

**Retirement Plan for Employees of
Brazos River Authority**

Financial Statements and
Independent Auditor's Report

February 28, 2017 and February 29, 2016

**RETIREMENT PLAN FOR EMPLOYEES OF
BRAZOS RIVER AUTHORITY**

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Financial Section



RSM US LLP

Independent Auditor's Report

To the Retirement Committee
Retirement Plan for Employees of Brazos River Authority

Report on the Financial Statements

We have audited the accompanying statement of fiduciary net position of the Retirement Plan for Employees of Brazos River Authority (the Plan) as of February 28, 2017, the statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, which collectively comprise the Plan'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 controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Plan as of February 28, 2017, and the changes in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

The financial statements of the Plan as of and for the year ended February 29, 2016, were audited by other auditors, whose report dated June 13, 2016, expressed an unmodified opinion on those statements.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require the management's discussion and analysis—unaudited, schedule of changes in the BRA's net pension liability—unaudited, schedule of the BRA's net pension liability and related ratios—unaudited, schedule of the BRA's contributions—unaudited, schedule of investment returns—unaudited, and notes to required supplementary information—unaudited, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the 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 financial statements and other knowledge we obtained during our audit of the 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.

RSM US LLP

Austin, Texas
August 15, 2017

Management's Discussion & Analysis

**Retirement Plan for Employees of
Brazos River Authority**

MANAGEMENT'S DISCUSSION AND ANALYSIS
(Unaudited)

February 28, 2017 and February 29, 2016

The management's discussion and analysis for the Retirement Plan for Employees of Brazos River Authority (the "Plan") provides a narrative overview of the financial activities and funding conditions for the fiscal years ended February 28, 2017 and February 29, 2016.

OVERVIEW OF THE FINANCIAL STATEMENTS

The discussion and analysis is intended to serve as an introduction to the Plan's financial statements. The financial section consists of the Plan's basic financial statements, notes to the financial statements, and required supplementary information.

The Plan's Financial Statements

The Plan has two basic financial statements: a statement of fiduciary net position that provides information about the fair value and composition of plan assets, plan liabilities, and plan net position; and a statement of changes in fiduciary net position that provides information about the year-to-year changes in fiduciary net position. On July 16, 2007 the Board of Directors (BOD) of the Brazos River Authority (BRA) approved an adoption to freeze the plan as of September 30, 2007. Beginning October 1, 2007, all existing employees, and any employee hired after that date, transitioned to and became members of the Texas County and District Retirement System (TCDRS). TCDRS is a statewide agent multiple-employer public employee retirement system consisting of 700 nontraditional defined benefit pension plans. The notes to the financial statements include a brief plan description and a summary of significant accounting policies. Additionally, the notes to the financial statements contain information about the plan, including contributions, investment concentrations, valuations and risks.

Condensed Financial Information

Condensed Financial Information	February 28, 2017	February 29, 2016	February 28, 2015
Fiduciary net position			
Total Assets	\$ 20,645,347	\$ 18,734,016	\$ 21,902,702
Total Liabilities	(7,371)	(7,245)	(7,401)
Total fiduciary net position	<u>\$ 20,637,976</u>	<u>\$ 18,726,771</u>	<u>\$ 21,895,301</u>
Change in net position			
Net investment income/(loss)	\$ 2,972,010	\$ (2,200,950)	\$ 1,226,444
Employer's Contributions	911,424	826,368	682,436
Benefits paid to participants	(1,891,765)	(1,713,349)	(1,656,340)
Administrative expenses	(80,464)	(80,599)	(78,781)
Net increase/(decrease) in fiduciary net position	1,911,205	(3,168,530)	173,759
Total net position restricted for pensions at beginning of the year	<u>18,726,771</u>	<u>21,895,301</u>	<u>21,721,542</u>
Total net position restricted for pensions at end of year	<u>\$ 20,637,976</u>	<u>\$ 18,726,771</u>	<u>\$ 21,895,301</u>

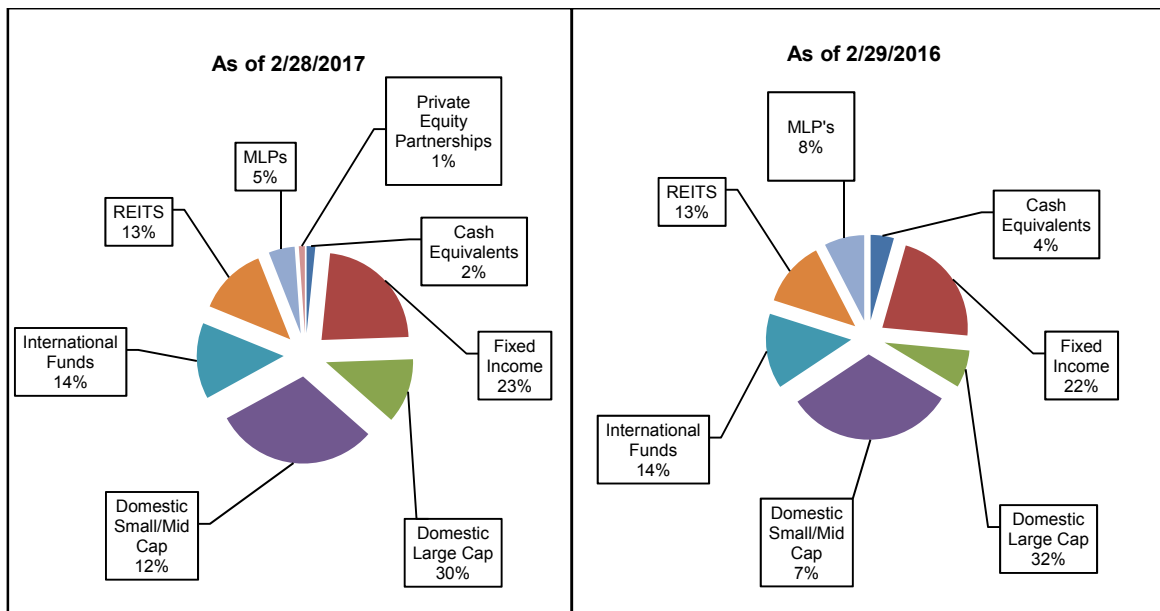
**Retirement Plan for Employees of
Brazos River Authority**

MANAGEMENT'S DISCUSSION AND ANALYSIS
(Unaudited)

February 28, 2017 and February 29, 2016

Financial Highlights

- Fiduciary net position reported in the financial statements is \$20,637,976 for the fiscal year reported. This compares to the previous years when fiduciary net position reported was \$18,726,771 in 2016 and \$21,895,301 in 2015. These assets are held in trust to pay pension benefits to employees.
- The Plan's investment policy target mixture is as follows; the equity funds have an allowable range of 15%-40% for domestic large cap, 7.5%-12.5% for domestic small/mid cap and 12.5%-17.5% for international funds; The fixed income funds have an allowable range of 15%-40%; The Master Limited Partnerships (MLPs) have an allowable range of 0%-15%; Real Estate Investment Trusts (REITs) have an allowable range of 0%-15%; and Private Equity investments have an allowable range of 0%-10%. The cash equivalents have a maximum range of 10%. The Plan's asset allocation at February 28, 2017 and February 29, 2016 was as follows:

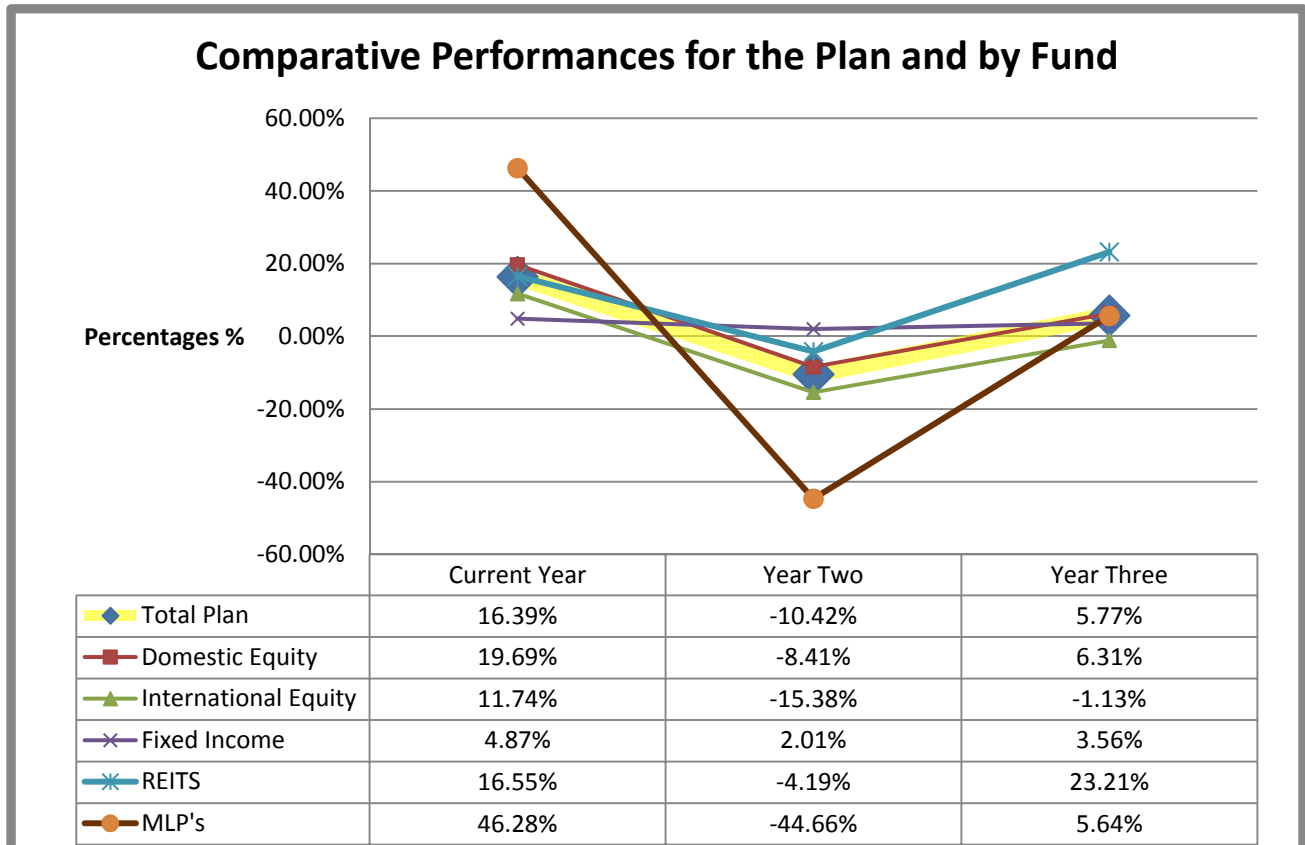


**Retirement Plan for Employees of
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MANAGEMENT'S DISCUSSION AND ANALYSIS
(Unaudited)

February 28, 2017 and February 29, 2016

- During the plan year ended February 28, 2017 and February 29, 2016 the employer made an annual recommended contribution of \$911,424 and \$826,368, respectively. See Note A in the accompanying financial statements.
- At the end of February 2017, the markets had reacted positively to the news of Donald Trump as the next president of the United States of America. The Dow's roller coaster ride ended the year breaking the 19,000 mark from a low of 15,450 to start the year. Expectations were high at the end of the period for the Federal Open Market Committee to raise the Fed Funds Rate. While there were strong improvements in the U.S. economy in several of the monthly data points, which helped investor sentiment, uncertainty remains both domestically and abroad. Consequently the pension fund experienced an increase in returns when compared to prior year. The return on the domestic equity portion of the portfolio was 19.69% which was significantly lower than the benchmarks. The return on the fixed income portion of the portfolio was 4.87% vs. the Barclays Gov Corp index being 1.81%. The return on the international portion of the portfolio was 11.74% vs. the MSCI AC World EX USA index being 19.88%. The return on the REITS portion of the portfolio was 16.55% vs. the Wilshire US REIT Index being 15.75%. The return on the MLP's portion of the portfolio was 46.28% vs the Alerian MLP Index being 40.83%.
- The Plan's past performance for the last three years are as follows: (reported in a full 12 month period).



**Retirement Plan for Employees of
Brazos River Authority**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
(Unaudited)**

February 28, 2017 and February 29, 2016

Current Environment

Effective May 18, 2015, the Retirement Committee (Committee) of the BRA voted and approved the change in the mortality table used in the Actuary's assumptions. As a result of this change the BRA's net pension liability increased \$1,259,465 in 2015.

There were 349 employees participating in the Plan as of the beginning of the year valuation date, March 1, 2016 compared to 351 as of the beginning of year valuation date March 1, 2015.

Contacting the Plan's Administrator

This financial report is designed to provide our participants and stakeholders with a general overview of the Plan's financial activities. If you have questions about this report or need additional financial information, contact the Human Resources Manager at 254-761-3104.

Financial Statements

**Retirement Plan for Employees of
Brazos River Authority**

STATEMENTS OF FIDUCIARY NET POSITION

February 28, 2017 and February 29, 2016

	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value	\$20,645,196	\$18,715,114
Accrued interest	<u>151</u>	<u>18,902</u>
Total assets	20,645,347	18,734,016
Liabilities		
Administrative expenses payable	<u>7,371</u>	<u>7,245</u>
Net position restricted for pensions	<u>\$20,637,976</u>	<u>\$18,726,771</u>

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

**Retirement Plan for Employees of
Brazos River Authority**

STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

Years Ended February 28, 2017 and February 29, 2016

	<u>2017</u>	<u>2016</u>
Additions		
Investment income:		
Interest	\$ 935	\$ 7,759
Dividends	342,706	350,097
Net appreciation/(depreciation) in fair value of investments	<u>2,628,369</u>	<u>(2,558,806)</u>
Net investment income/(loss)	2,972,010	(2,200,950)
Employer's contributions	<u>911,424</u>	<u>826,368</u>
Total additions	<u>3,883,434</u>	<u>(1,374,582)</u>
Deductions		
Benefits paid to participants	1,891,765	1,713,349
Administrative expenses	<u>80,464</u>	<u>80,599</u>
Total deductions	<u>1,972,229</u>	<u>1,793,948</u>
Net increase / (decrease) in net position	<u>1,911,205</u>	<u>(3,168,530)</u>
Total net position restricted for pensions at beginning of the year	<u>18,726,771</u>	<u>21,895,301</u>
Total net position restricted for pensions at end of year	<u>\$20,637,976</u>	<u>\$18,726,771</u>

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

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS

February 28, 2017 and February 29, 2016

NOTE A - DESCRIPTION OF PLAN

The following description of the Retirement Plan for Employees of Brazos River Authority (the “Plan”) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

General

The Plan, a single employer plan, was established in 1959 by the BRA, a governmental agency of the State of Texas, and was amended and restated effective September 1, 1997. Prior to the revision, the Plan was exclusively a defined benefit structure. Effective September 1, 1997, the Plan changed to a combination defined benefit and defined contribution structure (Internal Revenue Code (“Code”) Section 401 (a) plan) for all eligible employees who first become participants (or who re-enter plan participation) on or after September 1, 1997. Employees who were active plan participants on August 31, 1997, made a one-time irrevocable election to choose either to remain under the benefit provisions of the prior plan as it existed August 31, 1997, or to have benefits determined under the new benefit provisions effective September 1, 1997. On July 16, 2007 the BOD of the BRA approved a resolution to freeze the plan as of September 30, 2007. The resolution amended the Plan by closing the Plan to new entrants, freezing benefit accrual service credits and limiting compensation and service contributions to the defined contribution component of the Plan. On October 18, 2010 the BOD of the BRA approved a resolution to amend and restate substantially the form of the Plan effective November 30, 2010. The resolution spun-off the defined contribution portion into its own plan and at the same time made effective November 30, 2010 the termination of the Defined Contribution Plan for Employees of BRA. The Plan is administered by a Retirement Committee that is made up of five members selected from the BOD of the BRA and three members selected from employees of the BRA. All members are appointed by the Presiding Office of the BOD and ratified by the BOD. The Plan has a fiscal year-end of the last day in February.

Participation in the Plan as of the beginning of year valuation dates, March 1, 2016 and 2015 is composed of the following:

Group	<u>2016</u>	<u>2015</u>
Retirees and beneficiaries currently receiving benefits	119	110
Deferred Beneficiaries	3	5
Terminated plan members entitled to but not yet receiving benefits	116	116
Active plan members	<u>111</u>	<u>120</u>
	<u>349</u>	<u>351</u>

Contributions

The BRA’s employees were not required or allowed to contribute to the Plan. The BRA intends to make, but does not guarantee, annual contributions in amounts at least equal to the amounts that would be required to meet the minimum funding requirements of Section 412 of the Code. The actuarial valuations for the Plan for the valuation date of March 1, 2017 and March 1, 2016 were performed by Arthur J. Gallagher & Co. A copy of the assumptions used and methods of determining the required contribution for the fiscal years commencing September 1, 2017 and 2016 can be obtained by contacting the Human Resources Manager at 254-761-3104. The BRA made the recommended contributions for the plan years ending February 28, 2017 and February 29, 2016.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE A - DESCRIPTION OF PLAN - Continued

Eligibility and Vesting

For all prior plan-electing participants, the vesting schedule shall be as follows:

<u>Years of Vesting Service</u>	<u>Vesting Percentage</u>
Less than 15	0%
15 or more	100%

This is provided, however, that a prior plan-electing participant's vesting percentage shall be 100% upon the attainment of (i) normal retirement age of 65 years or (ii) age 45 plus the completion of five years of vesting service as defined.

For all other participants, the vesting schedule shall be as follows:

<u>Years of Vesting Service</u>	<u>Vesting Percentage</u>
Less than 5	0%
5 or more	100%

Payment of Benefits

The Plan provides pension, disability and death benefits. The Plan's normal retirement age is 65. A participant may retire after reaching both the age of 55 and completing 15 years of service or after both attaining age 62 and completing 10 years of service.

Pension benefits are based on the participant's final average monthly compensation and credited service. Final average monthly compensation is defined as the participant's average monthly rate of basic compensation during whichever five successive calendar years out of the last ten calendar years immediately preceding the participant's termination date, provides the highest average monthly rate of compensation for the participant. Provided, however, compensation for calendar years beginning on or after January 1, 2008 shall not be included in the determination of average monthly compensation.

Retirement benefits begin on the participant's normal or early retirement date and normally continue for the participant's lifetime under the following options: (1) Monthly income payable throughout the lifetime of the participant with a specified guaranteed number of monthly payments with such guaranteed number, if any, being a multiple of 60; (2) Monthly income payable throughout the lifetime of the participant with a reduced percentage of such initial monthly income continuing after his death for the remaining lifetime, if any, of his joint pensioner; such reduced percentage shall be selected from three stated percentages; (3) Monthly income payable throughout the joint lifetime of the participant and his joint pensioner reducing to a percentage of such initial monthly income upon the death of either the participant or his joint pensioner and such reduced amount payable for the remaining lifetime, if any, of the survivor; such reduced percentage shall be selected from three percentages; (4) Monthly income payable throughout the lifetime of the participant with 100 percent of such monthly income continuing after his death for the remaining lifetime, if any, of his joint pensioner; (5) Monthly income payable for a specified guaranteed number of months for 120, 180 or 240 payments; (6) A combination of Option 5 with Option 2, Option 3 or Option 4; or (7) A single, lump sum payment. A single, lump sum payment, however, is not payable if the lump sum payment is greater than \$10,000.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE A - DESCRIPTION OF PLAN - Continued

For early retirement and termination benefits, the age 65 retirement benefit is considered to accrue on a pro rata basis over service with the BRA. For retirement before age 62, the accrued retirement income is reduced by an actuarial reduction factor to account for the younger age of retirement and earlier commencement of retirement income payments.

A late retirement benefit is available for participants that continue service beyond normal retirement age. Benefits provided for on the delayed retirement date will not be less than the actuarial equivalent of the benefit the participant would have received had they retired on their normal retirement date.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Valuation of Investments

Investments are carried at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants. The Plan values mutual funds at fair value based on the net asset value of the shares held by the mutual fund. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan values investments in limited partnerships based on its percentage investment in each such fund. The estimated fair value of each fund is based on market conditions and information reported by the fund managers and is generally based on the estimated fair value of each fund's underlying investments at the end of the reporting period.

For investments in limited partnerships where no readily determinable fair value exists, the Plan determines fair value of the investment based on the net asset value (NAV) per share calculated as the most recent capital account balance of each limited partnership as communicated by the investment administrator, adjusted for subsequent contributions, distributions, and withdrawals and adjusted as necessary by the Plan for current market conditions.

Basis of Accounting

The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Contributions are recognized when earned, and benefit amounts are recognized when due and payable under the terms of the Plan.

Effective March 1, 2016, the Plan implemented GASB Statement No. 72 *Fair Value Measurement and Application* (Statement No. 72). Statement No. 72 addresses the accounting and reporting issues related to fair value measurements. The adoption of this standard resulted in additional required disclosures being added to the Plan's financial statements. See Note C.

Risk and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the statements of plan net position and the statements of changes in plan net position.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE B - SIGNIFICANT ACCOUNTING POLICIES - Continued

Related Party Transactions

During the years ended February 28, 2017 and February 29, 2016 there were no related party transactions other than the employer contributions.

Use of 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 amounts of net position restricted for pensions and changes therein. Actual results could differ from those estimates.

NOTE C - INVESTMENTS

Investment Policy

The investment policy's objectives are to insulate the Plan's assets against deterioration of purchasing power caused by inflation, over time provide, at a minimum, the Plan's actuarially assumed rate of return of the Plan's assets and provide an acceptable lever of volatility in both long and short term periods. The Plan's investment decisions are made by the investment managers following guidelines established by the Committee.

The Plan's investment consultant will generally be responsible for the following:

- Assist in the development and on-going review of the investment policy, asset allocation strategy and performance of the investment managers,
- Conduct investment manager searches when requested by the Committee,
- Monitor the performance of the Investment Manager(s) to provide the Committee with the ability to determine the progress toward the investment objectives,
- Communicate matters of policy, manager research and manager performance to the Committee, and
- Act as liaison between the Committee and any outside investment managers, consultants, or other advisors in receiving and responding to inquiries, referrals and solicitations.

The primary investment objectives of the Plan are to:

- Insulate the Plan's assets against deterioration of purchasing power caused by inflation,
- Over time provide, at a minimum, the Plan's actuarially assumed rate of return of the Plan assets, and
- To provide an acceptable level of volatility in both long and short term periods.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE C - INVESTMENTS - Continued

The Retirement Committee will generally be responsible for the following:

- Adopting and executing the Plan’s investment policy,
- Establishing appropriate investment objectives,
- Hiring of trustees, investment consultants, managers and other service providers whose expertise is deemed by the Committee to be appropriate and necessary,
- Monitoring of performance and compliance with this policy by investment managers and other service providers who have been given responsibility over the Plan’s assets, and
- Revising the investment policy to reflect changing conditions within the Plan, or to refine the policy in order to make it more effective.

The investment managers are responsible for determining investment strategy and implementing security selection within the policy and guideline limitations.

Investment Policy Target Allocation

There were no changes to the target allocation during the current fiscal year. The following was the Committee’s adopted targeted mixture of asset allocation policy as of the Plan years ended February 28, 2017 and February 29, 2016.

Asset Class	Minimum	Maximum	Target
Total Public Equities	40%	70%	50%
Domestic Large Cap Equity	15%	40%	25%
Domestic Sm/Mid Cap Equity	7.5%	12.5%	10%
International Equity	12.5%	17.5%	15%
 Total Fixed Income	 15%	 40%	 25%
 Other Alternative Investments			
Master Limited Partnerships	0%	15%	10%
Real Estate Investment Trusts	0%	15%	10%
Private Equity Partnerships	0%	10%	5%

Investments

The Plan categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level one inputs are quoted prices in active markets for identical assets; Level two inputs are significant other observable inputs; level three inputs are significant unobservable inputs. The Plan’s investment in the Vanguard Mid-Cap ETF of \$1,228,920 and \$454,956 at February 28, 2017 and February 29, 2016, respectively is classified as a level one based on quoted market prices. Mutual fund investments are valued at fair value, determined by NAV of the mutual fund shares. Alternative investments are valued at fair value, determined by the NAV of the partnership shares.

**Retirement Plan for Employees of
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE C - INVESTMENTS - Continued

A comparison of original cost to fair value at the end of February is as follows:

	2017		2016	
	Fair Value	Cost	Fair Value	Cost
Total Public Equities:				
Equities-Large Cap Equity	\$ 6,301,249	\$ 5,209,925	\$ 5,998,956	\$ 5,306,632
Equities-Sm/Mid Cap Equity	2,489,692	2,024,759	1,336,878	1,424,609
International Equity	2,918,499	2,539,598	2,664,031	2,539,598
Total Fixed Income	4,717,799	4,604,184	4,128,124	4,121,971
Other Alternative Investments:				
Master limited partnership	1,006,400	1,208,526	1,419,176	2,431,720
Real Estate Investment Trust	2,652,032	2,644,268	2,340,544	2,400,212
Private Equity Partnerships	228,679	225,000	-	-
Cash Equivalents	330,846	330,846	827,405	827,405
	<u>\$ 20,645,196</u>	<u>\$ 18,787,106</u>	<u>\$18,715,114</u>	<u>\$ 19,052,147</u>

The carrying value for investments measured at NAV as of February 28, 2017 are as follows:

Investments Measured at Net Asset Value	Carrying Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Mutual funds – equities ¹	\$ 7,562,021	N/A	Daily	1 day
Mutual funds - fixed income ²	3,618,585	N/A	Daily	1 day
Mutual funds - International funds ³	2,918,499	N/A	Daily	1 day
Mutual funds - MLPs ⁴	1,006,400	N/A	Daily	1 day
Mutual funds – REIT ⁵	2,652,032	N/A	Daily	1 day
Limited partnership – fixed income ⁶	1,099,214	None	Semi-annually	90 days
Limited partnership ⁷	228,679	\$1,275,000	Semi-annually	90 days
Total investments measured at NAV	<u>\$ 19,085,430</u>			

The carrying value for investments measured at NAV as of February 29, 2016 are as follows:

Investments Measured at Net Asset Value	Carrying Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Mutual funds – equities ¹	\$ 6,880,878	N/A	Daily	1 day
Mutual funds - fixed income ²	3,104,253	N/A	Daily	1 day
Mutual funds - International funds ³	2,664,031	N/A	Daily	1 day
Mutual funds - MLPs ⁴	1,419,176	N/A	Daily	1 day
Mutual funds – REIT ⁵	2,340,544	N/A	Daily	1 day
Limited partnership – fixed income ⁶	1,023,871	None	Semi-annually	90 days
Total investments measured at NAV	<u>\$ 17,432,753</u>			

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE C - INVESTMENTS – Continued

¹Small/Mid Cap – Diamond Hill Fund

Diamond Hill Equity Managers invest in businesses with sustainable competitive advantages, conservative balance sheets, and management with an ownership mentality. Investments are sold when the stock price reaches the estimated intrinsic value. The Fund typically invests at least 80% of its net assets in small and medium capitalization companies, defined as those companies with a market capitalization between \$500 million and \$10 billion.

¹Large Cap – Brown Brothers Harriman

BBH Core Select (“the Fund”) aims to invest in established, cash-generative businesses that are leading providers of essential products and services with strong management teams. The Fund seeks to purchase the publicly-traded equity securities of such companies at a discount to our estimates of intrinsic value. Estimates of intrinsic value are based on proprietary analysis of prospective free cash flows and returns on capital.

²Fixed Income – Metropolitan West

The Fund will maintain an average duration between 2 and 8 years. Investments can include government backed securities, money market instruments, and derivatives. The Fund can invest up to 20% of net assets in securities below investment grade.

²Fixed Income – Vanguard Short-Term Investment Grade

This fund is designed to give investors exposure to high- and medium-quality, investment grade bonds with short-term maturities. The fund invests in corporate bonds, pooled consumer loans, and U.S. government bonds. Although short-term bond funds tended to have a higher yield than money market funds, the tradeoff has been that the share price fluctuates. Additionally, increases in interest rates can cause the prices of the bonds in the portfolio, and thus the fund’s share price, to decrease.

³International funds- Harbor International Fund

The Fund invests primarily (no less than 65% of its total assets) in common and preferred stocks of foreign companies, including those located in emerging market countries. Companies in the Fund’s portfolio generally have market capitalizations in excess of \$1 billion at the time of purchase.

⁴Master Limited Partnerships – ETRACS Alerian MLP

The Fund is designed to track the performance of the Alerian MLP Infrastructure Index and pay a variable quarterly coupon linked to the cash distributions paid on the Master Limited Partnerships in the index, less investor fees.

⁵REITS – Cohen & Steers Realty Shares

Cohen & Steers Realty Shares investment objective is to achieve total return through investment in real estate securities. Real estate securities include common stocks, preferred stocks and other equity securities of any market capitalization issued by real estate companies, including real estate investment trusts (REITs) and similar REIT-like entities.

⁶Limited Partnership – Fixed income – PIMCO Tactical Opportunities Offshore Fund, LP

The Fund invests all or substantially all of its assets in PIMCO Tactical Opportunities Master Fund Ltd. The Fund’s and the Master Fund’s investment objective is to seek returns by investing principally in (or otherwise gaining exposure to) performing, stressed or distressed securities and loans of any type and with any sector across the global fixed income markets.

⁷Limited Partnership –LBC Credit Partners IV, LP

The Partnership was established to provide a high degree of current income primarily through the origination and management of a diversified portfolio of privately negotiated, secured, high-yielding loans to middle-market corporate borrowers, cash flow loans, unsecured mezzanine loans, broadly syndicated corporate loans, equity participations, corporate leases, debtor-in-possession loans, loan pools and bonds traded in the primary and secondary markets.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE C - INVESTMENTS – Continued

Rate of Return and Risk

For the years ended February 28, 2017, and February 29, 2016 the annual money-weighted rate of return on the Plan investments, net of pension plan investment expense, was +15.8% and -10.7%, respectively. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amount actually invested.

The Plan’s investments are subject to various risks that have the potential to result in losses. These risks are custodial credit risk, credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. Each risk is described in detail on the following pages.

Custodial Credit Risk

Custodial credit risk for investments is the risk that in the event of a failure of a counter party to a transaction, the Plan will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. The Plan has no investment policy regarding custodial credit risk. The Plan is not exposed to custodial credit risk.

Concentration of Credit Risk

Concentration of credit risk is defined as the risk of loss attributed to the magnitude of a government’s investment in a single issuer. The Plan’s investment policy states that all investment managers have full discretion in the management of those assets of the Plan allocated to the investment manager(s), subject to prospectus or the overall investment guidelines set by the Committee. Those prospectus state that manager(s) shall not purchase common stock or securities convertible into stock of any issuer if the purchase would cause the portfolio’s assets to reach five percent (5%) of the outstanding voting stock; or more than ten percent (10%) in market value of all outstanding securities of a single issuer. Since it is the policy of the Plan to employ multiple managers with different investment strategies and styles, the single issuer concentrations are further reduced. Securities issued by or backed by the full faith and credit of the U.S. Government are not subject to position limits.

There were no investments in any one issuer in excess of 5% of plan investments at February 28, 2017 or February 29, 2016. However, the following were investments in any one organization that represent 5% or more of fiduciary net position at February 28, 2017 and February 29, 2016 (other than those issued or guaranteed by the U.S. Government):

Security Name	Classification	FYE 2017 Fair Value >5%	FYE 2016 Fair Value >5%
BBH Core Select Fund	Equities-large cap	\$6,301,249	\$5,998,956
Cohen & Steers Realty	REIT’s	\$2,652,032	\$2,340,544
Diamond Hill Fund	Equities-small cap	\$1,260,772	N/A
Harbor International Fund	International fund	\$2,918,499	\$2,664,031
Metropolitan West Fund	Fixed Income	\$2,174,443	\$2,408,612
Vanguard Short Term Fund	Fixed Income	\$1,444,142	N/A
Vanguard Midcap Fund	Equities-small cap	\$1,228,920	N/A
PIMCO Tactical Opportunities Fund	Fixed Income	\$1,099,214	\$1,023,871

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE C - INVESTMENTS - Continued

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The Plan investment policy manages foreign currency risk by limiting investments in foreign companies to 17.5% of the Plan's assets, and employing investment managers that select companies whose results are not necessarily tied to the currency of their country of origin. All of the Plan's investments are US dollar denominations and thus are not subject to foreign currency risk.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation. The Plan investment policy manages credit risk by limiting investments in equities and fixed income securities to those determined as creditworthy by the investment managers and listed as investment grade by nationally recognized rating agencies. As of February 28, 2017 and February 29, 2016 the average credit rating for the fixed income securities was AA- and AA (majority of securities rated by S&P and Fitch), respectively. Furthermore the Plan restricts, and is monitored by the Investment Consultant, equity transactions involving:

- Common stock in non-public corporations,
- Short sales of any type,
- Letter stock, and
- Buying or selling on margin.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of investments. The Plan is exposed to minimal interest rate risk, since more than 80% of the fixed income allocation of the plan has an average maturity of less than 4 years, and is benchmarked to the BC Intermediate Government Credit index BC US Credit 1-5 Year Index. The Plan's investment in the Metropolitan West Intermediate Bond fund has a dollar-weighted average maturity expected to range from three to seven years. The average duration of this fund was approximately 3.7 years at February 28, 2017. The Plan's investment in the Vanguard Short-Term Investment Grade Admiral Bond fund has a dollar-weighted average maturity expected to range from one to four years. The average duration of this fund was approximately 2.6 years at February 28, 2017.

NOTE D - NET PENSION LIABILITY

The status of the BRA's net pension liability for the two most recent actuarial valuation dates as of March 1, 2017 and March 1, 2016 are as follows:

Actuarial Valuation Date	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	BRA's Net Pension Liability (a - b)	Plan Fiduciary Net Position as a % of the Total Pension Liability (b/a)
March 1, 2017	\$ 30,722,087	\$ 20,637,976	\$ 10,084,111	67.18%
March 1, 2016	\$ 29,927,114	\$ 18,726,771	\$ 11,200,343	62.57%

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE D - NET PENSION LIABILITY - Continued

Long-Term Expected Rate of Return

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimated ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the Plan's target asset allocation as of February 28, 2017 and February 29, 2016 (see the discussion of the Plan's investment policy) are summarized in the following table:

<u>Asset Class</u>	<u>February 28, 2017</u>	<u>February 29, 2016</u>
Domestic Equities	7.50%	7.50%
International equity	8.50%	8.50%
Domestic Fixed income	2.50%	2.50%
Master limited partnerships	7.50%	7.50%
Real estate investment trusts	4.50%	4.50%
Private equity partnerships	7.80%	7.80%
Cash	0.00%	0.00%

Discount Rate

The discount rate used to measure the total pension liability was 6.5 percent. The projection of cash flows used to determine the discount rate assumed the contributions from the BRA will meet the minimum funding requirements as supplied by the actuarially determined computation. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity in the Discount Rate

The following presents the net pension liability of the Plan as of February 28, 2017 and February 29, 2016 calculated using the discount rate of 6.5 percent, as well as what the Plan's net pension liability would be if it were calculated using a discount rate that is 1- percentage point lower or 1-percentage point higher than the current rate:

	<u>Brazos River Authority's Net Pension Liability</u>		
	<u>1% Decrease (5.5%)</u>	<u>Current Discount Rate (6.5%)</u>	<u>1% Increase (7.5%)</u>
February 28, 2017	\$13,272,084	\$10,084,111	\$7,373,411
February 29, 2016	\$14,423,305	\$11,200,343	\$8,467,087

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE D - NET PENSION LIABILITY - Continued

Actuarial Assumptions

Additional information as of the two most recent actuarial valuation dates as of March 1, 2017 and 2016 are as follows:

	2017	2016
Actuarial cost method	Entry Age	Entry Age
Payroll growth rate for amortization	N/A	N/A
Remaining amortization period	N/A	N/A
Actuarial Assumptions:		
Investment rate of return	6.5%*	6.5%*
Projected salary increase	N/A**	N/A**
Cost-of-living adjustments	N/A**	N/A**
*Includes inflation at	3.5%	3.5%

** Not applicable due to the amendment to freeze the Plan in 2007.

The schedules of the BRA's net pension liability, presented as required supplementary information ("RSI") following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the plan fiduciary net position.

The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations.

Effective May 18, 2015, the Retirement Committee of the BRA voted and approved the change in the mortality table used in the Actuaries assumptions. The new mortality table is the RP2000 Combined Healthy Mortality Table, Fully Generational with Scale AA, setback one year for males (changed from RP2000 Combined Healthy Mortality Table effective March 1, 2015).

NOTE E - TAX STATUS

The Internal Revenue Service has determined and informed the BRA by a letter dated April 16, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Code and therefore, tax exempt. The Plan's Retirement Committee believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore, tax exempt.

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

February 28, 2017 and February 29, 2016

NOTE F - PLAN TERMINATION

The BRA may terminate the Plan at any time. In the event the Plan terminates, the Plan's net assets held in trust shall be allocated among the participants and beneficiaries of the Plan in accordance with the following procedure:

- (a) The plan administrator shall determine the date of distribution and the asset value to be distributed, after taking into account the expenses of such distribution, and shall have a final accounting and allocation of plan assets performed as of the date of distribution;
- (b) The plan administrator shall determine the method of distribution of the asset value, on the basis that the amount required to provide any given benefit shall mean the actuarially equivalent single sum value of the accrued benefit on the date of the termination for the plan for each participant or other person entitled to benefits under the plan;
- (c) The plan administrator shall direct the trustee to make distributions to persons in the amounts and manner determined above, or in accordance with applicable regulatory or other guidance, as of the distribution date.

Required Supplementary Information

**Retirement Plan for Employees of
Brazos River Authority**

SCHEDULE OF CHANGES IN THE BRA'S NET PENSION LIABILITY
(Unaudited)

Last Ten Fiscal Years *

	2017	2016	2015
Total pension liability			
Service cost	\$ 105,788	\$ 127,126	\$ -
Interest	1,891,624	1,901,930	1,765,095
Differences between expected and actual experience	689,326	228,217	637,863
Change of assumptions	-	(593,331)	**1,259,465
Benefit payment, including refunds of member contributions	(1,891,765)	(1,713,349)	(1,656,340)
Net change in total pension liability	\$ 794,973	\$ (49,407)	\$ 2,006,083
Total pension liability – beginning	29,927,114	29,976,521	27,970,438
Total pension liability – ending (a)	<u>\$ 30,722,087</u>	<u>\$ 29,927,114</u>	<u>\$ 29,976,521</u>
Plan fiduciary net position			
Employer contributions	\$ 911,424	\$ 826,368	\$ 682,436
Net investment income/(loss)	2,972,010	(2,200,950)	1,226,445
Benefit payment, including refunds of member contributions	(1,891,765)	(1,713,349)	(1,656,340)
Administrative expenses	(80,464)	(80,599)	(78,782)
Net change in plan fiduciary net pension	\$ 1,911,205	\$ (3,168,530)	\$ 173,759
Plan fiduciary net position – beginning	\$ 18,726,771	\$ 21,895,301	\$ 21,721,542
Plan fiduciary net position – ending (b)	<u>\$ 20,637,976</u>	<u>\$ 18,726,771</u>	<u>\$ 21,895,301</u>
BRA's net pension liability – (a) – (b)	\$ 10,084,111	\$ 11,200,343	\$ 8,081,220

Note to Schedule:

* Fiscal year 2015 was the 1st year of implementation of GASB 67, therefore only three years are shown.

**Effective May 18, 2015, the Retirement Committee of the BRA voted and approved the change in the mortality table used in the Actuaries assumptions. As a result of this change the BRA's net pension liability increased significantly

**Retirement Plan for Employees of
Brazos River Authority**

SCHEDULE OF THE BRA'S NET PENSION LIABILITY AND RELATED RATIOS
(Unaudited)

Last ten fiscal years *

Actuarial Valuation Date	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	BRA'S Net Pension Liability (a - b)	Plan Fiduciary Net Position as a % of the Total Pension Liability (b/a)	Covered Employee Payroll	BRA'S Net Pension Liability as a % of Covered Employee Payroll
March 1 2017	\$ 30,722,087	\$ 20,637,976	\$10,084,111	67.18%	\$ 7,674,349	131.40%
March 1 2016	\$ 29,927,114	\$ 18,726,771	**\$11,200,343	62.57%	\$ 7,989,938	140.18%
March 1,2015	\$ 29,976,521	\$ 21,895,301	\$ 8,081,220	73.04%	\$ 7,962,415	101.50%

Note to Schedule:

* Fiscal year 2015 was the 1st year of implementation of GASB 67, therefore only three years are shown.

**Effective May 18, 2015, the Retirement Committee of the BRA voted and approved the change in the mortality table used in the Actuaries assumptions. As a result of this change the BRA's net pension liability increased significantly

**Retirement Plan for Employees of
Brazos River Authority**

SCHEDULE OF THE BRA'S CONTRIBUTIONS
(Unaudited)

Year Ended	Actuarially Determined Contribution (a)	Contributions in Relation to the Actuarially Determined Contribution (b)	Contribution Deficiency (Excess) (b-a)	Covered- Employee Payroll	Contributions as a Percentage of Covered- Employee Payroll
February 28, 2017	\$911,424	\$911,424	-	\$ 7,674,349	11.88%
February 29, 2016	\$826,368	\$826,368	-	\$ 7,989,938	10.35%
February 28, 2015	\$682,436	\$682,436	-	\$ 7,962,415	8.57%
February 28, 2014	\$750,287	\$750,287	-	\$ 7,815,209	9.60%
February 28, 2013	\$655,971	\$655,971	-	\$ 7,864,785	8.34%
February 29, 2012	\$302,314	\$302,314	-	\$ 8,406,599	3.60%
February 28, 2011	\$222,879	\$222,879	-	\$ 9,028,907	2.47%
February 28, 2010	\$296,283	\$296,283	-	\$ 9,842,617	3.01%
February 28, 2009	\$ 13,178	\$ 12,998	\$180	\$ 10,356,313	0.01%
February 29, 2008	-	-	-	\$ 10,757,709	0.00%

**Retirement Plan for Employees of
Brazos River Authority**

SCHEDULE OF INVESTMENT RETURNS
(Unaudited)

Fiscal Year Ended	Annual Money-Weighted Rate of Return, Net of Investment Expenses
February 28, 2017	15.83%
February 29, 2016	-10.7%
February 28, 2015	5.35%
February 28, 2014	11.80%
February 28, 2013	6.78%
February 29, 2012	4.03%
February 28, 2011	13.87
February 28, 2010	22.96
February 28, 2009	-23.29%
February 29, 2008	.56%
February 28, 2007	8.69%

**Retirement Plan for Employees of
Brazos River Authority**

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION
(Unaudited)

NOTE A – DESCRIPTION OF CHANGES IN THE BRA’S NET PENSION LIABILITY

The comparability of trend information is affected by changes in actuarial assumptions, benefit provisions, actuarial funding methods, accounting policies and other changes. Those changes usually affect trends in contribution requirements and in ratios that use the total pension liability as a factor. Isolated analysis of the dollar amounts of actuarial value of assets, total pension liability, and net pension liability can be misleading. The plan fiduciary net position as a percentage of the total pension liability provides an indication of the Plan’s funding status on a going-concern basis. Analysis of this percentage over time indicates whether the Plan is becoming financially stronger or weaker. Generally, the greater the percentage, the stronger the public employee retirement system is.

Additional information as of the two most recent actuarial valuation dates as of March 1, 2017 and 2016 are as follows:

	2017	2016
Actuarial cost method	Entry age method	Entry age method
Payroll growth rate for amortization	N/A	N/A
Remaining amortization period	N/A	N/A
 Actuarial Assumptions:		
Investment rate of return	6.5%*	6.5%*
Projected salary increase	N/A**	N/A**
Cost-of-living adjustments	N/A**	N/A**
*Includes inflation at	3.5%	3.5%

** Not applicable due to the amendment to freeze the Plan in 2007.

Effective May 18, 2015, the Retirement Committee of the BRA voted and approved the change in the mortality table used in the Actuaries assumptions. The new mortality table is the RP2000 Combined Healthy Mortality Table, Fully Generational with Scale AA, setback one year for males (changed from RP2000 Combined Healthy Mortality Table effective March 1, 2015).

See accompanying independent auditor’s report.

