

OFFICIAL STATEMENT DATED NOVEMBER 19, 2019

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

THE BONDS HAVE BEEN DESIGNATED AS “QUALIFIED TAX-EXEMPT OBLIGATIONS” FOR FINANCIAL INSTITUTIONS. SEE “TAX MATTERS—QUALIFIED TAX-EXEMPT OBLIGATIONS.”

NEW ISSUE-Book-Entry Only

Insured Rating (BAM): S&P “AA” (stable outlook)
Underlying Rating: Moody’s “Baa2”
See “MUNICIPAL BOND RATING” and
“MUNICIPAL BOND INSURANCE” herein.

\$4,190,000

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 499
(A political subdivision of the State of Texas located within Harris County)
UNLIMITED TAX BONDS
SERIES 2019

The bonds described above (the “Bonds”) are obligations solely of Harris County Municipal Utility District No. 499 (the “District”) and are not obligations of the State of Texas, Harris County, the City of Houston, or any entity other than the District.

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District. THE BONDS ARE SUBJECT TO INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See “INVESTMENT CONSIDERATIONS.”

Dated Date: December 1, 2019

Due: September 1, as shown below

Principal of the Bonds is payable at maturity or earlier redemption at the principal payment office of the paying agent/registrar, initially Zions Bancorporation, National Association, Houston, Texas (the “Paying Agent/Registrar”) upon surrender of the Bonds for payment. Interest on the Bonds accrues from December 1, 2019, and is payable each March 1 and September 1, commencing March 1, 2020, until maturity or prior redemption. The Bonds will be issued only in fully registered form. The Bonds will be issued in denominations of \$5,000 each or integral multiples thereof. The Bonds are subject to redemption prior to their maturity, as shown below.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the Registered Owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent/Registrar directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds. See “BOOK-ENTRY-ONLY SYSTEM.”



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

MATURITY SCHEDULE

| Due (September 1) | Principal Amount | Interest Rate | Initial Reoffering Yield (c) | CUSIP Number (b) | Due (September 1) | Principal Amount | Interest Rate | Initial Reoffering Yield (c) | CUSIP Number (b) |
|----------------------|---------------------|--|------------------------------------|---------------------|----------------------|---------------------|------------------|------------------------------------|---------------------|
| 2020 | \$ 170,000 | 2.00% | 1.50% | 41426X CB1 | 2025 | 170,000 | 2.00% | 1.85% | 41426X CG0 |
| 2021 | 170,000 | 2.00% | 1.55% | 41426X CC9 | 2026 | 170,000 (a) | 2.00% | 1.90% | 41426X CH8 |
| 2022 | 170,000 | 2.00% | 1.60% | 41426X CD7 | 2027 | 170,000 (a) | 2.00% | 2.00% | 41426X CJ4 |
| 2023 | 170,000 | 2.00% | 1.65% | 41426X CE5 | 2028 | 170,000 (a) | 2.25% | 2.20% | 41426X CK1 |
| 2024 | 170,000 | 2.00% | 1.75% | 41426X CF2 | 2029 | 170,000 (a) | 2.50% | 2.35% | 41426X CL9 |
| | \$340,000 | Term Bonds due September 1, 2031 (a), 41426X CN5 (b), 2.50% Interest Rate, 2.40% Yield (c) | | | | | | | |
| | \$335,000 | Term Bonds due September 1, 2033 (a), 41426X CQ8 (b), 2.50% Interest Rate, 2.60% Yield (c) | | | | | | | |
| | \$330,000 | Term Bonds due September 1, 2035 (a), 41426X CS4 (b), 2.75% Interest Rate, 2.75% Yield (c) | | | | | | | |
| | \$330,000 | Term Bonds due September 1, 2037 (a), 41426X CU9 (b), 3.00% Interest Rate, 2.75% Yield (c) | | | | | | | |
| | \$330,000 | Term Bonds due September 1, 2039 (a), 41426X CW5 (b), 3.00% Interest Rate, 2.85% Yield (c) | | | | | | | |
| | \$825,000 | Term Bonds due September 1, 2044 (a), 41426X DB0 (b), 3.00% Interest Rate, 3.00% Yield (c) | | | | | | | |

- (a) Bonds maturing on or after September 1, 2026, are subject to redemption at the option of the District prior to their maturity dates in whole, or from time to time in part, on September 1, 2025, or on any date thereafter at a price of par value plus unpaid accrued interest from the most recent Interest Payment Date (as herein defined) to the date fixed for redemption. The Term Bonds (as defined herein) are also subject to mandatory sinking fund redemption as more fully described herein. See “THE BONDS—Redemption Provisions.”
- (b) CUSIP Numbers have been assigned to the Bonds by CUSIP Service Bureau and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Underwriter shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.
- (c) Initial yield represents the initial offering yield to the public, which has been established by the Underwriter (as herein defined) for offers to the public and which subsequently may be changed.

The Bonds are offered by the Underwriter subject to prior sale, when, as and if issued by the District and accepted by the Underwriter, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel. See “LEGAL MATTERS.” Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about December 20, 2019.

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

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this OFFICIAL STATEMENT are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, for further information.

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

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."

SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net effective interest rate, which bid was tendered by Raymond James & Associates, Inc. (the "Underwriter") bearing the interest rates shown on the cover page hereof, at a price of 98.2835% of the par value thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of 2.888353%, as calculated pursuant to Chapter 1204 of the Texas Government Code, as amended (the IBA method).

Prices and Marketability

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Underwriter 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 Underwriter 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 offer and sale of the Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any other 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 shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

OFFICIAL STATEMENT SUMMARY

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

HURRICANE HARVEY

General...

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 25, 2017, and brought historic levels of rainfall during the successive four days.

Impact on the District...

To the best knowledge of the District, the District’s System (as defined herein) did not sustain any material damage, there was no interruption of water and sewer service, and no homes within the District experienced structural flooding or other material damage as a result of Hurricane Harvey.

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase the District’s tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected. See “INVESTMENT CONSIDERATIONS—Recent Extreme Weather Event; Hurricane Harvey.”

THE DISTRICT

Description...

The District is a political subdivision of the State of Texas, created by order of the Texas Commission on Environmental Quality (“TCEQ”), on April 26, 2007, and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended. The District contains approximately 299 acres of land. See “THE DISTRICT.”

Location...

The District is located approximately 23 miles northeast of the central downtown business district and is located entirely within the corporate limits of the City of Houston. The District is bounded on the east by Lake Houston, on the north by the subdivision of Lakeshore, and on the south by the subdivision of Summerwood and is bisected by West Lake Houston Parkway. The entire District is within the boundaries of the Humble Independent School District. See “THE DISTRICT” and “AERIAL PHOTOGRAPH.”

The Developers...

The developers in the District are 1) KB Home Lone Star Inc. (“KB Home Lone Star”), a Texas corporation, and an indirectly wholly-owned subsidiary of KB Home, a Delaware corporation, the stock of which is publicly traded on the New York Stock Exchange (ticker KBH) and 2) Taylor Morrison of Texas, Inc. (“Taylor Morrison”), a Texas corporation, and an indirectly wholly owned subsidiary of Taylor Morrison, Inc., the stock of which is traded publicly on the New York Stock Exchange (ticker TMHC).

KB Home Lone Star has developed 261 lots on approximately 92 acres in Lakewood Pines and Taylor Morrison has developed 197 lots on approximately 69 acres in Stillwater on Lake Houston.

KB Home Lone Star and Taylor Morrison are collectively referred to herein as the “Developers.” See “THE DEVELOPERS” and “TAX DATA—Principal Taxpayers.”

| | |
|---------------------------------|---|
| <i>Status of Development...</i> | <p>The District is being developed as the single family residential communities of Lakewood Pines and Stillwater on Lake Houston. The development in the District currently includes 458 single-family residential lots on approximately 161 acres. As of September 1, 2019, 371 homes were completed (12 model homes), 48 homes were under construction or continue to be in a builder's name, and 39 vacant developed lots were available for home construction. Recreational facilities have been constructed, including a pool, playground and meeting facility for Lakewood Pines residents and a pool with covered pavilion for Stillwater on Lake Houston residents. Homes within the District range in price from approximately \$208,000 to \$925,000. A self-storage facility has been constructed on approximately 2 acres in the District and an additional 11 acres intended for commercial use are partially served with trunk utilities; however, no additional commercial improvements have been constructed. The remainder of the District is comprised of approximately 125 acres of undeveloped but developable acres. See "THE DISTRICT—Land Use" and "—Status of Development."</p> <p>Taylor Morrison and KB Home Lone Star are actively marketing and building homes in the District. See "THE DEVELOPERS."</p> |
| <i>Payment Record...</i> | <p>The District has previously issued \$8,100,000 principal amount of unlimited tax bonds in two series, \$7,810,000 of which remains outstanding (the "Outstanding Bonds") as of the date hereof. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds." The District has never defaulted on its debt obligations.</p> |

THE BONDS

| | |
|----------------------------------|--|
| <i>Description...</i> | <p>The \$4,190,000 Unlimited Tax Bonds, Series 2019 (the "Bonds") are being issued pursuant to a resolution authorizing the issuance of the Bonds (the "Bond Resolution") adopted by the District's Board of Directors (the "Board") as fully registered bonds. The Bonds are scheduled to mature serially on September 1 in each of the years 2020 through 2029, both inclusive, and as term bonds on September 1 in each of the years 2031, 2033, 2035, 2037, 2039 and 2044 (the "Term Bonds") in the principal amounts and accrue interest at the rates shown on the cover page hereof. Interest on the Bonds accrues from December 1, 2019, and is payable March 1, 2020, and each September 1 and March 1 thereafter, until the earlier of maturity or redemption. The Bonds will be issued in denominations of \$5,000 or integral multiples of \$5,000. See "THE BONDS."</p> |
| <i>Book-Entry-Only System...</i> | <p>The Depository Trust Company (defined as "DTC"), New York, New York, 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 requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds and will be deposited with DTC. See "BOOK-ENTRY-ONLY SYSTEM."</p> |
| <i>Redemption...</i> | <p>Bonds maturing on or after September 1, 2026 are subject to redemption in whole, or from time to time in part, at the option of the District prior to their maturity dates on September 1, 2025, or on any date thereafter at a price of par value plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. The Term Bonds are also subject to mandatory sinking fund redemption as more fully described herein. See "THE BONDS—Redemption Provisions."</p> |
| <i>Use of Proceeds...</i> | <p>Proceeds of the Bonds will be used to pay for the items shown herein under "USE AND DISTRIBUTION OF BOND PROCEEDS", including to capitalize twelve (12) months of interest on the Bonds and to pay interest on funds advanced by the Developers, administrative costs, City of Houston Impact Fees and certain other costs and engineering fees related to the issuance of the Bonds and operation of the District. See "USE AND DISTRIBUTION OF BOND PROCEEDS."</p> |

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| <i>Authority for Issuance...</i> | The Bonds are the third series of bonds issued out of an aggregate of \$81,200,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of purchasing and constructing Water, Sewer, and Drainage Facilities. The Bonds are issued by the District pursuant to an order of the Texas Commission on Environmental Quality (the "TCEQ"), the terms and conditions of the Bond Resolution, Article XVI, as amended, Section 59 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended and general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas. See "THE BONDS—Authority for Issuance—Issuance of Additional Debt" and "INVESTMENT CONSIDERATIONS—Future Debt." |
| <i>Source of Payment...</i> | Principal of and interest on the Bonds and the Outstanding Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District. The Bonds are obligations of the District and are not obligations of the City of Houston, Harris County, the State of Texas or any entity other than the District. See "THE BONDS—Source of Payment." |
| <i>Municipal Bond Rating and Municipal Bond Insurance...</i> | It is expected that S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC, ("S&P") will assign municipal a bond rating of "AA" (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy insuring the timely payment of the principal of and interest on the Bonds will be issued by Build America Assurance Company ("BAM" or the "Insurer"). Moody's Investors Service has also assigned an underlying rating of "Baa2" to the Bonds. An explanation of their ratings may be obtained from S&P or Moody's. See "INVESTMENT CONSIDERATIONS—Risk Factors Related to the Purchase of Municipal Bond Insurance," "MUNICIPAL BOND RATING," "MUNICIPAL BOND INSURANCE" and "APPENDIX B." |
| <i>Qualified Tax-Exempt Obligations...</i> | The Bonds have been designated as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Internal Revenue Code of 1986. See "TAX MATTERS—Qualified Tax-Exempt Obligations." |
| <i>Bond Counsel...</i> | Allen Boone Humphries Robinson LLP, Houston, Texas. See "MANAGEMENT OF THE DISTRICT," "LEGAL MATTERS" and "TAX MATTERS." |
| <i>Financial Advisor...</i> | Masterson Advisors LLC, Houston, Texas. See "MANAGEMENT OF THE DISTRICT." |
| <i>Disclosure Counsel...</i> | McCall, Parkhurst & Horton, LLP, Houston, Texas. |
| <i>Paying Agent/Registrar...</i> | Zions Bancorporation, National Association, Houston, Texas. See "THE BONDS—Method of Payment of Principal and Interest." |

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds are subject to special investment considerations and all prospective purchasers are urged to examine carefully this entire OFFICIAL STATEMENT with respect to the investment security of the Bonds, including particularly the section captioned "INVESTMENT CONSIDERATIONS."

SELECTED FINANCIAL INFORMATION (UNAUDITED)

| | | |
|--|--|-----|
| 2019 Taxable Assessed Valuation..... | \$123,961,313 | (a) |
| Estimated Taxable Assessed Valuation as of August 1, 2019..... | \$148,553,388 | (b) |
| Gross Direct Debt Outstanding..... | \$12,000,000 | (c) |
| Estimated Overlapping Debt..... | 6,027,183 | (d) |
| Gross Direct Debt and Estimated Overlapping Debt..... | \$18,027,183 | |
| Ratios of Gross Direct Debt to: | | |
| 2019 Taxable Assessed Valuation..... | 9.68% | |
| Estimated Taxable Assessed Valuation as of August 1, 2019..... | 8.08% | |
| Ratios of Gross Direct Debt and Estimated Overlapping Debt to: | | |
| 2019 Taxable Assessed Valuation..... | 14.54% | |
| Estimated Taxable Assessed Valuation as of August 1, 2019..... | 12.14% | |
| Funds Available for Debt Service as of October 15, 2019 | | |
| Debt Service Funds Available..... | \$226,965 | |
| Capitalized Interest from proceeds of the Bonds (Twelve (12) Months)..... | 105,775 | (e) |
| Total Funds Available for Debt Service..... | \$332,740 | |
| Operating Funds Available as of October 15, 2019..... | \$695,301 | |
| 2019 Debt Service Tax Rate..... | \$0.55 | |
| 2019 Maintenance Tax Rate..... | 0.36 | |
| 2019 Total Tax Rate..... | \$0.91 | |
| Average Annual Debt Service Requirement (2020-2044)..... | \$699,234 | (f) |
| Maximum Annual Debt Service Requirement (2025)..... | \$770,306 | (f) |
| Tax Rates Required to Pay Average Annual Debt Service (2020-2044) at a 95% Collection Rate | | |
| Based upon 2019 Taxable Assessed Valuation..... | \$0.60 | (g) |
| Based upon Estimated Taxable Assessed Valuation as of August 1, 2019..... | \$0.50 | (g) |
| Tax Rates Required to Pay Maximum Annual Debt Service (2025) at a 95% Collection Rate | | |
| Based upon 2019 Taxable Assessed Valuation..... | \$0.66 | (g) |
| Based upon Estimated Taxable Assessed Valuation as of August 1, 2019..... | \$0.55 | (g) |
| Status of Development as of September 1, 2019 (h): | | |
| Approximate Homes Completed..... | 371 | |
| Estimated Homes Under Construction or in a Builder's Name..... | 48 | |
| Lots Available for Construction..... | 39 | |
| Estimated Population..... | 1,299 | (i) |
| (a) | The Harris County Appraisal District (the "Appraisal District") has certified \$111,015,111 of taxable value and an additional \$12,946,202 remains uncertified and represents the landowners' opinion of value. The 2019 Taxable Assessed Valuation shown throughout this OFFICIAL STATEMENT is certified value plus uncertified value. See "TAXING PROCEDURES." | |
| (b) | Provided by the Appraisal District for informational purposes only. Such amounts reflect an estimate of taxable value within the District on August 1, 2019. No tax will be levied on such amount until it is certified. Increases in value occurring between January 1, 2019 and August 1, 2019 will be certified as of January 1, 2020 and provided for purposes of taxation in the fall of 2020. See "TAXING PROCEDURES." | |
| (c) | Includes the Bonds and the Outstanding Bonds. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds." | |
| (d) | See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt." | |
| (e) | The District will capitalize twelve (12) months of interest from proceeds of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS." | |
| (f) | See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements." | |
| (g) | See "TAX DATA—Tax Adequacy for Debt Service" and "INVESTMENT CONSIDERATIONS—Possible Impact on District Tax Rates." | |
| (h) | See "THE DISTRICT—Land Use" and "—Status of Development." | |
| (i) | Based upon 3.5 persons per occupied single-family residence. | |

OFFICIAL STATEMENT

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 499 *(A political subdivision of the State of Texas located within Harris County)*

\$4,190,000

UNLIMITED TAX BONDS SERIES 2019

This OFFICIAL STATEMENT provides certain information in connection with the issuance by Harris County Municipal Utility District No. 499 (the "District") of its \$4,190,000 Unlimited Tax Bonds, Series 2019 (the "Bonds").

The Bonds are issued by the District pursuant to an order of the Texas Commission on Environmental Quality (the "TCEQ"), the terms and conditions of the Bond Resolution, Article XVI, Section 59 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, and general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas.

This OFFICIAL STATEMENT includes descriptions, among others, of the Bonds and the Bond Resolution, and certain other information about the District, KB Home Lone Star Inc. ("KB Home Lone Star"), a Texas corporation, Taylor Morrison of Texas, Inc. ("Taylor Morrison"), a Texas corporation, and development activity in the District. KB Home Lone Star and Taylor Morrison are collectively referred to herein as the "Developers." All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

THE BONDS

Description

The Bonds will be dated and accrue interest from December 1, 2019, with interest payable each March 1 and September 1, beginning March 1, 2020 (the "Interest Payment Date"), and will mature on the dates and in the principal amounts and accrue interest at the rates shown on the cover page hereof. The Bonds are issued in fully registered form, in denominations of \$5,000 or any integral multiple of \$5,000. Interest calculations are based on a 360-day year comprised of twelve 30-day months.

Method of Payment of Principal and Interest

In the Bond Resolution, the Board has appointed Zions Bancorporation, National Association, Houston, Texas as the initial Paying Agent/Registrar for the Bonds. The principal of the Bonds shall be payable, without exchange or collection charges, in any coin or currency of the United States of America, which, on the date of payment, is legal tender for the payment of debts due the United States of America. In the event the book-entry system is discontinued, principal of the Bonds shall be payable upon presentation and surrender of the Bonds as they respectively become due and payable, at the principal payment office of the Paying Agent/Registrar in Dallas, Texas and interest on each Bond shall be payable by check payable on each Interest Payment Date, mailed by the Paying Agent/Registrar on or before each Interest Payment Date to the Registered Owner of record as of the close of business on the February 15 or August 15 immediately preceding each Interest Payment Date (defined herein as the "Record Date"), to the address of such Registered Owner as shown on the Paying Agent/Registrar's records (the "Register") or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owners at the risk and expense of the Registered Owners.

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day, as defined in the Bond Resolution.

Source of Payment

While the Bonds or any part of the principal thereof or interest thereon remains outstanding and unpaid, the District covenants to levy and annually assess and collect in due time, form and manner, and at the same time as other District taxes are appraised, levied and collected, in each year, a continuing direct annual ad valorem tax, without limit as to rate, upon all taxable property in the District sufficient to pay the interest on the Bonds as the same becomes due and to pay each installment of the principal of the Bonds as the same matures, with full allowance being made for delinquencies and costs of collection. In the Bond Resolution, the District covenants that said taxes are irrevocably pledged to the payment of the interest on and principal of the Bonds and to no other purpose.

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

Funds

In the Bond Resolution, the Debt Service Fund is confirmed, and the proceeds from all taxes levied, assessed and collected for and on account of the Bonds authorized by the Bond Resolution shall be deposited, as collected, in such fund.

Accrued interest on the Bonds and twelve (12) months of capitalized interest shall be deposited into the Debt Service Fund upon receipt. The remaining proceeds of sale of the Bonds shall be deposited into the Capital Projects Fund, to be used for the purpose of reimbursing the Developers for certain construction costs, City of Houston impact fees, operating costs and for paying the costs of issuance of the Bonds. Any monies remaining in the Capital Projects Fund after completion of construction of all Water, Sewer, and Drainage Facilities will be used as described in the Bond Resolution or ultimately transferred to the Debt Service Fund. See "USE AND DISTRIBUTION OF BOND PROCEEDS" for a complete description of the use of Bond proceeds and the projects related thereto.

Redemption Provisions

Mandatory Redemption: The Bonds maturing on September 1 in each of the years 2031, 2033, 2035, 2037, 2039 and, 2044 (the "Term Bonds") shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the "Mandatory Redemption Date"), on September 1 in each of the years and in the principal amounts set forth in the following schedule (with each such scheduled principal amount reduced, at the option of the District, by the principal amount as may have been previously redeemed through the exercise of the District's reserved right of optional redemption, as provided under "Optional Redemption" below):

| \$340,000 Term Bonds | | \$335,000 Term Bonds | | \$330,000 Term Bonds | |
|------------------------------|------------------|------------------------------|------------------|------------------------------|------------------|
| Due September 1, 2031 | | Due September 1, 2033 | | Due September 1, 2035 | |
| Mandatory | Principal | Mandatory | Principal | Mandatory | Principal |
| Redemption Date | Amount | Redemption Date | Amount | Redemption Date | Amount |
| 2030 | \$ 170,000 | 2032 | \$ 170,000 | 2034 | \$ 165,000 |
| 2031 (maturity) | 170,000 | 2033 (maturity) | 165,000 | 2035 (maturity) | 165,000 |

| \$330,000 Term Bonds | | \$330,000 Term Bonds | | \$825,000 Term Bonds | |
|------------------------------|------------------|------------------------------|------------------|------------------------------|------------------|
| Due September 1, 2037 | | Due September 1, 2039 | | Due September 1, 2044 | |
| Mandatory | Principal | Mandatory | Principal | Mandatory | Principal |
| Redemption Date | Amount | Redemption Date | Amount | Redemption Date | Amount |
| 2036 | \$ 165,000 | 2038 | \$ 165,000 | 2040 | \$ 165,000 |
| 2037 (maturity) | 165,000 | 2039 (maturity) | 165,000 | 2041 | 165,000 |
| | | | | 2042 | 165,000 |
| | | | | 2043 | 165,000 |
| | | | | 2044 (maturity) | 165,000 |

On or before 30 days prior to each Mandatory Redemption Date set forth above, the Paying Agent/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 Paying Agent/Registrar or optionally redeemed and which, in either case, has not previously been made the basis for a reduction under this sentence.

Optional Redemption: The District reserves the right, at its option, to redeem the Bonds maturing on or after September 1, 2026, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000 on September 1, 2025, or any date thereafter, at a price of par value plus unpaid accrued interest on the principal amounts called for redemption from the most recent Interest Payment Date to the date fixed for redemption.

If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed will be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent/Registrar by lot or other random method (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

If a Bond subject to redemption is in a denomination larger than \$5,000, a portion of such Bond may be redeemed, but only in integral multiples of \$5,000. Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a Bond or Bonds of like maturity and interest rate in an aggregate principal amount equal to the unredeemed portion of the Bond so surrendered.

Notice of any redemption identifying the Bonds to be redeemed in whole or in part shall be given by the Paying Agent/Registrar at least thirty (30) days prior to the date fixed for redemption by sending written notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the Register. Such notices shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment and, if less than all the Bonds outstanding are to be redeemed, the numbers of the Bonds or the portions thereof to be redeemed. Any notice given shall be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice. By the date fixed for redemption, due provision shall be made with the Paying Agent/Registrar for payment of the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

Authority for Issuance

At a bond election held within the District on May 8, 2010, voters of the District authorized the issuance of \$81,200,000 principal amount of unlimited tax bonds for the purpose of purchasing and constructing a water, wastewater, and/or storm drainage system and refunding the same. The Bonds are issued pursuant to such authorization. The TCEQ has approved the issuance of the Bonds subject to certain restrictions, including the use of Bond proceeds as summarized in "USE AND DISTRIBUTION OF BOND PROCEEDS."

The Bonds are issued by the District pursuant to an order of the TCEQ, the terms and conditions of the Bond Resolution, 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 and general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas.

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.

Registration and Transfer

So long as any Bonds remain outstanding, the Paying Agent/Registrar shall keep the Register at its principal payment office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with the terms of the Bond Resolution.

In the event the Book-Entry-Only System should be discontinued, each Bond shall be transferable only upon the presentation and surrender of such Bond at the principal payment office of the Paying Agent/Registrar, duly endorsed for transfer, or accompanied by an assignment duly executed by the Registered Owner or his authorized representative in form satisfactory to the Paying Agent/Registrar. Upon due presentation of any Bond in proper form for transfer, the Paying Agent/Registrar has been directed by the District to authenticate and deliver in exchange therefor, within three (3) business days after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees, in authorized denominations and of the same maturity and aggregate principal amount and paying interest at the same rate as the Bond or Bonds so presented.

All Bonds shall be exchangeable upon presentation and surrender thereof at the principal payment office of the Paying Agent/Registrar for a Bond or Bonds of the same maturity and interest rate and in any authorized denomination in an aggregate amount equal to the unpaid principal amount of the Bond or Bonds presented for exchange. The Paying Agent/Registrar is authorized to authenticate and deliver exchange Bonds. Each Bond delivered shall be entitled to the benefits and security of the Bond Resolution to the same extent as the Bond or Bonds in lieu of which such Bond is delivered.

Neither the District nor the Paying Agent/Registrar shall be required to transfer or to exchange any Bond during the period beginning on a Record Date and ending the next succeeding Interest Payment Date or to transfer or exchange any Bond called for redemption during the thirty (30) day period prior to the date fixed for redemption of such Bond.

The District or the Paying Agent/Registrar may require the Registered Owner of any Bond to pay a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with the transfer or exchange of such Bond. Any fee or charge of the Paying Agent/Registrar for such transfer or exchange shall be paid by the District.

Lost, Stolen or Destroyed Bonds

In the event the Book-Entry-Only System should be discontinued, upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like maturity, interest rate and principal amount, bearing a number not contemporaneously outstanding. If any Bond is lost, apparently destroyed, or wrongfully taken, the District, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall, upon receipt of certain documentation from the Registered Owner and an indemnity bond, execute and the Paying Agent/Registrar shall authenticate and deliver a replacement Bond of like maturity, interest rate and principal amount bearing a number not contemporaneously outstanding.

Registered owners of lost, stolen or destroyed Bonds will be required to pay the District's costs to replace such Bond. In addition, the District or the Paying Agent/Registrar may require the Registered Owner to pay a sum sufficient to cover any tax or other governmental charge that may be imposed.

Replacement of Paying Agent/Registrar

Provision is made in the Bond Resolution for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a national or state banking institution, 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, and subject to supervision or examination by federal or state authority, to act as Paying Agent/Registrar for the Bonds.

Issuance of Additional Debt

The District's voters have authorized the issuance of \$81,200,000 principal amount of unlimited tax bonds for the purpose of purchasing and constructing a water, wastewater, and/or storm drainage system and a like principal amount for refunding such bonds and the District could authorize additional amounts. After the issuance of the Bonds, \$68,910,000 principal amount of such unlimited tax bonds will remain authorized but unissued. See "INVESTMENT CONSIDERATIONS—Future Debt."

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) development of a park plan by the District; (b) approval of the park plan and park bonds by the voters in the District; (c) approval of the park project and bonds by the TCEQ; and (d) approval of the bonds by the Attorney General of Texas. If the District does issue park bonds, the outstanding principal amount of such bonds may not exceed an amount equal to one percent of the value of the taxable property in the District. The Board has not considered calling an election at this time for such purposes.

The District is also authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purposes. Before the District could issue such bonds, the following actions would be required: (a) authorization of a detailed master plan and bonds for such purposes by the qualified voters in the District; (b) approval of the master plan and bonds by the TCEQ; and (c) approval of bonds by the Attorney General of Texas. The Board has not considered calling an election at this time for such purposes.

Pursuant to Chapter 54 of the Water Code, a municipal utility district may petition the TCEQ for the power to issue bonds supported by property taxes to finance roads. Before the District could issue such bonds, the District would be required to receive a grant of such power from the TCEQ, authorization from the District's voters to issue such bonds, and approval of the bonds by the Attorney General of Texas. The District has not considered filing an application to the Commission for "road powers" nor calling such an election at this time.

If additional debt obligations are issued in the future by the District, such issuance may increase gross debt/property ratios and might adversely affect the investment security of the Bonds.

Dissolution by the City of Houston

The District is located in the corporate limits of the City of Houston. The City of Houston may dissolve the District without the District's consent. If the District is dissolved, the City of Houston will assume the District's assets and obligations (including the Bonds). Dissolution of a district by the City of Houston is a policy-making matter within the discretion of the Mayor and City Council of the City of Houston, and therefore, the District makes no representation that the City of Houston will ever dissolve the District and assume its debt. Moreover, no representation is made concerning the ability of the City of Houston to make debt service payments should dissolution occur. See "THE SYSTEM—Utility Agreement with the City of Houston" for a discussion of certain limitations on the City of Houston's right to dissolve the District.

Consolidation

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

Remedies in Event of Default

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by 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 to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or 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. See "INVESTMENT CONSIDERATIONS—Registered Owners' Remedies and Bankruptcy Limitations."

Legal Investment and Eligibility to Secure Public Funds in Texas

The following is quoted 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 might 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.

Defeasance

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

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

There is no assurance that the current law will not be changed in the future in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds.

BOOK-ENTRY-ONLY SYSTEM

The information in this 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 or completeness thereof.

The District cannot and does not give any assurances that DTC, DTC Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the Registered Owner of the Bonds, or that they will do so on a timely basis or that DTC, DTC Direct Participants or DTC Indirect Participants will act in the manner described in this OFFICIAL STATEMENT. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedure" of DTC to be followed in dealing with DTC Direct Participants is on file with DTC.

The Depository Trust Company ("DTC"), New York, NY, 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 requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest 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 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a S&P Global rating of "AA+." The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

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

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect 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 the District (or the Trustee on behalf thereof) 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).

Principal, premium, if any, interest payments and redemption proceeds on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or Paying Agent, 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, the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, interest payments and redemption proceeds 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, 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. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

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

USE AND DISTRIBUTION OF BOND PROCEEDS

The construction costs below were compiled by Jones & Carter, Inc., the District's engineer (the "Engineer"), and were submitted to the TCEQ in the District's Bond Application. Non-construction costs are based upon either contract amounts, or estimates of various costs by the Engineer and Masterson Advisors LLC (the "Financial Advisor"). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and review by the District's auditor. The surplus funds may be expended for any lawful purpose for which surplus construction funds may be used, if approved by the TCEQ, where required.

I. CONSTRUCTION COSTS

| | |
|---|------------|
| Water, Wastewater and Drainage to Serve: | |
| Lakewood Pines, Section 4..... | \$ 272,780 |
| Lakewood Pines, Section 5..... | 424,967 |
| Lakewood Pines, Section 6..... | 445,290 |
| Stillwater on Lake Houston, Section 3..... | 23,430 |
| Stillwater on Lake Houston, Section 4..... | 254,265 |
| Stillwater on Lake Houston, Section 5..... | 134,557 |
| Clearing & Grubbing of Lakewood Pines, Phase II..... | 45,830 |
| Stillwater Lift Station..... | 314,765 |
| Children's Lighthouse Water and Sanitary Extension..... | 37,920 |
| 8-Inch Sanitary Sewer Extension..... | 47,408 |
| Drainage Improvements to Serve Summerlake Commercial..... | 54,105 |
| Interim WWTP No. 2 Expansion..... | 41,863 |
| City of Houston Water Capacity Impact Fees..... | 97,317 |
| Engineering..... | 553,950 |
| Stormwater Pollution Prevention Plan..... | 293,787 |

| | |
|--------------------------------------|---------------------|
| Total Construction Costs..... | \$ 3,042,234 |
|--------------------------------------|---------------------|

II. NON-CONSTRUCTION COSTS

| | |
|-------------------------------|------------|
| Developer Interest..... | \$ 360,244 |
| Operating Costs..... | 164,432 |
| Capitalized Interest (a)..... | 105,775 |
| Bond Discount (a)..... | 71,922 |
| Contingency (a)..... | 94,653 |

| | |
|--|-------------------|
| Total Non-Construction Costs..... | \$ 797,026 |
|--|-------------------|

III. ISSUANCE COSTS AND FEES

| | |
|---|------------|
| Issuance Costs and Professional Fees..... | \$ 336,075 |
| State Regulatory Fees..... | 14,665 |

| | |
|---|-------------------|
| Total Issuance Costs and Fees..... | \$ 350,740 |
|---|-------------------|

| | |
|------------------------------|---------------------|
| TOTAL BOND ISSUE..... | \$ 4,190,000 |
|------------------------------|---------------------|

(a) TCEQ approved a maximum Bond discount of 2.00% and twelve (12) months of capitalized interest assuming an estimated interest rate of 4.50%. Contingency represents the difference in the estimated and actual amount of Bond discount and capitalized interest and can be used for purposes allowed and approved by the TCEQ.

THE DISTRICT

General

The District is a municipal utility district created by an order of the TCEQ dated April 26, 2007. The rights, powers, privileges, authority and functions of the District are established by the general laws of the State of Texas pertaining to utility districts, particularly Article XVI, Section 59 of the Texas Constitution, and Chapters 49 and 54 of the Texas Water Code, as amended.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District is also authorized to develop parks and recreation facilities, including the issuance of bonds payable from taxes for such purposes. The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts, after approval by the voters of the District. Additionally, the District may, subject to certain limitations, develop and finance roads.

The TCEQ exercises continuing supervisory jurisdiction over the District. In order to obtain the consent for creation from the City of Houston, within whose corporate limits the District lies, the District is required to observe certain requirements of the City of Houston which: (i) limit the purposes for which the District may sell bonds for the acquisition, construction, and improvement of waterworks, wastewater, and drainage facilities, the provision of parks and recreational facilities and roads; (ii) limit the net effective interest rate on such bonds and other terms of such bonds; (iii) require approval by the City of Houston of District construction plans; and (iv) permit connections only to lots and commercial or multi-family reserves described in plats which have been approved by the Planning Commission of the City of Houston and recorded in the real property records. Construction and operation of the District's system is subject to the regulatory jurisdiction of additional governmental agencies. See "THE SYSTEM—Regulation."

Description and Location

The District is located approximately 23 miles northeast of the central downtown business district and is located entirely within the corporate limits of the City of Houston. The District is bounded on the east by Lake Houston, on the north by the subdivision of Lakeshore, and on the south by the subdivision of Summerwood and is bisected by West Lake Houston Parkway. The entire District is within the boundaries of the Humble Independent School District. See "AERIAL PHOTOGRAPH."

Land Use

The District's land plan currently includes approximately 161 acres developed as 458 single-family residential lots, approximately 13 acres served with trunk utilities and intended for commercial use and approximately 125 developable acres that have not been provided with water distribution, wastewater collection and storm drainage facilities. The table below represents a detailed breakdown of the current acreage and development in the District.

| <u>Single-Family Residential</u> | Approximate <u>Acres</u> | <u>Lots/Units</u> |
|--|-----------------------------|-------------------|
| Lakewood Pines (a): | | |
| Section One | 16 | 28 |
| Section Three | 19 | 64 |
| Section Four | 13 | 42 |
| Section Five | 29 | 68 |
| Section Six | 15 | 59 |
| Subtotal | 92 | 261 |
| Stillwater on Lake Houston (a): | | |
| Section One | 24 | 61 |
| Section Two | 15 | 42 |
| Section Three | 8 | 16 |
| Section Four | 12 | 45 |
| Section Five | 10 | 33 |
| Subtotal | 69 | 197 |
| Single-Family Residential Subtotal | 161 | 458 |
| Commercial (b) | 13 | --- |
| Future Development | 125 | --- |
| Totals | 299 | 458 |

(a) Acreage includes tracts devoted to recreational facilities.

(b) Served with trunk utilities.

Status of Development

Single-Family Residential: The District is being developed as the single family residential communities of Lakewood Pines and Stillwater on Lake Houston. The development in the District currently includes 458 single-family residential lots on approximately 161 acres. On September 1, 2019, 371 homes were completed (12 model homes), 48 homes were under construction, and 39 vacant developed lots were available for home construction. Recreational facilities have been constructed in the District, including a pool, playground and meeting facility for Lakewood Pines residents and a pool with covered pavilion for Stillwater on Lake Houston residents. Homes within the District range in price from approximately \$208,000 to \$950,000. The estimated population in the District based upon 3.5 persons per single-family occupied connection is 1,299.

Homebuilding: Taylor Morrison and KB Home Lone Star are actively marketing and building homes in the District. See “THE DEVELOPERS.”

Commercial: A self-storage facility has been constructed on approximately 2 acres in the District by RG Self Storage LLP. An additional 11 acres are served with trunk utilities; however, no commercial improvements have been constructed. See “TAX DATA—Principal Taxpayers.”

Future Development

The District is currently planned as a primarily single-family residential development with approximately 13 acres of commercial development. Approximately 125 developable acres of land within the District are not yet served with water distribution and supply, wastewater collection and treatment or storm drainage facilities and an additional approximately 11 acres are served with trunk utilities. While the District anticipates future development of this acreage, there can be no assurances if and when any of such undeveloped land will ultimately be developed. The District anticipates issuing additional bonds to accomplish full development of the District and pay outstanding amounts owed to the Developers. See “INVESTMENT CONSIDERATIONS—Future Debt.” The Engineer has stated that under current development plans, the remaining authorized but unissued bonds (\$68,910,000) will be sufficient to finance the construction of water, wastewater and storm drainage facilities to complete the District’s water, wastewater and storm drainage system for full development of the District.

THE DEVELOPERS

Role of a Developer

In general, the activities of a landowner or developer in a municipal utility district such as the District include designing the project, defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of streets and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. While a developer is required by the TCEQ to pave streets in areas where utilities are to be financed by a district through a specified bond issue, a developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer’s right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

Prospective Bond purchasers should note that the prior real estate experience of the Developers should not be construed as an indication that further development within the District will occur, or that construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. See “INVESTMENT CONSIDERATIONS.”

KB Home Lone Star Inc.

KB Home Lone Star Inc. (“KB Home Lone Star”), a Texas corporation and an indirect wholly-owned subsidiary of KB Home, a Delaware corporation, the stock of which is publicly traded on the New York Stock Exchange under the ticker symbol KBH, is the developer of approximately 152 acres within the District being marketed as Lakewood Pines. KB Home Lone Star has completed the construction of 261 single-family residential lots on approximately 92 acres. See “INVESTMENT CONSIDERATIONS—Dependence on Major Taxpayers and the Developers,” “THE DISTRICT—Land Use,” and “TAX DATA—Principal Taxpayers.”

Acquisition and Development Financing: All funds required by KB Home Lone Star for home construction, development activities and payment of taxes are provided by KB Home. KB Home Lone Star is dependent on its parent company to provide funds for developing and operating the District. The parent company is not legally obligated to continuing providing funds for development of the District or to provide funds to pay taxes on KB Home Lone Star's taxable property within the District or to pay any other obligations of KB Home Lone Star. KB Home Lone Star has stated that there are no liens securing third party indebtedness against the land or lots in the District owned by KB Home Lone Star.

Taylor Morrison of Texas, Inc.

Taylor Morrison of Texas, Inc. ("Taylor Morrison"), a Texas corporation, is indirectly wholly owned by Taylor Morrison, Inc. ("TMI"). Employees of affiliates of TMI manage the development of the District. TMI is a national homebuilder and is publicly traded on the New York Stock Exchange under the ticker symbol TMHC. Taylor Morrison purchased approximately 69 acres within the District being marketed as Stillwater on Lake Houston. Taylor Morrison has completed the construction of 197 single-family residential lots on approximately 69 acres.

Acquisition and Development Financing: All of the financing for development in the District is being provided by TMI or affiliates of TMI. Taylor Morrison's ability to continue development within the District is dependent on its continued receipt of funds from TMI or affiliates of TMI. The parent company is not legally obligated to continuing providing funds for development of the District or to provide funds to pay taxes on Taylor Morrison's taxable property within the District or to pay any other obligations of Taylor Morrison. Taylor Morrison has stated that there are no liens securing third party indebtedness against the land or lots in the District owned by Taylor Morrison.

Financial Information Concerning KB Home and Taylor Morrison, Inc.

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

Obligations of the Developers or Other Property Owners

Neither of the Developers have any legal commitment to the District or to owners of the Outstanding Bonds and the Bonds to continue development of the land within the District and the Developers may sell or otherwise dispose of their property within the District, or any other assets, at any time. Further, the financial condition of the Developers is subject to change at any time. Various other property owners own tracts of land consisting of approximately 11 acres with no one property owner representing more than 1.92%, and all such owners collectively accounting for less than 7.18% of the certified portion of the 2019 Taxable Assessed Valuation. See "TAX DATA—Principal Taxpayers." See "INVESTMENT CONSIDERATIONS—Dependence on Major Taxpayers and the Developers" and "TAX DATA—Principal Taxpayers."

MANAGEMENT OF THE DISTRICT

Board of Directors

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to staggered four-year terms and elections are held in May in even numbered years only. One of the Board members resides within the District; however, each of the other Board members own land within the District subject to a note and deed of trust in favor of Taylor Morrison. The current members and officers of the Board along with their titles and terms are listed as follows:

| <u>Name</u> | <u>District Board Title</u> | <u>Term Expires</u> |
|---------------------|-----------------------------|---------------------|
| Jon Michael Daniels | President | May 2022 |
| Melody Kay Fraser | Vice President | May 2022 |
| Joseph Doenges | Secretary | May 2020 |
| Scarlet Foster | Assistant Vice President | May 2020 |
| Lisa Clayton | Assistant Secretary | May 2022 |

District Consultants

The District does not have a general manager or other full-time employees, but contracts for certain necessary services as described below.

Bond Counsel/Attorney: The District has engaged Allen Boone Humphries Robinson LLP as general counsel to the District and as Bond Counsel in connection with the issuance of the District's bonds. The fees of the attorneys in their capacity as Bond Counsel are contingent upon the sale and delivery of the Bonds. Compensation to the attorneys for other services to the District is based on time charges actually incurred.

Financial Advisor: Masterson Advisors LLC serves as the District's Financial Advisor. The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Auditor: The District's audited financial statement for the fiscal year ending March 31, 2019, was prepared by McGrath & Co., PLLC, Certified Public Accountants. See "APPENDIX A" for a copy of the District's audited financial statements for the year ended March 31, 2019.

Engineer: The District's consulting engineer is Jones & Carter, Inc.

Tax Appraisal: The Harris County Appraisal District has the responsibility of appraising all property within the District. See "TAXING PROCEDURES."

Tax Assessor/Collector: The District has appointed an independent tax assessor/collector to perform the tax collection function. Assessments of the Southwest, Inc. (the "Tax Assessor/Collector") has been employed by the District to serve in this capacity.

Bookkeeper: The District has contracted with McLennan & Associates, L.P. (the "Bookkeeper") for bookkeeping services.

Utility System Operator: The operator of the water and wastewater system serving the District is the City of Houston.

THE SYSTEM

Regulation

Construction and operation of the District's water, wastewater and storm drainage system as it now exists or as it may be expanded from time to time is subject to regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing, supervisory authority over the District. Discharge of treated sewage into Texas waters, if any, is also subject to the regulatory authority of the TCEQ and the United States Environmental Protection Agency. Harris County, the City of Houston, and the Texas Department of Health also exercise regulatory jurisdiction over all or a portion of the District's system.

Utility Agreement with the City of Houston

The District and the City of Houston have entered into a Utility Functions and Services Allocation Agreement, dated February 17, 2009 (the "Utility Agreement"), providing that the District will finance and construct all water, wastewater and storm drainage facilities required to serve the District, and will convey such facilities, other than detention facilities, to the City of Houston for operation and maintenance. In consideration of the conveyance of the system to the City of Houston, the City of Houston agrees to pay to the District 58.29% of the cost of such facilities, not to exceed \$6,255,917, following acceptance of the facilities by the City of Houston. To date, the City of Houston has reimbursed the District \$2,763,472 for costs of facilities under the Utility Agreement. The City of Houston provides water service and bills customers in the District according to applicable City of Houston water and wastewater rates, and all revenues from the District's system (including tap fees) belong to the City of Houston.

Water Supply

District customers receive their water supply directly from the City of Houston pursuant to the Utility Agreement with the City of Houston. See "THE DISTRICT—Utility Agreement with the City of Houston." The City of Houston has allocated water supply to the District in an amount adequate to serve 458 equivalent single-family connections. The City of Houston's water supply infrastructure required to supply the District is in place. As of September 1, 2019, the District was serving approximately 396 active connections (361 completed homes and 35 homes under construction).

Subsidence District Requirements

The District is within the boundaries of the Harris-Galveston Subsidence District (the "Subsidence District") which regulates groundwater withdrawal. Because the District is served by the City of Houston with water, the District has no potable water well subject to regulation by the Subsidence District.

Wastewater Treatment

The District has entered into an Amended and Restated Wastewater Treatment Plant Agreement, dated July 1, 2013 (the "Wastewater Agreement") with Harris County Municipal Utility District No. 400 ("MUD 400"), Harris County Municipal Utility District No. 422, Harris County Municipal Utility District No. 423 and Harris County Freshwater Supply District No. 48. Under the Wastewater Agreement, wastewater treatment is provided by an interim 600,000 gallons per day ("gpd") regional interim wastewater treatment plant constructed and owned by MUD 400 to serve the participants.

As of the date hereof, the only participants in the interim wastewater treatment plant are MUD 400 and the District. The interim wastewater treatment plant has a permitted capacity of 600,000 gallons per day and is capable of serving 2,000 equivalent single-family connections, of which 579 equivalent single-family connections or 28.96% is allocated to the District. As of September 1, 2019, the District was serving approximately 396 active connections (361 completed homes and 35 under construction).

Pursuant to the Utility Agreement, the City of Houston has agreed to pay the District's share of operating costs of the interim sewer treatment plant. See "INVESTMENT CONSIDERATIONS—Operating Funds."

Pursuant to the Utility Agreement with the City of Houston, the City of Houston has the right to participate with the District in a permanent wastewater plant to be constructed by the District and owned by the City of Houston. The District has the right to divert all or a portion of the District's wastewater to the permanent wastewater facility. The District has no plans at this time for diversion of its wastewater to a permanent plant.

Water Distribution, Wastewater Collection and Storm Drainage Facilities

Water distribution, wastewater collection and storm drainage facilities have been constructed to serve 458 single-family residential lots on approximately 161 acres and partially constructed to serve 13 acres on future commercial tracts.

100-Year Flood Plain

“Flood Insurance Rate Map” or “FIRM” means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The "100-year flood plain" (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance. An engineering or regulatory determination that an area is above the 100-year flood plain is no assurance that homes built in such area will not be flooded and a number of neighborhoods in the Greater Houston Area that are above the 100-year flood plain have flooded multiple times in the past several years. The District’s drainage system has been designed and constructed to all current standards. According to Jones & Carter, Inc., the District’s Engineer, approximately 7 acres of the District are located within the 100-year flood plain. Of the 7 acres, a majority of 10 lots within Stillwater on Lake Houston Sections 3 were taken out of the floodplain, except for portions of the backyards, by LOMR-F Case No. 16-06-440A effective November 8, 2016. See “INVESTMENT CONSIDERATIONS—Hurricane Harvey.”

General Operating Fund

The following statement sets forth in condensed form the General Operating Fund as shown in the District’s audited financial statements for the fiscal years ending March 31, 2015 through March 31, 2019. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Reference is made to “APPENDIX A” for further and complete information. See “INVESTMENT CONSIDERATIONS—Operating Funds.”

| | Fiscal Year Ended March 31 | | | | |
|---|----------------------------|-------------------|---------------------|---------------------|--------------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| Revenues | | | | | |
| Property Taxes | \$ 369,684 | \$ 464,097 | \$ 267,156 | \$ 95,141 | \$ 111,755 |
| Penalty and Interest | - | - | 5,886 | 739 | 975 |
| City of Houston Sewer Reimbursement | 317,223 | 430,653 | - | - | 34,693 |
| Other | 17,589 | 8,317 | - | - | - |
| Investment Revenues | 14,155 | 1,996 | 466 | 78 | 160 |
| Total Revenues | \$ 718,651 | \$ 905,063 | \$ 273,508 | \$ 95,958 | \$ 147,583 |
| Expenditures | | | | | |
| Professional Fees | \$ 129,658 | \$ 119,772 | \$ 146,099 | \$ 172,461 | \$ 98,868 |
| Purchased or Contracted Services | 289,008 | 245,602 | 281,575 (a) | 179,340 | 75,158 |
| Administrative | 39,756 | 25,880 | 22,575 | 21,943 | 19,954 |
| Repairs and Maintenance | 59,022 | 51,946 | 265,671 | 1,254 | - |
| Other | 17,167 | 4,910 | 1,972 | 326 | 1,177 |
| Total Expenditures | \$ 534,611 | \$ 448,110 | \$ 717,892 | \$ 375,324 | \$ 195,157 |
| Net Revenues | \$ 184,040 | \$ 456,953 | \$ (444,384) | \$ (279,366) | \$ (47,574) |
| Other Sources | \$ 57,284 | \$ 17,160 | \$ 608,890 | \$ 243,873 | \$ 2,416 |
| Fund Balance (Beginning of Year) | \$ 755,542 | \$ 281,429 | \$ 116,923 | \$ 152,416 | \$ 197,574 |
| Fund Balance (End of Year) | \$ 996,866 | \$ 755,542 | \$ 281,429 | \$ 116,923 | \$ 152,416 |

(a) Includes \$247,013 for purchased sewer services paid to Harris County Municipal Utility District No. 400. Such amount will be reimbursed by the City of Houston pursuant to the Utility Agreement.

FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)

| | | |
|--|---------------|-----|
| 2019 Taxable Assessed Valuation | \$123,961,313 | (a) |
| Estimated Taxable Assessed Valuation as of August 1, 2019 | \$148,553,388 | (b) |
| Gross Direct Debt Outstanding | \$12,000,000 | (c) |
| Estimated Overlapping Debt | 6,027,183 | (d) |
| Gross Direct Debt and Estimated Overlapping Debt..... | \$18,027,183 | |
| Ratios of Gross Direct Debt to: | | |
| 2019 Taxable Assessed Valuation | 9.68% | |
| Estimated Taxable Assessed Valuation as of August 1, 2019..... | 8.08% | |
| Ratios of Gross Direct Debt and Estimated Overlapping Debt to: | | |
| 2019 Taxable Assessed Valuation..... | 14.54% | |
| Estimated Taxable Assessed Valuation as of August 1, 2019..... | 12.14% | |
| Funds Available for Debt Service as of October 15, 2019 | | |
| Debt Service Funds Available..... | \$226,965 | |
| Capitalized Interest from proceeds of the Bonds (Twelve (12) Months) | 105,775 | (e) |
| Total Funds Available for Debt Service..... | \$332,740 | |
| Operating Funds Available as of October 15, 2019 | \$695,301 | |

- (a) The Harris County Appraisal District (the "Appraisal District") has certified \$111,015,111 of taxable value and an additional \$12,946,202 remains uncertified and represents the landowners' opinion of value. The 2019 Taxable Assessed Valuation shown throughout this OFFICIAL STATEMENT is certified value plus uncertified value. See "TAXING PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only. Such amounts reflect an estimate of taxable value within the District on August 1, 2019. No tax will be levied on such amount until it is certified. Increases in value occurring between January 1, 2019 and August 1, 2019 will be certified as of January 1, 2020 and provided for purposes of taxation in the fall of 2020. See "TAXING PROCEDURES."
- (c) Includes the Bonds and the Outstanding Bonds. See "—Outstanding Bonds" herein.
- (d) See "—Estimated Overlapping Debt" herein.
- (e) The District will capitalize twelve (12) months of interest from proceeds of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Investments of the District

The District has adopted an Investment Policy as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code. The District's goal is to preserve principal and maintain liquidity while securing a competitive yield on its portfolio. Funds of the District will be invested in short term U.S. Treasuries, certificates of deposit insured by the Federal Deposit Insurance Corporation ("FDIC") or secured by collateral evidenced by perfected safekeeping receipts held by a third party bank, and public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate the inclusion of, long term securities or derivative products in the District portfolio.

Outstanding Debt

The District has previously issued \$8,100,000 principal amount of unlimited tax bonds for the purpose of purchasing and constructing water, wastewater and storm drainage facilities, of which \$7,810,000 remains outstanding (the "Outstanding Bonds") as of the date hereof. The following table lists the original principal amount of all the series of bonds issued by the District and the principal amount of the Outstanding Bonds.

| Series | Original Principal Amount | Outstanding Bonds |
|--------|---------------------------------|----------------------|
| 2017 | \$ 4,000,000 | \$ 3,825,000 |
| 2018 | 4,100,000 | 3,985,000 |
| Total | \$ 8,100,000 | \$ 7,810,000 |

Estimated Overlapping Debt

The following table indicates the outstanding debt payable from ad valorem taxes, of governmental entities within which the District is located and the estimated percentages and amounts of such indebtedness attributable to property within the District. Debt figures equated herein to outstanding obligations payable from ad valorem taxes are based upon data obtained from individual jurisdictions or Texas Municipal Reports compiled and published by the Municipal Advisory Council of Texas. Furthermore, certain entities listed below may have issued additional obligations since the date listed and may have plans to incur significant amounts of additional debt. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for the purposes of operation, maintenance and/or general revenue purposes in addition to taxes for the payment of debt service and the tax burden for operation, maintenance and/or general revenue purposes is not included in these figures. The District has no control over the issuance of debt or tax levies of any such entities.

| Taxing Jurisdiction | Outstanding Bonds | As of | Overlapping | |
|--|----------------------|-----------|-------------|---------------|
| | | | Percent | Amount |
| Harris County..... | \$ 1,599,402,125 | 8/31/2019 | 0.02% | \$ 319,880 |
| Harris County Flood Control District..... | 83,075,000 | 8/31/2019 | 0.02% | 16,615 |
| Harris County Department of Education..... | 6,320,000 | 8/31/2019 | 0.02% | 1,264 |
| Harris County Hospital District..... | 57,300,000 | 8/31/2019 | 0.02% | 11,460 |
| Port of Houston Authority..... | 593,754,397 | 8/31/2019 | 0.02% | 118,751 |
| Humble Independent School District..... | 650,325,000 | 8/31/2019 | 0.58% | 3,771,885 |
| Lone Star College District..... | 581,595,000 | 8/31/2019 | 0.05% | 290,798 |
| City of Houston..... | 3,741,325,000 | 8/31/2019 | 0.04% | 1,496,530 |
| Total Estimated Overlapping Debt..... | | | | \$ 6,027,183 |
| The District..... | 12,000,000 (a) | Current | 100.00% | 12,000,000 |
| Total Direct and Estimated Overlapping Debt..... | | | | \$ 18,027,183 |

Direct and Estimated Overlapping Debt as a Percentage of:

| | |
|--|--------|
| 2019 Taxable Assessed Valuation of \$123,961,313 | 14.54% |
| Estimated Taxable Assessed Valuation as of August 1, 2019 of \$148,553,388 | 12.14% |

(a) The Bonds and the Outstanding Bonds.

Overlapping Taxes

Property within the District is subject to taxation by several taxing authorities in addition to the District. On January 1 of each year a tax lien attaches to property to secure the payment of all taxes, penalties and interest imposed on such 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 tax liens of taxing authorities shown below. In addition to ad valorem taxes required to pay debt service on bonded debt of the District and other taxing authorities (see "Estimated Overlapping Debt" above), certain taxing jurisdictions, including the District, are also authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below are all of the taxes levied for the 2019 tax year by all taxing jurisdictions overlapping the District and the 2019 tax rate for the District. No recognition is given to local assessments for civic association dues, fire department contributions, solid waste disposal charges or any other levy of entities other than political subdivisions.

| | Tax Rate per \$100 of Taxable Assessed Valuation |
|--|--|
| Harris County (including Harris County Flood Control District, Harris County Hospital District, Harris County Department of Education, and the Port of Houston Authority (a))..... | \$ 0.61670 |
| Humble Independent School District..... | 1.41835 |
| City of Houston..... | 0.56792 |
| Lone Star College System..... | 0.10780 |
| Total Overlapping Tax Rate..... | \$ 2.71077 |
| The District..... | 0.91000 |
| Total Tax Rate..... | \$ 3.62077 |

Debt Service Requirements

The following sets forth the debt service on the Outstanding Bonds (see “Outstanding Debt” in this section) and the Bonds. This schedule does not reflect the fact that an amount equal to twelve (12) months of interest will be capitalized from Bonds proceeds to pay debt service on the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

| Year | Outstanding Bonds Debt Service Requirements | Plus: Debt Service on the Bonds | | | Total Debt Service Requirements |
|-------|--|---------------------------------|-----------------|-----------------|---------------------------------------|
| | | Principal | Interest | Total | |
| 2020 | \$ 495,231.25 | \$ 170,000 | \$ 79,331.25 | \$ 249,331.25 | \$ 744,562.50 |
| 2021 | 494,731.25 | 170,000 | 102,375.00 | 272,375.00 | 767,106.25 |
| 2022 | 498,131.25 | 170,000 | 98,975.00 | 268,975.00 | 767,106.25 |
| 2023 | 501,231.25 | 170,000 | 95,575.00 | 265,575.00 | 766,806.25 |
| 2024 | 504,031.25 | 170,000 | 92,175.00 | 262,175.00 | 766,206.25 |
| 2025 | 511,531.25 | 170,000 | 88,775.00 | 258,775.00 | 770,306.25 |
| 2026 | 513,581.25 | 170,000 | 85,375.00 | 255,375.00 | 768,956.25 |
| 2027 | 515,018.75 | 170,000 | 81,975.00 | 251,975.00 | 766,993.75 |
| 2028 | 516,143.75 | 170,000 | 78,575.00 | 248,575.00 | 764,718.75 |
| 2029 | 521,418.75 | 170,000 | 74,750.00 | 244,750.00 | 766,168.75 |
| 2030 | 520,981.25 | 170,000 | 70,500.00 | 240,500.00 | 761,481.25 |
| 2031 | 524,806.25 | 170,000 | 66,250.00 | 236,250.00 | 761,056.25 |
| 2032 | 522,681.25 | 170,000 | 62,000.00 | 232,000.00 | 754,681.25 |
| 2033 | 525,193.75 | 165,000 | 57,750.00 | 222,750.00 | 747,943.75 |
| 2034 | 526,925.00 | 165,000 | 53,625.00 | 218,625.00 | 745,550.00 |
| 2035 | 523,100.00 | 165,000 | 49,087.50 | 214,087.50 | 737,187.50 |
| 2036 | 523,187.50 | 165,000 | 44,550.00 | 209,550.00 | 732,737.50 |
| 2037 | 522,687.50 | 165,000 | 39,600.00 | 204,600.00 | 727,287.50 |
| 2038 | 521,600.00 | 165,000 | 34,650.00 | 199,650.00 | 721,250.00 |
| 2039 | 519,400.00 | 165,000 | 29,700.00 | 194,700.00 | 714,100.00 |
| 2040 | 511,600.00 | 165,000 | 24,750.00 | 189,750.00 | 701,350.00 |
| 2041 | 513,400.00 | 165,000 | 19,800.00 | 184,800.00 | 698,200.00 |
| 2042 | 504,400.00 | 165,000 | 14,850.00 | 179,850.00 | 684,250.00 |
| 2043 | - | 165,000 | 9,900.00 | 174,900.00 | 174,900.00 |
| 2044 | - | 165,000 | 4,950.00 | 169,950.00 | 169,950.00 |
| Total | \$ 11,831,012.50 | \$ 4,190,000 | \$ 1,459,843.75 | \$ 5,649,843.75 | \$ 17,480,856.25 |

Average Annual Debt Service Requirements (2020-2044) \$699,234
Maximum Annual Debt Service Requirement (2025) \$770,306

TAX DATA

Debt Service Tax

The Board covenants in the Bond Resolution to levy and assess, for each year that all or any part of the Bonds or the Outstanding Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds and the Outstanding Bonds. See “Historical Tax Rate Distribution” and “Tax Roll Information” below, and “TAXING PROCEDURES.”

Maintenance Tax

The Board has the statutory authority to levy and collect an annual ad valorem tax for the operation and maintenance of the District, if such a maintenance tax is authorized by the District’s voters. A maintenance tax election was conducted May 8, 2010, and voters of the District authorized, among other things, the Board to levy a maintenance tax at a rate not to exceed \$1.50 per \$100 of taxable assessed valuation. A maintenance tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds. See “Debt Service Tax” above.

Historical Tax Rate Distribution

| | 2019 | 2018 | 2017 | 2016 | 2015 |
|----------------------------|-----------|-----------|-----------|-----------|-----------|
| Debt Service | \$ 0.5500 | \$ 0.5000 | \$ 0.3000 | \$ - | \$ - |
| Maintenance and Operations | 0.3600 | 0.4115 | 0.6200 | 0.9130 | 0.8890 |
| Total | \$ 0.9100 | \$ 0.9115 | \$ 0.9200 | \$ 0.9130 | \$ 0.8890 |

Additional Penalties

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

Historical Tax Collections

The following statement of tax collections sets forth in condensed form a portion of the historical tax experience of the District. Such table has been prepared for inclusion herein, based upon information obtained from the District’s Tax Assessor/Collector. Reference is made to such statements and records for further and complete information. See “Tax Roll Information” below.

| Tax Year | Taxable Assessed Valuation (a) | Tax Rate | Total Tax Levy | Total Collections as of September 30, 2019 (b) | |
|----------|--------------------------------|------------|----------------|--|---------|
| | | | | Amount | Percent |
| 2014 | \$ 11,048,630 | \$ 0.86892 | \$ 96,004 | \$ 96,004 | 100.00% |
| 2015 | 13,187,033 | 0.88900 | 117,304 | 117,304 | 100.00% |
| 2016 | 30,181,494 | 0.91300 | 288,545 | 288,237 | 99.89% |
| 2017 | 72,108,687 | 0.92000 | 627,857 | 627,847 | 100.00% |
| 2018 | 91,111,927 | 0.91150 | 826,114 | 822,915 | 99.61% |
| 2019 | 111,015,111 | 0.91000 | 1,010,238 | (c) | (c) |

(a) Net valuation represents final gross appraised value as certified by the Appraisal District less any exemptions granted. See “Tax Roll Information” below for gross appraised value and exemptions granted by the District.

(b) Unaudited.

(c) In process of collection, 2019 Taxes are due by January 31, 2020.

Tax Roll Information

The District's assessed value as of January 1 of each year is used by the District in establishing its tax rate (see "TAXING PROCEDURES—Valuation of Property for Taxation"). The following represents the composition of property comprising the 2015 through 2019 Certified Taxable Assessed Valuations. Taxes are levied on taxable value certified by the Appraisal District as of January 1 of each year. Breakdowns related to the uncertified portion (\$12,946,202) of the 2019 Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of August 1, 2019, of \$148,553,388, are not currently available.

| | 2019 Certified Taxable Assessed Valuation | 2018 Certified Taxable Assessed Valuation | 2017 Certified Taxable Assessed Valuation | 2016 Certified Taxable Assessed Valuation | 2015 Certified Taxable Assessed Valuation |
|-------------------|---|---|---|---|---|
| Land | \$ 31,195,233 | \$ 32,613,315 | \$ 29,522,479 | \$ 26,009,151 | \$ 16,968,870 |
| Improvements | 90,493,400 | 65,910,750 | 47,305,412 | 12,857,397 | 2,242,058 |
| Personal Property | 1,582,801 | 1,711,966 | 108,390 | 93,434 | 1,302,202 |
| Exemptions | (12,256,323) | (9,124,104) | (8,690,965) | (7,324,225) | (7,318,045) |
| Total | <u>\$ 111,015,111</u> | <u>\$ 91,111,927</u> | <u>\$ 68,245,316</u> | <u>\$ 31,635,757</u> | <u>\$ 13,195,085</u> |

Principal Taxpayers

The following table represents the ten principal taxpayers, the taxable assessed value of such property, and such property's taxable assessed valuation as a percentage of the certified portion (\$111,015,111) of the 2019 Taxable Assessed Valuation of \$123,961,313. This represents ownership as of January 1, 2019. Principal taxpayer lists related to the uncertified portion (\$12,946,202) of the 2019 Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of August 1, 2019, of \$148,553,388, are not currently available.

| Taxpayer | 2019 Certified Taxable Assessed Valuation | % of 2019 Certified Taxable Assessed Valuation |
|-----------------------------------|---|---|
| KB Home Lone Star Inc (a) | \$ 3,823,244 | 3.44% |
| RG Self Storage LLP (b) | 3,673,115 | 3.31% |
| Taylor Morrison of Texas Inc. (a) | 2,985,399 | 2.69% |
| GROWRKIDSINSUMMERWOOD LLC | 2,126,215 | 1.92% |
| Omnavig Holdings LLC | 1,209,780 | 1.09% |
| Drive Time | 1,074,812 | 0.97% |
| Summer Project LLC | 1,038,226 | 0.94% |
| Sona Summer Lake Partners LP | 917,752 | 0.83% |
| Summer Lake ISHINE LLC | 914,028 | 0.82% |
| Individual | 693,763 | 0.62% |
| Total | <u>\$ 18,456,334</u> | <u>16.63%</u> |

(a) See "THE DEVELOPERS."

(b) See "THE DEVELOPERS—Other Property Owners."

Tax Adequacy for Debt Service

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 taxable assessed valuation which would be required to meet average annual and maximum annual debt service requirements if no growth in the District's tax base occurred beyond the 2019 Taxable Assessed Valuation of \$123,961,313 (\$111,015,111 of certified value plus \$12,946,202 of uncertified value) or the Estimated Taxable Assessed Valuation as of August 1, 2019 of \$148,553,388. The calculations contained in the following table merely represent the tax rates required to pay principal of and interest on the Bonds and the Outstanding Bonds when due, assuming no further increase or any decrease in taxable values in the District, collection of ninety-five percent (95%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements" and "INVESTMENT CONSIDERATIONS—Possible Impact on District Tax Rates."

| | |
|--|-----------|
| Average Annual Debt Service Requirement (2020-2044) | \$699,234 |
| \$0.60 Tax Rate on the 2019 Taxable Assessed Valuation | \$706,579 |
| \$0.50 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2019 | \$705,629 |
| Maximum Annual Debt Service Requirement (2025)..... | \$770,306 |
| \$0.66 Tax Rate on the 2019 Taxable Assessed Valuation | \$777,237 |
| \$0.55 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2019 | \$776,191 |

No representation or suggestion is made that the uncertified portion of the 2019 Taxable Assessed Valuation provided by the Appraisal District will not be revised downward prior to certification or that the Estimated Taxable Assessed Valuation as of August 1, 2019 will be certified as taxable value by the Appraisal District, and no person should rely upon such amount or its inclusion herein as assurance of their attainment. See "TAXING PROCEDURES."

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in an amount sufficient 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 (see "INVESTMENT CONSIDERATIONS—Future Debt") and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Resolution to levy such a tax from year-to-year as described more fully herein under "THE BONDS—Source of Payment." Under Texas law, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District. See "TAX DATA—Debt Service Tax" and "—Maintenance Tax."

Property Tax Code and County-Wide Appraisal District

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

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The Harris County Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units within Harris County, including the District. Such appraisal values are subject to review and change by the Harris County Appraisal Review Board (the "Appraisal Review Board").

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; certain goods, wares and merchandise in transit; 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 sixty-five (65) years of age or older and of certain disabled persons to the extent deemed advisable by the Board. The District may be required to call such an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the previous 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 certain surviving dependents of disabled veterans, if requested, of

between \$3,000 and \$12,000 of taxable valuation depending upon the disability rating of the veteran claiming the exemption, and qualifying surviving spouses of persons 65 years of age or older will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran's residential homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the spouse. See "TAX DATA." The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised 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 before July 1.

Freeport Goods Exemption: A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2011 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

Tax Abatement

Harris County or the City of Houston may designate all or part of the area within the District as a reinvestment zone. Thereafter, Harris County, the City of Houston, and the District, under certain circumstances, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the 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.

Nevertheless, certain land may be appraised at less than market value under the Property Tax Code. In November 1997, Texas voters approved a constitutional amendment to limit increases in the appraised value of residence homesteads to ten percent (10%) annually regardless of the market value of the property. The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property 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 such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three (3) years for agricultural use, open space land and timberland.

The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all real property in the Appraisal District at least once every three (3) 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 a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the Appraisal District chooses formally to include such values on its appraisal roll.

When requested by a local taxing unit, such as the District, the Appraisal District is required to complete a reappraisal as soon as practicable of all property damaged in an area that the Governor declares a disaster area. For reappraised property, the taxes are pro-rated for the year in which the disaster occurred. The taxing unit assesses taxes prior to the date the disaster occurred based upon market value as of January 1. Beginning on the date of the disaster and for the remainder of the year, the taxing unit applies its tax rate to the reappraised market value of the property.

District and Taxpayer Remedies

Under certain circumstances taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a timely petition for review in State district court. In such event, the value of the property in question will be determined by the court or by a jury if requested by any party. 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 value, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board of Directors, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, 60 days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, which may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is (i) sixty-five (65) years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continue to accrue during the period of deferral.

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

Rollback of Operation and Maintenance Tax Rate

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

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

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

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

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

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

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

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 for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State of Texas and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes." A tax lien on real property takes priority over the claim 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 applicable 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 subject to the restrictions on residential homesteads described in the preceding section under "Levy and Collection of Taxes". 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 six (6) months for commercial property and two (2) years for residential and all other types of property after the purchaser's deed issued at the foreclosure sale is filed in the county records. See "INVESTMENT CONSIDERATIONS—General" and "—Tax Collection Limitations and Foreclosure Remedies."

The Effect of FIRREA on Tax Collections of the District

The Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA") contains certain provisions which affect the time for protesting property valuations, the fixing of tax liens and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation ("FDIC") when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

Under FIRREA, real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary liens shall attach to such property, (ii) the FDIC shall not be liable for any penalties, interest, or fines, including those arising from the failure to pay any real or personal property tax when due, and (iii) notwithstanding failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

To the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property, if any, owned by the FDIC in the District and may prevent the collection of penalties and interest on such taxes or may affect the valuation of such property.

INVESTMENT CONSIDERATIONS

General

The Bonds are obligations solely of the District and are not obligations of the City of Houston, Harris County, the State of Texas, or any entity other than the District. Payment of the principal of and interest on the Bonds depends upon the ability of the District to collect taxes levied on taxable property within the District in an amount sufficient to service the District's bonded debt or in the event of foreclosure, on the value of the taxable property in the District and the taxes levied by the District and other taxing authorities upon the property within the District. See "THE BONDS—Source of Payment." The collection by the District of delinquent taxes owed to it and the enforcement by Registered Owners of the District's obligation to collect sufficient taxes may be a costly and lengthy process. Furthermore, the District cannot and does not make any representations that continued development of taxable property within the District will accumulate or maintain taxable values sufficient to justify continued payment of taxes by property owners or that there will be a market for the property or that owners of the property will have the ability to pay taxes. See "Registered Owners' Remedies and Bankruptcy Limitations" below.

Recent Extreme Weather Events; Hurricane Harvey

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 25, 2017, and brought historic levels of rainfall during the successive four days.

To the best knowledge of the District, the District’s System (as defined herein) did not sustain any material damage, there was no interruption of water and sewer service, and no homes within the District experienced structural flooding or other material damage as a result of Hurricane Harvey.

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

Specific Flood Type Risks

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

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

Atlas 14

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Precipitation-Frequency Atlas of the United States (“Atlas 14”). Floodplain boundaries within the District may be redrawn based upon the Atlas 14 study, which is based upon a higher statistical rainfall amount, resulting in interim floodplain regulations applying to a larger number of properties and consequently leaving less developable property within the District. Such regulations could additionally result in higher insurance rates, increased development fees and stricter building codes for any property located within the expanded boundaries of the floodplain. See “THE SYSTEM.”

Harris County and City of Houston Floodplain Regulations

As a direct result of Hurricane Harvey, Harris County and the City of Houston 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 Harris County regulations took effect January 1, 2018, and the new and amended City of Houston regulations took effect September 1, 2018.

The Harris County floodplain regulations govern construction projects in unincorporated Harris County and include regulations governing the elevation of structures in the 100-year and 500-year floodplains. Additionally, the Harris 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 of Houston floodplain regulations govern construction projects in the corporate jurisdiction of the City of Houston 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 of Houston 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 of Houston regulations.

The new and amended Harris County and City of Houston 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.

Economic Factors and Interest Rates

A substantial percentage of the taxable value of the District currently results from the current market value of single-family residences, vacant lots and multi-family residential properties. The market value of such properties is related to general economic conditions in Houston, the State of Texas and the nation and those conditions can affect the demand for such properties. Demand for residential properties can be significantly affected by factors such as interest rates, credit availability, construction costs and the prosperity and demographic characteristics of the urban center toward which the marketing of such properties is directed.

Credit Markets and Liquidity in the Financial Markets

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 23 miles from the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and national credit and financial markets. A downturn in the economic conditions of Houston and decline in the nation's real estate and financial markets could affect development and home-building plans in the District and restrain the growth of or reduce the District's property tax base.

Competition

The demand for and construction of single-family homes in the District, which is 23 miles from downtown Houston, could be affected by competition from other residential developments located in the northeastern portion of the Houston metropolitan area. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District and in more established neighborhoods closer to downtown Houston. Such homes could represent additional competition for new homes proposed to be sold within the District.

The competitive position of the Developers in the sale of homes and the construction of single-family residential houses within the District is affected by most of the factors discussed in this section. Such a competitive position directly affects the growth and maintenance of taxable values in the District. The District can give no assurance that building and marketing programs in the District by the Developers will be implemented or, if implemented, will be successful.

Undeveloped Acreage and Vacant Lots

There are approximately 125 developable acres of land within the District that have not been provided with water, wastewater and storm drainage facilities necessary to the construction of new development and approximately 11 acres intended for commercial development are served with trunk utilities. In addition, as of September 1, 2019, 39 vacant developed lots were available for new home construction. The District makes no representation as to when or if development of undeveloped acreage will occur or when vacant lots will be sold. See "THE DISTRICT—Land Use."

Possible Impact on District Tax Rates

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 owners of property within the District to pay their taxes. The 2019 Taxable Assessed Valuation is \$123,961,313 (\$111,015,111 of certified value plus \$12,946,202 of uncertified value). After issuance of the Bonds, the maximum annual debt service requirement will be \$770,306 (2025), and the average annual debt service requirement will be \$699,234 (2020-2044). Assuming no increase or decrease from the 2019 Taxable Assessed Valuation, the issuance of no additional debt, and no other funds available for the payment of debt service, tax rates of \$0.66 and \$0.60 per \$100 of taxable assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. The Estimated Taxable Assessed Valuation as of August 1, 2019, is \$148,553,388, which reduces the above calculations to \$0.55 and \$0.50 per \$100 of taxable assessed valuation, respectively.

No representation or suggestion is made that the uncertified portion of the 2019 Taxable Assessed Valuation will not be adjusted downward prior to certification or that the Estimated Taxable Assessed Valuation as of August 1, 2019 provided by the Appraisal District for the District will be certified as taxable value by the Appraisal District, and no person should rely upon such amount or its inclusion herein as assurance of their attainment. See "TAXING PROCEDURES."

Tax Collections Limitations and Foreclosure Remedies

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 local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial 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, or (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property. Moreover, the proceeds of any sale of property within the District available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes"), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers' right to redeem property within two years of foreclosure for residential and agricultural use property and six months for other property). Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid.

Registered Owners' Remedies and Bankruptcy Limitations

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by 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 to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or 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 Federal Bankruptcy Code, 11 U.S.C. Sections 901-946. The filing of such petition would automatically stay the enforcement of Registered Owner's remedies, including mandamus. 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 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 negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Special districts such as the District must obtain the approval of the TCEQ as a condition to seeking relief under the Federal 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, the 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 making the decision of whether to grant the petitioning District relief from its creditors. While such a decision might be appealable, the concomitant delay and loss of remedies to the Registered Owner could potentially and adversely impair the value of the Registered Owner's claim.

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal 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 Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating the collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district may not be forced into bankruptcy involuntarily.

Future Debt

The District has the right to issue obligations other than the Bonds, including tax anticipation notes and bond anticipation notes, and to borrow for any valid corporate purpose. A total of \$81,200,000 principal amount has been authorized by the District's voters for the purpose of purchasing and constructing a water, wastewater, and/or storm drainage system and refunding outstanding bonds and, after the issuance of the Bonds, \$68,910,000 of such unlimited tax bonds will remain authorized but unissued. In addition, voters may authorize the issuance of additional bonds secured by ad valorem taxes. 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.

To date, the Developers have advanced certain funds for engineering and construction of water, wastewater and/or storm drainage facilities for which they have not been reimbursed. After the reimbursements are made with Bond proceeds, the District will owe approximately \$650,000, plus interest to the Developers. The District intends to issue additional bonds in order to reimburse the Developers and to develop the remainder of undeveloped but developable land (approximately 125 acres). The District does not employ any formula with respect to appraised valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District. See "THE BONDS—Issuance of Additional Debt."

Environmental Regulation

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

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

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

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

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

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

The HGB Area is currently designated as a "moderate" nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2018. If the EPA ultimately determines that the HGB Area has failed to meet the attainment deadline based on the relevant data, the area is subject to reclassification to a nonattainment classification that provides for more stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

The HGB Area is currently designated as a "marginal" nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2021. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

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

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

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

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

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

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

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

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

On September 12, 2019, the EPA and USACE finalized a rule repealing the CWR, thus reinstating the regulatory text that existed prior to the adoption of the CWR. This repeal will officially become final on December 23, 2019.

On December 11, 2018, the EPA and USACE released a proposed replacement definition of “waters of the United States.” The proposed definition outlines six categories of waters that would be considered “waters of the United States,” including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters, and wetlands adjacent to jurisdictional waters. The proposed rule also details what are not “waters of the United States,” such as features that only contain water during or in response to rainfall (e.g., ephemeral features); groundwater; many ditches, including most roadside or farm ditches; prior converted cropland; stormwater control features; and waste treatment systems. The agencies took comments on the proposal for 60 days after publication in the Federal Register, which occurred on February 14, 2019, but the proposed rule has not been finalized.

Due to the pending rulemaking activity, there remains uncertainty regarding the ultimate scope of “waters of the United States” and 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.

Marketability of the Bonds

The District has no understanding with the Underwriter regarding the reoffering yields or prices of the Bonds and 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 of the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are more generally bought, sold or traded in the secondary market.

Changes in Tax Legislation

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

Continuing Compliance with Certain Covenants

Failure of the District to comply with certain covenants contained in the Bond Resolution on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactive to the date of original issuance. See “TAX MATTERS.”

Risk Factors Related to the Purchase of Municipal Bond Insurance

The Underwriter has entered into an agreement with Build America Mutual Assurance Company (“BAM” or the “Insurer”) for the purchase of a municipal bond insurance policy (the “Policy”). At the time of entering into the agreement, the Insurer was rated “AA” (stable outlook) by S&P. See “MUNICIPAL BOND INSURANCE.”

The long-term ratings on the Bonds are dependent in part on the financial strength of the bond insurer (the “Insurer”) and its claim 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 description of “MUNICIPAL BOND RATING” and “MUNICIPAL BOND INSURANCE.”

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 nor the Underwriter 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 and interest on the Bonds and the claims paying ability of the Insurer, particularly over the life of the investment. See “MUNICIPAL BOND RATING” and “MUNICIPAL BOND INSURANCE” for further information provided by the Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Insurer.

MUNICIPAL BOND RATING

It is expected that S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC, (“S&P”) will assign a municipal bond rating of “AA” (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy insuring the timely payment of the principal of and interest on the Bonds will be issued by Build America Mutual Assurance Company. Moody’s Investors Service (“Moody’s”) has also assigned an underlying rating of “Baa2” to the Bonds. An explanation of the ratings may be obtained from S&P and Moody’s, respectively. See “INVESTMENT CONSIDERATIONS—Risk Factors Related to the Purchase of Municipal Bond Insurance,” “MUNICIPAL BOND INSURANCE” and “ APPENDIX B.”

There is no assurance that such ratings will continue for any given period of time or that they will not be revised or withdrawn entirely by S&P or Moody’s if, in their judgment, circumstances so warrant. Any such revisions or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

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 APPENDIX B to this OFFICIAL STATEMENT.

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

Build America Mutual Assurance Company

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

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

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

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

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of September 30, 2019, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$552.8 million, \$130.8 million and \$422.1 million, respectively.

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

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

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this OFFICIAL STATEMENT or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under 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 buildamerica.com/creditinsights/. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

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

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

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

LEGAL MATTERS

Legal Proceedings

Delivery of the Bonds will be accompanied by the unqualified 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 by the District, without limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the approving legal opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, to a like effect and to the effect that, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals.

Bond Counsel has reviewed the information appearing in this OFFICIAL STATEMENT under “THE BONDS,” “THE DISTRICT—General,” “THE SYSTEM—Utility Agreement with the City of Houston,” “TAXING PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS” and “CONTINUING DISCLOSURE OF INFORMATION” solely to determine if such information, insofar as it relates to matters of law, is true and correct, and whether such information fairly summarizes the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this OFFICIAL STATEMENT nor has it conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this OFFICIAL STATEMENT. No person is entitled to rely upon Bond Counsel’s limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

Allen Boone Humphries Robinson LLP also serves as general counsel to the District on matters other than the issuance of bonds. The legal fees paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the bonds actually issued, sold and delivered and, therefore, such fees are contingent upon the sale and delivery of the Bonds.

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

No Material Adverse Change

The obligations of the Underwriter 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 from that set forth or contemplated in the PRELIMINARY OFFICIAL STATEMENT.

No-Litigation Certificate

The District will furnish the Underwriter a certificate, executed by both the President and Secretary of the Board, and dated as of the date of delivery of the Bonds, to the effect that there is not pending, and to their knowledge, there is not threatened, any litigation affecting the validity of the Bonds, or the levy and/or collection of taxes for the payment thereof, or the organization or boundaries of the District, or the title of the officers thereof to their respective offices, and that no additional bonds or other indebtedness have been issued since the date of the statement of indebtedness or nonencumbrance certificate submitted to the Attorney General of Texas in connection with approval of the Bonds.

TAX MATTERS

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

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

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

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

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

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

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

Tax Accounting Treatment of Original Issue Discount Bonds

The issue price of certain of the Bonds (the "Original Issue Discount Bonds") is less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond at the initial public offering price in the initial public offering of the Bonds; and (b) such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Bond was held by such initial owner) is includable in gross income. (Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption "TAX MATTERS" generally applies, except as otherwise provided below, to original issue discount on a Original Issue Discount Bond held by an owner who purchased such Bond at the initial offering price in the initial public offering of the Bonds, and should be considered in connection with the discussion in this portion of the Official Statement.)

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

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

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

Qualified Tax-Exempt Obligations

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

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

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

PREPARATION OF OFFICIAL STATEMENT

Sources and Compilation of Information

The financial data and other information contained in this OFFICIAL STATEMENT has been obtained primarily from the District's records, the Developers, the Engineer, the Tax Assessor/Collector, the Appraisal District and information from other sources. All of these sources are believed to be reliable, but no guarantee is made by the District as to the accuracy or completeness of the information derived from such sources, and its inclusion herein is not to be construed as a representation on the part of the District except as described below under "Certification of OFFICIAL STATEMENT." Furthermore, there is no guarantee that any of the assumptions or estimates contained herein will be realized. The summaries of the agreements, reports, statutes, resolutions, engineering and other related information set forth in this OFFICIAL STATEMENT are included herein 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.

Financial Advisor

Masterson Advisors LLC is employed as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the OFFICIAL STATEMENT, including the OFFICIAL NOTICE OF SALE and the OFFICIAL BID FORM for the sale of the Bonds. In its capacity as Financial Advisor, Masterson Advisors LLC has compiled and edited this OFFICIAL STATEMENT. The Financial Advisor has reviewed the information in this OFFICIAL STATEMENT in accordance with, and as a part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

Consultants

In approving this OFFICIAL STATEMENT the District has relied upon the following consultants.

Tax Assessor/Collector: The information contained in this OFFICIAL STATEMENT relating to the breakdown of the District's historical assessed value and principal taxpayers, including particularly such information contained in the section entitled "TAX DATA" has been provided Assessments of the Southwest, Inc. and is included herein in reliance upon the authority of such as an expert in assessing property values and collecting taxes.

Engineer: The information contained in this OFFICIAL STATEMENT relating to engineering and to the description of the System and, in particular that information included in the sections entitled "THE DISTRICT" and "THE SYSTEM" has been provided by Jones & Carter, Inc. and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

Auditor: The District's audited financial statements for the year ended March 31, 2019 were prepared by McGrath & Co., PLLC, Certified Public Accountants. See "APPENDIX A" for a copy of the District's March 31, 2019, financial statements.

Updating the 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 Underwriter, of any adverse event which causes the Official Statement to be materially misleading, and unless the Underwriter elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Underwriter an appropriate amendment or supplement to the Official Statement satisfactory to the Underwriter; provided, however, that the obligation of the District to the Underwriter to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Underwriter, unless the Underwriter notifies the District on or before such date that less than all of the bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time as required by law (but not more than 90 days after the date the District delivers the Bonds).

Certification of Official Statement

The District, acting through its Board in its official capacity, hereby certifies, as of the date hereof, that the information, statements, and descriptions or any addenda, supplement and amendment thereto pertaining to the District and its affairs contained herein, to the best of its knowledge and belief, contain no untrue statement of a material fact and do not omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading. With respect to information included in this OFFICIAL STATEMENT other than that relating to the District, the District has no reason to believe that such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading; however, the Board has made no independent investigation as to the accuracy or completeness of the information derived from sources other than the District. In rendering such certificate, the Board has relied in part upon its examination of records of the District, and upon discussions with, or certificates or correspondence signed by, certain other officials, employees, consultants and representatives of the District.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Resolution, the District has the following agreement for the benefit of the registered 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 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 financial information and operating data annually to the MSRB. The financial information and operating data which will be provided with respect to the District includes all quantitative financial information and operating data of the general type included in this OFFICIAL STATEMENT under the headings “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED),” except for “Estimated Overlapping Debt,” “TAX DATA,” and in APPENDIX A (Financial Statements of the District and certain supplemental schedules). The District will update and provide this information to the MSRB within six months after the end of each of its fiscal years ending in or after 2020. Any financial statements so provided shall be prepared in accordance with generally accepted auditing standards or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable period to the MSRB within such six month period, and audited financial statements when the audit report becomes available.

The District’s current fiscal year end is March 31. Accordingly, it must provide updated information by September 30 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Event Notices

The District will provide timely notices of certain 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 Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other events affecting the tax status of the Bonds; (7) modifications to rights of Beneficial Owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person or the sale of all or substantially all of the assets of the District or other obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material to a decision to purchase or sell Bonds and (15) incurrence of a financial obligation of the District or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person, any of which reflect financial difficulties. The terms “obligated person” and “financial obligation” when used in this paragraph shall have the meanings ascribed to them under SEC Rule 15c2-12 (“the Rule”). The term “material” when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Resolution makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from the MSRB

The District has agreed to provide the foregoing updated information only to the MSRB. The MSRB makes the information available to the public without charge through an internet portal at www.emma.msrb.org.

Limitations and Amendments

The District has agreed to update information and to provide notices of specified 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; nor has the District agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although Registered or Beneficial Owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

The District may amend its continuing disclosure agreement from time to time to adapt to the changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District, if but only if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and either the Registered Owners of a majority in aggregate principal amount of the Outstanding Bonds consent to the amendment 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 Registered and Beneficial Owners of the Bonds. The District may amend or repeal the agreement in the Bond Resolution if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid or unenforceable, but only to the extent that its right to do so would not prevent the Underwriter from lawfully purchasing the Bonds in the initial offering. 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 five years, the District has complied in all material respects with all continuing disclosure agreements made by the District in accordance with SEC Rule 15c2-12.

MISCELLANEOUS

All estimates, statements and assumptions in this OFFICIAL STATEMENT and the APPENDICES hereto have been made on the basis of the best information available and are believed to be reliable and accurate. Any statements in this OFFICIAL STATEMENT involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact, and no representation is made that any such statements will be realized.

/s/ Jon Michael Daniels
President, Board of Directors

ATTEST:

/s/ Joseph Doenges
Secretary, Board of Directors

AERIAL PHOTOGRAPH
(As of September 2019)

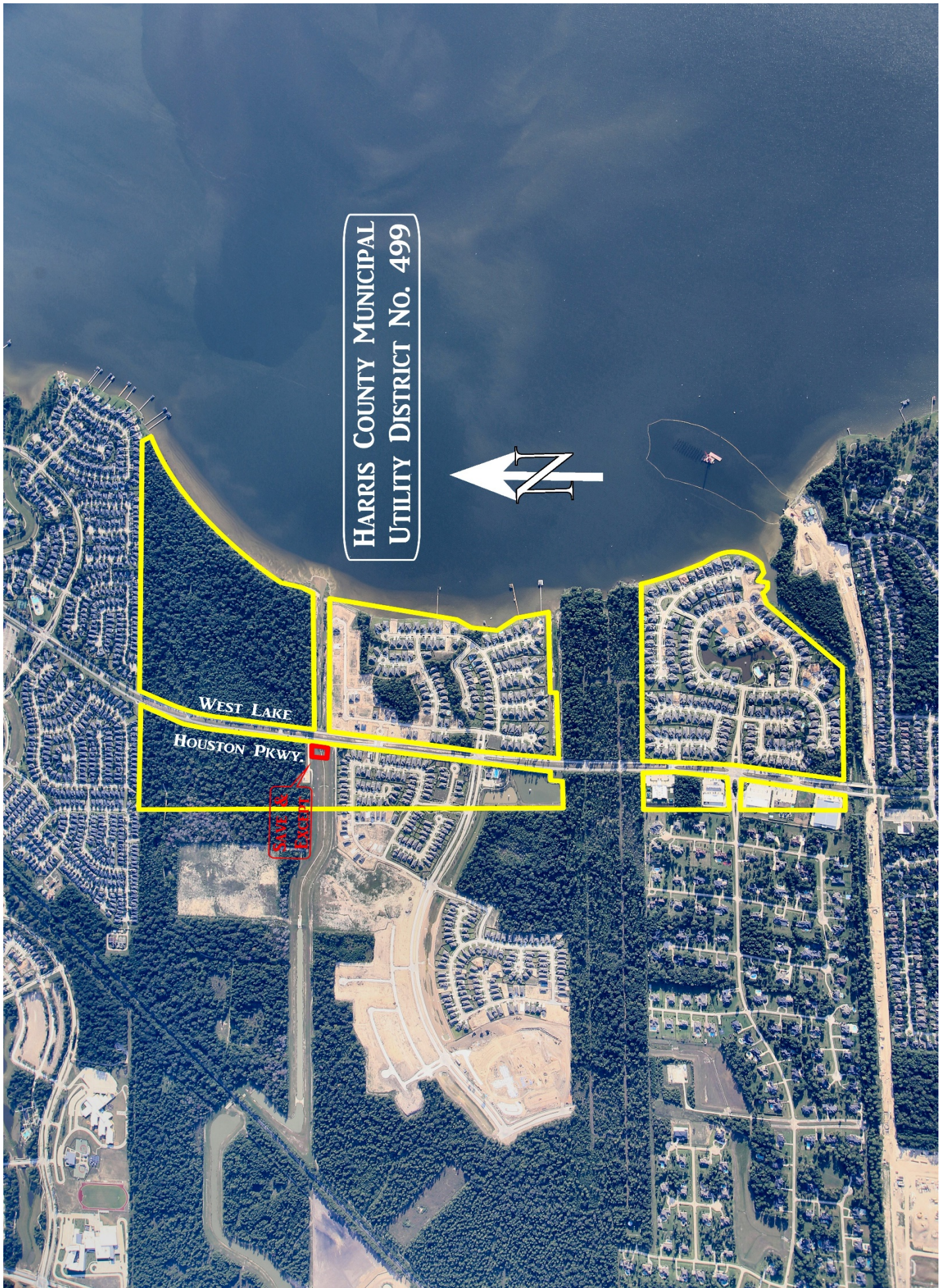
HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT No. 499



WEST LAKE

HOUSTON PKWY.

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EXCEPT



PHOTOGRAPHS OF THE DISTRICT
(As of September 2019)













APPENDIX A

Financial Statement of the District for the fiscal year ended March 31, 2019

**HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 499**

HARRIS COUNTY, TEXAS

FINANCIAL REPORT

March 31, 2019

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McGRATH & CO., PLLC

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

Independent Auditors' Report

Board of Directors
Harris County Municipal Utility District No. 499
Harris County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Harris County Municipal Utility District No. 499, as of and for the year ended March 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

***Board of Directors
Harris County Municipal Utility District No. 499
Harris County, Texas***

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Harris County Municipal Utility District No. 499, as of March 31, 2019, and the respective changes in financial position thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

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

McGuire & Co, PC

Houston, Texas
July 16, 2019

Management's Discussion and Analysis

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***Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019***

Using this Annual Report

Within this section of the financial report of Harris County Municipal Utility District No. 499 (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended March 31, 2019. This analysis should be read in conjunction with the independent auditors' report and the basic financial statements that follow this section.

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

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

Overview of the Financial Statements

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

Government-Wide Financial Statements

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

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

Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019

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

Fund Financial Statements

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

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

Financial Analysis of the District as a Whole

The District's net position at March 31, 2019, was negative \$13,120,710. This amount is negative because the District incurs debt to construct water, sewer and drainage facilities which it conveys to the City of Houston. A comparative summary of the District's overall financial position, as of March 31, 2019 and 2018, is as follows:

| | 2019 | 2018 |
|----------------------------------|------------------------------|-------------------------------|
| Current and other assets | \$ 1,891,316 | \$ 1,705,626 |
| Capital assets | 355,086 | 1,540,454 |
| Total assets | <u>2,246,402</u> | <u>3,246,080</u> |
| Current liabilities | 388,847 | 283,049 |
| Long-term liabilities | 14,978,265 | 14,500,001 |
| Total liabilities | <u>15,367,112</u> | <u>14,783,050</u> |
| Net position | | |
| Net investment in capital assets | (48,637) | (136,554) |
| Restricted | 556,063 | 476,046 |
| Unrestricted | (13,628,136) | (11,876,462) |
| Total net position | <u><u>\$(13,120,710)</u></u> | <u><u>\$ (11,536,970)</u></u> |

Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019

The total net position of the District decreased during the current fiscal year by \$1,583,740. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

| | <u>2019</u> | <u>2018</u> |
|--|------------------------------|-------------------------------|
| Revenues | | |
| Property taxes, penalties and interest | \$ 824,985 | \$ 684,739 |
| City of Houston sewer reimbursement | 218,601 | 247,993 |
| City of Houston capital contribution | | 1,977,993 |
| Other | 43,158 | 33,865 |
| Total revenues | <u>1,086,744</u> | <u>2,944,590</u> |
| Expenses | | |
| Operating and administrative | 569,282 | 490,696 |
| Debt interest and fees | 291,548 | 160,978 |
| Developer interest | 1,481 | 505,223 |
| Debt issuance costs | | 335,931 |
| Amortization | 8,380 | 8,380 |
| Total expenses | <u>870,691</u> | <u>1,501,208</u> |
| Change in net position before other item | 216,053 | 1,443,382 |
| Other item | | |
| Reimbursement of construction advances | 85,717 | |
| Transfers to other governments | <u>(1,885,510)</u> | <u>(3,096,548)</u> |
| Change in net position | (1,583,740) | (1,653,166) |
| Net position, beginning of year | <u>(11,536,970)</u> | <u>(9,883,804)</u> |
| Net position, end of year | <u><u>\$(13,120,710)</u></u> | <u><u>\$ (11,536,970)</u></u> |

Financial Analysis of the District's Funds

The District's combined fund balances, as of March 31, 2019, were \$1,688,743, which consists of \$996,866 in the General Fund, \$561,572 in the Debt Service Fund, and \$130,305 in the Capital Projects Fund.

***Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019***

General Fund

A comparative summary of the General Fund's financial position as of March 31, 2019 and 2018 is as follows:

| | 2019 | 2018 |
|--|---------------------|-------------------|
| Total assets | <u>\$ 1,175,526</u> | <u>\$ 985,693</u> |
| Total liabilities | \$ 154,425 | \$ 106,410 |
| Total deferred inflows | 24,235 | 123,741 |
| Total fund balance | 996,866 | 755,542 |
| Total liabilities, deferred inflows and fund balance | <u>\$ 1,175,526</u> | <u>\$ 985,693</u> |

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

| | 2019 | 2018 |
|-------------------------------|-------------------|-------------------|
| Total revenues | \$ 718,651 | \$ 905,063 |
| Total expenditures | <u>(534,611)</u> | <u>(448,110)</u> |
| Revenues over expenditures | 184,040 | 456,953 |
| Other changes in fund balance | 57,284 | 17,160 |
| Net change in fund balance | <u>\$ 241,324</u> | <u>\$ 474,113</u> |

The District manages its activities with the objectives of ensuring that expenditures will be adequately covered by revenues each year and that an adequate fund balance is maintained. The District's primary financial resources in the General Fund are from a property tax levy and City of Houston sewer reimbursements. Financial resources are influenced by a variety of factors each year:

- Property tax revenues are dependent upon assessed values in the District and the maintenance tax rate set by the District. While assessed values in the District increased from the prior year, property tax revenues decreased because the District decreased the maintenance component of the levy.
- Sewer reimbursements received from the City of Houston under a Utility Agreement are dependent on expenditures related to the regional wastewater treatment plant and will fluctuate from year to year.

***Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019***

Debt Service Fund

A comparative summary of the Debt Service Fund's financial position as of March 31, 2019 and 2018 is as follows:

| | 2019 | 2018 |
|--|-------------------|-------------------|
| Total assets | <u>\$ 585,485</u> | <u>\$ 517,511</u> |
| Total liabilities | \$ 5,632 | \$ 17,251 |
| Total deferred inflows | 18,281 | 7,560 |
| Total fund balance | <u>561,572</u> | <u>492,700</u> |
| Total liabilities, deferred inflows and fund balance | <u>\$ 585,485</u> | <u>\$ 517,511</u> |

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

| | 2019 | 2018 |
|-------------------------------|------------------|-------------------|
| Total revenues | \$ 455,004 | \$ 207,966 |
| Total expenditures | <u>(386,132)</u> | <u>(154,992)</u> |
| Revenues over expenditures | 68,872 | 52,974 |
| Other changes in fund balance | | 143,469 |
| Net change in fund balance | <u>\$ 68,872</u> | <u>\$ 196,443</u> |

The District's financial resources in the Debt Service Fund in the current year and prior year are from property tax revenues. During the previous fiscal year, financial resources also included capitalized interest from the sale of bonds. The difference between these financial resources and debt service requirements resulted in a increase in fund balance each year. It is important to note that the District sets its annual debt service tax rate as recommended by its financial advisor, who monitors projected cash flows in the Debt Service Fund to ensure that the District will be able to meet its future debt service requirements.

Capital Projects Fund

A comparative summary of the Capital Projects Fund's financial position as of March 31, 2019 and 2018 is as follows:

| | 2019 | 2018 |
|------------------------------------|-------------------|-------------------|
| Total assets | <u>\$ 130,305</u> | <u>\$ 202,422</u> |
| Total liabilities | \$ - | \$ 50,174 |
| Total fund balance | <u>130,305</u> | <u>152,248</u> |
| Total liabilities and fund balance | <u>\$ 130,305</u> | <u>\$ 202,422</u> |

***Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019***

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

| | 2019 | 2018 |
|-------------------------------|--------------------|------------------|
| Total revenues | \$ 1,873 | \$ 1,998,399 |
| Total expenditures | (43,496) | (5,255,209) |
| Revenues under expenditures | (41,623) | (3,256,810) |
| Other changes in fund balance | 19,680 | 3,347,215 |
| Net change in fund balance | <u>\$ (21,943)</u> | <u>\$ 90,405</u> |

The District did not have any significant capital asset activity in the current year. Capital asset activity in the prior year was financed with proceeds from the issuance of the Series 2018 Unlimited Tax Bonds.

General Fund Budgetary Highlights

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

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$32,360 less than budgeted. The *Budgetary Comparison Schedule* on page 32 of this report provides variance information per financial statement line item.

Capital Assets

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

Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019

Capital assets held by the District at March 31, 2019 and 2018 are summarized as follows:

| | <u>2019</u> | <u>2018</u> |
|--|--------------------------|----------------------------|
| Capital assets not being depreciated | | |
| Land and improvements | \$ 112,080 | \$ 112,080 |
| Construction in progress | | <u>1,176,988</u> |
| Total capital assets not being depreciated | <u>112,080</u> | <u>1,289,068</u> |
| Capital assets being amortized | | |
| Impact fees | 266,244 | 266,244 |
| Less accumulated amortization | <u>(23,238)</u> | <u>(14,858)</u> |
| Depreciable capital assets, net | <u>243,006</u> | <u>251,386</u> |
| Capital assets, net | <u><u>\$ 355,086</u></u> | <u><u>\$ 1,540,454</u></u> |

The District and the City of Houston (the "City") have entered into an agreement which obligates the District to construct water, wastewater, and certain storm drainage facilities to serve the District and, when completed, to convey title to the facilities to the City. Detention facilities and certain other capital assets are retained by the District.

During the current year, the District completed the construction of a regional lift station and force main which was recognized as construction in progress as of March 31, 2018. As discussed in Note 9, this asset was conveyed to the City upon completion of construction. As a result, the value of this asset in the amount of \$1,885,510 was recorded as transfers to other governments in the government-wide statements.

Long-Term Debt and Related Liabilities

As of March 31, 2019, the District owes \$7,274,933 to developers for completed projects and operating advances. As previously mentioned, the District will owe its developers for these projects upon completion of construction, at which time the cost of the capital asset and related liability will be estimated and recorded on the District's financial statements. The estimated cost is trued up when the developers are reimbursed. The District intends to reimburse the developers from proceeds of future bond issues or other lawfully available funds.

At March 31, 2019 and 2018, the District had total bonded debt outstanding as shown below:

| <u>Series</u> | <u>2019</u> | <u>2018</u> |
|---------------|----------------------------|----------------------------|
| 2017 | \$ 3,915,000 | \$ 4,000,000 |
| 2018 | <u>4,100,000</u> | <u>4,100,000</u> |
| | <u><u>\$ 8,015,000</u></u> | <u><u>\$ 8,100,000</u></u> |

At March 31, 2019, the District had \$73,100,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and the refunding of such bonds.

***Harris County Municipal Utility District No. 499
Management's Discussion and Analysis
March 31, 2019***

Next Year's Budget

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

| | <u>2019 Actual</u> | <u>2020 Budget</u> |
|-------------------------------|--------------------|---------------------|
| Total revenues | \$ 718,651 | \$ 864,415 |
| Total expenditures | <u>(534,611)</u> | <u>(650,760)</u> |
| Revenues over expenditures | 184,040 | 213,655 |
| Other changes in fund balance | <u>57,284</u> | |
| Net change in fund balance | 241,324 | 213,655 |
| Beginning fund balance | <u>755,542</u> | <u>996,866</u> |
| Ending fund balance | <u>\$ 996,866</u> | <u>\$ 1,210,521</u> |

Property Taxes

The District's property tax base increased approximately \$31,221,000 for the 2019 tax year from \$91,111,927 to \$122,332,833 based on preliminary values. This increase was primarily due to new construction and increased property values.

Basic Financial Statements

Harris County Municipal Utility District No. 499
Statement of Net Position and Governmental Funds Balance Sheet
March 31, 2019

| | General Fund | Debt Service Fund | Capital Projects Fund | Total | Adjustments | Statement of Net Position |
|---|--------------------|-------------------------|-----------------------------|--------------------|-----------------------|------------------------------|
| Assets | | | | | | |
| Cash | \$ 98,343 | \$ 72,033 | \$ 100 | \$ 170,476 | \$ - | \$ 170,476 |
| Investments | 918,057 | 503,633 | 130,205 | 1,551,895 | | 1,551,895 |
| Taxes receivable | 13,805 | 18,281 | | 32,086 | | 32,086 |
| Due from others | 66,997 | | | 66,997 | | 66,997 |
| Internal balances | 9,487 | (9,487) | | | | |
| Other receivables | 3,809 | 1,025 | | 4,834 | | 4,834 |
| Operating reserve - sewer treatment plant | 65,028 | | | 65,028 | | 65,028 |
| Capital assets not being depreciated | | | | | 112,080 | 112,080 |
| Capital assets, net | | | | | 243,006 | 243,006 |
| Total Assets | \$1,175,526 | \$ 585,485 | \$ 130,305 | \$1,891,316 | 355,086 | 2,246,402 |
| Liabilities | | | | | | |
| Accounts payable | \$ 154,425 | \$ - | \$ - | \$ 154,425 | | 154,425 |
| Other payables | | 5,632 | | 5,632 | | 5,632 |
| Accrued interest payable | | | | | 23,790 | 23,790 |
| Due to developers | | | | | 7,274,933 | 7,274,933 |
| Long-term debt | | | | | | |
| Due within one year | | | | | 205,000 | 205,000 |
| Due after one year | | | | | 7,703,332 | 7,703,332 |
| Total Liabilities | 154,425 | 5,632 | | 160,057 | 15,207,055 | 15,367,112 |
| Deferred Inflows of Resources | | | | | | |
| Deferred property taxes | 13,805 | 18,281 | | 32,086 | (32,086) | |
| Deferred sewer reimbursements | 10,430 | | | 10,430 | (10,430) | |
| | 24,235 | | | 42,516 | (42,516) | |
| Fund Balances/Net Position | | | | | | |
| Fund Balances | | | | | | |
| Nonspendable | 65,028 | | | 65,028 | (65,028) | |
| Restricted | | 561,572 | 130,305 | 691,877 | (691,877) | |
| Unassigned | 931,838 | | | 931,838 | (931,838) | |
| Total Fund Balances | 996,866 | 561,572 | 130,305 | 1,688,743 | (1,688,743) | |
| Total Liabilities, Deferred Inflows of Resources and Fund Balances | \$1,175,526 | \$ 585,485 | \$ 130,305 | \$1,891,316 | | |
| Net Position | | | | | | |
| Net investment in capital assets | | | | | (48,637) | (48,637) |
| Restricted for debt service | | | | | 556,063 | 556,063 |
| Unrestricted | | | | | (13,628,136) | (13,628,136) |
| Total Net Position | | | | | \$(13,120,710) | \$(13,120,710) |

See notes to basic financial statements.

Harris County Municipal Utility District No. 499**Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances
For the Year Ended March 31, 2019**

| | General Fund | Debt Service Fund | Capital Projects Fund | Total | Adjustments | Statement of Activities |
|--|-------------------|-------------------------|-----------------------------|---------------------|------------------------|----------------------------|
| Revenues | | | | | | |
| Property taxes | \$ 369,684 | \$ 442,424 | \$ - | \$ 812,108 | \$ 9,838 | \$ 821,946 |
| Penalties and interest | | 3,039 | | 3,039 | | 3,039 |
| City of Houston sewer reimbursement | 317,223 | | | 317,223 | (98,622) | 218,601 |
| Miscellaneous | 17,589 | 827 | | 18,416 | | 18,416 |
| Investment earnings | 14,155 | 8,714 | 1,873 | 24,742 | | 24,742 |
| Total Revenues | 718,651 | 455,004 | 1,873 | 1,175,528 | (88,784) | 1,086,744 |
| Expenditures/Expenses | | | | | | |
| Operating and administrative | | | | | | |
| Purchased services | 241,067 | | | 241,067 | | 241,067 |
| Professional fees | 129,658 | | 19,458 | 149,116 | | 149,116 |
| Contracted services | 47,941 | 11,186 | 1,421 | 60,548 | | 60,548 |
| Repairs and maintenance | 59,022 | | | 59,022 | | 59,022 |
| Utilities | 1,569 | | | 1,569 | | 1,569 |
| Administrative | 39,756 | 2,419 | | 42,175 | | 42,175 |
| Other | 15,598 | | 187 | 15,785 | | 15,785 |
| Capital outlay | | | 20,949 | 20,949 | (20,949) | |
| Debt service | | | | | | |
| Principal | | 85,000 | | 85,000 | (85,000) | |
| Interest and fees | | 287,527 | | 287,527 | 4,021 | 291,548 |
| Developer interest | | | 1,481 | 1,481 | | 1,481 |
| Amortization | | | | | 8,380 | 8,380 |
| Total Expenditures/Expenses | 534,611 | 386,132 | 43,496 | 964,239 | (93,548) | 870,691 |
| Revenues Over/(Under) | | | | | | |
| Expenditures/Expenses | 184,040 | 68,872 | (41,623) | 211,289 | 4,764 | 216,053 |
| Other Financing Sources/(Uses) | | | | | | |
| Prior year expense adjustment | | | 76,964 | 76,964 | (76,964) | |
| Internal transfers | 57,284 | | (57,284) | | | |
| Repayment of developer advances | (85,717) | | | (85,717) | 85,717 | |
| Other Item | | | | | | |
| Reimbursement of construction advances | 85,717 | | | 85,717 | | 85,717 |
| Transfers to other governments | | | | | (1,885,510) | (1,885,510) |
| Net Change in Fund Balances | 241,324 | 68,872 | (21,943) | 288,253 | (288,253) | |
| Change in Net Position | | | | | (1,583,740) | (1,583,740) |
| Fund Balance/Net Position | | | | | | |
| Beginning of the year | 755,542 | 492,700 | 152,248 | 1,400,490 | (12,937,460) | (11,536,970) |
| End of the year | \$ 996,866 | \$ 561,572 | \$ 130,305 | \$ 1,688,743 | \$ (14,809,453) | \$ (13,120,710) |

See notes to basic financial statements.

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Note 1 – Summary of Significant Accounting Policies

The accounting policies of Harris County Municipal Utility District No. 499 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board. The following is a summary of the most significant policies:

Creation

The District was organized, created and established pursuant to an order of the Texas Commission on Environmental Quality dated April 26, 2007, and operates in accordance with the Texas Water Code, Chapters 49 and 54. The Board of Directors held its first meeting on December 4, 2007 and the first bonds were sold on March 23, 2017.

The District’s primary activities include construction of water, sewer and drainage facilities. As further discussed in Note 10, the District transfers these facilities to the City of Houston for operation and maintenance upon completion of construction. The District has contracted with various consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

Reporting Entity

The District is a political subdivision of the State of Texas governed by an elected five-member board. The Governmental Accounting Standards Board has established the criteria for determining whether or not an entity is a primary government, a component unit of a primary government or a related organization. A primary government has a separately elected governing body; is legally separate; and is fiscally independent of other state and local governments. Fiscal independence implies that the government has the authority to adopt a budget, levy taxes, set rates, and/or issue bonds without approval from other governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial statements as component units.

Government-Wide and Fund Financial Statements

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

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

Note 1 – Summary of Significant Accounting Policies (continued)

Government-Wide and Fund Financial Statements (continued)

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

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

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

Measurement Focus and Basis of Accounting

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

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

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

Use of Restricted Resources

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

Note 1 – Summary of Significant Accounting Policies (continued)

Receivables

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. Receivables from and payables to external parties are reported separately and are not offset, unless a legal right of offset exists. At March 31, 2019, an allowance for uncollectible accounts was not considered necessary.

Interfund Activity

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

Capital Assets

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

Impact fees are amortized using the straight-line method over the remaining life of the District's contract with the City of Houston. The District's detention facilities and drainage channels are considered improvements to land and are non-depreciable.

Deferred Inflows and Outflows of Financial Resources

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

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

Note 1 – Summary of Significant Accounting Policies (continued)

Net Position – Governmental Activities

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

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

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

Unrestricted – resources not included in the other components.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District’s nonspendable fund balance consists of an operating reserve paid to Harris County Municipal Utility District No. 400 for the joint sewer plant.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District’s restricted fund balances consist of unspent bond proceeds in the Capital Projects Fund and property taxes levied for debt service in the Debt Service Fund.

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

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

Unassigned - all other spendable amounts in the General Fund.

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

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 1 – Summary of Significant Accounting Policies (continued)

Use of Estimates

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

Note 2 – Adjustment from Governmental to Government-wide Basis

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

| | | |
|--|-------------|-------------------------------|
| Total fund balances, governmental funds | | \$ 1,688,743 |
| Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds. | | |
| Historical cost | \$ 378,324 | |
| Less accumulated amortization | (23,238) | |
| Change due to capital assets | | 355,086 |
| Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. The difference consists of: | | |
| Bonds payable, net | (7,908,332) | |
| Interest payable on bonds | (23,790) | |
| Change due to long-term debt | | (7,932,122) |
| Amounts due to the District's developers for prefunded construction and operating advances are recorded as a liability in the <i>Statement of Net</i> | | (7,274,933) |
| Receivables that are not collected within sixty days of fiscal year end are not considered available to pay current period expenditures and are deferred in the funds. | | |
| Property taxes and penalties and interest | 32,086 | |
| City of Houston sewer reimbursement | 10,430 | |
| | | 42,516 |
| Total net position - governmental activities | | <u><u>\$ (13,120,710)</u></u> |

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

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

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

| | |
|--|------------|
| Net change in fund balances - total governmental funds | \$ 288,253 |
|--|------------|

Governmental funds do not report revenues that are not available to pay current obligations. In contrast, such revenues are reported in the *Statement of Activities* when earned. The difference consists of:

| | | |
|---|----------|----------|
| Property taxes and penalties and interest | \$ 9,838 | |
| City of Houston sewer reimbursement | (98,622) | |
| | <hr/> | (88,784) |

Governmental funds report capital outlays for developer reimbursements and construction costs as expenditures in the funds; however, in the *Statement of Activities*, impact fees paid to the City of Houston are capitalized and charged to expense over the remaining life of the contract. Other assets are recorded as transfers to other

| | | |
|--------------------------------|-------------|-------------|
| Capital outlays | 20,949 | |
| Transfers to other governments | (1,885,510) | |
| Amortization expense | (8,380) | |
| | <hr/> | (1,872,941) |

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

| | | |
|--------------------------|---------|--------|
| Principal payments | 85,000 | |
| Interest expense accrual | (4,021) | |
| | <hr/> | 80,979 |

The adjustment for developer funded expenses recognized in prior year is recorded as an increase to fund balance at the fund level. However, in the *Statement of Net Position*, this amount is recognized as an increase in the amount due to developer.

| | |
|---|--------|
| Amounts repaid to the District's developers for construction advances use financial resources at the fund level, but reduce the liability in the <i>Statement of Net Position</i> . | 85,717 |
|---|--------|

| | |
|---|----------------------------|
| Change in net position of governmental activities | <hr/> <hr/> \$ (1,583,740) |
|---|----------------------------|

Note 3 – Deposits and Investments

Deposit Custodial Credit Risk

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

Investments

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

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

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 3 – Deposits and Investments (continued)

As of March 31, 2019, the District's investments consist of the following:

| Type | Fund | Carrying Value | Percentage of Total | Rating | Weighted Average Maturity |
|-------------------------|------------------|--------------------|------------------------|--------|---------------------------------|
| Certificates of deposit | General | \$ 500,000 | 51% | N/A | N/A |
| | Debt Service | 290,000 | | | |
| | | <u>790,000</u> | | | |
| Texas CLASS | General | 418,057 | 49% | AAAm | 44 Days |
| | Debt Service | 213,633 | | | |
| | Capital Projects | 130,205 | | | |
| | | <u>761,895</u> | | | |
| Total | | <u>\$1,551,895</u> | <u>100%</u> | | |

The District's investments in certificates of deposit are reported at cost.

Texas CLASS

The District participates in Texas Cooperative Liquid Assets Securities System (Texas CLASS). Texas CLASS is managed by an elected Board of Trustees consisting of members of the pool. Additionally, the Board of Trustees has established an advisory board, the function of which is to provide guidance on investment policies and strategies. The Board of Trustees has selected Public Trust Advisors, LLC as the program administrator and Wells Fargo Bank as the custodian.

The District's investment in Texas CLASS is reported at fair value because Texas CLASS uses fair value to report investments (other than repurchase agreements which are valued at amortized cost). Governmental accounting standards establish the following hierarchy of inputs used to measure fair value: Level 1 inputs are based on quoted prices in active markets, Level 2 inputs are based on significant other observable inputs, and Level 3 inputs are based on significant unobservable inputs. The District's investment in Texas CLASS is measured using published fair value per share (level 1 inputs).

Investments in Texas CLASS may be withdrawn via wire transfer on a same day basis, as long as the transaction is executed by 4 p.m. ACH withdrawals made by 4 p.m. will settle on the next business day.

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 3 – Deposits and Investments (continued)

Investment Credit and Interest Rate Risk

Investment credit risk is the risk that the investor may not recover the value of an investment from the issuer, while interest rate risk is the risk that the value of an investment will be adversely affected by changes in interest rates. The District's investment policies do not address investment credit and interest rate risk beyond the rating and maturity restrictions established by state statutes.

Note 4 – Interfund Balances and Transactions

Amounts due to/from other funds at March 31, 2019, consist of the following:

| <u>Receivable Fund</u> | <u>Payable Fund</u> | <u>Amounts</u> | <u>Purpose</u> |
|------------------------|---------------------|----------------|---|
| General Fund | Debt Service Fund | \$ 9,487 | Maintenance tax collections not remitted as of year end |

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

During the current year, the District transferred \$57,284 from the Capital Projects Fund to the General Fund from unused conveyance funds.

Note 5 – Capital Assets

A summary of changes in capital assets, for the year ended March 31, 2019, is as follows:

| | <u>Beginning Balances</u> | <u>Additions</u> | <u>Retirements</u> | <u>Ending Balances</u> |
|--|-------------------------------|------------------|----------------------|----------------------------|
| Capital assets not being depreciated | | | | |
| Land and improvements | \$ 112,080 | \$ - | \$ - | \$ 112,080 |
| Construction in progress | 1,176,988 | 10,169 | (1,187,157) | |
| | <u>1,289,068</u> | <u>10,169</u> | <u>(1,187,157)</u> | <u>112,080</u> |
| Capital assets being amortized | | | | |
| Impact fees | 266,244 | | | 266,244 |
| Less accumulated amortization | (14,858) | (8,380) | | (23,238) |
| Subtotal depreciable capital assets, net | <u>251,386</u> | <u>(8,380)</u> | | <u>243,006</u> |
| Capital assets, net | <u>\$1,540,454</u> | <u>\$ 1,789</u> | <u>\$(1,187,157)</u> | <u>\$ 355,086</u> |

Amortization expense for the current year was \$8,380. During the current year, the District completed the construction of a regional lift station and force main which was recognized as construction in progress at the beginning of the year. As discussed in Note 9, this asset was conveyed to the City upon completion of construction and removed from the District's capital assets.

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 6 – Due to Developers

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

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

| | |
|---|---------------------|
| Due to developers, beginning of year | \$ 6,596,113 |
| Developer funded construction and adjustments | 775,317 |
| Repayment of developer construction advances | (85,717) |
| Amounts paid to developers | <u>(10,780)</u> |
| Due to developers, end of year | <u>\$ 7,274,933</u> |

During the current year, the District recognized an adjustment to the amount due to developer for expenses recognized in the fund financial statements during the previous fiscal year. This adjustment resulted in an increase to fund balance in the Capital Projects Fund in the amount of \$76,964.

Note 7 – Long-Term Debt

Long-term debt is comprised of the following:

| | |
|-------------------------|-----------------------|
| Bonds payable | \$ 8,015,000 |
| Unamortized discounts | <u>(106,668)</u> |
| | <u>\$ 7,908,332</u> |
| Due within one year | <u>\$ 205,000</u> |

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 7 – Long-Term Debt (continued)

The District's bonds payable at March 31, 2019, consists of unlimited tax bonds as follows:

| Series | Amounts Outstanding | Original Issue | Interest Rates | Maturity Date, Serially, Beginning/ Ending | Interest Payment Dates | Call Dates |
|--------|------------------------|-------------------|-------------------|---|------------------------------|----------------------|
| 2017 | \$ 3,915,000 | \$4,000,000 | 2.00% - 4.00% | September 1, 2018/2042 | September 1 March 1, | September 1, 2023 |
| 2018 | 4,100,000 | 4,100,000 | 3.00% - 4.00% | September 1, 2019/2042 | September 1 March 1, | September 1, 2023 |
| | <u>\$ 8,015,000</u> | | | | | |

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

At March 31, 2019, the District had authorized but unissued bonds in the amount of \$73,100,000 for water, sewer and drainage facilities and the refunding of such bonds.

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

| | |
|----------------------------------|---------------------|
| Bonds payable, beginning of year | \$ 8,100,000 |
| Bonds retired | <u>(85,000)</u> |
| Bonds payable, end of year | <u>\$ 8,015,000</u> |

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 7 – Long-Term Debt (continued)

As of March 31, 2019, annual debt service requirements on bonds outstanding are as follows:

| Year | Principal | Interest | Totals |
|------|---------------------|---------------------|----------------------|
| 2020 | \$ 205,000 | \$ 282,858 | \$ 487,858 |
| 2021 | 215,000 | 277,481 | 492,481 |
| 2022 | 220,000 | 271,431 | 491,431 |
| 2023 | 230,000 | 264,681 | 494,681 |
| 2024 | 240,000 | 257,631 | 497,631 |
| 2025 | 250,000 | 250,283 | 500,283 |
| 2026 | 265,000 | 242,557 | 507,557 |
| 2027 | 275,000 | 234,300 | 509,300 |
| 2028 | 285,000 | 225,582 | 510,582 |
| 2029 | 295,000 | 216,281 | 511,281 |
| 2030 | 310,000 | 206,201 | 516,201 |
| 2031 | 320,000 | 195,394 | 515,394 |
| 2032 | 335,000 | 183,743 | 518,743 |
| 2033 | 345,000 | 171,438 | 516,438 |
| 2034 | 360,000 | 158,559 | 518,559 |
| 2035 | 375,000 | 145,013 | 520,013 |
| 2036 | 385,000 | 130,644 | 515,644 |
| 2037 | 400,000 | 115,438 | 515,438 |
| 2038 | 415,000 | 99,644 | 514,644 |
| 2039 | 430,000 | 83,000 | 513,000 |
| 2040 | 445,000 | 65,500 | 510,500 |
| 2041 | 455,000 | 47,500 | 502,500 |
| 2042 | 475,000 | 28,900 | 503,900 |
| 2043 | 485,000 | 9,695 | 494,695 |
| | <u>\$ 8,015,000</u> | <u>\$ 4,163,754</u> | <u>\$ 12,178,754</u> |

Note 8 – Property Taxes

On May 18, 2010, the voters of the District authorized the District's Board of Directors to levy taxes annually for use in financing general operations limited to \$1.50 per \$100 of assessed value. The District's bond resolutions require that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying the cost of assessing and collecting taxes. Taxes levied to finance debt service requirements on long-term debt are without limitation as to rate or amount.

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

Harris County Municipal Utility District No. 499
Notes to Basic Financial Statements
March 31, 2019

Note 8 – Property Taxes (continued)

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2019 fiscal year was financed through the 2018 tax levy, pursuant to which the District levied property taxes of \$0.9115 per \$100 of assessed value, of which \$0.4115 was allocated to maintenance and operations and \$0.50 was allocated to debt service. The resulting tax levy was \$830,485 on the adjusted taxable value of \$91,111,927.

Property taxes receivable, at March 31, 2019, consisted of the following:

| | |
|---------------------------------|------------------|
| Current year taxes receivable | \$ 28,028 |
| Prior years taxes receivable | 1,154 |
| | <u>29,182</u> |
| Penalty and interest receivable | 2,904 |
| Total property taxes receivable | <u>\$ 32,086</u> |

Note 9 – Transfers to Other Governments

In accordance with an agreement between the District and the City of Houston (the “City”), the District transfers all of its water, sewer and drainage facilities to the City (see Note 10). Accordingly, the District does not record these capital assets in the *Statement of Net Position*, but instead reports the completed projects as transfers to other governments on the *Statement of Activities*. For the year ended March 31, 2019, the total amount of projects completed and transferred to the City was \$1,885,510.

Note 10 – Utility Agreement with the City of Houston

On February 17, 2009, the District entered into a utility agreement with the City of Houston for construction and extension of water distribution lines, sanitary sewer collection systems and drainage facilities to serve the District. As the system is acquired or constructed, the District shall transfer the system to the City but will reserve a security interest in the system and provide service to all users in the District. The term of the agreement is 50 years or until dissolution of the District by the City.

The City agreed to pay for a share of the cost of the District’s facilities, in an amount not to exceed \$6,255,917. These payments will be made as sections are completed and accepted by the City. During the previous fiscal year, the City made a capital contribution payment to the District in the amount of \$1,977,993 pursuant to this provision of the Utility Agreement. The City also agreed to pay for a portion of the costs of oversizing certain regional facilities, which is estimated to be \$4,723,700.

Water and sewer rates charged by the City to users in the District, shall be the same rates charged to similar users within the City. All revenue derived from these charges belongs to the City.

Note 10 – Utility Agreement with the City of Houston (continued)

In order to provide wastewater treatment services for development in the City, the District has entered into a Regional Wastewater Treatment Plant Agreement with Harris County Municipal Utility District No. 400 (“MUD 400”). Under the terms of the Agreement, an interim regional wastewater treatment plant will be constructed and operated by MUD 400. The District is required to pay its pro-rata share of expenditures, based on its capacity in the wastewater treatment plant. Pursuant to the agreement between the City and the District, the District has assigned its obligation under the Agreement with MUD 400 to the City which requires the City to reimburse the District for purchased sewer services. During the current year, the District recognized revenue from the City of \$317,223 in the fund statements and \$218,601 in the government wide statements for reimbursements pursuant to its agreement.

Note 11 – Regional Wastewater Treatment Plant Agreement

The District and Harris County Municipal Utility District No. 400, Harris County Municipal Utility District No. 422, Harris County Municipal Utility District No. 423 and Harris County Fresh Water Supply District No. 48 (the “Parties”) entered into a Regional Wastewater Treatment Plan Agreement (the “WWTP Agreement”), which was effective July 1, 2008, as amended July 1, 2013, to provide regional wastewater treatment services for the Parties ongoing development. The Parties have constructed an interim wastewater treatment plant (the “Interim Plant”) to treat approximately 200,000 gallons per day (gpd) which was expanded to 600,000 gpd during the fiscal year.

Each districts’ proportionate share of cost is based on the number of equivalent single family connections reserved for the district. The District’s proportionate share is 56.6% for the Interim Plant, 54.73% for Phase I of the Permanent Plant and 0% for Phase II of the Permanent Plant.

MUD 400 has been designated project manager for the Interim Plant.

During the current year, the District paid \$241,067 to MUD 400 for purchased sewer services from its Interim Plant. The District is billed monthly based on its pro-rata share of fixed expenses and variable costs.

Note 12 – Risk Management

The District is exposed to various risks of loss related to torts: theft of, damage to and destruction of assets; errors and omissions; and personal injuries. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

Required Supplementary Information

Harris County Municipal Utility District No. 499

Required Supplementary Information - Budgetary Comparison Schedule - General Fund

For the Year Ended March 31, 2019

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|---|--------------------|-----------------|------------|------------------------------------|
| Revenues | | | | |
| Property taxes | \$ 400,000 | \$ 350,000 | \$ 369,684 | \$ 19,684 |
| City of Houston sewer reimbursement | 348,000 | 465,000 | 317,223 | (147,777) |
| Miscellaneous | | 17,000 | 17,589 | 589 |
| Investment earnings | 101 | 8,150 | 14,155 | 6,005 |
| Total Revenues | 748,101 | 840,150 | 718,651 | (121,499) |
| Expenditures | | | | |
| Operating and administrative | | | | |
| Purchased services | 180,000 | 300,000 | 241,067 | 58,933 |
| Professional fees | 156,500 | 159,500 | 129,658 | 29,842 |
| Contracted services | 34,800 | 44,750 | 47,941 | (3,191) |
| Repairs and maintenance | 86,192 | 10,330 | 59,022 | (48,692) |
| Utilities | | 1,569 | 1,569 | |
| Administrative | 26,198 | 43,317 | 39,756 | 3,561 |
| Other | 360 | 7,000 | 15,598 | (8,598) |
| Total Expenditures | 484,050 | 566,466 | 534,611 | 31,855 |
| Revenues Over (Under) Expenditures | 264,051 | 273,684 | 184,040 | (89,644) |
| Other Financing Sources/(Uses) | | | | |
| Internal transfers | | | 57,284 | 57,284 |
| Repayment of developer advances | | | (85,717) | (85,717) |
| Other Item | | | | |
| Reimbursement of construction advances | | | 85,717 | 85,717 |
| Net Change in Fund Balance | 264,051 | 273,684 | 241,324 | (32,360) |
| Fund Balance | | | | |
| Beginning of the year | 755,542 | 755,542 | 755,542 | |
| End of the year | \$1,019,593 | \$1,029,226 | \$ 996,866 | \$ (32,360) |

Harris County Municipal Utility District No. 499
Notes to Required Supplementary Information
March 31, 2019

Budgets and Budgetary Accounting

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

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Texas Supplementary Information

Harris County Municipal Utility District No. 499

TSI-1. Services and Rates

March 31, 2019

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

| | | | |
|---|---|--|--|
| <input type="checkbox"/> Retail Water | <input type="checkbox"/> Wholesale Water | <input type="checkbox"/> Solid Waste/Garbage | <input checked="" type="checkbox"/> Drainage |
| <input type="checkbox"/> Retail Wastewater | <input type="checkbox"/> Wholesale Wastewater | <input type="checkbox"/> Flood Control | <input type="checkbox"/> Irrigation |
| <input type="checkbox"/> Parks/Recreation | <input type="checkbox"/> Fire Protection | <input type="checkbox"/> Roads | <input type="checkbox"/> Security |
| <input type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect) | | | |
| <input checked="" type="checkbox"/> Other (Specify): <u>Water and sewer services to be provided by the City of Houston</u> | | | |

2. Retail Service Providers N/A

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

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

| | Minimum Charge | Minimum Usage | Flat Rate (Y / N) | Rate per 1,000 Gallons Over Minimum Usage | Usage Levels |
|-------------|-------------------|------------------|----------------------|---|--------------|
| Water: | | | | | to |
| Wastewater: | | | | | to |
| Surcharge: | | | | | to |

District employs winter averaging for wastewater usage? ☐ Yes ☐ No

Total charges per 10,000 gallons usage: Water _____ Wastewater _____

b. Water and Wastewater Retail Connections:

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

See accompanying auditor's report.

Harris County Municipal Utility District No. 499
TSI-1. Services and Rates
March 31, 2019

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

| | | |
|------------------------------|------------|-----------------------------------|
| Gallons pumped into system: | <u>N/A</u> | Water Accountability Ratio: |
| | | (Gallons billed / Gallons pumped) |
| Gallons billed to customers: | <u>N/A</u> | <u>N/A</u> |

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

Does the District have Debt Service standby fees? Yes ☐ No ☒

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

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

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

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

Is the District located entirely within one county? Yes ☒ No ☐

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

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

City(ies) in which the District is located: City of Houston

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

Entirely ☐ Partly ☐ Not at all ☒

ETJs in which the District is located: _____

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

If Yes, by whom? _____

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-2 General Fund Expenditures
For the Year Ended March 31, 2019

| | |
|------------------------------|--------------------------|
| Purchased services | \$ 241,067 |
| Professional fees | |
| Legal | 73,999 |
| Audit | 10,500 |
| Engineering | 45,159 |
| | <u>129,658</u> |
| Contracted services | |
| Bookkeeping | 38,217 |
| Operator | 9,724 |
| | <u>47,941</u> |
| Repairs and maintenance | <u>59,022</u> |
| Utilities | <u>1,569</u> |
| Administrative | |
| Directors fees | 14,695 |
| Printing and office supplies | 1,807 |
| Insurance | 5,671 |
| Other | 17,583 |
| | <u>39,756</u> |
| Other | <u>15,598</u> |
| Total expenditures | <u><u>\$ 534,611</u></u> |

Reporting of Utility Services in Accordance with HB 3693:

| | <u>Usage</u> | <u>Cost</u> |
|-------------|--------------|-------------|
| Electrical | 3,853 Kwh | \$ 1,569 |
| Water | N/A | N/A |
| Natural Gas | N/A | N/A |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499

TSI-3. Investments

March 31, 2019

| <u>Fund</u> | <u>Interest Rate</u> | <u>Maturity Date</u> | <u>Balance at End of Year</u> | <u>Interest Receivable</u> |
|-------------------------|--------------------------|--------------------------|-----------------------------------|--------------------------------|
| General | | | | |
| Certificates of deposit | 2.75% | 02/06/20 | \$ 50,000 | \$ 200 |
| Certificates of deposit | 2.40% | 07/12/19 | 50,000 | 865 |
| Certificates of deposit | 2.15% | 04/07/19 | 50,000 | 775 |
| Certificates of deposit | 2.40% | 10/01/19 | 50,000 | 85 |
| Certificates of deposit | 2.19% | 05/06/19 | 50,000 | 789 |
| Certificates of deposit | 2.45% | 09/01/19 | 50,000 | 87 |
| Certificates of deposit | 2.45% | 01/02/20 | 50,000 | 77 |
| Certificates of deposit | 2.50% | 10/31/19 | 50,000 | 89 |
| Certificates of deposit | 2.10% | 06/06/19 | 50,000 | 757 |
| Certificates of deposit | 2.40% | 11/30/19 | 50,000 | 85 |
| Texas CLASS | Variable | N/A | 418,057 | |
| | | | <u>918,057</u> | <u>3,809</u> |
| Debt Service | | | | |
| Certificates of deposit | 2.40% | 08/05/19 | 240,000 | 836 |
| Certificates of deposit | 2.50% | 08/05/19 | 50,000 | 188 |
| Texas CLASS | Variable | N/A | 213,633 | |
| | | | <u>503,633</u> | <u>1,025</u> |
| Capital Projects | | | | |
| Texas CLASS | Variable | N/A | 24,123 | |
| Texas CLASS | Variable | N/A | 106,082 | |
| | | | <u>130,205</u> | |
| Total - All Funds | | | <u>\$ 1,551,895</u> | <u>\$ 4,834</u> |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-4. Taxes Levied and Receivable
March 31, 2019

| | Maintenance Taxes | Debt Service Taxes | Total | |
|---|----------------------|-----------------------|---------------|---------------|
| Taxes Receivable, Beginning of Year | \$ 14,689 | \$ 5,301 | \$ 19,990 | |
| Adjustments to Prior Year Tax Levy | (6,126) | (3,059) | (9,185) | |
| Adjusted Receivable | 8,563 | 2,242 | 10,805 | |
| 2018 Original Tax Levy | 326,097 | 396,230 | 722,327 | |
| Adjustments | 48,829 | 59,329 | 108,158 | |
| Adjusted Tax Levy | 374,926 | 455,559 | 830,485 | |
| Total to be accounted for | 383,489 | 457,801 | 841,290 | |
| Tax collections: | | | | |
| Current year | 362,272 | 440,185 | 802,457 | |
| Prior years | 7,412 | 2,239 | 9,651 | |
| Total Collections | 369,684 | 442,424 | 812,108 | |
| Taxes Receivable, End of Year | \$ 13,805 | \$ 15,377 | \$ 29,182 | |
| Taxes Receivable, By Years | | | | |
| 2018 | \$ 12,654 | \$ 15,374 | \$ 28,028 | |
| 2017 | 7 | 3 | 10 | |
| 2016 | 1,144 | | 1,144 | |
| Taxes Receivable, End of Year | \$ 13,805 | \$ 15,377 | \$ 29,182 | |
| | 2018 | 2017 | 2016 | 2015 |
| Property Valuations: | | | | |
| Land | \$ 32,603,622 | \$ 29,522,479 | \$ 26,009,151 | \$ 16,968,870 |
| Improvements | 65,910,750 | 47,305,412 | 12,857,397 | 2,242,058 |
| Personal Property | 1,686,250 | 108,390 | 93,434 | 1,302,202 |
| Exemptions | (9,088,695) | (8,690,965) | (7,324,225) | (7,318,111) |
| Total Property Valuations | \$ 91,111,927 | \$ 68,245,316 | \$ 31,635,757 | \$ 13,195,019 |
| Tax Rates per \$100 Valuation: | | | | |
| Maintenance tax rates | \$ 0.4115 | \$ 0.620 | \$ 0.913 | \$ 0.889 |
| Debt service tax rates | 0.5000 | 0.30 | | |
| Total Tax Rates per \$100 Valuation | \$ 0.9115 | \$ 0.920 | \$ 0.913 | \$ 0.889 |
| Adjusted Tax Levy: | \$ 830,485 | \$ 627,857 | \$ 288,834 | \$ 117,304 |
| Percentage of Taxes Collected to Taxes Levied ** | 96.63% | 99.99% | 99.60% | 100.00% |

* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on May 18, 2010

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

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-5. Long-Term Debt Service Requirements
Series 2017--by Years
March 31, 2019

| Due During Fiscal Years Ending | Principal Due September 1 | Interest Due September 1, March 1 | Total |
|-----------------------------------|------------------------------|---|---------------------|
| 2020 | \$ 90,000 | \$ 141,114 | \$ 231,114 |
| 2021 | 95,000 | 139,262 | 234,262 |
| 2022 | 95,000 | 136,887 | 231,887 |
| 2023 | 100,000 | 133,962 | 233,962 |
| 2024 | 105,000 | 130,887 | 235,887 |
| 2025 | 110,000 | 127,664 | 237,664 |
| 2026 | 120,000 | 124,213 | 244,213 |
| 2027 | 125,000 | 120,381 | 245,381 |
| 2028 | 130,000 | 116,238 | 246,238 |
| 2029 | 135,000 | 111,762 | 246,762 |
| 2030 | 145,000 | 106,863 | 251,863 |
| 2031 | 150,000 | 101,606 | 251,606 |
| 2032 | 160,000 | 95,887 | 255,887 |
| 2033 | 165,000 | 89,794 | 254,794 |
| 2034 | 175,000 | 83,418 | 258,418 |
| 2035 | 185,000 | 76,669 | 261,669 |
| 2036 | 190,000 | 69,400 | 259,400 |
| 2037 | 200,000 | 61,600 | 261,600 |
| 2038 | 210,000 | 53,400 | 263,400 |
| 2039 | 220,000 | 44,800 | 264,800 |
| 2040 | 235,000 | 35,700 | 270,700 |
| 2041 | 245,000 | 26,100 | 271,100 |
| 2042 | 260,000 | 16,000 | 276,000 |
| 2043 | 270,000 | 5,400 | 275,400 |
| | <u>\$ 3,915,000</u> | <u>\$ 2,149,007</u> | <u>\$ 6,064,007</u> |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-5. Long-Term Debt Service Requirements
Series 2018--by Years
March 31, 2019

| <u>Due During Fiscal Years Ending</u> | <u>Principal Due September 1</u> | <u>Interest Due September 1, March 1</u> | <u>Total</u> |
|---|--------------------------------------|--|---------------------|
| 2020 | \$ 115,000 | \$ 141,744 | \$ 256,744 |
| 2021 | 120,000 | 138,219 | 258,219 |
| 2022 | 125,000 | 134,544 | 259,544 |
| 2023 | 130,000 | 130,719 | 260,719 |
| 2024 | 135,000 | 126,744 | 261,744 |
| 2025 | 140,000 | 122,619 | 262,619 |
| 2026 | 145,000 | 118,344 | 263,344 |
| 2027 | 150,000 | 113,919 | 263,919 |
| 2028 | 155,000 | 109,344 | 264,344 |
| 2029 | 160,000 | 104,519 | 264,519 |
| 2030 | 165,000 | 99,338 | 264,338 |
| 2031 | 170,000 | 93,788 | 263,788 |
| 2032 | 175,000 | 87,856 | 262,856 |
| 2033 | 180,000 | 81,644 | 261,644 |
| 2034 | 185,000 | 75,141 | 260,141 |
| 2035 | 190,000 | 68,344 | 258,344 |
| 2036 | 195,000 | 61,244 | 256,244 |
| 2037 | 200,000 | 53,838 | 253,838 |
| 2038 | 205,000 | 46,244 | 251,244 |
| 2039 | 210,000 | 38,200 | 248,200 |
| 2040 | 210,000 | 29,800 | 239,800 |
| 2041 | 210,000 | 21,400 | 231,400 |
| 2042 | 215,000 | 12,900 | 227,900 |
| 2043 | 215,000 | 4,295 | 219,295 |
| | <u>\$ 4,100,000</u> | <u>\$ 2,014,747</u> | <u>\$ 6,114,747</u> |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-5. Long-Term Debt Service Requirements
All Bonded Debt Series--by Years
March 31, 2019

| Due During Fiscal Years Ending | Principal Due March 1 | Interest Due March 1, September 1 | Total |
|-----------------------------------|--------------------------|---|----------------------|
| 2020 | \$ 205,000 | \$ 282,858 | \$ 487,858 |
| 2021 | 215,000 | 277,481 | 492,481 |
| 2022 | 220,000 | 271,431 | 491,431 |
| 2023 | 230,000 | 264,681 | 494,681 |
| 2024 | 240,000 | 257,631 | 497,631 |
| 2025 | 250,000 | 250,283 | 500,283 |
| 2026 | 265,000 | 242,557 | 507,557 |
| 2027 | 275,000 | 234,300 | 509,300 |
| 2028 | 285,000 | 225,582 | 510,582 |
| 2029 | 295,000 | 216,281 | 511,281 |
| 2030 | 310,000 | 206,201 | 516,201 |
| 2031 | 320,000 | 195,394 | 515,394 |
| 2032 | 335,000 | 183,743 | 518,743 |
| 2033 | 345,000 | 171,438 | 516,438 |
| 2034 | 360,000 | 158,559 | 518,559 |
| 2035 | 375,000 | 145,013 | 520,013 |
| 2036 | 385,000 | 130,644 | 515,644 |
| 2037 | 400,000 | 115,438 | 515,438 |
| 2038 | 415,000 | 99,644 | 514,644 |
| 2039 | 430,000 | 83,000 | 513,000 |
| 2040 | 445,000 | 65,500 | 510,500 |
| 2041 | 455,000 | 47,500 | 502,500 |
| 2042 | 475,000 | 28,900 | 503,900 |
| 2043 | 485,000 | 9,695 | 494,695 |
| | <u>\$ 8,015,000</u> | <u>\$ 4,163,754</u> | <u>\$ 12,178,754</u> |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-6. Change in Long-Term Bonded Debt
March 31, 2019

| | Bond Issue | | |
|---|---|---------------------|---------------------------------------|
| | Series 2017 | Series 2018 | Totals |
| Interest rate | 2.00% - 4.00% | 3.00% - 4.00% | |
| Dates interest payable | 9/1; 3/1 | 9/1; 3/1 | |
| Maturity dates | 9/1/18 - 9/1/42 | 9/1/19 - 9/1/42 | |
| Beginning bonds outstanding | \$ 4,000,000 | \$ 4,100,000 | \$ 8,100,000 |
| Bonds retired | (85,000) | | (85,000) |
| Ending bonds outstanding | <u>\$ 3,915,000</u> | <u>\$ 4,100,000</u> | <u>\$ 8,015,000</u> |
| Interest paid during fiscal year | <u>\$ 142,862</u> | <u>\$ 155,424</u> | <u>\$ 298,286</u> |
| Paying agent's name and city Series 2017 and 2018 | <u>Amegy Bank, National Association, Houston, Texas</u> | | |
| Bond Authority: | | | Water, Sewer and Drainage Bonds |
| Amount Authorized by Voters | | | <u>\$ 81,200,000</u> |
| Amount Issued | | | <u>(8,100,000)</u> |
| Remaining To Be Issued | | | <u>\$ 73,100,000</u> |
| All bonds are secured with tax revenues. Bonds may also be secured with other revenues in combination with taxes. | | | |
| Debt Service Fund cash and investments balances as of March 31, 2019: | | | <u>\$ 575,666</u> |
| Average annual debt service payment (principal and interest) for remaining term of all debt: | | | <u>\$ 507,448</u> |

See accompanying auditors' report.

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Harris County Municipal Utility District No. 499

TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund

For the Last Five Fiscal Years

| | Amounts | | | | |
|-------------------------------------|------------|------------|--------------|--------------|-------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| Revenues | | | | | |
| Property taxes | \$ 369,684 | \$ 464,097 | \$ 267,156 | \$ 95,141 | \$ 111,755 |
| Penalties and interest | | | 5,886 | 739 | 975 |
| City of Houston sewer reimbursement | 317,223 | 430,653 | | | 34,693 |
| Miscellaneous | 17,589 | 8,317 | | | |
| Investment earnings | 14,155 | 1,996 | 466 | 78 | 160 |
| Total Revenues | 718,651 | 905,063 | 273,508 | 95,958 | 147,583 |
| Expenditures | | | | | |
| Operating and administrative | | | | | |
| Purchased services | 241,067 | 203,731 | 247,013 | 162,011 | 56,483 |
| Professional fees | 129,658 | 119,772 | 146,099 | 172,461 | 98,868 |
| Contracted services | 47,941 | 41,871 | 34,562 | 17,329 | 18,675 |
| Repairs and maintenance | 59,022 | 51,946 | 265,671 | 1,254 | |
| Utilities | 1,569 | 4,910 | 1,972 | | |
| Administrative | 39,756 | 25,880 | 22,575 | 21,943 | 19,954 |
| Other | 15,598 | | | 326 | 1,177 |
| Total Expenditures | 534,611 | 448,110 | 717,892 | 375,324 | 195,157 |
| Revenues Over (Under) Expenditures | \$ 184,040 | \$ 456,953 | \$ (444,384) | \$ (279,366) | \$ (47,574) |

*Percentage is negligible

See accompanying auditors' report.

| Percent of Fund Total Revenues | | | | |
|--------------------------------|------|--------|--------|-------|
| 2019 | 2018 | 2017 | 2016 | 2015 |
| 51% | 51% | 98% | 99% | 75% |
| | | 2% | 1% | 1% |
| 44% | 48% | | | 24% |
| 2% | 1% | | | |
| 2% | * | * | * | * |
| 99% | 100% | 100% | 100% | 100% |
| 34% | 23% | 90% | 169% | 38% |
| 18% | 13% | 53% | 180% | 67% |
| 7% | 5% | 13% | 18% | 13% |
| 8% | 6% | 97% | 1% | |
| * | 1% | 1% | | |
| 6% | 3% | 8% | 23% | 14% |
| 2% | | | * | 1% |
| 75% | 51% | 262% | 391% | 133% |
| 24% | 49% | (162%) | (291%) | (33%) |

Harris County Municipal Utility District No. 499

***TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund
For the Last Three Fiscal Years***

| | Amounts | | | Percent of Fund Total Revenues | | |
|--------------------------------|------------|------------|----------|-----------------------------------|------|------|
| | 2019 | 2018 | 2017 | 2019 | 2018 | 2017 |
| Revenues | | | | | | |
| Property taxes | \$ 442,424 | \$ 202,494 | \$ - | 97% | 97% | |
| Penalties and interest | 3,039 | 2,326 | | 1% | 1% | |
| Accrued interest on bonds sold | | | 8,782 | | | 99% |
| Miscellaneous | 827 | | | * | | |
| Investment earnings | 8,714 | 3,146 | 50 | 2% | 2% | 1% |
| Total Revenues | 455,004 | 207,966 | 8,832 | 100% | 100% | 100% |
| Expenditures | | | | | | |
| Tax collection services | 13,605 | 10,766 | | 3% | 5% | |
| Debt service | | | | | | |
| Principal | 85,000 | | | 19% | | |
| Interest and fees | 287,527 | 144,226 | | 63% | 69% | |
| Total Expenditures | 386,132 | 154,992 | | 85% | 74% | 0% |
| Revenues Over Expenditures | \$ 68,872 | \$ 52,974 | \$ 8,832 | 15% | 26% | 100% |

See accompanying auditors' report.

Harris County Municipal Utility District No. 499
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended March 31, 2019

Complete District Mailing Address: 3200 Southwest Freeway, Suite 2600, Houston, TX 77027
District Business Telephone Number: (713) 860-6400
Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): June 19, 2018
Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200
(Set by Board Resolution -- TWC Section 49.0600)

| Names: | Term of Office (Elected or Appointed) or Date Hired | Fees of Office Paid * | Expense Reimburse- ments | Title at Year End |
|---|--|-----------------------------|--------------------------------|-----------------------------|
| Board Members | | | | |
| Scarlet Foster | 5/16 - 5/20 | \$ 2,400 | \$ 2,654 | President |
| Melody Fraser | 5/18 - 5/22 | 2,850 | 3,337 | Vice President |
| Joseph Doenges | 5/16 - 5/20 | 2,250 | 1,162 | Secretary |
| Jon Daniels | 6/18 - 5/22 | 3,900 | 2,230 | Assistant Secretary |
| Lisa Clayton | 5/18 - 5/22 | 2,250 | 447 | Assistant Vice President |
| Valorie Pilicer | 5/14 - 4/18 | 150 | 2 | Former Director |
| Consultants | | Amounts Paid | | |
| Allen Boone Humphries Robinson LLP <i>General legal fees</i> | 12/2007 | \$ 89,046 | | Attorney |
| Environmental Development Partners, LLC | 10/2013 | 20,170 | | Operator |
| Municipal Accounts & Consulting, L.P. | 4/2018 | 41,579 | | Bookkeeper |
| Assessments of the Southwest, Inc. | 1/2008 | 4,528 | | Tax Collector |
| Harris County Appraisal District | Legislation | 6,851 | | Property Valuation |
| Perdue, Brandon, Fielder, Collins & Mott, LLP | 3/2010 | 750 | | Delinquent Tax Attorney |
| Jones & Carter, Inc. | 7/2013 | 52,059 | | Engineer |
| McGrath & Co., PLLC | Annual | 21,750 | | Auditor |
| Masterson Advisors LLC | 4/2018 | | | Financial Advisor |

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

APPENDIX B

Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

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

Effective Date: _____

Risk Premium: \$ _____

Member Surplus Contribution: \$ _____

Total Insurance Payment: \$ _____

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

200 Liberty Street, 27th floor
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN