Year	<u>\$ 922,020</u>	<u>\$ 881,528</u>	<u>\$ 80,316</u>	<u>\$ (27,338)</u>

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AERIAL PHOTOGRAPH OF THE DISTRICT
(May 2020)



PHOTOGRAPHS TAKEN WITHIN THE DISTRICT
(May 2020)



PHOTOGRAPHS TAKEN WITHIN THE DISTRICT
(May 2020)



DISTRICT DEBT

Debt Service Requirement Schedule

The following schedule sets forth the principal and interest requirements for the Bonds.

Calendar Year	Outstanding Debt Service	The Bonds		Debt Service	Total Debt Service
		Principal	Interest		
2020	\$ 434,969	\$ -	\$ -	\$ -	\$ 434,969
2021	440,169	180,000	185,331	365,331	805,500
2022	440,069	185,000	162,975	347,975	788,044
2023	444,819	195,000	154,650	349,650	794,469
2024	449,038	200,000	145,875	345,875	794,913
2025	447,700	205,000	136,875	341,875	789,575
2026	450,700	215,000	127,650	342,650	793,350
2027	453,350	220,000	121,200	341,200	794,550
2028	455,375	230,000	116,800	346,800	802,175
2029	456,750	235,000	112,200	347,200	803,950
2030	457,150	245,000	107,500	352,500	809,650
2031	462,150	255,000	102,600	357,600	819,750
2032	461,550	265,000	97,500	362,500	824,050
2033	460,206	275,000	92,200	367,200	827,406
2034	463,450	280,000	86,700	366,700	830,150
2035	465,700	290,000	81,100	371,100	836,800
2036	467,313	300,000	74,938	374,938	842,250
2037	462,875	310,000	68,188	378,188	841,063
2038	463,000	325,000	61,213	386,213	849,213
2039	467,025	335,000	53,900	388,900	855,925
2040	465,150	345,000	45,944	390,944	856,094
2041	467,600	360,000	37,750	397,750	865,350
2042	464,150	370,000	28,750	398,750	862,900
2043	465,025	385,000	19,500	404,500	869,525
2044	-	395,000	9,875	404,875	404,875
Total	\$10,965,281	\$6,600,000	\$2,231,213	\$ 8,831,213	\$ 19,796,494

Average Annual Debt Service Requirement (2020-2044)	\$ 791,860
Maximum Annual Debt Service Requirement (2043)	\$ 869,525

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Bonded Indebtedness

2019 Assessed Taxable Valuation	\$ 79,135,953	(a)
2020 Preliminary Valuation.....	\$ 143,231,602	(b)
Estimated Taxable Valuation as of April 15, 2020.....	\$ 164,361,174	(c)
Direct Debt:		
The Outstanding Bonds.....	\$ 6,745,000	
The Bonds.....	\$ <u>6,600,000</u>	
Total	\$ 13,345,000	
Estimated Overlapping Debt.....	\$ <u>12,233,036</u>	(d)
Total Direct and Estimated Overlapping Debt.....	\$ 25,578,036	(d)
Direct Debt Ratios:		
As a percentage of 2019 Assessed Taxable Valuation	16.86	%
As a percentage of 2020 Preliminary Valuation	9.32	%
As a percentage of Estimated Taxable Valuation as of April 15, 2020.....	8.12	%
Direct and Estimated Overlapping Debt Ratios:		
As a percentage of 2019 Assessed Taxable Valuation	32.32	%
As a percentage of 2020 Preliminary Valuation	17.86	%
As a percentage of Estimated Taxable Valuation as of April 15, 2020.....	15.56	%
Debt Service Fund Balance (As of June 18, 2020).....	\$ 491,742	(e)
General Fund Balance (as of June 18, 2020).....	\$ 778,037	
Capital Projects Fund Balance (as of June 18, 2020).....	\$ 330,316	

- (a) As certified by the Appraisal District. See "TAX DATA - Assessed Taxable Valuation Summary" and "TAXING PROCEDURES."
- (b) Provided by the Harris County Appraisal District as a preliminary indication of the 2019 taxable value (as of January 1, 2020). Such amount is subject to protest, review, and downward adjustment prior to certification. No tax will be levied on this amount. See "TAX DATA" and "TAXING PROCEDURES."
- (c) Provided by the Appraisal District for information purposes only. Represents new construction within the District as of April 15, 2020. This estimate is based upon the same unit value used in the assessed value. No taxes will be levied on this estimate. See "TAXING PROCEDURES."
- (d) See "DISTRICT DEBT - Estimated Direct and Overlapping Debt Statement."
- (e) Represents eighteen months of capitalized interest, which upon closing and delivery of the Bond, will be deposited into the Debt Service Fund. Neither Texas law nor the Bond Resolution requires that the District maintain any particular sum in the Debt Service Fund.

Estimated Direct and Overlapping Debt Statement

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from 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 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. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for operation, maintenance or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes.

Taxing Jurisdiction	Outstanding Debt as of March 31, 2020	Estimated Overlapping	
		Percent	Amount
Harris County	\$ 1,885,182,125	0.02%	\$ 377,036
Harris County Department of Education	6,320,000	0.02%	1,264
Harris County Flood Control	83,075,000	0.02%	16,615
Harris County Hospital District	55,005,000	0.02%	11,001
Harris County Toll Road (a)	0	0.02%	0
Port of Houston Authority	572,569,397	0.02%	114,514
Waller ISD	314,855,000	3.71%	<u>11,681,121</u>
Total Estimated Overlapping Debt			\$ <u>12,233,036</u>
The District			\$ <u>13,345,000</u> (b)
Total Direct & Estimated Overlapping Debt			\$ <u>25,578,036</u> (b)

(a) Debt is considered self-supported.

(b) Includes the Bonds.

Debt Ratios

	Percentage of 2019 Assessed Taxable Valuation	Percentage of 2020 Preliminary Valuation	Percentage of Estimate of Value April 15, 2020
Direct Debt (a)	16.86%	9.32%	8.12%
Total Direct and Estimated Overlapping Debt (a)	32.32%	17.86%	15.56%

(a) Includes the Bonds.

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in sufficient amount to pay the principal of and interest on the Bonds and any additional road bonds payable from taxes which the District may hereafter issue (see "RISK FACTORS - Future Debt"), and to pay the expenses of assessing and collecting such taxes. The Board is also authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in sufficient amount to pay the principal of and interest on any water and sewer system bonds payable from taxes which the District may hereafter issue, and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Resolution to levy such a tax from year to year as described more fully above under "THE BONDS - Source of Payment." Under Texas law, the Board may also levy and collect annual ad valorem taxes for the operation and maintenance of the District and the Utility System and for the payment of certain contractual obligations. See "TAX DATA - Maintenance Tax."

Property Tax Code and County-Wide Appraisal District

Title I of the Texas Property Tax Code (the "Property Code") specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Code are complex and are not fully summarized herein. The Property Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising

property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the Appraisal District. The Harris County Appraisal District (the "Appraisal District") has the responsibility of appraising property for all taxing units within Harris County, including the District. Such appraisal values will be subject to review and change by the Harris County Appraisal Review Board (the "Appraisal Review Board"). The appraisal roll, as approved by the Appraisal Review Board, will be used by the District in establishing its tax rolls and tax rate.

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions, if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies and personal effects; certain goods, wares, and merchandise in transit; certain farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; and most individually-owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons 65 years or older and certain disabled persons, to the extent deemed advisable by the Board of Directors of the District. The District may be required to offer such exemptions if a majority of voters approve same at an election. The District would be required to call an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the preceding election. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemption by the District. Furthermore, the District must grant exemptions to disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces, if requested, but only to the maximum extent of between \$5,000 and \$12,000 depending upon the disability rating of the veteran claiming the exemption. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran's residence homestead. 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. 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. Effective January 1, 2018, this exemption also applies to a residence homestead that was donated by a charitable organization at some cost to such veterans. Also, the surviving spouse of a member of the armed forces who was killed in action is entitled to an exemption of the total appraised value of the surviving spouse's residence homestead if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of death. Such exemption may be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

The surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to an exemption of the total appraised value of the surviving spouse's residence homestead if the surviving spouse has not remarried since the first responder's death, and said property was the first responder's residence homestead at the time of death. Such exemption would be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

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

Freeport Goods and Goods-in-Transit Exemption: 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 is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption,

if, for tax year 2013 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

Tax Abatement

Harris County or the City of Houston (the "City") may designate all or part of the area within the District as a reinvestment zone. Thereafter, Harris County or the City and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions. At this time, Harris County has not designated any of the area within the District as a reinvestment zone.

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 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, open space land, and timberland.

The Property 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 provides for a temporary exemption from ad valorem taxation of a portion of the appraised value of certain property that is at least 15% damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the disaster. Upon receipt of an

application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

District and Taxpayer Remedies

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a timely petition for review in district court. 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 compel compliance with the Property Code.

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

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.

Rollback of Operation and Maintenance Tax Rate

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 which is set in September or October each year. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property as of January 1 of the year in 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 on the property. The lien exists in favor of the State and each taxing unit, including the District, having the power to tax the property. The District's tax lien is on a parity with the tax liens of other such taxing units. A tax lien on real property takes priority over the claims of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by federal law. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes, penalty and interest.

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

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TAX DATA

General

All taxable property within the District is subject to the assessment, levy and collection by the District of a continuing, direct annual ad valorem tax without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds. See "TAXING PROCEDURES." The Board has in its Bond Resolution covenanted 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 See "THE BONDS" and "RISK FACTORS." The District levied a maintenance tax of \$0.91 per \$100 of assessed valuation and a debt service tax of \$0.59 per \$100 of assessed valuation for the 2019 tax year.

Tax Rate Limitation

Debt Service: Unlimited (no legal limit as to rate or amount).
Maintenance: \$1.50 per \$100 assessed taxable valuation.

Maintenance Tax

The Board 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 vote of the District's electors. The Board is authorized by the District's voters to levy such maintenance tax in an amount not to exceed \$1.50 per \$100 of assessed valuation. Such tax, when levied, is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and any parity bonds which may be issued in the future. See "Tax Rate Distribution" below.

Additional Penalties

The District has contracted with a delinquent tax attorney to collect certain delinquent taxes. In connection with that contract, the District can establish an additional penalty of twenty percent (20%) of the tax to defray the costs of collection. This 20% penalty applies to taxes that either: (1) become delinquent on or after February 1 of a year, but not later than June 1 of that year, and that remain delinquent on April 1 (for personal property) and July 1 (for real property) of the year in which they become delinquent or (2) become delinquent on or after June 1, pursuant to the Texas Tax Code.

Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of assessed taxable valuation which would be required to meet certain debt service requirements of the Bonds if no growth in the District's tax base occurs beyond the 2019 Assessed Taxable Valuation (\$79,135,953), or the preliminary valuation as of January 1, 2020 (\$143,231,602) or the Estimated Taxable Valuation as of April 15, 2020 (\$164,361,174). The calculations assume collection of 95% of taxes levied, the sale of the Bonds but not the sale of any additional bonds by the District.

Average Annual Debt Service Requirement (2020-2044).....	\$ 791,860
Debt Service Tax Rate of \$1.06 on the 2019 Assessed Taxable Valuation	\$ 796,899
Debt Service Tax Rate of \$0.59 on the 2020 Preliminary Valuation.....	\$ 802,813
Debt Service Tax Rate of \$0.51 on the Estimated Taxable Valuation as of April 15, 2020	\$ 796,330
Maximum Annual Debt Service Requirement (2043).....	\$ 869,525
Debt Service Tax Rate of \$1.16 on the 2019 Assessed Taxable Valuation	\$ 872,078
Debt Service Tax Rate of \$0.64 on the 2020 Preliminary Valuation.....	\$ 870,848
Debt Service Tax Rate of \$0.56 on the Estimated Taxable Valuation as of April 15, 2020	\$ 874,401

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Estimated Overlapping Taxes

Property within the District 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 a 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 "DISTRICT DEBT - Estimated Direct and 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 an estimation of all taxes per \$100 of assessed valuation levied by such jurisdictions. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. The following chart includes the 2019 taxes per \$100 of assessed valuation levied by all such taxing jurisdictions. No prediction can be made of the tax rates that will be levied in future years by the respective taxing jurisdictions.

<u>Taxing Jurisdictions</u>	<u>2019 Tax Rate Per \$100 of A.V.</u>
The District	\$1.500000
Harris County and Related Entities (a)	0.616700
Harris County Emergency Services District No. 21	0.100000
Harris County Emergency Services District No. 3	0.100000
Waller Independent School District	<u>1.440000</u>
Total Tax Rate	<u>\$3.756700</u>

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

Historical Tax Collections

<u>Tax Year</u>	<u>Assessed Valuation</u>	<u>Tax Rate Per \$100 (a)</u>	<u>Adjusted Levy</u>	<u>% of Collections Current Year</u>	<u>For the Current Year Ended September 30</u>	<u>% of Collections as of 05/31/2020</u>
2015	\$ 323,115	\$1.5000	\$ 4,847	100.00%	2016	100.00%
2016	3,027,074	1.5000	45,406	56.63% (b)	2017	100.00%
2017	18,114,370	1.5000	271,716	99.99%	2018	100.00%
2018	52,016,284	1.5000	780,244	99.81%	2019	99.81%
2019	79,135,953	1.5000	1,187,039	98.15% (c)	2020	98.15%

(a) Tax rate per \$100 of taxable value. See "Tax Rate Distribution" below.

(b) Approximately \$18,209 was collected in October 2017, bringing the collection percentage to 96.73%.

(c) Collections as of May 31, 2020.

Tax Rate Distribution

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Debt Service	\$0.5900	\$0.0000	\$0.0000	\$0.0000	\$0.0000
Maintenance	<u>0.9100</u>	<u>1.5000</u>	<u>1.5000</u>	<u>1.5000</u>	<u>1.5000</u>
	<u>\$1.5000</u>	<u>\$1.5000</u>	<u>\$1.5000</u>	<u>\$1.5000</u>	<u>\$1.5000</u>

Assessed Taxable Valuation Summary

The following represents the types of property comprising the District assessed taxable value for each of the 2015–2019 tax years.

Type of Property	2019 Assessed Taxable Valuation	2018 Assessed Taxable Valuation	2017 Assessed Taxable Valuation	2016 Assessed Taxable Valuation	2015 Assessed Taxable Valuation
Land	\$ 40,698,703	\$ 31,286,139	\$ 21,239,485	\$ 13,391,904	\$ 3,301,195
Improvements	48,995,674	25,006,466	7,541,587	-	-
Personal Property	288,444	202,267	106,826	-	-
Exemptions	<u>(10,846,868)</u>	<u>(4,478,588)</u>	<u>(10,773,528)</u>	-	<u>(2,978,080)</u>
Total	\$ 79,135,953	\$ 52,016,284	\$ 18,114,370	\$ 3,027,074	\$ 323,115

Principal Taxpayers

The following table represents the ten principal taxpayers, the taxable appraised value of such property as a percentage of the 2019 Taxable Assessed Valuation of \$79,135,953.

Taxpayer	Type of Property	Assessed Taxable Valuation 2019 Tax Roll	Percentage of 2019 Taxable Assessed Valuation
Cypress 600 Development Partners LP (a)	Land & Improvements	\$ 17,556,928	22.20%
Pulte Homes of Texas LP (a)	Land & Improvements	5,071,692	6.41%
EHT OF Texas LP	Land & Improvements	1,954,226	2.47%
Lennar Homes of Texas	Land & Improvements	1,891,694	2.39%
MHI Partnership Ltd	Land & Improvements	1,807,073	2.28%
Legend Classic Homes LTD	Land & Improvements	1,712,446	2.17%
Affiliated Properties LP	Land & Improvements	1,684,619	2.13%
Chesmar Homes LLC	Land & Improvements	1,162,463	1.47%
Camillo Properties LTD	Land & Improvements	1,003,614	1.27%
Homeowner	Land & Improvements	<u>355,072</u>	0.45%
Total		<u>\$ 34,199,827</u>	
%			43.24%

(a) See "PRINCIPAL LANDOWNERS/DEVELOPERS."

LEGAL MATTERS

Legal Opinions

Delivery of the Bonds will be accompanied by the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas payable from the proceeds of an annual ad valorem tax levied, without legal limit as to rate or amount, upon all taxable property within the District and based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds; the approving legal opinion of Bond Counsel, to a like effect, and to the effect that, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes, and interest on the Bonds is not subject to the alternative minimum tax on individuals.

Bond Counsel has reviewed the information appearing in this Official Statement under "THE BONDS (except for information under the subheadings "– Book-Entry-Only System" and "Use and Distribution of Proceeds of the Bonds"), "THE DISTRICT – Authority," "TAXING PROCEDURES," "LEGAL MATTERS," "TAX MATTERS" and "CONTINUING DISCLOSURE OF INFORMATION" solely to determine whether such information, insofar as it relates to matters of law, is true and correct and whether such information fairly summarizes matters of law and the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this Official Statement nor has it 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 information contained herein.

Allen Boone Humphries Robinson LLP, also serves as general counsel to the District on matters other than the issuance of bonds. The legal fees paid to 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 upon the sale and delivery of the Bonds.

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

No-Litigation Certificate

The District will furnish the Initial Purchaser a certificate, dated of the date of delivery of the Bonds, executed by both the President or Vice President and Secretary or Assistant Secretary of the Board, to the effect that no litigation of any nature has been filed or is to their knowledge then pending or threatened, either in state or federal courts, contesting or attaching 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 Purchasers to take and pay for the Bonds, and of the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the condition (financial or otherwise) of the District subsequent to the date of sale from that set forth or contemplated in the Preliminary Official Statement, as it may have been supplemented or amended through the date of sale.

TAX MATTERS

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals.

The Internal Revenue Code of 1986, as amended (the "Code") imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of proceeds and the source of repayment, limitations on the investment of proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the "Service"). The District has covenanted in the Bond Resolution that it will comply with these requirements.

Bond Counsel's opinion will assume continuing compliance with the covenants of the Bond Resolution pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purpose, and in addition, will rely on representations by the District and the Initial Purchaser with respect to matters solely within the knowledge of the District and the Initial Purchaser, respectively, which Bond Counsel has not independently verified. If the District should fail to comply with the covenants in the Bond Resolution or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Bonds could become taxable from the date of delivery of the Bonds, regardless of the date on which the event causing such taxability occurs.

Under the Code, taxpayers are required to report on their returns the amount of tax-exempt interest, such as interest on the Bonds, received or accrued during the year. Payments of interest on tax-exempt obligations such as the Bonds are in many cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any owner who is not an "exempt recipient" and who fails to provide certain identifying information. Individuals generally are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of, the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, taxpayers owning an interest in a FASIT that holds tax-exempt obligations, and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively-connected earnings and profits, including tax-exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences.

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

Tax Accounting Treatment of Original Issue Discount Bonds

The issue price of certain of the Bonds (the "Original Issue Discount Bonds") is less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price 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 at the initial public offering price in the initial public offering of the Bonds; and (b) 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.

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 Bond was held by such initial owner) is includable in gross income. (Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption "TAX MATTERS" generally applies, except as otherwise provided below, to original issue discount on an Original Issue Discount Bond held by an owner who purchased such Bond at the initial offering price in the initial public offering of the Bonds, and should be considered in connection with the discussion in this portion of the Official Statement.)

The foregoing is based on the assumptions that (a) the Initial Purchaser has purchased the Bonds for contemporaneous sale to the general public and not for investment purposes, and (b) all of the Original Issue Discount Bonds have been offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm's-length transactions for a cash price (and with no other consideration being included) equal to the initial offering prices thereof stated on the cover page of this Official Statement, and (c) the respective initial offering prices of the Original Issue Discount Bonds to the general public are equal to the fair market value thereof. Neither the District nor Bond Counsel warrants that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

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 Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Bond for purposes of determining the amount of gain or loss recognized by such owner upon 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 plus 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, and 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 Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership and redemption, sale or other disposition of such Bonds.

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.

The District has designated the Bonds as “qualified tax-exempt obligations” and represents 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 2020 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 2020.

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 Resolution, the District has the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information to the Municipal Securities Rulemaking Board (“MSRB”). The MSRB has established the Electronic Municipal Market Access (“EMMA”) system.

Annual Reports

The District will provide certain updated financial information and operating data to EMMA annually.

The information to be updated with respect to the District includes all quantitative financial information and operating data of the general type included in this Official Statement under the headings “DISTRICT DEBT” (except under the subheading “Estimated Direct and Overlapping Debt Statement”), “TAX DATA,” and in “Appendix A” (Financial Statements of the District). The District will update and provide this information within six months after the end of each of its fiscal years ending in or after 2020. The District will provide the updated information to EMMA.

Any information so provided shall be prepared in accordance with generally accepted auditing standards or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to EMMA within such six-month period, and audited financial statements when the audit report becomes available.

The District’s current fiscal year end is April 30. Accordingly, it must provide updated information by October 31 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify EMMA 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 business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person or the sale of all or substantially all of the assets of the District or other obligated person, 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 financial obligation of the District or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person, any of which reflect financial difficulties. The terms “obligated person” and “financial obligation” when used in this paragraph shall have the meanings ascribed to them under SEC Rule 15c2-12 (the “Rule”). 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 Resolution 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 information, data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from EMMA

The District has agreed to provide the information only to the MSRB. The MSRB has prescribed that such information must be filed via EMMA. The MSRB makes the information available to the public without charge and investors will be able to access continuing disclosure information filed with the MSRB at www.emma.msrb.org.

Limitations and Amendments

The District has agreed to update information and to provide notices of certain events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement, or from any statement made pursuant to its agreement, although holders and 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 to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District but only if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering described herein in compliance with the Rule, taking into account any amendments and interpretations of the Rule to the date of such amendment, as well as changed circumstances, and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The District may also amend or repeal the agreement if the SEC amends or repeals the applicable provisions of such rule or a court of final jurisdiction determines that such provisions are invalid, but in either case only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the offering described herein. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

Compliance with Prior Undertakings

During the past five years, the District has been in material compliance with its prior continuing disclosure agreement in accordance with SEC Rule 15c2-12.

OFFICIAL STATEMENT

General

The information contained in this Official Statement has been obtained primarily from the Developers, the District's records, the Engineer, 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. 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.

Experts

The information contained in the Official Statement relating to engineering and to the description of the Utility System, and, in particular, that engineering information included in the sections entitled "THE DISTRICT - Description" and "THE SYSTEM" has been provided by Dannenbaum Engineering Corporation and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

The information contained in the 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 "DISTRICT DEBT" was provided by Assessments of the Southwest, Inc. and the Appraisal District. Such information has been included herein in reliance upon Assessments of the Southwest, Inc.'s authority as an expert in the field of tax collection and the Appraisal District's authority as an expert in the field of tax assessing.

Certification as to Official Statement

The District, acting by and through its Board in its official capacity and in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements and descriptions pertaining to the District and its affairs herein contain no untrue statements of a material fact and do not omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. The information, 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 the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser, of any adverse event which causes the 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 the Official Statement satisfactory to the Initial Purchaser; provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser, unless the Initial Purchaser notify the District in writing 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.

CONCLUDING STATEMENT

The information set forth herein has been obtained from the District's records, audited financial statements and other sources which are considered to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will ever be realized. All of the summaries of the statutes, documents and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such summarized documents for further information. Reference is made to official documents in all respects.

This Official Statement was approved by the Board of Directors of Harris County Municipal Utility District No. 319 as of the date shown on the cover page hereof.

/s/ Mark Janik
President, Board of Directors
Harris County Municipal Utility District No. 319

ATTEST:

/s/ Lloyd Sheffield
Secretary, Board of Directors
Harris County Municipal Utility District No. 319

APPENDIX A

FINANCIAL STATEMENTS OF THE DISTRICT FOR FISCAL YEAR ENDED APRIL 30, 2019

EXHIBIT A

**HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 319**

HARRIS COUNTY, TEXAS

FINANCIAL REPORT

April 30, 2019

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McGRATH & CO., PLLC

Certified Public Accountants
2500 Tanglewilde, Suite 340
Houston, Texas 77063

Independent Auditors' Report

Board of Directors
Harris County Municipal Utility District No. 319
Harris County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Harris County Municipal Utility District No. 319, as of and for the year ended April 30, 2019, 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 basic 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 basic financial statements are free of 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 principles 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 to provide a basis for our audit opinions.

*Board of Directors
Harris County Municipal Utility District No. 319
Harris County, Texas*

Opinion

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 Harris County Municipal Utility District No. 319, as of April 30, 2019, and the respective changes in financial position thereof for the year then ended in conformity 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 budgetary comparison information 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 Texas Supplementary Information is presented for purposes of additional analysis and is not a required part of the basic financial statements. The Texas Supplementary Information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied to the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements taken as a whole.

W. S. Smith & Co., P.C.

Houston, Texas
August 15, 2019

Management's Discussion and Analysis

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*Harris County Municipal Utility District No. 319
Management's Discussion and Analysis
April 30, 2019*

Using this Annual Report

Within this section of the financial report of Harris County Municipal Utility District No. 319 (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended April 30, 2019. This analysis should be read in conjunction with the independent auditors' report and the basic financial statements that follow this section.

In addition to this discussion and analysis, this annual report consists of:

- The District's basic financial statements;
- Notes to the basic financial statements, which provide additional information essential to a full understanding of the data provided in the financial statements;
- Supplementary information required by the Governmental Accounting Standards Board (GASB) concerning the District's budget; and
- Other Texas supplementary information required by the District's state oversight agency, the Texas Commission on Environmental Quality (TCEQ).

Overview of the Financial Statements

The District prepares its basic financial statements using a format that combines fund financial statements and government-wide statements onto one financial statement. The combined statements are the *Statement of Net Position and Governmental Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. Each statement contains an adjustments column which quantifies the differences between the government-wide and fund level statements. Additional details of the adjustments are provided in Note 2 to the basic financial statements.

Government-Wide Financial Statements

The focus of government-wide financial statements is on the overall financial position and activities of the District, both long-term and short-term. The District's government-wide financial statements consist of the *Statement of Net Position* and the *Statement of Activities*, which are prepared using the accrual basis of accounting. The *Statement of Net Position* includes all of the District's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual reported as net position. Over time, changes in net position may provide a useful indicator of whether the financial position of the District as a whole is improving or deteriorating.

Accounting standards establish three components of net position. The net investment in capital assets component represents the District's investments in capital assets, less any outstanding debt or other borrowings used to acquire those assets. Resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The restricted component of net position consists of financial resources that are restricted for a specific purpose by enabling legislation or external parties. The unrestricted component of net position represents resources not included in the other components.

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The *Statement of Activities* reports how the District's net position has changed during the fiscal year. All revenues and expenses are included on this statement, regardless of whether cash has been received or paid.

Fund Financial Statements

The fund financial statements include the *Governmental Funds Balance Sheet* and the *Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. The focus of fund financial statements is on specific activities of the District rather than the District as a whole, reported using modified accrual accounting. These statements report on the District's use of available financial resources and the balances of available financial resources at the end of the year. Except for the General Fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties, governmental statutes or regulations.

For further discussion on the government-wide and fund financial statements, please refer to Note 1 in the financial statements.

Financial Analysis of the District as a Whole

The District's net position at April 30, 2019, was negative \$6,345,019. This amount is negative because the District relies on advances from its developers to fund operating costs and incurs debt to construct certain facilities which it conveys to other governmental entities. A comparative summary of the District's overall financial position, as of April 30, 2019 and 2018, is as follows:

	2019	2018
Current and other assets	\$ 1,871,831	\$ 206,860
Capital assets	16,885,721	12,265,295
Total assets	<u>18,757,552</u>	<u>12,472,155</u>
Current liabilities	390,441	3,272,274
Long-term liabilities	<u>24,712,130</u>	<u>11,619,727</u>
Total liabilities	<u>25,102,571</u>	<u>14,892,001</u>
Net position		
Net investment in capital assets	(5,798,169)	(1,575,121)
Restricted	307,227	
Unrestricted	<u>(854,077)</u>	<u>(844,725)</u>
Total net position	<u>\$ (6,345,019)</u>	<u>\$ (2,419,846)</u>

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The total net position of the District decreased during the current fiscal year by \$3,925,173. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

	<u>2019</u>	<u>2018</u>
Revenues		
Property taxes, penalties and interest	\$ 809,276	\$ 316,597
Water and sewer service	188,346	74,496
Other	311,763	149,572
Total revenues	<u>1,309,385</u>	<u>540,665</u>
Expenses		
Current service operations	1,048,629	767,241
Debt interest and fees	172,883	19,937
Developer interest	558,209	
Debt issuance costs	582,140	71,550
Depreciation	413,375	310,848
Total expenses	<u>2,775,236</u>	<u>1,169,576</u>
Change in net position before other item	(1,465,851)	(628,911)
Other item		
Transfers to other governments	<u>(2,459,322)</u>	<u>(1,144,641)</u>
Change in net position	(3,925,173)	(1,773,552)
Net position, beginning of year	<u>(2,419,846)</u>	<u>(646,294)</u>
Net position, end of year	<u>\$ (6,345,019)</u>	<u>\$ (2,419,846)</u>

Financial Analysis of the District's Funds

The District's combined fund balances, as of April 30, 2019, were \$1,505,450, which consists of \$881,528 in the General Fund, \$353,055 in the Debt Service Fund, and \$270,867 in the Capital Projects Fund.

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General Fund

A comparative summary of the General Fund's financial position as of April 30, 2019 and 2018 is as follows:

	<u>2019</u>	<u>2018</u>
Total assets	\$ 1,247,909	\$ 247,973
Total liabilities	\$ 344,613	\$ 152,358
Total deferred inflows	21,768	15,299
Total fund balance	<u>881,528</u>	<u>80,316</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 1,247,909</u>	<u>\$ 247,973</u>

A comparative summary of the General Fund's activities for the current and prior fiscal year is as follows:

	<u>2019</u>	<u>2018</u>
Total revenues	\$ 1,302,477	\$ 533,683
Total expenditures	<u>(778,681)</u>	<u>(706,809)</u>
Revenues over/(under) expenditures	523,796	(173,126)
Other changes in fund balance	<u>277,416</u>	<u>280,780</u>
Net change in fund balance	<u>\$ 801,212</u>	<u>\$ 107,654</u>

The District manages its activities with the objectives of ensuring that expenditures will be adequately covered by revenues each year and that an adequate fund balance is maintained. The District's primary financial resources in the General Fund are from a property tax levy, the provision of water and sewer services to customers within the District, tap connection fees charged to homebuilders in the District and developer advances. Financial resources are influenced by a variety of factors each year:

- Property tax revenues are dependent upon assessed values in the District and the maintenance tax rate set by the District. Property tax revenues increased from prior year because assessed values increased from prior year.
- Water, sewer and surface water revenues are dependent upon customer usage, which fluctuates from year to year as a result of factors beyond the District's control.
- Tap connection fees fluctuate with homebuilding activity within the District
- Developers in the District advance funds to the District as needed to pay operating costs.

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Debt Service Fund

The District issued bonded debt during the current fiscal year pursuant to a Bond Resolution adopted by the Board. As required by the Bond Resolution, a Debt Service Fund was established to account for the accumulation of financial resources restricted for debt service purposes. A summary of the financial position as of April 30, 2019 is as follows:

Total assets	<u>\$ 353,055</u>
Total fund balance	<u>\$ 353,055</u>

A summary of activities of the Debt Service Fund for the current year is as follows:

Total revenues	\$ 178
Total expenditures	<u>(59,576)</u>
Revenues under expenditures	(59,398)
Other changes in fund balance	<u>412,453</u>
Net change in fund balance	<u>\$ 353,055</u>

The District's financial resources in the Debt Service Fund in the current year are from capitalized interest from the sale of bonds. The difference between these financial resources and debt service requirements resulted in an increase in fund balance.

Capital Projects Fund

A comparative summary of the Capital Projects Fund's financial position as of April 30, 2019 and 2018 is as follows:

	<u>2019</u>	<u>2018</u>
Total assets	<u>\$ 270,867</u>	<u>\$ 19,319</u>
Total liabilities	\$ -	\$ 60,432
Total fund balance	<u>270,867</u>	<u>(41,113)</u>
Total liabilities and fund balance	<u>\$ 270,867</u>	<u>\$ 19,319</u>

A comparative summary of activities in the Capital Projects Fund for the current and prior fiscal year is as follows:

	<u>2019</u>	<u>2018</u>
Total revenues	\$ 261	\$ 78
Total expenditures	<u>(2,650,500)</u>	<u>(3,141,191)</u>
Revenues under expenditures	(2,650,239)	(3,141,113)
Other changes in fund balance	<u>2,962,219</u>	
Net change in fund balance	<u>\$ 311,980</u>	<u>\$ (3,141,113)</u>

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The District has had considerable capital asset activity in the last two years, which was financed with proceeds from the issuance of its Series 2018 Unlimited Tax Bonds in the current year and issuance of its Series 2018 Bond Anticipation Note in the prior year.

General Fund Budgetary Highlights

The Board of Directors adopts an annual unappropriated budget for the General Fund prior to the beginning of each fiscal year. The Board amended the budget during the year to reflect changes in anticipated revenues and expenditures.

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$537,765 greater than budgeted. The *Budgetary Comparison Schedule* on page 34 of this report provides variance information per financial statement line item.

Capital Assets

The District has entered into financing agreements with its developers for the financing of the construction of capital assets within the District. Developers will be reimbursed from proceeds of future bond issues or other lawfully available funds. These developer-funded capital assets are recorded on the District's financial statements upon completion of construction.

Capital assets held by the District at April 30, 2019 and 2018 are summarized as follows:

	2019	2018
Capital assets not being depreciated		
Land and improvements	\$ 2,130,137	\$ 1,710,070
Capital assets being depreciated		
Water, wastewater, and drainage facilities	14,405,955	9,792,221
Landscaping improvements	1,319,003	1,319,003
	<u>15,724,958</u>	<u>11,111,224</u>
Less accumulated depreciation		
Water, wastewater, and drainage facilities	(689,642)	(369,511)
Landscaping improvements	(279,732)	(186,488)
	<u>(969,374)</u>	<u>(555,999)</u>
Depreciable capital assets, net	<u>14,755,584</u>	<u>10,555,225</u>
Capital assets, net	<u>\$ 16,885,721</u>	<u>\$ 12,265,295</u>

Capital asset additions during the current year include the following:

- Water, sewer, and drainage facilities to serve Dellrose Section 4 and Cumberland Ridge Drive and Dellrose Section 5
- Water, sewer, and drainage facilities and force main to serve Windrow Section 1

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- Lift station to serve Windrow

Additionally, certain capital assets constructed by the District are conveyed to other governmental entities. The value of these assets is recorded as transfers to other governments upon completion of construction and trued-up when the developer is reimbursed. For the year ended April 30, 2019, capital assets in the amount of \$2,459,322 have been recorded as transfers to other governments in the government-wide statements. Additional information is presented in Note 10.

Long-Term Debt and Related Liabilities

As of April 30, 2019, the District owes \$17,967,130 to developers for completed projects and operating advances. As discussed in Note 7, the District has an additional commitment in the amount of \$1,027,777 for projects under construction by the developers. As previously mentioned, the District will owe its developer for these projects upon completion of construction, at which time the cost of the capital asset and related liability will be estimated and recorded on the District's financial statements. The estimated cost is trued up when the developer is reimbursed. The District intends to reimburse the developer from proceeds of future bond issues or other lawfully available funds.

During the year, the District issued \$6,745,000 in unlimited tax bonds, all of which were outstanding as of the end of the fiscal year. The District did not have any bonded debt as of April 30, 2018.

At April 30, 2019, the District had \$195,755,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and the refunding of such bonds; \$96,300,000 for parks and recreational facilities and the refunding of such bonds; \$47,250,000 for road improvements and the refunding of such bonds.

Next Year's Budget

In establishing the budget for the next fiscal year, the Board considered various economic factors that may affect the District, most notably projected revenues from property taxes and water/sewer services and the projected cost of operating the District and providing services to customers. A comparison of next year's budget to current year actual amounts for the General Fund is as follows:

	<u>2019 Actual</u>	<u>2020 Budget</u>
Total revenues	\$ 1,302,477	\$ 1,399,200
Total expenditures	<u>(778,681)</u>	<u>(1,358,708)</u>
Revenues over expenditures	523,796	40,492
Other changes in fund balance	<u>277,416</u>	
Net change in fund balance	801,212	40,492
Beginning fund balance	<u>80,316</u>	<u>881,528</u>
Ending fund balance	<u>\$ 881,528</u>	<u>\$ 922,020</u>

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Property Taxes

The District's property tax base decreased approximately \$7,459,540 (based on certified values) for the 2019 tax year from \$52,016,284 to \$44,556,744. The District has an additional \$30,885,093 in uncertified values. For the 2019 tax year, the District has approved the publication of a maintenance tax rate of \$0.91 per \$100 of assessed value and a debt service tax rate of \$0.59 per \$100 of assessed value, for a total combined tax rate of \$1.50 per \$100. Tax rates for the 2018 tax year was \$1.50 per \$100, all of which was for maintenance and operations.

Basic Financial Statements

Harris County Municipal Utility District No. 319
Statement of Net Position and Governmental Fund Balance Sheet
April 30, 2019

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
Assets						
Cash	\$ 770,960	\$ 353,055	\$ 422,393	\$ 1,546,408	\$ -	\$ 1,546,408
Taxes receivable	203,003			203,003		203,003
Customer service receivables	48,208			48,208		48,208
Internal balances	151,526		(151,526)			
Other receivables	25,817			25,817		25,817
Prepaid items	48,395			48,395		48,395
Capital assets not being depreciated					2,130,137	2,130,137
Capital assets, net					14,755,584	14,755,584
Total Assets	\$ 1,247,909	\$ 353,055	\$ 270,867	\$ 1,871,831	16,885,721	18,757,552
Liabilities						
Accounts payable	\$ 294,936	\$ -	\$ -	\$ 294,936		294,936
Customer deposits	11,275			11,275		11,275
Unearned revenue	38,115			38,115		38,115
Due to other governments	287			287		287
Accrued interest payable					45,828	45,828
Due to developer					17,967,130	17,967,130
Long-term debt						
Due after one year					6,745,000	6,745,000
Total Liabilities	344,613			344,613	24,757,958	25,102,571
Deferred Inflows of Resources						
Deferred property taxes	21,768			21,768	(21,768)	
Fund Balance/Net Position						
Fund Balance						
Nonspendable	48,395			48,395	(48,395)	
Restricted		353,055	270,867	623,922	(623,922)	
Unassigned	833,133			833,133	(833,133)	
Total Fund Balance	881,528	353,055	270,867	1,505,450	(1,505,450)	
Total Liabilities, Deferred Inflows of Resources and Fund Balance	\$ 1,247,909	\$ 353,055	\$ 270,867	\$ 1,871,831		
Net Position						
Net investment in capital assets					(5,798,169)	(5,798,169)
Restricted for debt service					307,227	307,227
Unrestricted					(854,077)	(854,077)
Total Net Position					\$(6,345,019)	\$(6,345,019)

See notes to basic financial statements.

*Harris County Municipal Utility District No. 319
Statement of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balance
For the Year Ended April 30, 2019*

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
Revenues						
Water service	\$ 82,852	\$ -	\$ -	\$ 82,852	\$ -	\$ 82,852
Sewer service	105,494			105,494		105,494
Property taxes	793,954			793,954	(13,664)	780,290
Penalties and interest	8,675	178		8,853	20,133	28,986
Surface water fees	85,312			85,312		85,312
Tap connection and inspection	223,064			223,064		223,064
Miscellaneous	2,672			2,672		2,672
Investment earnings	454		261	715		715
Total Revenues	1,302,477	178	261	1,302,916	6,469	1,309,385
Expenditures/Expenses						
Current service operations						
Professional fees	86,699		9,500	96,199		96,199
Contracted services	320,669			320,669		320,669
Repairs and maintenance	126,781		19,000	145,781		145,781
Utilities	45,590			45,590		45,590
Lease	19,500		241,367	260,867		260,867
Regional Water Authority fees	145,545			145,545		145,545
Administrative	26,999			26,999		26,999
Other	6,898		81	6,979		6,979
Capital						
Capital outlay			1,152,808	1,152,808	(1,152,808)	
Debt service						
Interest and fees		59,576	87,395	146,971	25,912	172,883
Developer interest			558,209	558,209		558,209
Debt issuance costs			582,140	582,140		582,140
Depreciation					413,375	413,375
Total Expenditures/Expenses	778,681	59,576	2,650,500	3,488,757	(713,521)	2,775,236
Revenues Over/(Under) Expenditures/Expenses	523,796	(59,398)	(2,650,239)	(2,185,841)	2,185,841	
Other Financing Sources/(Uses)						
Proceeds from sale of bonds		412,453	6,332,547	6,745,000	(6,745,000)	
Repayment of bond anticipation note			(3,100,000)	(3,100,000)	3,100,000	
Repayment of developer advances			(153,328)	(153,328)	153,328	
Developer advances	160,416			160,416	(160,416)	
Internal transfers	117,000		(117,000)			
Other Items					(2,459,322)	(2,459,322)
Transfers to other governments					(2,459,322)	(2,459,322)
Net Change in Fund Balance	801,212	353,055	311,980	1,466,247	(1,466,247)	
Change in Net Position					(3,925,173)	(3,925,173)
Fund Balance/Net Position						
Beginning of the year	80,316		(41,113)	39,203	(2,459,049)	(2,419,846)
End of the year	\$ 881,528	\$ 353,055	\$ 270,867	\$ 1,505,450	\$ (7,850,469)	\$ (6,345,019)

See notes to basic financial statements.

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Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 1 – Summary of Significant Accounting Policies

The accounting policies of Harris County Municipal Utility District No. 319 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board. The following is a summary of the most significant policies:

Creation

The District was organized, created and established pursuant to House Bill No. 2514, 69th Legislature, Regular Session, dated June 14, 1985, and operates in accordance with Article III, Section 52 and Article XVI, Section 59 of the Texas Constitution. The Board of Directors held its first meeting on February 24, 2014, and the first bonds were issued on December 13, 2018.

The District’s primary activities include construction, maintenance and operation of water, sewer, drainage, park and recreational facilities; and the construction of road improvements within the District. The District has contracted with various consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

Reporting Entity

The District is a political subdivision of the State of Texas governed by an elected five-member board. The Governmental Accounting Standards Board has established the criteria for determining whether or not an entity is a primary government, a component unit of a primary government or a related organization. A primary government has a separately elected governing body; is legally separate; and is fiscally independent of other state and local governments. Fiscal independence implies that the government has the authority to adopt a budget, levy taxes, set rates, and/or issue bonds without approval from other 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 statements as component units.

Government-Wide and Fund Financial Statements

Government-wide financial statements display information about the District as a whole. These statements focus on the sustainability of the District as an entity and the change in aggregate financial position resulting from the activities of the fiscal period. Interfund activity, if any, has been removed from these statements. These aggregated statements consist of the *Statement of Net Position* and the *Statement of Activities*.

Fund financial statements display information at the individual fund level. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for a specific purpose. Each fund is considered to be a separate accounting entity. Most governments typically have many funds; however, governmental financial statements focus on the most important or “major” funds with non-major funds aggregated in a single column. The District has three governmental funds, which are all considered major funds.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 1 – Summary of Significant Accounting Policies (continued)

Government-Wide and Fund Financial Statements (continued)

The following is a description of the various funds used by the District:

- The General Fund is used to account for the operations of the District's water and sewer system and all other financial transactions not reported in other funds. The principal financial resources are property taxes, developer advances, and water and sewer service fees. Expenditures include costs associated with the daily operations of the District.
- The Debt Service Fund is used to account for the payment of interest and principal on the District's general long-term debt. The primary source of revenue for debt service is property taxes. Expenditures include costs incurred in assessing and collecting these taxes.
- The Capital Projects Fund is used to account for the expenditures of bond proceeds for the construction of the District's water, sewer and drainage facilities.

As a special-purpose government engaged in a single governmental program, the District has opted to combine its government-wide and fund financial statements in a columnar format showing an adjustments column for reconciling items between the two.

Measurement Focus and Basis of Accounting

The government-wide financial statements use the economic resources measurement focus and the full accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied.

The fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recognized in the accounting period in which it becomes both available and measurable to finance expenditures of the current period. For this purpose, the government considers revenues to be available if they are collected within sixty days of the end of the current fiscal period. Revenues susceptible to accrual include property taxes, interest earned on investments and income from District operations. Property taxes receivable at the end of the fiscal year are treated as deferred inflows because they are not considered available to pay liabilities of the current period. Expenditures are recognized in the accounting period in which the liability is incurred, if measurable, except for unmatured interest on long-term debt, which is recognized when due.

Note 2 further details the adjustments from the governmental fund presentation to the government-wide presentation.

Use of Restricted Resources

When both restricted and unrestricted resources are available for use, the District uses restricted resources first, then unrestricted resources as they are needed.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 1 – Summary of Significant Accounting Policies (continued)

Prepaid Items

Certain payments made by the District reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements.

Receivables

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. Receivables from and payables to external parties are reported separately and are not offset, unless a legal right of offset exists. At April 30, 2019, an allowance for uncollectible accounts was not considered necessary.

Unbilled Service Revenues

Utility revenue is recorded when earned. Customers are billed monthly. The estimated value of services provided but unbilled at year-end has been included in the accompanying financial statements.

Interfund Activity

During the course of operations, transactions occur between individual funds. This can include internal transfers, payables and receivables. This activity is combined as internal balances and is eliminated in both the government-wide and fund financial statement presentation.

Capital Assets

Capital assets do not provide financial resources at the fund level, and, therefore, are reported only in the government-wide statements. The District defines capital assets as assets with an initial cost of \$5,000 or more and an estimated useful life in excess of one year. Capital assets are recorded at historical cost or estimated historical cost. Donated capital assets are recorded at acquisition value, which is the price that would be paid to acquire the asset on the acquisition date. The District has not capitalized interest incurred during the construction of its capital assets. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend asset lives are not capitalized.

Depreciable capital assets, which primarily consist of water, wastewater and drainage facilities, are depreciated using the straight-line method as follows:

<u>Assets</u>	<u>Useful Life</u>
Water, wastewater and drainage facilities	45 years
Landscaping improvements	10-20 years

The District's detention facilities are considered improvements to land and are non-depreciable.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 1 – Summary of Significant Accounting Policies (continued)

Deferred Inflows and Outflows of Financial Resources

A deferred inflow of financial resources is the acquisition of resources in one period that is applicable to a future period, while a deferred outflow of financial resources is the consumption of financial resources in one period that is applicable to a future period. A deferred inflow results from the acquisition of an asset without a corresponding revenue or assumption of a liability. A deferred outflow results from the use of an asset without a corresponding expenditure or reduction of a liability.

At the fund level, property taxes receivable not collected within 60 days of fiscal year end do not meet the availability criteria required for revenue recognition and are recorded as deferred inflows of financial resources.

Net Position – Governmental Activities

Governmental accounting standards establish the following three components of net position:

Net investment in capital assets – represents the District’s investments in capital assets, less any outstanding debt or other borrowings used to acquire those assets.

Restricted – consists of financial resources that are restricted for a specific purpose by enabling legislation or external parties.

Unrestricted – resources not included in the other components.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District’s nonspendable fund balance consists of prepaid items.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District’s restricted fund balance consist of unspent bond proceeds and capitalized interest from the sale of bonds in the Debt Service Fund.

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. Committed fund balance also incorporates contractual obligations to the extent that existing resources in the fund have been specifically committed for use in satisfying those contractual requirements. The District does not have any committed fund balances.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 1 – Summary of Significant Accounting Policies (continued)

Fund Balances – Governmental Funds (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 an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses/expenditures during the period reported. These estimates include, among others, the collectability of receivables; the value of unbilled utility revenues and receivables; the useful lives and impairment of capital assets; the value of amounts due to developer; the value of capital assets transferred to other governmental entities, and the value of capital assets for which the developer has not been fully reimbursed. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Actual results could differ from the estimates.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 2 – Adjustment from Governmental to Government-wide Basis

Reconciliation of the *Governmental Fund Balance Sheet* to the *Statement of Net Position*

Total fund balance, governmental fund		\$ 1,505,450
<p>Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.</p>		
Historical cost	\$ 17,855,095	
Less accumulated depreciation	<u>(969,374)</u>	
Change due to capital assets		16,885,721
<p>Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. The difference consists of:</p>		
Bonds payable, net	(6,745,000)	
Interest payable on bonds	<u>(45,828)</u>	
Change due to long-term debt		(6,790,828)
<p>Amounts due to the District's developers for prefunded construction and operating advances are recorded as a liability in the <i>Statement of Net Position</i>.</p>		
		(17,967,130)
<p>Property taxes receivable have been levied and are due, but are not available soon enough to pay current period expenditures and, therefore, are deferred in the funds.</p>		
		21,768
Total net position - governmental activities		<u>\$ (6,345,019)</u>

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 2 – Adjustment from Governmental to Government-wide Basis (continued)

Reconciliation of the *Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balance* to the *Statement of Activities*

Net change in fund balance - total governmental fund \$ 1,466,247

Governmental fund do not report revenues that are not available to pay current obligations. In contrast, such revenues are reported in the *Statement of Activities* when earned. The difference is for property taxes and related penalties and interest. 6,469

Governmental funds report capital outlays for developer reimbursements and construction costs as expenditures in the funds; however, in the *Statement of Activities*, the cost of capital assets is charged to expense over the estimated useful life of the asset. Other assets are recorded as transfers to other governments.

Capital outlays	\$ 1,152,808	
Depreciation expense	(413,375)	
Transfers to other governments	(2,459,322)	
		(1,719,889)

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, neither transaction has any effect on net assets. Other elements of debt financing are reported differently between the fund and government wide statements.

Issuance of long term debt	(6,745,000)	
Repayment of bond anticipation note	3,100,000	
Interest expense accrual	(25,912)	
		(3,670,912)

Amounts received from the District's developers for operating advances provide financial resources at the fund level, but are recorded as a liability in the *Statement of Net Position*. (160,416)

Amounts paid to the District's developers for operating advances use financial resources at the fund level, but reduce the liability in the *Statement of Net Position*. 153,328

Change in net position of governmental activities \$ (3,925,173)

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 3 – Deposits and Investments

Deposit Custodial Credit Risk

Custodial credit risk as it applies to deposits (i.e. cash) is the risk that, in the event of the failure of the depository institution, a government will not be able to recover its deposits or will not be able to recover collateral securities. The *Public Funds Collateral Act* (Chapter 2257, Texas Government Code) requires that all of the District’s deposits with financial institutions be covered by federal depository insurance and, if necessary, pledged collateral held by a third party custodian. The act further specifies the types of securities that can be used as collateral. The District’s written investment policy establishes additional requirements for collateralization of deposits.

Investments

The District is authorized by the *Public Funds Investment Act* (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including Federal Home Loan Banks, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies or instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, (5) certain A rated or higher obligations of states and political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) certain insured or collateralized certificates of deposit and share certificates, (8) certain fully collateralized repurchase agreements, (9) bankers’ acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds, with limitations, (12) certain guaranteed investment contracts, (13) certain qualified governmental investment pools and (14) a qualified securities lending program.

The District has adopted a written investment policy to establish the principles by which the District’s investment program should be managed. This policy further restricts the types of investments in which the District may invest.

Note 4 – Interfund Balances and Transactions

Amounts due to/from other funds at April 30, 2019, consist of the following:

Receivable Fund	Payable Fund	Amounts	Purpose
General Fund	Capital Projects Fund	\$ 151,526	Bond application costs, lease expenses, and other costs paid by the General Fund

Amounts reported as internal balances between funds are considered temporary balances and will be paid during the following fiscal year.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 4 – Interfund Balances and Transactions (continued)

A summary of internal transfers for the current fiscal year is as follows:

Transfers Out	Transfers In	Amounts	Purpose
Capital Projects Fund	General Fund	\$ 117,000	Reimburse the General Fund for lease expenses

Note 5 – Capital Assets

A summary of changes in capital assets, for the year ended April 30, 2019, is as follows:

	Beginning Balances	Additions/ Adjustments	Ending Balances
Capital assets not being depreciated			
Land and improvements	\$ 1,710,070	\$ 420,067	\$ 2,130,137
Capital assets being depreciated			
Water, wastewater, and drainage facilities	9,792,221	4,613,734	14,405,955
Landscaping improvements	1,319,003		1,319,003
	<u>11,111,224</u>	<u>4,613,734</u>	<u>15,724,958</u>
Less accumulated depreciation			
Water, wastewater, and drainage facilities	(369,511)	(320,131)	(689,642)
Landscaping improvements	(186,488)	(93,244)	(279,732)
	<u>(555,999)</u>	<u>(413,375)</u>	<u>(969,374)</u>
Subtotal depreciable capital assets, net	<u>10,555,225</u>	<u>4,200,359</u>	<u>14,755,584</u>
Capital assets, net	<u>\$ 12,265,295</u>	<u>\$ 4,620,426</u>	<u>\$ 16,885,721</u>

Depreciation expense for the current year was \$413,375.

Note 6 – Bond Anticipation Note

The District uses a bond anticipation note (BAN) to provide short term financing for reimbursements to its developers. Despite its short term nature, a BAN is not recorded as a fund liability, since it will not be repaid from current financial resources and will be repaid through the issuance of long term debt or another BAN. It is, however, recorded as a liability at the government-wide level.

At the beginning of the fiscal year, the District had a BAN outstanding in the amount of \$3,100,000. This BAN was repaid on December 13, 2018 with proceeds from the issuance of the District's Series 2018 Unlimited Tax Bonds.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 6 – Bond Anticipation Note (continued)

The effect of this transaction on the District’s short term obligations are as follows:

Beginning balance	\$ 3,100,000
Amounts repaid	<u>(3,100,000)</u>
Ending balance	<u>\$ -</u>

Note 7 – Due to Developers

The District has entered into financing agreements with its developers for the financing of the construction of water, sewer, drainage, park and recreational facilities, and road improvements. Under the agreements, the developers will advance funds for the construction of facilities to serve the District. The developers will be reimbursed from proceeds of future bond issues or other lawfully available funds, subject to approval by TCEQ, as applicable. The District does not record the capital asset and related liability on the government-wide statements until construction of the facilities is complete. The initial cost is estimated based on construction costs plus 10-15% for engineering and other fees. Estimates are trued up when the developer is reimbursed.

The District’s developers have also advanced funds to the District for operating expenses.

Changes in amounts due to developers during the year are as follows:

Due to developer, beginning of year	\$ 11,619,727
Developer reimbursements	(1,152,808)
Repayment of developer advances	(153,328)
Developer funded construction and adjustments	7,493,123
Operating advances from developer	160,416
Due to developer, end of year	<u>\$ 17,967,130</u>

In addition, the District will owe the developers approximately \$1,027,777, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and verified by the District’s auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

	Contract Amount	Amounts Paid	Remaining Commitment
Dellrose Sections 3 and 4 reserve and Section 5 entry	\$ 115,378	\$ -	\$ 115,378
Dellrose west detention pond and Section 4 entry	438,581		438,581
Dellrose east detention pond and main entry	473,818		473,818
	<u>\$ 1,027,777</u>	<u>\$ -</u>	<u>\$ 1,027,777</u>

*Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019*

Note 8 – Long-Term Debt

Long-term debt is comprised of the following:

Bonds payable	<u>\$ 6,745,000</u>
Due within one year	<u>\$ -</u>

The District's bonds payable at April 30, 2019, consists of unlimited tax bonds as follows:

Series	Amounts Outstanding	Original Issue	Interest Rates	Maturity Date, Serially, Beginning/ Ending	Interest Payment Dates	Call Dates
2018	\$ 6,745,000	\$ 6,745,000	3.00% - 4.50%	September 1, 2020/2043	September 1, March 1	September 1, 2023

Payments of principal and interest on all series of bonds are to be provided from taxes levied on all properties within the District. Investment income realized by the Debt Service Fund from investment of idle funds will be used to pay outstanding bond principal and interest. The District is in compliance with the terms of its bond resolutions.

At April 30, 2019, the District had authorized but unissued bonds in the amount of \$195,755,000 for water, sewer and drainage facilities and the refunding of such bonds; \$96,300,000 for park and recreational facilities and the refunding of such bonds; and \$47,250,000 for road improvements and the refunding of such bonds.

On December 13, 2018, the District issued its \$6,745,000 Series 2018 Unlimited Tax Bonds at a net effective interest rate of 4.477788%. Proceeds of the bonds were used to (1) reimburse developers for the cost of capital assets constructed within the District plus interest expense at the net effective interest rate of the bonds; (2) to repay a \$3,100,000 BAN issued in the previous fiscal year; and (3) to pay capitalized interest into the Debt Service Fund.

The change in the District's long term debt during the year is as follows:

Bonds payable, beginning of year	\$ -
Bonds issued	6,745,000
Bonds payable, end of year	<u>\$ 6,745,000</u>

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 8 – Long-Term Debt (continued)

As of April 30, 2019, annual debt service requirements on bonds outstanding are as follows:

Year	Principal	Interest	Totals
2020	\$ -	\$ 274,969	\$ 274,969
2021	160,000	272,569	432,569
2022	170,000	267,619	437,619
2023	175,000	262,444	437,444
2024	185,000	256,928	441,928
2025	195,000	250,869	445,869
2026	200,000	244,200	444,200
2027	210,000	237,025	447,025
2028	220,000	229,363	449,363
2029	230,000	221,063	451,063
2030	240,000	211,950	451,950
2031	250,000	202,150	452,150
2032	265,000	191,850	456,850
2033	275,000	180,878	455,878
2034	285,000	169,328	454,328
2035	300,000	157,075	457,075
2036	315,000	144,006	459,006
2037	330,000	130,094	460,094
2038	340,000	115,438	455,438
2039	355,000	100,013	455,013
2040	375,000	83,588	458,588
2041	390,000	66,375	456,375
2042	410,000	48,375	458,375
2043	425,000	29,588	454,588
2044	445,000	10,013	455,013
	\$ 6,745,000	\$ 4,357,770	\$ 11,102,770

Note 9 – Property Taxes

On November 3, 2015, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.50 per \$100 of assessed value and \$0.25 per \$100 of assessed value for use in financing maintenance and operations for roads. The District’s bond resolutions require that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying the cost of assessing and collecting taxes. Taxes levied to finance debt service requirements on long-term debt are without limitation as to rate or amount.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 9 – Property Taxes (continued)

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

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2019 fiscal year was financed through the 2018 tax levy, pursuant to which the District levied property taxes of \$1.50 per \$100 of assessed value, all of which was allocated to maintenance and operations. The resulting tax levy was \$780,244 on the adjusted taxable value of \$52,016,284.

Property taxes receivable, at April 30, 2019, consisted of the following:

Current year taxes receivable	\$ 182,722
Prior years taxes receivable	148
	<u>182,870</u>
Penalty and interest receivable	20,133
Property taxes receivable	<u>\$ 203,003</u>

Note 10 – Transfers to Other Governments

Harris County assumes responsibility for the maintenance of public roads constructed within the boundaries of the District. Accordingly, these facilities are considered to be capital assets of Harris County, not the District. Additionally, the District has completed certain regional detention facilities which were conveyed to Harris County Flood Control District. The estimated cost of each project is trued-up when the developer is subsequently reimbursed. For the year ended April 30, 2019, the District recorded transfers to other governments in the amount of \$2,459,322 for capital assets constructed by developers within the District.

Note 11 – Agreements with Northwest Freeway Municipal Utility District

Interim and Emergency Water Supply Agreement

On February 25, 2015, the District and Northwest Freeway Municipal Utility District (“Northwest MUD”) entered into an Interim and Emergency Water Supply Agreement for the purchase of water supply not to exceed 15,000 gallons per month. During the current year, the District did not purchase emergency water supply from Northwest MUD.

Pursuant to the agreement, each District agrees to temporarily supply water to the other District in the event of an emergency at a rate of \$1.00 per \$1,000 gallons of water delivered plus any groundwater pumpage fees imposed on the supplying District. The term of this provision for emergency water supply is 40 years.

*Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019*

Note 11 – Agreements with Northwest Freeway Municipal Utility District (continued)

Temporary Wastewater Treatment Service Agreement

On April 18, 2016, the District and Northwest MUD entered into a Letter Agreement for Temporary Wastewater Treatment Services. Pursuant to this agreement, the District can deliver up to 13,750 gallons per day to Northwest MUD’s wastewater treatment plant for a fee of \$2.00 per 1,000 gallons of wastewater delivered. During the current year, the District did not purchase wastewater treatment services from Northwest MUD.

Note 12 – Lease Agreement

On December 31, 2015, the District entered into an operating lease agreement for a wastewater treatment plant. This lease is for 60 months, unless otherwise terminated. The lease is effective as of August 1, 2017. The District is responsible for all ordinary expenses related to repairing and maintaining the equipment. Monthly payments for the lease are \$19,500. Future minimum lease payments as of April 30, 2019 are as follows:

Year	Amount
2020	\$ 234,000
2021	234,000
2022	234,000
2023	58,500
	<u>\$ 760,500</u>

Note 13 – Water, Wastewater, and Operations Cost Sharing Agreement

On May 11, 2017, the District interested into a 40-year term Water, Wastewater, and Operations Cost Sharing Agreement with the Cypress 600 Development Partners (“Cypress 600”) and Pulte Homes of Texas (“Pulte”). Pulte acquired a portion of existing capacity by reimbursing Cypress 600 a share of construction costs. Pursuant to the Agreement, Cypress 600 and Pulte shall split future construction costs of additional facilities based on projected ESFCs of 69% and 31%, respectively.

The Developers shall advance funds on a proportional basis to the District subject to the request of the District for construction and operating costs until the District develops sufficient operating fund revenue from customer rate and fee payments, maintenance tax income, and interest earnings.

Note 14 – 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 personal injuries. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

Harris County Municipal Utility District No. 319
Notes to Basic Financial Statements
April 30, 2019

Note 15 – Economic Dependency

The District is dependent upon its developers for operating advances. The developers continue to own a substantial portion of the taxable property within the District. The developers' willingness to make future operating advances and/or to pay property taxes will directly affect the District's ability to meet its future obligations.

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Required Supplementary Information

*Harris County Municipal Utility District No. 319
 Required Supplementary Information - Budgetary Comparison Schedule - General Fund
 For the Year Ended April 30, 2019*

	Original Budget	Final Budget	Actual	Variance Positive (Negative)
Revenues				
Water service	\$ 40,000	\$ 40,000	\$ 82,852	\$ 42,852
Sewer service	47,000	47,000	105,494	58,494
Property taxes	263,136	522,047	793,954	271,907
Penalties and interest	1,500	1,500	8,675	7,175
Surface water fees	40,000	40,000	85,312	45,312
Tap connection and inspection	94,000	94,000	223,064	129,064
Miscellaneous	5,100	5,100	2,672	(2,428)
Investment earnings	55	55	454	399
Total Revenues	<u>490,791</u>	<u>749,702</u>	<u>1,302,477</u>	<u>552,775</u>
Expenditures				
Current service operations				
Purchased services	3,500	3,500		3,500
Professional fees	150,000	149,500	86,699	62,801
Contracted services	192,690	190,109	320,669	(130,560)
Repairs and maintenance	52,000	52,000	126,781	(74,781)
Utilities	24,000	24,000	45,590	(21,590)
Lease	234,000	234,000	19,500	214,500
Regional Water Authority fees	37,000	37,000	145,545	(108,545)
Administrative	30,346	30,346	26,999	3,347
Other	3,400	3,400	6,898	(3,498)
Total Expenditures	<u>726,936</u>	<u>723,855</u>	<u>778,681</u>	<u>(54,826)</u>
Revenues Over/(Under) Expenditures	(236,145)	25,847	523,796	497,949
Other Financing Sources				
Internal transfers			117,000	117,000
Developer advances	237,600	237,600	160,416	(77,184)
Net Change in Fund Balance	1,455	263,447	801,212	537,765
Fund Balance				
Beginning of the year	80,316	80,316	80,316	
End of the year	<u>\$ 81,771</u>	<u>\$ 343,763</u>	<u>\$ 881,528</u>	<u>\$ 537,765</u>

Harris County Municipal Utility District No. 319
Notes to Required Supplementary Information
April 30, 2019

Budgets and Budgetary Accounting

An annual unappropriated budget is adopted for the General Fund by the District's Board of Directors. The budget is prepared using the same method of accounting as for financial reporting. The budget was amended during the year to reflect changes in anticipated revenues and expenditures.

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Texas Supplementary Information

Harris County Municipal Utility District No. 319
TSI-1. Services and Rates
April 30, 2019

1. Services provided by the District During the Fiscal Year:

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

2. Retail Service Providers

(You may omit this information if your district does not provide retail services)

a. Retail Rates for a 5/8" meter (or equivalent):

	Minimum Charge	Minimum Usage	Flat Rate (Y / N)	Rate per 1,000 Gallons Over Minimum Usage	Usage Levels
Water:	\$ 18.00	5,000	N	\$ 1.75	5,000 to 10,000
				\$ 2.00	10,001 to 20,000
				\$ 2.50	20,001 to unlimited
Wastewater:	\$ 36.10	N/A	Y		
Surcharge:	\$ -	0	N	\$ 4.24	1,001 to unlimited

District employs winter averaging for wastewater usage? Yes No

Total charges per 10,000 gallons usage: Water \$ 69.15 Wastewater \$ 36.10

b. Water and Wastewater Retail Connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC'S
Unmetered			x 1.0	
less than 3/4"	280	280	x 1.0	280
1"	10	10	x 2.5	25
1.5"			x 5.0	
2"	6	6	x 8.0	48
3"			x 15.0	
4"			x 25.0	
6"			x 50.0	
8"			x 80.0	
10"			x 115.0	
Total Water	296	296		353
Total Wastewater	290	290	x 1.0	290

See accompanying auditor's report.

Harris County Municipal Utility District No. 319
TSI-1. Services and Rates
April 30, 2019

3. Total Water Consumption during the fiscal year (rounded to the nearest thousand):
 (You may omit this information if your district does not provide water)

Gallons pumped into system:	<u>41,046,000</u>	Water Accountability Ratio: (Gallons billed or sold / Gallons pumped or purchased)
Gallons billed to customers:	<u>35,143,000</u>	<u>85.62%</u>

4. Standby Fees (authorized only under TWC Section 49.231):
 (You may omit this information if your district does not levy standby fees)

Does the District have Debt Service standby fees? Yes No

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

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

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

5. Location of District (required for first audit year or when information changes, otherwise this information may be omitted):

Is the District located entirely within one county? Yes No

County(ies) in which the District is located: Harris County

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

City(ies) in which the District is located: _____

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

Entirely Partly Not at all

ETJs in which the District is located: Houston

Are Board members appointed by an office outside the district? Yes No

If Yes, by whom? _____

See accompanying auditors' report.

*Harris County Municipal Utility District No. 319
 TSI-2 General Fund Expenditures
 For the Year Ended April 30, 2019*

Professional fees		
Legal		\$ 77,830
Audit		8,000
Engineering		869
		<u>86,699</u>
Contracted services		
Bookkeeping		19,015
Operator		38,520
Garbage collection		46,396
Tap connection and inspection		195,557
Tax collection fees		21,181
		<u>320,669</u>
Repairs and maintenance		<u>126,781</u>
Utilities		<u>45,590</u>
Lease		<u>19,500</u>
Regional Water Authority		<u>145,545</u>
Administrative		
Directors fees		5,100
Printing and office supplies		14,044
Insurance		2,086
Other		5,769
		<u>26,999</u>
Other		<u>6,898</u>
Total expenditures		<u>\$ 778,681</u>

Reporting of Utility Services in Accordance with HB 3693:

	<u>Usage</u>	<u>Cost</u>
Electrical	398,525 kWh	\$ 45,590
Water	N/A	N/A
Natural Gas	N/A	N/A

See accompanying auditors' report.

Harris County Municipal Utility District No. 319
TSI-4. Taxes Levied and Receivable
April 30, 2019

	Maintenance Taxes			
Taxes Receivable, Beginning of Year	\$		15,299	
Adjustments to Prior Year Tax Levy			46	
Adjusted Receivable			<u>15,345</u>	
2018 Original Tax Levy			326,576	
Adjustments			453,668	
Adjusted Tax Levy			<u>780,244</u>	
Total to be accounted for			<u>795,589</u>	
Tax collections:				
Current year			597,522	
Prior years			15,197	
Total Collections			<u>612,719</u>	
Taxes Receivable, End of Year	\$		<u>182,870</u>	
Taxes Receivable, By Years				
2018	\$		182,722	
2017			148	
Taxes Receivable, End of Year	\$		<u>182,870</u>	
		2018	2017	2016
Property Valuations:				2015
Land	\$	31,286,139	\$ 10,889,784	\$ 3,020,423
Improvements		25,006,466	17,891,288	10,371,481
Personal Property		202,267	106,826	3,020,423
Exemptions		(4,478,588)	(10,773,528)	(10,364,830)
Total Property Valuations	\$	<u>52,016,284</u>	<u>\$ 18,114,370</u>	<u>\$ 3,027,074</u>
Tax Rates per \$100 Valuation:				
Maintenance tax rates*	\$	1.50	\$ 1.50	\$ 1.50
Total Tax Rates per \$100 Valuation	\$	<u>1.50</u>	<u>\$ 1.50</u>	<u>\$ 1.50</u>
Adjusted Tax Levy:	\$	<u>780,244</u>	<u>\$ 271,716</u>	<u>\$ 45,406</u>
Percentage of Taxes Collected to Taxes Levied ***		<u>76.58%</u>	<u>100.00%</u>	<u>100.00%</u>

* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on November 3, 2015.

** Maximum Road Tax Rate Approved by Voters: \$0.25 on November 3, 2015.

*** Calculated as taxes collected for a tax year divided by taxes levied for that tax year.

See accompanying auditors' report.

*Harris County Municipal Utility District No. 319
 TSI-5. Long-Term Debt Service Requirements
 Series 2018--by Years
 April 30, 2019*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1, March 1</u>	<u>Total</u>
2020	\$ -	\$ 274,969	\$ 274,969
2021	160,000	272,569	432,569
2022	170,000	267,619	437,619
2023	175,000	262,444	437,444
2024	185,000	256,928	441,928
2025	195,000	250,869	445,869
2026	200,000	244,200	444,200
2027	210,000	237,025	447,025
2028	220,000	229,363	449,363
2029	230,000	221,063	451,063
2030	240,000	211,950	451,950
2031	250,000	202,150	452,150
2032	265,000	191,850	456,850
2033	275,000	180,878	455,878
2034	285,000	169,328	454,328
2035	300,000	157,075	457,075
2036	315,000	144,006	459,006
2037	330,000	130,094	460,094
2038	340,000	115,438	455,438
2039	355,000	100,013	455,013
2040	375,000	83,588	458,588
2041	390,000	66,375	456,375
2042	410,000	48,375	458,375
2043	425,000	29,588	454,588
2044	445,000	10,013	455,013
	<u>\$ 6,745,000</u>	<u>\$ 4,357,770</u>	<u>\$ 11,102,770</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 319
TSI-6. Change in Long-Term Bonded Debt
April 30, 2019

	<u>Bond Issue</u> <u>Series 2018</u>
Interest rate	3.00% - 4.50%
Dates interest payable	9/1; 3/1
Maturity dates	9/1/20 - 9/1/43
Beginning bonds outstanding	\$ -
Bonds issued	<u>6,745,000</u>
Ending bonds outstanding	<u>\$ 6,745,000</u>
Interest paid during fiscal year	<u>\$ 68,742</u>

Paying agent's name and city
 Series 2018 Zions Bancorporation, National Association, Houston, Texas

	Water, Sewer and <u>Drainage Bonds</u>	Road Bonds	Parks and Recreational <u>Bonds</u>
Bond Authority:			
Amount Authorized by Voters	\$ 202,500,000	\$ 47,250,000	\$ 96,300,000
Amount Issued	(6,745,000)		
Remaining To Be Issued	<u>\$ 195,755,000</u>	<u>\$ 47,250,000</u>	<u>\$ 96,300,000</u>

All bonds are secured with tax revenues. Bonds may also be secured with other revenues in combination with taxes.

Debt Service Fund cash and investments balances as of April 30, 2019: \$ 353,055

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 444,111

See accompanying auditors' report.

Harris County Municipal Utility District No. 319

*TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund
For the Last Five Fiscal Years*

	Amounts				
	2019	2018	2017	2016**	2015**
Revenues					
Water service	\$ 82,852	\$ 31,284	\$ 14,499	\$ -	\$ -
Sewer service	105,494	43,212	15,065		
Property taxes	793,954	301,259	550	4,815	
Penalties and interest	8,675	8,434	549		
Surface water fees	85,312	31,177	9,546		
Tap connection and inspection	223,064	116,500	95,383		
Miscellaneous	2,672	1,699	328		
Investment earnings	454	118	21		
Total Revenues	<u>1,302,477</u>	<u>533,683</u>	<u>135,941</u>	<u>4,815</u>	<u>-</u>
Expenditures					
Current service operations					
Purchased services		2,550	34,192	3,000	
Professional fees	86,699	139,747	75,141	112,423	79,104
Contracted services	320,669	190,934	103,482	10,627	7,075
Repairs and maintenance	126,781	102,509	17,364		
Utilities	45,590	33,934	5,647		
Lease	19,500	136,500			
Regional Water Authority fees	145,545	65,175	30,875		
Administrative	26,999	31,296	25,096	26,861	10,904
Other	6,898	4,164	430	1,660	1,743
Total Expenditures	<u>778,681</u>	<u>706,809</u>	<u>292,227</u>	<u>154,571</u>	<u>98,826</u>
Revenues Over/(Under) Expenditures	<u>\$ 523,796</u>	<u>\$ (173,126)</u>	<u>\$ (156,286)</u>	<u>\$ (149,756)</u>	<u>\$ (98,826)</u>
Total Active Retail Water Connections	<u>296</u>	<u>140</u>	<u>68</u>	<u>N/A</u>	<u>N/A</u>
Total Active Retail Wastewater Connections	<u>290</u>	<u>136</u>	<u>65</u>	<u>N/A</u>	<u>N/A</u>

*Percentage is negligible

** Unaudited

See accompanying auditors' report.

Percent of Fund Total Revenues

2019	2018	2017	2016**	2015**
6%	6%	11%		
8%	8%	11%		
60%	56%	*	100%	
1%	2%	*		
7%	6%	7%		
18%	22%	70%		
*	*	*		
*	*	*		
100%	100%	99%	100%	0%
	*	25%	62%	
7%	26%	55%	2335%	N/A
25%	36%	76%	221%	N/A
10%	19%	13%		
4%	6%	4%		
1%	26%			
11%	12%	23%		
2%	6%	18%	558%	N/A
1%	1%	*	34%	N/A
61%	132%	214%	3,210%	N/A
39%	(32%)	(115%)	(3,110%)	N/A

Harris County Municipal Utility District No. 319
TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund
For the Current Fiscal Year

	Amounts	Percent of Fund
	2019	Total Revenues
	2019	2019
Revenues		
Penalties and interest	\$ 178	100%
Total Revenues	<u>178</u>	<u>100%</u>
Expenditures		
Debt service		
Interest and fees	59,576	33,470%
Total Expenditures	<u>59,576</u>	<u>33,470%</u>
Revenues Under Expenditures	<u>\$ (59,398)</u>	<u>(33,370%)</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 319
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended April 30, 2019

Complete District Mailing Address: 3200 Southwest Freeway, Suite 2600, Houston, TX 77027
District Business Telephone Number: (713)860-6400
Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): May 17, 2018
Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200
(Set by Board Resolution -- TWC Section 49.0600)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimburse- ments	Title at Year End
Board Members				
Mark Janik	5/2016 - 5/2020	\$ 1,200	\$ 101	President
Timothy Gandre	5/2018 - 5/2022	1,200	328	Vice President
Lloyd Sheffield	5/2016 - 5/2020	1,200	157	Secretary
Scott Burrer	5/2018 - 5/2022	750	28	Assistant Secretary
Ruth Palmer	5/2018 - 5/2022	750	52	Assistant Vice President
Consultants		Amounts Paid		
Allen Boone Humphries Robinson LLP	2014			Attorney
<i>General legal fees</i>		\$ 68,281		
<i>Bond counsel</i>		174,969		
Regional Water Corporation	2014	270,394		Operator
McLennan & Associates, LP	2014	22,764		Bookkeeper
Assessments of the Southwest, Inc.	2014	5,824		Tax Collector
Harris County Appraisal District	Legislation	3,607		Property Valuation
Perdue, Brandon, Fielder, Collins & Mott, LLP	2016	1,655		Delinquent Tax Attorney
Dannenbaum Engineering	2014	21,535		Engineer
McGrath & Co., PLLC	Annual	9,500		Auditor
Robert W. Baird & Co.	2015	137,938		Financial Advisor
TBG Partners	2015			Landscape Architects

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

McGrath & Co., PLLC

Certified Public Accountants
P.O. Box 270148
Houston, Texas 77277

Mark W. McGrath CPA
mark@mcgrath-co.com

Colette M. Garcia CPA
colette@mcgrath-co.com

August 15, 2019

Board of Directors
Harris County Municipal Utility District No. 319
Harris County, Texas

In planning and performing our audit of the financial statements of governmental activities and each major fund of Harris County Municipal Utility District No. 319 (the "District"), as of and for the year ended April 30, 2019, in accordance with auditing standards generally accepted in the United States of America, we considered the District's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses.

A deficiency in internal controls exists when the design or operation of a control does not allow management, in the normal course of performing their assigned functions, to prevent, detect or correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the District's financial statements will not be prevented or detected and corrected on a timely basis.

The District's management consists of an elected Board of Directors (the "Directors"). Day-to-day operations are performed by private companies ("Consultants") under contract with the District. The Directors of the District supervise the performance of the Consultants; however, although the Consultants can be part of the District's system of internal control, the Consultants are not members of management. Ultimately, the Directors of the District are responsible for the design and implementation of the system of internal control.

Material Weaknesses

We observed the following matters that we consider to be material weaknesses:

- As is common within the system of internal control of most small organizations, the accounting function of the District does not prepare the financial statements complete with footnotes in accordance with accounting principles generally accepted in the United States of America. This could result in the District's financial statements and related note

disclosures not fully or accurately presenting the District's financial position and changes in financial position during the fiscal year in conformity with accounting principles generally accepted in the United States of America.

- During the course of performing an audit, it is not unusual for the auditor to prepare various journal entries to present the financial statements on both the fund basis and the government-wide basis of accounting. Management's reliance upon the auditor to detect and make these necessary adjustments could result in misstatements in the District's financial statements.
- The District's Management relies on the District's auditor to prepare the capital asset schedules and post adjustments related to the presentation of the capital assets in the government-wide financial statements. This reliance on the auditor to perform this function could result in the understatement or overstatement of capital assets and due to developer on the District's *Statement of Net Position* or an error in the amount reported as depreciation expense in the *Statement of Activities*.

Management's Response

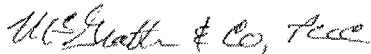
The District's financial statements have been prepared in a manner that is consistent with prior years. The Board engages a bonded bookkeeper who possesses industry knowledge and expertise, including a concentration in special districts accounting. The Board also engages a financial advisor and tax assessor/collector who possess industry knowledge and expertise, as well as legal and professional engineering services. The Board has consulted with its independent auditor concerning this "management letter" and the auditor does not recommend any change in the Board's bookkeeping or audit procedures at this time. To the best of its knowledge, the Board conducts the District's business affairs in the same manner as other similarly situated special districts, and, based on the recommendations of its auditor, does not believe that the addition of an employee to oversee the monthly and annual financial reporting process or to prepare financial statements or that undertaking an additional annual audit is necessary or cost effective.

Conclusion

Management's written response to the material weaknesses identified in our audit has not been subjected to the auditing procedures applied in the audit of the financial statements, and accordingly, we express no opinion on it.

This communication is intended solely for the information and use of management, Board of Directors and the Texas Commission on Environmental Quality and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,



McGrath & Co., PLLC-CPAs
Houston, Texas

APPENDIX B
SPECIMEN MUNICIPAL BOND INSURANCE POLICY



BAM

**MUNICIPAL BOND
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

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

Effective Date: _____

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

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

SPECIAL MEMBER

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

1 World Financial Center, 27th floor
200 Liberty Street
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN