

OFFICIAL STATEMENT DATED JUNE 16, 2021

IN THE OPINION OF BOND COUNSEL (HEREIN DEFINED), BASED UPON AN ANALYSIS OF EXISTING LAWS, REGULATIONS, RULINGS AND COURT DECISIONS, AND ASSUMING, AMONG OTHER MATTERS, THE ACCURACY OF CERTAIN REPRESENTATIONS AND COMPLIANCE WITH CERTAIN COVENANTS, INTEREST ON THE BONDS IS EXCLUDED FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES UNDER SECTION 103 OF THE INTERNAL REVENUE CODE OF 1986. IN THE FURTHER OPINION OF BOND COUNSEL, INTEREST ON THE BONDS IS NOT A SPECIFIC PREFERENCE ITEM FOR PURPOSES OF THE FEDERAL ALTERNATIVE MINIMUM TAX. BOND COUNSEL EXPRESSES NO OPINION REGARDING ANY OTHER TAX CONSEQUENCES RELATED TO THE OWNERSHIP OR DISPOSITION OF, OR THE AMOUNT, ACCRUAL OR RECEIPT OF INTEREST ON, THE BONDS. SEE "TAX MATTERS" FOR A DISCUSSION ON THE OPINION OF BOND COUNSEL.

The District has designated the Bonds as "qualified tax-exempt obligations" for financial institutions. See "QUALIFIED TAX-EXEMPT OBLIGATIONS."

NEW ISSUE – Book Entry Only

Moody's Investors Service, Inc. (Underlying)..... "A1"  
S&P Global Ratings (BAM Insured)..... "AA"  
See "MUNICIPAL BOND INSURANCE" and "RATINGS" herein.

**\$5,815,000**

**HARRIS COUNTY WATER CONTROL & IMPROVEMENT DISTRICT NO. 110**

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

**WATERWORKS AND SEWER SYSTEM COMBINATION UNLIMITED TAX AND REVENUE BONDS**

**SERIES 2021**

Interest accrues from: July 1, 2021

Due: September 1, as shown on the inside cover

The \$5,815,000 Waterworks and Sewer System Combination Unlimited Tax and Revenue Bonds, Series 2021, (the "Bonds"), are obligations of Harris County Water Control & Improvement District No. 110 (the "District") and are not obligations of the State of Texas ("Texas"); Harris County, Texas (the "County"); the City of Houston, Texas (the "City"); or any entity other than the District. Neither the faith and credit nor the taxing power of Texas; the County; the City; nor any entity other than the District is pledged to the payment of the principal of or interest on the Bonds.

The Bonds will be initially registered and delivered only to 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 ownership of 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 Regions Bank, an Alabama banking corporation, Houston, Texas (the "Paying Agent/Registrar"), or any successor 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. See "THE BONDS – Book-Entry-Only System."

Principal of the Bonds is payable to the registered owner(s) of the Bonds at the principal payment office of the Paying Agent/Registrar upon surrender of the Bonds for payment at maturity. Interest on the Bonds accrues from July 1, 2021, and is payable March 1, 2022, and each September 1 and March 1 thereafter until maturity to the person in whose name the Bonds are registered as of the 15th calendar day of the month next preceding each interest payment date. The Bonds are issuable in principal denominations of \$5,000 or any integral multiple thereof in fully registered form only.

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

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, when issued, will be payable from the proceeds of an annual ad valorem tax, without legal limit as to rate or amount, levied against all taxable property within the District, and will further be payable from and secured by a pledge of the net revenues, if any, of the District's waterworks and sanitary sewer facilities. The District's waterworks and sanitary sewer facilities are not expected to produce sufficient net revenues to make any significant contributions to future debt service payments.

The Bonds are offered when, as, and if issued by the District, subject, among other things, to the approval of the initial Bonds by the Attorney General of Texas and the approval of certain legal matters by Sanford Kuhl Hagan Kugle Parker Kahn LLP, Houston, Texas, Bond Counsel, and Orrick, Herrington & Sutcliffe LLP, Houston, Texas, Disclosure Counsel. The Bonds in definitive form are expected to be available for delivery through the facilities of DTC on or about July 21, 2021.

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

**\$5,815,000 Waterworks and Sewer System Combination Unlimited Tax and Revenue Bonds, Series 2021**

**\$3,260,000 Serial Bonds**

Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 414902 (b)	Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 414902 (b)
2022	\$ 100,000	1.000%	0.200%	QC3	2025	\$ 1,020,000	1.000%	0.600%	QF6
2023	90,000	1.000%	0.300%	QD1	2026	1,040,000	2.000%	0.800%	QG4
2024	1,010,000	1.000%	0.400%	QE9					

**\$2,555,000 Term Bonds**

\$275,000 Term Bond due September 1, 2028 (c)(d) Interest Rate 1.000% (Price: \$98.978) (a) CUSIP No. 414902 QJ8 (b)

\$2,280,000 Term Bond due September 1, 2031 (c)(d) Interest Rate 1.250% (Price: \$97.662) (a) CUSIP No. 414902 QM1 (b)

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- (a) The initial reoffering yield has been provided by the Initial Purchaser and represents the initial offering price to the public of a substantial amount of the Bonds for each maturity. Such initial reoffering yield may subsequently be changed. The initial reoffering yields indicated above represent the lower of the yields resulting when priced to maturity or to the first call date. Accrued interest from July 1, 2021, 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 LLC 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, 2027, 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, 2026, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption Provisions – *Optional Redemption*."
- (d) Subject to mandatory redemption provisions as set forth herein under "THE BONDS – Redemption Provisions – *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.

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

All of the summaries of the statutes, orders, resolutions, contracts, audits, and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Robert W. Baird & Co. Incorporated, 1331 Lamar Street, Suite 1360, Houston, Texas 77010, financial advisor to the District.

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

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 any purposes.

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## **SALE AND DISTRIBUTION OF THE BONDS**

### **Award of Bonds**

After requesting competitive bids for the Bonds, the District has accepted the bid of SAMCO Capital Markets, Inc. (the "Initial Purchaser") to purchase the Bonds at the interest rates shown on the inside cover of this Official Statement at a price of 99.537555% of par plus accrued interest to date of delivery, resulting in a net effective interest rate of 1.363937%, as calculated pursuant to Chapter 1204, Texas Government Code, as amended. No assurance can be given that any trading market will be developed for the Bonds after their sale by the District to the Initial Purchaser. The District has no control over the price at which the Bonds are subsequently sold, and the initial yields at which the Bonds are priced and reoffered are established by, and are the sole responsibility of, the Initial Purchaser.

### **Prices and Marketability**

Pursuant to the procedures described in the Official Notice of Sale, 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 bond house, broker, or similar person acting in the capacity of underwriter or wholesaler. Otherwise, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the sole responsibility of the Initial Purchaser.

Subject to certain restrictions described in the Official Notice of Sale, the prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. IN CONNECTION WITH THE OFFERING OF THE BONDS, THE INITIAL PURCHASER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

The District has no control over trading of the Bonds in the secondary market. Moreover, there is no guarantee that a secondary market will be made in the Bonds. In such a secondary market, the difference between the bid and asked price of utility district bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional municipal entities, as bonds of such entities are more generally bought, sold or traded in the secondary market.

### **Securities Laws**

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

## **MUNICIPAL BOND INSURANCE**

### **Bond Insurance Policy**

Concurrently with the issuance of the Bonds, 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 exhibit to this Official Statement.

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

## **Build America Mutual Assurance Company**

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products 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](http://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](http://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, 2021 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$477.7 million, \$156.4 million and \$321.3 million, respectively.

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

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

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under the heading "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 [www.buildamerica.com/videos](http://www.buildamerica.com/videos). (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 [www.buildamerica.com/credit-profiles](http://www.buildamerica.com/credit-profiles). BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

**Disclaimers.** The Credit Profiles and the Credit Insights videos and the information contained therein are not recommendations to purchase, hold or sell securities or to make any investment decisions. Credit-related and other analyses and statements in the Credit Profiles and the Credit Insights videos are statements of opinion as of the date expressed, and BAM assumes no responsibility to update the content of such material. The Credit Profiles and Credit Insight videos are prepared by BAM; they have not been reviewed or approved by the issuer 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 ratings of S&P may only be obtained from S&P. S&P is located at 55 Water Street, New York, New York 10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present, S&P assigns long-term debt ratings with symbols "AAA" (the highest rating) through "D" (the lowest rating). The ratings express only the view of S&P at the time the ratings are given. Furthermore, a security rating is not a recommendation to buy, sell or hold securities. 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 S&P, if in its judgment, circumstances so warrant.

Moody's Investor Services, Inc. ("Moody's") has assigned an underlying credit rating of "A1" to the Bonds. An explanation of the ratings of Moody's may be obtained from Moody's, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007. The ratings express only the view of Moody's at the time the ratings are given. A security rating is not a recommendation to buy, sell, or hold securities. Furthermore, 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 Moody's, if, in its judgment, circumstances so warrant. Any such revisions or withdrawal of the ratings may have an adverse effect on the market price of the Bonds.

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

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**OFFICIAL STATEMENT SUMMARY**

The following is a summary of certain information contained herein and is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement.

**THE BONDS**

The Issuer ..... Harris County Water Control & Improvement District No. 110 (the “District”), a political subdivision of the State of Texas (“Texas”), is located entirely within Harris County, Texas (the “County”) and the extraterritorial jurisdiction (the “ETJ”) of the City of Houston, Texas (the “City”). The rights, powers, privileges, authority, and functions of the District are established by the general laws of Texas pertaining to municipal utility districts, including particularly Chapters 49 and 54 of the Texas Water Code, as amended. See “THE DISTRICT.”

The Issue ..... The District is issuing its \$5,815,000 Waterworks and Sewer System Combination Unlimited Tax and Revenue Bonds, Series 2021, (the “Bonds”). Interest accrues from July 1, 2021, and is payable March 1, 2022, and on each September 1 and March 1 thereafter until maturity. The Bonds mature in each of the years and in the principal amounts as set forth on the inside cover of this Official Statement. See “THE BONDS.”

Redemption Provisions ..... The Bonds that mature on or after September 1, 2027, are subject to redemption, in whole or from time to time in part, at the option of the District, on September 1, 2026, and any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date of redemption. See “THE BONDS – Redemption Provisions – *Optional Redemption.*”

The Bonds maturing on September 1, 2022, through September 1, 2026, inclusive, are serial bonds. The Bonds maturing on September 1 in the years 2028 and 2031 are term bonds (the “Term Bonds”), which have mandatory redemption provisions set out herein under “THE BONDS – Redemption of the Bonds – *Mandatory Redemption.*”

Authority for Issuance..... The Bonds are issued by the District pursuant to the terms and conditions of an order approved by the Board of Directors of the District (the “Board”) authorizing the issuance of the Bonds (the “Bond Order”); Chapters 49 and 54 of the Texas Water Code, as amended; an election held within the District on November 6, 2007; and an order of the Texas Commission on Environmental Quality (the “TCEQ”). See “THE BONDS – Authority for Issuance.”

Source of Payment ..... Principal of and interest on the Bonds are payable from a combination of the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District and from a pledge of net revenues of the District’s waterworks and sanitary sewer facilities (the “Net Revenues”), if any, derived from operation of the waterworks and sanitary sewer facilities. It is not expected that the Net Revenues will ever be sufficient to materially contribute to debt service payments on the Bonds. The Net Revenues are entirely dependent upon the sale of water and sewer services to



residents and users in the District. See “THE BONDS – Source of Payment.”

Payment Record.....	The District has not defaulted on the timely payment of principal and interest on its bonded indebtedness.
Use of Proceeds .....	Proceeds from the sale of the Bonds will be used to finance all or a portion of the improvements and related costs shown herein under “THE BONDS – Use and Distribution of Bond Proceeds.” In addition, proceeds from the sale of the Bonds will be used to pay other certain costs associated with the issuance of the Bonds. See “THE BONDS – Use and Distribution of Bond Proceeds.”
Outstanding Bonds .....	The District has previously issued twelve (12) series of waterworks and sewer system combination unlimited tax and revenue bonds and nine (9) series of waterworks and sewer system combination unlimited tax and revenue refunding bonds. As of May 1, 2021, \$14,460,000 principal amount of such prior indebtedness remained outstanding (the “Outstanding Bonds”). See “THE BONDS – Outstanding Bonds.”
Qualified Tax-Exempt Obligations .....	The District has designated the Bonds as “qualified tax-exempt obligations.” See “QUALIFIED TAX-EXEMPT OBLIGATIONS.”
Municipal Bond Insurance .....	Build America Mutual Assurance Company (“BAM”). See “MUNICIPAL BOND INSURANCE.”
Ratings.....	S&P Global Ratings (BAM Insured): “AA.” Moody’s Investors Service, Inc. (Underlying): “A1.” See “RATINGS.”
Bond Counsel .....	Sanford Kuhl Hagan Kugle Parker Kahn LLP, Houston, Texas.
Financial Advisor .....	Robert W. Baird & Co. Incorporated, Houston, Texas.
Disclosure Counsel .....	Orrick, Herrington & Sutcliffe LLP, Houston, Texas.
Paying Agent/Registrar .....	Regions Bank, an Alabama banking corporation, Houston, Texas.

**THE DISTRICT**

Description.....	The District is located entirely within the County, approximately 22 miles north of the central business district of the City, adjacent to Interstate Highway 45, contains approximately 1,293 acres, and lies wholly within the ETJ of the City. See “THE DISTRICT – General” and “THE DISTRICT – Description.”
Authority .....	The rights, powers, privileges, authority and functions of the District are established by the general laws of Texas pertaining to municipal utility districts, including particularly Chapters 49 and 54 of the Texas Water Code, as amended. See “THE DISTRICT – General.”
Development.....	Approximately 720 acres of land within the District have been developed for residential use as the subdivisions of Enchanted Oaks, Sections 1-4; Cypress Forest, Sections 1-3; Cypress Forest Park, Sections 1-3; Cypress Forest Estates; Cypress Forest Lakes; Kotar Court; Cypresswood Lakes, Sections 1-6; Lakes of Cypress Forest, Sections 1-3; Spring Park Village; and Kings Village. As of May 17, 2021, the District contained 2,298 completed homes (2,274 occupied and 24 unoccupied) and 2 vacant developed lots.

Approximately 498 acres within the District have been developed for commercial, multi-family, and other uses. Multi-family

development includes Spring Park, a 240-unit apartment complex; Pinewood, a 247-unit apartment complex; Louetta Village, a 104-unit senior facility apartment complex; and Villas of Holzworth, a 276-unit apartment complex. Commercial development in the District is comprised of office buildings, retail shopping centers, car dealerships, and various commercial properties. See "THE DISTRICT" and "DEVELOPMENT WITHIN THE DISTRICT."

Hurricane Harvey..... The District is located near the Texas Gulf Coast and, as it has in the past, could be impacted by high winds and flooding caused by a hurricane, tornado, tropical storm, or other adverse weather event. On August 25, 2017, Hurricane Harvey made landfall, and, during the subsequent days, the District experienced high levels of rainfall, over forty inches in total. According to the Engineer (herein defined), during the rain event resulting from Hurricane Harvey, the District's wastewater treatment plant and two sewer lift stations were compromised due to high water and primary power provider outages. The District's water production facilities remained operational on emergency generators. Additionally, according to the Engineer, approximately 280 homes within the District incurred water damage, which amount represents less than ten percent (10%) of the overall connections within the District. See "INVESTMENT CONSIDERATIONS - Recent Extreme Weather Events and Potential Impact of Natural Disasters" and "INVESTMENT CONSIDERATIONS - County and City Floodplain Regulations."

**INVESTMENT CONSIDERATIONS**

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

*[Remainder of this page intentionally left blank.]*

**SELECTED FINANCIAL INFORMATION**  
**(UNAUDITED)**

2020 Taxable Assessed Valuation.....	\$ 926,370,164	(a)
Direct Debt:		
The Outstanding Bonds.....	\$ 14,460,000	
The Bonds .....	<u>\$ 5,815,000</u>	
Total.....	\$ 20,275,000	
Estimated Overlapping Debt .....	<u>\$ 48,238,219</u>	(b)
Total Direct and Estimated Overlapping Debt .....	\$ 68,513,219	(b)
Direct Debt Ratio:		
As a Percentage of the 2020 Taxable Assessed Valuation.....	2.19	%
Direct and Estimated Overlapping Debt Ratio:		
As a Percentage of the 2020 Taxable Assessed Valuation.....	7.40	%
Debt Service Fund Balance (as of April 14, 2021) .....	\$ 3,291,220	(c)
General Operating Fund Balance (as of April 14, 2021) .....	\$ 6,398,356	
2020 Tax Rate:		
Debt Service .....	\$ 0.22	
Maintenance & Operation .....	<u>\$ 0.15</u>	
Total.....	\$ 0.37	
Average Annual Debt Service Requirement (2021–2031) .....	\$ 2,067,532	(d)
Maximum Annual Debt Service Requirement (2030).....	\$ 2,116,375	(d)
Debt Service Tax Rate per \$100 of 2020 Taxable Assessed Valuation Required to Pay the Average Annual Debt Service Requirement (2021–2031)		
Based on the 2020 Taxable Assessed Valuation at 95% Tax Collections .....	\$ 0.24	
Debt Service Tax Rate per \$100 of 2020 Taxable Assessed Valuation Required to Pay the Maximum Annual Debt Service Requirement (2030)		
Based on the 2020 Taxable Assessed Valuation at 95% Tax Collections .....	\$ 0.25	

(a) Represents the taxable assessed valuation of all taxable property in the District as of January 1, 2020, as provided by the Appraisal District (herein defined).

(b) See "DISTRICT DEBT – Direct and Estimated Overlapping Debt."

(c) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the debt service fund.

(d) Debt service on the Outstanding Bonds and the Bonds. See "DISTRICT DEBT – Debt Service Requirements."

## INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Harris County Water Control & Improvement District No. 110 (the "District") of its \$5,815,000 Waterworks and Sewer System Combination Unlimited Tax and Revenue Bonds, Series 2021 (the "Bonds").

The Bonds are issued by the District pursuant to the terms and conditions of an order approved by the Board of Directors of the District (the "Board") authorizing the issuance of the Bonds (the "Bond Order"); Article XVI, Section 59 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; an election held within the District on November 6, 2007; and an order of the Texas Commission on Environmental Quality (the "TCEQ").

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

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.

## THE BONDS

### General

The following is a description of certain terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order. A copy of the Bond Order may be obtained from the District upon request to Bond Counsel (herein defined). The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

The Bonds will mature on September 1 of the years and in the principal amounts, and will bear interest from July 1, 2021, at the rates per annum, set forth on the inside cover of this Official Statement. Interest on the Bonds will be payable March 1, 2022, and semiannually thereafter on each September 1 and March 1 (each an "Interest Payment Date") until maturity.

The Bonds will be issued only in fully registered form in any integral multiples of \$5,000 of principal for any one maturity and will be initially registered and delivered only to The Depository Trust Company, New York, New York ("DTC"), in its nominee name of Cede & Co., pursuant to the book-entry-only system described herein. No physical delivery of the Bonds will be made to the beneficial owners thereof. Initially, principal of and interest on the Bonds will be payable by Regions Bank, an Alabama banking corporation, Houston, Texas (the "Paying Agent/Registrar"), to Cede & Co., as registered owner. DTC 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."

### Redemption Provisions

#### *Optional Redemption*

The Bonds maturing on and after September 1, 2027, are subject to redemption prior to maturity at the option of the District, in whole or from time to time in part, on September 1, 2026, and on any date thereafter, at a redemption price equal to the principal amount thereof plus accrued interest from the most recent payment date to the date fixed for redemption.

The Paying Agent/Registrar shall give written notice of redemption, by registered mail, overnight delivery, or other comparably secure means, not less than thirty (30) days prior to the redemption date, to each registered securities depository (and to each national information service that disseminates redemption notices) known to the Paying Agent/Registrar, but neither the failure to give such notice nor any defect therein shall affect the sufficiency of notice given to the registered owner as hereinabove stated. The Paying Agent/Registrar may provide written notice of redemption to DTC by facsimile.

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

maturity for the unredeemed portion of the principal of the Bonds so surrendered. In the event of redemption of less than all of the Bonds of either respective series, the particular Bonds of such series to be redeemed shall be selected by the District. If less than all of the Bonds of a particular maturity of either respective series are to be redeemed, the Paying Agent/Registrar is required to select the Bonds of such maturity to be redeemed by lot.

*Mandatory Redemption*

The Bonds maturing on September 1 in the years 2028 and 2031 (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.

\$275,000 Term Bonds Maturing on September 1, 2028	
Mandatory Redemption Date	Principal Amount
September 1, 2027	\$ 120,000
September 1, 2028 (Maturity)	\$ 155,000

  

\$2,280,000 Term Bonds Maturing on September 1, 2031	
Mandatory Redemption Date	Principal Amount
September 1, 2029	\$ 90,000
September 1, 2030	\$ 100,000
September 1, 2031 (Maturity)	\$ 2,090,000

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.

**Record Date for Interest Payment**

Interest on the Bonds will be paid to the registered owners (the “Registered Owners”) appearing on the registration and transfer books (the “Register”) of the Paying Agent/Registrar at the close of business on the fifteenth (15<sup>th</sup>) calendar day of the month next preceding each Interest Payment Date (“Record Date”) and shall be paid by the Paying Agent/Registrar (i) by check sent by United States mail, first class postage prepaid, to the address of the Registered Owners recorded in the registration and transfer books of the Paying Agent/Registrar or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Registered Owners. If the date for the payment of the principal or interest on the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the principal payment office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

In the event of non-payment of interest on a scheduled Interest Payment Date and for thirty (30) days thereafter, a new record date for such interest payment (the “Special Record Date”) will be established by the Paying Agent/Registrar when funds for the payment of such interest have been received. Notice of the Special Record Date and of the scheduled payment date of the past due interest (“Special Payment Date” which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each of the Registered Owners

of a Bond appearing in the registration and transfer books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing such notice.

### **Book-Entry-Only System**

*This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by The Depository Trust Company, New York, New York (“DTC”), while the Bonds are registered in its nominee name. The information in this section concerning DTC and the book-entry-only system (the “Book-Entry-Only System”) has been provided by DTC for use in disclosure documents such as this Official Statement. The District and the Financial Advisor (herein defined) believe the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

*The District and the Financial Advisor cannot and do not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to Participants (herein defined), (2) 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 (herein defined), or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the Securities and Exchange Commission (the “SEC”), and the current procedures of DTC to be followed in dealing with 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 (the “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 (the “Indirect Participants,” and together with the Direct Participants, the “Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC rules applicable to its Participants are on file with the SEC. More information about DTC can be found at [www.dtcc.com](http://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 holder of ownership interest of each actual purchase of each Bond (the “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

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

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

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

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

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 the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, 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 the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

The District may decide to discontinue use of the Book-Entry-Only System 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 the District takes no responsibility for the accuracy thereof.

#### *Use of Certain Terms in Other Sections of this Official Statement*

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

#### **Paying Agent/Registrar**

The Board has selected Regions Bank, an Alabama banking corporation, Houston, Texas, as the initial Paying Agent/Registrar for the Bonds. The initial designated payment office for the Bonds is located in the City of Houston, Texas (the "City"). Provision is made in the Bond Order for removal of the Paying Agent/Registrar, provided that no such removal shall be effective until a successor paying agent/registrar shall have accepted

the duties of the Paying Agent/Registrar under the provisions of the Bond Order. Any successor paying agent/registrar selected by the District shall be a corporation organized and doing business under the laws of the United States of America or of any state authorized under such laws to exercise trust powers, shall have a combined capital and surplus of at least \$10,000,000, shall be subject to supervision or examination by federal or state authority, shall be registered as a transfer agent with the SEC and shall have a corporate trust office in the State of Texas ("Texas").

#### *Use of Certain Terms in Other Sections of this Official Statement*

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

#### **Registration and Transfer**

In the event the Book-Entry-Only System is discontinued, the Bonds are transferable only on the Register kept by the Paying Agent/Registrar upon surrender at the principal payment office of the Paying Agent/Registrar. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. At any time after the date of initial delivery, any Bond may be transferred upon its presentation and surrender at the designated offices of the Paying Agent/Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner. The Bonds are exchangeable upon presentation at the designated office(s) of the Paying Agent/Registrar, for an equal principal amount of Bonds of the same maturity in authorized denominations. To the extent possible, new Bonds issued in exchange or transfer of Bonds will be delivered to the Registered Owner or assignee of the Registered Owner within not more than three (3) business days after the receipt by the Paying Agent/Registrar of the request in proper form to transfer or exchange the Bonds. New Bonds registered and delivered in an exchange or transfer shall be in the denomination of \$5,000 in principal amount for a Bond, or any integral multiple thereof for any one maturity and shall bear interest at the same rate and be for a like aggregate principal or maturity amount as the Bond or Bonds surrendered for exchange or transfer. Neither the Paying Agent/Registrar nor the District is required to issue, transfer, or exchange any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding Interest Payment Date or to transfer or exchange any Bond selected for redemption, in whole or in part, beginning fifteen (15) calendar days prior to, and ending on the date of the mailing of notice of redemption, or where such redemption is scheduled to occur within thirty (30) calendar days. No service charge will be made for any transfer or exchange, but the District or Paying Agent/Registrar may require payment of a sum sufficient to cover any tax, governmental charge, or other expenses payable in connection therewith.

#### **Mutilated, Lost, Stolen or Destroyed Bonds**

In the event the Book-Entry-Only System should be 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 the Paying Agent/Registrar of security or indemnity which they determine to be sufficient 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 issued by the District pursuant to the terms and conditions of the Bond Order; Article XVI, Section 59 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; an election held within the District on November 6, 2007; and an order of the TCEQ.

Before the Bonds can be issued, the Attorney General of Texas must pass upon the legality of certain related matters. The Attorney General of Texas does not guarantee or pass upon the safety of the Bonds as an investment or upon the adequacy of the information contained in this Official Statement.



## **Outstanding Bonds**

The District has previously issued twelve (12) series of waterworks and sewer system combination unlimited tax and revenue bonds and nine (9) series of waterworks and sewer system combination unlimited tax and revenue refunding bonds. As of May 1, 2021, \$14,460,000 principal amount of such prior indebtedness remains outstanding (the "Outstanding Bonds").

### **Source of Payment**

The Bonds are the obligations solely of the District and are not the obligations of the Texas; Harris County, Texas (the "County"); the City; or any other entity. The Bonds together with the Outstanding Bonds (herein defined) and such additional combination tax and revenue bonds as may hereafter be issued by the District will be payable from the proceeds of a continuing direct annual ad valorem tax levied against all taxable property located within the District and will also be payable from Net Revenues (herein defined), all to the extent and subject to the conditions described below.

#### **- Tax Pledge -**

The Outstanding Bonds, the Bonds, and any additional tax bonds as may hereafter be issued by the District are payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against taxable property located within the District. In the Bond Order, the District covenants to levy a sufficient tax to pay the principal of and interest on the Outstanding Bonds and the Bonds with full allowance being made for delinquencies and costs of collection. Collected taxes will be placed in the District's Debt Service Fund and used to pay principal of and interest on the Outstanding Bonds and the Bonds, and on additional bonds payable from taxes which may hereafter be issued by the District.

#### **- Net Revenue Pledge -**

The Outstanding Bonds and the Bonds (and any additional bonds issued by the District to which such revenues are pledged) are further payable from, and secured by a pledge of and lien on, certain net revenues, if any, of the District's waterworks and sewer system (the "System"). Net revenues ("Net Revenues") are defined by the Bond Order as all income or increment which may grow out of the ownership and operation of the District's plants, facilities and improvements (as same are purchased, constructed or otherwise acquired), being the gross revenue income, less such portion of such revenue income as reasonably may be required to provide for the administration, efficient operation and adequate maintenance of the District's plants, facilities and improvements, and to establish an operating reserve. It is not expected that the Net Revenues will ever be sufficient to materially contribute to debt service payments on the Bonds. The Net Revenues are entirely dependent upon the sale of water and sewer services to residents and users in the District.

## **Annexation**

The District lies wholly within the extraterritorial jurisdiction (the "ETJ") of the City. Under Texas law, certain portions of the District may be annexed by the City, pursuant to Chapter 43, Local Government Code, only if (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, or (ii) if the registered voters in the area to be annexed do not own more than fifty percent (50%) of the land in the area, a petition has been signed by more than fifty percent (50%) of the landowners consenting to the annexation. If the District is annexed, the City must assume the District's assets and obligations (including the Bonds) within ninety (90) days of the date of annexation. Annexation of property 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. The Bond Order provides for termination of the pledge of taxes to the Bonds upon annexation by a city.

### **Strategic Partnership Agreement – Limited Purpose Annexation by the City**

The District has entered into a Strategic Partnership Agreement ("SPA") with the City whereby certain tracts of land containing commercial development were annexed into the City for the limited purpose of applying certain of the City's planning, zoning, health, and safety ordinances to the commercial businesses. The City imposes a Sales and Use Tax within the annexed tracts on receipts from the sale and use at retail of taxable items at the

rate of one percent (1%) or such other rate as may be imposed by the City from time to time. Under the SPA, one-half or fifty percent (50%) of the sales tax revenue generated by the commercial business will be paid to the District, and the District can use the sales tax revenue to (1) accelerate the development of the System in the District, (2) accelerate reimbursement to developers for eligible infrastructure development, (3) lower the overall property tax rate to encourage additional development, and (4) perform other District functions that might otherwise be diminished, curtailed, abbreviated or delayed by financial institutions. Any future commercial annexations into the District will not be subject to the SPA.

The Sales and Use Tax was implemented within the annexed areas on July 1, 2003. The Comptroller of Public Accounts of the State of Texas remits the sales revenues to the City and the City then disburses to the District its share of the tax revenues. For fiscal year ending July 31, 2020, the District has received a total of \$1,352,857 from the City representing sales tax revenues for the period beginning August 1, 2019, and ending July 31, 2020.

In consideration of the services provided by the City, in lieu of full-purpose annexation, the District is required to pay the City an annual fee of \$100 on each anniversary of the date the SPA was approved by the City Council of the City. In December of 2019 the City and the District amended the SPA to extend the term for an additional ten (10) years. Under the amended SPA, the City has agreed that it will not annex all or a part of the District before April 8, 2043.

### **Consolidation**

The District has the legal authority to consolidate with other districts, thereby consolidating its assets (such as its cash and its water and wastewater systems) and its liabilities (which would include the Bonds) with the assets and liabilities of the district or districts with which it is consolidating. No representation is made concerning the likelihood of consolidation.

### **Defeasance**

The Bond Order provides that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) for obligations of the District payable from revenues or from ad valorem taxes or both, amounts sufficient to provide for payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct non-callable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America; (b) non-callable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; and (c) non-callable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book-entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Order.

Upon such deposit as described above, such Bonds shall no longer be regarded to be 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. In the Bond Order, the District has specifically reserved the right to call the Bonds for redemption after the defeasance thereof.

### **Issuance of Additional Debt**

The District may issue bonds to provide those improvements and facilities for which the District was created, with approval of the TCEQ and, in the case of bonds payable from ad valorem taxes, the District's voters. The District's voters have authorized the issuance of \$55,810,000 waterworks and sewer system combination unlimited tax and revenue bonds and \$33,000,000 waterworks and sewer system combination unlimited tax and revenue refunding and could authorize additional amounts. The District has issued twelve (12) series of waterworks and sewer system combination unlimited tax and revenue bonds for the purpose of acquiring or constructing the System to serve the District and nine (9) series of waterworks and sewer system combination unlimited tax and revenue refunding bonds for the purpose of refunding previous issues. Following the issuance of the Bonds, \$10,770,000 principal amount of waterworks and sewer system combination unlimited tax and revenue bonds for System facilities and \$31,210,000 principal amount of waterworks and sewer system combination unlimited tax and revenue refunding bonds will remain authorized but unissued. The Bond Order 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 approved by the Board).

The issuance of additional obligations may increase the District's tax rate and adversely affect the security for, and the investment quality and value of, the Bonds. The District does not employ any formula with respect to assessed valuations, tax collections, or other to limit the amount of bonds which it may issue. See "INVESTMENT CONSIDERATIONS – Future Debt."

### **Additional Covenants**

In the Bond Order, the District has additionally covenanted that it will (1) maintain insurance on the System of a kind and in an amount which usually would be carried by municipal corporations and political subdivisions in Texas operating similar facilities; (2) maintain the System in good condition and operate it in an efficient manner and at a reasonable cost; (3) keep records and accounts and employ an independent certified public accountant of recognized integrity and ability to direct the installation of the required accounting procedures and to audit its affairs at the close of each fiscal year, such audit to be in accordance with applicable laws, rules, and regulations, and open to inspection in the office of the District; and (4) secure the funds in the Debt Service Fund in the manner and to the fullest extent required by law for the security of District funds.

### **Amendments to Bond Order**

The District may, without the consent of or notice to any Registered Owners, amend the Bond Order in any manner not detrimental to the interests of the Registered Owners, including the curing of any ambiguity, inconsistency, formal defect, or omission therein. In addition, the District may, with the written consent of the Registered Owners of a majority in aggregate principal amount of the Bonds then outstanding affected thereby, amend, add to or rescind any of the provisions of the Bond Order, provided that, without the consent of the Registered Owners of all of the Bonds affected, and provided that it has not failed to make a timely payment of principal of or interest on the Bonds, no such amendment, addition or rescission may (1) change the date specified as the date on which the principal of or any installment of interest on any Bond is due and payable, reduce the principal amount thereof, the redemption price thereof, or the rate of interest thereon, change the place or places at, or the coin or currency in which any Bond or the interest thereon is payable, or in any other way modify the terms or sources of payment of the principal of or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) modify any of the provisions of the Bond Order relating to the amendment thereof, except to increase any percentage provided thereby or to provide that certain other provisions of the Bond Order cannot be modified or waived without the consent of the holder of each Bond affected thereby. In addition, a state, consistent with federal law, may, in the exercise of its police power, make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of a political subdivision as are reasonable and necessary for attainment of an important public purpose.

## **Registered Owners' Remedies**

The laws of Texas and the Bond Order provide that in the event the District defaults in the payment of the principal of or the interest on any of the Bonds when due, fails to make payments required by the Bond Order into the Debt Service Fund or defaults in the observance or performance of any of the covenants, conditions, or obligations set forth in the Bond Order, any Registered Owner shall be entitled at any time to a writ of mandamus from a court of competent jurisdiction compelling and requiring the Board to observe and perform any covenant, obligation, or condition prescribed by the Bond Order. Such right is in addition to other rights the Registered Owners of the Bonds may be provided by the laws of Texas.

Except for mandamus, the Bond Order does not specifically provide for remedies to a Registered Owner in the event of default, nor does it provide for the appointment of a trustee to protect and enforce the interests of the Registered Owners of the Bonds. There is no provision for 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 public purpose property. Further, the Registered Owners could not 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.

## **Bankruptcy Limitation to Registered Owners' Rights**

The enforceability of the rights and remedies of registered owners of the Bonds may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the U.S. Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismisses the petition, enters an order granting relief from the stay or otherwise allows creditors to proceed against the petitioning political subdivision. A political subdivision, such as the District, may qualify as a debtor eligible to proceed in a Chapter 9 case only if it (1) is generally authorized to file for federal bankruptcy protection by applicable state law, (2) is insolvent or unable to meet its debts as they mature, (3) desires to effect a plan to adjust such debts, and (4) has either obtained the agreement of or has negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiations are impracticable. Under Texas law, a municipal utility district, such as the District, must obtain the approval of the TCEQ as a condition to seeking relief under the U.S. Bankruptcy Code. The TCEQ is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under federal bankruptcy law only if such district has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with Texas law requirements, a district could file a voluntary bankruptcy petition under Chapter 9, thereby invoking the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A federal bankruptcy court is a court of equity and federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in determining the decision of whether to grant the petitioning district relief from its creditors. While such a decision might be applicable, the concomitant delay and loss of remedies to the registered owners could potentially and adversely impair the value of the registered owners' claims.

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the U.S. Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect a registered owner by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the registered owner's claim against a district.

A municipal utility district cannot be placed into bankruptcy involuntarily.

## **Legal Investment and Eligibility to Secure Public Funds in Texas**

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

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

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

The Public Funds Collateral Act (Chapter 2257, Texas Government Code) also provides that bonds of the District (including the Bonds) are eligible as collateral for public funds.

No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations, or investment criteria which apply to or which might be utilized by any of such persons or entities to limit the acceptability or suitability of the Bonds for any of the foregoing purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the suitability or acceptability of the Bonds for investment or collateral purposes.

*[Remainder of this page intentionally left blank.]*

**Use and Distribution of Bond Proceeds**

Proceeds from the sale of the Bonds will be used to finance all or a portion of the improvements and related costs shown below. In addition, proceeds from the sale of the Bonds will be used to pay other certain costs associated with the issuance of the Bonds.

<b>CONSTRUCTION COSTS</b>	<b>District's Share</b>
A. Developer Contribution Items	
1. None	\$ 0
Total Developer Contribution Items	<u>\$ 0</u>
B. District Items	
1. Rehabilitation of Aerobic Digester and Thickener	\$ 1,500,000
2. Rehabilitation of Louetta Road Lift Station (Lift Station No. 4)	200,000
3. Rehabilitation of Elevated Welded Steel Storage Tank	500,000
4. Rehabilitation of Hickory Twig Lift Station (Lift Station No. 1)	700,000
5. Construction of Haas Detention Pond Expansion	105,000
6. Rehabilitation of East Clarifier at Wastewater Treatment Plant	160,000
7. Rehabilitation of Glass Coated-Bolted Steel Ground Storage Tank at Water Plant No. 2	85,600
8. Rehabilitation of Water Well No. 1 at Water Plant No. 1	300,000
9. Contingencies (15% of Items No. 1-4 & 6-8)	516,840
10. Engineering (18% of District Items No. 1-4 & 6-8)	620,208
11. Rehabilitation of Bolted Steel Ground Storage Tank at Water Plant No. 1	45,000
12. Rehabilitation of Welded Steel Ground Storage Tank at Water Plant No. 1	90,000
13. Rehabilitation of Hydropneumatic Tank at Water Plant No. 1	2,160
14. Rehabilitation of Hydropneumatic Tank at Water Plant No. 2	2,160
15. Construction of Enchanted Stream Detention Pond	108,000
16. Rehabilitation of Water Well No. 2 at Water Plant No. 1	45,000
17. Rehabilitation of Sanitary Sewer at Enchanted Oaks Sec. 2	90,000
18. Rehabilitation of Sanitary Sewer at Enchanted Oaks Sec. 3	21,600
19. Rehabilitation of Sanitary Sewer at Enchanted Oaks Sec. 4	198,000
Total District Items	<u>\$ 5,289,568</u>
 TOTAL CONSTRUCTION COSTS	 <u>\$ 5,289,568</u>
 <b>NON-CONSTRUCTION COSTS</b>	
A. Legal Fees	\$ 145,375
B. Fiscal Agent Fees	116,300
C. Bond Discount	26,891
D. Bond Application Report Costs	34,000
E. TCEQ Bond Issuance Fee (0.25%)	14,538
F. Attorney General Fee (0.10%)	5,815
G. Bond Issuance Expense	34,954
H. Contingency (a)	147,559
TOTAL NON-CONSTRUCTION COSTS	<u>\$ 525,432</u>
 <b>TOTAL BOND ISSUE REQUIREMENT</b>	 <b><u>\$ 5,815,000</u></b>

(a) Represents the difference between the estimated and actual amounts of bond discount.

The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor. In the instance actual costs exceed previously approved estimated amounts and contingencies, additional TCEQ approval may be required. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used, limited, however, to the purposes for which the Bonds were issued.

The Engineer (herein defined) has advised the District that proceeds of the sale of the Bonds should be sufficient to pay the costs of the above-described facilities. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

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**DISTRICT DEBT**

**General**

The following tables and calculations relate to the Bonds and the Outstanding Bonds. The District and various other political subdivisions of government which overlap all or a portion of the District are empowered to incur debt to be paid from revenues raised or to be raised by taxation against all or a portion of the property within the District.

2020 Taxable Assessed Valuation.....	\$ 926,370,164	(a)
Direct Debt:		
The Outstanding Bonds.....	\$ 14,460,000	
The Bonds .....	<u>\$ 5,815,000</u>	
Total.....	\$ 20,275,000	
Estimated Overlapping Debt .....	<u>\$ 48,238,219</u>	(b)
Total Direct and Estimated Overlapping Debt .....	\$ 68,513,219	(b)
Direct Debt Ratio:		
As a Percentage of the 2020 Taxable Assessed Valuation.....	2.19	%
Direct and Estimated Overlapping Debt Ratio:		
As a Percentage of the 2020 Taxable Assessed Valuation.....	7.40	%
Debt Service Fund Balance (as of April 14, 2021) .....	\$ 3,291,220	(c)
General Operating Fund Balance (as of April 14, 2021) .....	\$ 6,398,356	
Average Annual Debt Service Requirement (2021-2031) .....	\$ 2,067,532	(d)
Maximum Annual Debt Service Requirement (2030).....	\$ 2,116,375	(d)

- 
- (a) Represents the taxable assessed valuation of all taxable property in the District as of January 1, 2020, as provided by the Appraisal District (herein defined).
- (b) See "DISTRICT DEBT - Direct and Estimated Overlapping Debt."
- (c) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the debt service fund.
- (d) Debt service on the Outstanding Bonds and the Bonds. See "DISTRICT DEBT - Debt Service Requirements."



**Direct and Estimated Overlapping Debt Statement**

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from 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 and/or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes. See "TAX DATA - Estimated Overlapping Taxes."

Taxing Jurisdiction	Outstanding Debt	Overlapping Debt	
	April 30, 2021	Percent	Amount
Harris County	\$ 1,672,657,125	0.18 %	\$ 3,065,791
Harris County Dept. of Education	20,185,000	0.18	36,643
Harris County Flood Control District	334,270,000	0.19	624,869
Harris County Hospital District	81,540,000	0.19	152,339
Port of Houston Authority	492,439,397	0.19	920,010
Lone Star College District	518,505,000	0.41	2,127,989
Spring Independent School District	672,665,000	3.96	26,637,534
Klein Independent School District	1,071,025,000	1.37	<u>14,673,043</u>
Total Estimated Overlapping Debt .....			\$ 48,238,219
Direct Debt (a).....			<u>\$ 20,275,000</u>
Total Direct and Estimated Overlapping Debt (a).....			\$ 68,513,219

(a) Includes the Bonds and the Outstanding Bonds.

**Debt Ratios**

Direct Debt Ratio (a):	
As a Percentage of the 2020 Taxable Assessed Valuation.....	2.19 %
Direct and Estimated Overlapping Debt Ratio (a):	
As a Percentage of the 2020 Taxable Assessed Valuation.....	7.40 %

(a) Includes the Bonds and the Outstanding Bonds.

**Debt Service Requirements**

The following schedule sets forth the debt service requirements of the Outstanding Bonds and the principal and interest requirements of the Bonds. Totals may not sum due to rounding.

Calendar Year	Outstanding Debt Service (a)	Plus: The Bonds			Total Debt Service
		Principal	Interest	Debt Service	
2021	\$ 1,681,074	\$ -	\$ -	\$ -	\$ 1,681,074
2022	1,903,249	100,000	86,625	186,625	2,089,874
2023	1,925,450	90,000	73,250	163,250	2,088,700
2024	1,011,850	1,010,000	72,350	1,082,350	2,094,200
2025	1,019,700	1,020,000	62,250	1,082,250	2,101,950
2026	1,019,300	1,040,000	52,050	1,092,050	2,111,350
2027	1,963,000	120,000	31,250	151,250	2,114,250
2028	1,928,000	155,000	30,050	185,050	2,113,050
2029	1,997,400	90,000	28,500	118,500	2,115,900
2030	1,989,000	100,000	27,375	127,375	2,116,375
2031	-	2,090,000	26,125	2,116,125	2,116,125
Total	\$ 16,438,023	\$ 5,815,000	\$ 489,825	\$ 6,304,825	\$ 22,742,848

(a) Outstanding debt service as of May 1, 2021.

Average Annual Debt Service Requirement (2021-2031) .....	\$ 2,067,532
Maximum Annual Debt Service Requirement (2030).....	\$ 2,116,375

*[Remainder of this page intentionally left blank.]*

## **TAXING PROCEDURES**

### **Authority to Levy Taxes**

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate and amount, on all taxable property within the District in sufficient amount to pay the principal of and interest on the Bonds, the Outstanding Bonds and any additional bonds payable from taxes which the District may hereafter issue, and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy such a tax from year to year as described more fully 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 System and for the payment of certain contractual obligations. For the 2020 tax year, the Board levied a tax rate for debt service purposes of \$0.22 per \$100 of assessed valuation and a tax rate for operation and maintenance purposes of \$0.15 per \$100 of assessed valuation, for a total tax rate of \$0.37 per \$100 of assessed value. See "TAX DATA – Tax Rate Limitation."

### **Property Tax Code and County-Wide Appraisal District**

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

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county 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 the responsibility for reviewing and equalizing the values established by the appraisal district. The Harris County Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units within the County, including the District. Such appraisal values are 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 must be used by the District in establishing its tax roll 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 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 the District. The District may be required to offer such exemptions if a majority of voters approve same at an election which the District would be required to call 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 of full value of the veteran's residential homestead. 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. Surviving spouses of a deceased veteran who had received a disability rating of 100% are entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries.

In addition, a partially disabled veteran or the surviving spouse of a partially disabled veteran is 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 at no cost by

a charitable organization at some or no cost to the veteran. This exemption also applies to a residence homestead that was donated by a charitable organization at some cost to such veterans. 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 transferable 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 May 1. The District has granted a twenty percent (20%) homestead exemption for the 2020 tax year. In addition, the District grants a homestead exemption of \$100,000 for persons who are disabled or 65 years or older. See "TAX DATA – Analysis of Tax Base."

**Freeport Goods Exemption:** Freeport goods are goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas and other petroleum products, which have been acquired or brought into the state for assembling, storing, manufacturing, repair, maintenance, processing or fabricating or used to repair or maintain aircraft of a certified air carrier and shipped out of the state within 175 days. As the result of a state constitutional amendment passed by Texas voters on November 7, 1989, goods in transit ("freeport goods") are exempted from taxation by the District.

**Goods-In-Transit Exemption:** Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of "goods-in-transit." "Goods-in-transit" is defined by a provision of the Property Tax Code, which is effective for tax year 2011 and prior applicable years, as personal property acquired or imported into Texas and transported to another location in the State or outside the State within 175 days of the date the property was acquired or imported into Texas. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and out-board motor, heavy equipment and manufactured housing inventory. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption is limited to tangible personal property acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The Property Tax Code provision permits local governmental entities, on a local option basis, to take official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax goods-in-transit during the following tax year. The District has taken action to tax Goods-in-Transit. A taxpayer may receive only one of the Freeport exemptions or the goods-in-transit exemptions for items of personal property.

### **Tax Abatement**

The County may designate all or part of the area within the District as a reinvestment zone. Thereafter, the County 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 years, all or any part of any increase in the appraised valuation of property covered by the agreement over its appraised 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 agreement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions.

### **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 Tax Code are to be based on one hundred percent (100%) of market value, as such is defined in the Property Tax Code.

The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in the Appraisal District as least once every three years. It is not known what frequency of reappraisal 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 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 formally to 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.

### **Tax Payment Installments after Disaster**

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

### **Agricultural, Open Space, Timberland and Inventory Deferral**

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all of such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of the agricultural use, open space, timberland designation, or the residential real property inventory designation must apply for the designation and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by 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 a period of three (3) years for agricultural use, timberland, open space land prior to the loss of designation.

## **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 Tax Code.

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

## **Rollback of Operation and Maintenance Tax Rate**

Chapter 49 of the Texas Water Code classifies municipal utility districts differently based on the current operation and maintenance tax rate or on the percentage of projected 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 herein as "Special Taxing Units." Districts that have financed, completed, and issued bonds to pay for all land, 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 is described for each classification below. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

### *Special Taxing Units*

Special Taxing Units that adopt a total tax rate that would impose more than 1.08 times the amount of the total tax imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the district, 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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the District in the preceding tax year on a residence homestead appraised at the average appraised value of a resident homestead in the District in that year, subject to certain homestead exemptions.

### *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 in the district, subject to certain homestead exemptions, 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 the operation and maintenance tax rate that would impose 1.035 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions, plus any unused increment rates. In addition, if any part of a Developed District lies within an area declared for disaster by the Governor 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 imposed by such district in the

preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the district, 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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the District in the preceding tax year on a residence homestead appraised at the average appraised value of a resident homestead in the District in that year, subject to certain homestead exemptions.

#### *The District*

For the 2020 tax year, the District has determined its status as a Developing District. 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.

#### **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. By September 1 of each year, or as soon thereafter as practicable, the rate of taxation is set by the Board based on valuation of property within the District as of the preceding January 1.

Taxes are due October 1, or when billed, whichever comes later, and become delinquent after January 31 of the following year. 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 of up to twenty percent (20%) to defray collection costs if imposed by the District. The delinquent tax also accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code also makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances. Under certain circumstances, property owners located within a natural disaster area affected by a disaster may pay property taxes in four equal installments following the disaster. Further, a person 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 his residential homestead in installments or to defer tax without penalty during the time he owns and occupies the property as his residential homestead.

#### **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 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. See "TAX DATA - Estimated Overlapping Taxes." 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 (2) years for residential and agricultural property and six (6) 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. See "INVESTMENT CONSIDERATIONS - General" and "- Tax Collections Limitations."

## TAX DATA

### General

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 Outstanding Bonds and the Bonds (and any future tax-supported bonds that may be issued from time to time as authorized). Taxes are levied by the District each year against the District's assessed valuation as of January 1 of that year. Taxes become due October 1 of such year, or when billed, and generally become delinquent after January 31 of the following year. The Board covenants in the Bond Order to assess and levy, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds. The actual rate of such tax will be determined from year to year as a function of the District's tax base, its debt service requirements and available funds. In addition, the District has the power and authority to assess, levy and collect ad valorem taxes, not to exceed \$0.15 per \$100 of assessed valuation, for operation and maintenance purposes. For the 2020 tax year, the Board levied a tax rate for debt service purposes of \$0.22 per \$100 of assessed valuation and a tax rate for operation and maintenance purposes of \$0.15 per \$100 of assessed valuation, for a total tax rate of \$0.37 per \$100 assessed value.

### Tax Rate Limitation

Debt Service:                      Unlimited (no legal limit as to rate or amount).  
Maintenance:                      \$0.15 per \$100 of Assessed Valuation.

### Historical Values and Tax Collection History

Tax Year	Assessed Valuation (a)	Tax Rate Per \$100	Adjusted Levy	Collections Current Year	Current Year Ended 09/30	Collections 03/31/2021
2015	\$ 739,028,366	\$ 0.44	\$ 3,251,725	99.50 %	2016	99.90 %
2016	817,705,435	0.43	3,516,133	98.60	2017	99.90
2017	846,467,224	0.43	3,639,809	98.80	2018	99.00
2018	839,443,321	0.40	3,357,773	99.60	2019	99.80
2019	884,147,444	0.39	3,448,175	99.40	2020	98.70
2020	926,370,164	0.37	3,427,570	95.80 (b)	2021	95.80 (b)

(a) Values may differ from those shown in the District's financial statements and elsewhere in this Official Statement due to subsequent adjustments.

(b) In process of collections.

### Tax Rate Distribution

	2020	2019	2018	2017	2016	2015
Debt Service	\$0.22	\$0.24	\$0.25	\$0.28	\$0.28	\$0.29
Maintenance and Operations	<u>\$0.15</u>	<u>\$0.15</u>	<u>\$0.15</u>	<u>\$0.15</u>	<u>\$0.15</u>	<u>\$0.15</u>
Total	\$0.37	\$0.39	\$0.40	\$0.43	\$0.43	\$0.44

### Analysis of Tax Base

The following table illustrates the District's total taxable assessed value in the 2016-2020 tax years by type of property.

Type of Property	2020 Assessed Valuation	2019 Assessed Valuation	2018 Assessed Valuation	2017 Assessed Valuation	2016 Assessed Valuation
Land	\$ 247,667,282	\$ 242,033,829	\$ 238,256,463	\$ 237,168,486	\$ 208,682,926
Improvements	686,108,639	654,705,072	620,009,318	626,570,485	620,641,548
Personal Property	155,146,775	145,831,304	135,645,234	137,977,349	137,546,049
Exemptions	<u>(162,552,532)</u>	<u>(158,422,761)</u>	<u>(154,467,694)</u>	<u>(155,249,096)</u>	<u>(149,165,088)</u>
Total	\$ 926,370,164	\$ 884,147,444	\$ 839,443,321	\$ 846,467,224	\$ 817,705,435



**Principal Taxpayers**

Based upon information supplied by the District’s Tax Assessor/Collector, the following table lists principal taxpayers, type of property owned by such taxpayers, and the taxable assessed valuation of such property as of January 1, 2020. The information reflects the composition of the Appraisal District’s record of property ownership as of January 1, 2020.

Taxpayer	Type of Property	2020 Taxable Assessed Valuation
MREF II Waterstone LLC	Land, Improvements & Personal	\$ 36,600,000
Fred Haas Toyota World	Land, Improvements & Personal	26,829,683
Planet Ford	Land, Improvements & Personal	26,072,649
Spring Holding Ltd.	Land, Improvements & Personal	21,200,000
Planreal Partners Ltd.	Land, Improvements & Personal	20,108,654
Cypresswood Retail Partners LLC	Land, Improvements & Personal	19,280,218
Haas Real Estate Ltd.	Land, Improvements & Personal	16,204,236
Pinewood Forest Limited	Land, Improvements & Personal	13,883,321
EAN Holdings LLC	Land, Improvements & Personal	13,546,773
Cypresswood Associates LLC	Land, Improvements & Personal	<u>12,955,321</u>
Total Principal Taxpayers		\$ 206,680,855

Total Percentage of the District’s 2020 Taxable Assessed Valuation 22.31 %

**Tax Rate Calculations**

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of taxable assessed valuation that would be required to meet debt service requirements on the Outstanding Bonds and the Bonds if no growth in the District occurs beyond the taxable assessed valuation as of January 1, 2020 (\$926,370,164). The following further assumes collection of 95% of taxes levied and the sale of no additional bonds:

Average Annual Debt Service Requirement (2021–2031) .....	\$ 2,067,532
Tax Rate of \$0.24 on the 2020 Taxable Assessed Valuation at 95% Collection Produces .....	\$ 2,112,124
Maximum Annual Debt Service Requirement (2030) .....	\$ 2,116,375
Tax Rate of \$0.25 on the 2020 Taxable Assessed Valuation at 95% Collection Produces .....	\$ 2,200,129

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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 – Direct and Estimated Overlapping Debt Statement"), certain taxing jurisdictions are authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below is 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 2020 taxes per \$100 of assessed valuation levied by all such taxing jurisdictions.

<u>Taxing Jurisdiction</u>	<u>2020 Tax Rate</u>	
	<u>Spring ISD</u>	<u>Klein ISD</u>
The District	\$ 0.370000	\$ 0.370000
Harris County (a)	0.604193 (a)	0.604193 (a)
Lone Star College System District	0.107800	0.107800
Harris County Emergency Services District No. 7	0.099700	0.099700
Harris County Emergency Services District No. 11	0.033334	0.033334
Spring Independent School District	1.384300	-
Klein Independent School District	-	1.337300
Total Tax Rate	<u>\$ 2.599327</u>	<u>\$ 2.552327</u>

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

## THE DISTRICT

### General

The District is a limited-purpose political subdivision of Texas operating as a municipal utility district pursuant to Article XVI, Section 59 of the Texas Constitution. The District was created by the Texas Water Rights Commission, predecessor of the TCEQ, on May 9, 1968, as a water control and improvement district. The District converted to a municipal utility district on February 11, 1976. The District is vested with all the rights, privileges, authority and functions conferred by the laws of Texas applicable to municipal utility districts including, without limitation, those conferred by Chapters 49 and 54, Texas Water Code, as amended. The District is empowered to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply of water; the collection, transportation and treatment of wastewater; and the control and diversion of storm water, among other things. The District may also provide solid waste collection and disposal service and operate and maintain recreational facilities. Currently the District contracts for solid waste collection service, and operates certain recreational facilities. The District may operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, if approved by the voters and the TCEQ. The District does not operate and/or maintain a fire department. The District is subject to the continuing supervision of the TCEQ and located exclusively within the ETJ of the City.

### Description

The District is located in the northern part of the County, approximately 22 miles north of the City's central business district. The District is bisected by I-45 and Cypresswood Drive. The District presently contains approximately 1,293 acres of land. According to the Engineer, approximately 129 acres within the District lie within the 100-year flood plain of which approximately 34.5 acres encompass land already developed for residential and commercial use. Approximately 275 acres in the District are within the boundaries of Klein Independent School District and the remaining approximately 1,000 acres are within the boundaries of the

Spring Independent School District. The District is wholly within the ETJ of the City. The City has annexed some of the commercial tracts of land in the District for the limited purpose of applying the City’s Planning, Zoning, Health and Safety Code to the annexed areas and the imposition of a Sales and Use Tax on receipts from the sale and use at retail businesses on taxable items. See “THE BONDS – Strategic Partnership Agreement - Limited Purpose Annexation by the City.”

**Management of the District**

The District is governed by a board, consisting of five directors, which has control and management supervision over all affairs of the District. Directors are elected in odd-numbered years for four staggered terms. The present members and officers of the Board and their offices are listed below.

**Board of Directors**

<u>Member</u>	<u>Office</u>	<u>Term Expires</u>
James Williams	President	5/2023
Jeannie Perkins	1 <sup>st</sup> Vice President	5/2025
Jerry Strickland	2 <sup>nd</sup> Vice President	5/2023
Vanessa Sommer	Secretary	5/2025
Tom Dowdy	Treasurer/Asst. Secretary	5/2023

The District has engaged the following companies and individuals to operate its utility and recreational facilities:

Recreational Facilities – The District employs Mr. Jody Dellinger to operate the District’s recreational facilities, including tennis courts, swimming pools, fitness center and parks. Mr. Dellinger has six fulltime employees to assist in his duties.

Tax Assessor/Collector – The District’s Tax Assessor/Collector is Mr. Kenneth Byrd.

Bookkeeper – The District’s bookkeeper is Myrtle Cruz, Inc.

System Operator – The District’s operator is Environmental Development Partners (“EDP”). Such firm acts as operator for approximately 30 utility districts.

Auditor – The District employed McCall Gibson Swedlund Barfoot PLLC to audit its financial records for the fiscal year ended July 31, 2020. Such audit is included in “APPENDIX A.”

Engineer – The consulting engineer retained by the District in connection with the design and construction of the District’s facilities is Langford Engineering Inc. (the “Engineer”).

Financial Advisor – Robert W. Baird & Co. Incorporated serves as the District's financial advisor (the "Financial Advisor"). The fee for services rendered in connection with the issuance of the Bonds is based on the percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Legal Counsel – The District employs Sanford Kuhl Hagan Kugle Parker Kahn LLP as bond counsel (“Bond Counsel”) in connection with the issuance of the Bonds. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent on the sale and delivery of the Bonds. Sanford Kuhl Hagan Kugle Parker Kahn LLP also acts as general counsel for the District.

Disclosure Counsel – Orrick Herrington & Sutcliffe LLP, Houston, Texas has been designated as disclosure counsel (“Disclosure Counsel”). The fees of Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

## DEVELOPMENT WITHIN THE DISTRICT

Approximately 720 acres of land within the District have been developed for residential use as the subdivisions of Enchanted Oaks, Sections 1-4; Cypress Forest, Sections 1-3; Cypress Forest Park, Sections 1-3; Cypress Forest Estates; Cypress Forest Lakes; Kotar Court; Cypresswood Lakes, Sections 1-6; Lakes of Cypress Forest, Sections 1-3; Spring Park Village; and Kings Village. As of May 17, 2021, the District contained 2,298 completed homes (2,274 occupied and 24 unoccupied) and 2 vacant developed lots.

Approximately 498 acres within the District have been developed for commercial, multi-family, and other uses. Multi-family development includes Spring Park, a 240-unit apartment complex; Pinewood, a 247-unit apartment complex; Louetta Village, a 104-unit senior facility apartment complex; and Villas of Holzworth, a 276-unit apartment complex. Commercial development in the District is comprised of office buildings, retail shopping centers, car dealerships, and various commercial properties list below:

The office space in the District is contained in three complexes: The Spring Office Complex LP, which has 21,024 square feet; the Cypress Forest Business Center, which has 33,610 square feet; and the Wealth Management Advisors building, which has 5,000 square feet.

The District includes multiple retail centers, which are listed below along with a sampling of tenants within each (subject to change):

Cypresswood Court is a 64,200 square foot retail center including Brother's Pizza, V-Spa Nail Salon, Cypresswood Family Dental, G. Michael Photography, Spring Hair Care, Flower Express, Edward Jones, Mailbox USA, Cricket X-Cell, Farmer's Insurance, Ryan's Beverage, Bakery Donuts, and Firehouse Subs. Additionally, a car lubrication/oil change facility, a Smashburger restaurant, a Vision Works Outlet, a Chevron gas station, and one vacant building space are separate structures on the property.

The Target Center is a 178,759 square foot retail center that includes a "Super Target," a nail salon, GameStop, Lane Bryant, Sally's Beauty Supply, Petco, Supercuts, Kirkland's, and Staples Office Supply. Additionally, a Best Buy and a Mattress Firm store are in separate structures on the property.

Cypresswood Plaza Center includes a Subway, Las Cascada Mexican Restaurant, Rounders, Sports Clips, Subway, Beauty Supply, Anytime Fitness, Invest Tex Credit Union, and Foot Relax.

The Spring Park Shopping Center is a commercial strip center containing 76,513 square feet of retail space. Such center includes a Conn's Appliances and Sears Retail Outlet comprising 55,513 square feet. The remainder of the Spring Park Shopping Center contains a 21,000 square foot shopping center. Contained in the center are Texas Hair Team, Tanning and Tattoo, I-45 Diner and Mexican Restaurant, Royalty Dental Assoc. as well as a Burger King restaurant, a Sonic Drive-In restaurant, a Taco Bell/Pizza Hut restaurant, Gringo's Restaurant, and a 6,000 square foot Advantage Women's Care as separate structures, in addition to a strip center containing an AT&T store, One Main Financial, Starbucks, TSO, and Gander RV and Top Golf.

Meadow Edge Center includes a Sprint Cellular Store, Lenny's sub-shop, Pizza Hut, Smoothie Factory, Murphy's Deli and Office Depot. A Home Depot, Lowe's Home Improvement Store, Firestone Tire Shop, LA Fitness, Denny's, Popeye's and Walgreens are within the Meadow Edge Center as separate structures.

Spring Village Center includes a 233,480 square foot retail mall. The mall of Spring Village Center contains the AMC Spring 10 movie theater, a gymnastics gymnasium, File Room Records Management, Ace Mart Restaurant Supply, Big Time Billards, Two Mule Bar, Floorz Plus, Urban Air, Master Tile, and five vacant suites. In addition, the mall is also used for special event shows such as gun, antique, and car shows on weekends. Also part of Spring Village Center is a retail strip center comprising 130,000 square feet. Advanced Auto Parts, Jack in the Box, Hoi Yin Chinese Restaurant, USA Car Care, Marco's Pizza, and Houston Garden Center (a nursery) are located as separate structures on the property.

Magic Oaks Center contains five buildings comprising 12,000 square feet. A gym/fitness center, Statewide Electric, a landscape irrigation company and a large truck sales office are located in the center.

Louetta Oaks LTD Center contains a strip center comprising 9,624 square feet. The Louetta Oaks LTD Center contains Verizon Wireless, Just Counters, Anthony & Sylvan Pools, Leslie Pool Supplies and Starbucks.

Other commercial property in the District includes a 60-unit Spring Lodge, Brookside Equipment Center, a John Deere dealership, a private kindergarten school, Zone d'Erotica, Demontrond Auto Group, a car care center, and four car dealerships (Planet Ford, Lincoln-Mercury, Toyota, and Chrysler-Dodge). Also in the District are the Harris County Constable Precinct 4 office, Tilson Home Corporation Sales Office, Exxon Mart, Quik Inspections, Ciscos Taqueria, Kids R Kids, Louetta Dental, Cypresswood Self Storage, Shipley's Donut, Spec's Liquor, State Farm Insurance, Dickey's Barbecue Restaurant, Cheddar's Restaurant, a Dairy Queen fast-food restaurant, AT&T Maintenance Center, Enterprise Car Lease, Golden Corral Restaurant, Furr's Restaurant, Panera Bread and Design Tech Homes, which is a 12-acre showroom and model home campus.

The District has two elementary schools. Lemm Elementary is located within the boundaries of Klein Independent School District and McNabb Elementary is located within the boundaries of the Spring Independent School District.

Additionally, approximately 40 acres in the District have been developed with water, sewer and drainage facilities to serve Cypress Forest Reserves commercial development.

### **Recreational Facilities**

The District owns and operates certain recreational facilities, which include tennis courts, swimming pools, fitness center, lakes, parks, walking/jogging trail system and amphitheater.

## **THE SYSTEM**

### **Regulation**

According to the Engineer, the System has been designed in accordance with accepted engineering practices and recommendations and is subject to the inspection of Harris County Public Infrastructure Department, Harris County Flood Control District ("HCFCD"), Texas Department of Health, and the TCEQ. According to the Engineer, the design of all such facilities has been approved by all required governmental agencies and inspected by the TCEQ. As such facilities were and are completed, they have been, and will be, conveyed to the District, which is responsible for the operation and maintenance of all water and wastewater facilities serving the District. Drainage is the primary responsibility of the HCFCD and/or the homeowners association located within the District.

Operation of the System 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.

The District is within the Harris-Galveston Coastal Subsidence District (the "Subsidence District"), which regulates the withdrawal of groundwater within its jurisdiction. The District's authority to pump groundwater from its well is subject to annual permits issued by the Subsidence District. The Subsidence District has ordered certain areas within its boundaries to convert most of their water supply to surface water under various schedules and has published a timetable that would require the District to restrict the withdrawal of groundwater and to develop a plan for the conversion to surface water. The District is included in the North Harris County Regional Water Authority (the "NHCRWA") and is part of the NHCRWA's Groundwater Reduction Plan to convert to surface water in accordance with the Subsidence District's conversion mandate. NHCRWA is in the process of implementing Phase 1 of its surface water conversion plan. The issuance of additional bonds by the District in the future in an undetermined amount may be necessary to meet the District's obligation to the NHCRWA. See "THE SYSTEM – Description of the System" and "INVESTMENT CONSIDERATIONS."

### **Description of the System**

Water Supply and Distribution: Commencing October 2010, approximately 70% of the District's water supply has been surface water furnished by the NHCRWA. The remaining 30% is furnished by the District's water supply system which consists of three wells with a total capacity of 3,103 gallons per minute ("gpm") each, two 10,000 gallon hydropneumatics (pressure) tanks, three ground storage tanks with a total capacity of 1,366,700 gallons, one 400,000 gallon elevated tank, and eight booster pumps with a total capacity of 4,300 gpm. According to the Engineer, the existing water plant is capable of serving approximately 4,000 equivalent single-family connections ("esfc"). The District currently has approximately 2,470 actual connections and is serving approximately 3,553 esfc. The District has extended distribution lines for approximately 1,100 acres of the

1,293 acres. The District also has entered into Emergency Water Supply Agreements with Harris County Municipal Utility District No. 104 (“MUD No. 104”) and Harris County Water Control and Improvement District No. 99 (“WCID 99”) wherein each district agrees to supply the other with water in the event the other’s water supply system fails. The MUD No. 104 agreement extends through 2023. The WCID 99 agreement extends through 2032. See “INVESTMENT CONSIDERATIONS.”

The District has entered into an Emergency and Interim Water Supply Contract with Harris County Municipal Utility District No. 249 (“MUD No. 249”). The districts have agreed to supply each other with water in the event the other’s water system fails. The Agreement with MUD No. 249 extends through 2034.

Sanitary Sewer: The District currently owns and operates a wastewater treatment plant with a treatment capacity of 1,000,000 gallons per day. The plant includes a reinforced concrete treatment facility consisting of two aeration basins, an aerobic digester, two clarifiers, two chlorination basins, two dechlorination basins, a building housing the electrical controls, chlorination equipment, blowers, and an emergency generator. The existing facilities are adequate to provide treatment capacity for approximately 4,053 esfc. The flow history indicates that the plant is operating at approximately 55% capacity.

The District has entered into a Waste Disposal Agreement (the “Waste Agreement”) with MUD No. 249 whereby the District has 216,000 gallons per day of wastewater treatment capacity in the Phase II Permanent Wastewater Treatment Plant owned by MUD No. 249. The capacity which the District owns in the MUD No. 249 wastewater treatment plant is used to treat the wastewater from the 133 acres in the District developed as Cypresswood Lakes.

The District is required to pay to MUD No. 249 its pro rata share of the (i) operating (including maintenance and repair costs) costs for the MUD No. 249 Permanent Wastewater Treatment Plant, and (ii) costs for capital improvements.

Subsidence and Conversion to Surface Water Supply: The District is within the boundaries of the Subsidence District, which regulates groundwater withdrawal. The District’s authority to pump groundwater is subject to an annual permit issued by the Subsidence District. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in areas within the Subsidence District’s jurisdiction. In 1999, the Texas legislature created the NHCRWA to, among other things, reduce groundwater usage in, and to provide surface water to, the northern portion of the County (including the District). The NHCRWA has entered into a Water Supply Contract with the City to obtain treated surface water from the City. The NHCRWA has developed a groundwater reduction plan (“GRP”) and obtained Subsidence District approval of its GRP. The NHCRWA’s GRP sets forth the NHCRWA’s plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The District is included within the NHCRWA’s GRP.

The NHCRWA has the power to issue debt supported by the revenues pledged for the payment of its obligations and may establish fees, rates, and charges as necessary to accomplish its purposes. Effective April 1, 2021, the NHCRWA increased its fees and currently charges the District a fee of \$4.60 per 1,000 gallons of water pumped by the District and a fee of \$5.05 per 1,000 gallons of surface water supplied to the District. The NHCRWA has issued revenue bonds to fund, among other things, NHCRWA surface water project costs. It is expected that the NHCRWA will continue to issue substantial amounts of bonds by the year 2030 to finance the NHCRWA’s project costs, and it is expected that the fees charged by the NHCRWA will increase substantially over such period.

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

Under the current Subsidence District plan, as amended in April 14, 2021, and the GRP, the NHCRWA is required to (i) limit groundwater withdrawals to no more than 70% of the total water demand within the NHCRWA’s GRP beginning January 2010; (ii) limit groundwater withdrawals to no more than 40% of the total water

demand within the NHCRWA's GRP beginning January 2025; and (iii) limit groundwater withdrawals to no more than 20% of the total water demand within the NHCRWA's GRP beginning January 2035. If the NHCRWA fails to comply with the above Subsidence District regulations or its GRP, the NHCRWA is subject to a substantial disincentive fee penalty in the amount of \$9.58 per 1,000 gallons ("Disincentive Fees") imposed by the Subsidence District for any groundwater withdrawn in excess of 20% of the total water demand within the NHCRWA's GRP. In the event of such NHCRWA failure to comply, the Subsidence District may also seek to collect Disincentive Fees from the District. If the District failed to comply with surface water conversion requirements mandated by the NHCRWA, the NHCRWA would likely seek monetary or other penalties against the District. The District is currently in compliance with NHCRWA mandates.

The District receives surface water from the NHCRWA. The NHCRWA supplies approximately 71% of the District's water supply needs. As the NHCRWA cannot guarantee that it can meet the water supply needs of the District, the District continues to maintain and operate its own water supply system to meet the District's water demands.

Drainage: The developed portions of the District are served with storm sewers and outfall drainage facilities constructed with proceeds of the Outstanding Bonds. According to the Engineer, the Federal Emergency Management Agency Flood Hazard Boundary Map currently in effect, which covers the land in the District, reflects that approximately 34.5 developed acres in the District lie within the current Federal Emergency Management Agency 100-year flood plain of any water course. Approximately 94.5 acres of land lie within the 100-year flood plain and most are being used as park facilities. The District has entered into a Drainage System Agreement and an Agreement for Joint Financing, Construction and Maintenance of Drainage Facilities with MUD No. 249 (collectively, the "Drainage Agreements") in which the District owns a pro rata share of the capacity in certain detention ponds and outfall channels. Under such Drainage Agreements the District is required to pay its pro rata share of the costs to construct certain drainage facilities as well as pay for a pro rata share of the maintenance and repair costs of the drainage facilities.

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## Water and Sewer Rates

The rates shown below for water and sewer services furnished to customers of the District's water and sewer system are currently in effect for the District.

### Water Rates

#### Residential and Builder

0 – 8,000 gallons .....	\$ 11.00 (Minimum)
8,001 – 20,000 gallons.....	\$ 0.50/1,000 Gals.
20,001 – 30,000 gallons.....	\$ 1.50/1,000 Gals.
30,001 – 40,000 gallons.....	\$ 2.50/1,000 Gals.
Over 40,000 gallons.....	\$ 3.50/1,000 Gals.

#### Apartments

\$11.00 per Multi-Family Unit (minimum), based on 95% occupancy, plus \$1.25 per 1,000 gallons over the calculation of 8,000 gallons times 95% of the total number of Multi-Family Units

#### Single-Use Retail Commercial Structures and Irrigation Connections

0 – 8,000 gallons .....	\$ 75.00 (Minimum)
8,001 – 15,000 gallons.....	\$ 1.25/1,000 Gals.
15,001 – 75,000 gallons.....	\$ 1.50/1,000 Gals.
75,001 – 150,000 gallons.....	\$ 3.00/1,000 Gals.
Over 150,000 gallons .....	\$ 5.00/1,000 Gals.

#### Multi-Use Retail Commercial Structures

0 – 8,000 gallons .....	\$ 75.00 (Minimum)
8,001 – 15,000 gallons.....	\$ 1.25/1,000 Gals.
15,001 – 75,000 gallons.....	\$ 1.50/1,000 Gals.
75,001 – 150,000 gallons.....	\$ 3.00/1,000 Gals.
Over 150,000 gallons .....	\$ 5.00/1,000 Gals.

#### Car Washes

0 – 50,000 gallons.....	\$ 300.00 (Minimum)
50,001 – 75,000 gallons.....	\$ 1.25/1,000 Gals.
Over 75,000 gallons.....	\$ 3.00/1,000 Gals.

#### Non-Profit Irrigation

\$5.00 minimum or \$0.25 per 1,000 gallons of water used, whichever is greater

#### Surcharge:

NHCRWA Fee – \$5.41\* per 1,000 gallons of water used

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\* This amount is subject to change from time-to-time by action of the NHCRWA.

In the case of a dual use structure (i.e. a residential structure used for both residential and commercial purpose) the rate for water service shall be the rate established for a Commercial Connection.



**Sewer Rates**

The following monthly rates for the collection and disposal of sewage shall be in effect for each Separate Connection within the District from the effective date hereof until such time as the Board amends such rates:

**Residential**

Any quantity.....\$ 31.00 (Flat Fee)

**Apartments**

\$16.25 per Multi-Family Unit (minimum), based on 95% occupancy, plus \$1.25 per 1,000 gallons over the calculation of 8,000 gallons times 95% of the total number of Multi-Family Units

**Single-Use Retail Commercial Structures and Irrigation Connections**

0 – 8,000 gallons .....\$ 55.00 (Minimum)  
8,001 – 15,000 gallons.....\$ 1.25/1,000 Gals.  
15,001 – 75,000 gallons.....\$ 1.50/1,000 Gals.  
75,001 – 150,000 gallons .....\$ 3.00/1,000 Gals.  
Over 150,000 gallons .....\$ 5.00/1,000 Gals.

**Multi-Use Retail Commercial Structures**

0 – 8,000 gallons .....\$ 105.00 (Minimum)  
8,001 – 15,000 gallons.....\$ 1.25/1,000 Gals.  
15,001 – 75,000 gallons.....\$ 1.50/1,000 Gals.  
75,001 – 150,000 gallons .....\$ 3.00/1,000 Gals.  
Over 150,000 gallons .....\$ 5.00/1,000 Gals.

**Commercial Offices**

0 – 8,000 gallons .....\$ 130.00 (Minimum)  
8,001 – 15,000 gallons.....\$ 1.25/1,000 Gals.  
15,001 – 75,000 gallons.....\$ 1.50/1,000 Gals.  
75,001 – 150,000 gallons .....\$ 3.00/1,000 Gals.  
Over 150,000 gallons .....\$ 5.00/1,000 Gals.

**Car Washes**

0 – 50,000 gallons.....\$ 300.00 (Minimum)  
50,001 – 75,000 gallons.....\$ 1.25/1,000 Gals.  
Over 75,000 gallons.....\$ 3.00/1,000 Gals.

**Sanitary Sewer Dump Station**

for Recreational Vehicles/Motorhomes .....\$ \$55.00/Station

**Non-Profit (provided the non-profit entity has a sewer tap)**

Any quantity.....\$ 2.00/1,000 Gals.

In the case of a dual use structure (i.e. a residential structure used for both residential and commercial purpose) the rate for water service shall be the rate established for a Commercial Connection.

## Historical Operations of the System

The following summary of the District's operating fund shows audited figures for the fiscal years ended July 31, 2016, through July 31, 2020, and unaudited figures for the period ended March 30, 2021. Such figures were obtained from the District's most recent financial statements, attached hereto as "APPENDIX A", and bookkeeper's reports.

Revenues	Fiscal Year Ended July 31					
	2021 (a)	2020	2019	2018	2017	2016
Property Taxes	\$ 1,371,072	\$ 1,326,975	\$ 1,263,957	\$ 1,222,534	\$ 1,233,336	\$ 1,129,352
Water Service	673,556	820,198	851,030	927,676	964,297	1,004,566
Wastewater Service	717,544	1,068,387	1,140,369	1,147,583	1,149,726	1,141,868
Water Authority Fees	1,190,203	1,590,020	1,407,803	1,380,251	1,242,865	961,501
Recreational Services	91,674	130,331	193,354	150,639	200,337	212,269
Detention Pond Maintenance	76,511	102,661	101,372	101,325	102,129	71,141
Sales Tax Revenues	857,496	1,352,857	1,444,437	1,596,632	1,519,791	1,543,076
Penalty & Interest	58,675	34,463	51,071	62,763	48,035	42,293
Tap Connection & Inspection	160,470	116,295	174,665	99,948	109,646	413,818
Storm Related Revenues	-	100,379	658,809	1,139,660	-	-
Miscellaneous Revenues	21,450	157,908	196,000	174,879	112,133	112,750
Water Authority Credits	-	251,455	251,455	251,455	251,455	251,456
<b>Total Revenues</b>	<b>\$ 5,218,652</b>	<b>\$ 7,051,929</b>	<b>\$ 7,734,322</b>	<b>\$ 8,255,345</b>	<b>\$ 6,933,750</b>	<b>\$ 6,884,090</b>
<b>Expenditures</b>						
Professional Fees	\$ 173,461	\$ 306,491	\$ 266,137	\$ 252,145	\$ 360,016	\$ 212,803
Contracted Services	158,200	1,447,498	1,411,643	1,349,625	1,210,452	1,072,424
Purchase Wastewater Service	251,374	86,783	92,124	75,222	62,030	73,558
Parks & Recreation	536,011	1,020,746	1,183,958	1,151,139	1,081,811	1,221,266
Utilities	190,029	261,890	253,447	260,129	272,200	239,046
Water Authority Assessment	1,364,406	1,670,286	1,500,703	1,476,967	1,257,313	1,055,849
Repairs & Maintenance	462,348	636,617	717,966	2,230,474	587,058	573,388
Other	947,350	644,418	594,249	532,732	477,319	687,665
Capital Outlay	-	857,165	2,408,545	3,561,804	1,229,974	658,294
Bond Issuance Costs	1,450	-	5,345	-	-	-
Bond Principal	-	-	1,000,000	-	-	-
<b>Total Expenditures</b>	<b>\$ 4,084,627</b>	<b>\$ 6,931,894</b>	<b>\$ 9,434,117</b>	<b>\$ 10,890,237</b>	<b>\$ 6,538,173</b>	<b>\$ 5,794,293</b>
<b>Revenues Over Expenditures</b>	<b>\$ 1,134,024</b>	<b>\$ 120,035</b>	<b>\$ (1,699,795)</b>	<b>\$ (2,634,892)</b>	<b>\$ 395,577</b>	<b>\$ 1,089,797</b>

(a) Unaudited.

### Services to Customers Located Outside the District

The District has agreed to provide water and sewer service to Lemm Elementary School, McNabb Elementary, Cornerstone Church, and Resurrection Lutheran Church as out-of-District customers at the in-District rate for commercial customers.

The District has a contract with Basileus Capital Partners LLC to provide water and sewer service Basileus Capital Partners LLC at four (4) times the in-District rate for similar customers located within the District.

## **INVESTMENT CONSIDERATIONS**

### **General**

The Bonds are obligations of the District and not Texas; the County; the City; or any entity other than the District. The Bonds 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. The Bonds are further payable from, and secured by, a pledge of Net Revenues, if any, of the System. It is not expected that Net Revenues will ever be sufficient to materially contribute to debt service payments on the Bonds. 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 the District property is directly related to the economics of the residential and commercial building industry, not only due to general economic conditions, but also due to the particular factors discussed below.

### **Tax Collections Limitations**

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming and expensive collection procedures, (b) 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. 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. See "TAXING PROCEDURES."

### **Infectious Disease Outbreak – 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 the State. 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 State Governor (the "Governor") declared COVID-19 an imminent threat of disaster for all counties in the State (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.

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 the disaster, and issuing executive orders that have the force and effect of law. The Governor has since 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 negatively affects the operation of businesses and the State and national economies. On March 2, 2021, the Governor issued Executive Order GA-34 rescinding most of the Governor's earlier executive orders related to the Pandemic. Effective March 10, 2021, all businesses of any type may open to 100% capacity subject to mitigation strategies imposed by counties in the State in the event of increased hospitalizations. Additionally, the order ends the statewide mask mandate. Businesses may still limit capacity or implement additional safety protocols at their own discretion. Additional restrictions and measures at the State and local level may be required if active cases or increased hospitalizations occur.

Since the disaster declarations were made, the Pandemic has negatively affected travel, commerce, and caused volatility in financial markets locally and globally, and is widely expected to continue negatively affecting

economic growth and financial markets worldwide and within the State. Stock values and crude oil prices, in the U.S. and globally, have seen significant volatility attributed to COVID-19 concerns. The State 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 and volatility, if continued, could result in declines in the demand for residential and commercial property in the City 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.

The District continues to monitor the spread of COVID-19 and the potential impact of COVID-19 on the District. 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 may not reflect the full economic impact of the Pandemic and measures instituted to slow it. Accordingly, they are not indicative of the full economic impact of the Pandemic on the District's financial condition.

### **Environmental and Air Quality 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.

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 of 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 developed a formal request that the HGB Area be redesignated to attainment under the 1997 Ozone Standards. The TCEQ Commissioners adopted the request and maintenance plan for the 1997 one-hour and eight-hour standards on December 12, 2018. On May 16, 2019, the EPA proposed a determination that the HGB Area has met the redesignation criteria and continues to attain the 1997 one-hour and eight-hour standards, the termination of the anti-backsliding obligations, and approval of the proposed maintenance plan.

On August 23, 2019, the EPA published final notice reclassifying the HGB Area from "moderate" to "serious" under the 2008 Ozone Standard, which was effective September 23, 2019. While the HGB Area is now designated as a "serious" nonattainment area, with an attainment deadline of July 20, 2021, implementation requirements of all reasonably available control technologies ("RACT") have been met, and there are no new deadlines for RACT implementation for levels of nitrogen oxides and volatile organic compounds. If the EPA ultimately determines that the HGB Area continues to fail to meet air quality standards 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, 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; (k) waste treatment systems; and (l) all other waters or features not included in the definition of “water of the United States.” The NWPR became 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.

## **Recent Extreme Weather Events and Potential Impact of Natural Disasters**

The greater area surrounding the City, including the District, is subject to occasional severe weather events, including tornadoes, flooding, 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 area surrounding the City, including the County, sustained widespread rain damage and flooding as a result of Hurricane Harvey's landfall along the Texas Gulf Coast on August 25, 2017, and historic levels of rainfall during the succeeding four days. According to the Engineer, during the rain event resulting from Hurricane Harvey, the District's wastewater treatment plant and two sewer lift stations were compromised due to high water and primary power provider outages. The District's water production facilities remained operational on emergency generators. Additionally, according to the Engineer, approximately 280 homes within the District incurred water damage, which amount represents less than ten percent (10%) of the overall connections within the District.

The District cannot predict the effect that additional extreme weather events may have upon the District and the Gulf Coast. Additional extreme weather events have the potential to cause damage within the District and along the Gulf Coast generally that could have a negative effect on taxable assessed valuations in the District and the economy of the District and the region. See "TAXING PROCEDURES – Valuation of Property for Taxation."

If a future weather event significantly damaged taxable property 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.

### **Reappraisal of Property**

On November 5, 2019, a Texas Constitutional amendment, effective January 1, 2020, passed and the prior process that gave local taxing jurisdictions the option to request a reappraisal following a disaster was repealed and replaced with an exemption for qualified property that is in a Governor-declared disaster area and at least 15% damaged. Qualified property includes tangible personal property, improvements to real property, and manufactured homes. Eligible individuals must apply within a specified time frame and, if the disaster occurs after taxes are levied, the taxing unit must take action to authorize the exemption. The amount of the exemption is determined by the percentage level of damage and is prorated based on the date of the disaster. The applicable appraisal district must perform a damage assessment and assign a percentage rating to determine the amount of the exemption. Any exemption granted under the new provisions expires the first year the property is reappraised

### **Specific Flood Type Risks**

The District may be subject to the following types of flood 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.

### **County and City Floodplain Regulations**

As a direct result of Hurricane Harvey, the County and the City adopted new rules and amended existing regulations relating to minimizing the potential impact of new development on drainage and mitigating flooding risks. The new and amended County regulations took effect January 1, 2018, and the new and amended City regulations took effect September 1, 2018.

The County floodplain regulations govern construction projects in the unincorporated areas of the County and include regulations governing the elevation of structures in the 100-year and 500-year floodplains. Additionally, the County regulations govern the minimum finished floor elevations as well as specific foundation construction requirements and windstorm construction requirements for properties located both above and below the 100-year flood elevation.

The City floodplain regulations govern construction projects in the corporate jurisdiction of the City and include regulations governing the elevation of structures in the 100-year and 500-year floodplains and the elevation of residential additions greater than one-third the footprint of the existing structure and non-residential additions. Additionally, the City regulations require an improved structure whose new market value exceeds 50% of the market value of the structure prior to the start of improvements to meet the new and amended City regulations.

The new and amended County and City regulations may have a negative impact on new development in and around the District as well as on the rehabilitation of existing homes impacted by flooding or other natural disasters.

### **Registered Owners' Remedies and Bankruptcy**

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners have a right to seek a writ of mandamus requiring the District to levy sufficient taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages so that in the absence of other waiver of such immunity by the Texas Legislature a default by the District in its covenants in the Bond Order may not be reduced to a judgment for money damages. 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. See "THE BONDS – Bankruptcy Limitation to Registered Owners' Rights."

Subject to the requirements of Texas law, the District may voluntarily proceed under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Sections 901–946. Under Texas law, the District must obtain the approval of the TCEQ prior to filing bankruptcy. In the event of a bankruptcy filing, the rights and remedies of the Registered Owners could be adjusted in accordance with the confirmed plan of adjustment of the District's debt.

### **Impact on the District Tax Rate**

Assuming no further development, 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 2020 Taxable



Assessed Valuation of property within the District (see "SELECTED FINANCIAL INFORMATION"), is \$926,370,164. After issuance of the Bonds, the maximum annual debt service requirement will be \$2,116,375 (2030) and the average annual debt service requirement will be \$2,067,532 (2021 through 2031, inclusive). Assuming no increase to nor decrease from the 2020 Taxable Assessed Valuation, tax rates of \$0.25 and \$0.24 per \$100 of assessed valuation at a 95% collection rate would be necessary to pay the maximum annual debt service requirement of \$2,116,375 and the average annual debt service requirement of \$2,067,532, respectively (see "DISTRICT DEBT – Debt Service Requirements" and "TAX DATA – Tax Rate Calculations"). For the 2020 tax year, the Board levied a tax rate for debt service purposes of \$0.22 per \$100 of assessed valuation.

### **Future Debt**

Following the issuance of the Bonds, \$10,770,000 principal amount of waterworks and sewer system combination unlimited tax and revenue bonds for System facilities and \$31,210,000 principal amount of waterworks and sewer system combination unlimited tax and revenue refunding bonds will remain authorized but unissued. The Bond Order imposes no limitation on the amount of additional parity bonds which may be issued by the District. The District reserves in the Bond Order the right to issue the remaining authorized but unissued bonds plus such additional bonds as may hereafter be authorized by voters in the District. In addition, the District has the right to issue certain other additional bonds, special project bonds, and other obligations described in the Bond Order.

### **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 District which is recovered by the District from the bond owner as a voidable preference under applicable bankruptcy law is covered by the insurance policy, however, such payments will be made by the insurer of the Policy (the "Insurer") at such time and in such amounts as would have been due absent such prepayment by the District unless the 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 Insurer without appropriate consent. The Insurer may direct and must consent to any remedies and the Insurer's consent may be required in connection with amendments to any applicable bond documents.

In the event the 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 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 Insurer and its claims paying ability. The 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 Insurer and of the ratings on the Bonds insured by the 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" and "RATINGS."

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

Neither the District or the Initial Purchaser has made independent investigation into the claims paying ability of the Insurer and no assurance or representation regarding the financial strength or projected financial

strength of the Insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal of and interest on the Bonds and the claims paying ability of the Insurer, particularly over the life of the investment. See "MUNICIPAL BOND INSURANCE" and "RATINGS" for further information provided by the Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Insurer.

### **Production of Net Revenues**

The Net Revenues, if any, to be derived from the operation of the System are entirely dependent upon sales of water and sewer services to current and future residents and users of the System and related operating expenses. The District does not expect that the operation of the System will produce Net Revenues sufficient to make a significant contribution, if any, to the District's debt service requirements. An audit of the District's accounts for the fiscal year ended July 31, 2020, is included as "APPENDIX A" to this Official Statement. See "THE SYSTEM – Historical Operations of the System."

### **Marketability of the Bonds**

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

### **Dependence on the Oil and Gas Industry**

Recently, unprecedented volatility in the oil and gas industry due to the unused supply of oil as a result of COVID-19 stay-at-home orders and other mitigation efforts resulted in historic low prices in a key segment of the nation's oil trading. Adverse developments in economic conditions, particularly in the oil and gas industry, could adversely impact the businesses of taxpayers and the property values in the District, resulting in less local tax revenue. See "INVESTMENT CONSIDERATIONS – Infectious Disease Outbreak – COVID-19." The State of Texas may be particularly at risk from any global slowdown in the oil and gas industry, given the prevalence of international trade in the State of Texas and the risk of contraction in the oil and gas industry and spillover effects into other industries. Should oil prices remain depressed over a long period of time or other adverse developments in economic conditions were to occur, particularly in the oil and gas industry, these businesses could be adversely impacted.

### **Continuing Compliance with Certain Covenants**

Failure of the District to comply with certain covenants contained in the Bond Order on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "TAX EXEMPTION."

### **Approval of the Bonds**

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas, however, does not pass upon or guarantee the safety of the Bonds as an investment or the adequacy or accuracy of the information contained in this Official Statement.

### **2021 Legislation**

The Texas Legislature recently closed session for its 87th Regular Session (the "Regular Session"). The Governor may call one or more additional special sessions following the Regular Session. During this time, the Texas Legislature may enact laws that materially change taxing procedures or statutory authority related thereto. The District can make no representation regarding the actions the Texas Legislature may take.

### **Proposed Legislation**

From time to time, there are Presidential proposals, proposals of various federal committees, and legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the marketability or market value of the Bonds or otherwise prevent holders of the Bonds from realizing the full benefit of the tax exemption of interest on the Bonds.

Further, such proposals may impact the marketability or market value of the Bonds simply by being proposed. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value, marketability or tax status of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds would be impacted thereby.

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

## **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 the Net Revenues, if any, from the System, and based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds and the approving legal opinion of Bond Counsel, to a like effect, and to the effect that interest on the Bonds is excludable from gross income for federal income tax purposes under existing law, and interest on the Bonds is not subject to the federal alternative minimum tax.

Bond Counsel has reviewed the information appearing in this Official Statement under the captions "THE DISTRICT - General," "THE BONDS (except under the subheading "Registered Owner's Remedies)," "TAXING PROCEDURES," "LEGAL MATTERS - Legal Proceedings," "TAX MATTERS", and "CONTINUING DISCLOSURE OF INFORMATION" (except under the subheading "Compliance with Prior Undertakings") solely to determine 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.

The legal fees paid to Bond Counsel and Disclosure 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.

### **No-Litigation Certificate**

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

### **No Material Adverse Change**

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

### Tax Matters

In the opinion of Sanford Kuhl Hagan Kugle Parker Kahn LLP, Houston, Texas, Bond Counsel (“Bond Counsel”), based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Code. Bond Counsel is of the further opinion that interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. The District has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Bonds will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Bonds. The opinion of Bond Counsel assumes the accuracy of these representations and compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Bond Counsel’s attention after the date of issuance of the Bonds may adversely affect the value of, or the tax status of interest on, the Bonds. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with any such actions, events or matters.

Although Bond Counsel is of the opinion that interest on the Bonds is excludable from gross income for federal income tax purposes, the ownership or disposition of, or the accrual or receipt of amounts treated as interest on, the Bonds may otherwise affect a Beneficial Owner’s federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the Beneficial Owner or the Beneficial Owner’s other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Bonds to be subject, directly or indirectly, in whole or in part, to federal income taxation or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislature proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel is expected to express no opinion.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel’s judgment as to the proper treatment of the Bonds for federal income tax purposes. It is not binding on the Internal Revenue Service (“IRS”) or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the District or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS. The District has covenanted, however, to comply with the requirements of the Code.

Bond Counsel’s engagement with respect to the Bonds ends with the issuance of the Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the District or Beneficial Owners regarding the tax-exempt status of the Bonds in the event of an audit examination by the IRS. Under current procedures, parties other than the District and its appointed counsel, including the Beneficial Owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the District legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the Bonds for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Bonds, and may cause the District or Beneficial Owners to incur significant expense.

## QUALIFIED TAX-EXEMPT OBLIGATIONS

The District has designated the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3)(B) of the Code and will represent that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2021 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 2021.

Pursuant to Section 265(b)(3), a qualifying financial institution may be allowed a deduction from its own federal corporate income tax for the portion of interest expense the financial institution is able to allocate to designated bank-qualified investments. Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

The discussion contained herein may not be exhaustive. Investors, including those who are subject to special provisions of the Code, should consult their own tax advisors as to the tax treatment which may be anticipated to result from the purchase, ownership, and disposition of tax-exempt obligations before determining whether to purchase the Bonds.

## CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has made 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 the Municipal Securities Rulemaking Board (the “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 the MSRB.

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 heading “DISTRICT DEBT,” “TAX DATA,” and “APPENDIX A – FINANCIAL STATEMENTS OF THE DISTRICT.” The District will update and provide this information to EMMA within six months after the end of each of its fiscal years ending in or after 2021.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the “Rule”). The updated information will include audited financial statements, if the District commissions an audit and the audit is timely completed. If not timely completed, 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 on such statements becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in the Bond Order or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The District’s current fiscal year end is July 31. Accordingly, it must provide updated information by January 31 in each year, unless it changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB through EMMA.

### Event Notices

The District will provide timely notices of certain specified events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of Beneficial Owners, 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; (13) consummation of a merger, consolidation, or acquisition involving the District, the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, or 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, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District, any of which affect bondholders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties. The term “financial obligation” when used in this paragraph shall have the meaning ascribed to it under federal securities laws including meaning a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term “financial obligation” does not include municipal securities for which an official statement has been provided to the MSRB consistent with 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 Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

#### **Availability of Information**

The District has agreed to provide the foregoing notices to the MSRB. The District is required to file its continuing disclosure information using EMMA, which is the format currently prescribed by the MSRB and has been established by the MSRB to make such continuing disclosure information available to investors free of charge. Investors may access continuing disclosure information filed with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org).

#### **Limitations and Amendments**

The District has agreed to update information and to provide notices of 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 covenants, or from any statement made pursuant to its covenants, although holders of the Bonds may seek a writ of mandamus to compel the District to comply with its covenants.

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 last 5 years, the District has complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule.

## **SOURCES OF INFORMATION**

### **General**

The information contained in this Official Statement has been obtained primarily from the District's records, the Engineer, the principal landowners, the Tax Assessor/Collector, the Appraisal District 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, orders 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**

Bond Counsel has reviewed the information appearing in this Official Statement under the captions "THE BONDS," "TAXING PROCEDURES," "THE DISTRICT – General," "LEGAL MATTERS – Legal Opinions," and "CONTINUING DISCLOSURE OF INFORMATION." Bond Counsel has reviewed the information under the aforementioned sections solely to determine whether such information fairly summarizes the law or documents referred to in such sections. Bond Counsel has not independently verified other factual information contained in this Official Statement nor 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 the limited participation of such firm as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

The information contained in this Official Statement relating to engineering and to the description of the System generally and, in particular, the engineering information included in the sections captioned "THE DISTRICT" and "THE SYSTEM – Description of the System" has been provided by the Engineer and has been included herein in reliance upon the District of said firm as experts in the field of civil engineering.

The information contained in this Official Statement relating to assessed valuations of property generally and, in particular, that information concerning valuations, analysis of the tax base and percentages of tax collections contained in the sections captioned "TAX DATA" has been provided by the Appraisal District and the District's Tax Assessor/Collector, and has been included in reliance upon the District of such parties as experts in the field of tax assessing and collecting.

### **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 notifies 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.

### **Certification as to Official Statement**

The District, acting by and through its Board of Directors 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, 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.

**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 Water Control & Improvement District No. 110 as of the date shown on the cover of this Official Statement.

/s/ James Williams  
President, Board of Directors  
Harris County Water Control & Improvement District No. 110

ATTEST:

/s/ Vanessa Sommer  
Secretary, Board of Directors  
Harris County Water Control & Improvement District No. 110



**APPENDIX A**  
**Financial Statements of the District**

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110**

**HARRIS COUNTY, TEXAS**

**ANNUAL FINANCIAL REPORT**

**JULY 31, 2020**

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110**

**HARRIS COUNTY, TEXAS**

**ANNUAL FINANCIAL REPORT**

**JULY 31, 2020**

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**INDEPENDENT AUDITOR'S REPORT**

Board of Directors  
Harris County Water Control  
and Improvement District No. 110  
Harris County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Harris County Water Control and Improvement District No. 110 (the "District"), as of and for the year ended July 31, 2020, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Board of Directors  
Harris County Water Control and  
Improvement District No. 110

## **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of July 31, 2020, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Matters**

### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

### *Other Information*

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



McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

November 11, 2020

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2020**

Management’s discussion and analysis of Harris County Water Control and Improvement District No. 110’s (the “District”) financial performance provides an overview of the District’s financial activities for the fiscal year ended July 31, 2020. Please read it in conjunction with the District’s financial statements.

**USING THIS ANNUAL REPORT**

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

**GOVERNMENT-WIDE FINANCIAL STATEMENTS**

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

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

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

**FUND FINANCIAL STATEMENTS**

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2020**

**FUND FINANCIAL STATEMENTS** (Continued)

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

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

**NOTES TO THE FINANCIAL STATEMENTS**

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

**OTHER INFORMATION**

In addition to the financial statements and accompanying notes, this report also presents certain required supplementary information (“RSI”). A budgetary comparison schedule is included as RSI for the General Fund.

**GOVERNMENT-WIDE FINANCIAL ANALYSIS**

Net position may serve over time as a useful indicator of the District’s financial position. In the case of the District, assets and deferred outflows or resources exceeded liabilities by \$21,265,800 as of July 31, 2020. A portion of the District’s net position reflects its net investment in capital assets (land, buildings, equipment as well as water, wastewater, recreational and detention facilities, less any debt used to acquire those assets that is still outstanding).

The following summary of changes in the Statement of Net Position is presented as of July 31, 2020 and July 31, 2019.



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2020**

**GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)**

	Summary of Changes in the Statement of Net Position		
	2020	2019	Change Positive (Negative)
Current and Other Assets	\$ 13,418,475	\$ 12,544,399	\$ 874,076
Capital Assets (Net of Accumulated Depreciation)	24,922,021	25,035,618	(113,597)
Total Assets	<u>\$ 38,340,496</u>	<u>\$ 37,580,017</u>	<u>\$ 760,479</u>
Deferred Outflows of Resources	\$ 544,762	\$ 853,055	\$ (308,293)
Bonds Payable	\$ 16,138,492	\$ 16,922,488	\$ 783,996
Other Liabilities	1,480,966	1,405,705	(75,261)
Total Liabilities	<u>\$ 17,619,458</u>	<u>\$ 18,328,193</u>	<u>\$ 708,735</u>
Net Investment in Capital Assets	\$ 9,328,291	\$ 8,966,185	\$ 362,106
Restricted	3,296,271	2,452,573	843,698
Unrestricted	8,641,238	8,686,121	(44,883)
Total Net Position	<u>\$ 21,265,800</u>	<u>\$ 20,104,879</u>	<u>\$ 1,160,921</u>

The following table provides a summary of the District's operations for the years ended July 31, 2020, and July 31, 2019.

	Summary of Changes in the Statement of Activities		
	2020	2019	Change Positive (Negative)
Revenues:			
Property Taxes	\$ 3,386,469	\$ 3,400,078	\$ (13,609)
Sales Tax Revenues	1,352,857	1,444,437	(91,580)
Charges for Services	3,932,987	3,958,318	(25,331)
Other Revenues	449,090	1,071,585	(622,495)
Total Revenues	<u>\$ 9,121,403</u>	<u>\$ 9,874,418</u>	<u>\$ (753,015)</u>
Expenses for Services	7,960,482	7,990,853	30,371
Change in Net Position	\$ 1,160,921	\$ 1,883,565	\$ (722,644)
Net Position, Beginning of Year	20,104,879	18,221,314	1,883,565
Net Position, End of Year	<u>\$ 21,265,800</u>	<u>\$ 20,104,879</u>	<u>\$ 1,160,921</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2020**

**FINANCIAL ANALYSIS OF THE DISTRICT’S GOVERNMENTAL FUNDS**

The District’s combined fund balances as of July 31, 2020, were \$8,416,166, an increase of \$996,670 from the prior year.

The General Fund fund balance increased by \$120,035, primarily due to service, sales tax and property tax revenues exceeding operating and capital expenditures

The Debt Service Fund fund balance increased by \$876,635, primarily due to the structure of the District’s outstanding debt and the effect of the issuance of the Series 2020 Refunding Bonds.

**GENERAL FUND BUDGETARY HIGHLIGHTS**

The Board of Directors did not amend the budget during the current fiscal year. Actual revenues were \$352,027 less than budgeted revenues primarily due to lower than anticipated services revenues and sales tax revenues. Actual expenditures were \$50,606 less than budgeted expenditures. See the budget to actual comparison for more detail.

**CAPITAL ASSETS**

Capital assets as of July 31, 2020, total \$24,922,021 (net of accumulated depreciation) and include the park and recreational facilities, land, buildings, equipment, water and wastewater facilities and detention pond. Current year activity included construction and acquisition of equipment as well as rehabilitation and additions to existing facilities.

Capital Assets At Year-End, Net of Accumulated Depreciation			
	2020	2019	Change Positive (Negative)
Capital Assets Not Being Depreciated:			
Land and Land Improvements	\$ 7,147,335	\$ 7,147,335	\$
Construction in Progress	150,152	3,479,318	(3,329,166)
Capital Assets, Net of Accumulated Depreciation:			
Buildings and Equipment	2,275,246	2,379,822	(104,576)
Water and Wastewater Facilities	10,591,614	11,127,106	(535,492)
Detention Facilities	3,681,182		3,681,182
Recreational Facilities	1,076,492	902,037	174,455
Total Net Capital Assets	\$ 24,922,021	\$ 25,035,618	\$ (113,597)

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2020**

**LONG-TERM DEBT ACTIVITY**

As of July 31, 2020, the District had total bond debt payable of \$15,835,000. The changes in the debt position of the District during the fiscal year ended July 31, 2020, are summarized as follows:

Bond Debt Payable, August 1, 2019	\$ 16,275,000
Add: Refunding Bond Sale	7,275,000
Less: Bond Principal Paid/Refunded	<u>7,715,000</u>
Bond Debt Payable, July 31, 2020	<u>\$ 15,835,000</u>

The District carries underlying ratings of “A” or “A1”. The Series 2010A Refunding, Series 2012 Refunding, and 2013 Refunding Bonds carry insured ratings of “AA” by virtue of bond insurance issued by Assured Guaranty Municipal Corp. The Series 2019 and Series 2020 Refunding Bonds carry insured ratings of “AA” by virtue of bond insurance issued by Build America Mutual Assurance Company. The above ratings reflect all rating changes, if any, during the fiscal year ending July 31, 2020.

**CONTACTING THE DISTRICT’S MANAGEMENT**

This financial report is designed to provide a general overview of the District’s finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Harris County Water Control and Improvement District No. 110, c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP, 1980 Post Oak Blvd., Suite 1380, Houston, Texas 77056.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
STATEMENT OF NET POSITION AND  
GOVERNMENTAL FUNDS BALANCE SHEET  
JULY 31, 2020**

	General Fund	Debt Service Fund
<b>ASSETS</b>		
Cash	\$ 599,940	\$ 130,530
Investments	5,006,529	3,203,339
Receivables:		
Property Taxes	40,773	76,712
Penalty and Interest on Delinquent Taxes		
Service Accounts	304,835	
Accrued Interest	13,366	514
Other		
Due from Other Funds	3,537	5,955
Prepaid Costs	125,610	
Due from City of Houston	359,710	
Joint Facilities Operating Advance	20,159	
Water Authority Capital Contribution		
Chloramine Conversion Receivable		
Land		
Construction in Progress		
Capital Assets (Net of Accumulated Depreciation)		
<b>TOTAL ASSETS</b>	<b>\$ 6,474,459</b>	<b>\$ 3,417,050</b>
<b>DEFERRED OUTFLOWS OF RESOURCES</b>		
Deferred Charges on Refunding Bonds	\$ - 0 -	\$ - 0 -
<b>TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES</b>	<b>\$ 6,474,459</b>	<b>\$ 3,417,050</b>

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

<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
\$ 730,470	\$	\$ 730,470
8,209,868		8,209,868
117,485		117,485
	57,873	57,873
304,835		304,835
13,880		13,880
	580,655	580,655
9,492	(9,492)	
125,610		125,610
359,710		359,710
20,159		20,159
	2,538,270	2,538,270
	359,660	359,660
	7,147,335	7,147,335
	150,152	150,152
	<u>17,624,534</u>	<u>17,624,534</u>
<u>\$ 9,891,509</u>	<u>\$ 28,448,987</u>	<u>\$ 38,340,496</u>
<u>\$ - 0 -</u>	<u>\$ 544,762</u>	<u>\$ 544,762</u>
<u>\$ 9,891,509</u>	<u>\$ 28,993,749</u>	<u>\$ 38,885,258</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
STATEMENT OF NET POSITION AND  
GOVERNMENTAL FUNDS BALANCE SHEET  
JULY 31, 2020**

	General Fund	Debt Service Fund
<b>LIABILITIES</b>		
Accounts Payable	\$ 582,875	\$ 35,086
Accrued Interest Payable		
Due to Other Funds	5,955	3,537
Security Deposits	722,976	
Accrued Interest at Time of Sale		7,429
Long-Term Liabilities:		
Bonds Payable, Due Within One Year		
Bonds Payable, Due After One Year		
<b>TOTAL LIABILITIES</b>	<b>\$ 1,311,806</b>	<b>\$ 46,052</b>
<b>DEFERRED INFLOWS OF RESOURCES</b>		
Property Taxes	\$ 40,773	\$ 76,712
<b>FUND BALANCES</b>		
Nonspendable:		
Prepaid Costs	\$ 125,610	\$
Operating Advance	20,159	
Restricted for Debt Service		3,294,286
Unassigned	4,976,111	
<b>TOTAL FUND BALANCES</b>	<b>\$ 5,121,880</b>	<b>\$ 3,294,286</b>
<b>TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>	<b>\$ 6,474,459</b>	<b>\$ 3,417,050</b>
<b>NET POSITION</b>		
Net Investment in Capital Assets		
Restricted for Debt Service		
Unrestricted		
<b>TOTAL NET POSITION</b>		

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

<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
\$ 617,961	\$	\$ 617,961
	140,029	140,029
9,492	(9,492)	
722,976		722,976
7,429	(7,429)	
	1,375,000	1,375,000
	<u>14,763,492</u>	<u>14,763,492</u>
<u>\$ 1,357,858</u>	<u>\$ 16,261,600</u>	<u>\$ 17,619,458</u>
<u>\$ 117,485</u>	<u>\$ (117,485)</u>	<u>\$ - 0 -</u>
\$ 125,610	\$ (125,610)	\$
20,159	(20,159)	
3,294,286	(3,294,286)	
<u>4,976,111</u>	<u>(4,976,111)</u>	
<u>\$ 8,416,166</u>	<u>\$ (8,416,166)</u>	<u>\$ - 0 -</u>
<u>\$ 9,891,509</u>		
	\$ 9,328,291	\$ 9,328,291
	3,296,271	3,296,271
	<u>8,641,238</u>	<u>8,641,238</u>
	<u>\$ 21,265,800</u>	<u>\$ 21,265,800</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET  
TO THE STATEMENT OF NET POSITION  
JULY 31, 2020**

Total Fund Balances - Governmental Funds \$ 8,416,166

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

Long-term receivables from the North Harris County Regional Water Authority are not current financial resources and, therefore, are not reported as assets in the governmental funds. 3,478,585

The difference between the net carrying amount of the refunded bonds and the reacquisition price is recorded as a deferred outflow of resources in the governmental activities and systematically charged to interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter. 544,762

Capital assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds. 24,922,021

Deferred inflows of resources related to property tax revenues and penalty and interest receivable on delinquent taxes for the 2019 and prior tax levies became part of recognized revenue in the governmental activities of the District. 175,358

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

Accrued Interest Payable	\$ (132,600)	
Bonds Payable	<u>(16,138,492)</u>	<u>(16,271,092)</u>
Total Net Position - Governmental Activities		<u>\$ 21,265,800</u>

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



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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES  
FOR THE YEAR ENDED JULY 31, 2020**

	<u>General Fund</u>	<u>Debt Service Fund</u>
<b>REVENUES</b>		
Property Taxes	\$ 1,326,975	\$ 2,127,778
Water Service	820,198	
Wastewater Service	1,068,387	
Water Authority Fees	1,590,020	
Recreational Services	130,331	
Detention Pond Maintenance	102,661	
Sales Tax Revenues	1,352,857	
Penalty and Interest	34,463	91,885
Tap Connection and Inspection Fees	116,295	
Storm Related Revenues	100,379	
Investment and Miscellaneous Revenues	157,908	27,960
Water Authority Credits	251,455	
<b>TOTAL REVENUES</b>	<u>\$ 7,051,929</u>	<u>\$ 2,247,623</u>
<b>EXPENDITURES/EXPENSES</b>		
Service Operations:		
Professional Fees	\$ 306,491	\$ 15,079
Contracted Services	1,447,498	66,532
Purchased Wastewater Service	86,783	
Parks and Recreation	1,020,746	
Utilities	261,890	
Water Authority Assessment	1,670,286	
Repairs and Maintenance	636,617	
Depreciation		
Other	644,418	9,363
Capital Outlay	857,165	
Debt Service:		
Payment to Refunding Bond Escrow Agent		95,000
Bond Issuance Costs		314,161
Bond Principal		685,000
Bond Interest		496,478
<b>TOTAL EXPENDITURES/EXPENSES</b>	<u>\$ 6,931,894</u>	<u>\$ 1,681,613</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES/EXPENSES</b>	<u>\$ 120,035</u>	<u>\$ 566,010</u>

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

<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
\$ 3,454,753	\$ (68,284)	\$ 3,386,469
820,198		820,198
1,068,387		1,068,387
1,590,020		1,590,020
130,331		130,331
102,661		102,661
1,352,857		1,352,857
126,348	(21,253)	105,095
116,295		116,295
100,379		100,379
185,868		185,868
251,455	(88,612)	162,843
<u>\$ 9,299,552</u>	<u>\$ (178,149)</u>	<u>\$ 9,121,403</u>
\$ 321,570	\$	\$ 321,570
1,514,030		1,514,030
86,783		86,783
1,020,746		1,020,746
261,890		261,890
1,670,286		1,670,286
636,617		636,617
	970,763	970,763
653,781		653,781
857,165	(857,165)	
	(95,000)	
95,000		
314,161		314,161
685,000	(685,000)	
496,478	13,377	509,855
<u>\$ 8,613,507</u>	<u>\$ (653,025)</u>	<u>\$ 7,960,482</u>
<u>\$ 686,045</u>	<u>\$ 474,876</u>	<u>\$ 1,160,921</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES  
FOR THE YEAR ENDED JULY 31, 2020**

	General Fund	Debt Service Fund
<b>OTHER FINANCING SOURCES (USES)</b>		
Proceeds from Issuance of Long-Term Debt	\$	\$ 7,275,000
Bond Premiums		106,755
Payment to Refunding Bond Escrow Agent		(7,071,130)
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	\$ -0-	\$ 310,625
<b>NET CHANGE IN FUND BALANCES</b>	\$ 120,035	\$ 876,635
<b>CHANGE IN NET POSITION</b>		
<b>FUND BALANCES/NET POSITION - AUGUST 1, 2019</b>	5,001,845	2,417,651
<b>FUND BALANCES/NET POSITION - JULY 31, 2020</b>	\$ 5,121,880	\$ 3,294,286

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

<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
\$ 7,275,000	\$ (7,275,000)	\$
106,755	(106,755)	
<u>(7,071,130)</u>	<u>7,071,130</u>	<u>                    </u>
\$ 310,625	\$ (310,625)	\$ -0-
\$ 996,670	\$ (996,670)	\$
	1,160,921	1,160,921
<u>7,419,496</u>	<u>12,685,383</u>	<u>20,104,879</u>
<u>\$ 8,416,166</u>	<u>\$ 12,849,634</u>	<u>\$ 21,265,800</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES  
TO THE STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED JULY 31, 2020**

Net Change in Fund Balances - Governmental Funds	\$	996,670
Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report tax revenues when collected. However, in the Statement of Activities, revenue is recorded in the accounting period for which the taxes are levied.		(68,284)
Governmental funds report penalty and interest revenue on property taxes when collected. However, in the Statement of Activities, revenue is recorded when penalties and interest are assessed.		(21,253)
The principal portion of payments received from the North Harris County Regional Water Authority for chloramine conversion costs and capital contribution credits reduce long-term receivables in the Statement of Net Position.		(88,612)
Governmental funds do not account for depreciation. However, in the Statement of Net Position, capital assets are depreciated and depreciation expense is recorded in the Statement of Activities.		(970,763)
Governmental funds report capital expenditures as expenditures in the period purchased. However, in the Statement of Net Position, capital assets are increased by new purchases and the Statement of Activities is not affected.		857,165
Governmental funds report bond premiums as other financing sources. However, in the Statement of Net Position, bond premiums are amortized over the life of the bonds and the current year amortized portion is recorded in the Statement of Activities.		(106,755)
Governmental funds report bond principal payments as expenditures. However, in the Statement of Net Position, bond principal payments are reported as decreases in long-term liabilities.		685,000
Governmental funds report interest expenditures on long-term debt as expenditures in the year paid. However, in the Statement of Net Position, interest is accrued on the long-term debt through fiscal year-end.		(13,377)
Governmental funds report bond proceeds as other financing sources. Issued bonds increase long-term liabilities in the Statement of Net Position.		(7,275,000)
Governmental funds report the payment to the refunded bond escrow agent from bond proceeds as an other financing use and as an expenditure when paid from District funds. The refunding of outstanding bonds decreases long-term liabilities in the Statement of Net Position.		7,166,130
Change in Net Position - Governmental Activities	\$	<u>1,160,921</u>

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 1. CREATION OF DISTRICT**

The District was created by an order of the Texas Water Rights Commission, now known as the Texas Commission on Environmental Quality (the “Commission”), effective May 9, 1968, in accordance with the Texas Water Code, Chapter 54. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code and is subject to the continuing supervision of the Commission. The principal functions of the District are to finance, construct, own and operate waterworks, wastewater and drainage facilities and to provide such facilities and services to the customers of the District.

The District is governed by a Board of Directors consisting of five individuals who are residents or owners of property within the District and are elected by voters within the District. The Board of Directors sets the policies of the District.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

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

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

The District participates in a joint venture for the operation of a wastewater treatment plant (the “Plant”). Oversight responsibility of the Plant is with Harris County Municipal Utility District No. 249. Additional disclosure concerning this agreement is provided in Note 12.

Financial Statement Presentation

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Financial Statement Presentation (Continued)

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

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

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

Government-Wide Financial Statements

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

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

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



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fund Financial Statements

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

Governmental Funds

The District has two governmental funds and both are considered to be major funds.

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

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

Basis of Accounting

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

Property taxes considered available by the District and included in revenue include taxes collected during the year and taxes collected after year-end, which were considered available to defray the expenditures of the current year. Deferred inflows of resources related to property tax revenues are those taxes which the District does not reasonably expect to be collected soon enough in the subsequent period to finance current expenditures.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Funds Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis. As of July 31, 2020, the General Fund owed the Debt Service Fund \$5,955 for the over transfer of maintenance tax collections and the Debt Service Fund owed the General Fund \$3,537 for costs paid related to the issuance of the Series 2020 refunding bonds

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Accounting Estimates

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

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the government-wide Statement of Net Position. All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their fair market value on the date donated. Repairs and maintenance are recorded as expenditures in the governmental fund incurred and as an expense in the government-wide Statement of Activities. Capital asset additions, improvements and preservation costs that extend the life of an asset are capitalized and depreciated over the estimated useful life of the asset. Engineering fees and certain other costs are capitalized as part of the asset. Assets are capitalized, including infrastructure assets, if they have an original cost greater than \$5,000 and a useful life over two years. Depreciation is calculated on each class of depreciable property using the straight-line method of depreciation. Estimated useful lives are as follows:

	Years
Buildings and Equipment	5-40
Water and Wastewater Facilities	20-50
Detention Facilities	45

Budgeting

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 original General Fund budget for the current year was not amended. The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – General Fund presents the original budget amounts compared to the actual amounts of revenues and expenditures for the current year.

Pensions

The District has ten full-time employees. The Internal Revenue Service has determined that the directors are considered to be employees for federal payroll tax purposes only. The District contributes to a 457(b) Plan for eligible employees.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Measurement Focus

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

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

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

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

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

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

*Unassigned*: all other spendable amounts in the General Fund.

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 3. LONG-TERM DEBT**

	Refunding Series 2010A	Refunding Series 2011	Refunding Series 2012
Amounts Outstanding – July 31, 2020	\$ 745,000	\$ 765,000	\$ 340,000
Interest Rates	4.00%	3.49%	3.00%
Maturity Dates – Serially Beginning/Ending	September 1, 2020	September 1, 2020/2022	September 1, 2020
Interest Payment Dates	September 1/ March 1	September 1/ March 1	September 1/ March 1
Callable Dates	September 1, 2018*	September 1, 2019*	September 1, 2019*
	Refunding Series 2013	Refunding Series 2019	Refunding Series 2020
Amounts Outstanding – July 31, 2020	\$ 345,000	\$ 6,365,000	\$ 7,275,000
Interest Rates	2.00% - 4.00%	2.00% - 4.00%	2.00% - 4.00%
Maturity Dates – Serially Beginning/Ending	September 1, 2020/2021	September 1, 2020/2028	September 1, 2021/2030
Interest Payment Dates	September 1/ March 1	September 1/ March 1	September 1/ March 1
Callable Dates	September 1, 2020*	September 1, 2025*	September 1, 2025*

\* In whole or from time to time in part on the callable date or any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption. Series 2019 Refunding term bonds due September 1, 2026 are subject to mandatory redemption beginning September 1, 2024. Series 2020 Refunding term bonds due September 1, 2028 are subject to mandatory redemption beginning September 1, 2027.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 3. LONG-TERM DEBT (Continued)**

The following is a summary of transactions regarding bonds payable for the year ended July 31, 2020:

	August 1, 2019	Additions	Retirements	July 31, 2020
Bonds Payable	\$ 16,275,000	\$ 7,275,000	\$ 7,715,000	\$ 15,835,000
Unamortized Premiums	647,488	106,755	450,751	303,492
Bonds Payable, Net	\$ 16,922,488	\$ 7,381,755	\$ 8,165,751	\$ 16,138,492
		Amount Due Within One Year		\$ 1,375,000
		Amount Due After One Year		14,763,492
		Bonds Payable, Net		\$ 16,138,492

As of July 31, 2020, the District had authorized but unissued bonds in the amount of \$16,585,000 for utility facilities and \$31,210,000 for refunding purposes. The bonds are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount and certain bonds are further payable by the net revenues, if any, of the District's waterworks and sanitary sewer facilities.

As of July 31, 2020, the debt service requirements on the bonds outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2021	\$ 1,375,000	\$ 374,994	\$ 1,749,994
2022	1,480,000	377,698	1,857,698
2023	1,550,000	329,349	1,879,349
2024	1,620,000	281,150	1,901,150
2025	755,000	245,775	1,000,775
2026-2030	7,105,000	724,550	7,829,550
2031	1,950,000	19,500	1,969,500
	\$ 15,835,000	\$ 2,353,016	\$ 18,188,016

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 3. LONG-TERM DEBT (Continued)**

During the year ended July 31, 2020, the District levied an ad valorem debt service tax rate of \$0.24 per \$100 of assessed valuation, which resulted in a tax levy of \$2,133,558 on the adjusted taxable valuation of \$888,982,415 for the 2019 tax year. The bond orders require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes. See Note 7 for the maintenance tax levy.

All property values and exempt status, if any, are determined by the 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.

**NOTE 4. SIGNIFICANT BOND ORDER AND LEGAL REQUIREMENTS**

The District has covenanted that it will take all necessary steps to comply with the requirement that rebatable arbitrage earnings on the investment of the gross proceeds of the bonds, within the meaning of section 148(f) of the Internal Revenue Code, be rebated to the federal government. The minimum requirement for determination of the rebatable amount is on the five-year anniversary of the issue.

The bond orders state that the District is required by the Securities and Exchange Commission to provide continuing disclosure of certain general financial information and operating data to certain information repositories. This information, along with the audited annual financial statements, is to be provided within six months after the end of each fiscal year and shall continue to be provided through the life of the bonds.

**NOTE 5. DEPOSITS AND INVESTMENTS**

Deposits

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 5. DEPOSITS AND INVESTMENTS (Continued)**

Deposits (Continued)

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the District's deposits was \$3,319,139 and the bank balance was \$3,369,644. The District was not exposed to custodial credit risk at year-end. The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at July 31, 2020, as listed below:

	<u>Cash</u>	<u>Certificates of Deposit</u>	<u>Total</u>
GENERAL FUND	\$ 599,940	\$ 2,127,285	\$ 2,727,225
DEBT SERVICE FUND	<u>130,530</u>	<u>461,384</u>	<u>591,914</u>
TOTAL DEPOSITS	<u>\$ 730,470</u>	<u>\$ 2,588,669</u>	<u>\$ 3,319,139</u>

Investments

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

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

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 5. DEPOSITS AND INVESTMENTS (Continued)**

Investments (Continued)

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

The District invests in the Texas Short Term Asset Reserve Program (“TexSTAR”), an external public funds investment pool that is not SEC-registered. J. P. Morgan Investment Management Inc. provides investment management and Hilltop Securities Inc., provides participant services and marketing under an agreement with the TexSTAR Board of Directors. Custodial, fund accounting and depository services are provided by JPMorgan Chase Bank, N.A. and/or its subsidiary J.P. Morgan Investors Services Co. Investments held by TexSTAR are marked to market daily. The investments are considered to be Level I investments because their fair value is measured by quoted prices in active markets. The fair value of the District’s position in the pool is the same as the value of the pool shares. There are no limitations or restrictions on withdrawals from TexSTAR.

Certificates of deposit are recorded at acquisition cost. As of July 31, 2020, the District had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities of Less Than 1 Year
<u>GENERAL FUND</u>		
TexPool	\$ 2,616,128	\$ 2,616,128
TexSTAR	263,116	263,116
Certificates of Deposit	2,127,285	2,127,285
<u>DEBT SERVICE FUND</u>		
TexPool	2,739,009	2,739,009
TexSTAR	2,946	2,946
Certificates of Deposit	461,384	461,384
<b>TOTAL INVESTMENTS</b>	<u><u>\$ 8,209,868</u></u>	<u><u>\$ 8,209,868</u></u>

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At July 31, 2020, the District’s investments in TexPool and TexSTAR were rated AAAM by Standard and Poor’s. The District also manages credit risk by investing in certificates of deposit with balances below FDIC coverage.



**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 5. DEPOSITS AND INVESTMENTS (Continued)**

Investments (Continued)

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investments in TexPool and TexSTAR to have maturities of less than one year since share positions can usually be redeemed each day at the discretion of the District, unless there have been significant changes in values. The District also manages interest rate risk by investing in certificates of deposit with maturities of less than one year.

Restrictions

All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes.

**NOTE 6. CAPITAL ASSETS**

Capital asset activity for the year ended July 31, 2020 is as follows:

	August 1, 2019	Increases	Decreases	July 31, 2020
<b>Capital Assets Not Being Depreciated</b>				
Land and Land Improvements	\$ 7,147,335	\$	\$	\$ 7,147,335
Construction in Progress	<u>3,479,318</u>	<u>857,165</u>	<u>4,186,331</u>	<u>150,152</u>
<b>Total Capital Assets Not Being Depreciated</b>	<u>\$ 10,626,653</u>	<u>\$ 857,165</u>	<u>\$ 4,186,331</u>	<u>\$ 7,297,487</u>
<b>Capital Assets Subject to Depreciation</b>				
Buildings and Equipment	\$ 2,877,203	\$ 36,271	\$	\$ 2,913,474
Water and Wastewater Facilities	22,313,117	145,862		22,458,979
Detention Facilities		3,724,263		3,724,263
Recreational Facilities	<u>2,812,162</u>	<u>279,936</u>		<u>3,092,098</u>
<b>Total Capital Assets Subject to Depreciation</b>	<u>\$ 28,002,482</u>	<u>\$ 4,186,332</u>	<u>\$ - 0 -</u>	<u>\$ 32,188,814</u>
<b>Less Accumulated Depreciation</b>				
Buildings and Equipment	\$ 497,381	\$ 140,847	\$	\$ 638,228
Water and Wastewater Facilities	11,186,011	681,354		11,867,365
Detention Facilities		43,081		43,081
Recreational Facilities	<u>1,910,125</u>	<u>105,481</u>		<u>2,015,606</u>
<b>Total Accumulated Depreciation</b>	<u>\$ 13,593,517</u>	<u>\$ 970,763</u>	<u>\$ - 0 -</u>	<u>\$ 14,564,280</u>
<b>Total Depreciable Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ 14,408,965</u>	<u>\$ 3,215,569</u>	<u>\$ - 0 -</u>	<u>\$ 17,624,534</u>
<b>Total Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ 25,035,618</u>	<u>\$ 4,072,734</u>	<u>\$ 4,186,331</u>	<u>\$ 24,922,021</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 7. MAINTENANCE TAX**

At an election held on May 1, 1993, the voters of the District approved the levy and collection of a maintenance tax not to exceed \$0.15 per \$100 of assessed valuation of taxable property within the District. During the year ended July 31, 2020, the District levied an ad valorem maintenance tax rate of \$0.15 per \$100 of assessed valuation, which resulted in a tax levy of \$1,333,474 on the adjusted taxable valuation of \$888,982,415 for the 2019 tax year. This maintenance tax is to be used by the General Fund to pay the costs of operating the District's water and wastewater systems.

**NOTE 8. EMERGENCY WATER SUPPLY CONTRACTS**

On January 9, 1991, and as amended on September 13, 2000, and October 16, 2014, the District and Harris County Municipal Utility District No. 104 (District No. 104) entered into an agreement to provide for emergency water supply. The cost of the interconnect is the responsibility of each district. The charge for service to either district in effect per the most recent contract amendment is 200% of the supplying district's cost of producing water plus its pro-rata share of the well pumpage fee imposed by the North Harris County Regional Water Authority (the "Authority"). The term of the contract is 40 years.

On March 10, 1993, and as amended on August 9, 2000, the District and Harris County Water Control and Improvement District No. 99 ("District No. 99") entered into an agreement for emergency water supply. The cost of the interconnect was the responsibility of District No. 99. The charge for service to either district in effect per the most recent amendment to the contract is \$0.50 per 1,000 gallons of water plus its pro-rata share of the well pumpage fee imposed by the Authority. The term of the contract is 40 years.

On June 1, 1995, and as amended on April 10, 1996, October 22, 1997, and July 8, 1998, the District and Harris County Municipal Utility District No. 249 ("District No. 249") entered into an agreement to provide for emergency water supply. The cost of the interconnect is the responsibility of District No. 249. The charge for service to either district in effect per the most recent amendment to the contract is \$2.20 per 1,000 gallons of water. The term of the contract is 40 years.

**NOTE 9. RISK MANAGEMENT**

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, errors and omissions and natural disasters from which the District carries commercial insurance. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 10. NORTH HARRIS COUNTY REGIONAL WATER AUTHORITY**

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

The Authority charges a fee, based on the amount of water pumped from a well, to the owner of wells located within the boundaries of the Authority, unless exempted. This fee enables the Authority to fulfill its purpose and regulatory functions. The current fee is \$4.25 per 1,000 gallons of water pumped from each well. The District also purchases surface water from the Authority at a rate of \$4.70 per 1,000 gallons. The District paid the Authority \$1,670,286 during the current fiscal year.

Capital Contribution Contract

On July 9, 2008, the District executed a Capital Contribution Contract with the Authority. The District made a capital contribution for its share of the cost to complete Phase I of the 2010 Surface Water Distribution and Transmission System. During a prior fiscal year, the District contributed \$2,994,883 to the Authority in accordance with this agreement. The District began receiving capital contribution credits on its 3<sup>rd</sup> quarter 2009 Authority billing. Total credits received in the current fiscal year were \$220,560, of which \$79,824 was principal.

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2021	\$ 84,115	\$ 136,445	\$ 220,560
2022	88,637	131,923	220,560
2023	93,402	127,158	220,560
2024	98,422	122,138	220,560
2025	103,713	116,847	220,560
2026-2030	608,433	494,367	1,102,800
2031-2035	790,515	312,285	1,102,800
2036-2039	671,033	82,547	753,580
	<u>\$ 2,538,270</u>	<u>\$ 1,523,710</u>	<u>\$ 4,061,980</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 10. NORTH HARRIS COUNTY REGIONAL WATER AUTHORITY  
(Continued)**

Chloramine Conversion Reimbursement

The Authority required the District to convert its water system to chloramine disinfection for as long as it is connected to the Authority’s system. The District’s reimbursable conversion costs totaled \$425,259. The Authority calculated the reimbursement at 6% interest over a 30-year period. The District began receiving chloramine conversion credits on the March 2011 Authority billing. Total credits received in the current fiscal year were \$30,895, of which \$8,788 was principal. The following is a schedule of the remaining chloramine conversion credits to be received under the terms of the agreement.

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2021	\$ 9,315	\$ 21,580	\$ 30,895
2022	9,874	21,021	30,895
2023	10,466	20,429	30,895
2024	11,094	19,801	30,895
2025	11,760	19,135	30,895
2026-2030	70,270	84,205	154,475
2031-2035	94,037	60,438	154,475
2036-2040	125,842	28,633	154,475
2041	17,002	594	17,596
	<u>\$ 359,660</u>	<u>\$ 275,836</u>	<u>\$ 635,496</u>

On February 6, 2018, the District entered into an Alternative Water Use Incentive Agreement with the Authority. The District received approval from the Commission authorizing the reuse of Type 1 wastewater effluent from the District’s 1,000,000 gallons-per-day wastewater treatment plant to be used for makeup water in amenity ponds. Upon completion of the reclaimed water system, credits will be given on a monthly basis equal to \$0.75 per 1,000 gallons of metered alternative water use during the preceding month. Total credits are not to exceed the capital cost of the system equal to \$527,868 plus 10% (total of \$580,655). The District did not receive any credits in the current fiscal year.

**NOTE 11. STRATEGIC PARTNERSHIP AGREEMENT**

Effective April 8, 2003, the District entered into a Strategic Partnership Agreement with the City of Houston, Texas (the “City”). The agreement provides that in accordance with Subchapter F of Chapter 43 of the Local Government Code and Act, the City shall annex a tract of land defined as the “Tract” for the limited purposes of applying the City’s Planning, Zoning, Health, and Safety Ordinances within the Tract. The District will continue to develop, to own, and to operate and maintain its water, wastewater, and drainage systems.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 11. STRATEGIC PARTNERSHIP AGREEMENT (Continued)**

The City agrees that it will not annex the District for full purposes or commence any action to annex the District for full purposes during the term of this Agreement. The term of this Agreement is 30 years from the effective date of the agreement.

The City imposes a Sales and Use Tax within the boundaries of the Tract on the receipts from the sale and use at retail of taxable items at the rate of one percent (or the rate specified under future amendments to Chapter 321 of the Tax Code). The City pays the District one-half of all Sales and Use Tax revenues generated within 30 days of the City receiving the funds from the State Comptroller’s office. During the fiscal year ended July 31, 2020, the District received sales tax revenues of \$1,352,857 and recorded a receivable of \$359,710 for uncollected sales tax revenues.

**NOTE 12. WASTE DISPOSAL AGREEMENT**

Effective February 17, 2000, the District entered into a waste disposal agreement with District No. 249. The agreement has since been amended. Current plant capacity is 800,000 gallons-per-day, of which the District’s share is 216,000 gallons-per-day. District No. 249 manages and operates the joint facilities. The term of the agreement is 50 years. During the year ended July 31, 2020, the District incurred costs of \$86,783 for purchased sewer service. The District advanced \$20,159 for operations in a prior year.

The condensed audited financial information of the joint facilities as of and for the year ended December 31, 2019, as reflected in District No. 249’s financial statements, is as follows:

	Wastewater Treatment Plant
Total Assets	<u>\$ 120,816</u>
Total Liabilities	\$ 46,153
Total Fund Balance	<u>74,663</u>
Total Liabilities and Fund Balance	<u>\$ 120,816</u>
Total Revenues	\$ 329,608
Total Expenditures	<u>329,608</u>
Net Change in Fund Balance	\$ -0-
Other Financing Sources – Increase In Operating Reserve	7,171
Fund Balance, Beginning of Year	<u>67,492</u>
Fund Balance, End of Year	<u>\$ 74,663</u>

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
NOTES TO THE FINANCIAL STATEMENTS  
JULY 31, 2020**

**NOTE 13. RETIREMENT PLAN**

Effective April 10, 2019, the District adopted a 457(b) Plan for the benefit of eligible employees. Eligible employees can contribute up to five percent of their compensation. The District agrees to match and contribute the amount of the employee's contribution per payroll period. During the current fiscal year, eligible employees contributed \$10,791 and the District contributed \$10,791.

**NOTE 14. REFUNDING BOND SALE**

On June 16, 2020, the District closed on the sale of its \$7,275,000 Series 2020 Waterworks and Sewer System Combination Unlimited Tax and Revenue Refunding Bonds. Proceeds of the bonds were used to refund \$1,160,000 of the Series 2011 Refunding Bonds with interest rates of 3.49%, maturity dates of 2023-2026, and a redemption date of September 1, 2020, and to refund \$5,870,000 of the Series 2013 Refunding Bonds with interest rates of 4.00%, maturity dates of 2022-2030, and a redemption date of September 1, 2020. The refunding resulted in gross savings of \$599,669 and net present value savings of \$517,823.

**NOTE 15. ECONOMIC UNCERTAINTIES**

On March 11, 2020, the World Health Organization declared the COVID-19 virus a pandemic. As a result, economic uncertainties have arisen which could have an impact on the operations of the District. The District is carefully monitoring the situation and evaluating its options during this time. No adjustments have been made to these financial statements as a result of this uncertainty, as the potential financial impact of this pandemic is unknown at this time.

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110**

**REQUIRED SUPPLEMENTARY INFORMATION**

**JULY 31, 2020**

**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110  
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES  
IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND  
FOR THE YEAR ENDED JULY 31, 2020**

	Original and Final Budget	Actual	Variance Positive (Negative)
<b>REVENUES</b>			
Property Taxes	\$ 1,350,000	\$ 1,326,975	\$ (23,025)
Water Service	1,000,000	820,198	(179,802)
Wastewater Service	1,100,000	1,068,387	(31,613)
Water Authority Fees	1,600,000	1,590,020	(9,980)
Recreational Services	182,000	130,331	(51,669)
Detention Pond Maintenance	97,500	102,661	5,161
Sales Tax Revenues	1,500,000	1,352,857	(147,143)
Penalty and Interest	55,000	34,463	(20,537)
Tap Connection and Inspection Fees	147,000	116,295	(30,705)
Storm Related Revenues		100,379	100,379
Investment and Miscellaneous Revenues	121,000	157,908	36,908
Water Authority Credits	251,456	251,455	(1)
<b>TOTAL REVENUES</b>	<b>\$ 7,403,956</b>	<b>\$ 7,051,929</b>	<b>\$ (352,027)</b>
<b>EXPENDITURES</b>			
Service Operations:			
Professional Fees	\$ 310,000	\$ 306,491	\$ 3,509
Contracted Services	1,425,000	1,447,498	(22,498)
Purchased Wastewater Service	100,000	86,783	13,217
Parks and Recreation	1,003,000	1,020,746	(17,746)
Utilities	260,000	261,890	(1,890)
Water Authority Assessment	1,700,000	1,670,286	29,714
Repairs and Maintenance	580,000	636,617	(56,617)
Other	621,500	644,418	(22,918)
Capital Outlay	983,000	857,165	125,835
<b>TOTAL EXPENDITURES</b>	<b>\$ 6,982,500</b>	<b>\$ 6,931,894</b>	<b>\$ 50,606</b>
<b>NET CHANGE IN FUND BALANCE</b>	<b>\$ 421,456</b>	<b>\$ 120,035</b>	<b>\$ (301,421)</b>
<b>FUND BALANCE - AUGUST 1, 2019</b>	<b>5,001,845</b>	<b>5,001,845</b>	
<b>FUND BALANCE - JULY 31, 2020</b>	<b>\$ 5,423,301</b>	<b>\$ 5,121,880</b>	<b>\$ (301,421)</b>

See accompanying independent auditor's report.



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**HARRIS COUNTY WATER CONTROL AND  
IMPROVEMENT DISTRICT NO. 110**

**SUPPLEMENTARY INFORMATION – REQUIRED BY THE  
WATER DISTRICT FINANCIAL MANAGEMENT GUIDE**

**JULY 31, 2020**

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
SERVICES AND RATES  
FOR THE YEAR ENDED JULY 31, 2020**

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

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

**2. RETAIL SERVICE PROVIDERS**

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

Based on the rate order approved February 12, 2020.

	Minimum Charge	Minimum Usage	Flat Rate Y/N	Rate per 1,000 Gallons over Minimum Use	Usage Levels
WATER:	\$ 11.00	8,000	N	\$ 0.50 \$ 1.50 \$ 2.50 \$ 3.50	8,001 to 20,000 20,001 to 30,000 30,001 to 40,000 40,001 and up
WASTEWATER:	\$ 25.00		Y		

**SURCHARGE:**

Regional Water Authority Fees \$4.92 per 1,000 gallons used

District employs winter averaging for wastewater usage?

\_\_\_\_\_   X    
Yes                      No

Total monthly charges per 10,000 gallons usage: Water: \$12.00 Wastewater: \$25.00 Surcharge: \$49.20

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
SERVICES AND RATES  
FOR THE YEAR ENDED JULY 31, 2020**

**2. RETAIL SERVICE PROVIDERS (Continued)**

**b. WATER AND WASTEWATER RETAIL CONNECTIONS: (Unaudited)**

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFCs</u>
Unmetered			x 1.0	
≤¾"	<u>2,042</u>	<u>2,012</u>	x 1.0	<u>2,012</u>
1"	<u>252</u>	<u>252</u>	x 2.5	<u>630</u>
1½"	<u>25</u>	<u>23</u>	x 5.0	<u>115</u>
2"	<u>106</u>	<u>101</u>	x 8.0	<u>808</u>
3"	<u>2</u>	<u>1</u>	x 15.0	<u>15</u>
4"	<u>5</u>	<u>5</u>	x 25.0	<u>125</u>
6"	<u>21</u>	<u>21</u>	x 50.0	<u>1,050</u>
8"	<u>6</u>	<u>6</u>	x 80.0	<u>480</u>
10"			x 115.0	
Total Water Connections	<u><u>2,459</u></u>	<u><u>2,421</u></u>		<u><u>5,235</u></u>
Total Wastewater Connections	<u><u>2,324</u></u>	<u><u>2,292</u></u>	x 1.0	<u><u>2,292</u></u>

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

Gallons pumped into system:	110,643,000	Water Accountability Ratio: 91.4% (Gallons billed/Gallons pumped and purchased)
Gallons billed to customers:	363,641,000	
Gallons purchased:	287,206,000	From: North Harris County Regional Water Authority

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
SERVICES AND RATES  
FOR THE YEAR ENDED JULY 31, 2020**

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

Does the District have Debt Service standby fees? Yes \_\_\_ No X

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

**5. LOCATION OF DISTRICT:**

Is the District located entirely within one county?

Yes X No \_\_\_\_\_

County in which District is located:

Harris County, Texas

Is the District located within a city?

Entirely \_\_\_\_\_ Partly \_\_\_\_\_ Not at all X

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

Entirely X Partly \_\_\_\_\_ Not at all \_\_\_\_\_

ETJ in which District is located:

City of Houston, Texas.

Are Board Members appointed by an office outside the District?

Yes \_\_\_\_\_ No X

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
GENERAL FUND EXPENDITURES  
FOR THE YEAR ENDED JULY 31, 2020**

PROFESSIONAL FEES:	
Auditing	\$ 25,500
Engineering	113,977
Legal	<u>167,014</u>
TOTAL PROFESSIONAL FEES	<u>\$ 306,491</u>
PURCHASED WASTEWATER SERVICE	<u>\$ 86,783</u>
CONTRACTED SERVICES:	
Bookkeeping	\$ 41,390
Operations and Billing	182,304
Solid Waste Disposal	437,374
Security	<u>786,430</u>
TOTAL CONTRACTED SERVICES	<u>\$ 1,447,498</u>
UTILITIES	<u>\$ 261,890</u>
REPAIRS AND MAINTENANCE	<u>\$ 636,617</u>
ADMINISTRATIVE EXPENDITURES:	
Director Fees	\$ 25,800
Insurance	159,584
Office Supplies and Postage	50,893
Subsidence District, Consulting, Meetings, and Other	<u>87,036</u>
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 323,313</u>
CAPITAL OUTLAY	<u>\$ 857,165</u>
TAP CONNECTIONS	<u>\$ 44,250</u>
PARKS AND RECREATION	<u>\$ 1,020,746</u>
OTHER EXPENDITURES:	
Chemicals	\$ 48,132
Laboratory Fees	48,321
Permit Fees	14,882
Inspection and Reconnection Fees	20,580
Water Authority Assessment	1,670,286
Regulatory Assessment	9,471
Sludge Hauling	<u>135,469</u>
TOTAL OTHER EXPENDITURES	<u>\$ 1,947,141</u>
TOTAL EXPENDITURES	<u><u>\$ 6,931,894</u></u>

Number of persons employed by the District	<u>10</u>	Full-Time	<u>-0-</u>	Part-Time
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See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
INVESTMENTS  
JULY 31, 2020**

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
<b><u>GENERAL FUND</u></b>					
TexPool	XXXX0001	Varies	Daily	\$ 2,616,128	\$
TexSTAR	XXXX2220	Varies	Daily	263,116	
Certificate of Deposit	XXXX5801	2.2000%	01/10/21	240,000	2,937
Certificate of Deposit	XXXX0972	1.7000%	01/10/21	240,000	2,269
Certificate of Deposit	XXXX2365	1.6500%	02/06/21	517,870	4,120
Certificate of Deposit	XXXX3824	1.8000%	03/01/21	148,921	1,116
Certificate of Deposit	XXXX5582	1.7362%	03/17/21	240,000	1,547
Certificate of Deposit	XXXX1691	1.1000%	04/09/21	246,706	840
Certificate of Deposit	XXXX3880	0.8500%	06/10/21	247,182	294
Certificate of Deposit	XXXX2164	0.7500%	06/13/21	<u>246,606</u>	<u>243</u>
TOTAL GENERAL FUND				<u>\$ 5,006,529</u>	<u>\$ 13,366</u>
<b><u>DEBT SERVICE FUND</u></b>					
TexPool	XXXX0002	Varies	Daily	\$ 2,739,009	\$
TexSTAR	XXXX3000	Varies	Daily	2,946	
Certificate of Deposit	XXXX0406	1.2000%	06/14/21	214,331	331
Certificate of Deposit	XXXX3478	0.5510%	06/12/21	<u>247,053</u>	<u>183</u>
TOTAL DEBT SERVICE FUND				<u>\$ 3,203,339</u>	<u>\$ 514</u>
TOTAL				<u>\$ 8,209,868</u>	<u>\$ 13,880</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
TAXES LEVIED AND RECEIVABLE  
FOR THE YEAR ENDED JULY 31, 2020**

	Maintenance Taxes		Debt Service Taxes	
TAXES RECEIVABLE -				
AUGUST 1, 2019	\$	62,872	\$	122,897
Adjustments to Beginning				
Balance		<u>(28,598)</u>	\$	<u>34,274</u>
			<u>(51,965)</u>	\$
				70,932
Original 2019 Tax Levy	\$	1,306,752	\$	2,090,803
Adjustment to 2019 Tax Levy		<u>26,722</u>	<u>1,333,474</u>	<u>42,755</u>
				<u>2,133,558</u>
TOTAL TO BE				
ACCOUNTED FOR		\$	1,367,748	\$
				2,204,490
TAX COLLECTIONS:				
Prior Years	\$	5,291	\$	13,085
Current Year		<u>1,321,684</u>	<u>1,326,975</u>	<u>2,114,693</u>
				<u>2,127,778</u>
TAXES RECEIVABLE -				
JULY 31, 2020		<u>\$</u>	40,773	<u>\$</u>
				76,712
TAXES RECEIVABLE BY YEAR:				
2019	\$	11,790	\$	18,865
2018		4,840		8,067
2017		13,588		25,364
2016		1,643		3,067
2015		1,324		2,560
2014		814		1,683
2013		708		1,793
2012		614		1,597
2011		614		1,638
2010		614		1,638
2009 and Prior		<u>4,224</u>		<u>10,440</u>
TOTAL	\$	<u>40,773</u>	\$	<u>76,712</u>

See accompanying independent auditor's report.



**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
TAXES LEVIED AND RECEIVABLE  
FOR THE YEAR ENDED JULY 31, 2020**

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
PROPERTY VALUATIONS:				
Land	\$ 242,005,093	\$ 238,107,936	\$ 238,229,416	\$ 208,652,169
Improvements	663,793,077	625,290,783	630,069,827	626,233,648
Personal Property	145,639,358	142,407,802	133,889,925	143,417,837
Exemptions	<u>(162,455,113)</u>	<u>(152,332,670)</u>	<u>(151,358,514)</u>	<u>(146,443,781)</u>
TOTAL PROPERTY VALUATIONS	<u>\$ 888,982,415</u>	<u>\$ 853,473,851</u>	<u>\$ 850,830,654</u>	<u>\$ 831,859,873</u>
TAX RATES PER \$100 VALUATION:				
Debt Service	\$ 0.24	\$ 0.25	\$ 0.28	\$ 0.28
Maintenance	<u>0.15</u>	<u>0.15</u>	<u>0.15</u>	<u>0.15</u>
TOTAL TAX RATES PER \$100 VALUATION	<u>\$ 0.39</u>	<u>\$ 0.40</u>	<u>\$ 0.43</u>	<u>\$ 0.43</u>
ADJUSTED TAX LEVY*	<u>\$ 3,467,032</u>	<u>\$ 3,417,575</u>	<u>\$ 3,663,595</u>	<u>\$ 3,579,113</u>
PERCENTAGE OF TAXES COLLECTED TO TAXES LEVIED	<u>99.12 %</u>	<u>99.62 %</u>	<u>98.94 %</u>	<u>99.87 %</u>

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

Maintenance Tax – Maximum tax rate of \$0.15 per \$100 of assessed valuation approved by voters on May 1, 1993.

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2010 A

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$ 745,000	\$ 14,900	\$ 759,900
2022			
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
	<u>\$ 745,000</u>	<u>\$ 14,900</u>	<u>\$ 759,900</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2011

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$ 245,000	\$ 22,423	\$ 267,423
2022	255,000	13,698	268,698
2023	265,000	4,624	269,624
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
	<u>\$ 765,000</u>	<u>\$ 40,745</u>	<u>\$ 805,745</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2012

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$ 340,000	\$ 5,100	\$ 345,100
2022			
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
	<u>\$ 340,000</u>	<u>\$ 5,100</u>	<u>\$ 345,100</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2013

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$ 20,000	\$ 13,200	\$ 33,200
2022	325,000	6,500	331,500
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
	<u>\$ 345,000</u>	<u>\$ 19,700</u>	<u>\$ 364,700</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2019

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$ 25,000	\$ 193,075	\$ 218,075
2022	855,000	179,875	1,034,875
2023	905,000	153,475	1,058,475
2024	940,000	125,800	1,065,800
2025	50,000	111,200	161,200
2026	50,000	110,200	160,200
2027	55,000	109,150	164,150
2028	1,725,000	74,100	1,799,100
2029	1,760,000	19,800	1,779,800
2030			
2031			
	<u>\$ 6,365,000</u>	<u>\$ 1,076,675</u>	<u>\$ 7,441,675</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

REFUNDING SERIES - 2020

<u>Due During Fiscal Years Ending July 31</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2021	\$	\$ 126,296	\$ 126,296
2022	45,000	177,625	222,625
2023	380,000	171,250	551,250
2024	680,000	155,350	835,350
2025	705,000	134,575	839,575
2026	735,000	109,300	844,300
2027	760,000	87,000	847,000
2028	50,000	78,900	128,900
2029	50,000	77,900	127,900
2030	1,920,000	58,200	1,978,200
2031	<u>1,950,000</u>	<u>19,500</u>	<u>1,969,500</u>
	<u>\$ 7,275,000</u>	<u>\$ 1,195,896</u>	<u>\$ 8,470,896</u>

See accompanying independent auditor's report.

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**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
LONG-TERM DEBT SERVICE REQUIREMENTS  
JULY 31, 2020**

**ANNUAL REQUIREMENTS  
FOR ALL SERIES**

<u>Due During Fiscal Years Ending July 31</u>	<u>Total Principal Due</u>	<u>Total Interest Due</u>	<u>Total Principal and Interest Due</u>
2021	\$ 1,375,000	\$ 374,994	\$ 1,749,994
2022	1,480,000	377,698	1,857,698
2023	1,550,000	329,349	1,879,349
2024	1,620,000	281,150	1,901,150
2025	755,000	245,775	1,000,775
2026	785,000	219,500	1,004,500
2027	815,000	196,150	1,011,150
2028	1,775,000	153,000	1,928,000
2029	1,810,000	97,700	1,907,700
2030	1,920,000	58,200	1,978,200
2031	1,950,000	19,500	1,969,500
	<u>\$ 15,835,000</u>	<u>\$ 2,353,016</u>	<u>\$ 18,188,016</u>

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
CHANGES IN LONG-TERM BOND DEBT  
FOR THE YEAR ENDED JULY 31, 2020**

Description	Original Bonds Issued	Bonds Outstanding August 1, 2019
Harris County Water Control and Improvement District No. 110 Unlimited Tax and Revenue Refunding Bonds - Series 2010A	\$ 5,680,000	\$ 765,000
Harris County Water Control and Improvement District No. 110 Unlimited Tax Refunding Bonds - Series 2011	3,300,000	2,160,000
Harris County Water Control and Improvement District No. 110 Unlimited Tax and Revenue Refunding Bonds - Series 2012	6,755,000	665,000
Harris County Water Control and Improvement District No. 110 Unlimited Tax and Revenue Refunding Bonds - Series 2013	6,910,000	6,235,000
Harris County Water Control and Improvement District No. 110 Unlimited Tax and Revenue Refunding Bonds - Series 2019	6,450,000	6,450,000
Harris County Water Control and Improvement District No. 110 Unlimited Tax and Revenue Refunding Bonds - Series 2020	<u>7,275,000</u>	
<b>TOTAL</b>	<u>\$ 36,370,000</u>	<u>\$ 16,275,000</u>

See Note 3 for interest rates, interest payment dates and maturity dates.

Bond Authority:	<u>Tax Bonds</u>	<u>Refunding Bonds</u>
Amount Authorized by Voters	\$ 55,810,000	\$ 33,000,000
Amount Issued	<u>39,225,000</u>	<u>1,790,000</u>
Remaining to be Issued	<u>\$ 16,585,000</u>	<u>\$ 31,210,000</u>

See accompanying independent auditor's report.

<u>Current Year Transactions</u>				
<u>Bonds Sold</u>	<u>Retirements</u>		<u>Bonds Outstanding July 31, 2020</u>	
	<u>Principal</u>	<u>Interest</u>		
\$	\$ 20,000	\$ 30,150	\$ 745,000	Wells Fargo Bank N.A. Minneapolis, MN
	1,395,000	71,283	765,000	Branch Banking and Trust Company Wilson, NC
	325,000	15,075	340,000	Regions Bank Houston, TX
	5,890,000	248,400	345,000	Regions Bank Houston, TX
	85,000	131,570	6,365,000	Regions Bank Houston, TX
<u>7,275,000</u>			<u>7,275,000</u>	Regions Bank Houston, TX
<u>\$ 7,275,000</u>	<u>\$ 7,715,000</u>	<u>\$ 496,478</u>	<u>\$ 15,835,000</u>	

Debt Service Fund cash and investment  
balances as of July 31, 2020: \$ 3,333,869

Average annual debt service payment (principal and interest)  
for remaining term of all debt: \$ 1,653,456

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES  
GENERAL FUND - FIVE YEARS**

	Amounts		
	2020	2019	2018
<b>REVENUES</b>			
Property Taxes	\$ 1,326,975	\$ 1,263,957	\$ 1,222,534
Water Service	820,198	851,030	927,676
Wastewater Service	1,068,387	1,140,369	1,147,583
Water Authority Fees	1,590,020	1,407,803	1,380,251
Recreational Services	130,331	193,354	150,639
Detention Pond Maintenance	102,661	101,372	101,325
Sales Tax Revenues	1,352,857	1,444,437	1,596,632
Penalty and Interest	34,463	51,071	62,763
Tap Connection and Inspection Fees	116,295	174,665	99,948
Storm Related Revenues	100,379	658,809	1,139,660
Investment and Miscellaneous Revenues	157,908	196,000	174,879
Water Authority Credits	251,455	251,455	251,455
<b>TOTAL REVENUES</b>	<b>\$ 7,051,929</b>	<b>\$ 7,734,322</b>	<b>\$ 8,255,345</b>
<b>EXPENDITURES</b>			
Service Operations:			
Professional Fees	\$ 306,491	\$ 266,137	\$ 252,145
Contracted Services	1,447,498	1,411,643	1,349,625
Purchased Wastewater Service	86,783	92,124	75,222
Parks and Recreation	1,020,746	1,183,958	1,151,139
Utilities	261,890	253,447	260,129
Water Authority Assessment	1,670,286	1,500,703	1,476,967
Repairs and Maintenance	636,617	717,966	2,230,474
Other	644,418	594,249	532,732
Capital Outlay	857,165	2,408,545	3,561,804
Bond Issuance Costs		5,345	
Bond Principal		1,000,000	
<b>TOTAL EXPENDITURES</b>	<b>\$ 6,931,894</b>	<b>\$ 9,434,117</b>	<b>\$ 10,890,237</b>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<b>\$ 120,035</b>	<b>\$ (1,699,795)</b>	<b>\$ (2,634,892)</b>
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers In(Out)	\$ - 0 -	\$ - 0 -	\$ - 0 -
<b>NET CHANGE IN FUND BALANCE</b>	<b>\$ 120,035</b>	<b>\$ (1,699,795)</b>	<b>\$ (2,634,892)</b>
<b>BEGINNING FUND BALANCE</b>	<b>5,001,845</b>	<b>6,701,640</b>	<b>9,336,532</b>
<b>ENDING FUND BALANCE</b>	<b>\$ 5,121,880</b>	<b>\$ 5,001,845</b>	<b>\$ 6,701,640</b>

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2017	2016	2020	2019	2018	2017	2016
\$ 1,233,336	\$ 1,129,352	18.9 %	16.3 %	15.0 %	17.8 %	16.4 %
964,297	1,004,566	11.6	11.0	11.2	13.9	14.6
1,149,726	1,141,868	15.2	14.7	13.9	16.6	16.6
1,242,865	961,501	22.5	18.2	16.7	17.9	14.0
200,337	212,269	1.8	2.5	1.8	2.9	3.1
102,129	71,141	1.5	1.3	1.2	1.5	1.0
1,519,791	1,543,076	19.2	18.7	19.3	21.9	22.4
48,035	42,293	0.5	0.7	0.8	0.7	0.6
109,646	413,818	1.6	2.3	1.2	1.6	6.0
		1.4	8.5	13.8		
112,133	112,750	2.2	2.5	2.1	1.6	1.6
251,455	251,456	3.6	3.3	3.0	3.6	3.7
<u>\$ 6,933,750</u>	<u>\$ 6,884,090</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
\$ 360,016	\$ 212,803	4.3 %	3.4 %	3.1 %	5.2 %	3.1 %
1,210,452	1,072,424	20.5	18.3	16.3	17.5	15.6
62,030	73,558	1.2	1.2	0.9	0.9	1.1
1,081,811	1,221,266	14.5	15.3	13.9	15.6	17.7
272,200	239,046	3.7	3.3	3.2	3.9	3.5
1,257,313	1,055,849	23.7	19.4	17.9	18.1	15.3
587,058	573,388	9.0	9.3	27.0	8.5	8.3
477,319	687,665	9.1	7.7	6.5	6.9	10.0
1,229,974	658,294	12.2	31.1	43.1	17.7	9.6
			0.1			
			12.9			
<u>\$ 6,538,173</u>	<u>\$ 5,794,293</u>	<u>98.2 %</u>	<u>122.0 %</u>	<u>131.9 %</u>	<u>94.3 %</u>	<u>84.2 %</u>
<u>\$ 395,577</u>	<u>\$ 1,089,797</u>	<u>1.8 %</u>	<u>(22.0) %</u>	<u>(31.9) %</u>	<u>5.7 %</u>	<u>15.8 %</u>
<u>\$ - 0 -</u>	<u>\$ (75,000)</u>					
\$ 395,577	\$ 1,014,797					
8,940,955	7,926,158					
<u>\$ 9,336,532</u>	<u>\$ 8,940,955</u>					

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES  
DEBT SERVICE FUND - FIVE YEARS**

	Amounts		
	2020	2019	2018
<b>REVENUES</b>			
Property Taxes	\$ 2,127,778	\$ 2,107,389	\$ 2,277,837
Penalty and Interest	91,885	20,163	16,066
Investment and Miscellaneous Revenues	27,960	49,363	58,814
<b>TOTAL REVENUES</b>	<u>\$ 2,247,623</u>	<u>\$ 2,176,915</u>	<u>\$ 2,352,717</u>
<b>EXPENDITURES</b>			
Tax Collection Expenditures	\$ 90,974	\$ 84,157	\$ 76,880
Debt Service Principal	685,000	2,845,000	1,165,000
Debt Service Interest	496,478	703,598	798,228
Bond Issuance Costs	314,161	258,790	
Payment to Refunding Bond Escrow Agent	95,000		
<b>TOTAL EXPENDITURES</b>	<u>\$ 1,681,613</u>	<u>\$ 3,891,545</u>	<u>\$ 2,040,108</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>\$ 566,010</u>	<u>\$ (1,714,630)</u>	<u>\$ 312,609</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers In	\$	\$	\$
Proceeds from Issuance of Long-Term Debt Issued	7,275,000	6,450,000	
Bond Premiums	106,755	225,513	
Payment to Refunding Bond Escrow Agent	<u>(7,071,130)</u>	<u>(6,417,722)</u>	
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>\$ 310,625</u>	<u>\$ 257,791</u>	<u>\$ - 0 -</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ 876,635	\$ (1,456,839)	\$ 312,609
<b>BEGINNING FUND BALANCE</b>	<u>2,417,651</u>	<u>3,874,490</u>	<u>3,561,881</u>
<b>ENDING FUND BALANCE</b>	<u>\$ 3,294,286</u>	<u>\$ 2,417,651</u>	<u>\$ 3,874,490</u>
<b>TOTAL ACTIVE RETAIL WATER CONNECTIONS</b>	<u>2,421</u>	<u>2,414</u>	<u>2,402</u>
<b>TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS</b>	<u>2,292</u>	<u>2,288</u>	<u>2,277</u>

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2017	2016	2020	2019	2018	2017	2016
\$ 2,303,230	\$ 2,187,685	94.7 %	96.8 %	96.8 %	96.2 %	94.9 %
38,826	34,458	4.1	0.9	0.7	1.6	1.5
53,153	82,635	1.2	2.3	2.5	2.2	3.6
<u>\$ 2,395,209</u>	<u>\$ 2,304,778</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
\$ 78,563	\$ 85,436	4.0 %	3.9 %	3.3 %	3.3 %	3.7 %
1,115,000	1,200,000	30.5	130.7	49.5	46.6	52.1
835,439	869,887	22.1	32.3	33.9	34.9	37.7
		14.0	11.9			
		4.2				
<u>\$ 2,029,002</u>	<u>\$ 2,155,323</u>	<u>74.8 %</u>	<u>178.8 %</u>	<u>86.7 %</u>	<u>84.8 %</u>	<u>93.5 %</u>
<u>\$ 366,207</u>	<u>\$ 149,455</u>	<u>25.2 %</u>	<u>(78.8) %</u>	<u>13.3 %</u>	<u>15.2 %</u>	<u>6.5 %</u>
\$	\$ 75,000					
<u>\$ - 0 -</u>	<u>\$ 75,000</u>					
\$ 366,207	\$ 224,455					
<u>3,195,674</u>	<u>2,971,219</u>					
<u>\$ 3,561,881</u>	<u>\$ 3,195,674</u>					
<u>2,415</u>	<u>2,425</u>					
<u>2,410</u>	<u>2,419</u>					

See accompanying independent auditor's report.

**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS  
JULY 31, 2020**

District Mailing Address - Harris County Water Control and  
Improvement District No. 110  
c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP  
1980 Post Oak Blvd., Suite 1380  
Houston, TX 77056

District Telephone Number - (713) 850-9000

Board Members	Term of Office (Elected or Appointed)	Fees of office for the year ended July 31, 2020	Expense Reimbursements for the year ended July 31, 2020	Title
James N. Williams	05/19 - 05/23 (Elected)	\$ 5,250	\$ 27	President
Jeannie Perkins	05/17 - 05/21 (Elected)	\$ 5,100	\$ -0-	First Vice President/ Assistant Secretary
Jerry A. Strickland	05/19 - 05/23 (Elected)	\$ 4,350	\$ -0-	Second Vice President
Venessa Sommer	02/19 - 05/21 (Appointed)	\$ 5,400	\$ 145	Secretary
Tom Dowdy	05/19- 05/23 (Elected)	\$ 5,700	\$ -0-	Treasurer/ Investment Officer

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

Submission date of most recent District Registration Form: September 13, 2019

The limit on Fees of Office that a Director may receive during a fiscal year is \$7,200 as set by Board Resolution on July 24, 2003. Fees of Office are the amounts actually paid to a Director during the District's current fiscal year.

See accompanying independent auditor's report.



**HARRIS COUNTY WATER CONTROL  
AND IMPROVEMENT DISTRICT NO. 110  
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS  
JULY 31, 2020**

<u>Consultants</u>	<u>Date Hired</u>	<u>Fees for the year ended July 31, 2020</u>	<u>Title</u>
Sanford Kuhl Hagan Kugle Parker Kahn LLP	01/21/10	\$ 188,638	General Counsel/
	07/01/10	\$ 15,079	Delinquent Tax Attorney
		\$ 112,817	Bond Counsel
McCall Gibson Swedlund Barfoot PLLC	07/08/09	\$ 25,500	Auditor
		\$ 1,500	Bond Related
Myrtle Cruz, Inc.	12/96	\$ 64,026	Bookkeeper
Langford Engineering, Inc.	07/76	\$ 225,601	Engineer
Robert W. Baird & Co.	01/15	\$ 74,544	Financial Advisor
Mary Jarmon		\$ -0-	Investment Officer
EDP	04/08	\$ 772,681	Operator
Equi-Tax, Inc.	01/80	\$ 46,087	Tax Assessor/ Collector

See accompanying independent auditor's report.

**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](mailto:claims@buildamerica.com)

Address:

1 World Financial Center, 27<sup>th</sup> floor  
200 Liberty Street  
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

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