

**COASTAL WATER AUTHORITY
PENSION PLAN**

**Management's Discussion
and Analysis,
Independent Auditors' Report
and Financial Statements**

September 30, 2011 and 2010

COASTAL WATER AUTHORITY PENSION PLAN
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September 30, 2011 and 2010

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COASTAL WATER AUTHORITY PENSION PLAN
Management's Discussion and Analysis
Years Ended September 30, 2011 and 2010

As management of the Coastal Water Authority Pension Plan (the "Plan"), we offer readers of the Plan's financial statements this narrative overview and analysis of the financial activities of the Plan for the fiscal years ended September 30, 2011 and 2010. Please read this discussion and analysis in conjunction with the Plan's basic financial statements, which follow this section.

OVERVIEW OF THE FINANCIAL STATEMENTS

The financial section of this annual report consists of two parts: Management's Discussion and Analysis and the basic financial statements.

The financial statements provide both long-term and short-term information about the Plan's financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

The Plan's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") as applied to governmental units on an accrual basis. Under this basis, revenues are recognized in the period in which they are earned, and expenses are recognized in the period in which they are incurred.

The Statements of Net Assets Available for Benefits include all assets and liabilities associated with the operations of the Plan. The Statements of Changes in Net Assets Available for Benefits report the Plan's net assets and how they have changed. Net assets are the differences between the Plan's assets and liabilities.

FINANCIAL ANALYSIS OF THE PLAN

TABLE A-1

Coastal Water Authority Pension Plan's Summarized Financial Information

	2011	2010
Assets		
Investments, at fair value	\$ 10,015,943	\$ 9,428,072
Employer's contribution receivable	23,620	18,778
Net assets available for benefits	\$ 10,039,563	\$ 9,446,850

COASTAL WATER AUTHORITY PENSION PLAN
Management's Discussion and Analysis
Years Ended September 30, 2011 and 2010

TABLE A-2

Changes in Coastal Water Authority Pension Plan's Net Assets

	2011	2010
Investment income		
Net appreciation in fair value of investments	\$ 79,168	\$ 117,634
 Contributions		
Employer	685,211	656,663
Participants	337,150	328,177
	1,022,361	984,840
Total additions	1,101,529	1,102,474
 Deductions		
Benefits paid directly to participants	508,816	352,729
Total deductions	508,816	352,729
 Net increase	592,713	749,745
 Net assets available for benefits, beginning of year	9,446,850	8,697,105
 Net assets available for benefits, end of year	\$ 10,039,563	\$ 9,446,850

During 2011, the increase in net assets was primarily due to increased contributions from the participants and the employer. The increased contributions are the result of an increase in total payroll amount and increased voluntary contributions.



Independent Auditors' Report

To the Board of Directors of Coastal Water Authority:

We have audited the accompanying statements of net assets available for benefits of Coastal Water Authority Pension Plan (the "Plan"), a component unit of Coastal Water Authority, as of September 30, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of Plan management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Plan management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. Management's discussion and analysis on pages 1 through 2 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. This supplementary information is the responsibility of Plan management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the supplementary information and express no opinion on it.

McConnell & Jones LLP

Houston, Texas
January 11, 2012

Coastal Water Authority Pension Plan
Statements of Net Assets Available for Benefits
September 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments in U.S. government securities and U.S. government agency securities, at fair value	\$ 10,015,943	\$ 9,428,072
Employer's contribution receivables	<u>23,620</u>	<u>18,778</u>
Net assets available for benefits	<u>\$ 10,039,563</u>	<u>\$ 9,446,850</u>

Coastal Water Authority Pension Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended September 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment income		
Net appreciation in fair value of investments in U.S. government securities and U.S. government agency securities	\$ <u>79,168</u>	\$ <u>117,634</u>
Contributions		
Employer	685,211	656,663
Participants	<u>337,150</u>	<u>328,177</u>
	<u>1,022,361</u>	<u>984,840</u>
Total additions	<u>1,101,529</u>	<u>1,102,474</u>
Deductions		
Benefits paid directly to participants	<u>508,816</u>	<u>352,729</u>
Total deductions	<u>508,816</u>	<u>352,729</u>
Net increase	592,713	749,745
Net assets available for benefits, beginning of year	<u>9,446,850</u>	<u>8,697,105</u>
Net assets available for benefits, end of year	<u>\$ 10,039,563</u>	<u>\$ 9,446,850</u>

Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010

Note 1: Description of the Plan

The following description of Coastal Water Authority Pension Plan (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 is a single-employer defined contribution pension plan for the benefit of Coastal Water Authority (the “Authority”) employees. The Authority is the plan sponsor and a governmental organization. Accordingly, the Plan is not subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended.

Employees are eligible to participate in the Plan on the entry date coincident with or next following the completion of 90 days of service. The entry date is the first day of the subsequent pay period following eligibility.

Contributions

Participants are required to contribute 4% of their annual compensation and may make additional voluntary contributions up to a maximum of 10% of compensation. All newly eligible participants may contribute an additional contribution in an amount equal to 4% of the compensation received during their initial 90 days of service. Pursuant to the Plan document, the Authority contributed 11.8% in both 2011 and 2010 of a participant's gross compensation to the Plan. For a participant that reaches the FICA salary limit (\$106,800 for 2011 and 2010) during a Plan year, an additional 6.2% in 2011 and 2010 of the participant's gross wages in excess of \$106,800 is contributed by the Authority to the participant's account. Maximum annual contributions for a participant are limited to 10% of the participant's compensation. The Plan is not participant directed.

Participant Accounts

At the end of each Plan quarter, earnings on contributions and prior earnings are allocated to participant accounts based on the quarter's beginning account balance for the participant to the quarter's total beginning Plan balance. Each participant account is credited with the participant's contribution, the Authority's contribution, and the allocation of the Plan's earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010**

Vesting

Participants are at all times fully vested in their contributions and the appreciation or depreciation thereon. For vesting purposes, a participant must be credited with at least 1,000 hours of service during the Plan year to qualify as one year of service. Vesting in the Authority's contributions plus earnings thereon is based on years of continuous service. Participants vest 20% per year after one year of service and are 100 percent vested after five years of service. Participants are immediately vested upon death, retirement, or termination of employment due to permanent disability. Normal retirement age under the Plan is 65.

Forfeited Accounts

Forfeitures of non-vested Authority contributions are used to reduce the Authority's contributions in the pay period subsequent to the date a participant received the distribution of his or her vested interest. For the year ended September 30, 2011 and 2010, employer contributions were reduced by \$4,115 and \$5,402, respectively. There are no outstanding forfeitures at September 30, 2011 and 2010.

Payment of Benefits

Benefits are payable to participants or to a designated beneficiary upon the occurrence of a participant's retirement, disability, death, termination of service, or voluntary contribution withdrawal election.

A voluntary contribution withdrawal election is requested from the Plan's administrative committee. Upon approval and disbursement, a participant may not make another voluntary contribution withdrawal election for twenty-four months, but may continue to make voluntary contributions to the Plan.

Distributions, other than voluntary contribution withdrawals, are made in a lump-sum amount or a two to ten year annuity amount equivalent to the vested value of the participant's account.

Plan Termination

Although it has not expressed any intent to do so, the Authority has the right to terminate the Plan at any time. In the event of termination, all participants become fully vested in their accounts. No part of the Plan's assets will revert to the Authority.

Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010

Note 2: Significant Accounting Policies

Basis of Accounting

The financial statements are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Reporting Entity

The Plan is a component unit of the Authority. In evaluating how to define the Plan for financial reporting purposes, management determined there are no component units for which the Plan has financial accountability. As such, these financial statements present only the Plan and are not intended to present the financial position and results of operations of the Authority in conformity with US GAAP.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits paid directly to participants are recorded when paid.

Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010

Administrative Expenses

For the years ended September 30, 2011 and 2010, Plan administrative expenses of \$17,316 and \$34,958, respectively, were paid by the Authority.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after September 30, 2011, and through January 11, 2012, the date when these financial statements were available to be issued, for inclusion in the financial statements and footnotes.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-6, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements* ("ASU 2010-6"), which requires entities to make disclosures about recurring and nonrecurring fair value measurements. In accordance with ASU 2010-6, the reporting entity should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. ASU 2010-6 also requires an entity to present separately information about purchases, sales, issuances, and settlements in the reconciliation of fair value measurements using significant unobservable inputs (Level 3). The disclosures in ASU 2010-6 are effective for interim and annual reporting periods beginning after December 15, 2009, except for purchases, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The adoption of the provisions of this update did not impact the Plan's financial statements.

Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010

Note 3: Investments

The Plan's investments in U.S. government securities and U.S. government agency securities were held by Frost National Bank. The following tables present the Plan's investments as of September 30, 2011 and 2010. Investments that represent 5% or more of plan net assets in either year are separately identified.

<u>September 30, 2011</u>	<u>Face Value</u>	<u>Fair Value</u>	<u>Amortized Cost</u>
Federal Home Loan Bank Coupon Note, CUSIP #313372QC1; 1.4000%; due 11/22/2013	\$ 1,250,000	\$ 1,255,550	\$ 1,256,214
Federal Home Loan Bank Coupon Note, CUSIP #313373YB2; 1.1500%; due 06/13/2014; Callable 06/13/2012	4,000,000	4,021,160	4,013,850
Federal National Mortgage Association Discount Note, CUSIP #313588SA4; 0.1420; due 01/20/2012	687,419	687,959	687,703
City of Houston Tex Hotel Occupancy & Parking Revenue Notes - Series A; CUSIP #44237R5W9; 0.2100%; due 10/25/2011	1,500,000	1,500,000	1,500,319
Cash Equivalents; SEI Daily Income TR Treasury II; 0.01%	2,551,274	2,551,274	2,551,274
	<u>\$ 9,988,693</u>	<u>\$ 10,015,943</u>	<u>\$ 10,009,360</u>

<u>September 30, 2010</u>	<u>Face Value</u>	<u>Fair Value</u>	<u>Amortized Cost</u>
SEI Daily Income TR Treasury II, 0.05%	\$ 597,293	\$ 597,293	\$ 597,293
Federal Farm Credit Banks, 1.14%, due 5/17/2012	4,500,000	4,522,500	4,519,229
Federal Home Loan Banks, 0.75%, due 1/18/2011	2,000,000	2,003,120	2,005,246
Federal Home Loan Banks Series 1, 2.00%, due 1/25/2013	1,100,000	1,105,159	1,103,994
Federal Home Loan Banks Discount Note, 0.15%, due 10/15/2010	1,200,000	1,200,000	1,199,930
	<u>\$ 9,397,293</u>	<u>\$ 9,428,072</u>	<u>\$ 9,425,692</u>

Coastal Water Authority Pension Plan
Notes to Financial Statements
September 30, 2011 and 2010

The Plan is authorized to invest in direct obligations of, or obligations guaranteed by, the United States of America, obligations of certain Federal agencies, certain obligations of public housing authorities and related institutions, and interest bearing time deposits. Any cash balances and time deposits are required to be collateralized and secured by pledges of direct obligations of, or obligations guaranteed by, the United States of America, obligations of such Federal agencies, and certain obligations of public housing authorities and related institutions. Investments typically mature in three years or less, and are held to maturity or to the stated call date if such action is taken by the issuer.

Note 4: Fair Value Measurements

FASB Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, (“FASB ASC 820”) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in an active market for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities.

Level 2

Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3

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

A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at September 30, 2011 and 2010.

U.S. government securities and U.S. government agency securities – Valued at fair value using the closing price reported on the active market on which the individual securities are traded.

**Coastal Water Authority Pension Plan
Notes to Financial Statements
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The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Level 1:		
SEI Daily Income	\$ 2,551,274	\$ 597,293
City of Houston Tex Hotel Occupancy & Parking Revenue Notes	1,500,000	-
Federal Farm Credit Banks	-	4,522,500
Federal Home Loan Coupon	5,276,710	3,108,279
Federal Home Loan Bank Discount	-	1,200,000
Federal National Mortgage Association	<u>687,959</u>	<u>-</u>
Total investments at fair value	<u>\$ 10,015,943</u>	<u>\$ 9,428,072</u>

Note 5: Federal Income Taxes

The Plan obtained its latest determination letter dated August 11, 2003, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

On December 17, 2008, the Authority's Board of Directors passed and approved a resolution to restate the Plan, effective January 1, 2009. The restated plan document was submitted to the IRS for a new determination letter that was being scheduled for review. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes is included in the Plan's financial statements.

Coastal Water Authority Pension Plan
Notes to Financial Statements
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Note 6: Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that change in values of investment securities will occur in the near term and that some changes could materially affect participant account balances and the assets reported in the statement of net assets available for benefits.