

**NORTH FORT BEND  
WATER AUTHORITY**

**FORT BEND COUNTY, TEXAS**

**FINANCIAL STATEMENTS**

**December 31, 2019**



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**NORTH FORT BEND WATER AUTHORITY  
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# McGRATH & CO., PLLC

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

## Independent Auditors' Report

Board of Directors  
North Fort Bend Water Authority  
Fort Bend County, Texas

We have audited the accompanying financial statements of the business type activities of North Fort Bend Water Authority (the "Authority"), as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion 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 opinion.

Board of Directors  
North Fort Bend Water Authority  
Fort Bend County, Texas

## **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the business type activities of North Fort Bend Water Authority, as of December 31, 2019, and the respective changes in financial position and cash flows 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 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.

*W. G. Gatt & Co, P.C.*

Houston, Texas  
May 6, 2020

## **Management's Discussion and Analysis**

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***North Fort Bend Water Authority  
Management's Discussion and Analysis  
December 31, 2019***

**Using this Annual Report**

Within this section of the financial report of the North Fort Bend Water Authority (the "Authority"), the Authority's management provides narrative discussion and analysis of the financial activities of the Authority for the fiscal year ended December 31, 2019. This analysis should be read in conjunction with the basic financial statements that follow this section.

**Overview of the Financial Statements**

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements, which are comprised of the following:

The *Statement of Net Position* presents information on all of the Authority's assets, deferred outflows of resources, liabilities, deferred inflows of resources and net position. Over time, increases or decreases in net position may serve as a useful indicator of changes in the financial position of the Authority.

The *Statement of Revenues, Expenses and Changes in Net Position* presents information showing how the Authority's net position changed during the year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods (e.g., accounts receivable).

The *Statement of Cash Flows* presents information on the Authority's cash inflows and outflows during the year. Cash flows are categorized as operating activities, capital and related financing activities and investing activities. This statement includes a reconciliation of cash provided by the Authority's operating activities to operating income as reported on the *Statement of Revenues, Expenses and Changes in Net Position*.

The *Notes to the Financial Statements* provide additional information that is essential to a full understanding of the data provided in the financial statements.

**Financial Analysis of the Authority**

Net position is the residual of assets, plus deferred outflows of resources, less liabilities, less deferred inflows of resources. Accounting standards establish the following three components of net position:

- The net investment in capital assets component represents the Authority'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. This component includes non-spendable assets, such as unamortized prepaid bond insurance.

**North Fort Bend Water Authority**  
**Management's Discussion and Analysis**  
**December 31, 2019**

The Authority's net position at December 31, 2019, was \$80,517,743. A comparative summary of the Authority's overall financial position, as of December 31, 2019, and December 31, 2018, is summarized as follows, based on information contained in the *Statement of Net Position*:

	2019	2018
Current and other assets	\$ 651,071,225	\$ 371,603,992
Capital assets	364,507,215	283,312,174
Total assets	<u>1,015,578,440</u>	<u>654,916,166</u>
Current liabilities	21,493,996	44,888,883
Long term liabilities	916,164,419	546,676,640
Total liabilities	<u>937,658,415</u>	<u>591,565,523</u>
Net Position		
Net investment in capital assets	(39,926,247)	(25,904,529)
Restricted	72,912,831	54,922,404
Unrestricted	47,531,159	34,332,768
Total net position	<u>\$ 80,517,743</u>	<u>\$ 63,350,643</u>

The Authority's net operating income for the period ended December 31, 2019, was \$37,450,066 with net non-operating expense of \$20,282,966, resulting in an increase in net position of \$17,167,100. Non-operating revenues consist of interest income from the Authority's investments and Build America Bond rebates. Non-operating expenses consist of interest on long term debt, debt issuance costs and construction-related administrative costs.

A comparative summary of the Authority's operations for the period ended December 31, 2019, and December 31, 2018, is summarized as follows, based on information in the *Statement of Revenues, Expenses and Changes in Net Position*:

	2019	2018
Operating revenues	\$ 52,300,677	\$ 44,781,008
Operating expenses	(14,850,611)	(14,063,508)
Net operating income	37,450,066	30,717,500
Net non-operating expense	(20,282,966)	(16,541,680)
Change in net position	17,167,100	14,175,820
Net position, beginning of year	63,350,643	49,174,823
Net position, end of year	<u>\$ 80,517,743</u>	<u>\$ 63,350,643</u>

**North Fort Bend Water Authority**  
**Management's Discussion and Analysis**  
**December 31, 2019**

**Capital Assets**

Capital assets held by the Authority at the end of the current year and previous year are summarized as follows:

	2019	2018
Capital assets not being depreciated		
Land and right of way acquisition	\$ 13,547,273	\$ 11,097,116
Land and right of way acquisition - joint facilities	76,651,531	32,669,224
Construction in progress	4,185,542	8,412,545
Sub-total capital assets not being depreciated	94,384,346	52,178,885
Capital assets being depreciated or amortized, net		
Water distribution system	98,036,830	94,403,764
Joint facilities	32,491,757	33,179,456
Capital Contributions - City of Houston	139,594,282	103,550,069
Sub-total capital assets being depreciated or amortized, net	270,122,869	231,133,289
Total capital assets, net	\$ 364,507,215	\$ 283,312,174

During the current year, significant capital additions consisted of:

- Land and right-of-way acquisition costs
- Capital contributions to the City of Houston's Northeast Water Purification Plant
- Capital contributions to the City of Houston's Northeast Transmission Line
- Capital contributions to the City of Houston's Luce Bayou Interbasin Transfer Project

The Authority's construction in progress is for the construction of Fort Bend County MUD 146, Fort Bend County MUD 30 and Grand Lakes Re-Use projects and various system wide projects.

**Debt Administration**

In July 2015, the Texas Water Development Board ("TWDB") made a commitment to provide the Authority with \$555,845,000 in financial assistance from the State Water Implementation Revenue Fund. The TWDB agreed to purchase water system junior lien revenue bonds from the Authority each year from 2015 through 2022. In July 2018, the TWDB made a commitment of an additional \$339,480,000 to provide additional financial assistance from the State Water Implementation Revenue Fund. The TWDB agreed to purchase water system revenue bonds from the Authority each year from 2018 through 2024.

The combined proceeds of these bonds are to be used for the Northeast Water Purification Plant Expansion in the amount of \$363,815,000; Surface Water Supply Project in the amount of \$458,535,000 and the Internal Distribution Expansion Project in the amount of \$72,975,000. As of December 31, 2019, the Authority has sold \$609,150,000 in bonds to TWDB, of which \$300,720,000 was sold during the current fiscal year.

**North Fort Bend Water Authority**  
**Management's Discussion and Analysis**  
**December 31, 2019**

The Authority has established a short-term note purchase program to address timing differences between the Authority's obligations to the City of Houston (see Note 13), financing approved by the TWDB, and planned open market bond financing. This program permits the Authority to enter into note purchase agreements secured by liens on future bond proceeds or other available funds in an aggregate amount not to exceed \$150,000,000. The notes are issued in increments of \$100,000 with maturity dates of less than 364 days. Interest rates are calculated as 70% of LIBOR plus an additional percentage based on the Authority's underlying credit rating. In 2017, the Authority executed a \$50,000,000 Note Purchase Agreement with JPMorgan Chase Bank and issued \$30,000,000 in revenue notes. As of December 31, 2019, the remaining balance of the revenue note was \$1,000,000. See Note 6 for additional information.

Total long-term obligations as of December 31, 2019 and 2018, are as follows:

	2019	2018
Revenue Bonds		
Water System Revenue Bonds, Series 2009	\$ 5,015,000	\$ 113,380,000
Water System Revenue Bonds, Series 2010A	30,605,000	32,855,000
Water System Revenue Bonds, Series 2010B	18,785,000	18,785,000
Water System Revenue Bonds, Series 2011	69,215,000	71,865,000
Water System Junior Lien Revenue Bonds, Series 2015	7,140,000	7,530,000
Water System Junior Lien Revenue Bonds, Series 2016A	8,740,000	9,080,000
Water System Junior Lien Revenue Bonds, Series 2016B	10,450,000	10,740,000
Water System Junior Lien Revenue Bonds, Series 2017	87,360,000	87,360,000
Water System Junior Lien Revenue Bonds, Series 2018A	2,070,000	2,070,000
Water System Junior Lien Revenue Bonds, Series 2018B	121,040,000	121,040,000
Water System Revenue Bonds, Series 2018C	68,845,000	68,845,000
Water System Revenue and Refunding Bonds, Series 2019A	168,625,000	
Water System Junior Lien Revenue Bonds, Series 2019B	244,110,000	
Water System Revenue Bonds, Series 2019C	56,610,000	
Unamortized discount/premium	20,046,156	(325,108)
Subtotal Revenue Bonds	<u>918,656,156</u>	<u>543,224,892</u>
Share of Water Infrastructure Fund Bonds, Series 2012	<u>11,929,930</u>	<u>12,866,095</u>
Capital Contributions	<u>2,246,818</u>	<u>2,330,279</u>
Total long term obligations	<u>\$ 932,832,904</u>	<u>\$ 558,421,266</u>

The Water Infrastructure Fund Bonds, Series 2012 in the preceding table are for the Authority's pro-rata share of annual debt service on bonds issued by West Harris County Regional Water Authority pursuant to an agreement to jointly design, construct, finance, operate and maintain certain facilities (see Note 14).

The Authority's parity revenue bonds (Series 2009, Series 2010A, Series 2010B, Series 2011, and Series 2019A) carry an underlying rating of "AA-" from Standard & Poor's. The bonds also carry an insured rating of "AA+" based on insurance issued by Assured Guaranty Municipal Corporation. Bonds sold to TWDB are unrated.

*North Fort Bend Water Authority  
Management's Discussion and Analysis  
December 31, 2019*

**Request for Information**

This financial report is designed to provide a general overview of the Authority's finances. Questions concerning any information provided in this report or requests for additional information should be addressed to North Fort Bend Water Authority, c/o Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

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## **Basic Financial Statements**

*North Fort Bend Water Authority*  
*Statement of Net Position*  
*December 31, 2019*

**Assets**

**Current assets**

Cash	\$ 4,440,959
Investments	32,871,571
Accounts receivable	5,244,764
Other receivables	2,170,664
Accrued interest receivable	223,224
Prepaid expenses	3,070
Operating reserve - joint facilities	8,585

**Total current assets** 44,962,837

**Noncurrent assets**

Restricted cash	373,964,800
Restricted investments	210,945,799
Water conservation credits	1,133,660
Unamortized prepaid bond insurance	1,221,844
Joint facilities - future capital costs (Note 14)	18,842,285
Capital assets	
Land, easements and rights-of- way	90,198,804
Construction in progress	4,185,542
Capital assets, net	270,122,869

**Total noncurrent assets** 970,615,603

**Total assets** 1,015,578,440

**Deferred Outflows of Resources**

Deferred difference on refunding	<u>2,597,718</u>
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**Liabilities**

**Current liabilities**

Accounts payable	1,405,372
Accounts payable from restricted assets	544,689
Retainage payable from restricted assets	169,647
Accrued interest payable	1,705,803
Revenue notes payable	1,000,000
Capital contributions, due within one year	87,830
Joint facilities WIF bonds share obligation, due within one year	940,655
Bonds payable, due within one year	15,640,000

**Total current liabilities** 21,493,996

**Noncurrent liabilities**

Capital contributions, due in more than one year	2,158,988
Joint facilities WIF bonds share obligation, due in more than one year	10,989,275
Bonds payable, due in more than one year	903,016,156

Total noncurrent liabilities 916,164,419

**Total liabilities** 937,658,415

**Net position**

Net investment in capital assets	(39,926,247)
Restricted for debt service	70,076,785
Restricted for water conservation credits	1,133,660
Restricted for operations and maintenance reserve per bond resolutions	1,702,386
Unrestricted	47,531,159

**Total net position** \$ 80,517,743

See Notes to Financial Statements.

*North Fort Bend Water Authority*  
*Statement of Revenues, Expenses and Changes in Net Position*  
*For the Year Ended December 31, 2019*

<b>Operating revenues</b>	
Pumpage fees	\$ 28,980,092
Surface water	22,900,156
Other	420,429
<b>Total operating revenues</b>	<u>52,300,677</u>
<b>Operating expenses</b>	
Professional fees	2,163,219
Contracted services	647,742
Operations and maintenance	1,752,277
Purchased water	2,611,486
Water conservation program	893,018
Depreciation and amortization	5,949,126
Other	833,743
<b>Total operating expenses</b>	<u>14,850,611</u>
<b>Net operating income</b>	<u>37,450,066</u>
<b>Non-operating revenues (expenses)</b>	
Interest income	6,970,867
Build America Bonds rebate	371,731
Debt issuance costs	(3,346,260)
Professional fees	(543,436)
Interest expense	(23,692,799)
Other	(43,069)
<b>Net non-operating expense</b>	<u>(20,282,966)</u>
<b>Change in net position</b>	17,167,100
<b>Beginning net position</b>	<u>63,350,643</u>
<b>Ending net position</b>	<u>\$ 80,517,743</u>

See Notes to Financial Statements.

**North Fort Bend Water Authority**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2019**

**Cash flows from operating activities**

Receipts from participants	\$ 49,500,479
Payments to contractors and vendors	(8,570,953)
Net cash provided by operating activities	<u>40,929,526</u>

**Cash flows from capital and related financing activities**

Paid for acquisition and construction of capital assets	(85,364,943)
Payment of interest on bonds	(23,515,629)
Payment of bond principal	(10,725,000)
Payment of WIF bond share obligation	(1,092,842)
Build America Bonds interest rebate	371,731
Net bond proceeds	383,921,982
Payments to contractors and vendors	(586,505)
Payment to debt holders (other than bonds)	(29,000,000)
Debt issuance costs	(3,346,260)
Net cash provided by capital and related financing activities	<u>230,662,534</u>

**Cash flows from investing activities**

Interest received	6,710,814
Purchases of investment securities	(104,886,178)
Receipts from investment maturities	19,405,149
Net cash used by investing activities	<u>(78,770,215)</u>

Net increase in cash and cash equivalents 192,821,845

<b>Cash and cash equivalents - beginning of year</b>	<u>324,360,973</u>
<b>Cash and cash equivalents - end of year</b>	<u><u>\$ 517,182,818</u></u>

**Reconciliation of operating income to net cash provided by operating activities:**

Operating income	\$ 37,450,066
Adjustments to reconcile operating income to net cash used by operating activities:	
Depreciation and amortization expense	5,949,126
Non-cash revenue from capital contribution credits	(200,277)
Change in assets and liabilities:	
Increase in accounts receivable	(2,599,921)
Decrease in prepaid expense	1,225
Increase in accounts payable	329,307
Total adjustments	<u>3,479,460</u>
<b>Net cash provided by operating activities</b>	<u><u>\$ 40,929,526</u></u>

**Cash and cash equivalents per Statement of Net Position:**

Cash	\$ 4,440,959
Cash Equivalents Reported as Investments	32,871,571
Restricted Cash	373,964,800
Cash Equivalents Reported as Restricted Investments	105,905,488
	<u><u>\$ 517,182,818</u></u>

**Noncash capital and related financing activities**

The Authority issued refunding bonds. Payment of \$105,820,191 was remitted to the bond escrow account directly from bond proceeds and related premium.

See Notes to Financial Statements.

## **Note 1 – Summary of Significant Accounting Policies**

The North Fort Bend Water Authority (the “Authority”) was created in 2005 under Article 16, Section 59 of the Texas Constitution by Senate Bill 1798, as passed by the Texas Legislature and as amended and codified in Chapter 8813, Texas Special District Laws Code (the “Act”). The Authority began operations in September 2005. The Act empowers the Authority to provide for the conservation, preservation, protection, recharge and prevention of waste of groundwater and for the reduction of groundwater withdrawals.

The Authority charges a fee based on the amount of water pumped from a well or surface water delivered to the owner of wells located in the Authority’s boundaries, unless exempted. The Authority also charges a fee for importation of water into the Authority’s boundaries. The fees established by the Board of Directors should be sufficient to: (1) achieve water conservation, prevent waste of water, serve as a disincentive to pumping groundwater and make available alternative water supplies; and (2) enable the Authority to meet operation and maintenance expenses and pay the principal and interest on any debt issued by the Authority.

The Authority has contracted with various consultants to provide services to operate and administer the affairs of the Authority. The Authority has no employees, related payroll or pension costs.

The accounting policies of the Authority conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (GASB). The following is a summary of the most significant policies:

### **Reporting Entity**

The Authority is a political subdivision of the State of Texas governed by a seven-member Board of Directors. As required by generally accepted accounting principles, these financial statements have been prepared based on considerations regarding the potential for inclusion of other entities, organizations or functions as part of the Authority’s financial reporting entity. No other entities, organizations or functions have been included in the Authority’s financial reporting entity. Additionally, as the Authority is considered a primary government for financial reporting purposes, its activities are not considered a part of any other governmental or other type of reporting entity.

Considerations regarding the potential for inclusion of other entities, organizations or functions in the Authority’s financial reporting entity are based on criteria prescribed by generally accepted accounting principles. These same criteria are evaluated in considering whether the Authority is a part of any other governmental or other type of reporting entity. The overriding elements considered in determining that the Authority’s financial reporting entity status is that of a primary government are: that it has a separate governing body; it is legally separate; and it is fiscally independent of other state and local governments. Additional criteria include (1) considerations pertaining to organizations for which the primary government is financially accountable and (2) considerations pertaining to other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity’s financial statements to be misleading or incomplete.

## **Note 1 – Summary of Significant Accounting Policies (continued)**

### **Basic Financial Statements**

The basic financial statements include the *Statement of Net Position, Statement of Revenues, Expenses and Changes in Net Position, Statement of Cash Flows* and *Notes to Financial Statements*. These statements focus on the sustainability of the Authority as an entity and the change in aggregate financial position resulting from these activities for the fiscal year.

### **Measurement Focus and Basis of Accounting**

The Authority follows proprietary fund accounting and reporting requirements, which utilize the economic resources measurement focus and the accrual basis of accounting. Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The Authority's principal operating revenues are charges to participants for pumpage fees and water supply. Operating expenses include the cost of services and administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Net position is classified, when applicable, into the following three components:

- Net investment in capital assets – this component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation/amortization and reduced by the outstanding balances of any bonds, notes or other borrowings.
- Restricted – resources that can be spent only for specific purposes because constraints on the use of these resources are either externally imposed by creditors (such as through debt covenants), grantors, contributors or laws or regulations of other governments or imposed through enabling legislation.
- Unrestricted – amounts that do not meet the definition of the previous two categories. Included in the Authority's unrestricted net assets of \$47,531,159 is \$36,414,830 which the Authority has deposited into separate bank/investment accounts and has designated as the improvement fund.

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

### **Cash and Cash Equivalents**

For the purposes of the *Statement of Cash Flows*, the Authority considers investments in investment pools and certificates of deposit to be cash equivalents.

**Note 1 – Summary of Significant Accounting Policies (continued)**

**Receivables**

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

**Capital Assets**

The Authority defines capital assets as assets with an initial cost of \$5,000 or more and an estimated useful life in excess of one year. Capital assets are recorded at historical cost or estimated historical cost. Donated capital assets are recorded at acquisition value, which is the price that would be paid to acquire the asset on the acquisition date. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets lives are not capitalized.

Capital assets, except for land, easements, rights-of-way and construction in progress, are depreciated using the straight-line method as follows:

Assets	Useful Life
Water distribution system	45 years
Joint facilities	20 - 45 years
Capital contributions	80 years (max)

**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 and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

**Implementation of New Accounting Standard**

During the current fiscal year, the Authority implemented GASB Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*, which provides guidance on which liabilities should be classified as debt and establishes additional disclosure requirements to improve the usefulness of disclosures related to debt for financial statement users. This statement has minimal impact on the Authority, requiring that information related to direct placements of debt be reported separately from other debt.

*North Fort Bend Water Authority*  
*Notes to Financial Statements*  
*December 31, 2019*

**Note 2 – Deposits and Investments**

**Deposit Custodial Credit Risk**

Custodial credit risk as it applies to deposits (i.e. cash and certificates of deposit) is the risk that, in the event of the failure of the depository institution, a government will not be able to recover its deposits or will not be able to recover collateral securities. The *Public Funds Collateral Act* (Chapter 2257, Texas Government Code) requires that all of the Authority'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 Authority's written investment policy establishes additional requirements for collateralization of deposits. As of December 31, 2019, all of the Authority's deposits are insured or fully collateralized.

**Restricted Cash and Investments**

At December 31, 2019, restricted cash was comprised of the following:

Capital improvements	\$ 16,935,763
City of Houston capital contributions and Surface Water Supply Project (TWDB escrow)	357,029,037
	<u>\$ 373,964,800</u>

Restricted investments were comprised of the following:

Debt service	\$ 71,735,426
Capital improvements	137,507,987
Operations and maintenance reserve (per bond resolutions)	1,702,386
	<u>\$ 210,945,799</u>

## **Note 2 – Deposits and Investments (continued)**

### **Investments**

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

### **Investment Risks**

Investment credit risk is the risk that the investor may not recover the value of an investment from the issuer. Credit risk is measured by credit quality ratings as described by nationally recognized rating agencies. Investments in obligations of the United States government or obligations explicitly guaranteed by the United States government are not subject to credit risk disclosures.

Concentration of credit risk is measured by the percentage of investments held for each type of issuer. Investments in mutual funds and local government investment pools are not subject to concentration of credit risk due to the diversification of the underlying pool or fund. Since obligations of the United States government are not subject to credit risk, they are also not subject to concentration of credit risk.

Interest rate risk is the risk that the value of an investment will be adversely affected by changes in interest rates. Interest rate risk is measured by the time to maturity for the investment, since investments with further maturity dates are subject to greater fluctuations in value.

The Authority's investment policies do not address credit risk, concentration of credit risk, and interest rate risk beyond the rating and maturity restrictions established by state statutes.

**North Fort Bend Water Authority**  
**Notes to Financial Statements**  
**December 31, 2019**

**Note 2 – Deposits and Investments (continued)**

As of December 31, 2019, the Authority’s investments and maturities are as follows:

Type	Carrying Value	Percentage of Total	Maturities in Years	
			Less than 1	1-5
TexPool				
Unrestricted - Improvement fund	\$ 25,545,420		\$ -	\$ -
Restricted - Construction	6,757,022			
	<u>32,302,442</u>	13%	32,302,442	
TexSTAR				
Unrestricted	2,981			
Restricted - Operations and maintenance	1,702,386			
Restricted - Debt service	44,805,212			
Restricted - Construction	48,848,477			
	<u>95,359,056</u>	39%	95,359,056	
Certificates of Deposit				
Restricted - Debt service	3,792,391			
Unrestricted - Improvement Fund	7,323,170			
	<u>11,115,561</u>	5%	11,115,561	
Federal National Mortgage Association Bonds				
Restricted - Debt Service	<u>2,005,715</u>	1%	2,005,715	
Treasury Notes				
Restricted - Debt service	21,132,108		16,091,093	5,041,015
Restricted - Construction	31,987,500		31,987,500	
	<u>53,119,608</u>	22%		
Federal Home Loan Bank Notes				
Restricted - Construction	<u>44,938,101</u>	18%	44,938,101	
Federal Home Loan Mortgage Corporation Notes				
Restricted - Construction	<u>4,976,887</u>	2%	4,976,887	
	<u>\$ 243,817,370</u>	100%	<u>\$ 238,776,355</u>	<u>\$ 5,041,015</u>

The Authority considers the investments in TexPool and TexSTAR to have a maturity of less than one year because the weighted average maturities of these pools are 35 days and 38 days

**North Fort Bend Water Authority**  
**Notes to Financial Statements**  
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**Note 2 – Deposits and Investments (continued)**

The credit quality ratings of the District’s investments that are subject to such ratings are as follows:

<u>Investment</u>	<u>Rating*</u>
TexPool	AAAm
TexSTAR	AAAm
Federal National Mortgage Association Bonds	AA+
Federal Home Loan Bank Notes	AA+
Federal Home Loan Mortgage Corporation Notes	AA+

\* Per Standards & Poor's Rating Services

**Investment Valuation**

The Authority’s investments in U.S. treasury and agency securities, municipal bonds and TexSTAR are reported at fair value in the *Statement of Net Position*. Governmental accounting standards establish a hierarchy of inputs used to measure fair value as follows: Level 1 inputs are based on quoted prices for identical securities in active markets, Level 2 inputs are based on significant other observable inputs, and Level 3 inputs are based on significant unobservable inputs.

Fair value measurements of the Authority’s investments as of December 31, 2019 are as follows:

- U.S. Treasury Notes: valued at \$53,119,608 based on quoted market prices (level 1 inputs).
- Federal National Mortgage Association bonds, Federal Home Loan Bank bonds and Federal Home Loan Mortgage Corporation bonds: valued at \$51,920,703 based on price, yield or spread basis evaluated throughout the day using observable market data (level 2 inputs)
- TexSTAR: valued at \$95,359,056 based on published fair value per share (level 1 inputs).

**TexPool**

The State Comptroller of Public Accounts exercises oversight responsibility over the Texas Local Government Investment Pool (TexPool). Such oversight 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 Authority’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.

**Note 2 – Deposits and Investments (continued)**

**TexSTAR**

The Texas Short Term Asset Reserve fund (TexSTAR) is managed by First Southwest, a division of Hilltop Securities, Inc., and J.P. Morgan Investment Management, Inc. First Southwest provides participant and marketing services while J.P. Morgan provides investment management services. Custodial and depository services are provided by J.P. Morgan Chase Bank N.A. or its subsidiary.

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

**Note 3 – Other Receivables**

Other receivables as of December 31, 2019 are comprised of \$2,170,664 due from the City of Houston for true-ups for purchased surface water. See Note 13 for additional information.

**Note 4 – Water Conservation Credits**

Historically, the Authority participated in the Water Wise Program sponsored by the Fort Bend Subsidence District (“FBSD”). This program is an educational program dedicated to teaching local students about the importance of water conservation. The Authority receives a Certificate of Deposit water conservation credit equal to 84,000 gallons of groundwater for each student sponsored. Redemption of the Certificate of Deposit requires the FBSD to increase the redeemer’s groundwater allocation by the amount of the water conservation credit, provided however, that the Certificates of Deposit issued beginning with the 2001-2002 school year (Series B) may only be applied to a maximum of 30 percent of the permittee’s total water demand. The Authority began purchasing water conservation credits from other municipalities in 2007. The cost paid to the FBSD to sponsor each student and the cost paid to other municipalities to purchase water conservation credits is recorded as an asset and will be expensed in the year in which the credits(s) are redeemed. As of December 31, 2019, the Authority has invested \$1,133,660 in water conservation credits. On April 26, 2018, the Authority determined that obtaining additional credits was no longer necessary for compliance with FBSD conversion requirements and amended the Water Conservation Credit Purchase and Water Wise Program Sponsorship to no longer purchase credits or sponsor students effective at the end of the 2017-2018 school year. The Authority did not purchase credits during the 2019 fiscal year.

**North Fort Bend Water Authority**  
**Notes to Financial Statements**  
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**Note 5 – Capital Assets**

A summary of capital asset activity for the year ended December 31, 2019 is as follows:

	Beginning Balance	Additions	Ending Balance
Capital assets not being depreciated			
Land and ROW acquisition	\$ 11,097,116	\$ 2,450,157	\$ 13,547,273
Land and ROW acquisition - joint facilities	32,669,224	43,982,307	76,651,531
Construction in progress	8,412,545	(4,227,003)	4,185,542
Subtotal non-depreciable capital assets	<u>52,178,885</u>	<u>42,205,461</u>	<u>94,384,346</u>
Capital assets being depreciated/amortized			
Water distribution system	106,991,515	6,147,263	113,138,778
Joint facilities	38,785,136	362,403	39,147,539
Capital Contributions - City of Houston	116,676,097	38,429,040	155,105,137
Subtotal	<u>262,452,748</u>	<u>44,938,706</u>	<u>307,391,454</u>
Less accumulated depreciation/amortization			
Water distribution system	(12,587,751)	(2,514,197)	(15,101,948)
Joint facilities	(5,605,680)	(1,050,102)	(6,655,782)
Capital Contributions - City of Houston	(13,126,028)	(2,384,827)	(15,510,855)
Subtotal	<u>(31,319,459)</u>	<u>(5,949,126)</u>	<u>(37,268,585)</u>
Subtotal depreciable capital assets, net	<u>231,133,289</u>	<u>38,989,580</u>	<u>270,122,869</u>
Total capital assets, net	<u>\$ 283,312,174</u>	<u>\$ 81,195,041</u>	<u>\$ 364,507,215</u>

Depreciation and amortization expense for the current year was \$5,949,126.

**Note 6 – Revenue Notes Payable**

On May 3, 2017, the Authority approved a resolution authorizing a short term note purchase program in order to address timing differences between the Authority’s obligations to the City of Houston (see Note 13), financing approved by the TWDB (see Note 7) and planned open market bond financing. This program permits the Authority to enter into one or more note purchase agreements, initially with JPMorgan Chase Bank, N.A. (“JPMorgan”), under which it can issue variable rate, short term notes in the aggregate amount not to exceed \$150,000,000. The notes are secured by a lien on gross revenues less operating expenses less amounts needed to pay principal and interest on existing debt and to meet annual Reserve Fund and Coverage Fund requirements. The notes will be issued in increments of \$100,000 and must be issued for less than 364 days. The interest rate on the notes is calculated as 70% of LIBOR plus an additional percentage based on the Authority’s underlying credit rating. JPMorgan’s initial commitment to participate in the note purchase program was for a two-year term, which has been extended until August 15, 2021.

**North Fort Bend Water Authority**  
**Notes to Financial Statements**  
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**Note 6 – Revenue Notes Payable (continued)**

When it enters into a note purchase agreement, the Authority will be required to pay a facility fee equal to 0.35%. Once a note is issued pursuant to a note purchase agreement, the drawn amount will be charged interest and the undrawn amount will be charged the facility fee. Interest on notes will be due monthly, while principal payments are due on maturity from bond proceeds or proceeds from a replacement note.

On June 1, 2017, and amended on June 26, 2019, the Authority entered into a \$50,000,000 Note Purchase Agreement with JPMorgan and issued Revenue Notes, Series A for \$30,000,000, due on or before August 22, 2018. The Authority has subsequently extended the note twice with notice of continuations to a maturity date of August 12, 2020. The Authority paid down \$29,000,000 of the principal on October 2, 2019 with proceeds from the Series 2019A bonds. Interest expense during the current fiscal year was \$709,670. The Authority also paid facility fees of \$96,911 on the unborrowed funds.

The following is a summary of transactions regarding revenue notes payable for the year ended December 31, 2019:

Revenue notes payable, beginning of year	\$ 30,000,000
Revenue notes repaid	<u>(29,000,000)</u>
Revenue notes payable, end of year	<u><u>\$ 1,000,000</u></u>

**Note 7 – Bonds Payable**

As previously noted, the Authority implemented GASB Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements* during the current fiscal year. This statement requires that information related to direct placement bonds be reported separately from other debt. For these purposes, the Authority considers bonds sold directly to the Texas Water Development Board to be direct placement bonds.

Bonds payable as reported on the *Statement of Net Position* is comprised of the following:

	General Bonds	Direct Placement Bonds	Total
Bonds payable	\$ 292,245,000	\$ 606,365,000	\$ 898,610,000
Unamortized discounts/premium	20,046,156		20,046,156
Total	<u>\$ 312,291,156</u>	<u>\$ 606,365,000</u>	<u>\$ 918,656,156</u>
Due within one year	\$ 10,120,000	\$ 5,520,000	\$ 15,640,000
Due after one year	302,171,156	600,845,000	903,016,156
	<u>\$ 312,291,156</u>	<u>\$ 606,365,000</u>	<u>\$ 918,656,156</u>

*North Fort Bend Water Authority*  
*Notes to Financial Statements*  
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**Note 7 – Bonds Payable (continued)**

The Authority's bonds payable at December 31, 2019, consisted of the following individual issues:

Series	Amounts Outstanding	Original Issue Amount	Interest Rates and Key Dates	
<b>General Bonds</b>				
2009	\$ 5,015,000	\$ 142,400,000	Interest Principal	3.00% - 5.25% December 15, 2011/2020 2024, 2034
			Payments Callable	June 15 & December 15 12/15/2019*
2010A	30,605,000	41,215,000	Interest Principal Payment Callable	3.00% - 5.00% December 15, 2015/2030 June 15 & December 15 December 15, 2020*
2010B	18,785,000	18,785,000	Interest Principal Payments Callable	6.018% December 15, 2011/2035 June 15 & December 15 December 15, 2020*
2011	69,215,000	81,100,000	Interest Principal Payments Callable	2.00% - 5.25% December 15, 2014/2036 June 15 & December 15 December 15, 2021*
2019A	168,625,000	168,625,000	Interest Principal  Payments Callable	3.00% - 4.00% December 15, 2036-2044 2050-2058 June 15 & December 15 December 15, 2029
<b>Direct Placement Bonds</b>				
Junior Lien 2015	7,140,000	8,670,000	Interest Principal Payments Callable	0.19% - 2.41% December 15, 2016-2035 June 15 & December 15 December 15, 2026*
Junior Lien 2016A	8,740,000	9,420,000	Interest Principal Payments Callable	0.00% - 1.02% December 15, 2018-2040 June 15 & December 15 December 15, 2026*
Junior Lien 2016B	10,450,000	11,025,000	Interest Principal Payments Callable	0.65% - 3.04% December 15, 2018-2046 June 15 & December 15 December 15, 2026*

**North Fort Bend Water Authority**  
**Notes to Financial Statements**  
**December 31, 2019**

**Note 7 – Bonds Payable (continued)**

Series	Amounts Outstanding	Original Issue Amount	Interest Rates and Key Dates	
<b>Direct Placement Bonds</b>				
Junior Lien 2017	\$ 87,360,000	\$ 87,360,000	Interest Principal Interest Callable	1.92% - 3.21% December 15, 2028-2047 June 15 & December 15 December 15, 2027
Junior Lien 2018A	2,070,000	2,070,000	Interest Principal Interest Callable	0.15% - 1.68% December 15, 2020-2040 June 15 & December 15 December 15, 2028*
Junior Lien 2018B	121,040,000	121,040,000	Interest Principal Interest Callable	1.63% - 3.52% December 15, 2020-2048 June 15 & December 15 December 15, 2028*
Parity 2018C	68,845,000	68,845,000	Interest Principal Interest Callable	1.63% - 3.52% December 15, 2020-2048 June 15 & December 15 December 15, 2028*
Junior Lien 2019B	244,110,000	244,110,000	Interest Principal Interest Callable	1.05% - 2.78% December 15, 2020-2049 June 15 & December 15 December 15, 2029
Parity 2019C	56,610,000	56,610,000	Interest Principal Interest Callable	1.02% - 2.70% December 15, 2020-2049 June 15 & December 15 December 15, 2029

\*Or any date thereafter, callable at par plus unpaid accrued interest in whole or in part at the option of the Authority. Series 2009 term bonds maturing December 15, 2024 and December 15, 2034 are subject to mandatory redemption beginning December 15, 2021, and December 15, 2025, respectively. Series 2010B term bonds maturing December 15, 2035 are subject to mandatory redemption beginning December 15, 2031. The Series 2010B bonds are Direct Subsidy Bonds that provide a current federal subsidy of 35% of the interest paid on the bonds to the issuer, a program of the American Recovery and Reinvestment Act of 2009. The Series 2011 term bonds maturing December 15, 2036 are subject to mandatory redemption beginning December 15, 2032. The Series 2019A term bonds maturing December 15, 2044 and December 15, 2058 are subject to mandatory sinking fund redemption beginning December 15, 2042 and December 15, 2050, respectively. Or any date thereafter, callable at par plus unpaid accrued interest in whole or in part at the option of the Authority.

**Note 7 – Bonds Payable (continued)**

The Series 2010B bonds are direct subsidy Build America Bonds. The Build America Bond program was enacted as part of the American Recovery and Reinvestment Act of 2009. The program allows state and local governments to issue taxable bonds (instead of the tax-exempt bonds usually issued by governmental entities) for the construction of public infrastructure and to receive a direct federal subsidy equal to thirty-five percent of the amount of interest paid to bondholders. Bond proceeds may be used only for those purposes for which tax-exempt bonds may be issued. In order to receive the subsidy, the Authority must file the appropriate return with the Internal Revenue Service between 90 and 45 days before the scheduled interest payment date.

In July 2015, the Texas Water Development Board (“TWDB”) made a commitment to provide the Authority with \$555,845,000 in financial assistance from the State Water Implementation Revenue Fund. The TWDB agreed to purchase water system junior lien revenue bonds from the Authority each year from 2015 through 2022. In July 2018, the TWDB made a commitment of \$339,480,000 to provide additional financial assistance from the State Water Implementation Revenue Fund. The TWDB agreed to purchase water system revenue bonds from the Authority each year from 2018 through 2024.

The combined proceeds of these bonds are to be used for the Northeast Water Purification Plant Expansion in the amount of \$363,815,000; Surface Water Supply Project in the amount of \$458,535,000 and the Internal Distribution Expansion Project in the amount of \$72,975,000. During the current fiscal year, the Authority sold \$244,110,000 of water system junior lien Series 2019B bonds, and \$56,610,000 parity Series 2019C bonds to the TWDB related to this commitment.

In addition, the Authority issued its \$168,625,000 Series 2019A Water System Revenue and Revenue Refunding Bonds to refund \$103,560,000 of its outstanding Series 2009 Water System Revenue Bonds. The Authority refunded the bonds to reduce total debt service payments over future years by approximately \$14,432,504 and to obtain an economic gain (difference between the present values of the debt service payments on the old and new debt) of approximately \$16,909,464. Proceeds of the bonds were placed in an escrow account with an escrow agent and irrevocably pledged to the payment of future debt service payments through December 15, 2019, the redemption date of the bonds. As of December 31, 2019, the refunded bonds have all been redeemed and are no longer outstanding.

*North Fort Bend Water Authority*  
*Notes to Financial Statements*  
*December 31, 2019*

**Note 7 – Bonds Payable (continued)**

The following is a summary of changes in bonds payable during the year ended December 31, 2019:

	General Bonds	Direct Placement Bonds	Total
Beginning balance	\$ 236,885,000	\$ 306,665,000	\$ 543,550,000
Bonds issued	168,625,000	300,720,000	469,345,000
Bonds retired	(9,705,000)	(1,020,000)	(10,725,000)
Bonds refunded	(103,560,000)		(103,560,000)
Ending balance	<u>\$ 292,245,000</u>	<u>\$ 606,365,000</u>	<u>\$ 898,610,000</u>
Total original bonds issued	<u>\$ 667,580,000</u>	<u>\$ 1,061,275,000</u>	<u>\$ 1,728,855,000</u>

As of December 31, 2019, the debt service requirements on the bonds outstanding were as follows:

Fiscal Year	General Bonds		Direct Placement Bonds	
	Principal	Interest	Principal	Interest
2020	\$ 10,120,000	\$ 12,250,922	\$ 5,520,000	\$ 16,368,626
2021	5,310,000	11,822,556	5,675,000	15,851,193
2022	5,535,000	11,601,775	5,695,000	15,790,103
2023	5,750,000	11,383,450	5,725,000	15,726,282
2024	6,020,000	11,112,000	5,760,000	15,659,570
2025-2029	33,945,000	51,734,718	41,785,000	77,101,975
2030-2034	41,725,000	43,503,280	118,150,000	69,521,020
2035-2039	48,415,000	32,139,529	130,800,000	54,211,411
2040-2044	58,340,000	21,496,750	146,045,000	34,994,149
2045-2049	-	14,310,750	141,210,000	11,786,668
2050 - 2054	39,690,000	11,475,150	-	-
2055 - 2058	37,395,000	3,539,350	-	-
	<u>\$ 292,245,000</u>	<u>\$ 236,370,230</u>	<u>\$ 606,365,000</u>	<u>\$ 327,010,997</u>

## **Note 8 - Indenture of Trust**

The Authority entered into the Indenture of Trust (the “Indenture”) dated as of June 1, 2009, the First Supplemental Indenture of Trust, dated as of June 1, 2009, the Second Supplemental Indenture of Trust, dated as of September 1, 2010, the Third Supplemental Indenture of Trust, dated as of October 1, 2011, the Fourth Supplemental Indenture of Trust, dated as of November 1, 2015, the Fifth Indenture of Trust, dated as of August 15, 2016, the Sixth Supplemental Indenture of Trust, dated October 1, 2016, the Seventh Supplemental Indenture of Trust, dated as of November 1, 2017, the Eighth Supplemental Indenture of Trust, dated as of August 15, 2018, the Ninth Supplemental Indenture of Trust, dated as of November 8, 2018, the Tenth Supplemental Indenture of Trust, dated as of November 8, 2018, the Eleventh Supplemental Indenture of Trust, dated as of September 15, 2019, the Twelfth Supplemental Indenture of Trust, dated as of November 21, 2019, and the Thirteenth Supplemental Indenture of Trust, dated November 21, 2019 with Regions Bank, in its capacity as Trustee (the “Trustee”) for the purpose of establishing various funds and assigning and pledging the monies held by the Trustee to secure the payment of principal and interest on the bonds and payments of certain obligations. The Fourth Supplement established slightly less restrictive requirements for the junior lien bonds. The Trustee is responsible for allocating certain available monies of the Authority in accordance with the terms of the Indenture.

The following are certain requirements and provisions of the Indenture:

- A. The Authority is required to maintain a Coverage Fund. The Authority is required to establish by each fiscal year end a balance of 1) for Parity Bonds, Parity Notes, and Parity Obligations, twenty-five percent (25%) of maximum annual debt service requirement, and 2) for Junior Lien Bonds, Junior Lien Notes, and Junior Lien Obligations, twenty-five percent (25%) of maximum annual debt service requirements. Upon issuance of the Series 2019C Bonds, the amount of the Coverage Fund Requirement is established and stipulated to be \$13,671,573. As of December 31, 2019, the Coverage Fund cash balance is \$13,731,929.
- B. The Indenture also calls for the establishment of a Reserve Fund Requirement related to Parity Bonds, Parity Notes and Parity Obligations. Upon issuance of the Series 2019C Bonds, the Reserve Fund Requirement is established and stipulated to be \$23,111,127, which is the lesser of (i) the maximum annual debt service requirement or (ii) 125% of the average annual aggregate debt service requirement. The Reserve Fund Requirement has been satisfied by cash deposits and interest earnings thereon from proceeds of the Series 2009 bonds, Series 2010A bonds, Series 2010B bonds, Series 2011 bonds, Series 2018C bonds and Series 2019C bonds, totaling \$23,473,106 as of December 31, 2019.

**Note 8 - Indenture of Trust (continued)**

- C. The Indenture also calls for the establishment of a Junior Lien Reserve Fund Requirement, which for Junior Lien Bonds and Junior Lien Notes, is the average annual aggregate debt service requirement on the Junior Lien Bonds and Junior Lien Notes, calculated as of the date of issuance of each series. Upon issuance of the Series 2019B Bonds, the amount of the Junior Lien Reserve Fund Requirement is established and stipulated to be \$24,497,319. The Junior Lien Reserve Fund Requirement was satisfied by cash deposits and interest earnings thereon from proceeds of the Series 2015, Series 2016A, Series 2016B, Series 2017, Series 2018A, Series 2018B and 2019B bonds, totaling \$25,629,876 as of December 31, 2019.
- D. The Indenture states that the Authority will provide continuing disclosure of certain financial information and operating data to the Municipal Securities Rulemaking Board's electronic municipal market access system. This information, along with the audited annual financial statements, is to be provided within six months after the end of each fiscal year.

**Note 9 – Capital Advance and Reimbursement Procedures**

Prior to each new bond issue, the Authority may opt to adopt a Resolution Authorizing Capital Advance and Reimbursement Procedure (each a "Resolution") pursuant to Section 8813.104 of the Act to provide each district or municipality within its boundaries information regarding the share of capital costs allocable to such district or municipality, and to provide each district or municipality the opportunity to fund its share of the capital costs and to provide a mechanism for the reimbursement credit thereof.

During 2008, and pursuant to a Resolution, two districts elected to make capital contributions totaling \$3,047,771. Contributions were received from Cinco Municipal Utility District No. 8 ("Cinco 8") in February 2010 in the amount of \$1,847,771. As of December 31, 2019, the Authority has not received contributions from the other district.

With the addition of an issuance cost component, the total principal amount of the reimbursement credit to be received by Cinco 8 is \$1,861,676. The reimbursement credit, which includes interest, will be provided in 310 equal monthly credits to be applied against all fees, rates and charges due to the Authority for groundwater pumpage and/or surface water purchased. The monthly reimbursement credit to Cinco 8 for these capital contributions is \$11,115.

During 2012, Cinco 8 made an additional capital contribution in the amount of \$990,496 to the Authority to fund its share of capital costs. With the addition of an issuance cost component, the total principal amount of the reimbursement credit to be received by Cinco 8 is \$998,123. The reimbursement credit, which includes interest, will be provided in 304 equal monthly credits to be applied against all fees, rates and charges due to the Authority for groundwater pumpage and/or surface water purchased. The monthly reimbursement credit to Cinco 8 for this capital contribution is \$5,575.

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**Note 9 – Capital Advance and Reimbursement Procedures (continued)**

During the current fiscal year, the interest cost on all contribution credits was \$116,816. The following is a schedule of the credits and interest to be given to Cinco 8 by the Authority.

Year	Principal	Interest	Total
2020	\$ 87,830	\$ 112,448	\$ 200,278
2021	92,429	107,849	200,278
2022	97,270	103,008	200,278
2023	102,365	97,912	200,277
2024	107,729	92,549	200,278
2025-2029	629,533	371,854	1,001,387
2030-2034	812,995	188,393	1,001,388
2035-2037	316,667	17,467	334,134
	<u>\$ 2,246,818</u>	<u>\$ 1,091,480</u>	<u>\$ 3,338,298</u>
Payable Within One Year	<u>\$ 87,830</u>	<u>\$ 112,448</u>	<u>\$ 200,278</u>
Payable After One Year	<u>\$ 2,158,988</u>	<u>\$ 979,032</u>	<u>\$ 3,138,020</u>

The change in the Authority's liability for capital contributions during the year is as follows:

Balance at beginning of year	\$ 2,330,279
Principal reductions	<u>(83,461)</u>
Balance at end of year	<u>\$ 2,246,818</u>

**Note 10 – Over-Conversion Credit Policy**

The FBSD has adopted a policy by which the FBSD issues over-conversion credits (1) achieved through the reuse of wastewater treatment plant effluent ("Effluent") in the amount of 1.5 gallons for each gallon of Effluent over-conversion, and (2) achieved through the use of any metered alternative water supply other than Effluent ("Non-Effluent Alternative Water Supply") in the amount of one gallon for each gallon of metered alternative water supply. On November 21, 2013, the Authority adopted an amended and restated Over-Conversion Credit Policy (the "Policy"), under which the Authority is willing to consider proposals for all Effluent and Non-Effluent Alternative Water Supply projects on a case by case basis. While the Authority reserved the right to consider any proposals that were not directly contemplated by the Policy, the Policy contains the following guidelines.

**Note 10 – Over-Conversion Credit Policy (continued)**

For Effluent and Non-effluent water supply projects, the Authority shall endeavor to enter into written contracts ("Contracts") for the use of Effluent within its boundaries. Such Contracts may include a credit of up to \$0.75 per 1,000 gallons for each 1,000 gallons of metered Effluent or Non-Effluent Alternative Water Supply used ("Credits") to be applied against pumpage fees (or any other fees) due the Authority. The credits may be earned for a period equal to the life of the bonds used to finance such projects or such other period as determined by the Authority to allow for reasonable recovery of some or all project costs. FBSD over-conversion credits associated with the Effluent during the life of the reuse system will belong to the Authority for the benefit of the Authority's groundwater reduction plan (the "GRP"). The Contracts will include a provision that Credits shall only be awarded to the extent the Authority receives the over-conversion credit from FBSD.

**Note 11 – Groundwater Reduction Plan Participation Agreements**

The Authority entered into Groundwater Reduction Plan Participation Agreements with The George Foundation and Lamar Consolidated Independent School District, Kingdom Heights Homeowners Association, Inc., Champion Technologies, Inc., City of Arcola, Royal Valley Utilities, Inc., Lhoist North America, Inc., Quadvest, L.P., Fort Bend County Fresh Water Supply District No. 1, Fort Bend County Municipal Utility District No. 157, Fort Bend County Municipal Utility District No. 189, Fort Bend County Municipal Utility District No. 131, Aqua Texas, Inc., and Orbit Systems, Inc. and Undine Texas, LLC (the "participants"). The participants are located outside the Authority's boundaries. The Authority agreed to include the participants into the Authority's groundwater reduction plan as non-voting members and the participants agreed to pay the Authority the monthly water well pumpage fee. The term of each agreement is 40 years and shall automatically renew for successive five-year periods, unless the other party gives written notice of its intent to terminate. The Authority has also entered into a Groundwater Participation Agreement with Fort Bend Municipal Utility District No. 141 and a water well Permitting and Groundwater Reduction Plan Responsibility Agreement with Cinco Municipal Utility District No. 1 for one permitted water well located in Harris County.

**Note 12 – Water Conservation Program**

In an effort to encourage conservation, the Authority has created the Larry's Toolbox Water Conservation Program (the "Program") to assist in meeting a goal of reducing water usage by 15%. Eligible participants are municipal utility districts and other entities within the Authority's boundaries ("participants"). By adopting various water saving programs, participants earn points towards eligibility for a water conservation rebate payment in the amount of \$0.10 per 1,000 gallons of water on surface water or groundwater on which an Authority fee would otherwise be charged. Rebates are paid in four quarterly payments. Points awarded vary depending upon the water saving program adopted by each participant. In order to receive a rebate, each participant must meet certain program goal requirements. During the current year, the Authority issued rebates totaling \$893,018.

**Note 13 – Water Supply Contract with the City of Houston**

The Authority receives its surface water supply from the City of Houston (the “City”). The Authority entered into a Water Supply Contract (the “Contract”) with the City, on July 29, 2008, as subsequently supplemented and amended, for the purchase of capacity in certain of the City’s untreated water facilities (i.e, reservoirs, canals, etc.) and treated water facilities, including transmission facilities. The original Contract provided the Authority with 19.5 mgd capacity in both treated and untreated facilities. The City has executed similar contracts with West Harris County Regional Water Authority, the North Harris County Regional Water Authority, and the Central Harris County Regional Water Authority (the “Other Authorities”). The Water Supply Contract and all supplements remain in effect until January 1, 2080.

The City is responsible for the design, construction, ownership, maintenance and operation of the water facilities that are upstream of the point(s) of delivery to the Authority. The Authority is responsible for the design, construction, ownership, maintenance and operation of its water facilities located downstream of the point(s) of delivery.

Pursuant to the original Contract, the Authority paid the City \$47,087,533 for treated water facilities. The payment consisted of \$26,184,758 for plant facilities, \$17,342,197 for surface water transmission lines, and \$4,842,139 for the Southwest re-pump station, less an interest adjustment of \$1,281,561. The Authority also paid \$13,712,603 in capital costs for untreated water facilities.

Monthly Payments and Annual True-ups: The Authority is required to reimburse the City on a periodic basis for the expenses incurred by the City in producing and treating the water delivered to the Authority. The Authority makes monthly payments to the City based upon its actual usage and the City’s estimated costs as budgeted for the fiscal year (as a rate per 1,000 gallons). The payments consist of an operation and maintenance component (i.e., purchased water) and a rehabilitation capital cost component. The City is required to engage an independent auditor to prepare a true-up based on actual costs at the end of each fiscal year.

During the current fiscal year, the Authority recorded an expense of \$2,611,486 for purchased water, which includes true-up credits for previous fiscal years of \$1,057,939. The Authority also recorded capital contributions for rehabilitation costs in the amount of \$1,037,515. As of December 31, 2019, the Authority has recorded a receivable from the City in the amount of \$2,170,664 for the 2017-2019 true-ups.

**Note 13 – Water Supply Contract with the City of Houston (continued)**

**Luce Bayou Interbasin Transfer Project (First Supplement)**

In January 2009, the Authority and the City executed the First Supplement (the “First Supplement”) to the Water Supply Contract to finance, design, and construct the Luce Bayou Interbasin Transfer Project (“Luce Bayou”) that will deliver approximately 400 million gallons per day of untreated surface water from the Trinity River to Lake Houston in order to increase untreated surface water supplies available to the City, the Authority, and Other Authorities receiving surface water from the City. The First Supplement provides that the Coastal Water Authority (the “CWA”) will serve as the project manager for the purpose of designing and constructing Luce Bayou and the City will issue (or cause CWA to issue) bonds, notes, or other obligations to finance Luce Bayou.

In 2012, the CWA received financial assistance in the amount of \$28,754,000 from the State of Texas under the State Participation program. The First Supplement was subsequently amended in 2013 by the First Amendment to the First Supplement to Water Supply Contract (the “Amendment”) to address the impact of this obligation on the Authority’s payments to the City.

Under the terms of the contract, the Authority will make the following payments to the City:

- Lump Sum Payments for Project Right of Way Costs and Payment of CWA Interest Costs;
- Payments for Existing Untreated Water Supply Facilities; and
- Payments for Phases 1 and 2 Annual New Untreated Water Facilities.

Lump Sum Payments: As of December 31, 2019, the Authority paid the City \$1,418,920 for its pro-rata share of the estimated right-of-way costs, net of refunds. The City and the Authority agreed to “true-up” the payments made by the Authority for the right-of-way costs such that if the Authority has underpaid, taking into account interest accrued, it will pay the City for the shortfall within 60 days of receiving the final accounting and the City agrees to refund the Authority any overpayment within 60 days of receiving the final accounting. There were no additional amounts paid or refunded during the current fiscal year.

Payments for Existing Untreated Water Facilities: The Authority seeks to increase its Untreated Water Facilities Demand from 19.5 mgd to 75.3 mgd, which is currently estimated to be the Authority’s surface water demand in the year 2040. Under the terms of the First Supplement, the Authority is required to make four payments to the City for Existing Untreated Water Facilities. Each payment is based on a formula defined in the First Supplement based on the Authority’s water demand needs in 2025, 2030, 2035 and 2040. The payments are projected to be due on October 1, 2020, 2025, 2030, and 2035, respectively.

**Note 13 – Water Supply Contract with the City of Houston (continued)**

**Luce Bayou Interbasin Transfer Project (First Supplement) (continued)**

Payment for Phases 1 and 2 Annual New Untreated Water Facilities: Payments made to the City for Phase 1 and Phase 2 Annual New Untreated Water Facilities are to be used only for the purpose of making debt service payments on obligations issued by either the City or CWA for the construction of Phase 1 and Phase 2 of Luce Bayou. The formulas used to calculate payments are defined in the contract and take into consideration the Authority's 75.3 mgd untreated water reservation, the total amount of untreated water sold by the City to all customers and the City's annual debt service requirement. As previously mentioned, the CWA received financial assistance in the amount of \$28,754,000 in the 2013 fiscal year from the State of Texas under the State Participation Program. The Authority's pro-rata share of debt service payments on this obligation will be repaid over 33 years, beginning in 2018. During the current fiscal year, the Authority paid \$750,492 for its share of CWA interest costs.

**Northeast Water Purification Plant Expansion Project (Second Supplement)**

On February 25, 2015, the Authority and the City executed the Second Supplement to the Water Supply Contract to increase the supply of treated water to the Authority from 19.5 mgd to 88 mgd. In order to provide this additional capacity, the City will expand the Northeast Water Purification Plant in two phases. Phase 1 will provide the Authority with an additional 11.46 mgd capacity no later than January 2023 and Phase 2 will provide an additional 57.04 mgd of capacity no later than June 2025.

During the current year, the Authority and Houston executed the First Amendment to the Second Supplement to the Water Supply Contract to address the operation and management of the expanded treated water facilities built pursuant to terms of the Second Supplement through the establishment of the Facilities Management Committee ("FMC"). The FMC is comprised of five people, one appointed by each of the parties to the NEWPP expansion project. The FMC will oversee matters related to operations, staffing, use of third party operators, budget, maintenance, and rehabilitation of the Expansion. The FMC will oversee the deposits and expenditures of newly created Capital Renewal and O&M Reserve Funds to achieve those ends. To enforce accountability of involved parties, the First Amendment established an Excess Usage Fee for any party exceeding its capacity interest in the Expansion of \$3.15 per 1,000 gallons. Finally, the First Amendment establishes provisions for allocating increased treated water capacity among the participants as the NEWPP is brought online in phases and allowing for future leasing of participant's capacity from one participant to another.

**Note 13 – Water Supply Contract with the City of Houston (continued)**

**Northeast Water Purification Plant Expansion Project (Second Supplement) (continued)**

The Authority's estimated share of total costs is approximately \$410 million; however, unanticipated events encountered during construction may result in significant cost increases and schedule delays. The City will issue cash calls as needed to fund the expansion. As of December 31, 2019, the Authority has paid the City \$80,050,759 in cash call withdrawals and has \$97,445,285 remaining in escrowed cash and investments with the City of Houston. The Authority also paid the City \$420,830 for costs incurred for the project prior to December 1, 2014.

**Northeast Transmission Line (Third Supplement)**

On November 10, 2015, the Authority and the City executed the Third Supplement to the Water Supply Contract to clarify and agree to the terms for the cost sharing, permitting, engineering, surveying, construction, operation and maintenance necessary for the Segment 1 of the Northeast Transmission Line (NETL). The Authority's Segment 1 reservation is 68.5 mgd. The Authority's estimated share of the total costs is approximately \$3,035,683. As of December 31, 2019, the Authority has paid the City \$2,077,050 for costs related to the NETL.

**Note 14 – Joint Facilities Agreement**

On July 1, 2011, as amended March 1, 2012, the Authority and West Harris County Regional Water Authority (the "West Harris Authority") entered into a Joint Facilities Agreement (the "Agreement") to jointly design, acquire, construct, finance, operate and maintain certain booster pump stations and water transmission facilities to receive water from the City of Houston for ultimate delivery to the Authorities' respective customers.

Segments 0 & 1A. The Authority is responsible for the design and construction of Segments 0 & 1A. The West Harris Authority paid to the Authority \$377,977 for its pro rata share of total project costs which varies depending on the segment. The Authority will hold legal title to the segments for the benefit of both parties. Each authority will have an equitable interest to the extent of its pro rata share.

Bellaire Pump Station. The Authority is responsible for the purchase of land for the Bellaire Pump Station as well as the design and construction of Phases 1 and 2. In previous fiscal years, the West Harris Authority paid the Authority \$364,550 for its portion of realty costs associated with the Bellaire Pump Station, and \$6,762,700 for its share of pump station construction costs. Phase 1 of the Bellaire Pump Station was completed in 2014.

**Note 14 – Joint Facilities Agreement (continued)**

Phase 2 is planned to add capacity to the Bellaire Pump Station for the benefit of the West Harris Authority. The Authority will design and construct Phase 2 provided that the West Harris Authority pays all Phase 2 project costs. The Authority will invoice the West Harris Authority for 100% of Phase 2 design and construction costs.

Surface Water Supply Project. The Surface Water Supply Project consists of water mains, pump stations, re-pump stations, re-pressurization stations and related appurtenances needed to convey water from Houston's Northeast Water Plant to the authorities. Under the Agreement, the Surface Water Supply Project was initially required to be complete no later than June 30, 2019. On January 9, 2013, the Harris Galveston Subsidence District ("HGSD") delayed the 70% alternate water supply requirement that is required by the year 2020 under HGSD's regulations until 2025. Accordingly, the Agreement provides that the June 30, 2019, date is extended to June 30, 2024. The agreement provides a total cost estimate of approximately \$542,419,000 for the Surface Water Supply Project and provides that West Harris Authority will update such estimate annually. As of December 31, 2019, the total estimated cost is \$1,236,000,000, the Authority's share of which is \$556,200,000. The West Harris Authority will own and operate the Surface Water Supply Project for the benefit of both parties. Each authority will have an equitable interest to the extent of its pro-rata share.

The West Harris Authority will invoice the Authority for estimated engineering costs based on its estimated pro-rata share of 70%. No earlier than 12 months after the 70% invoice is sent, the Authority will be billed 100% of construction costs. All deposits are to be deposited into a separate bank account and the bookkeeper will provide monthly reports of the application of each authority's payment for project costs and of related interest earnings. The West Harris Authority will own and operate the Surface Water Supply Project, with each party having an equitable share to the extent of its pro-rata share in each segment. The Authority has paid \$72,315,071 to the West Authority for its portion of the estimated Surface Water Supply Project realty costs.

Water Infrastructure Fund Bonds. The West Harris Authority is authorized to issue bonds financed through the Water Infrastructure Fund (WIF) of the Texas Water Development Board to fund a portion of the Surface Water Supply Project costs. Debt service requirements for these bonds will be shared between the West Harris Authority and the Authority on a pro-rata basis. The Authority is required to make two payments to the West Harris Authority each year equal to the Authority's pro-rata share of the annual debt service on the bonds.

In 2012, the West Harris Authority issued its \$41,965,000 Series 2012 Water System Revenue Bonds related to this Agreement. The Authority's pro-rata share of these bonds is \$18,842,285, which was recorded on the *Statement of Net Position*. During the current year, the Authority paid the West Harris Authority \$1,092,842 for its pro-rata share of the annual debt service payment, which consists of a principal reduction of \$936,165 and an interest component of \$156,677. As of December 31, 2019, the outstanding balance of the liability is \$11,929,930.

**North Fort Bend Water Authority**  
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**Note 14 – Joint Facilities Agreement (continued)**

As of December 31, 2019, the debt service requirements on the WIF obligation outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 940,655	\$ 153,868	\$ 1,094,523
2021	945,145	149,071	1,094,216
2022	951,880	142,455	1,094,335
2023	958,615	134,364	1,092,979
2024	969,840	124,395	1,094,235
2025-2029	5,035,535	432,510	5,468,045
2030-2031	2,128,260	58,490	2,186,750
	\$ 11,929,930	\$ 1,195,153	\$ 13,125,083

Operation of Joint Facilities. The responsible authority, which means the Authority for Segment 0, Segment 1A, and the Bellaire Pump Station and the West Harris Authority for the Surface Water Supply Project, will maintain, repair and operate the joint facilities for which it is responsible. Each party will pay their respective shares of operation and maintenance expenses which will be allocated based on the authorities' pro-rata share of the applicable joint facility. After the facilities go into service, each authority will pay a fraction of the monthly operation and maintenance expenses based on the amount of water received by each Authority from such facility. Each authority is required to establish a separate joint facilities account. All funds received and any expenses related to the joint facilities shall be accounted for through this account. Each month, the responsible authority will provide a bill for its respective share of the actual expenses made from the joint facilities account. Additionally, an initial deposit of one-fourth of the annual budget prepared for the joint facilities account will be billed. The authorities will establish a capital replacement account for each joint facility, the amount and timing of which will be mutually agreed upon.

The West Harris Authority established the required joint facilities account for costs associated with the Surface Water Supply Project and associated right of way. The Authority paid \$8,585 to the West Harris Authority for its portion of the operating reserve. During the current fiscal year, the Authority paid \$142,937 for its share of operating and right of way maintenance expenses.

**Note 15 – Risk Management**

The Authority is exposed to various risks related to: theft of, damage to and destruction of assets; errors and omissions; and natural disasters. The Authority's risk management program encompasses various means of protecting the Authority against loss by obtaining property, casualty and liability coverage through commercial insurance carriers. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage from the current year or the two prior years.

*North Fort Bend Water Authority*  
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**Note 16 - Unused Letter of Credit**

In the prior year, the Authority was required to issue an Irrevocable Standby Letter of Credit in the amount of \$1,000,000 for the benefit of CenterPoint Energy Houston Electric, LLC (“CenterPoint”) to satisfy a security deposit requirement associated with a right of entry agreement for construction on property owned by CenterPoint. During the current fiscal year, the Letter of Credit was amended to extend the expiration date to June 4, 2020.

**Note 17 – Subsequent Event**

The World Health Organization has declared a pandemic following the outbreak of COVID-19, a respiratory disease caused by a new strain of coronavirus (the “Pandemic”), which is currently affecting many parts of the world, including the United States and Texas. Federal, state, and local governments have all taken actions to respond to the Pandemic, including disaster declarations by both the President of the United States and the Governor of the State of Texas. On March 31, 2020, the Texas Governor issued an executive order closing all non-essential businesses in the State. This order expired on April 30, 2020. Additionally, all of the counties in the greater Houston area adopted various “Work Safe – Stay Home” orders. Such actions are focused on limiting instances where the public can congregate or interact with each other. These precautions resulted in the temporary closure of all non-essential businesses in Texas and the greater Houston area.

Since the disaster declarations were made, the Pandemic has negatively affected travel, commerce, and financial markets locally, nationally, and globally and may continue to negatively affect the economic growth and financial markets within Texas, nationally, and globally.

While the potential impact of COVID-19 on the Authority cannot be quantified at this time, the continued outbreak of COVID-19 could have an adverse effect on the Authority’s financial condition.