ANNUAL FINANCIAL REPORT

of the

CITY OF BUNKER HILL VILLAGE, TEXAS

For the Year Ended December 31, 2013

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To the Honorable Mayor and City Council Members of the City of Bunker Hill Village, Texas:

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, and each major fund of the City of Bunker Hill Village, Texas (the "City"), as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves preforming procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 City'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 City's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, and each major fund of the City as of December 31, 2013, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Welt Harris Pechacek, 1114

Belt Harris Pechacek, LLLP Certified Public Accountants Houston, Texas May 16, 2014

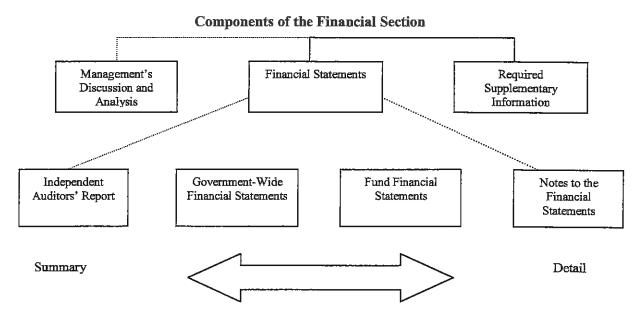
MANAGEMENT'S DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2013

The purpose of the Management's Discussion and Analysis (MD&A) is to give the readers an objective and easily readable analysis of the financial activities of the City of Bunker Hill Village, Texas (the "City") for the year ended December 31, 2013. The analysis is based on currently known facts, decisions, or economic conditions. It presents short and long-term analysis of the City's activities, compares current year results with those of the prior year, and discusses the positive and negative aspects of that comparison. Please read the MD&A in conjunction with the City's financial statements, which follow this section.

THE STRUCTURE OF OUR ANNUAL REPORT



The City's basic financial statements include (1) government-wide financial statements, (2) individual fund financial statements, and (3) notes to the financial statements.

Government-Wide Statements

The government-wide statements report information for the City as a whole. These statements include transactions and balances relating to all assets, including infrastructure capital assets. These statements are designed to provide information about cost of services, operating results, and financial position of the City as an economic entity. The Statement of Net Position and the Statement of Activities report information on the City's activities that enable the reader to understand the financial condition of the City. These statements are prepared using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account, even if cash has not yet changed hands.

The Statement of Net Position presents information on all of the City's assets, liabilities, and deferred inflows/outflows of resources with the difference reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the City is improving or deteriorating. Other nonfinancial factors, such as the City's property tax base and the condition of the City's infrastructure, need to be considered in order to assess the overall health of the City.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

The Statement of Activities presents information showing how the City's net position changed during the most recent 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 related cash flows — the accrual method rather than modified accrual that is used in the fund level statements.

The Statement of Net Position and the Statement of Activities divide the City into two classes of activities:

- 1. Governmental Activities Most of the City's basic services are reported here, which include general government, public safety, and public works. Interest payments on the City's debt are also reported here. Sales taxes, property taxes, franchise taxes, and other revenue finance most of these activities.
- 2. Business-Type Activities Services involving a fee for those services are reported here. These services include the City's water, wastewater, and solid waste operations.

FUND FINANCIAL STATEMENTS

Funds may be considered as operating companies of the parent corporation, which is the City. They are usually segregated for specific activities or objectives. The City uses fund accounting to ensure and demonstrate compliance with finance-related legal reporting requirements. The two categories of City funds are governmental and proprietary.

Governmental Funds

Governmental funds 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 the City's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is 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*.

The City maintains four governmental funds. Information is presented in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the general fund, debt service fund, capital projects fund, and the Metro fund. The general, debt service, and capital projects funds are considered to be major funds for reporting purposes. The Metro fund did not meet the criteria to be presented as a major fund; however, the City has elected to present it as major due to its significance.

The City adopts annual appropriated budgets for its general fund and Metro fund. A budgetary comparison schedule has been provided for each of these funds to demonstrate compliance with these budgets.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

Proprietary Funds

The City maintains one type of proprietary fund, an enterprise fund. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses an enterprise fund to account for its water, wastewater, and solid waste operations. The basic proprietary fund financial statements can be found in the basic financial statements of this report.

Notes to Financial Statements

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

Other Information

In addition to basic financial statements, this MD&A, and accompanying notes, this report also presents certain Required Supplementary Information (RSI). The RSI includes budgetary comparison schedules for the general fund and the Metro fund and the schedule of funding progress for the Texas Municipal Retirement System. RSI can be found after the notes to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of the City's financial position. For the City, assets and deferred outflows of resources exceed liabilities by \$15,353,560 as of year end.

A significant portion of the City's net position, 44 percent, reflects its investment in capital assets (e.g., land and City hall, as well as the public works facilities), less any debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the assets themselves cannot be used to liquidate these liabilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

Statement of Net Position

The following table reflects the condensed Statement of Net Position:

	2013				2012			
	Governmental Activities	Business-Type Activities	Total	Governmental Activities	Business-Type Activities	Total		
<u>Assets</u>								
Current and other assets	\$ 11,266,840	\$ 3,750,879	\$ 15,017,719	\$ 14,132,029	\$ 2,952,475	\$ 17,084,504		
Capital assets, net	17,266,147	4,040,786	21,306,933	14,487,014	4,288,233	18,775,247		
Total Assets	28,532,987	7,791,665	36,324,652	28,619,043	7,240,708	35,859,751		
Deferred Outflows of Resources Deferred charge on refunding	104,481	<u> </u>	104,481	117,992		117,992		
<u>Liabilities</u>								
Long-term liabilities	16,262,030	-	16,262,030	17,586,875	-	17,586,875		
Other liabilities	4,800,481	13,062	4,813,543	4,929,506	16,060	4,945,566		
Total Liabilities	21,062,511	13,062	21,075,573	22,516,381	16,060	22,532,441		
Net Position Net investment in capital								
assets	2,768,781	4,040,786	6,809,567	1,464,617	4,288,233	5,752,850		
Restricted	2,787,357	-	2,787,357	1,656,559	147	1,656,559		
Unrestricted	2,018,819	3,737,817	5,756,636	3,099,478	2,936,415	6,035,893		
Total Net Position	\$ 7,574,957	\$ 7,778,603	\$ 15,353,560	\$ 6,220,654	\$ 7,224,648	\$ 13,445,302		

A portion of the City's net position, \$2,787,357, represents resources that are subject to external restriction on how they may be used. The balance of unrestricted net position, \$5,756,636, may be used to meet the City's ongoing obligation to citizens and creditors. The overall condition of the City improved during the year primarily as a result of an increase in property tax revenues.

The City's total net position increased by \$1,908,258 during the current fiscal year, an increase of fourteen percent in comparison to the prior year. The majority of the change is due to an increase in property tax revenue and charges for services.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

Statement of Activities

The following table provides a summary of the City's changes in net position:

	For the Year Ended December 31, 2013						For the Year Ended December 31, 2012				
	Governmental Activities	В	usiness-Type Activities	Total Primary Government		G	Governmental Business-Type Activities Activities		• •	(Total Primary Government
Revenues											
Program revenues:											
Charges for services	\$ 641,627	\$	2,749,721	\$	3,391,348	\$	562,652	\$	2,629,173	\$	3,191,825
Operating grants	129,000				129,000		129,000				129,000
General revenues:											
Property taxes	4,331,519		-		4,331,519		4,145,378		-		4,145,378
Sales and franchise taxes	393,738				393,738		361,779		-		361,779
Interest	18,345		5,796		24,141		30,392		5,193		35,585
Other	56,975		5,662		62,637		35,453		5,071		40,524
Total Revenues	5,571,204		2,761,179	_	8,332,383		5,264,654		2,639,437	_	7,904,091
Expenses											
General government	575,713		*		575,713		519,546		-		519,546
Public safety	2,359,742		¥		2,359,742		2,253,152		\$		2,253,152
Public works	790,396		9		790,396		594,624		8		594,624
Interest and fees on debt	491,050		=		491,050		581,394		-		581,394
Bond issuance costs and fees	5		~		-		84,305				84,305
Water, sewer, and waste	-		2,207,224		2,207,224				2,611,980		2,611,980
Total Expenses	4,216,901		2,207,224		6,424,125		4,033,021		2,611,980		6,645,001
Change in Net Position	1,354,303		553,955		1,908,258		1,231,633		27,457		1,259,090
Beginning net position	6,220,654		7,224,648		13,445,302		4,989,021		7,197,191		12,186,212
Ending Net Position	\$ 7,574,957	\$	7,778,603	\$	15,353,560	\$	6,220,654	<u>\$</u>	7,224,648	\$	13,445,302

Revenues for the governmental activities increased \$306,550, or six percent, due to increases in charges for services and property taxes. The increase in property taxes and charges for services are due to the increase in building and remodeling being completed throughout the City. Governmental expenses reported an increase for the year of \$183,880, or five percent, due to the increase in public safety and public works expenses with an increase in drainage expense and street pole beautification.

Revenues for business-type activities increased by \$121,742, or five percent, primarily due to an increase in charges for services revenue. A slight increase in water consumption compared to prior year due to the increase in new buildings. Expenses decreased by \$404,756, or 15 percent, compared to the prior year due to a decreased cost of water expenses with the completion of water meter installations.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

FINANCIAL ANALYSIS OF THE CITY'S FUNDS

As noted earlier, fund accounting is used to demonstrate and ensure compliance with finance-related legal requirements.

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

The City's governmental funds reflect a combined fund balance of \$6,448,380. Of this, \$611,358 is restricted for debt service, \$1,656,663 is restricted for capital projects, and \$643,840 is restricted for Metro.

Overall, there was a decrease in combined fund balance of \$2,787,582 in comparison to the prior year. The decrease is primarily due to the Strey Lane project and East Side Drainage project expenditures.

The general fund had revenues which exceeded expenditures by \$403,602. The increase is primarily due to an increase in property tax revenue and licenses and permits revenue.

The debt service fund had revenues which exceeded expenditures by \$13,712. The increase is primarily due property tax collections exceeding debt service payments.

The capital projects fund had expenditures which exceeded revenues by \$2,789,823. The decrease is primarily due to the Strey Lane project expenditures.

The Metro fund had expenditures which exceeded revenues by \$415,073. The decrease is primarily due to the capital outlay expenditures.

Proprietary Funds – The City's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

GENERAL FUND BUDGETARY HIGHLIGHTS

Actual revenues exceeded budgeted general fund revenues by \$201,088 during the year. This increase includes a positive variance of \$148,397 for license and permits revenues. General fund expenditures were under the final budget by \$635,244, mainly due to positive variances of \$543,613 in capital outlay.

CAPITAL ASSETS

At the end of the year, the City's governmental activities and business-type activities had invested \$21,306,933 in capital assets and infrastructure (net of accumulated depreciation).

Capital asset events during the year included the following:

- Strey Lane drainage project in the amount of \$2,848,795.
- Eastside drainage project in the amount of \$370,472.
- Decorative street poles and esplanade in the amount of \$65,400.

More detailed information about the City's capital assets is presented in note III.C. to the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
For the Year Ended December 31, 2013

LONG-TERM DEBT

At the end of the year, the City had a total of \$16,262,030 of long-term liabilities outstanding in bonds, notes, and other payables for governmental activities.

More detailed information about the City's long-term liabilities is presented in note III.D. to the financial statements.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

In continuing the vision of Bunker Hill Village, the City plans to expand and improve quality infrastructure, facilities and public services to meet current and future needs. The City continues to experience growth due to new construction and development and will continue to focus on maintaining an even balance within City limits.

The City budgeted \$643,840 in general revenues and \$4,040,786 in budgeted expenses for a projected decrease in fund balance of \$3,635,581 for the 2014 fiscal year.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the City's finances. Questions concerning this report or requests for additional financial information should be directed to City Administrator, City of Bunker Hill Village, 11977 Memorial Drive, Houston, Texas, 77024.

BASIC FINANCIAL STATEMENTS

STATEMENT OF NET POSITION

December 31, 2013

	Primary Government						
	Governmental	Business-Type					
	Activities	Activities	Total				
Assets			-				
Cash and cash equivalents	\$ 8,104,029	\$ 3,470,588	\$ 11,574,617				
Cash with agent	820,183		820,183				
Receivables, net	2,261,305	361,614	2,622,919				
Internal balances	81,323	(81,323)	7				
	11,266,840	3,750,879	15,017,719				
Capital assets:							
Nondepreciable capital assets	24,944	9,163	34,107				
Net depreciable capital assets	17,241,203	4,031,623	21,272,826				
	17,266,147	4,040,786	21,306,933				
Total Assets	28,532,987	7,791,665	36,324,652				
Deferred Outflows of Resources							
Deferred charge on refunding	104,481		104,481				
Liabilities							
Accounts payable							
and other current liabilities	142,777	5,662	148,439				
Unearned revenue	4,533,200	, <u>-</u>	4,533,200				
Accrued interest payable	124,504	-	124,504				
Customer deposits	*	7,400	7,400				
-	4,800,481	13,062	4,813,543				
Noncurrent liabilities:							
Long-term liabilities due							
within one year	1,363,925	<u>≈</u>	1,363,925				
Long-term liabilities due			- <i>,</i> ,- - -				
in more than one year	14,898,105		14,898,105				
·	16,262,030	-	16,262,030				
Total Liabilities	21,062,511	13,062	21,075,573				
Net Position							
Net investment in capital assets	2,768,781	4,040,786	6,809,567				
Restricted for:	, , , ,	.,,	0,000,001				
Debt service	486,854	×	486,854				
Capital projects	1,656,663		1,656,663				
Metro	643,840	章	643,840				
Unrestricted	2,018,819	3,737,817	5,756,636				
Total Net Position	\$ 7,574,957	\$ 7,778,603	\$ 15,353,560				

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2013

			Program	Revenues		
Functions/Programs		Expenses	 Charges for Services	Operating Grants and Contribution		
Primary Government:						
Governmental Activities						
General government	\$	575,713	\$ 593,391	\$	-	
Public safety		2,359,742	48,236		129,000	
Public works		790,396	5-		92	
Interest on long-term debt		491,050			-	
Total Governmental Activities		4,216,901	641,627		129,000	
Business-Type Activities	·					
Water, sewer, and solid waste		2,207,224	2,749,721		_	
Total Business-Type Activities		2,207,224	2,749,721		-	
Total Primary Government	\$	6,424,125	\$ 3,391,348	\$	129,000	

General Revenues:

Taxes:

Property taxes

Sales taxes

Franchise fees and local taxes

Investment income

Other

Total General Revenues
Change in Net Position

Beginning net position

Ending Net Position

Net (Expense) Revenue and Changes in Net Position Primary Government

G	overnmental	ary Governmei usiness-Type	
	Activities	 Activities	 Total
\$	17,678	\$ -	\$ 17,678
	(2,182,506)	_	(2,182,506)
	(790,396)	-	(790,396)
	(491,050)	-	(491,050)
	(3,446,274)	 -	(3,446,274)
	(Por	542,497	542,497
	-	542,497	542,497
	(3,446,274)	542,497	(2,903,777)
	4,331,519	Ħ	4,331,519
	77,225	-	77,225
	316,513	5	316,513
	18,345	5,796	24,141
	56,975	5,662	62,637
	4,800,577	11,458	4,812,035
	1,354,303	553,955	1,908,258
	6,220,654	 7,224,648	13,445,302
\$	7,574,957	\$ 7,778,603	\$ 15,353,560

BALANCE SHEET GOVERNMENTAL FUNDS

December 31, 2013

	 General	 Debt Service		Capital Projects		Metro
Assets		 				
Cash and cash equivalents	\$ 4,524,302	\$ 1,260,689	\$	1,674,285	\$	644,753
Cash with agent	490,346	329,837		83		₩.
Receivables, net	1,383,963	877,342		L I		-
Due from other funds	99,858	79,319		100		3
Total Assets	\$ 6,498,469	\$ 2,547,187	\$	1,674,285	\$	644,753
<u>Liabilities</u>						
Accounts payable and accrued liabilities	\$ 142,777	\$ -	\$	_	\$	92
Due to other funds	79,319	5400		17,622		913
Unearned revenue	2,656,279	1,876,921		1		8
Total Liabilities	2,878,375	1,876,921		17,622		913
Deferred Inflows of Resources						
Unavailable revenue - property taxes	 83,575	 58,908	_	084		
Fund Balances						
Restricted:						
Debt service	3	611,358		•		-
Capital projects	-	-		1,656,663		2
Metro	-	-		-		643,840
Unassigned	3,536,519			225	_	_
Total Fund Balances	 3,536,519	611,358		1,656,663		643,840
Total Liabilities, Deferred Inflows of						
Resources, and Fund Balances	\$ 6,498,469	\$ 2,547,187	\$	1,674,285	\$	644,753

Adjustments for the Statement of Net Position:

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

Nondepreciable capital assets

Depreciable capital assets

Accumulated depreciation

Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the governmental funds.

Unavailable revenue related to property taxes

Some liabilities, including bonds payable and accrued interest payable, are not reported as liabilities in the governmental funds.

Accrued interest payable

Deferred charge on refunding

Long-term liabilities due within one year

Long-term liabilites due in more than one year

Net Position of Governmental Activities

Go	Total vernmental Funds
\$	8,104,029
	820,183
	2,261,305
	179,177
\$	11,364,694
\$	142,777
	97,854
	4,533,200
	4,533,200 4,773,831
	142,483
	611,358
	1,656,663
	643,840
	3,536,519
	6,448,380
	

24,944 21,780,006 (4,538,803)

142,483

(124,504) 104,481 (1,363,925) (14,898,105)

\$ 7,574,957

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS

For the Year Ended December 31, 2013

		~ ·	Debt		Capital		
Revenues	_	General	 Service	_	Projects		Metro
Property taxes	\$	2,465,286	\$ 1,822,595	\$	9	\$	-
Sales taxes		77,225	12		=		-
Charges for services		48,236	- 4		받		-
Franchise fees and local taxes		316,513	3.7		8		/ <u>*</u>
Fines and forfeitures		172,284	-		-		318
Licenses and permits		421,107	1.5				-
Investment income		8,624	2,193		5,827		1,701
Intergovernmental		-	-		-		129,000
Other		56,975	-		重		-
Total Revenues		3,566,250	1,824,788		5,827		130,701
Expenditures			 		_	·	_
Current:							
General government		538,178	25		*		20,000
Public safety		2,359,438	38		-		7,60
Public works		155,102	-		2,795,650		78,578
Debt service:							
Principal		-	1,295,000		-		878
Interest and fiscal charges		3	516,076		5		_
Capital outlay		109,930	_		_		447,196
Total Expenditures		3,162,648	1,811,076		2,795,650		545,774
Excess (Deficiency) of							
Revenues Over (Under) Expenditures		403,602	 13,712		(2,789,823)		(415,073)
Net Change in Fund Balances		403,602	13,712		(2,789,823)		(415,073)
Beginning fund balances		3,132,917	 597,646		4,446,486		1,058,913
Ending Fund Balances	\$	3,536,519	\$ 611,358	\$	1,656,663	\$	643,840

	Total
G	overnmental
	Funds
\$	4,287,881
	77,225
	48,236
	316,513
	172,284
	421,107
	18,345
	129,000
	56,975
	5,527,566
	558,178
	2,359,438
	3,029,330
	1,295,000
	516,076
	557,126
	8,315,148
	(2,787,582)
	(2,787,582)
	9,235,962
\$	6,448,380_

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2013

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

Net changes in fund balances - total governmental funds	\$	(2,787,582)
Governmental funds report capital outlays as expenditures. However, in the		
Statement of Activities, the cost of those assets is allocated over their estimated		
useful lives and reported as depreciation expense.		
Capital asset acquisitions		3,311,119
Depreciation expense		(531,986)
Revenues in the Statement of Activities that do not provide current financial resources		
are not reported as revenues in the funds.		
Net change in unavailable revenue		43,638
The issuance of long-term debt provides current financial resources to governmental		
funds, while the repayment of the principal of long-term debt consumes the current		
financial resources of governmental funds. Neither transaction, however, has any		
effect on net position. Also, governmental funds report the effect of premiums,		
discounts, and similar items when debt is first issued, whereas these amounts are		
deferred and amortized in the Statement of Activities. This amount is the net effect		
of these differences in the treatment of long-term debt and related items.		
Principal paid on long-term debt		1,295,000
Amortization of premium		30,757
Amortization of deferred charges		(13,511)
Accrued interest expense		7,780
Some expenses reported in the Statement of Activities do not require the use of		
current financial resources and, therefore, are not reported as expenditures in the		
governmental funds.		
Compensated absences	<u> </u>	(912)
Change in Net Position of Governmental Activities	_\$	1,354,303

STATEMENT OF NET POSITION PROPRIETARY FUND

December 31, 2013

		Business-Type Activities Enterprise	
Assets			
Current Assets			
Cash and cash equivalents		\$ 3,470,588	
Receivables, net		361,614	
	Total Current Assets	3,832,202	
Noncurrent Assets			
Capital assets:			
Land		9,163	
Building		1,036,160	
Infrastructure		9,568,649	
Water rights		446,890	
Machinery and equipment		373,251	
Less accumulated depreciation		(7,393,327)	
	Total Net Depreciable Assets	4,031,623	
	Total Noncurrent Assets	4,040,786	
	Total Assets	7,872,988	
<u>Liabilities</u> Current Liabilities			
Accounts payable and accrued liabilities		5,662	
Due to other funds		81,323	
Customer deposits		7,400	
	Total Current Liabilities	94,385	
Net Position	Total Liabilities	94,385	
Net investment in capital assets		4,040,786	
Unrestricted		3,737,817	
	Total Net Position	\$ 7,778,603	

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION PROPRIETARY FUND

For the Year Ended December 31, 2013

		Business-Type Activities	
		E	nterprise
Operating Revenues Water and sewer charges Other	Total Operating Revenues	\$	2,749,721 5,662 2,755,383
Operating Expenses			
Maintenance and operating expenses			1,929,003
Depreciation			278,221
	Total Operating Expenses		2,207,224
	Operating Income		548,159
Nonoperating Revenues Investment earnings			5,796
	Change in Net Position		553,955
Beginning net position			7,224,648
	Ending Net Position	\$	7,778,603

STATEMENT OF CASH FLOWS PROPRIETARY FUND

For the Year Ended December 31, 2013

]	Business-Type Activities	
	_	Enterprise	
Cash Flows from Operating Activities			
Receipts from customers	\$	2,813,602	
Payments to suppliers		(1,515,387)	
Payments to employees		(398,411)	
Net Cash Provided by Oper	ating Activities	899,804	
Cash Flows from Capital and Related Financing Activities			
Acquisition and construction of capital assets		(30,775)	
Net Cash (Used) by Capital and Related Finan	ncing Activities	(30,775)	
Cash Flows from Investing Activities			
Interest received		5,796	
Net Cash Provided by Inve	esting Activities	5,796	
Net Increase in Cash and Ca	ish Equivalents	874,825	
Beginning cash and cash equivalents	_	2,595,763	
Ending Cash and Ca	ash Equivalents <u>\$</u>	3,470,588	
Reconciliation of Operating Income (Loss) to Net Cash		33	
Provided (Used) by Operating Activities			
Operating income	\$	548,159	
Adjustments to reconcile operating			
income to net cash provided			
by operating activities:			
Depreciation		278,221	
Changes in Operating Assets and Liabilities:			
(Increase) Decrease in:			
Accounts receivable		57,618	
Increase (Decrease) in:			
Accounts payable and accrued liabilities		(3,598)	
Customer deposits		600	
Due to other funds	_	18,804	
Net Cash Provided by Opera	ating Activities	899,804	

NOTES TO FINANCIAL STATEMENTS
For the Year Ended December 31, 2013

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The City of Bunker Hill Village, Texas (the "City") was organized in 1954. The City operates under the general laws of the State of Texas. The City Council is the principal legislative body of the City. The City Administrator is appointed by a majority vote of the City Council and is responsible to the Council for the administration of all the affairs of the City. The City Administrator is responsible for the appointment and removal of department directors and employees, supervision and control of all City departments, and preparation of the annual budget.

The City provides the following services: public safety to include police and fire services, municipal court, public works to include streets and drainage, water and sewer services, solid waste collection and disposal, and general administration.

The City is an independent political subdivision of the State of Texas governed by an elected council and a mayor and is considered a primary government. As required by generally accepted accounting principles, these basic financial statements have been prepared based on considerations regarding the potential for inclusion of other entities, organizations, or functions as part of the City's financial reporting entity. No other entities have been included in the City's reporting entity. Additionally, as the City 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 City's financial reporting entity are based on criteria prescribed by generally accepted accounting principles. These same criteria are evaluated in considering whether the City is a part of any other governmental or other type of reporting entity. The overriding elements associated with prescribed criteria considered in determining that the City's financial reporting entity status is that of a primary government are that it has a separately elected governing body, it is legally separate, and it is fiscally independent of other state and local governments. Additionally, prescribed criteria under generally accepted accounting principles include considerations pertaining to organizations for which the primary government is financially accountable and considerations pertaining to 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.

B. Government-Wide Financial Statements

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information about the City as a whole. These statements include all activities of the City. Governmental activities are normally supported by taxes and intergovernmental revenues and are reported separately from business-type activities, which rely to a significant extent on fees and charges for support.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

C. Basis of Presentation-Government-Wide Financial Statements

While separate government-wide and fund financial statements are presented, they are interrelated. The governmental activities column incorporates data from governmental funds, while business-type activities incorporate data from the City's enterprise fund. Separate financial statements are provided for governmental funds and proprietary funds.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are payments in lieu of taxes where the amounts are reasonably equivalent in value to the interfund services provided and other charges between the City's water and various other functions of the City. Eliminations of these charges would distort the direct costs and program revenues reported for the various functions concerned.

D. Basis of Presentation-Fund Financial Statements

The fund financial statements provide information about the City's funds. Separate statements for each fund category - governmental and proprietary - are presented. The emphasis of fund financial statements is on major governmental and enterprise funds, each displayed in a separate column.

The City reports the following governmental funds:

The general fund is used to account for all financial transactions not properly includable in other funds. The principal sources of revenue include local property taxes, sales taxes, franchise fees, licenses and permits, fines and forfeitures, and charges for services. Expenditures include general government, public safety, public works, and debt service. The general fund is always considered a major fund for reporting purposes.

The *special revenue fund* is used to account for proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes. The special revenue fund is the Metro fund and the City has elected to present it as a major fund for reporting purposes.

The debt service fund is used to account for the payment of interest and principal on all general obligation bonds and other long-term debt of the City. The primary source of revenue for debt service is local property taxes. The debt service fund is considered a major fund for reporting purposes.

The capital projects fund is used to account for the expenditures of resources accumulated from sales tax revenues and the sale of bonds and related interest earnings for capital improvement projects. The capital projects fund is considered a major fund for reporting purposes.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

The City reports the following enterprise fund:

The enterprise fund is used to account for the operations that provide water and wastewater collection, wastewater treatment, and sanitation operations. The services are financed and operated in a manner similar to private business enterprises where the intent of the governing body is that the costs (expenses including depreciation) of providing goods or services to the general public on a continuing basis will be financed or recovered primarily through user charges. The enterprise fund is considered a major fund for reporting purposes.

During the course of operations, the City has activity between funds for various purposes. Any residual balances outstanding at year end are reported as due from/to other funds and advances to/from other funds. While these balances are reported in fund financial statements, certain eliminations are made in preparation of the governmental-wide financial statements. Balances between the funds included in governmental activities are eliminated so that only the net amount is included as internal balances in the governmental activities column. Similarly, balances between the funds included in business-type activities (i.e., the enterprise funds) are eliminated so that only the net amount is included as internal balances in the business-type activities column.

Further, certain activity occurs during the year involving transfers of resources between funds. In fund financial statements, these amounts are reported at gross amounts as transfers in/out. While reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Transfers between the funds included in governmental activities are eliminated so that only the net amount is included as transfers in the governmental activities column. Similarly, balances between the funds included in business-type activities are eliminated so that only the net amount is included as internal balances in the business-type activities column.

E. Measurement Focus and Basis of Accounting

The accounting and financial reporting treatment is determined by the applicable measurement focus and basis of accounting. Measurement focus indicates the type of resources being measured such as current financial resources or economic resources. The basis of accounting indicates the timing of transactions or events for recognition in the financial statements.

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

The 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 when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are 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. General capital asset acquisitions are reported as expenditures in governmental funds. Issuance of long-term debt and acquisitions under capital leases are reported as other financing sources.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

Property taxes, sales taxes, franchise taxes, and interest associated with the current period are all considered to be susceptible to accrual and so have been recognized as revenues of the current period. Entitlements are recorded as revenues when all eligibility requirements are met, including any time requirements, and the amount is received during the period or within the availability period or this revenue source (within 60 days of year end). Expenditure-driven grants are recognized as revenue when the qualifying expenditures have been incurred and all other eligibility requirements have been met, and the amount is received during the period or within the availability period for this revenue source (within 60 days of year end). All other revenue items are considered to be measurable and available only when cash is received by the City.

F. Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance

1. Cash and Cash Equivalents

The City's cash and cash equivalents are considered to be cash on hand, demand deposits and short-term investments with original maturities of three months or less from the date of acquisition. For the purpose of the statement of cash flows, the proprietary fund types consider temporary investments with maturity of three months or less when purchased to be cash equivalents.

2. Investments

In accordance with GASB Statement No. 31, Accounting and Reporting for Certain Investments and External Investment Pools, the City reports all investments at fair value, except for "money market investments" and "2a7-like pools." Money market investments, which are short-term, highly liquid debt instruments that may include U.S. Treasury and agency obligations, are reported at amortized costs. Investment positions in external investment pools that are operated in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940, such as TexPool, are reported using the pools' share price.

The City has adopted a written investment policy regarding the investment of its funds as defined in the Public Funds Investment Act, Chapter 2256, Texas Government Code. In summary, the City is authorized to invest in the following:

Direct obligations of the U.S. government Fully collateralized certificates of deposit Money market accounts Statewide investment pools

3. Inventories and Prepaid Items

The costs of governmental fund type inventories are recorded as expenditures when the related liability is incurred (i.e., the purchase method). Certain payments to vendors reflect costs applicable to the future accounting period (prepaid expenditures) are recognized as expenditures when utilized.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

4. Capital Assets

Capital assets, which include property, machinery, equipment, and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. In accordance with GASB Statement No. 34, infrastructure has been capitalized retroactively. Capital assets are defined by the City as assets with an initial, individual cost of more than \$25,000 and an estimated useful life in excess of four years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest costs incurred in connection with the construction of enterprise fund capital assets are capitalized when the effects of capitalization materially impact the financial statements. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

Property, machinery, and equipment of the primary government are depreciated using the straight-line method over the following estimated useful years:

	Estimated
Asset Description	Useful Life
Buildings and improvements	20-50 years
Machinery and equipment	5-10 years
Vehicles	4-20 years
Water and sewer system	20-65 years
Infrastructure	50-65 years

5. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The government only has one item that qualifies for reporting in this category. It is the deferred charge on refunding reported in the government-wide Statement of Net Position. A deferred charge on refunding results from the difference in the carrying value of the refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The City has only one type of item, which arises only under a modified accrual basis of accounting, that qualifies for reporting in this category. Accordingly, the item, unavailable revenue, is reported only in the governmental funds balance sheet. The governmental funds report unavailable revenues from property taxes. This amount is deferred and recognized as an inflow of resources in the period that the amount becomes available.

6. Compensated Employee Absences

It is the City's policy to permit employees to accumulate earned but unused vacation, sick pay benefits, and compensatory time. Amounts accumulated, up to certain amounts, may be paid to employees upon termination of employment. The estimated amount of compensation for services provided that is expected to be liquidated with expendable, available financial resources is reported as an expenditure and a fund liability of the governmental fund that will pay it when it matures or becomes due. Amounts of vested or accumulated vacation leave that are not expected to be liquidated with expendable, available financial resources are maintained separately and represent a reconciling item between the fund and government-wide presentations.

7. Long-Term Obligations

In the government-wide financial statements and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type Statement of Net Position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method, if material. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

The property tax rate is allocated each year between the general and debt service funds. The full amount estimated to be required for debt service on general obligation debt is provided by the tax along with the interest earned in the debt service fund. Although a portion of the general obligation debt was directly related to the purchase of water and sewer infrastructure, the debt service expenditures are included in the governmental fund financial statements as they are expected to be paid from debt service tax revenues instead of water system revenues.

8. Net Position Flow Assumption

Sometimes the City will fund outlays for a particular purpose from both restricted (e.g., restricted bond or grant proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted-net position and unrestricted-net position in the government-wide and proprietary fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted-net position to have been depleted before unrestricted-net position is applied.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

9. Fund Balance Flow Assumptions

Sometimes the City will fund outlays for a particular purpose from both restricted and unrestricted resources (the total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted fund balance to have been depleted before using any of the components of unrestricted fund balance. Further, when the components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

10. Fund Balance Policies

Fund balances of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. The City itself can establish limitations on the use of resources through either a commitment (committed fund balance) or an assignment (assigned fund balance).

Amounts that cannot be spent because they are either not in spendable form or legally or contractually required to be maintained intact are classified as nonspendable fund balance. Amounts that are externally imposed by creditors, grantors, contributors or laws or regulations of other governments; or imposed by law through constitutional provisions are classified as restricted fund balance.

The committed fund balance classification includes amounts that can be used only for the specific purposes determined by a formal action of the City's highest level of decision-making authority. The City Council is the highest level of decision-making authority for the City that can, by adoption of an ordinance prior to the end of the fiscal year, commit fund balance. Once adopted, the limitation imposed by the ordinance remains in place until a similar action is taken (the adoption of another ordinance) to remove or revise the limitation.

Amounts in the assigned fund balance classification are intended to be used by the City for specific purposes but do not meet the criteria to be classified as committed. The City Council may also assign fund balance as it does when appropriating fund balance to cover a gap between estimated revenue and appropriations in the subsequent year's appropriated budget. Unlike commitments, assignments generally only exist temporarily. In other words, an additional action does not normally have to be taken for the removal of an assignment. Conversely, as discussed above, an additional action is essential to either remove or revise a commitment.

The City enacted a policy to maintain a 6 month operating reserve fund balance in the general fund and a 3 month operating reserve fund balance in the business-type activities fund. Any amount above the operating reserve will be rolled into the formal reserves.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

11. 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

G. Revenues and Expenditures/Expenses

1. Program Revenues

Amounts reported as program revenues include 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 (including special assessments) that are restricted to meeting the operational or capital requirements of a particular function or segment. All taxes, including those dedicated for specific purposes, and other internally dedicated resources are reported as general revenues rather than as program revenues.

2. Property Taxes

Property taxes are levied during October of each year and are due upon receipt of the City's tax bill. Taxes become delinquent, with an enforceable lien on property, on February 1 of the following year.

3. Proprietary Funds Operating and Nonoperating Revenues and Expenses

Proprietary funds distinguish operating revenues and expenses from nonoperating 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 principal operating revenues of the enterprise fund are charges to customers for sales and services. The enterprise fund also recognizes as operating revenue the portion of tap fees intended to recover the cost of connecting new customers to the system. Operating expenses for the enterprise fund include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

II. STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

Annual budgets are adopted on a basis consistent with generally accepted accounting principles. The original budget is adopted by the City Council prior to the beginning of the year. The legal level of control as defined by the municipal code of general law is the object and purpose stated in the approved budget. Appropriations lapse at the end of the year. Supplemental budget appropriations were made for the year.

III. DETAILED NOTES ON ALL ACTIVITIES AND FUNDS

A. Deposits and Investments

Custodial credit risk - deposits. In the case of deposits, this is the risk that the City's deposits may not be returned in the event of a bank failure. The City's investment policy requires funds on deposit at the depository bank to be collateralized by securities. As of December 31, 2013, fair market values of pledged securities and FDIC coverage exceeded bank balances.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

B. Receivables

The following comprise receivable balances at year end:

		General	De	ebt Service	Enterprise	 Total
Property taxes		\$ 1,294,769	\$	877,342	\$ -	\$ 2,172,111
Sales taxes		15,405		:27	-	15,405
Accounts		5		350	366,931	366,931
Franchise fees		73,389		-	-	73,389
Other		400		-	1,541	1,941
Less allowance		 			(6,858)	(6,858)
	Totals	\$ 1,383,963	\$	877,342	\$ 361,614	\$ 2,622,919

C. Capital Assets

A summary of changes in capital assets for the year is as follows:

	Primary Government							
	Beginning Balance			Increases	(Decreases)			Ending Balance
Governmental Activities								
Capital assets not being depreciated:								
Land	\$	24,944	\$	-	\$	-	\$	24,944
Total capital assets, not being depreciated		24,944						24,944
Other capital assets:				_				
Infrastructure		17,915,393		3,284,666		-		21,200,059
Buildings		399,685		-				399,685
Vehicles and equipment		153,809		26,453		-		180,262
Total other capital assets		18,468,887		3,311,119		_		21,780,006
Less accumulated depreciation for:								
Infrastructure		(3,766,614)		(514,755)		_		(4,281,369)
Buildings		(101,750)		(8,669)		-		(110,419)
Vehicles and equipment		(138,453)		(8,562)		-		(147,015)
Total accumulated depreciation		(4,006,817)		(531,986)				(4,538,803)
Other capital assets, net		14,462,070		2,779,133				17,241,203
Governmental Activities Capital Assets, Net	\$	14,487,014	\$	2,779,133	\$	_		17,266,147
- ·							_	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
				I	ess associated	debt		(16,258,510)
				Plus deferred o	harge on refun	ding		104,481
				Plus uns	pent bond proc	eeds		1,656,663
				Net Investmen	t in Capital A	ssets	\$	2,768,781

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year Ended December 31, 2013

Depreciation was charged to governmental functions as follows:

Depreciation by governmental functions:

The following is a summary of changes in capital assets for business-type activities for the year:

	Beginning Balance	Increases	(Decreases)	Ending Balance
Business-Type Activities				<u></u> -
Capital assets not being depreciated:				
Land	\$ 9,163	\$ -	\$ -	\$ 9,163
Total capital assets, not being depreciated	9,163	1 14-7	922	9,163
Other capital assets:				
Buildings	1,036,160	-	1.00	1,036,160
Water rights	446,890		- 2	446,890
Machinery and equipment	373,251	-	-	373,251
Infrastructure	9,537,874	30,775	(*)	9,568,649
Total other capital assets	11,394,175	30,775		11,424,950
Less accumulated depreciation for:				
Buildings	(992,691)	(3,997)	929	(996,688)
Water rights	(446,890)	-	-	(446,890)
Machinery and equipment	(185,039)	(19,730)	-	(204,769)
Infrastructure	(5,490,485)	(254,495)	551	(5,744,980)
Total accumulated depreciation	(7,115,105)	(278,222)	-	(7,393,327)
Other capital assets, net	4,279,070	(247,447)		4,031,623
Business-Type Activities Capital Assets, Net	\$ 4,288,233	\$ (247,447)	\$ -	\$ 4,040,786

Depreciation was charged to business-type functions as follows:

Water and sewer \$ 278,222

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

D. Long-Term Debt

The following is a summary of changes in the City's total governmental activities long-term liabilities for the year:

		Beginning Balance		Additions		Deductions	 Ending Balance		Amounts Oue Within One Year
Governmental Activities									
Bonds, notes and other									
payables:									
Certificates of obligation	\$	2,385,000	\$	- 5	\$	(120,000)	\$ 2,265,000	* \$	125,000
General obligation bonds		14,880,000		¥5		(1,175,000)	13,705,000	*	1,205,000
Premium		319,267		-		(30,757)	288,510	*	30,757
Compensated absences		2,608				912	 3,520		3,168
Total Governmental									
Activities	\$	17,586,875	\$	-	\$	(1,324,845)	\$ 16,262,030	\$	1,363,925
Long-term debt due in more than one year						an one year	\$ 14,898,105	:	
*Debt associated with governmental activity capital assets					\$ 16,258,510				

Long-term liabilities applicable to the City's governmental activities are not due and payable in the current period and, accordingly, are not reported as fund liabilities in the governmental funds. Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when due.

Long-term debt at year end was comprised of the following debt issues:

Interest			
Rates	Balance		
3.50-5.50%	\$	2,265,000	
tes of Obligation		2,265,000	
2.00-3.38%		2,945,000	
2.00-4.00%		7,405,000	
2.00-3.00%		3,355,000	
Obligation Bonds		13,705,000	
ental Activities Long-Term Debt	\$	15,970,000	
)	2.00-3.38% 2.00-4.00% 2.00-3.00%	3.50-5.50% \$ 2.00-3.38% 2.00-4.00% 2.00-3.00%	

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year Ended December 31, 2013

The annual requirements to amortize bond and certificate debt issues outstanding at year end were as follows:

Year	Governmental Activities						
Ending							
Dec 31		Principal		Interest		Total	
2014	\$	1,330,000	\$	482,391	\$	1,812,391	
2015		1,370,000		447,360		1,817,360	
2016		1,415,000		407,904		1,822,904	
2017		1,460,000		366,300		1,826,300	
2018		1,505,000		322,116		1,827,116	
2018-2022		4,435,000		1,148,424		5,583,424	
2023-2027		2,905,000		541,023		3,446,023	
2028-2031		1,550,000		93,775		1,643,775	
Total	\$	15,970,000	\$	3,809,293	\$	19,779,293	

General obligation bonds are direct obligations of the City for which its full faith and credit are pledged. Repayment of general obligation bonds are from taxes levied on all taxable property located within the City. The City also issued bonds where the government pledges income derived from the acquired or constructed assets to pay debt service. The City is not obligated in any manner for special assessment debt.

Federal Arbitrage

The Tax Reform Act of 1986 instituted certain arbitrage restrictions consisting of complex regulations with respect to issuance of tax-exempt bonds after August 31, 1986. Arbitrage regulations deal with the investment of tax-exempt bond proceeds at an interest yield greater than the interest yield paid to bondholders. Generally, all interest paid to bondholders can be retroactively rendered taxable if applicable rebates are not reported and paid to the Internal Revenue Service (IRS) at least every five years for applicable bond issues. Accordingly, there is the risk that if such calculations are not performed, or are not performed correctly, a substantial liability to the City could result. The City periodically engages an arbitrage consultant to perform the calculations in accordance with IRS rules and regulations.

E. Interfund Transactions

The composition of interfund balances as of year end was as follows:

Payables Fund	A	mounts
Water and Sewer Fund	\$	81,323
General Fund		79,319
Metro Fund		913
Capital Projects Fund		17,622
	\$	179,177
	Water and Sewer Fund General Fund Metro Fund	Water and Sewer Fund \$ General Fund Metro Fund Capital Projects Fund

Amounts recorded as due to/from are considered to be temporary loans and will be repaid during the following year.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

IV. OTHER INFORMATION

A. Risk Management

The City is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which the City participates along with 2,617 other entities in the Texas Municipal League's Intergovernmental Risk Pools (the "Pool"). The Pool purchases commercial insurance at a group rate for participants in the Pool. The City has no additional risk or responsibility to the Pool, outside of the payment of insurance premiums. The City has not significantly reduced insurance coverage or had settlements which exceeded coverage amounts for the past three years.

The City is a member of the Texas Municipal League Workers' Compensation Intergovernmental Risk Pool (the "TML Pool"), which is not intended to operate as an insurance company, but rather a contracting mechanism by which the City provides self-insurance benefits to its employees. The TML Pool contracts with a third party administrator for administration, investigation and adjustment services in the handling of claims. Premiums are based on the estimated City payroll by risk factor and rates. The premiums are adjusted by the City's experience modifier. All loss contingencies, including claims incurred but not reported, if any, are recorded and accounted for by the TML Pool.

B. Contingent Liabilities

Amounts received or receivable from granting agencies are subject to audit and adjustment by grantor agencies, principally the federal government. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount of expenditures which may be disallowed by the grantor cannot be determined at this time although the City expects such amounts, if any, to be immaterial.

Liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported. Claim liabilities are calculated considering the effects of inflation, recent claim settlement trends including frequency and amount of payouts, and other economic and social factors. No claim liabilities are reported at year end.

It was determined some years ago that 105 addresses in the City were connected and being serviced by the City of Houston for wastewater. It was also determined at that time 15 addresses in the City of Houston were connected and being serviced by the City. Both parties agreed to service said wastewater as subject to the terms and conditions outlined in the waste disposal contract dated April 10, 2002. At this time, the parties have not determined the financial ramifications of the situation described above.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

C. Pension Plan

Texas Municipal Retirement System

Plan Description

The City provides pension benefits for all of its full-time employees through a non-traditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), an agent multiple-employer public employee retirement system. The plan provisions that have been adopted by the City are within the options available in the governing state statutes of TMRS.

TMRS issues a publicly available comprehensive annual financial report that includes financial statements and RSI for TMRS. The report also provides detailed explanations of the contributions, benefits and actuarial methods and assumptions used by TMRS. This report may be obtained from TMRS' website at www.tmrs.com.

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS. Plan provisions for the City were as follows:

	2013	2012
Employee deposit rate	7.00%	7.00%
Matching ratio (City to employee)	2 to 1	2 to 1
Years required for vesting	5	5
Service requirement eligibility (expressed as age/yrs of service)	60/5, 0/25	60/5, 0/25
Updated service credit	100%	100%
	Repeating, Transfers	Repeating, Transfers
Annuity increase (to retirees)	0% of CPI	0% of CPI

Benefits

Upon retirement, benefits depend upon the sum of the employee's contributions to the plan, with interest, and the City-financed monetary credits, with interest. City-financed monetary credits are composed of three sources: prior service credits, current service credits, and updated service credits. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount at least equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are a percentage (100%, 150%, or 200%) of the employee's accumulated contributions. In addition, the City can grant, as often as annually, another type of monetary credit referred to as an updated service credit. This is a theoretical amount which, when added to the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and City matching percentage had always been in existence, and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions, with interest, and the employer-financed monetary credits, with interest, were used to purchase an annuity.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

Contributions

Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Projected Unit Credit actuarial cost method. This rate consists of the normal cost contribution and the prior service cost contribution rate, which is calculated to be a level percent of payroll from year to year. The normal cost contribution rate finances the portion of an active member's projected benefit allocated annually; the prior service contribution rate amortizes the unfunded (overfunded) actuarial liability (asset) over the remainder of the plan's 24.8-year amortization period. Both the normal cost and prior service contribution rates include recognition of the projected impact of annually repeating benefits such as Updated Service Credits and Annuity Increases.

The City contributes to the TMRS plan at an actuarially determined rate. Both the employees and the City make contributions monthly. Since the City needs to know its contribution rate in advance for budgetary purposes, there is a one year delay between the actuarial valuation that serves as the basis for the rate and the calendar year when the rate goes into effect. The annual pension costs and the net pension obligation (asset) are as follows:

Three-year trend information for the annual pension cost (APC) is as follows:

	2013	 2012	2011		
Annual Req. Contributions (ARC)	\$ 47,168	\$ 44,249	\$	55,527	
Actual Contribution Made	\$ 47,168	\$ 44,249	\$	55,527	
Percentage of ARC	100.00%	100.00%		100.00%	

The required contribution rates for fiscal year 2013 were determined as part of the December 31, 2011 and 2012 actuarial valuations. Additional information as of the latest actuarial valuation, December 31, 2012, also follows:

	2013	2012	2011
Actuarial Valuation Date	12/31/2012	12/31/2011	12/31/2010
Actuarial Cost Method	Projected Unit Credit	Projected Unit Credit	Projected Unit Credit
Amortization Method	Level % of Payroll	Level % of Payroll	Level % of Payroll
Remaining Amortization Period	24.8 Years - Closed	25.4 Years - Closed	25.4 Years - Closed
	period	period	period
Amortization Period for New			
Gains/Losses	25 Years	25 Years	25 Years
Asset Valuation Method	10-year Smoothed	10-year Smoothed	10-year Smoothed
	Market	Market	Market
Investment Rate of Return	7.0%	7.0%	7.0%
Projected Salary Increases	Varies by age and	Varies by age and	Varies by age and
	service	service	service
Includes Inflation at	3.00%	3.00%	3.00%
Cost of Living Adjustments	0.00%	0.00%	0.00%

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year Ended December 31, 2013

The funded status as of December 31, 2012, the most recent actuarial valuation date, is presented as follows:

	2013
Actuarial Valuation Date	12/31/2012
Actuarial Value of Assets	\$ 2,376,818
Actuarial Accrued Liability	\$ 2,314,723
Percentage Funded	102.7%
Unfunded Actuarial Accrued Liability	
(UAAL)	\$ (62,095)
Annual Covered Payroll	\$ 513,932
UAAL as a Percentage of Covered	
Payroll	(12.1%)

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

Actuarial calculations are based on the benefits provided under the terms of the substantive plan in effect at the time of each valuation, and reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets. The schedule of funding progress, presented as RSI following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability of benefits.

D. Other Post Employment Benefits

TMRS Supplemental Death Benefit Fund

Plan Description

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by TMRS known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The City may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death), retired employees are insured for \$7,500 and this coverage is an "other post employment benefit," or OPEB. The obligations of this plan are payable only from the SDBF and are not an obligation of, or a claim against, the Pension Trust Fund. For the year ended December 31, 2013, the City offered the supplemental death benefit to both active and retired employees.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

Contributions

The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year, the intent is not to pre-fund retiree term life insurance during employees' entire careers.

The City's contributions to the TMRS SDBF for the fiscal years ended 2013, 2012, and 2011 were \$211, \$154, and \$200, respectively, which equaled the required contributions each year. The retiree-only portion of the rate for the past three years is shown below:

	2013	2012	2011
Annual Req. Contributions (ARC)	0.04%	0.03%	0.04%
Actual Contribution Made	0.04%	0.03%	0.04%
Percentage of ARC Contributed	100.00%	100.00%	100.00%

E. Agreement with Metro and Harris County

On July 1, 1999, the City entered into a Congestion Mitigation/Traffic Management Agreement (the "Agreement") with the Metropolitan Transit Authority of Harris County (Metro). As of December 31, 2013, Metro contributed \$129,000 to the City. Under the new terms of the Agreement, Metro is to provide the City annual funding of \$134,000 for eligible transportation projects through December 31, 2025.

F. Interlocal Agreement for Water Conservation Credits

In 1995, the City entered into an interlocal agreement (the "Agreement") with the Harris-Galveston Coastal Subsidence District (the "District") for the purpose of sponsoring the establishment of water conservation goals, guidelines, and plans to be used within the District. Under this Agreement, the District provides school curriculum kits and in-service training to teachers, as well as provides all support functions for the program to certain schools. The City pays the District \$35.40 for each student sponsored. The City receives a water conservation credit equal to 84,000 gallons of groundwater for each student sponsored. The City may hold, transfer, sell or redeem the credits at any time. Groundwater credits earned through July 2001 have a lifespan of 40 years. Beginning with the 2001-2002 school year, the District issued a new series of groundwater certificates that will have a lifespan of 20 years and can only be applied to a maximum of 30 percent of a permittee's total water demand. At year end, the City added 234,780,000 gallons of credit for a total of 1,330,248,000 gallons of credit for use under this Agreement.

G. Related Organizations and Joint Ventures

Memorial Village Police Department – Health Insurance Benefits

In November 2006, the City entered into an insurance agreement (the "Agreement") by and between the Memorial Village Police Department (the "Department") and the City of Piney Point Village to collectively seek health and related ancillary benefits for each entity's employees with the Department serving as the administrator. Under the terms of the Agreement, each party is responsible for the monthly premiums covering that entity's employees.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

Memorial Villages Water Authority

In July 1985, the City entered into a waste disposal agreement (the "Agreement") with Memorial Villages Water Authority (the "Authority"). As part of this Agreement, the City paid 18.2 percent of the cost of construction for the wastewater treatment plant to the Authority.

Village Fire Department

The City has entered into an interlocal agreement (the "Agreement") with the cities of Hunters Creek Village, Hedwig Village, Hilshire Village, Piney Point Village and Spring Valley Village to create the Village Fire Department (VFD). The Agreement automatically renews for a period of five years unless terminated by at least one of the contracting cities. Under the terms of the Agreement, the City is liable for 19 percent of the VFD's budget. Consolidated financial information of the VFD extracted from its audited financial statements for the year ended December 31, 2013, on which their auditors expressed an unmodified opinion, is as follows:

	VFD Total					City's Portion (19%)				
	Net Position		Balance Sheet		Net Position		Bal	ance Sheet		
Total assets Total liabilities Total Participants' Equity	\$	3,167,660 561,923 2,605,737	\$	1,320,856 196,339 1,124,517	\$	601,855 106,765 495,090	\$	250,963 37,304 213,658		
	Change in Net Position		Revenues and Expenditures		Change in Net Position		Revenues and Expenditures			
Total revenues	\$	5,145,072	\$	5,145,072	\$	977,564	\$	977,564		
Total expenditures/expenses		4,978,091		4,943,622		945,837		939,288		
Revenues over expenditures/expenses		166,981		201,450		31,726		38,276		
Beginning participants' equity Ending Participants' Equity	\$	2,438,756 2,605,737	\$	923,067 1,124,517	\$	463,364 495,090	\$	175,383 213,659		
Unfunded actuarial accrued liability at 12/31/11 with TMRS	\$	696,859			\$	132,403				

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the Year Ended December 31, 2013

Memorial Villages Police Department

The City has also entered into an interlocal agreements (the "Agreement") with the cities of Piney Point Village and Hunters Creek Village to create the Memorial Village Police Department (MVPD). Under the terms of the Agreement, the City is liable for 33 percent of the MVPD's budget.

Consolidated financial information of the MVPD extracted from its audited financial statements for the year ended December 31, 2012, on which their auditors expressed an unmodified opinion, is as follows:

		MVP	D To	otal	_	ı (33%)		
	Net Position		Balance Sheet		Net Position		Ba	llance Sheet
Total assets Total liabilities Total Participants' Equity	67	26,628 77,248 19,380	\$ 	277,177 81,923 195,254	\$ <u>\$</u>	602,787 223,492 379,295	\$ 	91,468 27,035 64,433
Tour Authorphia Differy	* -,-	,	<u> </u>	-	=			0 1, 155
	Change in		Change in Revenues and			Change in	Revenues and	
	Net Po	sition	Ex	penditures	N	et Position	E	spenditures
Total revenues	\$ 4,05	55,093	\$	4,049,670	\$	1,338,181	\$	1,336,391
Total expenditures/expenses	4,19	0,223		4,097,423		1,382,774		1,352,150
Revenues under expenditures/expenses Proceeds from sale of assets	(13	5,130)		(47,753) 5,423		(44,593)		(15,759) 1,790
Beginning participants' equity Ending Participants' Equity		9,380	\$	237,584 195,254	\$	423,888 379,295	\$	78,402 64,433
Unfunded actuarial accrued liability at 12/31/11 with TMRS	\$ 2,08	8,882			\$	689,331		

H. Subsequent Events

On March 25, 2014, the City Council adopted an ordinance authorizing and ordering the issuance, sale, and delivery of General Obligation Refunding Bonds, Series 2014. On April 10, 2014, the City issued \$2,145,000 in General Obligation Refunding Bonds, Series 2014, issued pursuant to the Constitution and general laws of the State of Texas, particularly Chapter 1207 of the Texas Government Code, as amended, to issue bonds for the purpose of refunding its outstanding obligations.

REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL GENERAL FUND

For the Year Ended December 31, 2013

	Original Budget		Budget as Amended		Actual		Variance Positive (Negative)	
Revenues								
Property taxes	\$	2,463,698	\$	2,463,698	\$	2,465,286	\$	1,588
Sales taxes		59,000		59,000		77,225		18,225
Charges for services		42,000		42,000		48,236		6,236
Franchise fees and local taxes		300,100		300,100		316,513		16,413
Fines and forfeitures		185,400		185,400		172,284		(13,116)
Licenses and permits		272,710		272,710		421,107		148,397
Investment income		9,600		9,600		8,624		(976)
Other		32,654		32,654		56,975		24,321
Total Revenues		3,365,162	_	3,365,162	ń <u></u>	3,566,250		201,088
Expenditures								
General government		563,417		600,961		538,178		62,783
Public safety		2,275,133		2,375,134		2,359,438		15,696
Public works		197,500		168,254		155,102		13,152
Capital outlay		653,543		653,543		109,930		543,613
Total Expenditures		3,689,593		3,797,892		3,162,648		635,244
Net Change in Fund Balance	<u>\$</u>	(324,431)	\$	(432,730)		403,602	\$	836,332
Beginning fund balance						3,132,917		
		End	ing F	und Balance	<u>\$</u>	3,536,519		

Notes to Required Supplementary Information:

^{1.} Annual budgets are adopted on a basis consistent with generally accepted accounting principles (GAAP).

SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL METRO FUND

For the Year Ended December 31, 2013

	Original Budget		Final Budget	 Actual		Variance Positive (Negative)
Revenues						
Intergovernmental	\$ 129,000	\$	129,000	\$ 129,000	\$	_
Investment income	2,280		2,280	1,701		(579)
Total Revenues	131,280		131,280	130,701		(579)
Expenditures						
General government	20,000		20,000	20,000		
Public works	109,700		109,700	78,578		31,122
Capital outlay	 400,000		447,196	 447,196	_	
Total Expenditures	 529,700		576,896	545,774	_	31,122
Net Change in Fund Balance	\$ (398,420)	\$	(445,616)	(415,073)	\$	30,543
Beginning fund balance				 1,058,913		
	End	ing l	Fund Balance	\$ 643,840		

Notes to Required Supplementary Information:

^{1.} Annual budgets are adopted on a basis consistent with generally accepted accounting principles (GAAP).

SCHEDULE OF FUNDING PROGRESS TEXAS MUNICIPAL RETIREMENT SYSTEM

For the Year Ended December 31, 2013

The City's annual covered payroll and pension costs are actuarially valued on a calendar year basis. Because the City makes all of the annually required contributions, no net pension obligation (NPO) exists. The information presented below represents the City's schedule of funding progress.

Fiscal Year	 2013	 2012	2011
Actuarial Valuation Date	12/31/2012	12/31/2011	12/31/2010
Actuarial Value of Assets	\$ 2,376,818	\$ 2,187,668	\$ 2,051,725
Actuarial Accrued Liability	\$ 2,314,723	\$ 2,146,284	\$ 2,032,675
Percentage Funded	102.7%	101.9%	100.9%
Unfunded Actuarial			
Accrued Liability (UAAL)	\$ (62,095)	\$ (41,384)	\$ (19,050)
Annual Covered Payroll	\$ 513,932	\$ 501,033	\$ 511,296
UAAL % of Covered Payroll	(12.1%)	(8.3%)	(3.7%)
Net Pension Obligation (NPO)			
at the Beginning of Period	\$ 5	\$ -	\$ -
Annual Req. Contrib. (ARC)	47,168	44,249	55,527
Contributions Made	47,168	 44,249	 55,527
NPO at the End of Period	\$ ==	\$ 	\$ 译