

**BRAZORIA COUNTY
TOLL ROAD AUTHORITY**

ANNUAL FINANCIAL REPORT

For The Fiscal Year Ended
September 30, 2018

KENNEMER, MASTERS & LUNSFORD, LLC
CERTIFIED PUBLIC ACCOUNTANTS
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**BRAZORIA COUNTY
TOLL ROAD AUTHORITY**

*Annual Financial Report
For The Year Ended September 30, 2018*

TABLE OF CONTENTS

	<u>Page</u>
 <u>Financial Section</u> 	
Independent Auditor's Report	7-9
Management's Discussion and Analysis	11-14
Basic Financial Statements:	
Statement of Net Position	15
Statement of Revenues, Expenses and Changes in Net Position	16
Statement of Cash Flows	17
Notes to the Financial Statements	19-27
 <u>Federal Awards Section</u> 	
Independent Auditor's Report - On Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	31-32
Independent Auditor's Report - On Compliance for each Major Program and on Internal Control over Compliance Required by the Uniform Guidance	33-34
Schedule of Findings and Questioned Costs.....	35
Schedule of Status of Prior Findings	36
Corrective Action Plan	37
Schedule of Expenditures of Federal Awards.....	38
Notes on Accounting Policies for Federal Awards.....	39

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FINANCIAL SECTION

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Kennemer, Masters & Lunsford

CERTIFIED PUBLIC ACCOUNTANTS

Limited Liability Company

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Independent Auditor's Report

To the Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the Brazoria County Toll Road Authority (the "Authority"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express 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 from material misstatement.

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

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To the Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Brazoria County Toll Road Authority, as of September 30, 2018, and the respective changes in financial position, and 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 United States of America require that the management's discussion and analysis on pages 11 through 14 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The schedule of expenditures of federal awards is presented for purposes of additional analysis as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, and is also not a required part of the basic financial statements.

The schedule of expenditures of federal awards are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards are fairly stated in all material respects in relation to the basic financial statements as a whole.

To the Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 28, 2019, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

Kennemer, Masters & Hungford, LLC

Lake Jackson, Texas
March 28, 2019

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BRAZORIA COUNTY TOLL ROAD AUTHORITY

Management's Discussion and Analysis

Year Ended September 30, 2018

As management of the Brazoria County Toll Road Authority (the "Authority"), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal year ended September 30, 2018.

Financial Highlights

- The assets and deferred outflows of resources of the Authority exceeded its liabilities and deferred inflows of resources at the close of the most recent fiscal year by \$ 16,895,183 (net position). Of this amount, \$ 19,258 represents unrestricted net position, which may be used to meet the government's ongoing obligations to citizens and creditors with the Authority's fund designation.
- The Authority's total net position increased by \$ 1,164,494.

Financial Analysis

Net position may serve over time as a useful indicator of a government's financial position. In the case of the Authority, assets and deferred outflows of resources exceeded liabilities and deferred inflows of resources by \$ 16,895,183 as of September 30, 2018.

The portion of the Authority's net position of \$ 2,527,383 reflects its investments in capital assets (e.g., land and construction in progress), less any debt used to acquire those assets that is still outstanding. The Authority uses capital assets to provide service to citizens and consequently these assets are not available for future spending. Although the Authority'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 capital assets themselves cannot be used to liquidate these liabilities. Net investment in capital assets increased by \$ 784,454 due to the ongoing construction of the toll road project in the current fiscal year.

CONDENSED STATEMENT OF NET POSITION September 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
ASSETS		
Current and other assets	\$ 79,058,749	\$ 108,006,968
Capital assets	<u>56,069,484</u>	<u>15,820,074</u>
Total assets	<u>135,128,233</u>	<u>123,827,042</u>
DEFERRED OUTFLOWS OF RESOURCES		
Deferred outflows of resources	<u> </u>	<u> </u>
Total deferred outflows of resources	<u>-0-</u>	<u>-0-</u>

(continued)

BRAZORIA COUNTY TOLL ROAD AUTHORITY*Management's Discussion and Analysis*

Year Ended September 30, 2018

	<u>2018</u>	<u>2017</u>
LIABILITIES		
Current and other liabilities	\$ 29,503,116	\$ 19,948,675
Long-term liabilities	<u>88,729,934</u>	<u>88,147,678</u>
Total liabilities	<u>118,233,050</u>	<u>108,096,353</u>
DEFERRED INFLOWS OF RESOURCES		
Deferred inflows of resources	<u> </u>	<u> </u>
Total deferred inflows of resources	<u> -0-</u>	<u> -0-</u>
NET POSITION		
Net investment in capital assets	2,527,383	1,742,929
Restricted	14,348,542	13,990,987
Unrestricted	<u>19,258</u>	<u>(3,227)</u>
Total net position	<u>\$ 16,895,183</u>	<u>\$ 15,730,689</u>

As of September 30, 2018, the Authority had restricted net position of \$ 14,348,542, which represents funds held by a trustee for debt service payments and funds restricted to capital projects. The remaining balance is unrestricted net position of \$ 19,258.

STATEMENT OF CHANGES IN NET POSITION
September 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Operating Expenses:		
Services and fees	\$ <u>60,637</u>	\$ <u>3,227</u>
Total operating expenses	<u>60,637</u>	<u>3,227</u>
Operating loss	<u>(60,637)</u>	<u>(3,227)</u>
Non-operating Revenues (Expenses):		
Investment income	1,465,825	300,241
Interest and fiscal charges	(2,552,156)	(663,470)
Debt issuance costs	<u> </u>	<u>(1,435,527)</u>
Total non-operating revenues (expenses)	<u>(1,086,331)</u>	<u>(1,798,756)</u>
Loss before capital contributions	(1,146,968)	(1,801,983)
Capital contributions	<u>2,311,462</u>	<u>17,532,672</u>
Change in net position	1,164,494	15,730,689
Net position – beginning	<u>15,730,689</u>	<u> -0-</u>
Net position – ending	<u>\$ 16,895,183</u>	<u>\$ 15,730,689</u>

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Management's Discussion and Analysis

Year Ended September 30, 2018

At the end of the fiscal year ended September 30, 2018, the Authority reported a net position of \$ 16,895,183.

The Authority has not completed any components of the Brazoria County Expressway as of September 30, 2018, therefore, there were no operating revenues recognized. Net position increased by \$ 1,164,494. The key elements to the increase in net position were due to the following:

- Investment income of \$ 1,465,825 due to increased interest rates.
- capital contributions of \$ 2,311,462 due to federal participation in the construction project.
- Interest and fiscal charges of \$ 2,552,156.

Capital Assets - As of September 30, 2018, the Authority had \$ 56,069,484 invested in toll road land and construction in progress, reflected in the following schedule:

CAPITAL ASSETS September 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Land	\$ 88,425	\$ 66,715
Construction in progress	<u>55,981,059</u>	<u>15,753,359</u>
Total	<u>\$ 56,069,484</u>	<u>\$ 15,820,074</u>

Additions to toll road land were the purchase of right of ways and the additions to toll road construction in progress were in conjunction with the beginning of construction on the Brazoria County Expressway. Additional information on the Authority's capital assets can be found in Note 3 on page 25.

Long-Term Debt – As of September 30, 2018, the Authority had total bonds outstanding of \$ 84,523,828.

LONG-TERM DEBT September 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Revenue bonds	\$ 84,523,828	\$ 83,720,978
Premium on bonds	<u>4,206,106</u>	<u>4,426,700</u>
Total	<u>\$ 88,729,934</u>	<u>\$ 88,147,678</u>

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Management's Discussion and Analysis

Year Ended September 30, 2018

Brazoria County, Texas and the Authority received ratings of Aa1 and AA+ from Moody's and Fitch, respectively, on the series 2017 bond issuance. Additional information on the Authority's long-term debt can be found in Note 4 on page 26.

Economic Factors

The County continues to enjoy growth during these current economic times. The population of the County is estimated at 365,453 in 2018 and is expected to grow to 394,679 by 2023.

The number of households has increased to 124,920 in 2018 and is expected to grow to 136,967 by 2023. Estimated Average (Mean) Household Income for 2018 is \$ 96,510 and is expected to grow to \$ 112,586 by 2023. Income per capita is currently at \$ 33,339 and is expected to grow to \$ 39,395.

Mobility improvements remain a priority of the Authority as the County continues to grow and develop. The current SH 288 toll project will enhance and compliment the County's road system.

Request for Information

This financial report is designed to provide a general overview of the Authority's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Office of the Brazoria County Auditor, 111 E. Locust, Room 303, Angleton, TX 77515, or call (979) 864-1275.

BRAZORIA COUNTY TOLL ROAD AUTHORITY
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
For the year ended September 30, 2018

Operating Revenues:	
Toll revenue	\$ <u>-0-</u>
Total operating revenues	<u>-0-</u>
Operating Expenses:	
Services and fees	<u>60,637</u>
Total operating expenses	<u>60,637</u>
Operating loss	<u>(60,637)</u>
Non-Operating Revenues (Expenses):	
Investment income	1,465,825
Interest and fiscal charges	<u>(2,552,156)</u>
Total non-operating revenues (expenses)	<u>(1,086,331)</u>
Net loss before contributions	<u>(1,146,968)</u>
Capital contributions	<u>2,311,462</u>
Change in net position	1,164,494
Total net position – beginning of year	<u>15,730,689</u>
Total net position – end of year	<u>\$ <u>16,895,183</u></u>

The notes to the financial statements are an integral part of this statement.

BRAZORIA COUNTY TOLL ROAD AUTHORITY
STATEMENT OF CASH FLOWS
For the year ended September 30, 2018

CASH FLOWS FROM OPERATING ACTIVITIES	
Payment of toll operation expenses	\$(<u>71,194</u>)
Net cash used by operating activities	(<u>71,194</u>)
CASH FLOWS FROM INVESTING ACTIVITIES	
Interest earned on investments	<u>1,465,825</u>
Net cash provided by investing activities	<u>1,465,825</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
Purchase of capital assets	(31,361,489)
Loans from primary government	2,337,235
Interest and fiscal charges	(1,969,900)
Capital contributions	<u>50,000</u>
Net cash used by capital and related financing activities	(<u>30,944,154</u>)
Net decrease in cash	(29,549,523)
Cash and temporary investments - beginning of year	<u>107,817,661</u>
Cash and temporary investments - end of year	\$ <u><u>78,268,138</u></u>
RECONCILIATION OF OPERATING INCOME TO NET CASH USED BY OPERATING ACTIVITIES	
Operating Activities:	
Operating loss	\$(60,637)
Changes in Assets and Liabilities:	
Accounts receivable	(307)
Prepaid expenses	<u>(10,250)</u>
Net cash used for operating activities	\$(<u><u>71,194</u></u>)
NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES	
Bond accretion	\$(802,850)
Bond premium amortization	220,594
Capital grants and contributions	<u>2,311,462</u>
	\$ <u><u>1,729,206</u></u>

The accompanying notes are an integral part of these financial statements.

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BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The Brazoria County Toll Road Authority (the "Authority") was created by order of Brazoria County, Texas on December 16, 2003, to aid, assist and act on behalf of Brazoria County, Texas in the development of transportation projects within the County, including the Brazoria County Expressway, which subsequently may be extended and pooled with other projects as part of the Brazoria County Toll Road System. The Authority is a local government corporation established under Chapter 284 and 431 of the Texas Transportation Code.

Based on criteria prescribed by generally accepted accounting principles, the Authority is considered a discretely presented component unit of Brazoria County, Texas (the "County"). The primary criteria for inclusion of the Authority in the County's financial reporting entity is that of financial accountability. The Commissioners Court, the elected governing body of the County, appoints the Authority's governing body. The County has financial accountability because it appoints a voting majority of the Board and the County can impose its will on the Authority. As such, the County is financially accountable for the Authority and the Authority is considered a discretely presented component unit of the County.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The accompanying basic 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 the related cash flows. With this measurement focus, all assets, deferred outflows of resources, liabilities and deferred inflows of resources associated with the operations of these activities are included in the statement of net position.

Grants are considered earned to the extent of the expenditures are made under the provisions of the grant. Accordingly, when such funds are received, they are recorded as unearned revenues until the related and authorized expenditures have been made. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the grantor have been met.

Cash and Investments

Cash and temporary investments include amounts in demand deposits and short-term investments with a maturity date within three months of the date acquired by the Authority. For purposes of the cash flow statement, cash and temporary investments are considered cash equivalents. In accordance with GASB Statement 31, "Accounting and Financial Reporting for Certain Investments and for External Investment Pools", investments are stated at fair value.

Receivables

Receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible.

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Capital Assets

Capital assets, which include land and construction in progress are used in the Authority's operations. All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their acquisition value on the date donated. Repairs and maintenance are recorded as expenses. Renewals and betterments are capitalized.

Assets capitalized have an original cost of \$ 5,000 or more and over two years of useful life. Depreciation has been calculated on each class of depreciable property using the straight-line method. Estimated useful lives are as follows:

Infrastructure	20-50 Years
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Deferred Outflows and Inflows of Resources

Guidance for deferred outflows of resources and deferred inflows of resources is provided by GASB No. 63, "Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position". Concepts Statement No. 4, Elements of Financial Statements, introduced and defined those elements as a consumption of net position by the government that is applicable to a future reporting period, and an acquisition of net position by the government that is applicable to a future period, respectively. Previous financial reporting standards do not include guidance for reporting those financial statement elements, which are distinct from assets and liabilities. Further, GASB No. 65, "Items Previously Reported as Assets and Liabilities", had an objective to either (a) properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or (b) recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues).

Long-Term Debt

Long-term obligations are reported as liabilities in the statement of net position. Bond premiums and discounts are amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as expenses at the time of the transaction.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Net Position

Net position represents the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources. Net position invested in capital assets consists of capital assets net of accumulated depreciation and the outstanding balances of any borrowing spent for the acquisition, construction or improvements of those assets. Net position is reported as restricted when there are limitations imposed on the use either through enabling legislation adopted by the Authority or through external restrictions imposed by creditors, grantors or laws or regulations of other governments. As of September 30, 2018, the Authority reported \$ 9,691,919 of net position restricted to capital projects and \$ 4,656,623 of net position restricted to debt service.

NOTE 2 - DEPOSITS, INVESTMENTS AND DERIVATIVES

The Authority classifies deposits and investments for financial statement purposes as cash and temporary investments, and investments based upon both liquidity (demand deposits) and maturity date (deposits and investments) of the asset at the date of purchase. For this purpose, a temporary investment is one that when purchased had a maturity date of three months or less. See Note 1 for additional Governmental Accounting Standards Board Statement No. 31 disclosures. Cash and temporary investments as reported on the financial statements at September 30, 2018 are as follows:

	<u>Total</u>
Cash and Temporary Investments:	
Financial Institution Deposits:	
Demand deposits	\$ 11,545,295
Local Government Investment Pools:	
Texpool	33,886,233
Texas CLASS	32,665,368
U.S. Bank Government Obligation Fund	<u>171,242</u>
Cash and temporary investments total	<u>\$ 78,268,138</u>

Deposits

Custodial Credit Risk – Deposits. Custodial credit risk is the risk that in the event of a financial institution failure, the Authority's deposits may not be returned to them. The Authority requires that all deposits with financial institutions be collateralized in an amount equal to 100 percent of uninsured balances.

At year-end, the carrying amount, of the Authority's deposits, were \$ 11,545,295, while the financial institution balances totaled \$ 11,585,458. Of the financial institution balances, \$ 250,000 was covered by federal depository insurance coverage, and \$ 11,335,458 was covered by collateral held by the Authority's agent in the Authority's name.

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 2 - DEPOSITS, INVESTMENTS AND DERIVATIVES - Continued

Investments

Chapter 2256 of the Texas Government Code (the Public Funds Investment Act) authorizes the Authority to invest its funds under written investment policy (the "investment policy") that primarily emphasizes safety of principal and liquidity, addresses investment diversification, yield, and maturity and addresses the quality and capability of investment personnel. This investment policy defines what constitutes the legal list of investments allowed under the policies, which excludes certain instruments allowed under chapter 2256 of the Texas Government Code.

The Authority's deposits and investments are invested pursuant to the investment policy, which is approved by the Board of Directors. The investment policy includes lists of authorized investment instruments and allowable stated maturity of individual investments. In addition it includes an "Investment Strategy Statement" that specifically addresses each investment option and describes the priorities of suitability of investment type, preservation and safety of principal, liquidity, marketability, diversification and yield. Additionally, the soundness of financial institutions (including broker/dealers) in which the Authority will deposit funds is addressed. The Authority's investment policy and types of investments are governed by the Public Funds Investment Act (PFIA). The Authority's management believes it complied with the requirements of the PFIA and the Authority's investment policy.

The Authority's Investment Officer submits an investment report each quarter to the Board of Directors. The report details the investment positions of the Authority and the compliance of the investment portfolio's as they relate to both the adopted investment strategy statements and Texas State law.

The Authority is authorized to invest in the following investment instruments provided that they meet the guidelines of the investment policy:

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. No-load money market mutual funds: regulated by SEC, with a dollar-weighted average stated maturity of 90 days or less, includes in its investment objectives the maintenance of a stable \$ 1.00 net asset value per each share, and limited in quantity to the requirements, set forth in Chapter 2256, Government Code Section 2256.014;
4. Other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities;
5. Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;
6. Certificates of deposit if issued by a state or national bank domiciled in the State of Texas and is: guaranteed or insured by the Federal Deposit Insurance Corporation or its successor, secured in any manner and amount provided by law for deposits of the Authority;

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 2 - DEPOSITS, INVESTMENTS AND DERIVATIVES - Continued

7. Fully collateralized repurchase agreements, if it: has a defined termination date, is secured by obligations described by Section 2256.009(a)(1) of the Public Funds Investment Act, requires the securities being purchased by the Authority to be pledged to the Authority, held in the Authority's name, and deposited at the time the investment is made with the Authority or with a third party selected and approved by the Authority, is placed through a primary government securities dealer, approved by the Authority, or a financial institution doing business in the State of Texas;
8. Commercial paper is an authorized investment, if the commercial paper: has a stated maturity of 270 days or fewer from the date of its issuance, and is rated not less than A-1 or P-1 or an equivalent rating by at least two nationally recognized credit agencies or one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state;
9. Eligible investment pools if the Board of Directors, by resolution, authorizes investment in the particular pool. An investment pool shall invest funds it receives from entities in authorized investments permitted by the Public Funds Investment Act. The Authority by contract may delegate to an investment pool the authority to hold legal title as custodian of investments purchased with its local funds.

The Authority participates in three Local Government Investment Pools (LGIPs): Texpool, Texas Class and U.S. Bank Government Obligation Fund. The State Comptroller oversees Texpool with Federated Securities Corporation managing the daily operations of the pool under a contract with the State Comptroller. Advisory boards consisting of participants or their designees, maintains oversight responsibility for Texas Class. The U.S. Bank Government Obligation Fund is managed by U.S. Bancorp Asset Management, Inc. for the daily operations. These external investment pools are not registered with the Securities and Exchange Commission, and the Authority's fair value of its position in these pools are not same as the value of the pool shares. These funds seek to maintain a constant net asset value of \$ 1.00, although this cannot be fully guaranteed.

The Authority invests in Texpool, Texas Class and U.S. Bank Government Obligation Fund to provide its liquidity needs. Texpool, Texas Class and U.S. Bank Government Obligation Fund are local government investment pools that were established in conformity with the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code and the Public Funds Investment Act, Chapter 2256 of the Code. Texpool and Texas Class are 2(a)7 like funds, meaning that they are structured similar to a money market mutual fund. Such funds allow shareholders the ability to deposit or withdraw funds on a daily basis. Interest rates are also adjusted on a daily basis. Such funds seek to maintain a constant net asset value of \$ 1.00, although this cannot be fully guaranteed. Texpool, Texas Class and U.S. Bank Government Obligation Fund are rated AAA and must maintain a dollar weighted average maturity not to exceed 60 days, which is the limit. At September 30, 2018 Texpool, Texas Class and U.S. Bank Government Obligation Fund had a weighted average maturity of 37 days, 52 days and 26 days, respectively. Although Texpool, Texas Class and U.S. Bank Government Obligation Fund portfolios had a weighted average maturity of 37 days, 52 days and 26 days, respectively, the Authority considers holdings in these funds to have a one day weighted average maturity. This is due to the fact that the share position can usually be redeemed each day at the discretion of the shareholder, unless there has been a significant change in value.

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 2 - DEPOSITS, INVESTMENTS AND DERIVATIVES - Continued

As of September 30, 2018, the County had the following investments:

<u>Investment Type</u>	<u>Interest Rate</u>	<u>Fair Value</u>	<u>Weighted Avg. Maturity (Days)</u>
Local Government Investment Pools:			
Texpool	Varies	\$ 33,886,233	37
Texas Class	Varies	32,665,368	52
U.S. Bank Government Obligation Fund	Varies	<u>171,242</u>	26
		<u>\$ 66,722,843</u>	44

Credit Risk - As of September 30, 2018, the LGIPs (which represent approximately 100.00% of the investment portfolio) are rated AAAM by Standard and Poor's or AAA by Finch.

Interest rate Risk - As a means of minimizing risk of loss due to interest rate fluctuations, the Investment Policy requires that investment maturities will not exceed the lesser of a dollar weighted average maturity of 365 days or the anticipated cash flow requirements of the funds. Quality short-to-medium term securities should be purchased, which complement each other in a structured manner that minimizes risk and meets the County's cash flow requirements.

Fair Value Measures

Financial Accounting Standards Board Accounting Standards Codification 820-10, *Fair Value Measurements* (FASB Codification 820-10), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Codification 820-10 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 2 - DEPOSITS, INVESTMENTS AND DERIVATIVES – Continued

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Authority had no investments that were required to be measured at fair value as of September 30, 2018.

Derivatives

Interest in derivative products has increased in recent years. Derivatives are investment products, which may be a security or contract, which derives its value from another security, currency, commodity, or index, regardless of the source of funds used. The Authority made no direct investments in derivatives during the year ended September 30, 2018, and holds no direct investments in derivatives at September 30, 2018.

NOTE 3 - CAPITAL ASSETS

A summary of changes in capital assets for the year ended September 30, 2018, is as follows:

	<u>Balance</u> <u>10-01-17</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance</u> <u>09-30-18</u>
Capital Assets, Not Being Depreciated:				
Land	\$ 66,715	\$ 21,710	\$	\$ 88,425
Construction in progress	<u>15,753,359</u>	<u>40,227,700</u>	<u> </u>	<u>55,981,059</u>
 Total capital assets not being depreciated	 <u>15,820,074</u>	 <u>40,249,410</u>	 <u> -0-</u>	 <u>56,069,484</u>
 Total capital assets	 <u>\$15,820,074</u>	 <u>\$40,249,910</u>	 <u>\$ -0-</u>	 <u>\$56,069,484</u>

Additions to toll road construction in progress were a result of construction activities on the Brazoria County Expressway.

The contract commitments as of September 30, 2018 are as follows:

	<u>Projects</u> <u>Authorized</u>	<u>Expended</u> <u>to Date</u>	<u>Commitment</u>
Brazoria County Expressway	\$ 115,055,857	\$ 43,263,589	\$ 71,792,268

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 4 - LONG-TERM DEBT

The Authority issued limited contract tax and subordinate lien revenue bonds, which were issued in part as current interest bonds and in part as convertible capital appreciation bonds. The convertible capital appreciation bonds have a conversion date of March 1, 2025, where they will convert to current interest bonds. The Authority also issued limited contract tax and subordinate lien revenue bond anticipation notes. These subordinate lien revenue bonds and notes are paid through the Authority's Debt Service Fund from toll fees collected by the Authority. The following is a summary of the outstanding subordinate lien revenues bonds as of September 30, 2018:

	Interest Rate %	Series Dates			Outstanding 09-30-18
		Issued	Maturity	Callable	
Revenue Bonds:					
Limited Contract Tax Subordinate Lien 2017A Current Interest Bonds	4.000 - 5.000	2017	2049	2027	\$ 34,150,000
Limited Contract Tax Subordinate Lien 2017A Capital Appreciation Bonds	4.000	2017	2045	2030	20,673,828
Limited Contract Tax Subordinate Lien 2017B Bond Anticipation Notes	5.000	2017	2020		<u>29,700,000</u>
Total Revenue Bonds					<u>\$ 84,523,828</u>

Revenue bond transactions for the year ended September 30, 2018 were as follows:

Bonds outstanding, October 1, 2017	\$ 83,720,978
Accretion	<u>802,850</u>
Bonds outstanding, September 30, 2018	<u>\$ 84,523,828</u>

The following is a summary of revenue bond requirements by year as of September 30, 2018:

<u>September 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Requirement</u>
2019	\$	\$ 1,968,150	\$ 1,968,150
2020	29,700,000	1,752,825	31,452,825
2021		1,537,500	1,537,500
2022		1,537,500	1,537,500
2023		1,537,500	1,537,500
2024-2028	1,550,000	11,386,750	12,936,750
2039-2038	9,020,000	11,556,750	20,576,750
2034-2043	11,915,000	9,033,200	20,948,200
2039-2048	15,370,000	6,185,400	21,555,400
2044-2049	18,770,000	2,782,000	21,552,000
2049	<u>4,225,000</u>	<u>84,500</u>	<u>4,309,500</u>
	<u>\$ 90,550,000</u>	<u>\$ 49,362,075</u>	<u>\$ 139,912,075</u>

BRAZORIA COUNTY TOLL ROAD AUTHORITY

Notes to the Financial Statements

Year Ended September 30, 2018

NOTE 4 - LONG-TERM DEBT - Continued

The difference between bonds payable and the future principal payments is due to \$ 6,026,172 of accretion, which will occur in future years prior to payment.

A summary of the long-term liability transactions of the Authority for the year ended September 30, 2018 is as follows:

	<u>Balance 10-01-17</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance 09-30-18</u>	<u>Due Within One Year</u>
Revenue bonds	\$ 83,720,978	\$ 802,850	\$	\$ 84,523,828	\$
Premium on bonds	<u>4,426,700</u>		<u>220,594</u>	<u>4,206,106</u>	<u>220,594</u>
Total governmental activities	<u>\$ 88,147,678</u>	<u>\$ 802,850</u>	<u>\$ 220,594</u>	<u>\$ 88,729,934</u>	<u>\$ 220,594</u>

NOTE 5 - CONTINGENCIES AND COMMITMENTS

The Authority is contingently liable with respect to lawsuits and other claims in the ordinary course of its operations. The settlement of such contingencies under the budgetary process would not materially affect the financial position of the Authority as of September 30, 2018.

NOTE 6 - EVALUATION OF SUBSEQUENT EVENTS

The Authority has evaluated subsequent events through March 28, 2019, the date which the financial statements were available to be issued.

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FEDERAL AWARDS SECTION

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Kennemer, Masters & Lunsford

CERTIFIED PUBLIC ACCOUNTANTS

Limited Liability Company

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Lake Jackson, Texas 77566
979-297-4075

Angleton Office:
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Angleton, Texas 77515
979-849-8297

El Campo Office:
201 W. Webb
El Campo, Texas 77437
979-543-6836

Independent Auditor's Report

On Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

The Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

We have audited, in accordance with the 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, the financial statements of the Brazoria County Toll Road Authority (the "Authority"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated March 28, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements, on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Kennemer, Masters & Hunzford, LLC

Lake Jackson, Texas
March 28, 2019

Kennemer, Masters & Lunsford

CERTIFIED PUBLIC ACCOUNTANTS

Limited Liability Company

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Independent Auditor's Report

On Compliance for each Major Program and on Internal
Control over Compliance Required by the Uniform Guidance

The Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Report on Compliance for Each Major Federal Program

We have audited Brazoria County Toll Road Authority's (the "Authority") compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the Authority's major federal programs for the year ended September 30, 2018. The Authority's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of Authority's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Authority's compliance.

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The Board of Directors
Brazoria County Toll Road Authority
Brazoria County, Texas

Opinion on Each Major Federal Program

In our opinion, the Authority complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended September 30, 2018.

Report on Internal Control over Compliance

Management of the Authority is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Authority's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Kennemer, Masters & Hunsford, LLC

Lake Jackson, Texas
March 28, 2019

BRAZORIA COUNTY TOLL ROAD AUTHORITY
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
For the Year Ended September 30, 2018

I. Summary of auditor's results:

1. Type of auditor's report issued on the financial statements: Unmodified.
2. No internal control findings, that were required to be reported in this schedule, was disclosed in the audit of the financial statements.
3. Noncompliance, which is material to the financial statements: None.
4. No internal control findings, that were required to be reported in this schedule, were disclosed in the audit of the major programs.
5. Type of auditor's report on compliance for major programs: Unmodified.
6. Did the audit disclose findings which are required to be reported in accordance with Uniform Guidance 2 CFR 200.516(a): No
7. Major Programs Include:
Federal:
 - 20.205 Highway Planning and Construction Program
8. Dollar threshold used to distinguish between Type A and Type B programs:
Federal \$ 750,000
9. Low Risk Auditee: Federal – Yes

II. Findings related to the financial statements

None.

III. Findings and questioned costs related to the federal awards.

None.

BRAZORIA COUNTY TOLL ROAD AUTHORITY
SCHEDULE OF STATUS OF PRIOR FINDINGS
Year Ended September 30, 2018

None.

BRAZORIA COUNTY TOLL ROAD AUTHORITY
CORRECTIVE ACTION PLAN
Year Ended September 30, 2018

None.

BRAZORIA COUNTY TOLL ROAD AUTHORITY
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
For the Year Ended September 30, 2018

Federal Grantor/ Pass-Through Grantor/ Program Title	Federal CFDA Number	Contract/ Program Number	Expenditures Indirect Costs or Award Amount
U.S. Department of Transportation: Passed Through Texas Department of Transportation: Highway Planning and Construction Program	20.205	CSJ 0598-02-117	\$ <u>2,311,462</u>
TOTAL U.S. DEPARTMENT OF TRANSPORTATION			\$ <u>2,311,462</u>
TOTAL FEDERAL ASSISTANCE			\$ <u>2,311,462</u>
TOTAL MAJOR PROGRAMS			\$ <u>2,311,462</u>
TYPE A PROGRAM			\$ <u>750,000</u>

BRAZORIA COUNTY TOLL ROAD AUTHORITY
NOTES ON ACCOUNTING POLICIES FOR FEDERAL AWARDS
Year Ended September 30, 2018

1. The County uses a proprietary fund to account for activities similar to those found in the private business enterprises, where the intent of the governing body is that costs (expenses, including depreciation) of providing services be financed primarily through user charges, or where periodic determination of net income is appropriate. Federal financial assistance for the benefiting enterprise operations generally is accounted for in the Enterprise Fund. Generally, unused balances are returned to the grantor at the close of specified project periods.
2. The Proprietary Fund Types are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and deferred outflows of resources, and all liabilities and deferred inflows of resources associated with the operation of these funds are included on the balance sheet. Fund equity (net total position) is segregated into contributed capital and retained earnings components for proprietary funds. Proprietary fund type operating statements present increases (revenues) and decreases (expenses) in net total position. Federal grant funds were accounted for in the Enterprise Fund (Airport), a component of the Proprietary Fund type.

The accrual basis of accounting is used for the Proprietary Fund Types. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Federal grant funds are considered to be earned to the extent of expenditures/expenses made under the provisions of the grant, and, accordingly, when such funds are received, they are recorded as unearned revenues until earned.

3. The period of availability for federal and state grant funds for the purpose of liquidation of outstanding obligations made on or before the ending date of the federal and state project period extended 30 days beyond the federal project period ending date, in accordance with provisions in Section H, Period of Availability of Federal Funds, Part 3, OMB Compliance Supplement and the *Texas Single Audit Circular (Uniform Grant Management Standards)*..
4. The County has elected to use the 10 percent de minimis indirect cost rate.

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