

OFFICIAL STATEMENT DATED MAY 8, 2019

NEW ISSUE-BOOK-ENTRY-ONLY

**RATINGS: Insured BAM S&P “AA” (Stable Outlook); Underlying Rating: Moody’s “A3”
See “MUNICIPAL BOND RATINGS” and “BOND INSURANCE”**

Delivery of the Bonds is subject to the opinion of Bond Counsel to the effect that interest on the Bonds will be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described under "TAX MATTERS" herein.

THE DISTRICT HAS DESIGNATED THE BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS. See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions" herein.

\$5,000,000
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT No. 433
(A Political Subdivision of the State of Texas Located in Harris County, Texas)

UNLIMITED TAX BONDS, SERIES 2019

Dated: June 1, 2019

Due: September 1, as shown on inside cover page

The \$5,000,000 Unlimited Tax Bonds, Series 2019 (“the Bonds”), are obligations solely of Harris County Municipal Utility District No. 433 (the “District”) and are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas; or any entity other than the District.

Interest on the Bonds will accrue from June 1, 2019 and is payable September 1, 2019 and each March 1 and September 1 thereafter until the earlier of maturity or redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds will initially be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent/registrar for the Bonds shall be BOKF, NA, Dallas, Texas (the “Paying Agent”).

The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2026 in whole or from time to time in part, on September 1, 2025, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption.

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 RATINGS” AND “BOND INSURANCE.”



**MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS,
REDEMPTION PROVISIONS and CUSIP NUMBERS**
(see inside cover page)

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. See "THE BONDS - Source of and Security for Payment." THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See "INVESTMENT CONSIDERATIONS" herein.

The Bonds are offered by the initial purchaser of the Bonds (the “Initial Purchaser”) subject to prior sale, when, as and if issued by the District and accepted by the Initial Purchaser, subject, among other things to the approval of the Initial Bond by the Attorney General of Texas and the approval of certain legal matters by Norton Rose Fullbright US LLP, Houston Texas, Bond Counsel. Delivery of the Bonds is expected through the facilities of DTC on or about June 12, 2019 in Houston, Texas.

MATURITIES
(Due September 1)

CUSIP PREFIX: 41422S

Due	Principal Amount	Interest Rate^(a)	Initial Reoffering Yield^(b)	CUSIP Suffix^(c)	Due	Principal Amount	Interest Rate^(a)	Initial Reoffering Yield^(b)	CUSIP Suffix^(c)
2019	\$ 50,000	2.000%	1.750%	HH8	2029 *	\$ 175,000	3.000%	2.450%	HT2
2020	50,000	2.000%	1.800%	HJ4	2030 *	175,000	3.000%	2.550%	HU9
2021	50,000	2.000%	1.850%	HK1	2031 *	200,000	3.000%	2.650%	HV7
2022	75,000	2.000%	1.900%	HL9	2032 *	200,000	3.000%	2.750%	HW5
2023	75,000	2.000%	1.950%	HM7	2033 *	200,000	3.000%	2.800%	HX3
2024	150,000	3.000%	2.000%	HN5	2034 *	200,000	3.000%	2.850%	HY1
2025	150,000	3.000%	2.050%	HP0	2035 *	200,000	3.000%	2.900%	HZ8
2026 *	150,000	3.000%	2.150%	HQ8	2036 *	225,000	3.000%	3.000%	JA1
2027 *	150,000	3.000%	2.250%	HR6	2037 *	225,000	3.000%	3.050%	JB9
2028 *	175,000	3.000%	2.350%	HS4					
\$500,000 3.000% ^(a) Term Bond Due 2039* Yield 3.100% ^(b) CUSIP Suffix JD5 ^(c)									
\$550,000 3.000% ^(a) Term Bond Due 2041* Yield 3.150% ^(b) CUSIP Suffix JF0 ^(c)									
\$1,075,000 3.000% ^(a) Term Bond Due 2043* Yield 3.20% ^(b) CUSIP Suffix JH6 ^(c)									

* Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2026 in whole or from time to time in part, on September 1, 2025, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Bonds maturing September 1, 2039, September 1, 2041 and September 1, 2043 (the "Term Bonds") are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

- (a) After requesting competitive bids for purchase of the Bonds, the District has accepted the lowest bid to purchase the Bonds, bearing interest as shown, at a price of 98.25% of par plus accrued interest to the date of delivery, resulting in a net effective interest rate to the District of 3.099938%.
- (b) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first redemption date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Initial Purchaser. The yields may be changed at any time at the discretion of the Initial Purchaser. Accrued interest from June 1, 2019 to the date of delivery of the Bonds to the Initial Purchaser is to be added to the purchase price.
- (c) CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Capital IQ on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services provided by CUSIP Global Services. Neither the Initial Purchaser, the District, nor the Financial Advisor is responsible for the selection or correctness of the CUSIP numbers set forth herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

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 "BOND INSURANCE" and "APPENDIX C – Specimen Municipal Bond Insurance Policy."

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

All of the summaries of the statutes, orders, contracts, records, and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the District, c/o Norton Rose Fulbright US LLP, 1301 McKinney, 51st Floor, Houston, Texas 77010.

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 the 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, to the extent that information actually comes to its attention, until delivery of the Bonds to the Initial Purchaser and thereafter only as specified in "OFFICIAL STATEMENT - Updating the Official Statement During Underwriting Period" and "CONTINUING DISCLOSURE OF INFORMATION."

NEITHER THE DISTRICT NOR THE FINANCIAL ADVISOR MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY-ONLY SYSTEM.

THE CONTENTS OF THIS OFFICIAL STATEMENT ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS OR TAX ADVICE, AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN ATTORNEYS AND BUSINESS AND TAX ADVISORS.

SALE AND DISTRIBUTION PRICES AND MARKETABILITY OF THE BONDS

Initial Purchaser

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 RBC Capital Markets (the "Initial Purchaser" or the "Underwriter") bearing the lowest interest rates shown on the inside cover page hereof, at a price of 98.25% of the par value thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of 3.099938%, as calculated pursuant to Texas Government Code Chapter 1204, as amended (the "IBA" method).

Issue Price Certificate

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchaser on Otherwise, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser.

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 Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. In connection with the offering of the Bonds, the 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

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE BONDS OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the offer and sale of the Bonds has been filed with the SEC 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; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration 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.

The statements contained in this Official Statement, and in other information provided by the District, that are not purely historical, are forward-looking statements, including regarding the District's expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements. See "RISK FACTORS – Forward-Looking Statements."

Any references to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement.

MUNICIPAL BOND RATINGS

S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") has assigned a rating of "AA" (stable outlook) to the Bonds, as a result of a municipal bond insurance policy to be issued by Build America Mutual ("BAM" or the "Insurer") at the time of delivery of the Bonds. Additionally, Moody's Investor Service, Inc. ("Moody's") has assigned an underlying rating of "A3" to the Bonds.

An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgement of such company, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company ("BAM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an appendix to this Official Statement.

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

Build America Mutual Assurance Company

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure obligations of states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM. The address of the principal executive offices of BAM is: 200 Liberty Street, 27th Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: www.buildamerica.com.

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

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

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of March 31, 2019 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$513.9 million, \$105 million and \$408.9 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 "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.

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OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement. The offering of the Bonds to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement.

THE DISTRICT

The District.....	Harris County Municipal Utility District No. 433 (the "District"), located in Harris County, Texas, was created, along with the adjacent Harris County Municipal Utility District No. 435 ("HCMUD 435"), by order of the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission"), effective January 17, 2006. Both the District and HCMUD 435 were confirmed pursuant to elections held within each district on May 13, 2006. On May 14, 2011, HCMUD 435 and the District held elections consolidating the District with HCMUD 435 by terms of a consolidation agreement dated February 1, 2011 (the "Consolidation Agreement"). The terms of the Consolidation Agreement included, among other matters, the assumption of voted but unissued bonds payable in whole or in part from taxes, the levy of taxes to pay for bonds, and the adoption of the District as the name of the consolidated district. The District, a political subdivision of the State of Texas, was created for the purpose of providing, operating, and maintain facilities to control storm water, distribute potable water, and to collect and treat wastewater, and operates pursuant to Chapters 49 and 54 of the Texas Water Code and Article XVI, Section 59 of the Texas Constitution, both as amended, and other general statutes of the State of Texas applicable to municipal utility districts. See "THE DISTRICT – General."
Location	The District is located in Harris County within the extraterritorial jurisdiction of the City of Houston, approximately 25 miles northwest of downtown Houston and approximately 1 mile south of the intersection of U.S. Highway 290 and Fry Road. The District is located entirely within the jurisdiction of the Cypress-Fairbanks Independent School District. Access to the District is provided by U.S. Highway 290 to Fry Road. See "THE DISTRICT - Location."
The Developer	The developer currently active within the District is Mischer Development, LP ("Mischer" or the "Developer"), a Texas Limited Partnership comprised of Mischer Investments, L.P., a Texas Limited Partnership ("Investments") (owning 99% limited partner interest) and Mischer Management, L.L.C., a Texas Limited Liability Company ("Management") (owning 1% general partner interest). Mary A. Mischer, Walter M. Mischer Jr., and Paula Mischer are the sole members of Management. The ownership of Investments is held by members of the Mischer family. See "THE DEVELOPER – Mischer Development, L.P."
Status of Development within the District.....	Of the approximate 797 acres encompassed by the District, approximately 664 are developable. As of May 1, 2019, approximately 621.31 acres (or 93.51% of the approximately 664 developable acres within the District) have been developed with utility facilities as the single family residential subdivision Cypress Creek Lakes and commercial improvements. Single family development within the District includes 1,324 completed homes on 1,324 developed single family lots. The District also contains an approximately 98,000 square foot HEB Grocery Store on approximately 15.77 acres, three commercial buildings totaling approximately 52,000 square feet and three pad sites on approximately 9.32 acres called the Cypress Creek Plaza, a Lifetime Fitness Center on approximately 13.45 acres, an Ivy Kids Daycare Center on approximately 1.54 acres, and the Metropolitan Baptist Church, which is exempt from ad valorem taxation, on approximately 100 acres. The District also contains fourteen lakes totaling approximately 59 acres and two recreation centers on approximately 12 acres. Additionally, construction of an apartment complex containing 360 apartment units on approximately 13.32 acres is expected to begin in June 2019, with first occupants expected by May 2020. Final completion of all 360 apartment units is expected by February 2021. See "THE DISTRICT - Status of Development."

THE BONDS

Description	The Bonds in the aggregate principal amount of \$5,000,000 mature serially in varying amounts on September 1 of each year from 2019 through 2037, inclusive, and as Term Bonds which mature September 1, 2039, September 1, 2041 and September 1, 2043, as set forth on the inside cover page hereof. Interest accrues from June 1, 2019 at the rates per annum set forth on the inside cover page hereof and is payable September 1, 2019 and each March 1 and September 1 thereafter until maturity or earlier redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity. See "THE BONDS - General Description."
Redemption	The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2026, in whole or from time to time in part, on

September 1, 2025, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Term Bonds maturing September 1, 2039, September 1, 2041 and September 1, 2043 are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

Source of Payment Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax levied upon all taxable property within the District, which under Texas law is not legally limited as to rate or amount. **The Bonds are obligations solely of the District and are not obligations of the City of Houston, Texas; Harris County, Texas; the State of Texas; or any entity other than the District.** See "THE BONDS - Source of and Security for Payment."

Payment Record The Bonds constitute the eighth installment of bonds issued by the District. The District has never defaulted on the timely payment of principal and interest on its previously issued bonds entitled "\$8,600,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2014" (the "Series 2014 Bonds"); "\$6,605,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2015" (the "Series 2015 Bonds"); "\$10,155,000 Harris County Municipal Utility District No. 433, Unlimited Tax Road Bonds, Series 2015A" (the Series 2015A Bonds"); "\$4,575,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2016" (the "Series 2016 Bonds"); "\$9,995,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2017" (the "Series 2017 Bonds"); "\$6,000,000 Harris County Municipal Utility District No. 433 Unlimited Tax Bonds, Series 2017A" (the "Series 2017A Bonds"); and "6,500,000 Unlimited Tax Bonds, Series 2018" (the Series 2018 Bonds," and, collectively, the "Outstanding Bonds"). The proceeds of the Outstanding Bonds included up to 24 months of capitalized interest. See "FINANCIAL STATEMENT – Outstanding Bonds."

Authority for Issuance The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas including Chapters 49 and 54 of the Texas Water Code, as amended; a bond election held within the District on November 8, 2011; the approving order of the TCEQ; and an order adopted by the Board of Directors of the District on the date of the sale of the Bonds. See "THE BONDS - Authority for Issuance."

Bonds Authorized But Unissued..... At an election held within the District on November 8, 2011, the voters within the District approved the issuance of \$200,000,000 in bonds for water, wastewater and drainage facilities. After the sale of the Bonds, the District will have \$152,725,000 remaining in authorized but unissued bonds for water, wastewater and drainage facilities. The District's voters, at the election held within the District on November 8, 2011, also authorized the issuance of \$15,000,000 in bonds for the acquisition and construction of roads, of which \$4,845,000 remains authorized but unissued in bonds for the acquisition and construction of roads. Additionally, at the election held in the District on November 8, 2011, the voters within the District also approved the issuance of \$20,000,000 in bonds for the acquisition and construction of parks and recreational facilities, all of which remain authorized by unissued. See "FINANCIAL STATEMENT - Outstanding Bonds and Unlimited Tax Bonds Authorized but Unissued" and "THE BONDS – Issuance of Additional Debt."

Use of Proceeds..... Proceeds from the sale of the Bonds will be used to finance: (i) Water Plant No. 1 booster pump and generator; (ii) Lift Station No. 1 construction; (iii) remainder of the Cypress Creek Lakes, Section 26 off-site utilities; and (iv) water distribution, wastewater collection and drainage facilities serving Cypress Creek Lakes, Section 26. In addition, proceeds of the Bonds will be used to pay engineering fees, approximately nine months' of capitalized interest, and certain costs associated with the issuance of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Qualified Tax-Exempt Obligations The District has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended, and has represented that the total amount of tax-exempt obligations (including the Bonds) to be issued by it during calendar year 2019 (other than certain refunding bonds) is not reasonably expected to exceed \$10,000,000. See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions."

Municipal Bond Ratings and Bond Insurance..... S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") has assigned a rating of "AA" (stable outlook) to the Bonds, as a result of a municipal bond insurance policy to be issued by Build America Mutual ("BAM" or the "Insurer") at the time of delivery of the Bonds. Additionally, Moody's Investors Service, Inc. ("Moody's") has assigned an underlying rating of "A3" to the Bonds.

INCLEMENT WEATHER / 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.

Impact on District..... The greater Houston area has experienced three storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015. The most recent event was Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days. According to Inframark (the “Operator”), there were no interruption of water and sewer service as a result of Hurricane Harvey. According to BGE, Inc. (the "Engineer"), the District’s system did not sustain any material damage from Hurricane Harvey. To the knowledge of the District, no homes or improvements within the District experienced structural flooding or other 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 Events; Hurricane Harvey” and “-Inclement Weather.”

Bond Counsel & Disclosure Counsel..... Norton Rose Fulbright US LLP, Houston, Texas.

Financial Advisor..... Pubic Finance Group LLC, Austin, Texas.

Engineer..... BGE, Inc., Houston, Texas.

Paying Agent/Registrar..... BOKF, NA, Dallas, Texas.

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds involve certain investment considerations and all prospective purchasers are urged to examine carefully the Official Statement, including particularly the section captioned "INVESTMENT CONSIDERATIONS," with respect to investment in the Bonds.

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SELECTED FINANCIAL INFORMATION
(Unaudited)

2018 Certified Assessed Valuation	525,957,302	(a)
Estimated Assessed Valuation as of March 15, 2019	590,097,357	(b)
Gross Debt Outstanding (after the issuance of the Bonds)	\$ 55,355,000	(c)
Ratio of Gross Debt to 2018 Certified Assessed Valuation		10.52%
Ratio of Gross Debt to Estimated Assessed Valuation as of March 15, 2019		9.38%
2018 Tax Rate		
Debt Service	\$ 0.5710	
Maintenance	<u>0.6290</u>	
Total 2018 Tax Rate	\$ 1.2000	(d)
Bond Fund Balance (as of May 8, 2019)	\$ 3,461,234	(e)
Percentage of current tax collections (Tax Year 2018)		99.04% (f)
Percentage of total tax collections (Tax Years 2011-2018)		99.85% (f)
Average Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Average Requirement") (2019-2043, inclusive)	\$ 3,415,088	
Tax Rate Required to pay Average Requirement based upon the 2018 Certified Assessed Valuation at 95% collections		\$0.69 /\$100 AV
Tax Rate Required to pay Average Requirement based upon the Estimated Assessed Valuation as of March 15, 2019 at 95% collections		\$0.61 /\$100 AV
Maximum Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Maximum Requirement") (2038)	\$ 3,598,019	
Tax Rate Required to pay Maximum Requirement based upon the 2018 Certified Assessed Valuation at 95% collections		\$0.73 /\$100 AV
Tax Rate Required to pay Maximum Requirement based upon the Estimated Assessed Valuation as of March 15, 2019 at 95% collections		\$0.65 /\$100 AV
Number of active connections as of May 1, 2019		
Single Family Occupied	1,321	
Single Family Unoccupied and Builder	3	
Commercial	16	
Irrigation	<u>52</u>	
Total Number of Active Connections	1,392	
Estimated Population as of May 1, 2019		4,624 (g)

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- (a) Certified assessed valuation of the District as of January 1, 2018, as provided by the Harris County Appraisal District ("HCAD"). See "TAXING PROCEDURES."
- (b) Estimated Assessed Valuation as of March 15 2019, as provided by HCAD, is included solely for purposes of illustration.
- (c) Includes the Bonds.
- (d) The District levied a 2018 tax rate of \$1.20.
- (e) Unaudited as of May 8, 2019. Does not contain approximately nine months' capitalized interest included in the Bond proceeds (\$116,248) to be deposited into the Bond Fund upon closing. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Bond Fund.
- (f) See "TAX DATA – Tax Collections."
- (g) Based upon 3.5 residents per completed and occupied single family home.

**OFFICIAL STATEMENT
relating to**

**\$5,000,000
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT No. 433
(A Political Subdivision of the State of Texas Located in Harris County, Texas)**

UNLIMITED TAX BONDS, SERIES 2019

INTRODUCTION

This Official Statement provides certain information with respect to the issuance by Harris County Municipal Utility District No. 433 (the "District") of its Unlimited Tax Bonds, Series 2019 (the "Bonds"). The Bonds are issued pursuant to an order (the "Bond Order") adopted by the Board of Directors of the District, Article XVI, Section 59 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, general laws of the State of Texas, and an order by the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission").

Included in this Official Statement are descriptions of the Bonds and the Bond Order. ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District, c/o Norton Rose Fulbright US LLP, 1301 McKinney, 51st Floor, Houston, Texas 77010, upon payment of duplication costs.

THE BONDS

General Description

The \$5,000,000 Harris County Municipal Utility District No. 433 Unlimited Tax Bonds, Series 2019 (the "Bonds") will mature on September 1 of the years and in the principal amounts, and will bear interest at the rates per annum, set forth on the inside cover page hereof.

Interest on the Bonds will accrue from June 1, 2019, and is payable September 1, 2019, and each March 1 and September 1 thereafter until the earlier of maturity or redemption, and will be calculated on the basis of a 360-day year of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof. The initial paying agent/registrars for the Bonds shall be BOKF, NA, Dallas, Texas ("Paying Agent/Registrar"). The principal of and interest on 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 debt due the United States of America. Interest on the Bonds (except for interest paid as part of the Redemption Price) which is payable, and which is paid on duly provided for on or within 10 days after any interest payment date shall be paid to the person to whom the Bond is registered on the bond register (the "Register") kept by the Paying Agent/Registrar at the close of business on the 15th calendar day of the month immediately preceding each interest payment date (the "Record Date"). All payments of interest shall be by check mailed, first-class postage prepaid, to the person entitled hereto at such person's address as it appears on the Register, or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and such person at the risk and expense of such person.

If the specified date for any payment of principal (or Redemption Price) of or interest on the Bonds is a Saturday, Sunday, or legal holiday or equivalent (other than a moratorium) for banking institutions generally in the city in which the Place of Payment is located, such payment may be made on the next succeeding day which is not one of the foregoing days without additional interest and with the same force and effect as if made on the specified date for such payment.

Initially, the Bonds will be registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. No physical delivery of the Bonds will be made to the beneficial owners. Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will distribute the amounts paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "BOOK-ENTRY- ONLY SYSTEM."

Redemption

Optional Redemption . . . The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2026, in whole or from time to time in part, on September 1, 2025, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. If less than all of the Bonds are to be redeemed, the particular Bonds thereof shall be selected and designated by the District, and if less than all of the Bonds within a maturity are redeemed, the particulate Bonds or portions thereof to be redeemed shall be selected by the Paying Agent/Registrar by lot. Optional redemption of Bonds may be conditioned on issuance of refunding bonds or other obligations to pay the Redemption Price.

Mandatory Sinking Fund Redemption . . . In addition to being subject to optional redemption, as provided above, the Bonds maturing on September 1, 2039, September 1, 2041 and September 1, 2043 (the "Term Bonds") are subject to mandatory sinking fund redemption prior to maturity by lot in the following amounts, on the following dates and at a price of par plus accrued interest to the redemption date from amounts required to be deposited in the Bond Fund:

\$500,000 Term Bond Maturing September 1, 2039	
Mandatory Redemption	Principal
<u>Date</u>	<u>Amount</u>
2038	\$ 250,000
2039*	250,000

\$550,000 Term Bond Maturing September 1, 2041	
Mandatory Redemption	Principal
<u>Date</u>	<u>Amount</u>
2040	\$ 275,000
2041*	275,000

\$1,075,000 Term Bond Maturing September 1, 2043	
Mandatory Redemption	Principal
<u>Date</u>	<u>Amount</u>
2042	\$ 275,000
2043*	800,000

* Stated Maturity

The District, at its option, may credit against any mandatory sinking fund redemption requirement Bonds of the maturity then subject to redemption which have been purchased and cancelled by the District or have been redeemed and therefore applied as credit against any mandatory sinking fund redemption requirement.

Notice of Redemption . . . Notice of redemption shall be mailed by the Paying Agent/Registrar in the name and at the expense of the District, not less than 30 days prior to the redemption date, to each Registered Owner of Bonds to be redeemed. All notices shall state:

1. the redemption date,
2. the redemption price,
3. the principal amount and identification (by CUSIP number (if obtained for the Bonds), stated maturity, interest rate, dated date, and, in case of partial redemption within a stated maturity, the respective Bond numbers and principal amounts) of Bonds to be redeemed,
4. that on the redemption date the redemption price of each of the Bonds to be redeemed will become due and payable and that interest thereon shall cease to accrue from and after said date, and
5. that the Bonds to be redeemed are to be surrendered for payment of the redemption price at the place of payment, and the address of such place of payment. The notice of redemption must state if redemption is conditioned on issuance of refunding bonds or other obligations to pay the redemption price.

Bonds of a denomination larger than \$5,000 may be redeemed in part (\$5,000 or any integral multiple thereof) and upon any partial redemption of any such Bonds the same shall be surrendered in exchange for one or more new Bonds of the same stated maturity in authorized denominations for the unredeemed portion of principal. Bonds (or portions thereof as aforesaid) for whose redemption and payment provision is made in accordance with the Bond Order will cease to bear interest from and after the redemption date. Optional redemption of the Bonds may be conditioned on the issuance of refunding bonds or other obligations to pay the redemption price.

Termination of Book-Entry-Only System

In the event that the Book-Entry-Only System is discontinued by DTC or the District, the following provisions will be applicable to the Bonds. See "BOOK-ENTRY-ONLY SYSTEM".

Payment . . . The principal and Redemption Price of the Bonds is payable upon surrender at the designated paying office of the Paying Agent/Registrar (the "Place of Payment"). If the specified date for any payment of principal (or Redemption Price) of or interest on the Bonds shall be a Saturday, Sunday, or legal holiday or equivalent (other than a moratorium) for banking institutions generally in the city in which the Place of Payment is located, such payment may be made on the next succeeding day which is not one of the foregoing days without additional interest and with the same force and effect as if made on the specified date for such payment.

Interest on any Bond which is payable, and which is paid or duly provided for on or within 10 days after, any Interest Payment Date shall be paid to the Person in whose name such Bond (or one or more Predecessor Bonds evidencing the same debt) is registered at the close of business on the Regular Record Date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next proceeding such Interest Payment Date. Any interest on any Bond which is payable on, but is not paid or duly provided for on or within 10 days after, any Interest Payment Date (herein referred to as "Defaulted Interest") shall forthwith cease to be payable to the Holder on the relevant Regular Record Date solely by virtue of such Holder having been such Holder; and such Defaulted Interest shall be paid to the Person in whose name such Bond (or one or more respective Predecessor Bonds) is registered at the close of business on a special record date (the "Special Record Date") for the payment of such Defaulted Interest. The Regular Record Date for the Bonds for the interest payable on any Interest Payment Date is the 15th day (whether or not a business day) of the calendar month next preceding such Interest Payment Date.

Registration . . . The District shall cause to be kept at the Place of Payment a register (herein referred to as the "Security Register") in which the Paying Agent/Registrar shall provide for the registration of the Bonds and registration of transfers of the Bonds. Upon surrender for transfer of any Bond at the Place of Payment, the District will execute, and the Paying Agent/Registrar will register and deliver, in the name of the designated transferee or transferees, one or more new fully registered Bonds of the same Stated Maturity, of any authorized denominations, and of a like aggregate principal amount.

At the option of the Registered Owner, Bonds may be exchanged for other Bonds of the same Stated Maturity, of any authorized denominations, and of like aggregate principal amount, upon surrender of the Bonds to be exchanged at the Place of Payment. Whenever any Bonds are so surrendered for exchange, the District will execute, and the Paying Agent/Registrar will register and deliver, the Bonds which the Registered Owner of Bonds making the exchange is entitled to receive.

Every Bond presented or surrendered for transfer or exchange must be duly endorsed, or be accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed, by the Registered Owner thereof or his attorney duly authorized in writing.

No service charge may be made to the Registered Owner for any registration, transfer, or exchange of Bonds, but the District or the Paying Agent/Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

Neither the District nor the Paying Agent/Registrar is required (1) to transfer or exchange any Bond during a period beginning 45 days prior to a Redemption Date hereunder and ending at the close of business on the day of mailing of a notice of redemption or (2) thereafter to transfer or exchange in whole or in part any Bond so selected for redemption.

Authority for Issuance

At an election held within the District on November 8, 2011, the voters within the District approved the issuance of \$200,000,000 in bonds for water, wastewater and drainage facilities. After the sale of the Bonds, the District will have \$152,725,000 remaining in authorized but unissued bonds for water, wastewater and drainage facilities. The District's voters, at the election held within the District on November 8, 2011, also authorized the issuance of \$15,000,000 in bonds for the acquisition and construction of roads, of which \$4,845,000 remains authorized but unissued in bonds for the acquisition and construction of roads. Additionally, at the election held in the District on November 8, 2011, the voters within the District also approved the issuance of \$20,000,000 in bonds for the acquisition and construction of parks and recreational facilities, all of which remain authorized by unissued. In addition, the District may issue refunding bonds which increase the principle amount of its outstanding bonds.

The Bonds are issued by the District pursuant to the terms and provisions of the Bond Order; Article XVI, Section 59 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; and an order of the TCEQ.

Source of and Security for Payment

For each year while any Bond is Outstanding and the District remains in existence the District must assess a continuing direct annual ad valorem tax upon each \$100 valuation of taxable property within the District at a rate from year to year sufficient, full allowance being made for anticipated delinquencies, together with revenues and receipts from other sources which are legally available for such purposes, (1) to pay interest on the Bonds as it becomes due, (2) to provide for the payment of the principal of the Bonds when due or the Redemption Price at any earlier required Redemption Date, and (3) to pay the expenses of assessing and collecting such tax.

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

Payment Record

The Bonds constitute the eighth installment of bonds issued by the District. The District has never defaulted on the timely payment of principal and interest on its previously issued bonds entitled "\$8,600,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2014" (the "Series 2014 Bonds"); "\$6,605,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2015" (the "Series 2015 Bonds"); "\$10,155,000 Harris County Municipal Utility District No. 433, Unlimited Tax Road Bonds, Series 2015A" (the Series 2015A Bonds"); "\$4,575,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2016" (the "Series 2016 Bonds"); "\$9,995,000 Harris County Municipal Utility District No. 433, Unlimited Tax Bonds, Series 2017" (the "Series 2017 Bonds"); "\$6,000,000 Harris County Municipal Utility District No. 433 Unlimited Tax Bonds, Series 2017A" (the "Series 2017A Bonds"); and "6,500,000 Unlimited Tax Bonds, Series 2018" (the Series 2018 Bonds," and, collectively, the "Outstanding Bonds"). The proceeds of the Outstanding Bonds included up to 24 months of capitalized interest. See "FINANCIAL STATEMENT – Outstanding Bonds."

Flow of Funds

To provide for the payment of the principal (and Redemption Price) of, interest on, and Paying Agent fees in respect of the Bonds, the District shall maintain a special account (herein the "Bond Fund") on its books of account as part of its interest and sinking fund. The District shall credit to the Bond Fund (1) on the Issue Date, from the proceeds from the sale of the Bonds, an amount equal to interest accruing on the Bonds from the Dated Date to the Issue Date, and an amount of capitalized interest equal to 9 months interest on the Bonds; (2) all receipts of taxes (and penalty and interest thereon) net of collection costs levied to provide for the payment of principal of and interest on (or fees and expenses of the Paying Agent with respect to) the Bonds; (3) all earnings from the investment of amounts credited to the Bond Fund; and (4) any other funds of the District deposited to the Bond Fund to pay principal (or Redemption Price) of or interest on the Bonds.

While the Bonds are Outstanding, the Bond Fund shall be used solely to pay principal and Redemption Price of and interest on the Bonds and Paying Agent fees and expenses with respect to the Bonds.

Defeasance of Outstanding Bonds

Any Bond shall be deemed to be paid and shall no longer be considered to be a Bond within the meaning of the Order when payment of the principal of and interest on such Bond to the Stated Maturity thereof or (if notice of redemption shall have been duly given, irrevocably provided for, or waived as provided in the Order) to the Redemption Date shall have been made or shall have been provided for by deposit with the Paying Agent for such payment (or with any other bank or trust company which has agreed to hold the same for such purpose) (1) money sufficient to make such payment, (2) Governmental Obligations certified by an independent public accounting firm of national reputation to be of such maturities and interest payment dates and to bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to make such payment, or (3) a combination of money and Governmental Obligations together so certified sufficient to make such payment, provided that all the expenses pertaining to the Bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of the Paying Agent (and to such other bank or trust company).

If such deposit is made for some but not all of the Bonds then Outstanding, the District shall designate the Stated Maturities of Bonds for which such deposit is made. If such deposit shall be sufficient to provide for the payment of the principal of and interest on some but not all Outstanding Bonds of a particular Stated Maturity so designated, the Paying Agent shall select the Outstanding Bonds of such Stated Maturity with respect to which such deposit is made by such random method as the Paying Agent/Registrar shall deem fair and appropriate and which may provide for the selection of portions (equal to \$5,000 or any integral multiple thereof) of the principal amount of Bonds of a denomination larger than \$5,000.

“Governmental Obligations” means (1) direct obligations of, or obligations the timely payment of the principal of and interest on which are fully and unconditionally guaranteed by, the United States of America, or (2) obligations authorized under Texas law from time to time for discharge and final payment of political or governmental subdivisions which, at the time of deposit have been assigned ratings in the highest rating category of either Moody’s Investors Service or Standard & Poor’s Rating Services, or any successor to the bond operations of either of such corporations, but in the case of both Clauses (1) and (2) only if such obligations may not be called for redemption prior to maturity.

Paying Agent/Registrar

The District reserves the right in the Bond Order to remove the Paying Agent/Registrar without cause. Every successor Paying Agent/Registrar must at all times be a commercial bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise corporate trust powers, having a combined capital and surplus of at least \$10,000,000, subject to supervision or examination by federal or state authority, registered as a transfer agent with the Securities and Exchange Commission. Upon any change in the Paying Agent/Registrar, the District agrees to promptly cause a written notice thereof to be sent to each Registered Owner affected by the change, which notice shall also give the address of the new Paying Agent/Registrar, which shall be the designated Place of Payment.

Record Date

The record date for payment of the interest on Bonds on any regularly scheduled interest payment date is defined as the fifteenth (15th) day of the month (whether or not a business day) next preceding such interest payment date.

Issuance of Additional Debt

The District may issue additional bonds, with the approval of the TCEQ and if necessary the voters of the District, as necessary to provide and maintain improvements and facilities consistent with the purposes for which the District was created. See “THE DISTRICT – General.” The District’s voters have authorized the issuance of a total of \$200,000,000 in bonds for the purpose of acquiring or constructing water, sanitary sewer and drainage facilities of which \$152,725,000 will remain authorized but unissued after the issuance of the Bonds.

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. At an election held on November 8, 2011, voters in the District authorized the issuance of \$20,000,000 in park and recreational facilities bonds, all of which remains authorized but unissued.

The District’s voters, at the election held within the District on November 8, 2011, also authorized the issuance of \$15,000,000 in bonds for the acquisition and construction of roads, of which \$4,845,000 remains authorized but unissued in bonds for the acquisition and construction of roads.

Voters may authorize the issuance of additional bonds or other contractual obligations secured by ad valorem taxes, and the District may issue refunding bonds to refund its outstanding unlimited tax bonds. The District also has the right to enter into certain other obligations including the issuance of revenue bonds and notes, bond anticipation notes and tax anticipation notes without voter approval. Neither Texas law nor the Bond Order imposes a limitation on the amount of additional debt which may be issued by the District. Any additional debt issued by the District may dilute the security of the Bonds. In the opinion of the District’s engineer, voter-authorized bonds will be required for future maintenance of the District’s infrastructure. See “INVESTMENT CONSIDERATIONS – Future Debt.”

Lost, Stolen, Mutilated or Destroyed Bonds

If (1) any mutilated Bond is surrendered to the Paying Agent/Registrar, or the District and the Paying Agent/Registrar receive evidence to their satisfaction of the destruction, loss, or theft of any Bond, and (2) there is delivered to the District and the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the District or the Paying Agent/Registrar that such Bond has been acquired by a bona fide purchaser, the District shall execute and upon its request the Paying Agent/Registrar shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost, or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount, bearing a number not contemporaneously outstanding.

In case any such mutilated, destroyed, lost, or stolen Bond has become or is about to become due and payable, the District in its discretion may pay such Bond instead of issuing a new Bond.

Upon the issuance of any new Bond under the Order, the District or the Paying Agent/Registrar may require the payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses connected therewith.

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 issue 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 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.

The District has not reviewed the laws in other states to determine whether the Bonds are legal investments for various institutions in those states or eligible to serve as collateral for public funds in those states. The District has made no investigation of any other laws, rules, regulations or investment criteria that might affect the suitability of the Bonds for any of the above purposes or limit the authority of any of the above persons or entities to purchase or invest in the Bonds.

Tax Covenants

In the Bond Order the District has covenanted with respect to, among other matters, the use of the proceeds of the Bonds and the facilities financed therewith and the manner in which the proceeds of the Bonds are to be invested. The District may cease to comply with any such covenant if it has received a written opinion of a nationally recognized bond counsel to the effect that failure to comply with such covenant will not adversely affect the exemption from federal income taxation of interest on the Bonds under Section 103 of the Internal Revenue Code of 1986, as amended.

Additional Covenants

The District has additionally covenanted in the Bond Order that it will:

1. To the extent prudent and ordinary for political subdivisions of types and operating properties similar to the District, the District shall maintain its properties in good condition and repair, ordinary wear and tear and obsolescence excepted, and operate such properties in an efficient manner and at a reasonable cost.
2. The District shall maintain insurance on or self-insure its properties of a kind and in an amount which usually would be carried by private companies operating similar properties and engaged in a similar type of business, but considering any governmental immunities to which the District may be entitled.
3. The District shall obtain and comply with the terms and conditions of all franchises, permits, and authorizations obtained from any other governmental agency applicable to or necessary with respect to its properties and shall keep all such franchises, permits, and authorizations in full force and effect.
4. The District shall not mortgage or otherwise encumber the facilities for which the Bonds were issued, or any part thereof, or sell, lease, or otherwise dispose of any substantial portion of such facilities unless in order to cooperate with other political subdivisions or entities to provide for a regional waste disposal or water supply system.

Remedies in Event of Default

The Bond Order provides that if the District shall default in the payment of the principal of or interest on the Bonds when due or in the observance or performance of any of the covenants, conditions, or obligations set forth in the Order, any Bondholder shall, in addition to all other rights and remedies of such owner of Bonds, be entitled to a writ of mandamus issued by a court of proper jurisdiction compelling and requiring the Board and other officers of the District to make such payment or to observe and perform such covenant, obligation, or condition.

The Bond Order provides no additional remedies to a Bond owner. Specifically, the Bond Order does not provide for an appointment of a trustee to protect and enforce the interests of the Bond owners or for the acceleration of maturity of the Bonds upon the occurrence of a default in the District's obligations. Consequently, the remedy of mandamus is a remedy, which may have to be enforced from year to year by the Bond owners.

Statutory language authorizing the District to sue and be sued does not waive the District's sovereign immunity to suit for money damages. Under Texas law, no judgment obtained against the District may be enforced by execution of a levy against the District's public purpose property. If such suit were allowed and a judgement obtained, the Bond owners could not foreclose on property within the District or sell property within the District in order to pay principal of or interest on the Bonds or otherwise satisfy such judgement. In addition, the enforceability of the rights and remedies of the Bond owners may be limited by federal bankruptcy laws or other similar laws affecting the rights of creditors of political subdivisions.

Annexation by the City of Houston

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Houston (the "City"), the District must conform to a City ordinance consenting to the creation of the District. Under prior Texas law, a municipality could annex and dissolve a municipality utility district located within its extraterritorial jurisdiction without the consent of the District or its residents. Under legislation effective December 1, 2017, the District may be annexed and dissolved by the City only if (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation. Upon annexation, the City would assume the District's assets and obligations, including the Bonds, and dissolve the District. The District has no control or knowledge of the annexation plans of the City, therefore, no prediction can be made regarding the likelihood or timing of any annexation or the ability of the City to make debt service payments should annexation occur.

Consolidation

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets, (such as cash and the utility system), and liabilities (such as the Bonds) with the assets and liabilities of districts with which it is consolidating.

The District was created, along with the adjacent Harris County Municipal Utility District No. 435 ("HCMUD 435"), by order of the TCEQ effective January 17, 2006. Both the District and HCMUD 435 were confirmed pursuant to elections held within each district on May 13, 2006. On May 14, 2011, the District held an election consolidating the District with HCMUD 435 by terms of a consolidation agreement dated February 1, 2011 (the "Consolidation Agreement"). The terms of the Consolidation Agreement included, among other matters, the assumption of voted but unissued bonds payable in whole or in part from taxes, the levy of taxes to pay for bonds and maintenance taxes, and the adoption of the District as the name of the consolidated district.

Although no additional consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

Alteration of Boundaries

In certain circumstances, under Texas law the District may alter its boundaries to: 1) upon satisfying certain conditions, annex additional territory; and 2) exclude land subject to taxation within the District that is not served by District facilities if the District simultaneously annexes land of equal acreage and value that may be practicably served by District facilities. The District would be required to obtain the consent of the City before adding any land in the City's extraterritorial jurisdiction or corporate limits. No representation is made concerning the likelihood that the District would effect any further change in its boundaries.

No Arbitrage

The District certifies that based upon all facts or estimates now known or reasonably expected to be in existence on the date the Bonds are delivered, the District reasonably expects that the proceeds of the Bonds will not be used in a manner that would cause the Bonds, or any portion of the Bonds, to be "arbitrage bonds" under the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. Furthermore, all officers, employees and agents of the District are authorized to certify to the facts and circumstances and reasonable expectations of the District on the date the Bonds are delivered regarding the amount and use of the proceeds of the Bonds. Moreover, the District covenants that it shall make such use of the proceeds of the Bonds, regulate investment of the proceeds of the Bonds, and take such other and further actions and follow such procedures as may be required so that the Bonds shall not become "arbitrage bonds" under the Code and the regulations prescribed from time to time thereunder.

Approval of the Bonds

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas does not pass upon or guarantee the quality of the Bonds as an investment, nor does the Attorney General of Texas pass upon the adequacy or accuracy of the information contained in this Official Statement.

Amendments to Bond Order

The District may, without the consent of or notice to any Bondholder, from time to time and at any time amend the Bond Order in any manner not detrimental to the interests of the Holders of the Bonds, including the curing of any ambiguity, inconsistency, or formal defect or omission herein or therein. In addition, the District may, with the written consent of the Holders of a majority in aggregate principal amount of the Bonds then Outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order except that, notwithstanding the foregoing, without the consent of the Holders of all of the affected Outstanding Bonds, no such amendment, addition, or rescission shall (1) change the Stated Maturity of the Bonds or any installment of interest thereon, reduce the principal amount thereof, the Redemption Price therefor, or the rate of interest thereon, change the place or places at, or the coin or currency in, which any Bond or the interest thereon is payable, or in any other way modify the terms or sources of payment of the principal of or interest on the Bonds, (2) give any preference to any Bond over any other Bond, (3) modify the provisions of the proviso to the definition of the term "Outstanding", or (4) modify any of the provisions of this Section, except to increase the percentage provided hereby or to provide that certain other provisions of the Bond Order cannot be modified or waived.

BOOK-ENTRY-ONLY SYSTEM

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

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

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered Bonds 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, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual 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 effect any change in beneficial ownership. DTC has no

knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

All payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds 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/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but neither the District nor the Financial Advisor take any responsibility for the accuracy thereof.

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USE AND DISTRIBUTION OF BOND PROCEEDS

Proceeds from the sale of the Bonds will be used to finance: (i) Water Plant No. 1 booster pump and generator; (ii) Lift Station No. 1 construction; (iii) remainder of the Cypress Creek Lakes, Section 26 off-site utilities; and (iv) water distribution, wastewater collection and drainage facilities serving Cypress Creek Lakes, Section 26. In addition, proceeds of the Bonds will be used to pay engineering fees, approximately nine months' of capitalized interest, and certain costs associated with the issuance of the Bonds.

The estimated use and distribution of Bond proceeds are set forth below. Of the proceeds to be received from the sale of the Bonds, \$3,748,404 is required for construction costs, and \$1,251,596 is required for non-construction costs, including \$116,248 of capitalized interest (approximately 9 months of interest at 3.099938%).

Construction Costs

A. Developer Contribution Items

1. Cypress Creek Lakes, Section 26 W, WW, D	\$ 2,092,534
2. Cypress Creek Lakes Off-site Utilities	490,351
3. Engineering & Materials Testing (21.6% of Item 1)	451,976
4. Storm Water Pollution Prevention	48,800
Total Developer Contribution Items	\$ 3,083,661

B. District Items

1. Water Plant No. 1 Booster Pump and Generator	\$ 120,995
2. Lift Station No. 1	439,908
3. Engineering & Materials Testing (17.8% of Items 1 & 2)	99,940
4. Storm Water Pollution Prevention	3,900
Total District Items	\$ 664,743

Total Construction Costs	\$ 3,748,404
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Non-Construction Costs

A. Legal Fees (2%)	\$ 100,000
B. Fiscal Agent Fees (2.5%)	125,000
C. Interest	
1. Capitalized Interest (9 months @ 3.099938%)	116,248
2. Developer Interest ^(a)	640,888
D. Bond Discount (1.75%)	87,500
E. Bond Issuance Expenses	38,208
F. Bond Application Report Costs	30,000
G. Attorney General Fee (0.10%)	5,000
H. TCEQ Bond Issuance Fee (0.25%)	12,500
I. Contingency ^(b)	96,252
Total Non-Construction Costs	\$ 1,251,596

TOTAL BOND ISSUE REQUIREMENT	\$ 5,000,000
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(a) The amount of Developer Interest will be finalized in connection with the reimbursement report approved by the Board of Directors prior to disbursement of funds.

(b) The TCEQ, in its approval of the Bonds, directed any surplus Bond proceeds to be shown as a contingency line item and be subject to the TCEQ rules on use of surplus Bond funds.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the State of Texas; Harris County, Texas; the City of Houston, Texas; or any other political subdivision, will be secured by a continuing, direct, annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property located within the District. The ultimate security for payment of principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property, or in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. 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 makes no representation that over the life of the Bonds continued development of property within the District will accumulate or maintain taxable values sufficient to justify continued payment by property owners or that there will be a market for any property if the District forecloses on property to enforce its tax lien. See "Registered Owners' Remedies" below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors, Interest Rates, Credit Availability and Residential Foreclosures: A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of residences. Demand for lots and residential dwellings can be significantly affected by factors such as interest rates, credit availability, foreclosure levels, construction costs, energy availability and the economic prosperity and demographic characteristics of the urban centers toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact existing values.

Interest rates and the availability of credit, including mortgage and development funding, have a direct impact on the construction activity, particularly short-term interest rates at which the Developer and homebuilders are able to obtain financing for development and construction costs. As a result of increasing foreclosure activity, potential adverse impact on assessed valuations and a general tightening of credit that has resulted, lenders have increased lending requirements for both single-family mortgage lending and real estate development lending. Additionally, lenders have been increasingly selective in making real estate development loans in the Houston area because of the negative impact to their real estate portfolios. Interest rate levels and the general availability of credit may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District and the ability of potential homeowners to purchase homes. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District. In addition, 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.

The Houston area is particularly dependent upon the energy industry, and continued lower oil and gas prices could adversely affect the demand for and values of single-family housing in the Houston area.

Competition: The demand for single-family homes in the District could be affected by competition from other residential developments, including other residential developments located in other utility districts located near the District. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in more established neighborhoods closer to downtown Houston that are for sale. Such homes could represent additional competition for homes proposed to be sold within the District.

The competitive position of the Developer in the sale of developed lots and of prospective builders in 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 is directly related to the growth and maintenance of taxable values in the District and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the District by the Developer will be implemented or, if implemented, will be successful.

Developer under No Obligation to the District: There is no commitment from, or obligation of, any developer to proceed at any particular rate or according to any specified plan with the development of land or the construction of homes in the District, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed lots and tracts and failure of landowners to develop their land would restrict the rate of growth of taxable value in the District. The District is also dependent upon developer and the other principal taxpayers for the timely payment of ad valorem taxes, and the District cannot predict what the future financial condition of either will be or what effect, if any, such financial conditions may have on their ability to pay taxes. See "THE DEVELOPER" and "TAX DATA – Principal Taxpayers."

Impact on District Tax Rates: Assuming no further development, the value of the land and improvements currently existing 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 2018 Certified Taxable Assessed Valuation of the District is \$525,957,302. After issuance of the Bonds, the Maximum Requirement will be \$3,598,019 (2038) and the Average Requirement will be \$3,415,088 (2019 through 2043, inclusive). Assuming (1) no increase or decrease from the 2018 Certified Taxable Assessed Valuation; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.73 and \$0.69 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. The District's Estimated Taxable Assessed Valuation as of March 15, 2019 is \$590,097,357. Based upon the assumptions above, tax rates of \$0.65 and \$0.61 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. See "DEBT SERVICE REQUIREMENTS – Table 3" and "TAX DATA - Tax Adequacy for Debt Service."

Future and Proposed Legislation

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under federal or state law and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

Tax Collections and Foreclosure Remedies

The District has a right to seek judicial foreclosure on a tax lien, but such remedy may prove to be costly and time consuming and, since the future market or resale market, if any, of the taxable real property within the District is uncertain, there can be no assurance that such property could be sold and delinquent taxes paid. Additionally, the District's tax lien is on a parity with the liens of all other State and local taxing authorities on the property against which the taxes are levied. Registered Owners are entitled under Texas law to a writ of mandamus to compel the District to perform its obligations. Such remedy would have to be exercised upon each separate default and may prove costly, time consuming and difficult to enforce. Furthermore, there is no trust indenture or trustee, and all legal actions would have to be taken on the initiative of, and be financed by, Registered Owners to enforce such remedies. The rights and remedies of the Registered Owners and the enforceability of the Bonds may also be limited by bankruptcy, reorganization and other similar laws affecting the enforcement of creditors' rights generally.

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, including the District, has experienced three storms exceeding a 0.2% probability (i.e. "500-year flood" events) since 2015. The most recent event was Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days. According to (the Operator there were no interruption of water and sewer service as a result of Hurricane Harvey. According to the Engineer, the District's system did not sustain any material damage from Hurricane Harvey. To the knowledge of the District, no homes within the District experienced structural flooding or other 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.

Inclement Weather

The District is located approximately 80 miles from the Texas Gulf Coast. Land located in this area is susceptible to high winds, heavy rain and flooding caused by hurricanes, tropical storms, and other tropical disturbances. If a hurricane (or any other natural disaster) significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, with a corresponding decrease in tax revenues or necessity to 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 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 would 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.

Bond Insurance Risks

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

Under most circumstances, default of payment of principal and interest does not obligate acceleration of the obligations of the Bond Insurer without appropriate consent. The Bond Insurer may direct and must consent to any remedies that the Paying Agent exercises and the Bond Insurer's consent may be required in connection with amendments to the Bond Order.

In the event the Bond Insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the moneys received by the Paying Agent pursuant to the Bond Order. In the event the Bond Insurer becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price of the Bonds.

The long-term ratings on the Bonds are dependent in part on the financial strength of the Bond Insurer and its ability to pay claims which is predicated upon a number of factors that could change over time. No assurance is given that the long-term ratings of the Bond Insurer and of the ratings on the Bonds insured by the Bond Insurer will not be subject to downgrade and such event could adversely affect the market price of the Bonds.

The obligations of the Bond Insurer are general obligations of the Bond Insurer and in an event of default by the Bond Insurer, the remedies available to the Paying Agent may be limited by applicable bankruptcy law or other similar laws related to insolvency. No independent investigation into the ability of the Bond Insurer to pay claims has been made and no assurance or representation regarding the financial strength or projected financial strength of the Bond Insurer is given.

Registered Owners' Remedies

Bond owners are entitled under Texas Law to seek a writ of mandamus to compel the District to perform its obligations under the Bond Order. Such remedy would have to be exercised upon each separate default and could prove costly, time-consuming and difficult to enforce. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be taken at the initiative of, and be financed by, Bond owners. The Bond Order does not provide for acceleration of maturity of the Bonds upon any default. Sovereign immunity, public property, bankruptcy, reorganization and other similar laws affecting the enforcement of creditor's rights generally may also limit the rights and remedies of the Bond owners and the enforceability of the Bonds. See "THE BONDS – Remedies in Event of Default."

Bankruptcy Limitation to Registered Owners' Rights

The enforceability of the rights and remedies of Bondholders may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Texas law requires a municipal utility district such as the District to obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code.

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 collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owner's claim against a district.

A district may not be forced into bankruptcy involuntarily.

The Effect of the Financial Institutions Act of 1989 on Tax Collections of the District

The "Financial Institutions Reform, Recovery and Enforcement Act of 1989" ("FIRREA"), enacted on August 9, 1989, 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 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.

There has been little judicial determination of the validity of the provisions of FIRREA or how they are to be construed and reconciled with respect to conflicting state laws. However, certain recent federal court decisions have held that the FDIC is not liable for statutory penalties and interest authorized by State property tax law, and that although a lien for taxes may exist against real property, such lien may not be foreclosed without the consent of the FDIC, and no liens for penalties, fines, interest, attorney's fees, costs of abstract and research fees exist against the real property for the failure of the FDIC or a prior property owner to pay ad valorem taxes when due. It is also not known whether the FDIC will attempt to claim the FIRREA exemptions as to the time for contesting valuations and tax assessments made prior to and after the enactment of FIRREA. Accordingly, to the extent that the FIRREA provisions are valid and applicable to any property in the District, and 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.

Marketability

The District has no understanding with the Initial Purchaser 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 for 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.

Continuing Compliance with Certain Covenants

The Bond Order contains covenants by the District intended to preserve the exclusion from gross income of interest on the Bonds from the gross income of the owners thereof for federal income tax purposes. See "THE BONDS –Tax Covenants." Failure by the District to comply with such covenants on a continuous basis prior to maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "TAX MATTERS."

Future Debt

The District has reserved in the Bond Order the right to issue the remaining \$152,725,000 authorized but unissued unlimited tax bonds for water, wastewater and drainage purposes, \$20,000,000 of unlimited tax bonds for parks and recreational facilities, \$4,845,000 of unlimited tax bonds for roads, and such additional bonds as may hereafter be approved by both the Board of Directors and voters of the District. All of the remaining unlimited tax bonds which have heretofore been authorized by the voters of the District may be issued by the District from time to time for qualified purposes, as determined by the Board of Directors of the District, subject to the approval of the Attorney General of the State of Texas and the TCEQ.

The Developer has advanced funds to pay for the installation of water, wastewater, and drainage facilities, roads, and parks and recreational facilities in the District. A portion of the proceeds of the Bonds will be used to reimburse the Developer for a portion of the funds it has advanced. After receiving proceeds from the Bonds, the District will continue to owe the Developer approximately \$8.38 million plus interest, which the District intends to pay out of future bond issuances.

Each future issue of bonds is intended to be sold at the earliest practicable date consistent with the maintenance of a reasonable tax rate in the District (assuming projected increases in the value of taxable property made at the time of issuance of the bonds are accurate). The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of certain 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." See "FINANCIAL STATEMENT –Bonds Authorized but Unissued."

Environmental Regulation

Wastewater treatment and water supply facilities are subject to stringent and complex environmental laws and regulations. Facilities must comply with environmental laws at the federal, state, and local levels. These laws and regulations can restrict or prohibit certain activities that affect the environment in many ways such as:

- Requiring permits for construction and operation of water supply wells and wastewater treatment facilities;
- Restricting the manner in which wastes are released into the air, water, or soils;
- Restricting or regulating the use of wetlands or other property;
- Requiring action to prevent or mitigate pollution;
- Imposing substantial liabilities for pollution resulting from facility operations.

Compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Sanctions against a municipal utility district or other type of district ("Utility Districts") 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 injunctive relief as to future compliance and the ability to operate the Utility District's water supply, wastewater treatment, and drainage facilities. Environmental laws and regulations can also impact an area's ability to grow and develop. The following is a discussion of certain environmental concerns that relate to Utility Districts, including the District. It

should be noted that changes in environmental laws and regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

Air Quality Issues... Air quality control measures required by the United States Environmental Protection Agency (the "EPA") and the TCEQ may impact new industrial, commercial and residential development in Houston and adjacent areas. Under the Clean Air Act ("CAA") Amendments of 1990, the eight-county Houston- Galveston area ("HGB area") – Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty counties – was designated by the EPA in 2007 as a severe ozone nonattainment area. Such areas are required to demonstrate progress in reducing ozone concentrations each year until the EPA "8-hour" ozone standards are met. In early 2008, both the TCEQ and EPA have taken comments on the submission of a new State Implementation Plan ("SIP") which would account for the severe classification of the HGB area and propose ways of complying with the goals for attainment – the attainment date for severe nonattainment regions is June 15, 2019. To provide for reductions in ozone concentrations as a result of this classification, the EPA and the TCEQ have imposed increasingly stringent limits on sources of air emissions and require any new source of significant air emissions to provide for a net reduction of air emissions. If the HGB area fails to demonstrate progress in reducing ozone concentrations or fails to meet EPA's standards, EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects, as well as severe emissions offset requirements on new major sources of air emissions for which construction has not already commenced.

In order to comply with the EPA's standards for the HGB area, the TCEQ has proposed SIPs 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. In response to the severe ozone nonattainment designation, the TCEQ is now working on additional control technology proposals for the next SIP submission to the EPA, which it has requested be finalized by April 2010. This means that additional control strategies will need to be implemented in order to achieve attainment, and it is possible that 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 Utility Districts, including the District, may be required to comply with involve: (1) public water supply systems, (2) waste water discharges from treatment facilities, (3) storm water discharges and (4) wetlands dredge and fill activities. Each of these is addressed below:

Pursuant to the Safe Drinking Water Act ("SWDA"), potable (drinking) water provided by the District to more than twenty-five (25) people or fifteen (15) service connections will be subject to extensive federal and state regulation as a public water supply system, which include, among other requirements, frequent sampling and analyses. Further, EPA adopted new drinking water rules in 2006 (the Stage 2 Disinfectants and Disinfection Byproducts Rule; the Long Term 2 Enhanced Surface Water Treatment Rule, and the Ground Water Rule), which the TCEQ adopted on December 19, 2007. These new rules, effective January 10, 2008, may increase costs to public water systems for sampling and treatment. Additionally, the EPA has been charged with establishing maximum contaminant levels (MCLs) for potential drinking water contaminants (both naturally occurring and anthropogenic) such as arsenic, lead, radon, and disinfection by-products (e.g. chlorine). Additional or more stringent regulations or requirements pertaining to these and other drinking water contaminants in the future could require installation of more costly treatment facilities.

Operations of the District's sewer facilities will be subject to regulation under the Federal Clean Water Act and the Texas Water Code. All discharges of pollutants into the nation's navigable waters must comply with the Clean Water Act. The Clean Water Act allows municipal wastewater treatment plants to discharge treated effluent to the extent allowed under permits issued pursuant to the National Pollutant Discharge Elimination System ("NPDES") program, a national program established by the Clean Water Act for issuing, revoking, monitoring and enforcing wastewater discharge permits. On September 14, 1998, EPA authorized Texas to implement the NPDES program, which is called the Texas Pollutant Discharge Elimination System ("TPDES") program.

TPDES permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. Any discharges to water bodies designated as impaired streams in accordance with the Clean Water Act may be precluded from obtaining a TPDES permit if pollutants for which the stream is designated as impaired are among those pollutants being released by a Utility District. Moreover, the Clean Water Act and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations. In addition, under the Clean Water Act, states must identify any bodies of water for which more stringent effluent standards are needed to achieve water quality standards and must establish the maximum allowable daily load of certain pollutants into the water bodies. Total maximum daily loads rules can have a significant impact on Utility Districts' ability to obtain and maintain TPDES permits. Utility Districts may be required to expend substantial funds to meet any of these regulatory requirements. If the District fails to achieve compliance with its discharge permits, a private plaintiff or the EPA could institute a civil action for injunctive relief and civil penalties.

Operations of Utility Districts are also potentially subject to stormwater discharge permitting requirements under the Clean Water Act and EPA and TCEQ regulations. The TCEQ issued a general permit for stormwater discharges associated with industrial activities (which was amended and reissued on September 14, 2006) and a general permit for stormwater discharges associated with small municipal separate storm sewer systems (which was issued on September 13, 2007). Utility Districts are also required to develop and implement stormwater pollution prevention plans and stormwater management plans. The District could incur substantial costs to develop and implement such 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. Failure to comply with these requirements may result in the imposition of administrative, civil, and criminal penalties as well as injunctive relief under the Clean Water Act or the Texas Water Code.

Operations of Utility Districts, including the District, are also potentially subject to requirements and restrictions under the Clean Water Act 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 U.S. Army Corps of Engineers if operations of the District require that wetlands be filled, dredged, or otherwise altered.

Approval of the Bonds

The TCEQ approved the issuance of the Bonds by an order signed on March 21, 2019 (the “TCEQ Order”). The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General does not pass upon or guarantee the quality of the Bonds as an investment, nor does he pass upon the adequacy or accuracy of the information contained in this Official Statement.

Forward Looking Statements

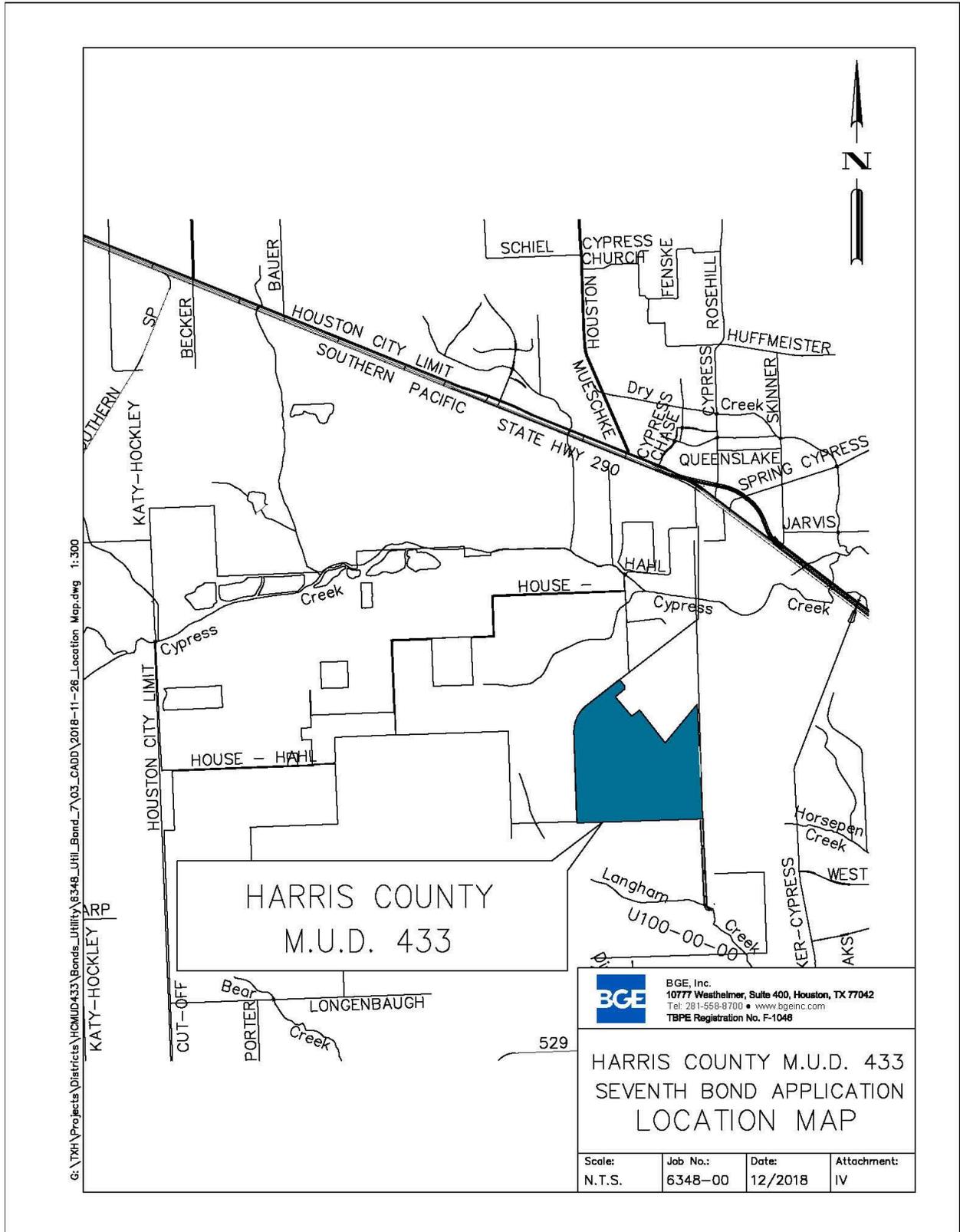
The statements contained in this Official Statement, and in any other information provided by the District, that are not purely historical, are forward-looking statements, including statements regarding the District’s expectations, hopes, intentions, or strategies regarding the future.

Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

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LOCATION MAP



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HARRIS COUNTY
M.U.D. 433

BGE BGE, Inc.
10777 Westheimer, Suite 400, Houston, TX 77042
Tel: 281-558-8700 • www.bgeinc.com
TBPE Registration No. F-1048

HARRIS COUNTY M.U.D. 433
SEVENTH BOND APPLICATION
LOCATION MAP

Scale: N.T.S.	Job No.: 6348-00	Date: 12/2018	Attachment: IV
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THE DISTRICT

General

The District was created by order of the TCEQ, adopted on January 17, 2006, and by a confirmation election held within the District on May 13, 2006, along with Harris County Municipal Utility District No. 435 (“HCMUD 435”). On May 14, 2011, the District held an election consolidating the District with HCMUD 435 by terms of a consolidation agreement dated February 1, 2011 (the “Consolidation Agreement”). The terms of the Consolidation Agreement included, among other matters, the assumption of voted but unissued bonds payable in whole or in part from taxes, the levy of taxes to pay for bonds and maintenance taxes, and the adoption of the District as the name of the consolidated district. The District operates as a municipal utility district pursuant to the provisions of Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code, as amended, and other general statutes of the State of Texas applicable to municipal utility districts. The District is subject to the continuing supervision of the TCEQ. The District as created contained approximately 485.07 acres. After the consolidation election held on May 14, 2011, the District currently contains approximately 797.21 acres.

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 may also provide solid waste collection and disposal service and is empowered to establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, if approved by the voters of the District, the City of Houston, and the TCEQ.

Management of the District

Board of Directors: The District is governed by a board, consisting of five directors, which has control over and management supervision of all affairs of the District. Directors' terms are four years with elections held within the District on the second Saturday in May in each even numbered year. All of the directors listed below own property within the District.

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>	<u>Length of Service</u>
Walter D. Doyle	President	2020	4 Years
Scott Forbes	Vice President	2020	14 Years
Jordan Williams	Secretary	2022	3 Years
Taylor Cavnar	Treasurer	2022	13 Years
Louis R. Evans	Assistant Secretary	2022	3 Years

Consultants

Tax Assessor/Collector: The Harris County Appraisal District appraises land and improvements in the District. The Board of Directors of the District appoints the Tax Assessor/Collector. Tax Tech, Inc. (“Tax Tech”) currently serves the District in this capacity under contract. Tax Tech serves approximately 80 other special districts as Tax Assessor/Collector.

Bookkeeper: Avanta Services acts as bookkeeper for the District and currently performs similar services for approximately 23 other special districts.

Operator: The District’s water and sewer system is operated by Inframark (the “Operator”). The Operator serves in this capacity to 136 other special districts.

Engineer: The District’s consulting engineer is BGE, Inc. (the “Engineer”). Such firm serves as consulting engineer to over 100 other special districts in the Houston metropolitan area.

Bond Counsel and Disclosure Counsel: The District has engaged Norton Rose Fulbright US LLP, Houston, Texas, to serve as Bond Counsel and Disclosure Counsel in connection with the issuance of the Bonds. The fees of Bond Counsel are contingent upon the sale of and delivery of the Bonds. Such firm also acts as General Counsel to the District on matters not related to the issuance of bonds and is compensated based on time charges actually incurred.

Financial Advisor: Public Finance Group LLC serves as the District’s financial advisor (the “Financial Advisor”). The fee for services rendered in connection with the issuance of the Bonds is based upon the percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Location

The District is located in Harris County within the extraterritorial jurisdiction of the City of Houston, approximately 25 miles northwest of downtown Houston and approximately 1 mile south of the intersection of U.S. Highway 290 and Fry Road. The District is located entirely within the jurisdiction of the Cypress-Fairbanks Independent School District. The District’s is bounded by Harris County Municipal Utility District No. 374 to the north, Harris County Municipal Utility District No. 501 to the east, Harris County Municipal Utility District No. 165 to the south, and Fry Road to the West. Access to the District is provided by U.S. Highway 290 to Fry Road.

Status of Development

Development of the District began in 2011 and, as of May 1, 2019, approximately 621.31 acres of the approximate 664 developable acres located within the District have been with water, sanitary sewer and drainage facilities, as shown in the table below.

	Acreage	Platted Lots	Single Family		
			Completed Homes	Homes Under Construction	Vacant Lots
A. Developed with Utility Facilities					
HEB Grocery Store	15.77				
Cypress Creek Plaza Commercial Property	9.32				
Ivy Kids Day Care Center	1.54				
Lifetime Fitness Center	13.45				
Cypress Creek Lakes, Section 10	35.20	84	84	0	0
Cypress Creek Lakes, Section 11	57.09	51	51	0	0
Cypress Creek Lakes, Section 12	49.65	108	108	0	0
Cypress Creek Lakes, Section 13	33.78	80	80	0	0
Cypress Creek Lakes, Section 14	16.01	33	33	0	0
Cypress Creek Lakes, Section 15	13.00	42	42	0	0
Cypress Creek Lakes, Section 16	44.99	80	80	0	0
Cypress Creek Lakes, Section 17	25.92	97	97	0	0
Cypress Creek Lakes, Section 18	27.40	77	77	0	0
Cypress Creek Lakes, Section 19	17.65	68	68	0	0
Cypress Creek Lakes, Section 20	36.88	83	83	0	0
Cypress Creek Lakes, Section 21	44.73	51	51	0	0
Cypress Creek Lakes, Section 22	18.36	32	32	0	0
Cypress Creek Lakes, Section 23	35.41	112	112	0	0
Cypress Creek Lakes, Section 24	23.69	103	103	0	0
Cypress Creek Lakes, Section 25	61.96	102	102	0	0
Cypress Creek Lakes, Section 26	<u>39.51</u>	<u>121</u>	<u>121</u>	<u>0</u>	<u>0</u>
Total Developed with Utilities	621.31	1,324	1,324	0	0
B. Remaining Developable Acreage					
Multi-Family ^(a)	13.32				
Retail/Commercial	<u>29.79</u>				
Total Remaining Developable Acreage	43.11				
C. Undevelopable Acreage ^(b)					
	<u>132.79</u>				
Total	797.21				

(a) Construction of an apartment complex containing 360 apartment units on approximately 13.32 acres is expected to begin in June 2019, with first occupants expected by May 2020. Final completion of all 360 apartment units is expected by February 2021.

(b) Includes the Metropolitan Baptist Church, located on 100 acres.

Residential Development

Single family development within the District includes 1,324 completed homes on 1,324 developed single family lots. In addition, the District also contains fourteen lakes totaling approximately 59 acres and two recreation centers on approximately 12 acres.

Retail and Multi-Family Development

HEB Grocery Company opened an approximately 98,000 square foot HEB grocery store in September 2015 on approximately 15.77 acres of land within the District at the intersection of Fry Road and Tuckerton Road. Three additional commercial buildings totaling approximately 52,000 square feet and three pad sites on approximately 9.32 acres were completed in June 2016, called the Cypress Creek Plaza. The 52,000 square feet of retail space is 92% leased as of May 1, 2019, and contains numerous restaurants, medical offices (urgent care, optometrist and dental), a dry cleaner, bank, veterinarian, and hair salon. The three pad sites are 100% leased as of May 1, 2019. The District also contains an Ivy Kids Daycare Center on approximately 1.54 acres and a Lifetime Fitness Center on approximately 13.45 acres. Additionally, construction of an apartment complex containing 360 apartment units on approximately 13.32 acres is expected to begin in June 2019, with first occupants

expected by May 2020. Final completion of all 360 apartment units is expected by February 2021. The Developer plans to develop the balance of the site (approximately 29.79 acres) into additional retail and commercial pad sites. The District gives no assurances whether development of utility facilities and improvements within this tract will occur.

Future Development

The District contains approximately 664 developable acres, of which approximately 43.11 acres currently remain undeveloped as of May 1, 2019. If the undeveloped acreage is eventually developed, additions to the District's water, wastewater, and drainage systems required to service such property may be financed by future issues of the District's bonds and developer contributions, if any, as required by the TCEQ. The District's Engineer estimates that the \$152,725,000 authorized bonds which remain unissued will be sufficient to provide utility service to the remaining undeveloped but developable acres (approximately 43.11 acres) within the District. See "THE BONDS - Issuance of Additional Debt." However, the District makes no representation that any future development will occur.

THE DEVELOPER

General

In general, the activities of a landowner or developer within a utility district, such as the District, include purchasing land within the future district, petitioning for creation of the district, designing the development, defining a marketing program, planning building schedules, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, sewer, and drainage facilities) pursuant to the rules of the TCEQ, and selling improved lots or commercial reserves to builders, other developers or third parties. Ordinarily, the Developer pays one hundred percent (100%) of the costs of paving and amenity design and construction while the utility district finances the costs of the water supply and distribution, wastewater collection and drainage facilities. While a landowner or developer is required by the TCEQ to pave streets and pay for its allocable portion of the costs of utilities to be financed by the district through a specific bond issue, if any, a developer is generally under no obligation to a district to undertake development activities with respect to other property it owns within a district. 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 the developer to perform such activities in development of the property within the utility district may have a profound effect on the security for the bonds issued by a district.

Description of Developer

The developer currently active within the District is Mischer Development, LP ("Mischer" or the "Developer"), a Texas Limited Partnership. Mischer has advanced funds to pay for the installation of water, wastewater, and drainage facilities, roads and parks and recreational facilities in the District. A portion of the proceeds of the Bonds will be used to reimburse Mischer for a portion of the funds it has advanced. After receiving proceeds from the Bonds, the District will continue to owe Mischer approximately \$8.38 million plus interest, including costs for utilities and recreational facilities, which the District intends to pay out of future bond issuances. See "INVESTMENT CONSIDERATIONS – Future Debt."

Mischer Development, L.P.

All of the land being developed in the District is owned by Mischer Development, L.P. ("Mischer"). Mischer is composed of Mischer Investments, L.P., a Texas Limited Partnership ("Investments") (owning a 99% limited partner interest) and Mischer Management, L.L.C., a Texas Limited Liability Company ("Management") (owning a 1% general partner interest). Mary A. Mischer, Walter M. Mischer, Jr., and Paula Mischer are the sole members of Management. The ownership of Investments is held by members of the Mischer family.

All of the developable acreage in the District is being developed by Mischer, or its subsidiaries or affiliates.

Mischer and its subsidiaries or affiliates have been continuously engaged in the development of real estate in the Houston metropolitan area since 1946. In addition to the District, Mischer, its subsidiaries or affiliates, are presently managing the development of three other subdivisions in the Houston area, most of which are in municipal utility districts.

THE SYSTEM

Regulation

The water, wastewater and storm drainage facilities (the "System"), the purchase, acquisition and construction of which will be financed by the District with the proceeds of the Bonds, have been designed in accordance with accepted engineering practices and the recommendation of certain governmental agencies having regulatory or supervisory jurisdiction over construction and operation of such facilities, including, among others, the TCEQ, Harris County and the City. According to the Engineer, the design of all such facilities has been approved by all governmental agencies which have authority over the District.

Operation of the District's waterworks and wastewater facilities is subject to regulation by, among others, the Environmental Protection Agency and the TCEQ.

Water Supply and Distribution

The District owns and operates Water Plant No. 1 and Water Plant No. 2, located within the District. Water Plant No. 1 utilizes well water and surface water to supply water to the District. Water Plant No. 2 receives surface water from the West Harris County Regional Water Authority (the “WHCRWA”). According to the terms of a contractual agreement between the District and Harris County Municipal Utility District No. 374 (“HCMUD 374”) (the “374 Agreement”), the District owns 61% of the water supply facilities and HCMUD 374 owns the remaining 39%. Water Plant No. 1 consists of a 1,000 gallons per minute (“gpm”) water well, 50,000 gallons of pressure tank capacity, 1,100,000 gallons of ground storage tank capacity, and 8,500 gpm of booster pump capacity. Water Plant No. 2 relies solely on surface water for supply and consists of 35,000 gallons of pressure tank capacity, 300,000 gallon of ground storage tank capacity, and 1,500 gpm of booster pump capacity. Both plants have a 500 kilowatt diesel generator for backup power. The District’s ownership in the plant facilities provides adequate capacity to serve the District at full build out.

Subsidence and Conversion to Surface Water Supply

The District is within the boundaries of the Harris-Galveston Subsidence District (the “Subsidence District”) which regulates groundwater withdrawal. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in certain areas within the Subsidence District’s jurisdiction, including the area within the District. In 2001, the Texas legislature created the West Harris County Regional Water Authority (“Authority”) to, among other things, reduce groundwater usage in, and to provide surface water to, the western portion of Harris County and a small portion of Fort Bend County. The District is located within the boundaries of the Authority. The Authority has entered into a Water Supply Contract with the City to obtain treated surface water from Houston. The Authority has developed a groundwater reduction plan (“GRP”) and obtained Subsidence District approval of its GRP. The Authority’s GRP sets forth the Authority’s plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The District’s groundwater well(s) are included within the Authority’s GRP.

The District’s authority to pump groundwater is subject to an annual permit issued by the Subsidence District to the Authority, which permit includes all groundwater wells that are included in the Authority’s GRP. The Authority, among other powers, has the power to: (i) issue debt supported by the revenues pledged for the payment of its obligations; (ii) establish fees (including fees to be paid by the District for groundwater pumped by the District or for surface water received by the District from the Authority), user fees, rates, charges and special assessments as necessary to accomplish its purposes; and (iii) mandate water users, including the District, to convert from groundwater to surface water. The Authority currently charges the District, and other major groundwater users, a fee per 1,000 gallons based on the amount of groundwater pumped by the District and the amount of surface water, if any, received by the District from the Authority. The Authority has issued revenue bonds to fund, among other things, Authority surface water project costs. It is expected that the Authority will continue to issue a substantial amount of bonds by the year 2035 to finance the Authority’s project costs, and it is expected that the fees charged by the Authority will increase substantially over such period.

Under the Subsidence District regulations and the GRP, the Authority is required: (i) through the year 2024, to limit groundwater withdrawals to no more than 70% of the total annual water demand of the water users within the Authority’s GRP; (ii) beginning in the year 2025, to limit groundwater withdrawals to no more than 40% of the total annual water demand of the water users within the Authority’s GRP; and (iii) beginning in the year 2035, and continuing thereafter, to limit groundwater withdrawals to no more than 20% of the total annual water demand of the water users within the Authority’s GRP. If the Authority fails to comply with the above Subsidence District regulations or its GRP, the Authority is subject to a disincentive fee penalty of \$9.00 per 1,000 gallons (“Disincentive Fees”) imposed by the Subsidence District for any groundwater withdrawn in excess of 20% of the total water demand in the Authority’s GRP. In the event of such Authority failure to comply, the Subsidence District may also seek to collect Disincentive Fees from the District. If the District failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely impose monetary or other penalties against the District.

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

Wastewater Collection and Treatment

The District currently owns and operates a 450,000 gallons per day (“gpd”) wastewater treatment plant. This plant has available capacity to serve 1,800 living unit equivalents (“LUE’s) at 250 gpd per equivalent single family connection (“ESFC”).

100-Year Flood Plain

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

be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years.

Approximately 4.21 acres of the District are located within the boundary of the 100-year Flood Plain for Cypress Creek as defined by FEMA Map Number 48201C0405M and 48201C0415M, Harris County Unincorporated Data, dated October 16, 2013. The 4.21 acres located in the 100-year Flood Plain are located at the southwest corner of the property belonging to the Metropolitan Baptist Church. No lots are developed nor are any expected to be developed on the 4.21 acres that are located within the boundary of the 100-year Flood Plain.

Water and Wastewater Operations

Rate and Fee Schedule - Table 1

The Board of Directors of the District establishes rates and fees for water and sewer service. The rates are subject to change from time to time. The following rates were approved on October 11, 2017.

Water (monthly billings)

Residential (Single-Family):

First 5,000 gallons of water used.....	\$18.00 (minimum)
5,000 – 10,000 gallons of water used.....	\$.175 per 1,000 gallons
10,001 – 20,000 gallons of water used.....	\$2.00 per 1,000 gallons
In excess of 20,001 gallons of water used.....	\$2.50 per 1,000 gallons
Commercial and Recreational Facilities.....	\$.155 per 1,000 gallons (\$10.00 minimum)

Sewer (monthly billings)

Each Single Family Residential Connection.....	45% of water bill; (\$10.00 minimum – without surcharge) plus garbage collection fee
Commercial Connection.....	45% of water bill; (\$10.00 minimum – without surcharge) garbage collection not included

Tap Fees:

Water:

Single-Family:

$\frac{3}{4}$ " or 5/8"	\$850
1"	\$1,500

Commercial:

Cost to the District of installing plus 4 times the square feet in the approved parcel served and 2 times the square feet of floor space in the building above ground level or cost to the District of installing plus \$2,500, whichever is greater.

Wastewater:

Residential \$100

Commercial:

Cost of the tap to the District, plus 25% of such cost or cost plus \$75, whichever is greater.

Other: Residential Deposit \$100

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Operating Revenues and Expenses Statement - Table 2

The following statement sets forth in condensed form the historical operations of the District. Operating revenues are not pledged to payment of the Bonds, and the summary is included for general information only. Such summary has been prepared from information obtained from the District's financial statements and records. Reference is made to such statements for further and more complete information. See also "Appendix A – Audited Financial Statements."

	Fiscal Year Ended					
	3/31/19 ^(a)	8/31/18 ^(b)	8/31/17 ^(b)	8/31/16 ^(b)	8/31/15 ^(b)	8/31/14 ^(b)
REVENUES						
Water Service	\$ 273,807	\$ 643,295	\$ 607,162	\$ 449,260	\$ 325,569	\$ 232,213
Sewer Service	264,386	486,485	423,302	341,586	257,377	144,154
Property Taxes	3,277,003	2,758,843	2,870,579	2,071,377	1,101,573	363,641
Penalties and Interest	9,754	16,709	15,832	14,471	14,119	18,905
Tap Connection and Inspection	4,600	144,690	443,960	411,570	379,745	510,300
Surface Water	357,718	914,623	835,887	540,637	321,625	239,265
Interest	77,601	70,963	17,969	4,565	1,005	207
Miscellaneous	8,999	20,939	22,679	19,537	25,899	15,110
TOTAL REVENUES	\$ 4,273,868	\$ 5,056,547	\$ 5,237,370	\$ 3,853,003	\$ 2,426,912	\$ 1,523,795
EXPENDITURES						
Water/Wastewater Purchases	\$ 403,537	\$ 999,950	\$ 891,820	\$ 720,783	\$ 427,855	\$ 300,105
Legal Fees	37,276	55,471	64,357	89,304	151,458	119,671
Audit Fees	13,750	12,500	12,500	12,500	12,000	10,000
Engineering Fees	18,779	47,091	88,617	48,158	31,280	16,227
Bookkeeping Fees	-	31,833	26,509	30,830	25,185	18,225
Operator Fees	44,383	88,144	80,659	56,804	43,256	34,170
Garbage Collection	164,731	261,821	220,618	178,241	134,740	76,560
Security Service	62,118	102,237	100,728	100,728	98,328	79,941
Tap Connection and Inspection	8,021	80,694	206,821	208,850	212,176	289,196
Sludge and Waste Disposal	39,118	49,335	37,280	17,943	13,239	-
Tax Assessor/Collector	-	-	-	-	-	6,000
Appraisal District	-	-	-	-	-	2,750
Repairs and Maintenance	549,325	1,201,950	978,397	662,884	280,311	297,404
Utilities	108,518	145,787	55,314	42,873	19,796	13,808
Director Fees	5,400	10,800	10,050	8,700	8,400	8,700
Printing and Office Supplies	17,498	20,181	16,885	13,788	16,380	11,441
Insurance	15,117	16,506	16,169	15,764	8,360	11,601
Other	16,487	31,654	29,218	23,360	18,104	17,355
Capital Outlay	249,758	103,331	116,903	1,208,916 ^(c)	122,464	23,100
TOTAL EXPENDITURES	\$ 1,753,816	\$ 3,259,285	\$ 2,952,845	\$ 3,440,426	\$ 1,623,332	\$ 1,336,254
NET REVENUE / (DEFICIT)	\$ 2,520,052	\$ 1,797,262	\$ 2,284,525	\$ 412,577	\$ 803,580	\$ 187,541
Beginning Fund Balance	\$ 5,720,870	\$ 3,923,608	\$ 1,639,083	\$ 1,226,506	\$ 322,926	\$ (149,615)
Plus/(Less): Fund Transfers/Advance	(50,000)	-	-	-	100,000	285,000
Ending Fund Balance	\$ 8,190,922	\$ 5,720,870	\$ 3,923,608	\$ 1,639,083	\$ 1,226,506	\$ 322,926

(a) Partial year. Unaudited as of March 31, 2019. Represents seven months of the District's current fiscal year.

(b) Audited.

(c) During fiscal year 2016, the District used surplus operating funds for the construction of the watershed system.

DEBT SERVICE REQUIREMENTS - TABLE 3
Harris County Municipal Utility District No. 433
\$5,000,000
Unlimited Tax Bonds, Series 2019
Dated Date: June 1, 2019
First Interest Payment Due: September 1, 2019

Year Ending 31-Dec	Outstanding Bonds				The Bonds				Principal and Interest	Total Debt Service Requirements
	Principal Due (09/01)	Interest		Total	Principal (Due 9/01)	Interest		Total		
		Due (03/01)	Due (09/01)			Due 3/01)	Due 9/01)			
2019	\$ 970,000	\$ 922,777	\$ 903,113	\$ 2,795,889	\$ 50,000	\$ -	\$ 36,750	\$ 36,750	\$ 86,750	\$ 2,882,639
2020	1,025,000	886,444	886,444	2,797,888	50,000	73,000	73,000	146,000	196,000	2,993,888
2021	1,280,000	868,694	868,694	3,017,388	50,000	72,500	72,500	145,000	195,000	3,212,388
2022	1,350,000	844,669	844,669	3,039,338	75,000	72,000	72,000	144,000	219,000	3,258,338
2023	1,420,000	822,113	822,113	3,064,225	75,000	71,250	71,250	142,500	217,500	3,281,725
2024	1,540,000	797,988	797,988	3,135,975	150,000	70,500	70,500	141,000	291,000	3,426,975
2025	1,580,000	774,256	774,256	3,128,513	150,000	68,250	68,250	136,500	286,500	3,415,013
2026	1,650,000	750,622	750,622	3,151,244	150,000	66,000	66,000	132,000	282,000	3,433,244
2027	1,715,000	725,434	725,434	3,165,869	150,000	63,750	63,750	127,500	277,500	3,443,369
2028	1,775,000	698,469	698,469	3,171,938	175,000	61,500	61,500	123,000	298,000	3,469,938
2029	1,855,000	669,297	669,297	3,193,594	175,000	58,875	58,875	117,750	292,750	3,486,344
2030	1,940,000	637,738	637,738	3,215,475	175,000	56,250	56,250	112,500	287,500	3,502,975
2031	2,045,000	603,822	603,822	3,252,644	200,000	53,625	53,625	107,250	307,250	3,559,894
2032	2,105,000	567,228	567,228	3,239,456	200,000	50,625	50,625	101,250	301,250	3,540,706
2033	2,185,000	528,884	528,884	3,242,769	200,000	47,625	47,625	95,250	295,250	3,538,019
2034	2,270,000	489,566	489,566	3,249,131	200,000	44,625	44,625	89,250	289,250	3,538,381
2035	2,380,000	445,791	445,791	3,271,581	200,000	41,625	41,625	83,250	283,250	3,554,831
2036	2,465,000	399,847	399,847	3,264,694	225,000	38,625	38,625	77,250	302,250	3,566,944
2037	2,550,000	351,819	351,819	3,253,638	225,000	35,250	35,250	70,500	295,500	3,549,138
2038	2,680,000	302,134	302,134	3,284,269	250,000	31,875	31,875	63,750	313,750	3,598,019
2039	2,720,000	249,234	249,234	3,218,469	250,000	28,125	28,125	56,250	306,250	3,524,719
2040	2,730,000	197,763	197,763	3,125,525	275,000	24,375	24,375	48,750	323,750	3,449,275
2041	2,725,000	147,406	147,406	3,019,813	275,000	20,250	20,250	40,500	315,500	3,335,313
2042	2,900,000	96,625	96,625	3,093,250	275,000	16,125	16,125	32,250	307,250	3,400,500
2043	2,500,000	45,313	45,313	2,590,625	800,000	12,000	12,000	24,000	824,000	3,414,625
	<u>\$50,355,000</u>	<u>\$ 13,823,930</u>	<u>\$ 13,804,266</u>	<u>\$ 77,983,195</u>	<u>\$ 5,000,000</u>	<u>\$ 1,178,625</u>	<u>\$ 1,215,375</u>	<u>\$ 2,394,000</u>	<u>\$ 7,394,000</u>	<u>\$ 85,377,195</u>

**FINANCIAL STATEMENT
(Unaudited)**

Assessed Value - Table 4

2018 Certified Assessed Valuation		525,957,302	(a)
Estimated Assessed Valuation as of March 15, 2019		590,097,357	(b)
Gross Debt Outstanding (after the issuance of the Bonds)		\$ 55,355,000	(c)
Ratio of Gross Debt to 2018 Certified Assessed Valuation		10.52%	
Ratio of Gross Debt to Estimated Assessed Valuation as of March 15, 2019		9.38%	
2018 Tax Rate			
	Debt Service	\$ 0.5710	
	Maintenance	0.6290	
	Total 2018 Tax Rate	\$ 1.2000	(d)
Bond Fund Balance (as of May 8, 2019)		\$ 3,461,234	(e)
Estimated Population as of May 1, 2019.....		4,624	(g)

Area of District: 797.21 acres

- (a) Certified assessed valuation of the District as of January 1, 2018, as provided by the Harris County Appraisal District ("HCAD"). See "TAXING PROCEDURES."
- (b) Estimated Assessed Valuation as of March 15, 2019, as provided by HCAD, is included solely for purposes of illustration.
- (c) Includes the Bonds.
- (d) The District levied a 2018 tax rate of \$1.20.
- (e) Unaudited as of May 8, 2019. Does not contain approximately nine months' capitalized interest included in the Bond proceeds (\$116,248) to be deposited into the Bond Fund upon closing. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Bond Fund.
- (f) Based upon 3.5 residents per completed and occupied single family home.

Unlimited Tax Bonds Authorized but Unissued - Table 5

Date of Authorization	Purpose	Amount Authorized ^(a)	Issued to Date	Unissued
11/8/2011	Water, Wastewater & Drainage	\$200,000,000	\$47,275,000 ^(b)	\$152,725,000
11/8/2011	Park & Recreational Facilities	20,000,000	-	20,000,000
11/8/2011	Road Facilities	15,000,000	10,155,000	4,845,000

- (a) The District has the authority to issue refunding bonds which may increase the Outstanding Bonds. Under City of Houston Ordinances, the District may not issue refunding bonds unless there is net present value savings in the District's debt service.
- (b) Includes the Bonds.

Outstanding Bonds - Table 6

Dated Date	Purpose	Original Series	Original Principal Amount	Principal Amount Outstanding after the Issuance of the Bonds
A. Water, Wastewater & Drainage				
4/1/2014	Water, Wastewater & Drainage	2014	\$ 8,600,000	\$ 7,950,000
3/1/2015	Water, Wastewater & Drainage	2015	6,605,000	5,905,000
1/1/2016	Water, Wastewater & Drainage	2016	4,575,000	4,175,000
1/1/2017	Water, Wastewater & Drainage	2017	9,995,000	9,795,000
11/1/2017	Water, Wastewater & Drainage	2017A	6,000,000	5,975,000
8/1/2018	Water, Wastewater & Drainage	2018	6,500,000	6,500,000
6/1/2019	Water, Wastewater & Drainage	2019	5,000,000 ^(a)	5,000,000 ^(a)
Total Water, Wastewater & Drainage New Money Bonds			\$ 47,275,000	\$ 45,300,000
B. Roads				
6/1/2015	Roads	2015A	10,155,000	10,055,000
Total Roads New Money Bonds			\$ 10,155,000	\$ 10,055,000
TOTAL			\$ 57,430,000	\$ 55,355,000

(a) The Bonds.

Cash and Investment Balances - Table 7^(a)

General Fund	\$ 7,967,776
Bond Fund	3,461,234 ^(b)
Capital Projects Fund	327,793

(a) Unaudited as of May 8, 2019.

(b) Does not contain approximately nine months' capitalized interest included in the Bond proceeds (\$116,248) to be deposited into the Bond Fund upon closing. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Bond Fund.

Investment Authority and Investment Practices of the District

Under Texas law, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or by explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the FDIC or the National Credit Union Share Insurance Fund or their respective successors; (8) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, as amended) (the "PFIA") (i) that are issued by or through an institution that has its main office or a branch office in Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for District deposits; or (ii) that are invested by the District through a depository institution that has its main office or a branch office in the State of Texas and otherwise meets the requirements of the PFIA; (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a

financial institution doing business in the State of Texas; (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (11) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (12) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that complies with Securities and Exchange Commission Rule 2a-7; (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, and either has a duration of one year or more and is invested exclusively in obligations described in the this paragraph, or has a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities; and (14) local government investment pools organized in accordance with the Interlocal Cooperation Act (Chapter 791, Texas Government Code) as amended, whose assets consist exclusively of the obligations that are described above. A public funds investment pool must be continuously ranked no lower than "AAA", "AAA-m" or at an equivalent rating by at least one nationally recognized rating service. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

A political subdivision such as the District may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (11) through (13) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the District, held in the District's name and deposited at the time the investment is made with the District or a third party designated by the District; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

The District may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service. The District may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the District retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the District must do so by order, ordinance, or resolution.

The District is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for District funds, the maximum allowable stated maturity of any individual investment, the maximum average dollar-weighted maturity allowed for pooled fund, groups methods to monitor the market price of investments acquired with public funds, a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis, and procedures to monitor rating changes in investments acquired with public funds and the liquidation of such investments consistent with the PFIA. All District funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, the District's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment considering the probable safety of capital and the probable income to be derived." At least quarterly the District's investment officers must submit an investment report to the Board of Directors detailing: (1) the investment position of the District, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, and any additions and changes to market value and the ending value of each pooled fund group, (4) the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) Texas law. No person may invest District funds without express written authority from the Board of Directors.

Under Texas law, the District is additionally required to: (1) annually review its adopted policies and strategies, (2) require any investment officers with personal business relationships or family relationships with firms seeking to sell securities to the District to disclose the relationship and file a statement with the Texas Ethics Commission and the District, (3) require the registered principal of firms seeking to sell securities to the District to: (a) receive and review the District's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (4) in conjunction with its annual financial audit, perform a compliance audit of the management controls on investments and adherence to the District's investment policy, (5) restrict reverse repurchase agreements to not more than 90 days and restrict the investment

of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement, (6) restrict the investment in non-money market mutual funds in the aggregate to no more than 15% of the District's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service and (7) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements.

Current Investments - Table 8

The District, as of May 8, 2019, was invested in TexPool and Money Market accounts. This investment portfolio is generally representative of the District's investment practices. GASB Statement No.3 requires the District to assign risk categories for its investment, except those in which securities are not used as evidence of the investment. TexPool is a public funds investment pool. TexPool has not been assigned a risk category since the District has not issued securities, but rather it owns an undivided beneficial interest in the assets of TexPool. State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District's audited financial statements.

Investment Value as of May 8, 2019	
Money Market	\$ 365,613
TexPool	11,401,655
Total	\$ 11,767,269

Estimated Overlapping Debt Statement

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from several sources, including information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas. Except for the amount relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person is entitled to rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the dates stated in this table, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot be determined. Political subdivision overlapping the District are authorized by State law to levy and collect ad valorem taxes for operation, maintenance and/or general revenue purposes in addition to taxes of debt service and the tax burden for operation, maintenance and/or general purposes is not included in these figures.

Taxing Body	Gross Debt		% of Overlapping Net Debt	Amount of Overlapping Net Debt
	Amount	As of		
Harris County	\$ 2,050,758,022	4/30/2019	0.100%	\$ 2,050,758
Harris County Department of Education	6,320,000	4/30/2019	0.100%	6,320
Harris County Flood Control District	83,075,000	4/30/2019	0.100%	83,075
Harris County Toll Road ^(a)	-	4/30/2019	0.000%	-
Harris County ESD No. 9 ^(b)	-	4/30/2019	0.000%	-
Harris County Hospital District	57,300,000	4/30/2019	0.100%	57,300
Port of Houston Authority	593,754,397	4/30/2019	0.100%	593,754
Lone Star College System	609,845,000	4/30/2019	0.240%	1,463,628
Cypress Fairbanks Independent School District	2,586,595,000	4/30/2019	0.820%	21,210,079
TOTAL ESTIMATED OVERLAPPING DEBT				\$ 25,464,914
The District ^(c)	\$ 55,355,000	6/1/2019	100.000%	\$ 55,355,000
TOTAL ESTIMATED DIRECT AND OVERLAPPING DEBT				\$ 80,819,914
Ratio of Estimated and Overlapping Debt to 2018 Certified Assessed Valuation				15.37%
Ratio of Estimated and Overlapping Debt to Estimated Assessed Valuation as of March 15, 2019				13.70%

(a) No outstanding debt due to self-supporting toll road system.
 (b) Taxing jurisdiction with no outstanding debt.
 (c) Includes the Bonds.

Overlapping Taxes for 2018

Overlapping Entity	2018 Tax Rate Per	
	\$100 Assessed Valuation	Average Tax Bill ^(a)
	Harris County	Harris County
Harris County	\$0.418580	\$ 1,539
Harris County Department of Education	0.005190	19
Harris County Flood Control District	0.028770	106
Harris County ESD No. 9	0.052710	194
Harris County Hospital District	0.171080	629
Port of Houston Authority	0.011550	42
Lone Star College System	0.107800	396
Cypress Fairbanks Independent School District	1.440000	5,296
The District	<u>1.200000</u>	<u>4,413</u>
Total	\$3.435680	\$ 12,636

(a) Based upon the 2018 average single family home value of \$367,780, as provided by the District's tax assessor/collector.

TAX DATA

Classification of Assessed Valuation - Table 9

Type of Property	2018 ^(a)		2017 ^(b)		2016 ^(b)	
	Amount	%	Amount	%	Amount	%
Land Value	\$ 112,725,644	21.43%	\$ 104,054,487	24.27%	\$ 95,091,091	26.49%
Ag Deferred Value	-	0.00%	-	0.00%	-	0.00%
Improvement Value	424,851,265	80.76%	334,426,062	78.02%	273,082,736	76.09%
Personal Value	8,840,199	1.68%	8,572,372	2.00%	8,909,404	2.48%
Auto/Other Value	-	0.00%	-	0.00%	-	0.00%
Exemptions	<u>(20,354,902)</u>	<u>-3.87%</u>	<u>(18,387,411)</u>	<u>-4.29%</u>	<u>(18,173,093)</u>	<u>-5.06%</u>
Total	<u>\$ 526,062,206</u>	<u>100.00%</u>	<u>\$ 428,665,510</u>	<u>100.00%</u>	<u>\$ 358,910,138</u>	<u>100.00%</u>

(a) Provided by the District's tax assessor/collector.

(b) Assessed Valuation reflects the adjusted value at August 31st of each respective year as included in the audited financial statement.

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Tax Collections - Table 10

The following statement of tax collections reflects the historical tax collection experience of the District. Such summary has been prepared for inclusion herein based upon information from District audits and records of the District Tax Assessor/Collector. Reference is made to such audits and records for further and more complete information.

Tax Year	Assessed Valuation	Tax Rate	Tax Levy	Current Collections		Total Collections		Year Ending
				Amount	%	Amount	%	
2011	\$ 4,372,542	\$1.2000	\$ 52,471	\$ 52,471	100.00%	\$ 52,471	100.00%	8/31/2012 ^(a)
2012	5,899,073	1.2000	70,789	70,789	100.00%	70,789	100.00%	8/31/2013 ^(a)
2013	29,389,991	1.2000	352,680	352,680	100.00%	352,680	100.00%	8/31/2014 ^(a)
2014	112,978,289	1.2000	1,355,739	1,355,739	100.00%	1,355,739	100.00%	8/31/2015 ^(a)
2015	202,404,951	1.2000	2,908,859	2,908,642	99.99%	2,908,642	99.99%	8/31/2016 ^(a)
2016	358,913,488	1.2000	4,306,962	4,306,923	100.00%	4,306,923	100.00%	8/31/2017 ^(a)
2017	428,658,658	1.2000	5,143,904	5,130,628	99.74%	5,130,628	99.74%	8/31/2018 ^(a)
2018	525,957,302	1.2000	6,311,488	6,251,035	99.04%	6,251,035	99.04%	8/31/2019 ^(b)

(a) Audited.

(b) Unaudited. Reflects collections as of April 30, 2019. Taxes were due with no penalty by January 31, 2019.

District Tax Rates - Table 11

Tax Rate per \$100 Assessed Valuation	2018	2017	2016	2015	2014
Debt Service	\$ 0.5710	\$ 0.5535	\$ 0.4040	\$ 0.4175	\$ 0.2410
Maintenance and Operations	<u>0.6290</u>	<u>0.6465</u>	<u>0.7960</u>	<u>0.7825</u>	<u>0.9590</u>
Total	<u>\$ 1.2000</u>				

Tax Rate Limitation

The District's tax rate for debt service on the Bonds is legally unlimited as to rate or amount.

Maintenance Tax

The District has statutory authority to levy and collect an annual ad valorem tax for maintaining, repairing and operating the District's facilities and for paying for administrative expenses of the District, if such maintenance tax is authorized by the District's voters. An election for such tax was held on May 13, 2006, at which time a maintenance tax not to exceed \$1.50 per \$100 assessed valuation was approved by the District's voters. The District levied a 2018 maintenance tax of \$0.6290.

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Principal Taxpayers - Table 12

The following list of principal taxpayers was provided by the District's Tax Assessor/Collector based on the 2018, 2017 and 2016 tax rolls of the District, which reflect ownership as of January 1, of each year shown.

Name	Type of Property	2018	2017	2016
LTF Real Estate Company Inc.	Lifetime Fitness Center	\$ 25,052,956	\$ 2,594,262	\$ 1,945,697
HEB Grocery Company LP	Grocery Store	16,201,056	14,500,000	14,000,000
Cypress Creek Plaza LLC	Commercial Plaza	12,615,730	7,851,379	3,288,372
Mischer Development LP	Land and Improvements	6,932,074	6,592,635	5,450,628
HEB	Personal Property	4,634,027	5,444,621	5,728,037
Kaizen Business Venture LLC	Daycare Center	2,984,052	(a)	(a)
Centerpoint Energy Hou Ele	Utilities	919,850	720,520	594,780
Perry Homes	Land and Improvements	647,973	(a)	(a)
Individual Homeowner	Land and Improvements	644,396	(a)	(a)
Individual Homeowner	Land and Improvements	609,275	599,251	(a)
Individual Homeowner	Land and Improvements	(a)	638,303	(a)
Individual Homeowner	Land and Improvements	(a)	614,158	(a)
Individual Homeowner	Land and Improvements	(a)	596,137	(a)
Individual Homeowner	Land and Improvements	(a)	(a)	618,341
Individual Homeowner	Land and Improvements	(a)	(a)	588,517
Individual Homeowner	Land and Improvements	(a)	(a)	585,193
Individual Homeowner	Land and Improvements	(a)	(a)	583,102
Total		<u>\$ 71,241,389</u>	<u>\$ 40,151,266</u>	<u>\$ 33,382,667</u>
Percent of Assessed Valuation		13.54%	9.37%	9.30%

(a) Not a principal taxpayer for respective year.

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2018 Certified Assessed Valuation and the Estimated Assessed Valuation as of March 15, 2019, and utilize tax rates adequate to service the District's total debt service requirements, including the Bonds. No available Bond Funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS - Impact on District Tax Rates."

Average Requirement on the Bonds and the Outstanding Bonds (2019 through 2043).....	\$3,415,088
\$0.69 Tax Rate on 2018 Certified Assessed Valuation of \$525,957,302 @ 95% collections produces.....	\$3,447,650
\$0.61 Tax Rate on Estimated Assessed Valuation as of March 15, 2019 of \$590,097,357 @ 95% collections produces.....	\$3,419,614
Maximum Requirement on the Bonds (2038)	\$3,598,019
\$0.73 Tax Rate on 2018 Certified Assessed Valuation of \$525,957,302 @ 95% collections produces.....	\$3,647,514
\$0.65 Tax Rate on Estimated Assessed Valuation as of March 15, 2019 of \$590,097,357 @ 95% collections produces.....	\$3,643,851

Bond Fund Management Index

Debt Service Requirements for year ending 12/31/19.....		\$2,882,639 ^(a)
Unaudited Bond Fund Balance as of 9/12/2018.....	\$1,459,487 ^(b)	
Capitalized Interest included in the proceeds of the Bonds.....	\$ 116,248 ^(c)	
2018 Debt Service Tax Levy @ 95% collections produces (due January 31, 2019).....	<u>\$2,853,055^(d)</u>	
Total Available for Debt Service.....		<u>\$4,428,790</u>
Projected Bond Fund Balance as of September 2, 2019.....		\$1,546,151

- (a) Interest payments on the Bonds begin September 1, 2019.
- (b) Unaudited Bond Fund balance as of September 12, 2018. Represents Bond Fund balance after all 2018 debt service requirements have been paid.
- (c) Approximately nine months of capitalized interest to be deposited into the Bond Fund from proceeds of the Bonds at closing.
- (d) The District levied a 2018 debt service tax rate of \$0.5710 in October 2018, collection of which was due with no penalty by January 31, 2019, and was 99.04% collected as of April 30, 2019.

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 Orders to levy such a tax from year to year as described more fully herein under "THE BONDS – Source of and Security for Payment." Under Texas law, the Board may also levy and collect an ad valorem tax for the operation and maintenance of the District and its water and wastewater system and, if approved by the voters, for the payment of certain contractual obligations. See "TAX DATA – Maintenance Tax."

Property Tax Code and County-Wide Appraisal District

The Texas Property Tax Code (the "Property Tax Code") establishes an appraisal district and an appraisal review board in each county of the State. The appraisal district is governed by a board of directors which is elected by the governing bodies of cities, towns, school districts, and conservation and reclamation districts such as the District that participate in the appraisal district and of the county. The board of directors of the appraisal district selects a chief appraiser to manage the appraisal offices of the appraisal district. All taxing units within Harris County, including the District, are included in the Harris County Appraisal District (the "Appraisal District"). The Appraisal District is responsible for appraising property within the District, subject to review by the Harris County Appraisal Review Board. The District must use the appraisal roll as approved by the Harris County Appraisal Review Board to establish its tax roll and tax rate. The Texas Comptroller of Public Accounts may provide for the administration and enforcement of uniform standards and procedures for appraisal of property.

Property Subject to Taxation by the District

General: Except for certain exemptions provided by Texas law, all property with a tax situs in the District is subject to taxation by the District; however, no effort is made by the District to collect taxes on tangible or intangible personal property not devoted to commercial or industrial use. Principal categories of exempt property include: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain non-profit cemeteries; farm products owned by the producer; and certain property owned by charitable, religious, scientific, literary, student housing, veterans, youth, development or fraternal organizations. Goods, wares, ores and merchandise (other than oil, gas or petroleum products) that are acquired in or imported into the state and forwarded out of state within 175 days thereafter are also exempt. Property owned by a disabled veteran or by the spouse or certain children of a deceased disabled veteran or a veteran who died while on active duty has been granted an exemption from \$5,000 up to \$12,000 of assessed value. Additionally, effective January 1, 2012, 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.

Residential Homestead Exemptions: The Board may exempt up to 20% of the market value of residential homesteads from ad valorem taxation. Such exemption would be in addition to any other applicable exemptions provided by law. However, if ad valorem taxes have previously been pledged for the payment of debt, then the Board may continue to levy and collect taxes against the exempted value of the homesteads until the debt is discharged if the cessation of the levy would impair the obligation of the contract by which the debt was created. The Board has not granted any residential homestead exemptions from ad valorem taxation for any prior years. Also exempt, if approved by the Board or through a process of petition and referendum by the District's voters, are residential homesteads of certain persons who are disabled or at least 65 years old, to the extent of \$3,000 of appraised value or more. The District is authorized by statute to disregard such exemptions for the elderly and disabled if granting the exemptions would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemptions by the District. The adoption of a homestead exemption may be considered each year, but must be adopted by May 1. The District has not adopted a general homestead exemption.

Freeport Goods Exemption: Article VIII, Section 1-j of the Texas Constitution provides for an exemption from ad valorem taxation for “freeport property,” which is defined as goods detained in the state for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Taxing units that took action prior to April 1, 1990 may continue to tax freeport property and decisions to continue to tax freeport property may be reversed in the future. However, decisions to exempt freeport property are not subject to reversal. 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 is limited to 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. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and outboard motor, heavy equipment and manufactured housing inventory. After holding a public hearing, a taxing unit may take action by January 1 of the year preceding a tax year to tax goods-in-transit during the following tax year. A taxpayer may obtain only a freeport exemption or a goods-in-transit exemption for items of personal property. 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 (after annexation of the District), the Cypress-Fairbanks Independent School District, or the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the agreement. Effective September 1, 1999, the terms of the tax abatement agreements of the taxing jurisdiction are not required to be identical.

Valuation of Property for Taxation

Generally, all taxable property in the District must be appraised by the Harris County Appraisal District at one hundred percent (100%) of market value as of January 1 of each year, subject to review and approval by the Appraisal Review Board. In determining market value, either for replacement cost or the market data method of valuation may be used, whichever is appropriate.

Certain land may be appraised at less than market value under the Property Tax Code. A residence homestead is to be appraised solely on the basis of its value as a residence homestead, regardless of whether residential use is considered to be the highest and best use of the property. Increases in the appraised value of residence homesteads are limited to 10 percent annually regardless of the market value of the property. Upon application of a landowner, land which qualifies as “open-space land” is appraised based on the category of land, using accepted income capitalization methods applied to the average net income derived from the use of the land for agriculture and hunting or recreational leases. Upon application of a landowner, land which qualifies as “timber land” is appraised using accepted income capitalization methods applied to the average net income derived from the use of the land for production of timber. Land which qualifies as an aesthetic management zone, critical wildlife management zone, or streamside management zone or is being regenerated for timber production for 10 years after harvest is valued at one-half that amount. In the case of both open space and timber land valuations, if the use of land changes, an additional tax is generally imposed on the land equal to the difference between the taxes imposed on the land for each of the five (5) years preceding the year in which the change of use occurs and the tax that would have been imposed had the land been taxed on the basis of market value in each of those years, plus interest at an annual rate of seven percent (7%) calculated from the dates on which the differences would have become due. There are also special appraisal methods for agricultural land owned by individuals whose primary occupation and income are farming and for recreational, park, and scenic land. Also, houses or lots held for sale by a developer or builder which remain unoccupied, are not leased or rented and produce no income are required to be assessed at the price for which they would sell as a unit to a purchaser who would continue the owner’s business, upon application of the owner.

Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property in the Appraisal District at least one 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.

District and Taxpayer Remedies

The chief appraiser must give written notice before the Appraisal Review Board meeting to an affected owner if a reappraisal has resulted in an increase in value over the prior year or the value rendered by the owner, or if property not previously included on the appraisal roll has

been appraised. Any owner who has timely filed notice with the Appraisal Review Board may appeal the final determination by the Appraisal Review Board of the owner's protest by filing suit in Texas district court. Prior to such appeal, however, the owner must pay the tax due on the amount of value of the property involved that is not in dispute or the amount of tax paid in the prior year, whichever is greater, but not to exceed the amount of tax due under the order from which the appeal is taken. In the event of such suit, the value of the property is determined by the court, or a jury if requested by any party. Additionally, the District is entitled to challenge certain matters before the Appraisal Review Board, including the level of appraisal of certain category of property, the exclusion of property from the appraisal records, or the grant in whole or in part of a partial exemption, or a determination that land qualifies for a special use appraisal (agricultural or timber classification, for example). The District may not, however, protest a valuation of individual property.

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. Those taxes billed at a later date that become delinquent on or after June 1 will also incur an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. 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, may be rejected.

Rollback of Operation and Maintenance Tax Rate

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 tax rate plus 1.08 times the previous year's operation and maintenance tax rate. The debt service tax rate cannot be changed by a rollback election.

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all 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 STATEMENT - Estimated Overlapping Debt Statement" and "- Overlapping Taxes for 2018." 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. 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 (in the case of a residential homestead or agricultural property, a taxpayer may redeem such property within two years after the purchaser's deed issued at the foreclosure sale is filed in the county records, otherwise six (6) months) or by bankruptcy proceedings which restrict the collection of taxpayer debts. See "INVESTMENT CONSIDERATIONS – General" and "- Tax Collections and Foreclosure Remedies."

Reappraisal of Property after Disaster

The Texas Tax Code provides that the governing body of a taxing unit located within an area declared to be a disaster area by the governor of the State of Texas may authorize reappraisal of all property damaged in the disaster at its market value immediately after the disaster. For reappraised property, the taxes are pro-rated for the year in which the disaster occurred. The taxing unit assesses taxes prior to the date the disaster occurred based upon market value as of January 1 of that year. Beginning on the date of the disaster and for the remainder of the year, the taxing unit assesses taxes on the reappraised market value of the property.

Delinquent Tax Payments for Disaster Areas

Taxpayers for homesteads and small businesses damaged as a direct result of a disaster may pay property taxes on the property in four equal quarterly installments by notice to the District before the delinquency date without penalty or interest. Installments must be completed within six months of the delinquency date, which normally is February 1 but could be delayed because of delayed valuations. Quarterly payments by a substantial number of owners could adversely affect a District's collection of taxes for debt services in the year following a disaster.

LEGAL MATTERS

Legal Opinions

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the initial Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax levied, without legal limit as to rate or amount, upon all taxable property within the District. Issuance of the Bonds is also subject to the legal opinion of Norton Rose Fulbright US LLP, Houston, Texas ("Bond Counsel"), based upon examination of a transcript of the proceedings incident to authorization and issuance of the Bonds, to the effect that the Bonds are valid and binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. Bond Counsel's legal opinion will also address the matters described below under "TAX MATTERS – Tax Exemption." Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. In connection with the issuance of the Bonds, Bond Counsel has been engaged by, and only represents, the District.

The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of Bonds actually issued, sold and delivered, and therefore, such fees are contingent upon the sale and delivery of the Bonds.

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

No-Litigation Certificate

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

No Material Adverse Change

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

TAX MATTERS

Tax Exemption

The delivery of the Bonds is subject to an opinion of Bond Counsel, to the effect that, pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions thereunder, interest on the Bonds for federal income tax purposes (1) will be excludable from the gross income, as defined in Section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), of the owners thereof, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof. The statutes, regulations, rulings, and court decisions on which such opinion is based are subject to change.

In rendering the foregoing opinions, Bond Counsel will rely upon representations and certifications of the District made in a certificate dated the date of delivery of the Bonds pertaining to the use, expenditure, and investment of the proceeds of the Bonds and will assume continuing compliance by the District with the provisions of the Bond Order subsequent to the issuance of the Bonds. The Bond Order contains covenants by the District with respect to, among other matters, the use of the proceeds of the Bonds and the facilities financed therewith by persons other than state or local governmental units, the manner in which the proceeds of the Bonds are to be invested, the periodic calculation and payment to the United States Treasury of arbitrage "profits" from the investment of the proceeds, and the reporting of certain information to the United States Treasury. Failure to comply with any of these covenants may cause interest on the Bonds to be includable in the gross income of the owners thereof from the date of the issuance of the Bonds.

Except as described above, Bond Counsel will express no other opinion with respect to any other federal, state or local tax consequences under present law or proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, owners of an interest in a financial asset securitization investment trust, S corporations with "subchapter C" earnings and profits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

Bond Counsel's opinion is not a guarantee of a result, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the District described above. No ruling has been sought from the Internal Revenue Service (the "IRS") with respect to the matters addressed in the opinion of Bond Counsel, and Bond Counsel's opinion is not binding on the IRS. The IRS has an ongoing program of auditing the tax-exempt status of the interest on municipal obligations. If an audit of the Bonds is commenced, under current procedures the IRS is likely to treat the District as the "taxpayer," and the owners of the Bonds would have no right to participate in the audit process. In responding to or defending an audit of the tax-exempt status of the interest on the Bonds, the District may have different or conflicting interests from the owners of the Bonds. 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 its ultimate outcome.

Existing law may change to reduce or eliminate the benefit to bondholders of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation or administrative action, whether or not taken, could also affect the value and marketability of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed or future changes in tax law.

Tax Accounting Treatment of Discount and Premium on Certain Bonds

The initial public offering price of Bonds maturing in the years 2037, 2039, 2041 and 2043 (the "Discount Bonds") is less than the amount payable on such Bonds at maturity. An amount equal to the difference between the initial public offering price of a Discount Bond (assuming that a substantial amount of the Discount Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes original issue discount to the initial purchaser of such Discount Bond. A portion of such original issue discount allocable to the holding period of such Discount Bond by the initial purchaser will, upon the disposition of such Discount Bond (including by reason of its payment at maturity), be treated as interest excludable from gross income, rather than as taxable gain, for federal income tax purposes, on the same terms and conditions as those for other interest on the Bonds described above under "Tax Exemption." Such interest is considered to be accrued actuarially in accordance with the constant interest method over the life of a Discount Bond, taking into account the semiannual compounding of accrued interest, at the yield to maturity on such Discount Bond and generally will be allocated to an initial purchaser in a different amount from the amount of the payment denominated as interest actually received by the initial purchaser during the tax year.

However, such interest may be required to be taken into account in determining the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, S corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, owners of an interest in a FASIT, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Moreover, in the event of the redemption, sale or other taxable disposition of a Discount Bond by the initial owner prior to maturity, the amount realized by such owner in excess of the basis of such 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 Discount Bond was held) is includable in gross income.

Owners of Discount Bonds should consult with their own tax advisors with respect to the determination of accrued original issue discount on Discount Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Discount Bonds. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on Discount Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

The initial public offering price of Bonds maturing in the years 2019 through 2035 (the "Premium Bonds") is greater than the amount payable on such Bonds at maturity. An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial purchaser of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial purchaser must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity.

Purchasers of the Premium Bonds should consult with their own tax advisors with respect to the determination of amortizable bond premium on Premium Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Bonds.

Qualified Tax-Exempt Obligations for Financial Institutions

Section 265 of the Code provides, in general, that interest expense to acquire or carry tax-exempt obligations is not deductible from the gross income of the owner of such obligations. In addition, section 265 of the Code generally disallows 100% of any deduction for interest expense which is incurred by "financial institutions" described in such section and is allocable, as computed in such section, to tax-exempt interest on obligations acquired after August 7, 1986. Section 265(b) of the Code provides an exception to this interest disallowance rule for interest expense allocable to tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) bonds) which are designated by an issuer as "qualified tax-exempt obligations." An issuer may designate obligations as "qualified tax-exempt obligations" only if the amount of the issue of which they are a part, when added to the amount of all other tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) obligations and other than certain refunding bonds) issued or reasonably anticipated to be issued by the issuer during the same calendar year, does not exceed \$10,000,000.

The District has designated the Bonds as "qualified tax-exempt obligations" and has certified its expectation that the above-described \$10,000,000 ceiling will not be exceeded. Accordingly, it is anticipated that financial institutions which purchase the Bonds will not be subject to the 100% disallowance of interest expense allocable to interest on the Bonds under section 265(b) of the Code. However, the deduction for interest expense incurred by a financial institution which is allocable to the interest on the Bonds will be reduced by 20% pursuant to section 291 of the Code.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to certain information to the Municipal Securities Rulemaking Board ("MSRB"). Information will be available free of charge by the MSRB via the Electronic Municipal Market Access ("EMMA") system at www.emma.msrb.org.

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement under Tables 1 through 12 and in Appendix A. The District will update and provide this information within six months after the end of each fiscal year. The District will provide the updated information to the MSRB.

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

The District's current fiscal year end is August 31. Accordingly, it must provide updated information by February 28 of each year unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Notice of Certain Events

The District shall notify the MSRB via EMMA, in a timely manner not in excess of 10 business days, of any of the following events with respect to the Bonds:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) Modifications to rights of holders 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, which shall occur as described below;
- (13) The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

For these purposes, (a) any event described in the immediately preceding paragraph (12) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the District in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the District, and (b) the District intends the words used in the immediately preceding paragraphs (15) and (16) and the definition of Financial Obligation in this Section to have the same meanings as when they are used in the Rule, as evidenced by SEC Release No. 34-83885, dated August 20, 2018.

The District shall notify the MSRB via EMMA, in a timely manner, of any failure by the District to provide financial information or operating data in accordance with the Order.

Availability of Information from MSRB

The District has agreed to provide the foregoing information only to the MSRB. All documents provided by the District to the MSRB described above under “Annual Reports” and “Notice of Certain Events” will be in an electronic format and accompanied by identifying information as prescribed by the MSRB.

The address of the MSRB is 1900 Duke Street, Suite 600, Alexandria, VA 22314, and its telephone number is (703) 797-6600.

Limitations and Amendments

The District shall be obligated to observe and perform the covenants specified in the Order for so long as, but only for so long as, the District remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the District in any event will give the notice required by the Order of any Bond calls and defeasance that cause the District to be no longer such an “obligated person.”

The provisions of the Order are for the sole benefit of the Holders and beneficial owners of the Bonds, and nothing in this Article, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The District undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to the Order. The District does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

Under no circumstances shall the District be liable to the holder or beneficial owner of any bond or any other person, in contract or tort, for damages resulting in whole or in part from any breach by the District, whether negligent or without fault on its part, of any covenant specified in the order, but every right and remedy of any such person, in contract or tort, for or on account of any such breach shall be limited to an action for mandamus or specific performance.

No default by the District in observing or performing its obligations under this Article shall constitute a breach of or default under the Order for purposes of any other provision of the Order.

Nothing in the Order is intended or shall act to disclaim, waive, or otherwise limit the duties of the District under federal and state securities laws.

The provisions of the Order may be amended by the District from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations or businesses of the District, but only if (1) the provisions of the Order, as so amended, would have permitted an underwriter to purchase or sell Bonds in a primary offering of the Bonds in compliance with the Rule, taking into account any amendments and interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the Holders of a majority in aggregate principal amount of the Outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Holders and beneficial owners of the Bonds. If the District so amends the provisions of the Order, the District shall include with any amended financial information or operating data next provided in accordance with the Order an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided. The District may also repeal or amend the provisions of the Order if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, and the District also may amend the provisions of the Order in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in a primary offering of the Bonds.

Compliance with Prior Undertakings

The District is in compliance with all material provisions of its continuing disclosure undertaking in accordance with SEC Rule 15c2-12, except to the extent described below.

The District failed to timely file its audit for fiscal year ended August 31, 2016, by February 28, 2017 for the Unlimited Tax Bonds, Series 2015, and filed notice to such effect on September 13, 2017. The Principal Taxpayers - Table 12 was also inadvertently left out of the District's filing for fiscal year end 2016. The 2016 filing was amended on May 2, 2019 to include Table 12. The District failed to timely file its audit for fiscal year ended August 31, 2018, by February 28, 2019 for the outstanding Bonds, and filed the financial information on March 29, 2019. The District has established procedures and adopted a Continuing Disclosure Policy to ensure future compliance with its continuing disclosure undertaking.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Public Finance Group LLC (the "Financial Advisor"), which firm was employed in 2014 as Financial Advisor to the District. The fees paid the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered, and therefore such fees are contingent on the sale and delivery of the Bonds.

OFFICIAL STATEMENT

Preparation

The information in this Official Statement was compiled and edited by the District's Financial Advisor. In addition to compiling and editing such information, the Financial Advisor has obtained the information set forth herein under the captions indicated from the following sources:

"THE DISTRICT" and "THE SYSTEM" – BGE, Inc. (the "Engineer"); "THE DISTRICT" and "THE DEVELOPER" – Mischer Investments LP (the "Developer"); "FINANCIAL STATEMENT - Unlimited Tax Bonds Authorized But Unissued" - Records of the District, "FINANCIAL STATEMENT" – Harris County Appraisal District; "FINANCIAL STATEMENT - Estimated Overlapping Debt Statement" - Municipal Advisory Council of Texas and Financial Advisor; "TAX DATA" and "THE SYSTEM - Water and Wastewater Operations" - Records; "DEBT SERVICE REQUIREMENTS" - Financial Advisor; "BOOK- ENTRY-ONLY-SYSTEM" – Depository Trust Company

Bond Counsel has reviewed the summaries included herein contained under the captions "THE BONDS" (but not under the heading "Payment Record"), and "CONTINUING DISCLOSURE OF INFORMATION" (but not under the heading "Compliance with Prior Undertakings"), to determine that such summaries correctly describe the Bonds and the Bond Order for the purposes intended, and that matters discussed herein under the headings "THE DISTRICT – General", "TAXING PROCEDURES", and "TAX MATTERS," are correct as to matters of law.

Consultants

In approving this Official Statement, the District has relied upon the following consultants:

The Engineer: The information contained in the Official Statement relating to engineering matters 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 BGE, Inc. and has been included in reliance upon the authority of said firm in the field of

civil engineering.

Tax Assessor/Collector: The information contained in this Official Statement relating to the certified assessed valuation of property in the District and, in particular, such information contained in the section captioned "FINANCIAL STATEMENT," has been provided by the Harris County Appraisal District in reliance upon its authority as an expert in the field of appraising and tax assessing. The information contained in this Official Statement relating to tax collection rates, and principal taxpayers has been provided by Esther Flores of Tax Tech, Inc., in reliance upon her authority in the field of tax assessing and collecting.

Auditor: The District's 2018 financial statements were audited by McGrath & Co., PLLC, and excerpts of the District's Audited Financial Statements as of August 31, 2018, have been included as Appendix A in reliance upon such firm's authority in the field of accounting

Updating the Official Statement during Underwriting Period

If, subsequent to the date of the Official Statement to and including the date the Initial Purchaser is no longer required to provide an Official Statement to potential customers who request the same pursuant to Rule 15c2-12 of the federal Securities Exchange Act of 1934 (the "Rule") (the earlier of (i) 90 days from the "end of the underwriting period" (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from a nationally recognized repository but in no case less than 25 days after the "end of the underwriting period"), the District learns or is notified by the Initial Purchaser of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Initial Purchaser a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Initial Purchaser, unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds as described below. See "DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS - Delivery." The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser (the "end of the underwriting period" within the meaning of the Rule), unless the Initial Purchaser provides written notice the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation to update or change the Official Statement will extend for an additional period of time of 25 days after all of the Bonds have been sold to ultimate customers. In the event the Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Initial Purchaser agrees to notify the District in writing following the occurrence of the "end of the underwriting period" as defined in the Rule.

Certification as to Official Statement

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

Annual Audits

Under State Law, the District must keep its fiscal records in accordance with generally accepted accounting principles. It must also have its financial accounts and records audited by a certified or permitted public accountant within 120 days after the close of each fiscal year of the District, and must file each audit report with the TCEQ within 135 days after the close of the fiscal year once the District has issued bonds or has assets or receipts in excess of \$100,000. Prior to selling bonds or having assets over \$100,000, the District is allowed under State law to file a financial report in lieu of an audit. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any registered owner or other member of the public within a reasonable time on request, upon payment of charges prescribed by the Texas General Services Commission.

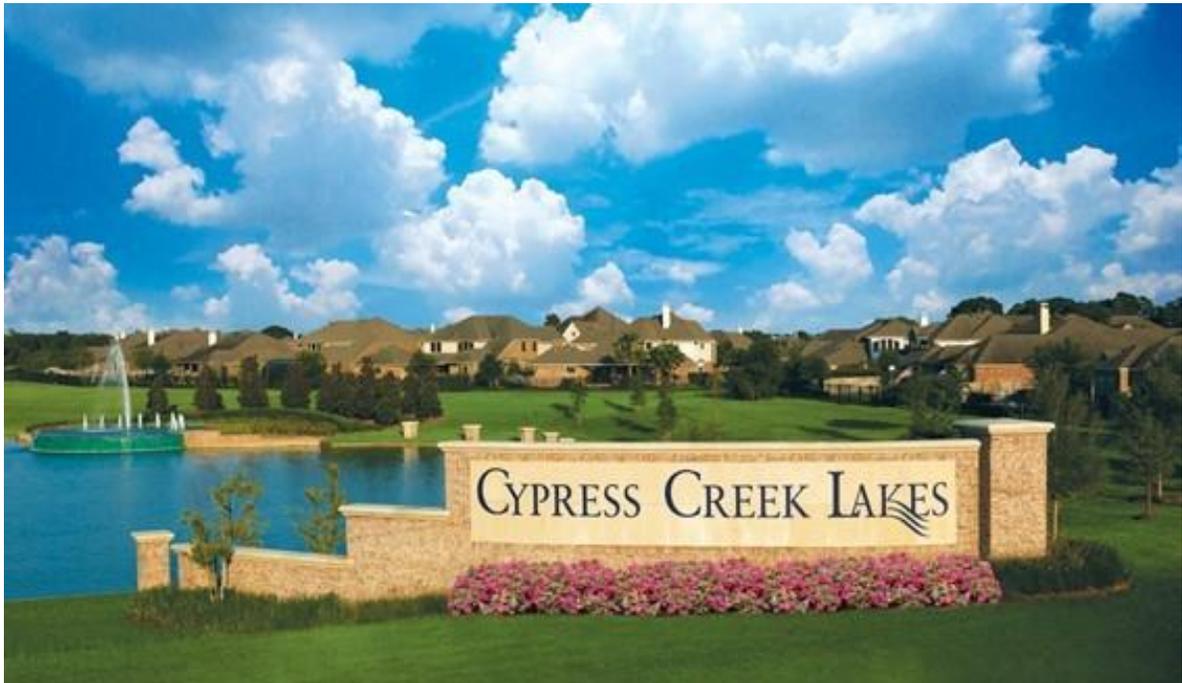
This Official Statement was approved by the Board of Directors of Harris County Municipal Utility District No. 433, as of the date shown on the first page hereof.

PHOTOGRAPHS

The following photographs were taken in the District. The homes shown in the photographs are representative of the type of construction presently located within the District, and these photographs are presented solely to illustrate such construction. The District makes no representation that any additional construction such as that as illustrated in the following photographs will occur in the District. See “THE DISTRICT.”







The following photographs were taken in the District on September 6, 2017 (post Hurricane Harvey):





APPENDIX A
AUDITED FINANCIAL STATEMENTS

The information contained in this appendix include the audited financial statement of Harris County Municipal Utility District No. 433 for the fiscal year ended August 31, 2018.

**HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 433**

HARRIS COUNTY, TEXAS

FINANCIAL REPORT

August 31, 2018

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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. 433
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. 433, as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the 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. 433
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. 433, as of August 31, 2018, 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

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 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. 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.

McGrath & Co, P.C.

Houston, Texas
December 12, 2018

Management's Discussion and Analysis

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***Harris County Municipal Utility District No. 433
Management's Discussion and Analysis
August 31, 2018***

Using this Annual Report

Within this section of the financial report of Harris County Municipal Utility District No. 433 (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 August 31, 2018. 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. 433
Management's Discussion and Analysis
August 31, 2018***

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 August 31, 2018, was negative \$17,371,027. This amount is negative partially because the District incurs debt to construct public roads which, since Harris County assumes responsibility for the maintenance of, are not considered capital assets of the District. The cost of roads constructed within the District is recorded as a transfer to other governments, reducing net position. A comparative summary of the District's overall financial position, as of August 31, 2018 and 2017, is as follows:

	<u>2018</u>	<u>2017</u>
Current and other assets	\$ 8,366,529	\$ 5,714,568
Capital assets	44,865,658	45,007,122
Total assets	<u>53,232,187</u>	<u>50,721,690</u>
Current liabilities	1,822,175	1,493,530
Long-term liabilities	68,781,039	65,398,635
Total liabilities	<u>70,603,214</u>	<u>66,892,165</u>
Net position		
Net investment in capital assets	(14,114,916)	(10,926,211)
Restricted for debt service	1,491,164	859,232
Restricted for joint water plant operations	28,227	28,227
Unrestricted	(4,775,502)	(6,131,723)
Total net position	<u>\$ (17,371,027)</u>	<u>\$ (16,170,475)</u>

***Harris County Municipal Utility District No. 433
Management's Discussion and Analysis
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The total net position of the District decreased during the current fiscal year by \$1,200,552. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

	<u>2018</u>	<u>2017</u>
Revenues		
Property taxes, penalties and interest	\$ 5,170,943	\$ 4,354,529
Water and sewer service	2,044,403	1,866,351
Water supply	1,701,269	1,536,634
Other	270,090	499,336
Total revenues	<u>9,186,705</u>	<u>8,256,850</u>
Expenses		
Current service operations	5,467,412	4,656,189
Debt interest and fees	1,591,933	1,312,722
Developer interest	1,325,121	1,128,724
Debt issuance costs	1,026,037	667,770
Depreciation	944,938	918,592
Total expenses	<u>10,355,441</u>	<u>8,683,997</u>
Change in net position before other items	(1,168,736)	(427,147)
Other items		
Capital contribution		
Transfers to other governments	<u>(31,816)</u>	<u>(2,832,874)</u>
Change in net position	(1,200,552)	(3,260,021)
Net position, beginning of year	<u>(16,170,475)</u>	<u>(12,910,454)</u>
Net position, end of year	<u><u>\$ (17,371,027)</u></u>	<u><u>\$ (16,170,475)</u></u>

Financial Analysis of the District's Funds

The District's combined fund balances, as of August 31, 2018, were \$7,492,111, which consists of \$5,720,870 in the General Fund, \$1,481,068 in the Debt Service Fund, \$261,946 in the Capital Projects Fund, and \$28,227 in the Special Revenue Fund.

***Harris County Municipal Utility District No. 433
Management's Discussion and Analysis
August 31, 2018***

General Fund

A comparative summary of the General Fund's financial position as of August 31, 2018 and 2017 is as follows:

	2018	2017
Total assets	<u>\$ 6,282,545</u>	<u>\$ 4,308,410</u>
Total liabilities	\$ 549,528	\$ 381,733
Total deferred inflows	12,147	3,069
Total fund balance	5,720,870	3,923,608
Total liabilities, deferred inflows and fund balance	<u>\$ 6,282,545</u>	<u>\$ 4,308,410</u>

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

	2018	2017
Total revenues	\$ 5,056,547	\$ 5,237,370
Total expenditures	(3,259,285)	(2,952,845)
Revenues over expenditures	<u>\$ 1,797,262</u>	<u>\$ 2,284,525</u>

The District manages its activities with the objectives of ensuring that expenditures will be adequately covered by revenues each year and that an adequate fund balance is maintained. The District's primary financial resources in the General Fund are from a property tax levy, the provision of water and sewer services to customers within the District, and tap connection fees charged to homebuilders in the District. 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.
- Water, sewer and surface water revenues are dependent upon customer usage, which fluctuates from year to year as a result of factors beyond the District's control.
- Tap connection fees fluctuate with homebuilding activity within the District.

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Debt Service Fund

A comparative summary of the Debt Service Fund's financial position as of August 31, 2018 and 2017 is as follows:

	2018	2017
Total assets	<u>\$ 1,504,763</u>	<u>\$ 859,232</u>
Total liabilities	\$ 9,011	\$ -
Total deferred inflows	14,684	2,438
Total fund balance	<u>1,481,068</u>	<u>856,794</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 1,504,763</u>	<u>\$ 859,232</u>

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

	2018	2017
Total revenues	\$ 2,413,428	\$ 1,498,705
Total expenditures	<u>(2,245,215)</u>	<u>(1,909,304)</u>
Revenues over/(under) expenditures	168,213	(410,599)
Other changes in fund balance	456,061	374,812
Net change in fund balance	<u>\$ 624,274</u>	<u>\$ (35,787)</u>

The District's financial resources in the Debt Service Fund in both the current year and prior year are from property tax revenues and capitalized interest from the sale of bonds. The difference between these financial resources and debt service requirements resulted in changes 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 August 31, 2018 and 2017 is as follows:

	2018	2017
Total assets	<u>\$ 264,446</u>	<u>\$ 72,652</u>
Total liabilities	\$ 2,500	\$ 70,750
Total fund balance	<u>261,946</u>	<u>1,902</u>
Total liabilities and fund balance	<u>\$ 264,446</u>	<u>\$ 72,652</u>

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

	2018	2017
Total revenues	\$ 2,368	\$ 2,786
Total expenditures	(11,786,263)	(10,742,819)
Revenues under expenditures	(11,783,895)	(10,740,033)
Other changes in fund balance	12,043,939	9,529,578
Net change in fund balance	<u>\$ 260,044</u>	<u>\$ (1,210,455)</u>

The District has had considerable capital asset activity in the last two years, which was financed with proceeds from the issuance of its Series 2017A and Series 2018 Unlimited Tax Bonds in the current year and the sale of its Series 2017 Unlimited Tax Bonds in the prior year.

Special Revenue Fund

The District uses a Special Revenue Fund to account for the operations of a joint water plant. A comparative summary of the Special Revenue Fund's financial position as of August 31, 2018 and 2017 is as follows:

	2018	2017
Total assets	<u>\$ 314,775</u>	<u>\$ 474,274</u>
Total liabilities	\$ 286,548	\$ 446,047
Total fund balance	28,227	28,227
Total liabilities and fund balance	<u>\$ 314,775</u>	<u>\$ 474,274</u>

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

	2018	2017
Total revenues	\$ 1,701,575	\$ 1,536,919
Total expenditures	(1,701,575)	(1,536,919)
Revenues over/(under) expenditures	<u>\$ -</u>	<u>\$ -</u>

Revenues in the Special Revenue Fund primarily consist of charges to participants. The amount the District charges is based upon the actual cost of providing services. Consequently, revenues will equal expenditures each year.

General Fund Budgetary Highlights

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

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Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$5,984 greater than budgeted. The *Budgetary Comparison Schedule* on page 36 of this report provides variance information per financial statement line item.

Capital Assets

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

Capital assets held by the District at August 31, 2018 and 2017 are summarized as follows:

	<u>2018</u>	<u>2017</u>
Capital assets not being depreciated		
Land and improvements	<u>\$ 10,004,297</u>	<u>\$ 10,004,297</u>
Capital assets being depreciated		
Water, wastewater and drainage facilities	35,741,095	35,243,271
Landscaping improvements	2,985,607	2,679,957
	<u>38,726,702</u>	<u>37,923,228</u>
Less accumulated depreciation		
Water, wastewater and drainage facilities	(3,461,016)	(2,665,360)
Landscaping improvements	(404,325)	(255,043)
	<u>(3,865,341)</u>	<u>(2,920,403)</u>
Depreciable capital assets, net	<u>34,861,361</u>	<u>35,002,825</u>
Capital assets, net	<u>\$ 44,865,658</u>	<u>\$ 45,007,122</u>

Capital asset additions during the current year include the following:

- Utilities to serve Cypress Creek Lakes, Section 22
- Landscaping improvements to serve Cypress Creek Lakes, Section 22

Harris County assumes responsibility for public road facilities constructed within the county. Consequently, these projects are not recorded as capital assets on the District's financial statements, but are recorded as transfers to other governments upon completion of construction. During the current year, the District revised its estimate of value for certain capital assets recorded as transfers to other governments in the prior year. As a result, an adjustment in the amount of \$31,816 has been recorded as transfers to other governments in the government-wide statements. Additional information is presented in Note 9.

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Management's Discussion and Analysis
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Long-Term Debt and Related Liabilities

As of August 31, 2018, the District owes its developer \$20,143,277 for completed projects. The District intends to reimburse the developer from proceeds of future bond issues.

At August 31, 2018 and 2017, the District had total bonded debt outstanding as shown below:

Series	2018	2017
2014	\$ 7,950,000	\$ 8,100,000
2015	5,905,000	6,105,000
2015 Road	10,055,000	10,080,000
2016	4,175,000	4,295,000
2017	9,795,000	9,895,000
2017A	5,975,000	
2018	6,500,000	
	<u>\$ 50,355,000</u>	<u>\$ 38,475,000</u>

During the year, the District issued \$12,500,000 in unlimited tax bonds. At August 31, 2018, the District had \$157,725,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District; \$20,000,000 for parks and recreational facilities; and \$4,845,000 for road improvements.

Next Year's Budget

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

	2018 Actual	2019 Budget
Total revenues	\$ 5,056,547	\$ 5,269,240
Total expenditures	(3,259,285)	(2,904,878)
Revenues over expenditures	1,797,262	2,364,362
Beginning fund balance	3,923,608	5,720,870
Ending fund balance	<u>\$ 5,720,870</u>	<u>\$ 8,085,232</u>

Property Taxes

The District's property tax base increased approximately \$89,843,000 for the 2018 tax year from \$428,665,510 to \$518,508,292. This increase was primarily due to new construction in the District. For the 2018 tax year, the District has levied a maintenance tax rate of \$0.629 per \$100 of assessed value and a debt service tax rate of \$0.571 per \$100 of assessed value, for a total combined tax rate of \$1.20 per \$100. Tax rates for the 2017 tax year were \$0.6465 per \$100 for maintenance and operations and \$0.5535 per \$100 for debt service for a combined total of \$1.20 per \$100 of assessed value.

Basic Financial Statements

Harris County Municipal Utility District No. 433
Statement of Net Position and Governmental Funds Balance Sheet
August 31, 2018

	General Fund	Debt Service Fund	Capital Projects Fund	Special Revenue Fund	Total
Assets					
Cash	\$ 628,323	\$ 55,474	\$ -	\$ 55,975	\$ 739,772
Investments	5,219,095	1,459,660	325,499		7,004,254
Taxes receivable	12,147	14,684			26,831
Due from other districts				103,411	103,411
Customer service receivables	492,261				492,261
Internal balances	(69,281)	(25,055)	(61,053)	155,389	
Capital assets not being depreciated					
Capital assets, net					
Total Assets	<u>\$ 6,282,545</u>	<u>\$ 1,504,763</u>	<u>\$ 264,446</u>	<u>\$ 314,775</u>	<u>\$ 8,366,529</u>
Liabilities					
Accounts payable	\$ 387,296	\$ 1,277	\$ 2,500	\$ 251,548	\$ 642,621
Other payables	19,242	7,734			26,976
Customer deposits	130,560				130,560
Builder deposits	1,450				1,450
Unearned revenue	10,980				10,980
Operating reserve				35,000	35,000
Accrued interest payable					
Due to developer					
Long-term debt					
Due within one year					
Due after one year					
Total Liabilities	<u>549,528</u>	<u>9,011</u>	<u>2,500</u>	<u>286,548</u>	<u>847,587</u>
Deferred Inflows of Resources					
Deferred property taxes	<u>12,147</u>	<u>14,684</u>			<u>26,831</u>
Fund Balances/Net Position					
Fund Balances					
Restricted		1,481,068	261,946		1,743,014
Committed				28,227	28,227
Unassigned	5,720,870				5,720,870
Total Fund Balances	<u>5,720,870</u>	<u>1,481,068</u>	<u>261,946</u>	<u>28,227</u>	<u>7,492,111</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 6,282,545</u>	<u>\$ 1,504,763</u>	<u>\$ 264,446</u>	<u>\$ 314,775</u>	<u>\$ 8,366,529</u>
Net Position					
Net investment in capital assets					
Restricted for debt service					
Restricted for joint water plant operations					
Unrestricted					
Total Net Position					

See notes to basic financial statements.

<u>Adjustments</u>	<u>Statement of Net Position</u>
\$ -	\$ 739,772
	7,004,254
	26,831
	103,411
	492,261
10,004,297	10,004,297
<u>34,861,361</u>	<u>34,861,361</u>
<u>44,865,658</u>	<u>53,232,187</u>
	642,621
	26,976
	130,560
	1,450
	10,980
	35,000
4,588	4,588
20,143,277	20,143,277
970,000	970,000
<u>48,637,762</u>	<u>48,637,762</u>
<u>69,755,627</u>	<u>70,603,214</u>
<u>(26,831)</u>	
(1,743,014)	
(28,227)	
<u>(5,720,870)</u>	
<u>(7,492,111)</u>	
(14,114,916)	(14,114,916)
1,491,164	1,491,164
28,227	28,227
<u>(4,775,502)</u>	<u>(4,775,502)</u>
<u>\$ (17,371,027)</u>	<u>\$ (17,371,027)</u>

Harris County Municipal Utility District No. 433
Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances
For the Year Ended August 31, 2018

	General Fund	Debt Service Fund	Capital Projects Fund	Special Revenue Fund	Total
Revenues					
Water service	\$ 643,295	\$ -	\$ -	\$ -	\$ 643,295
Sewer service	486,485				486,485
Water supply				1,701,269	1,701,269
Property taxes	2,758,843	2,362,095			5,120,938
Penalties and interest	16,709	11,972			28,681
Tap connection and inspection	144,690				144,690
Surface water	914,623				914,623
Accrued interest on bonds sold		8,537			8,537
Miscellaneous	20,939	25			20,964
Investment earnings	70,963	30,799	2,368	306	104,436
Total Revenues	5,056,547	2,413,428	2,368	1,701,575	9,173,918
Expenditures/Expenses					
Current service operations					
Joint water plant	999,950				999,950
Professional fees	116,642		192,451	21,139	330,232
Contracted services	614,064	61,588		29,245	704,897
Repairs and maintenance	1,201,950		352,587	150,529	1,705,066
Utilities	145,787			57,582	203,369
Regional water authority fees				1,425,522	1,425,522
Administrative	66,971	3,257		17,558	87,786
Other	10,590				10,590
Capital outlay	101,901		8,891,497		8,993,398
Debt service					
Principal		620,000			620,000
Interest and fees		1,560,370			1,560,370
Developer interest	1,430		1,323,691		1,325,121
Debt issuance costs			1,026,037		1,026,037
Depreciation					
Total Expenditures/Expenses	3,259,285	2,245,215	11,786,263	1,701,575	18,992,338
Revenues Over (Under)					
Expenditures/Expenses	1,797,262	168,213	(11,783,895)		(9,818,420)
Other Financing Sources/(Uses)					
Proceeds from sale of bonds		456,061	12,043,939		12,500,000
Transfers to other governments					
Net Change in Fund Balances	1,797,262	624,274	260,044		2,681,580
Change in Net Position					
Fund Balance/Net Position					
Beginning of the year	3,923,608	856,794	1,902	28,227	4,810,531
End of the year	\$ 5,720,870	\$ 1,481,068	\$ 261,946	\$ 28,227	\$ 7,492,111

See notes to basic financial statements.

<u>Adjustments</u>	<u>Statement of Activities</u>
\$ -	\$ 643,295
	486,485
	1,701,269
17,919	5,138,857
3,405	32,086
	144,690
	914,623
(8,537)	20,964
	104,436
<u>12,787</u>	<u>9,186,705</u>
	999,950
	330,232
	704,897
	1,705,066
	203,369
	1,425,522
	87,786
	10,590
(8,993,398)	
(620,000)	
31,563	1,591,933
	1,325,121
	1,026,037
<u>944,938</u>	<u>944,938</u>
<u>(8,636,897)</u>	<u>10,355,441</u>
8,649,684	(1,168,736)
(12,500,000)	
<u>(31,816)</u>	<u>(31,816)</u>
(2,681,580)	
(1,200,552)	(1,200,552)
<u>(20,981,006)</u>	<u>(16,170,475)</u>
<u>\$ (24,863,138)</u>	<u>\$ (17,371,027)</u>

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Note 1 – Summary of Significant Accounting Policies

The accounting policies of Harris County Municipal Utility District No. 433 (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 and Harris County Municipal Utility District No. 435 were each created by the Texas Commission on Environmental Quality effective January 17, 2006, and were confirmed by election on May 13, 2005. HCMUD Nos. 433 and 435 were consolidated by elections held May 14, 2011, in each District, pursuant to a Consolidation Agreement dated February 1, 2011. The District operates in accordance with the Texas Water Code, Chapters 49 and 54.

The District’s primary activities include construction, maintenance and operation of water, sewer and drainage facilities. 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 or a component unit of a primary government. The primary criteria are that it has a separately elected governing body; it is legally separate; and it is fiscally independent of other state and local governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial 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 four 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's water and sewer system and all other financial transactions not reported in other funds. The principal sources of revenue are property taxes and water and sewer service fees. Expenditures include costs associated with the daily operations of the District.
- The Debt Service Fund is used to account for the payment of interest and principal on the District's general long-term debt. The primary source of revenue for debt service is property taxes. Expenditures include costs incurred in assessing and collecting these taxes.
- The Capital Projects Fund is used to account for the expenditures of bond proceeds for the construction of the District's water, sewer, drainage and road facilities.
- The Special Revenue Fund is used to account for the operation and maintenance of a joint water plant. The principal source of revenues is charges to participating districts, which equal the costs of operating the plant.

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 accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied.

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

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

Note 1 – Summary of Significant Accounting Policies (continued)

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.

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 August 31, 2018, 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 the estimated fair market value at the date of donation. The District has not capitalized interest incurred during the construction of its capital assets. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend asset lives are not capitalized.

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

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

The District’s drainage channels are considered improvements to land and are non-depreciable.

Note 1 – Summary of Significant Accounting Policies (continued)

Deferred Inflows and Outflows of Financial Resources

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

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

Net Position – Governmental Activities

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

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

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

Unrestricted – resources not included in the other components.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District does not have any nonspendable fund balances.

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 and capitalized interest from the sale of bonds in the Debt Service Fund.

Note 1 – Summary of Significant Accounting Policies (continued)

Fund Balances – Governmental Funds (continued)

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's committed fund balance in the Special Revenue Fund consist of amounts restricted for the operation of the joint water plant in accordance with the District's contract with Harris County Municipal Utility District No. 374.

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

Unassigned - all other spendable amounts in the General Fund.

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

Use of Estimates

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

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 2 – Adjustment from Governmental to Government-wide Basis

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

Total fund balance, governmental funds		\$ 7,492,111
Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.		
Historical cost	\$ 48,730,999	
Less accumulated depreciation	<u>(3,865,341)</u>	
Change due to capital assets		44,865,658
Amounts due to the District's developer for prefunded construction is recorded as a liability in the <i>Statement of Net Position</i> .		
		(20,143,277)
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	(49,607,762)	
Interest payable on bonds	<u>(4,588)</u>	
Change due to long-term debt		(49,612,350)
Property taxes receivable have been levied and are due, but are not available soon enough to pay current period expenditures and, therefore, are deferred in the funds.		
Property taxes receivable	22,547	
Penalty and interest receivable	<u>4,284</u>	
Change due to property taxes		26,831
Total net position - governmental activities		<u><u>\$ (17,371,027)</u></u>

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

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 \$ 2,681,580

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 is for property taxes and related penalty and interest. 21,324

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

Capital outlays	\$ 8,993,398	
Depreciation expense	(944,938)	
		8,048,460

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

Issuance of long term debt	(12,500,000)	
Principal payments	620,000	
Interest expense accrual	(40,100)	
		(11,920,100)

The District conveys certain capital assets to Harris County upon completion of construction. Since these improvements are funded by the developer, financial resources are not expended in the fund financial statements; however, in the *Statement of Activities*, these amounts are reported as transfers to other governments. (31,816)

Change in net position of governmental activities	<u><u>\$ (1,200,552)</u></u>
---	------------------------------

Note 3 – Deposits and Investments

Deposit Custodial Credit Risk

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

Investments

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

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

As of August 31, 2018, the District’s investments consist of the following:

Type	Fund	Carrying Value	Rating	Weighted Average Maturity
TexPool	General	\$ 5,219,095		
	Debt Service	1,459,660		
	Capital Projects	325,499		
Total		<u>\$ 7,004,254</u>	AAAm	28 days

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 3 – Deposits and Investments (continued)

TexPool

The District participates in TexPool, the Texas Local Government Investment Pool. The State Comptroller of Public Accounts exercises oversight responsibility of TexPool, which includes (1) the ability to significantly influence operations, (2) designation of management and (3) accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed of both participants in TexPool and other persons who do not have a business relationship with TexPool. The Advisory Board members review the investment policy and management fee structure.

As permitted by GAAP, TexPool uses amortized cost (which excludes unrealized gains and losses) rather than market value to compute share price and seeks to maintain a constant dollar value per share. Accordingly, the fair value of the District’s position in TexPool is the same as the value of TexPool shares. Investments in TexPool may be withdrawn on a same day basis, as long as the transaction is executed by 3:30 p.m.

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 August 31, 2018, consist of the following:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Debt Service Fund	\$ 25,055	Maintenance tax collections not remitted as of year end
General Fund	Capital Projects Fund	61,053	Construction related professional fees paid by the General Fund
Special Revenue Fund	General Fund	155,389	Joint water plant participant billings

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

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 5 – Capital Assets

A summary of changes in capital assets, for the year ended August 31, 2018, is as follows:

	Beginning Balances	Additions/ Adjustments	Ending Balances
Capital assets not being depreciated			
Land	\$ 10,004,297	\$ -	\$ 10,004,297
Capital assets being depreciated			
Water, wastewater and drainage systems	35,243,271	497,824	35,741,095
Landscaping improvements	2,679,957	305,650	2,985,607
	<u>37,923,228</u>	<u>803,474</u>	<u>38,726,702</u>
Less accumulated depreciation			
Water, wastewater and drainage systems	(2,665,360)	(795,656)	(3,461,016)
Landscaping improvements	(255,043)	(149,282)	(404,325)
	<u>(2,920,403)</u>	<u>(944,938)</u>	<u>(3,865,341)</u>
Subtotal depreciable capital assets, net	<u>35,002,825</u>	<u>(141,464)</u>	<u>34,861,361</u>
Capital assets, net	<u>\$ 45,007,122</u>	<u>\$ (141,464)</u>	<u>\$ 44,865,658</u>

Depreciation expense for the current year was \$944,938.

Note 6 – Due to Developer

The District has entered into financing agreements with its developer for the financing of the construction of water, sewer, drainage facilities and road improvements. Under the agreements, the developer will advance funds for the construction of facilities to serve the District. The developer 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 amounts are estimated based on construction costs plus 10-15% for engineering and other fees. These estimates are trued up when the developer is reimbursed.

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

Due to developer, beginning of year	\$ 28,301,385
Developer reimbursements	(8,961,582)
Developer funded construction and adjustments	803,474
Due to developer, end of year	<u>\$ 20,143,277</u>

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 7 – Long-Term Debt

Long-term debt is comprised of the following:

Bonds payable	\$ 50,355,000
Unamortized discounts	(747,238)
	<u>\$ 49,607,762</u>
Due within one year	<u>\$ 970,000</u>

The District's bonds payable at August 31, 2018, consists of unlimited tax bonds as follows:

Series	Amounts Outstanding	Original Issue	Interest Rates	Maturity Date, Serially, Beginning/ Ending	Interest Payment Dates	Call Dates
2014	\$ 7,950,000	\$ 8,500,000	2.50% - 4.375%	September 1, 2014/2038	March 1, September 1	September 1, 2020
2015	5,905,000	6,605,000	3.0% - 4.0%	September 1, 2015/2039	March 1, September 1	September 1, 2021
2015 Road	10,055,000	10,155,000	3.0% - 4.0%	September 1, 2015/2039	March 1, September 1	September 1, 2022
2016	4,175,000	4,575,000	2.0% - 3.625%	September 1, 2016/2040	March 1, September 1	September 1, 2023
2017	9,795,000	9,895,000	3.0% - 5.0%	September 1, 2017/2041	March 1, September 1	September 1, 2024
2017A	5,975,000	6,000,000	2.25% - 4.25%	September 1, 2018/2042	March 1, September 1	September 1, 2024
2018	6,500,000	6,500,000	3.0% - 5.0%	September 1, 2019/2043	March 1, September 1	September 1, 2025
	<u>\$ 50,355,000</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 August 31, 2018, the District had authorized but unissued bonds in the amount of \$157,725,000 for water, sewer and drainage facilities; \$20,000,000 for park and recreational facilities; and \$4,845,000 for road improvements.

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 7 – Long-Term Debt (continued)

On November 8, 2017, the District issued its \$6,000,000 Series 2017A Unlimited Tax Bonds at a net effective interest rate of 3.571797%. Proceeds of the bonds were used (1) to reimburse the developer for the following: the construction of capital assets within the District; engineering and other costs associated with the construction of capital assets; (2) to pay developer interest at the net effective interest rate of the bonds and (3) to pay capitalized interest into the Debt Service Fund.

On August 8, 2018, the District issued its \$6,500,000 Series 2018 Unlimited Tax Bonds at a net effective interest rate of 3.719286%. Proceeds of the bonds were used (1) to reimburse the developer for the following: the construction of capital assets within the District; engineering and other costs associated with the construction of capital assets; (2) to pay developer interest at the net effective interest rate of the bonds and (3) to pay capitalized interest into the Debt Service Fund.

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

Bonds payable, beginning of year	\$ 38,475,000
Bonds issued	12,500,000
Bonds retired	(620,000)
Bonds payable, end of year	<u>\$ 50,355,000</u>

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 7 – Long-Term Debt (continued)

The debt service payment due September 1 was made during the current fiscal year. The following schedule was prepared presuming this practice will continue. As of August 31, 2018, annual debt service requirements on bonds outstanding are as follows:

Year	Principal	Interest	Totals
2019	\$ 970,000	\$ 1,825,889	\$ 2,795,889
2020	1,025,000	1,772,888	2,797,888
2021	1,280,000	1,737,388	3,017,388
2022	1,350,000	1,689,339	3,039,339
2023	1,420,000	1,644,226	3,064,226
2024	1,540,000	1,595,975	3,135,975
2025	1,580,000	1,548,514	3,128,514
2026	1,650,000	1,501,244	3,151,244
2027	1,715,000	1,450,869	3,165,869
2028	1,775,000	1,396,937	3,171,937
2029	1,855,000	1,338,594	3,193,594
2030	1,940,000	1,275,476	3,215,476
2031	2,045,000	1,207,644	3,252,644
2032	2,105,000	1,134,458	3,239,458
2033	2,185,000	1,057,768	3,242,768
2034	2,270,000	979,132	3,249,132
2035	2,380,000	891,581	3,271,581
2036	2,465,000	799,694	3,264,694
2037	2,550,000	703,638	3,253,638
2038	2,680,000	604,270	3,284,270
2039	2,720,000	498,468	3,218,468
2040	2,730,000	395,525	3,125,525
2041	2,725,000	294,813	3,019,813
2042	2,900,000	193,250	3,093,250
2043	2,500,000	90,625	2,590,625
	<u>\$ 50,355,000</u>	<u>\$ 27,628,205</u>	<u>\$ 77,983,205</u>

Note 8 – Property Taxes

On May 14, 2011, 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.

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 8 – Property Taxes (continued)

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

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2018 fiscal year was financed through the 2017 tax levy, pursuant to which the District levied property taxes of \$1.20 per \$100 of assessed value, of which \$0.6465 was allocated to maintenance and operations and \$0.5535 was allocated to debt service. The resulting tax levy was \$5,143,986 on the adjusted taxable value of \$428,665,510.

Property taxes receivable, at August 31, 2018, consisted of the following:

Current year taxes receivable	\$ 22,547
Penalty and interest receivable	4,284
Property taxes receivable	<u>\$ 26,831</u>

Note 9 – Transfers to Other Governments

Harris County assumes responsibility for the maintenance of public roads constructed within the boundaries of the District. Accordingly, these facilities are considered to be capital assets of Harris County, not the District. Additionally, amounts reported for completed projects are trued up when developers are reimbursed. As a result, transfers to other governments includes new completed projects and adjustments for projects completed in previous fiscal years. For the year ended August 31, 2018, the total amount reported as transfers to other governments was \$31,816.

Note 10 – Water Supply Agreement

The District and Harris County Municipal Utility District No. 374 (“MUD 374”) are party to a water supply agreement, which establishes the terms and conditions under which the districts will allocate costs for the construction and operation of a water plant to serve the districts. The District shall hold legal title to the water plant and the water plant site for benefit of the participants. Each participating district shall have an undivided, equitable interest in the water plant based on the district’s allocated share of equivalent single family connections (ESFCs) as a percentage of total available ESFCs. As of August 31, 2018, MUD 374 has a 43% interest and the District has a 57% interest.

The District is responsible for the operation and maintenance of the water plant and has established a separate fund (the Special Revenue Fund) to account for all activity related to the water plant. Each participating district shall be billed monthly based on a pro rata share of water usage. For the fiscal year ended August 31, 2018, MUD 374 was charged \$701,319 and the District was charged \$999,950 for water supplied pursuant to this agreement. MUD 374 and the District have both paid operating reserves of \$35,000 as of August 31, 2018.

Harris County Municipal Utility District No. 433
Notes to Basic Financial Statements
August 31, 2018

Note 10 – Water Supply Agreement (continued)

During the previous fiscal year, the District and HC 374 advanced their respective shares of the expected costs to recoat the water plant. During the current year, the District completed the water plant rehabilitation and refunded HC 374 and the District their pro rata share of excess contributions.

Note 11 – Regional Water Authority

The District is within the boundaries of the West Harris County Regional Water Authority (the “Authority”), which was created by the Texas Legislature. The Authority is a political subdivision of the State of Texas, governed by an elected nine member Board of Directors. The Authority was created to provide a regional entity to acquire surface water and build the necessary facilities to convert from groundwater to surface water in order to meet conversion requirements mandated by the Harris-Galveston Coastal Subsidence District, which regulates groundwater withdrawal.

As of August 31, 2018, the Authority’s rates are \$2.70 per 1,000 gallons of water pumped from the District’s wells and \$3.10 for surface water supplied to the District. These rates are subject to future increases. The District passes these costs on to its customers plus 10%. During the current year, the District recognized \$914,623 in revenues in the General Fund. In the Special Revenue Fund, the District recognized \$1,425,522 in expenditures related to regional water authority fees.

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.

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Required Supplementary Information

Harris County Municipal Utility District No. 433
Required Supplementary Information - Budgetary Comparison Schedule - General Fund
For the Year Ended August 31, 2018

	Original Budget	Final Budget	Actual	Variance Positive (Negative)
Revenues				
Water service	\$ 567,563	\$ 567,563	\$ 643,295	\$ 75,732
Sewer service	438,539	438,539	486,485	47,946
Property taxes	3,300,000	2,740,000	2,758,843	18,843
Penalties and interest	12,000	12,000	16,709	4,709
Tap connection and inspection	253,800	253,800	144,690	(109,110)
Surface water	872,710	872,710	914,623	41,913
Miscellaneous	13,200	13,200	20,939	7,739
Investment earnings	18,000	18,000	70,963	52,963
Total Revenues	5,475,812	4,915,812	5,056,547	140,735
Expenditures				
Current service operations				
Joint water plant	940,986	940,986	999,950	(58,964)
Professional fees	152,600	152,600	116,642	35,958
Contracted services	633,138	633,138	614,064	19,074
Repairs and maintenance	954,000	954,000	1,201,950	(247,950)
Utilities	54,000	140,000	145,787	(5,787)
Administrative	66,990	66,990	66,971	19
Other	6,820	6,820	10,590	(3,770)
Operating reserve	50,000	50,000		50,000
Capital outlay		180,000	101,901	78,099
Debt service				
Developer interest			1,430	(1,430)
Total Expenditures	2,858,534	3,124,534	3,259,285	(134,751)
Revenues Over Expenditures	2,617,278	1,791,278	1,797,262	5,984
Fund Balance				
Beginning of the year	3,923,608	3,923,608	3,923,608	
End of the year	\$ 6,540,886	\$ 5,714,886	\$ 5,720,870	\$ 5,984

*Harris County Municipal Utility District No. 433
 Required Supplementary Information - Budgetary Comparison Schedule - Special Revenue Fund
 For the Year Ended August 31, 2018*

	Original and Final Budget	Actual	Variance Positive (Negative)
Revenues			
Water supply	\$ 1,635,040	\$ 1,701,269	\$ 66,229
Investment earnings		306	306
Total Revenues	1,635,040	1,701,575	66,535
Expenditures			
Current service operations			
Professional fees	13,000	21,139	(8,139)
Contracted services	29,500	29,245	255
Repairs and maintenance	95,200	150,529	(55,329)
Utilities	54,000	57,582	(3,582)
Regional water authority fees	1,423,490	1,425,522	(2,032)
Administrative	19,850	17,558	2,292
Total Expenditures	1,635,040	1,701,575	(66,535)
Revenues Over/(Under) Expenditures	-	-	-
Fund Balance			
Beginning of the year	28,227	28,227	
End of the year	\$ 28,227	\$ 28,227	\$ -

Harris County Municipal Utility District No. 433
Notes to Required Supplementary Information
August 31, 2018

Budgets and Budgetary Accounting

An annual unappropriated budget is adopted for the General Fund and Special Revenue Fund by the District's Board of Directors. The budgets are prepared using the same method of accounting as for financial reporting. The Board amended the General Fund budget during the year reflect changes in anticipated revenues and expenditures. There were no amendments to the Special Revenue Fund budget during the year.

Texas Supplementary Information

Harris County Municipal Utility District No. 433
TSI-1. Services and Rates
August 31, 2018

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

- | | | | |
|--|---|--|--|
| <input checked="" type="checkbox"/> Retail Water | <input type="checkbox"/> Wholesale Water | <input type="checkbox"/> Solid Waste/Garbage | <input type="checkbox"/> Drainage |
| <input checked="" 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 checked="" type="checkbox"/> Security |
| <input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect) | | | |
| <input type="checkbox"/> Other (Specify): _____ | | | |

2. Retail Service Providers

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

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

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate (Y / N)</u>	<u>Rate per 1,000 Gallons Over Minimum Usage</u>	<u>Usage Levels</u>	
Water:	\$ 18.00	5,000	N	\$ 1.75	5,001	to 10,000
				2.00	10,001	to 20,000
				2.50	20,001	to no limit
Wastewater:	\$ 10.00			45% of water bill		to _____
Surcharge:	\$ -	N/A	N	\$ 3.41	1,000	to no limit

District employs winter averaging for wastewater usage? Yes No

Total charges per 10,000 gallons usage: Water \$ 60.85 Wastewater \$ 10.00

b. Water and Wastewater Retail Connections:

<u>Meter Size</u>	<u>Connections</u>	<u>Connections</u>	<u>ESFC Factor</u>	<u>ESFC'S</u>
Unmetered			x 1.0	
less than 3/4"	900	899	x 1.0	899
1"	431	431	x 2.5	1,078
1.5"	4	4	x 5.0	20
2"	47	47	x 8.0	376
3"	2	1	x 15.0	15
4"	1	1	x 25.0	25
6"			x 50.0	
8"	1	1	x 80.0	80
10"			x 115.0	
Total Water	1,386	1,384		2,493
Total Wastewater	1,331	1,330	x 1.0	1,330

See accompanying auditor's report.

Harris County Municipal Utility District No. 433
TSI-1. Services and Rates
August 31, 2018

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>26,353,000</u>	Water Accountability Ratio: (Gallons billed/ Gallons pumped/purchased)
Gallons purchased from WHCRWA:	<u>449,317,000</u>	
Gallons billed to customers:	<u>278,940,000</u>	
Gallons sold to HC MUD 374:	<u>188,925,000</u>	
		<u>98.36%</u>

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

Does the District have Debt Service standby fees? Yes No

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

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

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

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

Is the District located entirely within one county? Yes No

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

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

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

Is the District located within a city's extra territorial jurisdiction (ETJ)?
 Entirely Partly Not at all

ETJs in which the District is located: City of Houston

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

If Yes, by whom? _____

See accompanying auditors' report.

*Harris County Municipal Utility District No. 433
 TSI-2 General Fund Expenditures
 For the Year Ended August 31, 2018*

Joint water plant	
Operating and maintenance	\$ 161,719
Regional Water Authority fees	838,231
	<u>999,950</u>
Professional fees	
Legal	55,471
Audit	12,500
Financial advisor	1,580
Engineering	47,091
	<u>116,642</u>
Contracted services	
Bookkeeping	31,833
Operator	88,144
Garbage collection	261,821
Security service	102,237
Tap connection and inspection	80,694
Sludge and waste disposal	49,335
	<u>614,064</u>
Repairs and maintenance	<u>1,201,950</u>
Utilities	<u>145,787</u>
Administrative	
Directors fees	10,800
Printing and office supplies	20,181
Insurance	16,506
Other	19,484
	<u>66,971</u>
Other	<u>10,590</u>
Capital outlay	<u>101,901</u>
Developer interest	<u>1,430</u>
Total expenditures	<u>\$ 3,259,285</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 433
TSI-3. Investments
August 31, 2018

<u>Fund</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Balance at End of Year</u>
General			
TexPool	Variable	N/A	<u>\$ 5,219,095</u>
Debt Service			
TexPool	Variable	N/A	1,353,198
TexPool	Variable	N/A	<u>106,462</u>
			<u>1,459,660</u>
Capital Projects			
TexPool	Variable	N/A	95,533
TexPool	Variable	N/A	10,963
TexPool	Variable	N/A	86,901
TexPool	Variable	N/A	<u>132,102</u>
			<u>325,499</u>
Total - All Funds			<u><u>\$ 7,004,254</u></u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 433
TSI-4. Taxes Levied and Receivable
August 31, 2018

	Maintenance Taxes	Debt Service Taxes	Totals	
Taxes Receivable, Beginning of Year	\$ 3,069	\$ 1,560	\$ 4,629	
2017 Original Tax Levy	2,685,507	2,299,193	4,984,700	
Adjustments	85,815	73,471	159,286	
Adjusted Tax Levy	2,771,322	2,372,664	5,143,986	
Total to be accounted for	2,774,391	2,374,224	5,148,615	
Tax collections:				
Current year	2,759,175	2,362,264	5,121,439	
Prior years	3,069	1,560	4,629	
Total Collections	2,762,244	2,363,824	5,126,068	
Taxes Receivable, End of Year	\$ 12,147	\$ 10,400	\$ 22,547	
Taxes Receivable, By Year				
2017	\$ 12,147	\$ 10,400	\$ 22,547	
	2017	2016	2015	2014
Property Valuations:				
Land	\$ 104,054,487	\$ 95,091,091	\$ 67,164,903	\$ 41,814,653
Improvements	334,426,062	273,082,736	188,157,998	76,260,350
Personal Property	8,572,372	8,909,404	2,375,553	897,050
Exemptions	(18,387,411)	(18,173,093)	(15,322,245)	(5,993,764)
Total Property Valuations	\$ 428,665,510	\$ 358,910,138	\$ 242,376,209	\$ 112,978,289
Tax Rates per \$100 Valuation:				
Maintenance tax rates	\$ 0.6465	\$ 0.796	\$ 0.7825	\$ 0.959
Debt service tax rates	0.5535	0.404	0.4175	0.241
Total Tax Rates per \$100 Valuation	\$ 1.2000	\$ 1.200	\$ 1.2000	\$ 1.200
Adjusted Tax Levy:	\$ 5,143,986	\$ 4,306,922	\$ 2,908,515	\$ 1,355,739
Percentage of Taxes Collected to Taxes Levied **	99.56%	100.00%	100.00%	100.00%

* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on May 14, 2011

** 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. 433
 TSI-5. Long-Term Debt Service Requirements
 Series 2014--by Years
 August 31, 2018*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2019	\$ 175,000	\$ 313,900	\$ 488,900
2020	175,000	309,525	484,525
2021	200,000	305,150	505,150
2022	225,000	299,650	524,650
2023	250,000	292,900	542,900
2024	275,000	284,900	559,900
2025	300,000	275,825	575,825
2026	325,000	265,625	590,625
2027	350,000	254,250	604,250
2028	375,000	241,300	616,300
2029	400,000	226,863	626,863
2030	425,000	210,863	635,863
2031	450,000	193,438	643,438
2032	475,000	174,875	649,875
2033	500,000	154,688	654,688
2034	550,000	133,438	683,438
2035	600,000	109,375	709,375
2036	625,000	83,125	708,125
2037	625,000	55,781	680,781
2038	650,000	28,438	678,438
	<u>\$ 7,950,000</u>	<u>\$ 4,213,909</u>	<u>\$ 12,163,909</u>

See accompanying auditors' report.

*Harris County Municipal Utility District No. 433
 TSI-5. Long-Term Debt Service Requirements
 Series 2015--by Years
 August 31, 2018*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2019	\$ 200,000	\$ 196,556	\$ 396,556
2020	200,000	190,556	390,556
2021	200,000	184,556	384,556
2022	200,000	178,556	378,556
2023	200,000	172,556	372,556
2024	200,000	166,556	366,556
2025	200,000	160,556	360,556
2026	200,000	154,556	354,556
2027	225,000	148,556	373,556
2028	225,000	141,806	366,806
2029	250,000	135,056	385,056
2030	250,000	127,244	377,244
2031	275,000	119,118	394,118
2032	275,000	109,838	384,838
2033	300,000	100,556	400,556
2034	300,000	90,056	390,056
2035	300,000	79,556	379,556
2036	300,000	69,056	369,056
2037	325,000	58,182	383,182
2038	350,000	46,400	396,400
2039	930,000	33,712	963,712
	<u>\$ 5,905,000</u>	<u>\$ 2,663,584</u>	<u>\$ 8,568,584</u>

See accompanying auditors' report.

*Harris County Municipal Utility District No. 433
 TSI-5. Long-Term Debt Service Requirements
 Series 2015A Road--by Years
 August 31, 2018*

Due During Fiscal Years Ending	Principal Due September 1	Interest Due March 1, September 1	Total
2019	\$ 300,000	\$ 372,638	\$ 672,638
2020	325,000	360,638	685,638
2021	350,000	347,638	697,638
2022	350,000	333,638	683,638
2023	375,000	319,638	694,638
2024	400,000	304,638	704,638
2025	400,000	292,638	692,638
2026	425,000	280,638	705,638
2027	425,000	267,888	692,888
2028	450,000	254,606	704,606
2029	475,000	239,418	714,418
2030	475,000	222,794	697,794
2031	500,000	205,576	705,576
2032	525,000	187,450	712,450
2033	550,000	167,762	717,762
2034	575,000	149,200	724,200
2035	600,000	126,200	726,200
2036	625,000	102,200	727,200
2037	630,000	77,200	707,200
2038	650,000	52,000	702,000
2039	650,000	26,000	676,000
	<u>\$ 10,055,000</u>	<u>\$ 4,690,398</u>	<u>\$ 14,745,398</u>

See accompanying auditors' report.

*Harris County Municipal Utility District No. 433
 TSI-5. Long-Term Debt Service Requirements
 Series 2016 --by Years
 August 31, 2018*

Due During Fiscal Years Ending	Principal Due September 1	Interest Due March 1, September 1	Total
2019	\$ 120,000	\$ 129,000	\$ 249,000
2020	125,000	126,600	251,600
2021	130,000	124,100	254,100
2022	135,000	121,176	256,176
2023	145,000	118,138	263,138
2024	150,000	114,512	264,512
2025	155,000	110,576	265,576
2026	160,000	106,506	266,506
2027	165,000	101,706	266,706
2028	175,000	96,756	271,756
2029	180,000	91,506	271,506
2030	190,000	86,106	276,106
2031	195,000	80,168	275,168
2032	205,000	74,076	279,076
2033	210,000	67,668	277,668
2034	220,000	60,844	280,844
2035	230,000	53,418	283,418
2036	240,000	45,656	285,656
2037	245,000	37,256	282,256
2038	255,000	28,682	283,682
2039	265,000	19,756	284,756
2040	280,000	10,150	290,150
	<u>\$ 4,175,000</u>	<u>\$ 1,804,356</u>	<u>\$ 5,979,356</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 433
TSI-5. Long-Term Debt Service Requirements
Series 2017 --by Years
August 31, 2018

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2019	\$ 100,000	\$ 356,131	\$ 456,131
2020	100,000	351,131	451,131
2021	300,000	346,131	646,131
2022	315,000	331,131	646,131
2023	325,000	321,681	646,681
2024	340,000	311,931	651,931
2025	350,000	301,731	651,731
2026	365,000	291,231	656,231
2027	375,000	280,281	655,281
2028	375,000	269,031	644,031
2029	375,000	257,313	632,313
2030	400,000	245,125	645,125
2031	425,000	232,125	657,125
2032	425,000	217,250	642,250
2033	425,000	202,375	627,375
2034	425,000	187,500	612,500
2035	425,000	171,563	596,563
2036	450,000	155,626	605,626
2037	500,000	138,750	638,750
2038	525,000	120,000	645,000
2039	600,000	99,000	699,000
2040	800,000	75,000	875,000
2041	1,075,000	43,000	1,118,000
	<u>\$ 9,795,000</u>	<u>\$ 5,305,037</u>	<u>\$ 15,100,037</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 433
TSI-5. Long-Term Debt Service Requirements
Series 2017A --by Years
August 31, 2018

Due During Fiscal Years Ending	Principal Due September 1	Interest Due March 1, September 1	Total
2019	\$ 25,000	\$ 202,031	\$ 227,031
2020	50,000	200,969	250,969
2021	50,000	198,844	248,844
2022	50,000	196,719	246,719
2023	50,000	194,594	244,594
2024	100,000	192,469	292,469
2025	100,000	189,969	289,969
2026	100,000	187,719	287,719
2027	100,000	185,469	285,469
2028	100,000	182,969	282,969
2029	100,000	180,219	280,219
2030	100,000	177,469	277,469
2031	100,000	174,469	274,469
2032	100,000	171,469	271,469
2033	100,000	168,469	268,469
2034	100,000	165,219	265,219
2035	125,000	161,969	286,969
2036	125,000	157,906	282,906
2037	125,000	153,844	278,844
2038	125,000	149,625	274,625
2039	150,000	145,250	295,250
2040	1,000,000	140,000	1,140,000
2041	1,000,000	105,000	1,105,000
2042	2,000,000	70,000	2,070,000
	<u>\$ 5,975,000</u>	<u>\$ 4,052,660</u>	<u>\$ 10,027,660</u>

See accompanying auditors' report.

Harris County Municipal Utility District No. 433
TSI-5. Long-Term Debt Service Requirements
Series 2018 --by Years
August 31, 2018

Due During Fiscal Years Ending	Principal Due September 1	Interest Due March 1, September 1	Total
2019	\$ 50,000	\$ 255,633	\$ 305,633
2020	50,000	233,469	283,469
2021	50,000	230,969	280,969
2022	75,000	228,469	303,469
2023	75,000	224,719	299,719
2024	75,000	220,969	295,969
2025	75,000	217,219	292,219
2026	75,000	214,969	289,969
2027	75,000	212,719	287,719
2028	75,000	210,469	285,469
2029	75,000	208,219	283,219
2030	100,000	205,875	305,875
2031	100,000	202,750	302,750
2032	100,000	199,500	299,500
2033	100,000	196,250	296,250
2034	100,000	192,875	292,875
2035	100,000	189,500	289,500
2036	100,000	186,125	286,125
2037	100,000	182,625	282,625
2038	125,000	179,125	304,125
2039	125,000	174,750	299,750
2040	650,000	170,375	820,375
2041	650,000	146,813	796,813
2042	900,000	123,250	1,023,250
2043	2,500,000	90,625	2,590,625
	<u>\$ 6,500,000</u>	<u>\$ 4,898,261</u>	<u>\$ 11,398,261</u>

See accompanying auditors' report.

*Harris County Municipal Utility District No. 433
 TSI-5. Long-Term Debt Service Requirements
 All Bonded Debt Series--by Years
 August 31, 2018*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2019	\$ 970,000	\$ 1,825,889	\$ 2,795,889
2020	1,025,000	1,772,888	2,797,888
2021	1,280,000	1,737,388	3,017,388
2022	1,350,000	1,689,339	3,039,339
2023	1,420,000	1,644,226	3,064,226
2024	1,540,000	1,595,975	3,135,975
2025	1,580,000	1,548,514	3,128,514
2026	1,650,000	1,501,244	3,151,244
2027	1,715,000	1,450,869	3,165,869
2028	1,775,000	1,396,937	3,171,937
2029	1,855,000	1,338,594	3,193,594
2030	1,940,000	1,275,476	3,215,476
2031	2,045,000	1,207,644	3,252,644
2032	2,105,000	1,134,458	3,239,458
2033	2,185,000	1,057,768	3,242,768
2034	2,270,000	979,132	3,249,132
2035	2,380,000	891,581	3,271,581
2036	2,465,000	799,694	3,264,694
2037	2,550,000	703,638	3,253,638
2038	2,680,000	604,270	3,284,270
2039	2,720,000	498,468	3,218,468
2040	2,730,000	395,525	3,125,525
2041	2,725,000	294,813	3,019,813
2042	2,900,000	193,250	3,093,250
2043	2,500,000	90,625	2,590,625
	<u>\$ 50,355,000</u>	<u>\$ 27,628,205</u>	<u>\$ 77,983,205</u>

See accompanying auditors' report.

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Harris County Municipal Utility District No. 433
TSI-6. Change in Long-Term Bonded Debt
August 31, 2018

	Bond Issue			
	Series 2014	Series 2015	Series 2015A Road	Series 2016
Interest rate	2.50% - 4.375%	3.0% - 4.0%	3.0% - 4.0%	2.0% - 3.625%
Dates interest payable	3/1; 9/1	3/1; 9/1	3/1; 9/1	3/1; 9/1
Maturity dates	9/1/14 - 9/1/38	9/1/15 - 9/1/39	9/1/15 - 9/1/39	9/1/16 - 9/1/40
Beginning bonds outstanding	\$ 8,100,000	\$ 6,105,000	\$ 10,080,000	\$ 4,295,000
Bonds issued				
Bonds retired	(150,000)	(200,000)	(25,000)	(120,000)
Ending bonds outstanding	<u>\$ 7,950,000</u>	<u>\$ 5,905,000</u>	<u>\$ 10,055,000</u>	<u>\$ 4,175,000</u>
Interest paid during fiscal year	<u>\$ 317,650</u>	<u>\$ 204,556</u>	<u>\$ 373,638</u>	<u>\$ 131,400</u>
Paying agent's name and city				
Series 2014, 2015 and 2015A	<u>Bank of Texas, N.A., Austin, Texas</u>			
Series 2016, 2017 and 2017A	<u>BOKF, NA, Austin, Texas</u>			
Series 2018	<u>BOKF, NA, Dallas, Texas</u>			
Bond Authority:	Water, Sewer and Drainage Bonds	Parks and Recreational Facilities	Road Bonds	
Amount Authorized by Voters	\$ 200,000,000	\$ 20,000,000	\$ 15,000,000	
Amount Issued	(42,275,000)		(10,155,000)	
Remaining To Be Issued	<u>\$ 157,725,000</u>	<u>\$ 20,000,000</u>	<u>\$ 4,845,000</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 August 31, 2018: \$ 1,515,134

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 3,119,328

See accompanying auditors' report.

Bond Issue

Series 2017	Series 2017A	Series 2018	Totals
3.0% - 5.0%	2.25% - 4.25%	3.0% - 5.0%	
3/1; 9/1	3/1; 9/1	3/1; 9/1	
9/1/17 -	9/1/18 -	9/1/19 -	
9/1/41	9/1/42	9/1/43	
\$ 9,895,000	\$ -	\$ -	\$ 38,475,000
	6,000,000	6,500,000	12,500,000
(100,000)	(25,000)		(620,000)
<u>\$ 9,795,000</u>	<u>\$ 5,975,000</u>	<u>\$ 6,500,000</u>	<u>\$ 50,355,000</u>
<u>\$ 361,131</u>	<u>\$ 169,245</u>	<u>\$ -</u>	<u>\$ 1,557,620</u>

Harris County Municipal Utility District No. 433

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

	Amounts				
	2018	2017	2016	2015	2014
Revenues					
Water service	\$ 643,295	\$ 607,162	\$ 449,260	\$ 325,569	\$ 232,213
Sewer service	486,485	423,302	341,586	257,377	144,154
Property taxes	2,758,843	2,870,579	2,071,377	1,101,573	363,641
Penalties and interest	16,709	15,832	14,471	14,119	18,905
Tap connection and inspection	144,690	443,960	411,570	379,745	510,300
Surface water	914,623	835,887	540,637	321,625	239,265
Miscellaneous	20,939	22,679	19,537	25,899	15,110
Investment earnings	70,963	17,969	4,565	1,005	207
Total Revenues	5,056,547	5,237,370	3,853,003	2,426,912	1,523,795
Expenditures					
Current service operations					
Joint water plant	999,950	891,820	720,783	427,855	300,105
Professional fees	116,642	167,054	151,542	196,318	145,898
Contracted services	614,064	672,615	593,396	526,924	506,842
Repairs and maintenance	1,201,950	978,397	662,884	280,311	297,404
Utilities	145,787	55,314	42,873	19,796	13,808
Administrative	66,971	63,659	55,096	44,763	42,333
Other	10,590	7,083	4,936	4,901	6,764
Capital outlay	101,901	116,903		122,464	23,100
Debt service					
Developer interest	1,430				
Total Expenditures	3,259,285	2,952,845	2,231,510	1,623,332	1,336,254
Revenues Over Expenditures	\$ 1,797,262	\$ 2,284,525	\$ 1,621,493	\$ 803,580	\$ 187,541
Total Active Retail Water Connections	1,384	1,273	1,047	876	601
Total Active Retail Wastewater Connections	1,330	1,221	996	836	568

*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues

2018	2017	2016	2015	2014
13%	12%	12%	13%	15%
10%	8%	9%	11%	9%
55%	56%	53%	45%	24%
*	*	*	1%	1%
3%	8%	11%	16%	33%
18%	16%	14%	13%	17%
*	*	1%	1%	1%
1%	*	*	*	*
100%	100%	100%	100%	100%
20%	17%	19%	18%	20%
2%	3%	4%	8%	10%
12%	13%	15%	22%	33%
24%	19%	17%	12%	20%
3%	1%	1%	1%	1%
1%	1%	1%	2%	3%
*	*	*	*	*
2%	2%		5%	2%
*				
64%	56%	57%	68%	89%
36%	44%	43%	32%	11%

Harris County Municipal Utility District No. 433

TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund

For the Last Five Fiscal Years

	Amounts				
	2018	2017	2016	2015	2014
Revenues					
Property taxes	\$ 2,362,095	\$ 1,457,076	\$ 1,013,102	\$ 270,562	\$ -
Penalties and interest	11,972	19,802	10,689	5,529	
Accrued interest on bonds sold	8,537	10,170	4,567	21,931	26,595
Miscellaneous	25				
Investment earnings	30,799	11,657	4,688	573	77
Total Revenues	<u>2,413,428</u>	<u>1,498,705</u>	<u>1,033,046</u>	<u>298,595</u>	<u>26,672</u>
Expenditures					
Tax collection services	64,845	56,923	36,376	20,464	
Debt service					
Principal	620,000	565,000	490,000	300,000	100,000
Interest and fees	1,560,370	1,287,381	1,011,552	534,338	137,563
Total Expenditures	<u>2,245,215</u>	<u>1,909,304</u>	<u>1,537,928</u>	<u>854,802</u>	<u>237,563</u>
Revenues Over/(Under) Expenditures	<u>\$ 168,213</u>	<u>\$ (410,599)</u>	<u>\$ (504,882)</u>	<u>\$ (556,207)</u>	<u>\$ (210,891)</u>

*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues

2018	2017	2016	2015	2014
98%	97%	99%	91%	
*	1%	1%	2%	
*	1%	*	7%	100%
*				
2%	1%	*	*	*
100%	100%	100%	100%	100%
3%	4%	4%	7%	
26%	38%	47%	100%	375%
65%	86%	98%	179%	516%
94%	128%	149%	286%	891%
6%	(28%)	(49%)	(186%)	(791%)

Harris County Municipal Utility District No. 433
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended August 31, 2018

Complete District Mailing Address: 1301 McKinney, Suite 5100, Houston, TX 77010
District Business Telephone Number: (713) 651-3613
Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): May 9, 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				
Walter Doyle	05/16 - 05/20	\$ 3,300	\$ 2,469	President
Scott Forbes	05/16 - 05/20	2,100	2,284	Vice President
Louis Evans	04/17 - 05/22	1,350		Assistant Secretary
Jordan Williams	05/17 - 05/22	2,550	1,633	Secretary
Taylor Cavnar	05/14 - 05/22	1,500	265	Treasurer
Amounts Paid				
Consultants				
Norton Rose Fulbright, LLP	02/15	\$ 308,221		Attorney
Inframark, LLC	02/06	842,537		Operator
Avanta Services	02/06	39,872		Bookkeeper
Tax Tech, Inc.	02/08	21,024		Tax Collector
Harris County Appraisal District	Legislation	38,183		Property Valuation
Brown & Gay Engineers, Inc.	02/06	163,343		Engineer
McGrath & Co., PLLC	07/16	29,500		Auditor
Public Finance Group, LLC	02/06	359,225		Financial Advisor
Perdue, Brandon, Fielder, Collins & Mott, LLP	03/14	2,381		Delinquent Tax Attorney

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

APPENDIX B
FORM OF BOND COUNSEL OPINION

[DATE]

Norton Rose Fulbright US LLP
1301 McKinney, Suite 5100
Houston, Texas 77010-3095
United States

Tel +1 713 651 5151
Fax +1 713 651 5246
nortonrosefulbright.com

We have acted as bond counsel in connection with the issuance by Harris County Municipal Utility District No. 433 (the “*Issuer*”) of its Unlimited Tax Bonds, Series 2019 (the “*Bonds*”) in the aggregate principal amount of \$5,000,000.

In rendering the opinions herein we have examined and relied upon an executed Bond; original or certified copies of the proceedings had in connection with issuance of the Bonds, including the Order of the governing body of the Issuer which authorizes issuance of the Bonds (the “*Order*”); certificates of officers of the Issuer related to the expected use and investment of proceeds of the sale of the Bonds and certain other funds of the Issuer, which are within its sole knowledge and control; and such other material and such matters of law as we deem relevant to the matters discussed below. In such examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies, and the accuracy of the statements contained in such certificates.

Based upon such examination, we are of the opinion, that, under applicable law of the United States of America and the State of Texas in force and effect on the date hereof:

1. The Bonds are valid and legally binding obligations of the Issuer payable from the sources, and enforceable in accordance with the terms and conditions, described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors’ rights or the exercise of judicial discretion in accordance with general principles of equity.

2. The Bonds are payable from and equally and ratably secured solely by a lien on and pledge of ad valorem taxes levied, without legal limit as to rate or amount, upon all taxable property within the Issuer.

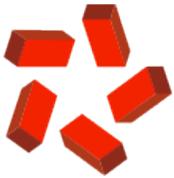
3. Pursuant to the Internal Revenue Code of 1986, as amended and in force on the date hereof (the “*Code*”), and existing regulations, published rulings, and court decisions thereunder, assuming continuing compliance with the provisions of the Order relating to sections 141 through 150 of the Code, interest on the Bonds is excludable from the gross income, as defined in section 61 of the Code, of the owners thereof for federal income tax purposes pursuant to section 103 of the Code, and such interest will not be included for federal income tax purposes in computing the alternative minimum taxable income of the owners thereof.

We express no other opinion with respect to any other federal, state, or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on,

or the acquisition or disposition of, the Bonds. Ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, "S" corporations with "subchapter C" earnings and profits, certain foreign corporations doing business in the United States, individual recipients of Social Security or Railroad Retirement benefits, taxpayers otherwise qualifying for the earned income tax credit, owners of an interest in a financial asset securitization investment trust, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

Our opinions are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any change in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service or any court; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

APPENDIX C
SPECIMEN MUNICIPAL BOND INSURANCE POLICY



BAM

**MUNICIPAL BOND
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

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

Effective Date: _____

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

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

SPECIAL MEMBER

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

1 World Financial Center, 27th floor

200 Liberty Street

New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN