

**HARRIS COUNTY
IMPROVEMENT DISTRICT NO. 1**

HOUSTON, TEXAS

FINANCIAL REPORT

June 30, 2010



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HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
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Independent Auditors' Report

Board of Directors
Harris County Improvement District No. 1
Houston, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Harris County Improvement District No. 1 (the "District"), a component unit of the City of Houston, as of and for the year ended June 30, 2010, which collectively comprise the District's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the District's management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Harris County Improvement District No. 1, as of June 30, 2010, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated January 12, 2011 on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis and budgetary comparison information are not required parts of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. The required supplementary information schedules are the responsibility of the District's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

A handwritten signature in black ink that reads "Nell Garrison, P.C." The signature is written in a cursive style.

Houston, Texas
January 12, 2011

Management's Discussion and Analysis

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HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the Harris County Improvement District No. 1, we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ended June 30, 2010.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to the financial statements. This report also contains required supplementary information in addition to the basic financial statements themselves.

Government-wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business.

The *Statement of Net Assets* presents information on all of the District's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator regarding the financial position of the District. Other factors that are not included in the financial statements, such as increased tax base in the District's boundaries, should be considered in evaluating the condition of the District's overall financial position.

The *Statement of Activities* presents information showing how the government's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

The District maintains three individual governmental funds. Information is presented separately in the *Governmental Fund Balance Sheet* and in the *Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances* for the General Fund, the Debt Service Fund, and the Capital Projects Fund, all of which are considered to be major funds.

Fund financial statements are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements. Because the focus of governmental funds is narrower than that of the government-wide financial statements, it may be useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the *Governmental Fund Balance Sheet* and the *Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances* provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Government-wide Financial Analysis

In the government-wide statements, the difference between assets and liabilities is called net assets. As previously noted, net assets may serve over time as a useful indicator of a government's financial position. The District's net assets at June 30, 2010, were a negative \$892,323. The principal reason for this deficit is the District incurred long-term debt in 1999 to construct approximately \$2 million in infrastructure, which was conveyed to the City of Houston.

Net assets are categorized based on their availability to provide financial resources for the District. Net assets that are "Invested in capital assets, net of related debt" represent the District's investments in capital assets, less any debt used to acquire those assets that is still outstanding. Resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. "Restricted" net assets represent amounts that are restricted for future debt service requirements. "Unrestricted" net assets represent amounts available to meet the District's future obligations.

At year-end, the District had total assets of \$13,186,121. Of this amount, \$8,002,913 consists of cash and investments and \$4,244,549 of capital assets. Total liabilities were \$14,078,447 as of year-end. Of this amount, \$11,494,728 consisted of long-term debt and accrued interest. The balance of the liabilities consists of accounts payable and other accrued liabilities and expenses. A comparative summary of the District's overall financial position, as of June 30, 2010 and 2009, is as follows:

	<u>2010</u>	<u>2009</u>
Current and other assets	\$ 8,941,572	\$ 6,327,465
Capital assets	4,244,549	4,888,696
Total Assets	<u>13,186,121</u>	<u>11,216,161</u>
Other liabilities	2,747,889	1,057,997
Long-term liabilities	11,330,558	11,924,159
Total Liabilities	<u>14,078,447</u>	<u>12,982,156</u>
Net assets:		
Invested in capital assets, net of related debt	4,244,549	4,888,696
Restricted	1,527,642	1,396,630
Unrestricted	(6,664,517)	(8,051,321)
Total Net Assets	<u>\$ (892,326)</u>	<u>\$ (1,765,995)</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Government-wide Financial Analysis (continued)

The total net assets of the District increased by \$873,669. A comparative summary of the District's statement of activities for the past two years is as follows:

	<u>2010</u>	<u>2009</u>
Revenues		
Program revenue		
Charges for services	\$ 505,109	\$ 805,720
Capital Grants	2,497,090	
General revenues		
Property taxes	4,886,620	5,353,982
Unrestricted investment earnings	1,386	26,164
Miscellaneous		379,827
Total Revenues	<u>7,890,205</u>	<u>6,565,693</u>
Expenses		
General and administrative	1,241,591	1,321,908
Traffic control	1,199,420	1,068,023
Maintenance and beautification	1,255,780	1,373,918
Planning and engineering	132,788	74,809
Marketing and communications	499,404	336,858
Interest on Long-term debt	509,346	540,708
Economic development	59,408	108,492
Construction on behalf of the City of Houston	295,124	182,682
Transfers to other governments	1,823,675	
Total Expenses	<u>7,016,536</u>	<u>5,007,398</u>
Increase in net assets	873,669	1,558,295
Net assets - beginning	(1,765,995)	(3,324,290)
Net Assets - Ending	<u>\$ (892,326)</u>	<u>\$ (1,765,995)</u>

Financial Analysis of the Government's Funds

The focus of the District's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the District's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the District's governmental funds reported combined ending fund balances of \$6,773,752, an increase of \$957,195 in comparison with the prior year. This is due to increased grant revenues in the operating fund as well as decreased operational and capital spending. The unreserved portion of fund balance is \$5,098,664. This amount is available for spending at the government's discretion. The remainder of fund balance is reserved to indicate that it is not available for new spending because it has already been committed: 1) to fund authorized construction \$524,390 and 2) to pay debt service \$1,103,657.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Financial Analysis of the Government's Funds (continued)

The following is a summary of changes in fund balances for the prior two fiscal years:

	2010	Increase (Decrease)	2009	Increase (Decrease)	2008
General Fund	\$ 5,145,704	\$ 824,467	\$ 4,321,237	\$ 1,020,532	\$ 3,300,705
Capital Projects Fund	524,390	378,505	145,885	48,095	97,790
Debt Service Fund	1,103,656	(245,780)	1,349,436	103,184	1,246,252
	<u>\$ 6,773,750</u>	<u>\$ 957,192</u>	<u>\$ 5,816,558</u>	<u>\$ 1,171,811</u>	<u>\$ 4,644,747</u>

The General Fund is the chief operating fund of the District. Fund balance in the General Fund increased by \$824,468 during the current fiscal year. This increase is due to positive budget variances in property tax revenues and less planned spending in operational functions. As a measure of the General Fund's liquidity, it may be useful to compare unreserved fund balance to total fund expenditures. At the end of the current fiscal year, the unreserved portion of fund balance of the General Fund was \$5,098,664, while expenditures for the year were \$3,744,768.

The Debt Service Fund has a total fund balance of \$1,103,657, all of which is reserved for the payment of debt service. The decrease in fund balance during the current year in the Debt Service Fund was - \$245,780. This was due to tax rate allocation adjustments made to clear excess reserve.

The Capital Projects Fund has a total fund balance of \$524,390, all of which is reserved for authorized construction. The net increase in fund balance during the current year in the Capital Projects Fund of \$378,508 is related to capital expenditures for bus shelter improvements and a small west loop greening project.

General Fund Budgetary Highlights

The Board of Directors did not amend the budget during the year. The District anticipated an increase in the fund balance of \$262,207, while the actual increase was \$824,468. Variances between budget and actual were due primarily to positive budget variances in property tax revenues and operational spending.

Debt Administration

At June 30, 2010 and 2009, the District had total bonded debt outstanding as shown below:

Series	2010	2009
Series 1999	\$ 1,505,000	\$ 1,575,000
Series 2004	10,580,000	11,100,000
	<u>\$ 12,085,000</u>	<u>\$ 12,675,000</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Economic Factors and Next Year's Budgets and Rates

The District is a political subdivision of the State of Texas, created in 1987 by a special act of the 70th Texas Legislature. The District levies an ad valorem tax on real personal property within its boundaries. The tax rate for tax year 2009 was \$0.1435 per \$100 of assessed value. The tax rate will remain the same for tax year 2010, with expected revenues of approximately \$4.55 million.

Office Space

Uptown has over 23 million square feet of office space. Uptown accounts for 15% of Houston's total 'Class A' office space with almost 17 million square feet. This is second only to Downtown Houston. At the end of the fiscal year, class A office was 91% leased.

Overall, ad valorem values for the office sector decreased by 10% in fiscal year 2010 (tax year 2009 vs. 2008). The decrease is due to the current harsh economic conditions. The District is expecting a decline in 2010 office values of approximately 10 percent.

Retail

Uptown is synonymous with shopping and is known as a world-renowned center for retail. Ad valorem values for the retail sector decreased slightly by approximately 1%. However, retail was 98% leased as of the fiscal year-end. This market continues to maintain in adverse economic conditions. The Galleria is now the fourth largest retail center in the United States. In early 2008, the 22-acre mixed-use development known as BLVD broke ground in the heart of Uptown. The project will feature over 400,000 square feet of upscale retail stores and restaurants. To date, approximately 70,000 square feet of retail and commercial construction has been completed. Tenants include the acclaimed RDG and Bar Annie restaurant as well as Festari, New Balance and Pickles & Ice Cream. The newest tenant announced in 2010 was a Whole Foods Market to be built in 2011.

With the recent national financial crisis, development has slowed in the area. The retail values for the District are expected to decrease approximately 8 percent for the 2010 tax year.

Hotel

Uptown currently has 30 first quality hotels in the area, offering more than 7,100 rooms for guests. Starwood Hotel & Resorts Worldwide Inc. completed the new 'aloft' hotel. Ad valorem values for this sector decreased 2% over last year's values.

The area's RevPAR (revenues per available room) continues as the highest in the region at \$94.21 compared to \$87.18 for the Houston Central Business District and \$70.30 for Houston City-wide. Uptown Houston had one of the highest occupancy rates in the city at 63.8%, while the Houston City-wide occupancy rate was 60.2% for the end of 2009. As with the other sectors in the District, hotel ad valorem values are expected to decline by 17% due to economic conditions.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Residential

Seven new high-rise residential towers have been built in Uptown in the past eight years and occupancy rates are among the highest in the city at 93%. With more than 30,000 residences, Uptown Houston is one of the most prestigious and desirable areas to live.

The economic and financial stresses that have adversely affected the nation have also impacted the Uptown area this reporting period. In fiscal year 2010, the ad valorem values were down 5% over the previous year. As development has slowed down, and the economy remains fragile, District management is forecasting property values to decline in the fiscal year ending June 2011 (i.e. values for tax year 2010 are expected to decline slightly). As such, management is prepared to effectively and efficiently operate programs in a climate of declining values.

Requests for Information This financial report is designed to provide a general overview of the Harris County Improvement District's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Harris County Improvement District No. 1, 1980 Post Oak Boulevard #1580, Houston, Texas 77056.

Basic Financial Statements

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
STATEMENT OF NET ASSETS - GOVERNMENTAL ACTIVITIES
June 30, 2010

Assets	
Cash	\$ 8,002,913
Investments	
Property taxes receivable	194,103
Due from other governments	696,074
Other receivables	1,440
Prepaid expenses	47,042
Capital assets, net of depreciation	4,244,549
Total Assets	<u>13,186,121</u>
 Liabilities	
Accounts payable and accrued expenses	160,039
Due to Uptown Development Authority	1,813,680
Accrued interest	164,170
Long-term debt	
Due in less than one year	610,000
Due in more than one year	11,330,558
Total liabilities	<u>14,078,447</u>
 Net Assets	
Invested in capital assets, net of related debt	4,244,549
Restricted for debt service	1,003,252
Restricted for capital projects	524,390
Unrestricted	(6,664,517)
Total net assets	<u>\$ (892,326)</u>

See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
STATEMENT OF ACTIVITIES - GOVERNMENTAL ACTIVITIES
For the Year Ended June 30, 2010

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenue</u>		<u>Net (Expense) Revenue and Changes in Net Assets</u>
		<u>Charges for Services</u>	<u>Capital Grants</u>	
General and administrative	1,241,591	505,109	\$	\$ (736,482)
Traffic Control	1,199,420			(1,199,420)
Maintenance and beautification	1,255,780			(1,255,780)
Planning and engineering	132,788			(132,788)
Marketing and communication	499,404			(499,404)
Interest on long-term debt	509,346			(509,346)
Economic development	59,408			(59,408)
Construction on behalf of the City of Houston	295,124	-	2,497,090	2,201,966
Total activities	<u>5,192,861</u>	<u>505,109</u>	<u>2,497,090</u>	<u>(2,190,662)</u>
General revenues:				
Property taxes				4,886,620
Unrestricted investment earnings				1,386
Miscellaneous				-
Transfers to other governments				(1,823,675)
Total general revenues and transfers				<u>3,064,331</u>
Change in net assets				873,669
Net assets - beginning				<u>(1,765,995)</u>
Net assets - ending				<u>\$ (892,326)</u>

See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1**BALANCE SHEET - GOVERNMENTAL FUNDS**

June 30, 2010

	General Fund	Capital Projects	Debt Service	Total Governmental Funds
Assets				
Cash	\$ 4,901,018	\$ 1,998,239	\$ 1,103,656	\$ 8,002,913
Taxes receivable	130,337		63,766	194,103
Due from other funds	333,584			333,584
Due from other governments	22,659	673,415		696,074
Due from others	1,440			1,440
Prepaid items	47,042			47,042
Total assets	<u>\$ 5,436,080</u>	<u>\$ 2,671,654</u>	<u>\$ 1,167,422</u>	<u>\$ 9,275,156</u>
Liabilities and Fund Balance				
Liabilities:				
Accounts payable	160,039	\$	\$	\$ 160,039
Due to other funds		333,584		333,584
Deferred revenue	130,337		63,766	194,103
Due to other governments		1,813,680		1,813,680
Total liabilities	<u>290,376</u>	<u>2,147,264</u>	<u>63,766</u>	<u>2,501,406</u>
Fund balances:				
Reserved for:				
Prepaid items	47,042			47,042
Debt service			1,103,656	1,103,656
Authorized construction		524,390		524,390
Unreserved	5,098,662			5,098,662
Total fund balances	<u>5,145,704</u>	<u>524,390</u>	<u>1,103,656</u>	<u>6,773,750</u>
Total liabilities and fund balances	<u>\$ 5,436,080</u>	<u>\$ 2,671,654</u>	<u>\$ 1,167,422</u>	<u>\$ 9,275,156</u>

See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE
SHEET TO THE STATEMENT OF NET ASSETS
June 30, 2010

Total fund balance, governmental funds \$ 6,773,750

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.

Historical cost	\$ 14,984,198	
Less accumulated depreciation	<u>(10,739,649)</u>	
Difference due to capital assets		4,244,549

Property taxes receivable and related penalties and interest 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	133,777	
Penalty and interest receivable	<u>60,326</u>	
Difference due to property taxes		194,103

Some liabilities are not due and payable in the current period and are not included in the fund financial statements, but are included in the government wide statements. These are as follows:

Bonds payable and related discount	(11,918,319)	
Accrued interest	(164,170)	
Compensated absences	<u>(22,239)</u>	
Difference due to long term obligations		(12,104,728)

Net Assets of Governmental Activities in the Statement of Net Assets	\$ (892,326)
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See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES - GOVERNMENTAL FUNDS
For the Year Ended June 30, 2010

	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	<u>Total Governmental Funds</u>
Revenues				
Property taxes	\$ 4,063,188	\$	\$ 848,167	\$ 4,911,355
Intergovernmental	505,109	2,497,090		3,002,199
Investment earnings	939	217	230	1,386
Total revenues	<u>4,569,236</u>	<u>2,497,307</u>	<u>848,397</u>	<u>7,914,940</u>
Expenditures				
Current:				
Planning and engineering	132,788			132,788
Traffic control	557,773			557,773
Maintenance and beautification	1,255,780			1,255,780
General and administrative	1,242,115			1,242,115
Marketing and communications	496,904			496,904
Economic development	59,408			59,408
Debt Service:				
Principal			590,000	590,000
Interest and other charges			504,178	504,178
Capital Outlay		295,124		295,124
Total expenditures	<u>3,744,768</u>	<u>295,124</u>	<u>1,094,178</u>	<u>5,134,070</u>
Excess (deficiency) of revenues over expenditures	<u>824,468</u>	<u>2,202,183</u>	<u>(245,781)</u>	<u>2,780,870</u>
Other Financing Sources/(Uses):				
Transfers to Uptown Development Authority		(1,823,675)		(1,823,675)
Total other financing uses		<u>(1,823,675)</u>		<u>(1,823,675)</u>
Net change in fund balance	824,468	378,508	(245,781)	957,195
Fund balances - beginning of year	4,321,236	145,882	1,349,437	5,816,555
Fund balances - end of year	<u>\$ 5,145,704</u>	<u>\$ 524,390</u>	<u>\$ 1,103,656</u>	<u>\$ 6,773,750</u>

See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN

FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

For the Year Ended June 30, 2010

Net change in fund balances - total governmental funds: \$ 957,195

Amounts reported for Governmental Activities in the Statement of Activities are different because:

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 penalties and interest. (24,735)

Governmental funds report outlays for capital assets as expenditures. However, in the Statement of Activities the costs of those assets is allocated over their estimated useful lives and reported as depreciation expense for the period.

Capital outlay expenditures	\$ 40,755	
Depreciation expense	(684,902)	
Difference due to capital assets		(644,147)

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, at the government wide level these transactions have the effect of increasing or decreasing long-term liabilities. 590,000

Some expenses reported in the statement of activities do not require the use of current financial resources and are not reported as expenditures in governmental funds. These are as follows:

Amortization of issuance costs		
Decrease in liability for compensated absences	524	
Interest expense accrual	(5,168)	
		(4,644)

Change in net assets of governmental activities		<u>\$ 873,669</u>
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See notes to the Financial Statements.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

The financial statements of Harris County Improvement District No. 1 (“the District”) have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to governmental units. The Government Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and reporting principles. The following is a summary of the most significant policies.

Creation

Harris County Improvement District No. 1 (the “District”) was organized, created, and established pursuant to an act of the 70th Texas State Legislature, effective under the terms and provisions of Article III, Section 52 and Article XVI, Section 59 of the Texas Constitution. The Board of Directors held its organizational meeting on July 18, 1987. The first bonds were sold on June 23, 1993. See Note 6 for additional information regarding significant legal provisions contained in the legislative act creating the District.

The District's primary activities include managing and financing improvement projects and/or services benefiting the District. These activities include maintenance and beautification of the area, traffic control and transportation projects, special events for the holiday seasons, general planning and engineering, area marketing, major capital improvements and general and administrative services.

Reporting Entity

The District is a political subdivision of the State of Texas, governed by an appointed board, and is considered a primary government. The GASB has established the criteria for determining whether or not an entity is a primary government or a component unit of a primary government. The primary criteria are that it has a separately elected governing body; it is legally separate; and it is fiscally independent of other state and local governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial 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 activities of the fiscal period. Interfund activity, if any, has been removed from these statements. The government wide statements consist of the *Statement of Net Assets* and the *Statement of Activities*.

The *Statement of Activities* demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenue includes: 1) charges to customers or applicants, who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular segment. Taxes and other items not properly included among program revenues are reported as general revenues.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1 – Summary of Significant Accounting Policies (continued)

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. These fund financial statements are the *Governmental Funds- Balance Sheet* and the *Governmental Funds - Statement of Revenues, Expenditures and Changes in Fund Balances*

The District reports the following major governmental funds:

The *General Fund* is used to account for administrative operations of the District. The principal source of revenue is property taxes. Expenditures include all 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 all general long-term debt of the District. The primary source of revenue is provided by contract tax increment revenue.

The *Capital Projects Fund* is used to account for the expenditure of bond proceeds used in the construction of authorized improvement projects.

Measurement Focus and Basis of Accounting

The Government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recognized when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available if they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are generally recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Receivables

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. At June 30, 2009, an allowance for uncollectible property tax accounts was not considered necessary.

Prepaid Expenditures

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

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 1 – Summary of Significant Accounting Policies (continued)

Capital Assets

Capital assets are reported in the government-wide financial statements. The District defines capital assets as assets with an initial, individual 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 value at the date of donation. Assets are depreciated over their remaining useful lives using the straight-line method.

<u>Asset</u>	<u>Estimated Useful Lives</u>
Machinery and Equipment	10 – 20 years

Fund Equity

In the fund financial statements, reserved or designated equity balances represent those portions of fund balance not appropriable for expenditures or legally segregated for a specific future use. Undesignated fund balances represent available balances for the District’s future use.

The District applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

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 statements.

Compensated Absences

The District's employees earn vacation leave, which may either be taken or accumulated, up to certain amounts, until paid upon termination or retirement. The amounts are recorded as a liability on the *Statement of Net Assets*.

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 amounts reported in the financial statements. Actual results could differ from those estimates.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 2 – Deposits and Investments

As of June 30, 2010, the carrying value (which approximates market value) of the District’s cash and investments were as follows:

	Carrying Value
Demand and time deposits	\$ 8,002,913
	<u>\$ 8,002,913</u>

Authorized Investments

The District is authorized by the *Public Funds Investment Act* (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations of the United States or its agencies and instrumentalities, (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, (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) insured or collateralized certificates of deposit, (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.

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 Authority’s investment policies do not address investment credit and interest rate risk beyond the rating and maturity restrictions established by state statutes.

Note 3 – Capital Assets

A summary of changes in capital assets, for the year ended June 30, 2010, follows:

	Beginning Balance	Additions	Ending Balance
Capital assets being depreciated:			
Machinery and equipment	\$14,943,442	\$ 40,755	\$14,984,197
Less accumulated depreciation	<u>(10,054,746)</u>	<u>(684,902)</u>	<u>(10,739,648)</u>
Capital assets, net	<u>\$ 4,888,696</u>	<u>\$ (644,147)</u>	<u>\$ 4,244,549</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 3 – Capital Assets (continued)

Depreciation was charged to functions of the District as follows:

Traffic control	\$ 682,402
Marketing and communications	2,500
	<u>\$ 684,902</u>

Note 4 – Long-Term Liabilities

As of June 30, 2010, the District’s long-term liabilities are comprised of the following:

	<u>Balance</u>	<u>Due Within One Year</u>
Bonds payable	\$ 12,085,000	\$ 610,000
Unamortized discounts	(40,661)	
Deferred difference on refunding	(126,020)	
Compensated absences	22,239	
	<u>\$ 11,940,558</u>	<u>\$ 610,000</u>

During the year, the District’s long-term liabilities changed as follows:

	<u>Beginning Balance</u>	<u>Reductions</u>	<u>Ending Balance</u>
Unlimited tax bonds	\$ 12,675,000	\$ (590,000)	\$ 12,085,000
Unamortized discounts	(43,437)	2,776	\$ (40,661)
Deferred difference on refunding	(140,167)	14,147	\$ (126,020)
Compensated absences	22,763	(524)	22,239
	<u>\$ 12,514,159</u>	<u>\$ (573,601)</u>	<u>\$ 11,940,558</u>

Compensated Absences

Beginning Balance	\$ 22,763
Additions	
Payments	524
Ending Balance	<u>\$ 22,239</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 4 – Long-Term Liabilities (continued)

Bonds payable consist of the following:

Series	Amount Outstanding	Original Issue	Interest Rate	Maturity Date, Serially, Beginning/Ending	Interest Payment Dates	Call Dates
Unlimited Tax Bonds, Series 199	\$ 1,505,000	\$ 2,000,000	5.00%-7.00%	Sep 1,	Mar 1	Sep 1, 2009
Unlimited Tax Improvement and Refunding Bonds, Series 2004	10,580,000	13,635,000	2.00%-5.00%			
Total	<u>\$ 12,085,000</u>					

Payment of principal and interest on the bonds is to be provided from tax levies on properties within the District. As the bonds are unlimited tax bonds, no other funds of the District have been pledged for debt service requirements. Investment income realized by the Debt Service Fund, from investment of excess funds, will be used to pay outstanding bond principal and interest. The District is in compliance with all significant requirements and restrictions contained in its bond resolution.

Annual debt service requirements to retire these outstanding bonds are as follows:

Year Ending June 30,	Principal	Interest	Total
2011	\$ 610,000	\$ 493,433	\$ 1,103,433
2012	640,000	475,713	1,115,713
2013	675,000	455,900	1,130,900
2014	705,000	433,123	1,138,123
2015	745,000	408,600	1,153,600
2016	785,000	381,216	1,166,216
2017	830,000	351,557	1,181,557
2018	875,000	318,615	1,193,615
2019	920,000	282,806	1,202,806
2020	965,000	243,968	1,208,968
2021	1,015,000	203,008	1,218,008
2022	1,060,000	158,816	1,218,816
2023	1,105,000	111,348	1,216,348
2024	1,155,000	54,553	1,209,553
	<u>\$ 12,085,000</u>	<u>\$ 4,372,653</u>	<u>\$ 16,457,653</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 4 – Long-Term Liabilities (continued)

A summary of District Bonds authorized, but unissued at June 30, 2010 follows:

Purpose	Date Authorized	Amount Authorized	Amount Unissued
Stimulation and development of transportation	05/30/92	\$ 75,000,000	\$ 59,915,000
Conservation and preservation of natural resources	05/30/92	25,000,000	22,005,000
Improvement projects payable from assessments	05/30/92	25,000,000	25,000,000
Improvement projects for economic diversification	11/20/93	25,000,000	25,000,000
		\$ 150,000,000	\$ 131,920,000

Note 5 – Property Taxes

On May 30, 1992, the voters of the District authorized the District's Board of Directors to levy taxes annually for use in financing general operations (maintenance tax) limited to \$0.25 per \$100 of assessed property valuation. The Harris County Appraisal District determines all property valuations and exempt status, if any. The District's bond resolution requires that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying costs incurred in assessment and collection of these taxes. Taxes levied for debt service and related costs are without limitation as to rate or amount.

The District has contracted with the Harris County Tax Assessor/Collector for its tax levy and collection functions. A tax lien attaches to properties within the District on January 1st of each year when property valuations for use in levying taxes are established. Taxes levied are generally billed in October and are due upon receipt of the tax bill. Penalty and interest are charged if taxes are not paid by January 31st. There is an additional 15% penalty charged on accounts delinquent after July 1st, which generally is payable to the District's delinquent tax attorney.

Property taxes are collected based on rates adopted in the year of the levy. The District's fiscal year ended June 30, 2010 was financed through the 2008 tax levy. The District levied property taxes of \$0.1435 per \$100 of assessed value, of which \$0.1186 was allocated to maintenance and operations and \$0.0249 was allocated to debt service. The resulting tax levy was \$5,035,212 on the adjusted taxable value of \$3,508,858,446.

Taxes receivable, at June 30, 2010, consist of the following:

Current year taxes receivable	\$ 44,114
Delinquent taxes receivable	89,662
	133,777
Penalty and interest receivable	60,326
Net property taxes receivable	\$ 194,103

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 6 – Significant Legal Provisions of Legislative Act Creating District

As discussed in Note 1 above, the District has been established pursuant to an act of the Texas State Legislature. Significant legal provisions of this act are summarized below.

District Boundaries

The Act provides specifically for boundaries of the District, which includes the Uptown Houston area. The Uptown Houston area is also known as the Galleria-Post Oak area in Houston, Texas. The District may annex additional land area in accordance with Chapter 54 of the Texas Water Code.

Texas Commission on Environmental Quality Involvement

The Act provides that the Texas Commission on Environmental Quality is to appoint District Directors. The Directors are to serve staggered four-year terms. Additionally, the Texas Commission on Environmental Quality must approve the issuance of any bonded indebtedness for the purposes of providing water, sewer or drainage facilities within the District. No other District activities are subject to the jurisdiction of the Texas Commission on Environmental Quality.

General and Specific Powers of the District

The Act provides general powers to the District subject to general laws and regulations of the state applicable to conservation and reclamation districts created under Article XVI, Section 59 of the Texas Constitution and road districts and road utility districts created pursuant to Article III, Section 52, of the Texas Constitution, including those conferred by Chapter 54 of the Water Code and Chapter 13, Acts of the 68th legislature, 2nd Called Session, 1984 (Article 6674r-1, Vernon's Texas Civil Statutes).

Additional specific powers and duties are provided for in the act, which include the financing of improvement projects and/or services for the benefit of the District. Specific types of improvement projects are provided for in the act and include the acquisition of land in connection with the improvements. Eminent domain powers are specifically prohibited by the act. Improvement projects and/or services may be financed in whole or in part by the levy and collection of special assessments or property taxes on property in the area. The act also provides that maintenance taxes may be levied after voter approval.

The Act provides for the method by which the District must petition, provide notice and hold public hearings prior to the financing of the improvement projects and/or services.

The Act also provides for the issuance of voter approved bonded indebtedness to finance improvement projects and/or services. Specific guidelines in the act provide for the repayment of bonds, which might be issued, as well as the use of bond proceeds, available security that can be pledged in issuing the bonds and refunding capabilities for outstanding bonds.

Director Bonds

The Act requires that each Director appointed execute a bond for \$10,000 payable to the District and conditioned on faithful performance of his or her duties. All bonds of the Directors shall be approved by the Board.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 6 – Significant Legal Provisions of Legislative Act Creating District (continued)

Other Provisions

Other significant provisions of the act include City of Houston approval requirements for issuance of bonds for all improvement projects, bonded indebtedness limits, contracting powers, dissolution procedures, director qualifications and procedural requirements regarding Board meetings and District business matters.

Note 7 – Operating Agreement – Uptown Development Authority

The District has entered into an operating agreement with Uptown Development Authority (the “Authority”). The Authority is a component unit of the City of Houston formed to carry on improvements in the Uptown Houston area. The governing boards of both the District and the Authority have common members. It is the intent of both governing boards to maintain separately controlled operating entities. The agreement calls for the District to perform services as and when requested by the Authority Board. The services may consist of general administrative support, project management and development, consultant management, and other services as may be deemed necessary. The District is the recipient of federal grants for pedestrian and intersection improvements within the District. Additionally, the Authority has an approved capital improvement plan which includes pedestrian and intersection improvements. These two entities will work in conjunction with the Authority providing the local match and the implementation of the project while the District will provide the grant funds. See Note 11. Financial information regarding the Authority can be obtained from Uptown Development Authority, 1980 Post Oak Boulevard #1580, Houston, Texas 77056.

Note 8 – Pension Plan

For the benefit of its employees, the District provides discretionary contributions to a simplified employee pension plan, meeting the requirements of Internal Revenue Code Section 408(k). For the year ended June 30, 2010, the District contributed \$66,998 to the plan.

Note 9 – Risk Management

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

Note 10 – Tax Increment Reinvestment Zone

During the current and prior years, the District incurred certain planning expenditures related to the Tax Increment Reinvestment Zone No. 16 of the City of Houston (TIRZ). The TIRZ is located on property generally within the District’s service area. During the year ended June 30, 2010, the District received \$455,215 from the TIRZ for reimbursement of administration costs, project management costs and traffic and mobility costs.

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS (continued)

Note 11 – Federal Grants

The District is a recipient of two Federal grants for pedestrian and intersection improvements: Congestion Mitigation and Air Quality (CMAQ) 80/20 grant; American Recovery and Reinvestment Act (ARRA) grant 100 percent funded. The District passes the proceeds of these grants through to the Uptown Development Authority (UDA) and TIRZ. The TIRZ expends all funds for purposes of the grant, including a 20% local matching requirement under the CMAQ grant terms. All grant revenues are recognized by the District based on TIRZ spending and are then passed through to the TIRZ as a reimbursement for grant related spending.

A summary of grant activity through June 30, 2010, is shown below along with similar information for the total grant.

<u>Funding Source</u>	<u>Amounts</u>	
	<u>Actual through June 30, 2010</u>	<u>Total Grant</u>
Congestion Mitigation Air Quality Federal (CMAQ) Grant (80%)	\$ 868,660	\$ 4,201,200
America Reinvestment and Recovery Grant (100%)	1,533,675	5,000,000
	<u>\$ 2,402,335</u>	<u>\$ 9,201,200</u>

The CMAQ grant requires a 20 percent match which is made by the UDA. For the period ending June 30, 2010, the UDA provided the local match of \$217,165.

Note 12 – Subsequent Events

Management has evaluated subsequent events through December 11, 2010, which is the date the financial statements were available to be issued.

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Required Supplementary Information

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES

IN FUND BALANCES - BUDGET TO ACTUAL

GENERAL FUND

June 30, 2010

	<u>Original</u>	<u>Original and Final Budget</u>	<u>Actual</u>	Variance with Final Budget Positive / (Negative)
Revenues				
Property taxes	\$ 3,984,685	\$ 3,984,685	\$ 4,063,188	\$ 78,503
Intergovernmental	455,207	455,207	488,509	33,302
Shelter program			16,600	16,600
Investment earnings			939	939
HGAC Grants	<u>2,078,400</u>	<u>2,078,400</u>	<u>2,497,090</u>	<u>418,690</u>
Total revenues	<u>6,518,292</u>	<u>6,518,292</u>	<u>7,066,326</u>	<u>548,034</u>
Expenditures				
Current:				
Planning and engineering	787,000	787,000	132,788	654,212
Traffic control	464,000	464,000	557,773	(93,773)
Maintenance and beautification	1,426,268	1,426,268	1,255,780	170,488
General and administrative	1,466,917	1,466,917	1,242,115	224,802
Marketing and communications	560,000	560,000	496,904	63,096
Economic development	<u>80,500</u>	<u>80,500</u>	<u>59,408</u>	<u>21,092</u>
Total expenditures	<u>4,784,685</u>	<u>4,784,685</u>	<u>3,744,768</u>	<u>1,039,917</u>
Excess (deficiency) of revenues over expenditures	<u>1,733,607</u>	<u>1,733,607</u>	<u>3,321,558</u>	<u>1,587,951</u>
Other Financing Sources (Uses)				
Transfers out	<u>(1,471,400)</u>	<u>(1,471,400)</u>	<u>(1,823,675)</u>	<u>(352,275)</u>
Total other financing sources (uses)	<u>(1,471,400)</u>	<u>(1,471,400)</u>	<u>(1,823,675)</u>	<u>(352,275)</u>
Net change in fund balance	262,207	262,207	1,497,883	1,235,676
Fund balances - beginning of year	<u>4,321,236</u>	<u>4,321,236</u>	<u>4,321,236</u>	
Fund balances - end of year	<u>\$ 4,583,443</u>	<u>\$ 4,583,443</u>	<u>\$ 5,819,119</u>	<u>\$ 1,235,676</u>

HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

Budgets and Budgetary Accounting

A non-appropriated budget is adopted for the General Fund by the District's Board of Directors. The budget is prepared using the same method of accounting as for the financial reporting. The budget is considered a planning tool and does not constitute legal spending limit authority. Federal grants were budgeted and approved in the general fund budget as there was no capital budget. However, the Federal grant revenue and transfers were processed through the capital fund. There were no amendments to the budget.

For the year ended June 30, 2010, actual expenditures exceeded budgeted amounts as follows:

Traffic Control	\$ (93,773)
Transfers Out	(352,275)