

HOUSTON SHIP CHANNEL SECURITY DISTRICT
HARRIS COUNTY, TEXAS
ANNUAL FINANCIAL REPORT
DECEMBER 31, 2015

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

HOUSTON SHIP CHANNEL SECURITY DISTRICT

HARRIS COUNTY, TEXAS

ANNUAL FINANCIAL REPORT

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Houston Ship Channel Security District
Harris County, Texas

We have audited the accompanying financial statements of the governmental activities and major fund of the Houston Ship Channel Security District (the "District"), as of and for the year ended December 31, 2015, and the related notes to the financial statements, which collectively comprise the District'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 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 District'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 and major fund of the District as of December 31, 2015, and the respective changes in financial position 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 Management's Discussion and Analysis and the Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund 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 District's basic financial statements. The other supplementary information is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, 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 information is fairly stated in all material respects in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

July 12, 2016

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2015**

Management's discussion and analysis of Houston Ship Channel Security District's (the "District") financial performance provides an overview of the District's financial activities for the year ended December 31, 2015. Please read it in conjunction with the District's financial statements.

USING THIS ANNUAL REPORT

This report consists of a series of financial statements. The basic financial statements include: (1) combined fund financial statements and government-wide financial statements and (2) notes to the financial statements. The combined fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Funds Balance Sheet and (2) the Statement of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balances. This report also includes other supplementary information in addition to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The District's report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide portion of these statements provides both long-term and short-term information about the District's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

The first of the government-wide statements is the Statement of Net Position. The Statement of Net Position is the District-wide statement of its financial position presenting information that includes all of the District's assets, liabilities, and deferred inflows and 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 District as a whole is improving or deteriorating. Evaluation of the overall health of the District would extend to other non-financial factors.

The government-wide portion of Statement of Activities reports how the District's net position changed during the fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has one governmental fund type. The General Fund accounts for resources not accounted for in another fund, assessment and contract revenues, costs and general expenditures.

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2015**

FUND FINANCIAL STATEMENTS (Continued)

Governmental funds are reported in each of the financial statements. The focus in the fund statements provides a distinctive view of the District's governmental funds. These statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the fiscal year. They are useful in evaluating annual financing requirements of the District and the commitment of spendable resources for the near-term.

Since the government-wide focus includes the long-term view, comparisons between these two perspectives may provide insight into the long-term impact of short-term financing decisions. The adjustments columns, the Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position and the Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities explain the differences between the two presentations and assist in understanding the differences between these two perspectives.

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements.

OTHER INFORMATION

In addition to the financial statements and accompanying notes, this report also presents certain required supplementary information ("RSI"). A budgetary comparison schedule is included as RSI for the General Fund.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, assets exceeded liabilities and deferred inflows of resources by \$10,587,606 as of December 31, 2015.

The following is a comparative analysis of the Statement of Net Position as December 31, 2015 and December 31, 2014:

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2015**

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

	Summary of Changes in the Statement of Net Position		
	2015	2014	Change Positive (Negative)
Cash	\$ 9,209,502	\$ 7,067,164	\$ 2,142,338
Accounts Receivable	<u>1,569,632</u>	<u>1,971,594</u>	<u>(401,962)</u>
Total Assets	<u>\$ 10,779,134</u>	<u>\$ 9,038,758</u>	<u>\$ 1,740,376</u>
Accounts Payable	\$ 141,316	\$ 257,246	\$ 115,930
Deferred Inflows of Resources	<u>\$ 50,212</u>	<u>\$ 59,063</u>	<u>\$ 8,851</u>
Net Position:			
Unrestricted	<u>\$ 10,587,606</u>	<u>\$ 8,722,449</u>	<u>\$ 1,865,157</u>
Total Net Position	<u>\$ 10,587,606</u>	<u>\$ 8,722,449</u>	<u>\$ 1,865,157</u>

The following table provides a summary of the District's operations for the years ended December 31, 2015, and December 31, 2014. The District's net position increased by \$1,865,157 during the current fiscal year.

	Summary of Changes in the Statement of Activities		
	2015	2014	Change Positive (Negative)
Revenues:			
Assessment Revenues	\$ 2,698,500	\$ 2,601,375	\$ 97,125
Other Revenues	<u>433,088</u>	<u>859,297</u>	<u>(426,209)</u>
Total Revenues	\$ 3,131,588	\$ 3,460,672	\$ (329,084)
Expenses for Services	<u>1,266,431</u>	<u>3,811,071</u>	<u>2,544,640</u>
Change in Net Position	\$ 1,865,157	\$ (350,399)	\$ 2,215,556
Net Position, Beginning of Year	<u>8,722,449</u>	<u>9,072,848</u>	<u>(350,399)</u>
Net Position, End of Year	<u>\$ 10,587,606</u>	<u>\$ 8,722,449</u>	<u>\$ 1,865,157</u>

FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUNDS

The District's General Fund fund balance was \$10,461,261, as of December 31, 2015, an increase of \$1,838,772 from the previous period, which was primarily due to assessment, contract and miscellaneous revenues exceeding operating expenditures.

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2015**

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of Directors did not amend the budget during the current fiscal year. The budget for the fiscal year was approved on September 9, 2014. Actual revenue was \$397,553 more than budgeted revenue primarily due to higher than anticipated assessment revenues, as well as the return of unused grant funds from Harris County, Texas which was unbudgeted. Total expenditures were \$2,879,217 less than budgeted expenditures primarily due to lower than anticipated professional fees, contracted services, grant funding expenditures and billings from the City of Houston. See the budget to actual comparison.

CAPITAL ASSETS

The District has not acquired capital assets as of December 31, 2015.

LONG-TERM DEBT ACTIVITY

The District does not have long-term debt as of December 31, 2015.

CONTACTING THE DISTRICT'S MANAGEMENT

This financial report is designed to provide a general overview of the District's finances for anyone with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Houston Ship Channel Security District, 111 East Loop North, Houston, TX 77029.

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
DECEMBER 31, 2015**

	General Fund	Adjustments	Statement of Net Position
ASSETS			
Cash	\$ 9,209,502	\$	\$ 9,209,502
Accounts Receivable:			
Assessments Receivable, Net of Allowance for Doubtful Assessments of \$-0-	1,160,475		1,160,475
Penalty and Interest on Delinquent Assessments	11,445		11,445
Port of Houston Authority Contractual Payment	66,950		66,950
Harris County, Texas	330,762		330,762
TOTAL ASSETS	\$ 10,779,134	\$ -0-	\$ 10,779,134
LIABILITIES			
Accounts Payable	\$ 141,316	\$ -0-	\$ 141,316
DEFERRED INFLOWS OF RESOURCES			
Assessments	\$ 114,900	\$ (114,900)	\$
Penalty and Interest on Assessments	11,445	(11,445)	
Contract Revenue	50,212		50,212
TOTAL DEFERRED INFLOWS OF RESOURCES	\$ 176,557	\$ (126,345)	\$ 50,212
FUND BALANCE			
Assigned to 2016 Budget Deficit	\$ 274,560	\$ (274,560)	\$
Assigned to Grant Matching	1,312,509	(1,312,509)	
Unassigned	8,874,192	(8,874,192)	
TOTAL FUND BALANCE	\$ 10,461,261	\$ (10,461,261)	\$ -0-
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE	\$ 10,779,134		
NET POSITION			
Unrestricted		\$ 10,587,606	\$ 10,587,606
TOTAL NET POSITION		\$ 10,587,606	\$ 10,587,606

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

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
DECEMBER 31, 2015**

Total Fund Balance – Governmental Fund	\$ 10,461,261
Amounts reported for governmental activities in the Statement of Net Position are different because:	
Deferred assessment revenues for the 2015 and prior assessments became part of recognized revenue in the governmental activities of the District.	114,900
Deferred penalty and interest revenues for the 2015 and prior assessments became part of recognized revenues in the governmental activities of the District.	<u>11,445</u>
Total Net Position – Governmental Activities	<u>\$ 10,587,606</u>

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

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED DECEMBER 31, 2015**

	General Fund	Adjustments	Statement of Activities
REVENUES			
Assessment Revenue	\$ 2,678,100	\$ 20,400	\$ 2,698,500
Penalty and Interest	16,383	5,985	22,368
Contract Revenue	75,800		75,800
Investment Revenues	4,158		4,158
Miscellaneous Revenues	330,762		330,762
TOTAL REVENUES	\$ 3,105,203	\$ 26,385	\$ 3,131,588
EXPENDITURES/EXPENSES			
Service Operations:			
Professional Fees	\$ 74,932	\$	\$ 74,932
Contracted Services	291,370		291,370
Grant Matching Funds	141,799		141,799
Grant Operations and Maintenance	672,599		672,599
Administrative	85,731		85,731
TOTAL EXPENDITURES/EXPENSES	\$ 1,266,431	\$ -0-	\$ 1,266,431
NET CHANGE IN FUND BALANCE	\$ 1,838,772	\$ (1,838,772)	\$
CHANGE IN NET POSITION		1,865,157	1,865,157
FUND BALANCE/NET POSITION – JANUARY 1, 2015	8,622,489	99,960	8,722,449
FUND BALANCE/NET POSITION – DECEMBER 31, 2015	\$ 10,461,261	\$ 126,345	\$10,587,606

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

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2015**

Net Change in Fund Balance - Governmental Fund \$ 1,838,772

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

Governmental funds report assessment revenue when it is collected. However, in the Statement of Activities, revenue is recorded when the assessments are assessed. 20,400

Governmental funds report penalties and interest revenue on assessments when it is collected. However, in the Statement of Activities, revenue for the current year is recorded when the penalties are assessed. 5,985

Change in Net Position - Governmental Activities \$ 1,865,157

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

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 1. CREATION OF DISTRICT

Houston Ship Channel Security District (the “District”) was created by an order dated June 9, 2009, of the Commissioners Court of Harris County, Texas, in accordance with Chapter 68 of the Texas Water Code. This action was authorized by the Texas Legislature under provision of House Bill No. 3011, Chapter 913, of the 80th Legislature effective June 15, 2007. The District is empowered to provide (or contract with others to provide) security projects and security services which encompass an integrated security strategy and an increased level of security on both the waterside and landside exposures of sites within the District boundaries. The projects and services are intended to increase preparedness and responses needed to address potential threats. The District is located wholly within Harris County and includes more than 100 refinery, chemical, manufacturing, marine and other facilities. The Board of Directors held its first meeting on January 27, 2010.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”).

The District is a political subdivision of the State of Texas governed by an appointed board. GASB has established the criteria for determining whether or not an entity is a primary government or a component unit of a primary government. The primary criteria are that it has a separately appointed governing body, it is legally separate, and it is fiscally independent of other state and local governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial statement as component units.

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting.

GASB Codification sets forth standards for external financial reporting for all state and local government entities, which include a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net assets into three components: Net Investment in Capital Assets; Restricted; and Unrestricted. These classifications are defined as follows:

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

- Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.
- Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted Net Position – This component of net position consists of assets that do not meet the definition of Restricted or Net Investment in Capital Assets.

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

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information about the District as a whole. The District's Statement of Net Position and Statement of Activities are combined with the governmental fund financial statements. The District is viewed as a special-purpose government and has the option of combining these financial statements.

The Statement of Net Position is reported by adjusting the governmental fund types to report on the full accrual basis, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. Any amounts recorded due to and due from other funds are eliminated in the Statement of Net Position.

The Statement of Activities is reported by adjusting the governmental fund types to report only items related to current year revenues and expenditures. Items such as capital outlay are allocated over their estimated useful lives as depreciation expense. Internal activities between governmental funds, if any, are eliminated by adjustment to obtain net total revenue and expense of the governmental-wide Statement of Activities.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Financial Statements

As discussed above, the District's fund financial statements are combined with the government-wide statements. The fund statements include a Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances.

Governmental Funds

The District has one major governmental fund.

General Fund - To account for resources not required to be accounted for in another fund, assessment and contract revenues, costs and general expenditures.

Basis of Accounting

The District uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both "measurable and available." Measurable means the amount can be determined. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The District considers revenue reported in governmental funds to be available if they are collectible within 60 days after year end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Annual assessments considered available by the District and included in fund revenue include 2015 assessments collected during the period October 13, 2015 to December 31, 2015, and 2014 assessments collected in the 2015 fiscal year.

Budgeting

In compliance with governmental accounting principles, the Board of Directors annually adopts an unappropriated budget for the General Fund. The budget for the fiscal year was approved on September 9, 2014. The budget was not amended during the current fiscal year.

Pensions

A pension plan has not been established. The District does not have employees.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus

Measurement focus is a term used to describe which transactions are recognized within the various financial statements. In the government-wide Statement of Net Position and Statement of Activities, the governmental activities are presented using the economic resources measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position, financial position, and cash flows. All assets and liabilities associated with the activities are reported. Fund equity is classified as net position.

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the Balance Sheet, and the reported fund balances provide an indication of available spendable or appropriable resources. Operating statements of governmental fund types report increases and decreases in available spendable resources. Fund balances in governmental funds are classified using the following hierarchy:

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

Restricted: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally. The District does not have any restricted fund balances.

Committed: amounts that can be spent only for purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. This action must be made no later than the end of the fiscal year. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The District does not have any committed fund balances.

Assigned: amounts that do not meet the criteria to be classified as restricted or committed, but that are intended to be used for specific purposes. The District has not adopted a formal policy regarding the assignment of fund balances. As of December 31, 2015, the District has assigned \$274,560 of the General Fund fund balance to use for a budgeted General Fund deficit during the year ended December 31, 2016. Additionally, the District has also assigned \$1,312,509 of the General Fund fund balance for contracted grant matching obligations.

Unassigned: all other spendable amounts in the General Fund.

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

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount 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 during the reporting period. Actual results could differ from those estimates.

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial Credit Risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The District's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the District's deposits was \$9,209,502 and the bank balance was \$9,209,542. Of the bank balance, \$250,000 was covered by federal depository insurance and the balance was covered by the pledge of securities held in safekeeping by a third-party institution in the District's name.

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at December 31, 2015, as listed below:

	<u>Cash</u>
GENERAL FUND	<u>\$ 9,209,502</u>

Investments

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

suitability of the investment to the District's financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The District's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." No person may invest District funds without express written authority from the Board of Directors.

Texas statutes include specifications for and limitations applicable to the District and its authority to purchase investments as defined in the Public Funds Investment Act. Authorized investments are summarized as follows: (1) obligations of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, the principal of and interest on which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, (5) certain A rated or higher obligations of states, agencies, counties, cities, and other political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) insured or collateralized certificates of deposit, (8) certain fully collateralized repurchase agreements secured by delivery, (9) certain bankers' acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds with limitations, (12) certain guaranteed investment contracts, (13) certain qualified governmental investment pools and (14) a qualified securities lending program. The District has adopted a policy on investment of its funds than is more restrictive than state law.

As of December 31, 2015, the District had no investments.

NOTE 4. ASSESSMENTS

In accordance with Chapter 68, Texas Water Code (the "Code"), the District may impose an assessment against facilities (as that term is defined in the Code) within its boundaries for any District purpose. On October 13, 2015, the District adopted a plan of assessment. The plan allows facilities to pay their respective assessments on or before January 31, 2016. All assessments not paid by this date shall become delinquent and there shall be added thereto such penalties, interest, expenses of collection, attorneys' fees and other costs and expenses as are permitted by law. Per the Code, a delinquent assessment incurs penalties, interest and attorney's fees in the same manner as a delinquent ad valorem tax, and the District may place a lien against the facility for which the delinquent assessment is due.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 4. ASSESSMENTS (Continued)

For the 2015 fiscal year, \$2,698,500 of assessment installment payments were due. At fiscal year end, \$1,574,775 of the assessment had been collected. Subsequent to year end, \$1,045,575 of 2015 assessments were collected before the delinquent date. Delinquent 2015 assessments of \$78,150, 2014 assessments of \$15,750 and 2013 assessments of \$21,000 remained outstanding as of the report date.

NOTE 5. AGREEMENT FOR ADMINISTRATIVE SERVICES

On August 17, 2010, the District executed a contract with the Greater Houston Port Bureau, Inc. (the "Bureau"). The contract was amended and restated on September 10, 2013. The contract provides for administrative services to be performed by the Bureau on behalf of the District. The Bureau is also to provide office space and necessary amenities. The contract will remain in effect until terminated by either party.

Per the contract, the District compensates the Bureau monthly at an hourly rate of \$150 per hour for senior management personnel, \$125 per hour for program and project staff, and \$75 per hour for administrative staff; provided, however, the Bureau may not bill the District more than 300 hours per year of senior management personnel time and 2,800 hours per year of program and project staff time. Office costs are reimbursed by the District to the Bureau with no single cost exceeding \$2,500 nor any aggregation of costs exceeding \$15,000 in one month. During the current fiscal year, the District paid the Bureau \$291,370 for administrative services and related costs.

NOTE 6. AGREEMENT TO PROVIDE FINANCIAL ASSISTANCE

On March 8, 2011, the District entered into an agreement with Harris County, Texas (the "County"). The District is to provide financial assistance through assessments received from facilities to defray local matching requirements for federal grants received by the County, and a portion of operations and maintenance costs related to the security projects. The agreement was supplemented by addendums on February 28, 2012 and June 24, 2014. It was further amended on October 23, 2012, September 24, 2013, December 16, 2014 and December 15, 2015.

Pursuant to the agreement, the County will own, staff, operate and maintain the security project. Payments will be made to the County by the District as requested by the County. During the current fiscal year, the District paid the County \$547,975.

The amended contract extends the term of contract through December 31, 2016. The contract may be terminated by either party upon default by the other party or for convenience, and without cause or default by the other party.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 7. AGREEMENT WITH PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS

On January 13, 2015, the District executed an agreement with the Port of Houston Authority of Harris County, Texas (the "Authority"). The agreement is for the period of October 1, 2014 to September 30, 2015, and calls for a payment to the District by the Authority of \$78,750. On October 27, 2015, the District executed a subsequent agreement with the Authority. The agreement is for the period October 1, 2015 to September 30, 2016, and calls for a payment to the District by the Authority of \$66,950. As a governmental agency, the Authority is excluded from the District by the Texas Water Code and thus exempt from any assessments imposed by the District. In support of the District and in lieu of an assessment, the Port Authority voluntarily contributes funds for authorized and approved costs of the District. This agreement may be terminated upon default by either party.

NOTE 8. INTERLOCAL AGREEMENT WITH THE CITY OF HOUSTON, TEXAS

On April 24, 2012, the District executed an agreement with the City of Houston, Texas (the "City"). The agreement was amended on April 24, 2013. On June 27, 2014, a new agreement was executed and it was amended on December 8, 2015 and includes radiation detection training and equipment. The agreement calls for the City to conduct regular helicopter training and patrol flights, as well as waterborne patrols and training exercises, within the boundaries of the District in exchange for the District reimbursing the City for certain portions of its fuel costs, not to exceed \$614,600 in the aggregate. Additionally, information integration services are also included in the agreement at a cost not to exceed \$31,300. The contract term is through June 28, 2016. The contract may be terminated by either party upon default or for convenience, and without cause or default by the other party. During the current fiscal year, the District paid the City \$141,799 in grant matching funds for radiation detection services and \$124,624 for grant operations and maintenance costs related to this agreement.

NOTE 9. INTERLOCAL AGREEMENT WITH THE CITY OF BAYTOWN, TEXAS

On September 12, 2015, the District executed an agreement with the City of Baytown, Texas ("Baytown"). The agreement expires one year after the effective date, unless sooner terminated. The District is to provide financial assistance through assessments received from facilities to defray local matching requirements for federal grants received by Baytown for security services.

Pursuant to the agreement, Baytown will deploy a dive/underwater search and recovery team if requested by the District at cost not to exceed \$19,213. During the current fiscal year, no costs were incurred by the District per this agreement.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2015

NOTE 10. RISK MANAGEMENT

The District's Board of Directors is exposed to risks of claims under its errors and omissions policy. The District carries commercial insurance to provide public officials and general liability. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

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HOUSTON SHIP CHANNEL SECURITY DISTRICT

REQUIRED SUPPLEMENTARY INFORMATION

DECEMBER 31, 2015

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
REQUIRED SUPPLEMENTARY INFORMATION
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND
FOR THE YEAR ENDED DECEMBER 31, 2015**

	Original and Final Budget	Actual	Variance Positive (Negative)
REVENUES			
Assessment Revenue	\$ 2,625,000	\$ 2,678,100	\$ 53,100
Penalty and Interest		16,383	16,383
Contract Revenue	78,750	75,800	(2,950)
Investment Revenues	3,900	4,158	258
Miscellaneous Revenues		<u>330,762</u>	<u>330,762</u>
TOTAL REVENUES	<u>\$ 2,707,650</u>	<u>\$ 3,105,203</u>	<u>\$ 397,553</u>
EXPENDITURES			
Service Operations:			
Professional Fees	\$ 117,500	\$ 74,932	\$ 42,568
Contracted Services	360,000	291,370	68,630
Grant Matching Funds	904,572	141,799	762,773
Grant Operations and Maintenance	2,689,376	672,599	2,016,777
Administrative	<u>74,200</u>	<u>85,731</u>	<u>(11,531)</u>
TOTAL EXPENDITURES	<u>\$ 4,145,648</u>	<u>\$ 1,266,431</u>	<u>\$ 2,879,217</u>
NET CHANGE IN FUND BALANCE	\$ (1,437,998)	\$ 1,838,772	\$ 3,276,770
FUND BALANCE – JANAUARY 1, 2015	<u>8,622,489</u>	<u>8,622,489</u>	
FUND BALANCE – DECEMBER 31, 2015	<u>\$ 7,184,491</u>	<u>\$ 10,461,261</u>	<u>\$ 3,276,770</u>

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HOUSTON SHIP CHANNEL SECURITY DISTRICT
OTHER SUPPLEMENTARY INFORMATION
DECEMBER 31, 2015

HOUSTON SHIP CHANNEL SECURITY DISTRICT
GENERAL FUND EXPENDITURES
FOR THE YEAR ENDED DECEMBER 31, 2015

PROFESSIONAL FEES:	
Auditing	\$ 13,250
Legal	<u>61,682</u>
TOTAL PROFESSIONAL FEES	<u>\$ 74,932</u>
CONTRACTED SERVICES	
Administrator	<u>\$ 291,370</u>
GRANT MATCHING FUNDS	<u>\$ 141,799</u>
GRANT OPERATIONS AND MAINTENANCE	<u>\$ 672,599</u>
ADMINISTRATIVE EXPENDITURES:	
Advertising	\$ 3,169
Telephone	570
Insurance	8,443
Board Meetings	11,766
Office Supplies	5,181
Postage	3,724
Travel and Entertainment	320
Other	<u>52,558</u>
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 85,731</u>
TOTAL EXPENDITURES	<u><u>\$ 1,266,431</u></u>

See accompanying independent auditor's report.

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HOUSTON SHIP CHANNEL SECURITY DISTRICT
CHANGES IN ASSESSMENTS RECEIVABLE
FOR THE YEAR ENDED DECEMBER 31, 2015

	Assessments	
ASSESSMENTS RECEIVABLE –		
JANUARY 1, 2015	\$ 1,887,375	
Adjustments to Beginning Balance	_____	\$ 1,887,375
Original 2015 Assessment Levy	\$ 2,787,700	
Adjustment to 2015 Assessment Levy	(89,200)	2,698,500
TOTAL TO BE ACCOUNTED FOR		\$ 4,585,875
ASSESSMENT COLLECTIONS:		
Prior Years	\$ 1,850,625	
Current Year	1,574,775	3,425,400
ASSESSMENTS RECEIVABLE –		
DECEMBER 31, 2015		\$ 1,160,475
ASSESSMENTS RECEIVABLE BY YEAR:		
2015		\$ 1,123,725
2014		15,750
2013		21,000
		\$ 1,160,475

See accompanying independent auditor's report.

**HOUSTON SHIP CHANNEL SECURITY DISTRICT
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND - FIVE YEARS**

	<u>Amounts</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
REVENUES			
Assessment Revenue	\$ 2,678,100	\$ 2,569,875	\$ 3,244,500
Penalty and Interest	16,383	10,197	38,263
Contract Revenue	75,800	98,438	138,750
Grant Revenue		749,434	
Investment Revenues	4,158	3,642	3,742
Miscellaneous Revenues	<u>330,762</u>		
TOTAL REVENUES	<u>\$ 3,105,203</u>	<u>\$ 3,431,586</u>	<u>\$ 3,425,255</u>
EXPENDITURES			
Professional Fees	\$ 74,932	\$ 100,503	\$ 109,520
Contracted Services	291,370	1,018,960	446,174
Grant Matching Funds	141,799	391,054	
Grant Operations and Maintenance	672,599	2,239,570	1,176,119
Administrative	<u>85,731</u>	<u>60,984</u>	<u>49,629</u>
TOTAL EXPENDITURES	<u>\$ 1,266,431</u>	<u>\$ 3,811,071</u>	<u>\$ 1,781,442</u>
NET CHANGE IN FUND BALANCE	\$ 1,838,772	\$ (379,485)	\$ 1,643,813
BEGINNING FUND BALANCE	<u>8,622,489</u>	<u>9,001,974</u>	<u>7,358,161</u>
ENDING FUND BALANCE	<u>\$ 10,461,261</u>	<u>\$ 8,622,489</u>	<u>\$ 9,001,974</u>

See accompanying independent auditor's report.

		Percent of Total Revenues				
<u>2012</u>	<u>2011</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
\$ 4,310,000	\$ 4,310,000	86.3%	74.9%	94.7%	94.6%	96.3%
1,350	22,222	0.5	0.3	1.1		0.5
127,500	135,000	2.4	2.9	4.1	2.8	3.0
110,333			21.8		2.4	
8,170	7,440	0.1	0.1	0.1	0.2	0.2
	<u>160</u>	<u>10.7</u>				
<u>\$ 4,557,353</u>	<u>\$ 4,474,822</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
\$ 64,775	\$ 112,582	2.4%	2.9%	3.2%	1.4%	2.5%
501,331	106,556	9.4	29.7	13.0	11.0	2.4
11,930	4,127,509	4.6	11.4		0.3	92.2
781,099	236,446	21.7	65.2	34.4	17.1	5.3
<u>23,575</u>	<u>28,632</u>	<u>2.8</u>	<u>1.8</u>	<u>1.4</u>	<u>0.5</u>	<u>0.6</u>
<u>\$ 1,382,710</u>	<u>\$ 4,611,725</u>	<u>40.9%</u>	<u>111.0%</u>	<u>52.0%</u>	<u>30.3%</u>	<u>103.0%</u>
\$ 3,174,643	\$ (136,903)	<u>59.1%</u>	<u>(11.0)%</u>	<u>48.0%</u>	<u>69.7%</u>	<u>(3.0)%</u>
<u>4,183,518</u>	<u>4,320,421</u>					
<u>\$ 7,358,161</u>	<u>\$ 4,183,518</u>					

See accompanying independent auditor's report.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
DECEMBER 31, 2015

District Mailing Address - Houston Ship Channel Security District
111 East Loop North
Houston, TX 77029

District Telephone Number - (713) 671-0947

Board Members	Term of Office (All are Appointed)	Fees of Office for the year ended December 31, 2015	Expense Reimbursements for the year ended December 31, 2015	Title
Gary Scheibe	01/2015 – 01/2017	\$ -0-	\$ -0-	Chairperson
Todd Adamec	01/2015 – 01/2017	\$ -0-	\$ -0-	Secretary
Brian W. Blanchard	01/2015 – 01/2017	\$ -0-	\$ 35	Treasurer/ Investment Officer
Marcus Woodring	01/2015 – 01/2017	\$ -0-	\$ -0-	Vice-Chair
Eric Bass	01/2015 – 01/2016	\$ -0-	\$ -0-	Assistant Secretary
Jarrold B. Boehme	01/2015 – 01/2016	\$ -0-	\$ -0-	Director
Lewis Brown	01/2014 – 01/2016	\$ -0-	\$ -0-	Director
George F. Paruch	01/2015 – 01/2017	\$ -0-	\$ -0-	Director
Duane Campbell	01/2015 – 01/2016	\$ -0-	\$ -0-	Director
Steve Stewart	01/2014 – 01/2016	\$ -0-	\$ -0-	Director
Jimmy Burke	01/2014 – 01/2016	\$ -0-	\$ -0-	Director

See accompanying independent auditor's report.

HOUSTON SHIP CHANNEL SECURITY DISTRICT
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
DECEMBER 31, 2015

<u>Consultants:</u>	<u>Date Hired</u>	<u>Fees for the year ended December 31, 2015</u>	<u>Title</u>
Schwartz, Page & Harding, L.L.P	06/25/10	\$ 61,682	Attorney
McCall Gibson Swedlund Barfoot PLLC	09/13/11	\$ 13,250	Auditor

See accompanying independent auditor's report.

