This Official Notice of Sale does not alone constitute an offer to sell, but is merely notice of sale of the bonds described herein. The offer to sell such bonds is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement. Information contained in this Official Notice of Sale is qualified in its entirety by the detailed information contained in the Preliminary Official Statement.

OFFICIAL NOTICE OF SALE

$4,450,000

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 168

(A political subdivision of the State of Texas
located within Harris County, Texas)

UNLIMITED TAX BONDS
SERIES 2014

Bids Due: Tuesday, November 4, 2014, at 2:00 P.M., Houston Time
Bonds Awarded: Tuesday, November 4, 2014, at 6:00 P.M., Houston Time

This Official Notice of Sale does not alone constitute an offer to sell, but is merely notice of sale of the bonds described herein. The offer to sell such bonds is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement.

OFFICIAL NOTICE OF SALE

$4,450,000

HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 168
(A political subdivision of the State of Texas located within Harris County, Texas)

UNLIMITED TAX BONDS
SERIES 2014

BONDS OFFERED FOR SALE AT COMPETITIVE BID: The Board of Directors (the "Board") of Harris County Municipal Utility District No. 168 (the "District"), is offering for sale at competitive bid $4,450,000 Unlimited Tax Bonds, Series 2014 (the "Bonds"). Options to submit bids on the Bonds are only the following:

(1) Deliver bids directly to the District as is described below under the caption "SEALED BIDS DELIVERED TO THE DISTRICT;"
(2) Submit bids electronically as is described below under the caption "ELECTRONIC BIDDING PROCEDURES;" or
(3) Submit bids by telephone as is described below under the caption "BIDS BY TELEPHONE."

The District will not accept bids submitted by facsimile.

PLACE AND TIME OF BID OPENING: The District will open sealed bids for the purchase of the Bonds on Tuesday, November 4, 2014, at 6:00 P.M., Houston Time, at a designated meeting place inside the boundaries of the District, 9818 Paddock Court, Houston, Texas 77065. The bids for the Bonds will be opened and publicly read by Rathmann & Associates, L.P., the District's Financial Advisor and authorized representative of the Board. The Board will then take action to reject the bids or accept the bid that produces the lowest net effective interest rate for the Bonds. The Board reserves the right to reject any or all bids and to waive any irregularities, except time of filing.

SEALED BIDS DELIVERED TO THE DISTRICT: Sealed bids, which must be submitted in duplicate executed by an authorized representative of the bidder on the Official Bid Form and plainly marked "Bid for Bonds," are to be addressed to "President and Board of Directors, Harris County Municipal Utility District No. 168" and delivered to the District in care of Rathmann & Associates, L.P., 8584 Katy Freeway, Suite 250, Houston, Texas 77024, prior to 2:00 P.M., Houston Time, on Tuesday, November 4, 2014. Any bid received after 2:00 P.M. Houston Time will not be accepted.

ELECTRONIC BIDDING PROCEDURES: Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY by 2:00 P.M., Houston Time, on Tuesday, November 4, 2014. No bid will be accepted after the time for receiving bids specified above. Bidders must submit to R. Craig Rathmann, Rathmann & Associates, L.P., 8584 Katy Freeway, Suite 250, Houston, Texas 77024, prior to 5:00 P.M., Houston Time, on Monday, November 3, 2014, two signed original Official Bid Forms executed as described above under "SEALED BIDS DELIVERED TO THE DISTRICT." Subscription to i-Deal LLC's BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. Neither the District nor Rathmann & Associates, L.P. will confirm any subscription nor be responsible for the failure of any prospective bidder to subscribe.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds under the terms expressed in this Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the District. Neither the District nor Rathmann & Associates, L.P. shall be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, PARITY, the use of such facilities being at the sole risk of the prospective bidder.

If any provisions of this Official Notice of Sale conflict with information provided by PARITY as the approved provider of electronic bidding services, this Official Notice of Sale shall control. Further information about PARITY, including any fee charged, may be obtained from PARITY Customer Support, 40 West 23rd Street, 5th Floor, New York, New York 10010, telephone: (212) 806-8304.

For purposes of any and all bids submitted to the District, the time as maintained by PARITY shall constitute the official time. For informational purposes only, bidders are requested to state in their electronic bids the net interest cost to the District, as described under "CONDITIONS OF SALE - BASIS OF AWARD" below. All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale and Official Bid Form.

BIDS BY TELEPHONE: Bidders must submit two signed original Official Bid Forms executed by an authorized representative of the bidder to R. Craig Rathmann, Rathmann & Associates, L.P., 8584 Katy Freeway, Suite 250, Houston, Texas 77024 prior to 5:00 P.M., Houston, Time, on Monday, November 3, 2014, executed as described above under "SEALED BIDS DELIVERED TO THE DISTRICT." Bidders who have provided signed bid forms may submit bids by telephone pursuant to arrangements made with the District's Financial Advisor, R. Craig Rathmann, Rathmann & Associates, L.P., but no later than 2:00 P.M., Houston Time, Tuesday, November 4, 2014. Inquiries with respect to this procedure may be directed to R. Craig Rathmann, Rathmann & Associates, L.P. at (713) 751-1890.

DISCLAIMER OF RESPONSIBILITY: *Neither the District nor Rathmann & Associates, L.P. will be responsible for the submission of any bid(s) received after the filing deadline, nor does the District or Rathmann & Associates, L.P. assume any responsibility or liability with respect to any irregularities or errors associated with the submission of any bid.*

AWARD AND SALE OF THE BONDS: The Board will take action to reject the bids or accept the bid that produces the lowest net effective interest rate for the Bonds at a meeting to be held at a designated meeting place inside the boundaries of the District, 9818 Paddock Court, Houston, Texas 77065, at 6:00 P.M., Houston Time, Tuesday, November 4, 2014. The District will take action to adopt an order (the "Bond Order") authorizing the issuance and awarding sale of the Bonds or will reject all bids promptly after the opening of bids. The Board reserves the right to reject any or all bids and to waive any irregularities, except time of filing.

THE BONDS

DESCRIPTION OF CERTAIN TERMS OF THE BONDS: The Bonds will be dated December 1, 2014, with interest payable on September 1, 2015 (nine-month interest payment), and on each March 1 and September 1 thereafter until the earlier of maturity or prior redemption. The Bonds will be issued only in fully registered form. Principal is payable by the paying agent/registrar, initially, The Bank of New York Mellon Trust Company, N.A., in Dallas, Texas, or any successor paying agent/registrar (the "Paying Agent/Registrar," "Paying Agent," or "Registrar"). The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds as described herein. See "THE BONDS – Book-Entry-Only System." The Bonds will mature serially on September 1 in the following years and amounts:

Maturity	Principal Amount
2024*	$650,000
2025*	675,000
2026*	725,000
2027*	750,000
2028*	800,000
2029*	850,000

* At the option of the Underwriter (hereinafter defined) as specified in the Official Bid Form, any or all of such maturities may be designated as term bonds subject to mandatory sinking fund redemption provided that the mandatory sinking fund amount in each year shall equal the amounts shown above as maturing in such year.

The Bonds are subject to redemption and payment, at the option of the District, in whole or, from time to time, in part, on September 1, 2021, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If fewer than all the Bonds are redeemed at any time, the District shall determine the maturity or maturities and the amounts thereof to be redeemed in integral multiples of $5,000 in principal amount, and if fewer than all of the Bonds within a maturity are to be redeemed, the Registrar shall designate by method of random selection the Bonds within such maturity to be redeemed (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form). The holder of any Bond, all or a portion of which has been called for redemption, shall be required to present such Bond to the Registrar for payment of the redemption price on the portion of the Bond so called for redemption and issuance of an exchange Bond in a principal amount equal to the portion of the Bond not so redeemed.

SECURITY FOR PAYMENT: The Bonds, when issued, will constitute valid and binding obligations of the District, payable as to principal and interest from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District.

OTHER TERMS AND COVENANTS: Other terms of the Bonds and the various covenants of the District contained in the Bond Order are described in the Preliminary Official Statement, to which reference is made for all purposes.

MUNICIPAL BOND GUARANTY INSURANCE AND RATINGS: Applications have been made to Assured Guaranty Corp. ("AGC"), Assured Guaranty Municipal Corp. ("AGM"), Municipal Assurance Corp. ("MAC") and Build America Mutual Assurance Company ("BAM") to issue a commitment for municipal bond guaranty insurance on the Bonds. The purchase of such insurance, if available, and payment of all associated costs, including the premium charged by the insurer, and fees charged by any rating companies other than Standard & Poor's Ratings Services ("S & P"), a Standard & Poor's Financial Services LLC business, will be at the option and expense of the Underwriter. The Underwriter understands, by submission of its bid, that the Underwriter is solely responsible for the selection of any insurer and for all negotiations with (i) the insurer as to the premium to be paid, and (ii) the insurer and any and all rating companies as to selection of such rating companies, the ratings to be assigned the Bonds as a consequence of the issuance of the municipal bond guaranty insurance policy, and the payment of fees in connection with such ratings except the S & P's rating fees as described below. S & P has assigned an underlying rating of "A" to the District's Bonds. If the Underwriter chooses to purchase municipal bond guaranty insurance on the Bonds, separate rating(s), including a rating by S & P, may at the election of the Underwriter be assigned the Bonds based upon the understanding that upon delivery of the bonds a guaranty insurance policy insuring the timely payment of the principal of and interest on the Bonds will be issued by the insurer. The District will pay the cost of both the underlying rating of S & P and the S & P's rating associated with the guaranty insurance policy issued relating to the Bonds, if the latter is elected to be used by the Underwriter. As is stated in this Official Notice of Sale under the caption "NO MATERIAL ADVERSE CHANGE," if the Underwriter elects to purchase municipal guaranty insurance on the Bonds, the rating of the insurer's creditworthiness by any rating agency does not and will not in any manner affect the District's financial condition, and thus any change to such rating, including a downgrade thereof, at any time, does not and will not constitute a change, material or otherwise, in the District's financial condition, and therefore cannot be a basis for termination by the Underwriter of its obligations to take up and pay for the Bonds.

CONDITIONS OF SALE

TYPES OF BIDS AND INTEREST RATES: The Bonds will be sold in one block on an "all or none" basis at a price of not less than 97% of the principal amount thereof, plus accrued interest from the date of the Bonds to the date of delivery. Bidders are to name the rates of interest to be borne by the Bonds, provided that each interest rate bid must be a multiple of 1/8th or 1/20th of 1%. All Bonds maturing within a single year must bear the same rate of interest. The net effective interest rate on the Bonds may not exceed 6.11%, as calculated pursuant to Chapter 1204, Texas Government Code, as amended. No limitation will be imposed upon bidders as to the number of rates which may be used, but the highest rate bid may not exceed the lowest rate bid by more than 2-1/2% in interest rate. No bid involving supplemental interest payments or zero interest rates will be considered. Each bid shall indicate the total and net interest costs in dollars and the net effective interest rate determined therefrom, which shall be considered informative only and not as a part of the bid.

BASIS OF AWARD: For the purpose of awarding sale of the Bonds, the interest cost of each bid will be computed by determining, at the rates specified therein, the total dollar value of all interest on the Bonds from the date thereof to their respective maturities and adding thereto the discount bid, if any, or deducting therefrom the premium bid, if any. Subject to the District's right to reject any or all bids, sale of the Bonds will be awarded to the bidder (the "Underwriter") whose bid, under the above computation, produces the lowest net interest cost to the District. The Board reserves the right to reject any or all bids. In the event of mathematical discrepancies between the interest rate(s) bid and the interest cost determined therefrom, as both appear on the Official Bid Form, the bid will be governed solely by the interest rate(s) named.

GOOD FAITH DEPOSIT: Each bid must be accompanied by a bank cashier's check payable to the order of "Harris County Municipal Utility District No. 168" in the amount of $89,000, which is 2% of the principal amount of the Bonds (the "Good Faith Deposit"). Only "bank cashier's checks" will be accepted; no "official bank checks" will be accepted. The check of the Underwriter will be considered as the Good Faith Deposit and will be retained uncashed by the District pending the Underwriter's compliance with the terms of the bid. In the event the Underwriter should fail or refuse to take up and pay for the Bonds in accordance with such terms, then the Good Faith Deposit will be cashed and the proceeds accepted by the District as full and complete liquidated damages. The Good Faith Deposit may accompany the bid or it may be submitted separately; if submitted separately, it shall be made available to the District prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which authorize its use as the Good Faith Deposit of bidders named in such instructions. The Good Faith Deposit of the Underwriter will be returned to the Underwriter uncashed on the date of delivery of the Bonds. No interest will be credited on the Good Faith Deposit. The checks accompanying all other bids will be returned immediately after the bids are opened and the award of the sale of the Bonds has been made.

OFFICIAL STATEMENT

To assist the Underwriter in complying with Rule 15c2-12 of the United States Securities and Exchange Commission ("SEC"), the District and the Underwriter contract and agree, by the submission and acceptance of the winning bid, as follows.

FINAL OFFICIAL STATEMENT: The District has approved and authorized distribution of the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Bonds, but does not presently intend to prepare any other document or version thereof for such purpose, except as described below. Accordingly, the District intends the Preliminary Official Statement to be final as of its date, within the meaning of SEC Rule 15c2-12(b)(1), except for information relating to the offering prices, interest rates, final debt service schedule, selling compensation, identity of the Underwriter and other similar information, terms and provisions to be specified in the competitive bidding process. The Underwriter shall be responsible for promptly informing the District of the initial offering yields of the Bonds. Thereafter, the District will complete and authorize distribution of the Official Statement identifying the Underwriter and containing such omitted information. The District does not intend to amend or supplement the Official Statement otherwise, except to take into account certain subsequent events, if any, as described below. By delivering the final Official Statement or any amendment or supplement thereto in the requested quantity to the Underwriter on or after the sale date, the District intends the same to be final as of such date, within the meaning of SEC Rule 15c2-12(e)(3). Notwithstanding the foregoing, the only representations concerning the absence of material misstatements or omissions from the Official Statement which are being or which will be made by the District are those described and contained in the Official Statement under the caption "OFFICIAL STATEMENT - Certification as to Official Statement."

CHANGES TO OFFICIAL STATEMENT: If, subsequent to the date of the Official Statement, to and including the date the Underwriter is no longer required to provide an Official Statement to customers who request same pursuant to SEC Rule 15c2-12, the District learns, or is notified by the Underwriter, of any adverse event which causes the Official Statement to be materially misleading, and unless the Underwriter elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Underwriter an appropriate amendment or supplement to the Official Statement satisfactory to the Underwriter; provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate upon the earlier of (i) 90 days after the "end of the underwriting period" as defined in SEC Rule 15c2-12 or (ii) the date the Official Statement is filed with the MSRB, but in no case less than 25 days after the "end of the underwriting period."

DELIVERY OF OFFICIAL STATEMENTS: The District shall furnish to the Underwriter (and to each participating underwriter of the Bonds, within the meaning of SEC Rule 15c2-12(a), designated by the Underwriter), within seven (7) business days after the sale date, the aggregate number of Official Statements specified in the winning bid. The District also shall furnish to the Underwriter a like number of any supplements or amendments approved and authorized for distribution by the District for dissemination to potential purchasers of the Bonds, as well as such additional copies of the Official Statement or any such supplements or amendments as the Underwriter may reasonably request prior to the 90th day after the end of the underwriting period described in SEC Rule 15c2-12(e)(2). The District shall pay the expense of preparing the number of copies of the Official Statement specified in the winning bid and an equal number of any supplements or amendments issued on or before the delivery date, but the Underwriter shall pay for all other copies of the Official Statement or any supplement or amendment thereto.

DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS

DELIVERY OF INITIAL BONDS: Delivery will be accomplished by the issuance of one initial bond reflecting each maturity (the "Initial Bonds"), either in typed or printed form, in the aggregate principal amount of $4,450,000 payable to Cede & Co. and manually signed by the President or Vice President and Secretary or Assistant Secretary of the Board, approved by the Attorney General of Texas, and registered and manually signed by an authorized representative of the Comptroller of Public Accounts of the State of Texas. Unless otherwise agreed with the Underwriter, delivery of the Initial Bonds will be made at the principal corporate trust office of the Registrar in Dallas, Texas. Payment for the Initial Bonds must be made in immediately available funds for unconditional credit to the District, or as otherwise directed by the District. The Underwriter will be given five (5) business days notice of the time fixed for delivery of the Initial Bonds. It is anticipated that initial delivery can be made on or about December 17, 2014, and subject to the aforesaid notice, it is understood and agreed that the Underwriter will accept delivery of and make payment for the Initial Bonds by 10:00 A.M., Houston Time, on December 17, 2014, or thereafter on the date the Initial Bonds are tendered for delivery, up to January 19, 2015. If for any reason the District is unable to make delivery on or before January 19, 2015, then the District immediately shall contact the Underwriter and offer to allow the Underwriter to extend its offer for an additional thirty (30) calendar days. If the Underwriter does not elect to extend its offer within six (6) calendar days thereafter, then the Good Faith Deposit will be returned, and both the District and the Underwriter shall be relieved of any further obligation.

DTC DEFINITIVE BONDS: After delivery of the Initial Bonds, the Bonds will be issued in book-entry-only form. Cede & Co. is the nominee for DTC. All references herein to the Registered Owners of the Bonds shall mean Cede & Co. and not the Beneficial Owners of the Bonds. Purchase of beneficial interests in the Bonds will be made in book-entry-only form (without registered Bonds) in the denomination of $5,000 principal amount or any integral multiple thereof. Under certain limited circumstances described herein, the District may determine to forego immobilization of the Bonds at DTC, or another securities depository, in which case, such beneficial interests would become exchangeable for one or more fully registered Bonds of like principal amount for the Bonds. See "THE BONDS - Book-Entry-Only System" in the Preliminary Official Statement.

REGISTRATION AND TRANSFER: Section 149(a) of the Internal Revenue Code of 1986, as amended, requires that all tax exempt obligations (with certain exceptions that do not include the Bonds) be in registered form in order for the interest payable on such obligations to be excludable from a Registered Owner's income for federal income tax purposes. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. pursuant to the Book-Entry-Only System described herein. One fully-registered bond will be issued for each maturity of the Bonds and will be deposited with DTC. See "THE BONDS - Book-Entry-Only System" in the Preliminary Official Statement. So long as any Bonds remain outstanding, the District will maintain at least one Paying Agent/Registrar in the State of Texas for the purpose of maintaining the Register on behalf of the District.

CUSIP NUMBERS: In the event the book-entry-only system is discontinued, CUSIP identification numbers may then be printed or otherwise reproduced on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Underwriter to accept delivery of and pay for the Bonds in accordance with the terms of this Official Notice of Sale. All expenses relating to the printing of CUSIP numbers on the Bonds shall be paid for by the District; provided, however, that payment of the CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of the Underwriter.

CONDITIONS TO DELIVERY: The obligation to take up and pay for the Bonds is subject to the following conditions: the issuance of an approving opinion of the Attorney General of Texas, the Underwriter's receipt of the Bonds, the Underwriter's receipt of the legal opinions of Bond Counsel and Special Tax Counsel and the no-litigation certificate, and the non-occurrence of the events described below under the caption "NO MATERIAL ADVERSE CHANGE," all as described below. Further, the Underwriter is not obligated to take up and pay for the Bonds at initial delivery if at any time after the award of the Bonds and at or prior to initial delivery, the Congress of the United States shall have declared war or a national emergency. In addition, if the District fails to comply with its obligations described under "OFFICIAL STATEMENT" below, the Underwriter may terminate its contract to purchase the Bonds by delivering written notice to the District within five (5) days thereafter.

UNDERWRITER'S CERTIFICATION OF ISSUE PRICE: In order to provide the District with information required to enable it to comply with certain conditions of the Internal Revenue Code of 1986, as amended, relating to the exclusion of interest on the Bonds from the gross income of the Bondholders, the Underwriter shall be required to complete, execute and deliver to the District (on or before the date of delivery of the Bonds) a certification as to the "issue price" of the Bonds in the form accompanying this Notice of Sale. In the event the Underwriter does not reoffer the Bonds for sale or is unable to sell a substantial amount of the Bonds of any maturity by the date of delivery, such certificate may be modified in a manner approved by the District. Each bidder, by submitting its bid, agrees to complete, execute and deliver such a certificate by the date of delivery of the Bonds, if its bid is accepted by the District. It will be the responsibility of the Underwriter to institute such syndicate reporting requirements, to make such investigation, or otherwise to ascertain the facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Bond Counsel or Special Tax Counsel.

LEGAL OPINIONS: The District will furnish to the Underwriter a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the approving legal opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Attorney General has examined a transcript of proceedings authorizing the issuance of the Bonds, and that based upon such examination, the Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property in the District. The District will also furnish the approving legal opinion of Jeanne H. McDonald, P.C., Bond Counsel, Sugar Land, Texas, to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas, except to the extent that enforcement of the rights and remedies of the holders of the Bonds may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. The legal opinion of Bond Counsel will further state that the Bonds are payable, both as to principal and interest, from the levy of ad valorem taxes without legal limitation as to rate or amount, against all taxable property within the District. The District also will furnish the approving legal opinion of Haynes and Boone LLP, Special Tax Counsel, to the effect that the interest on the Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date of such opinion assuming compliance by the District with certain covenants relating to the use and investment of the proceeds of the Bonds. See "LEGAL MATTERS" in the Preliminary Official Statement. Such opinions express no opinion with respect to the sufficiency of the security for or marketability of the Bonds.

QUALIFIED TAX-EXEMPT OBLIGATIONS: Section 265(a) of the Code provides, in general, that interest expenses incurred to acquire or carry tax-exempt obligations are not deductible from the gross income of the holder. For certain holders that are "financial institutions" within the meaning of such section, complete disallowance of such expense would apply to taxable years beginning after December 31, 1986, with respect to tax-exempt obligations acquired after August 7, 1986. Section 265(b) of the Code provides an exception to this rule for interest expense incurred by financial institutions to carry tax-exempt obligations (other than certain private activity bonds) which are designated by an issuer as "qualified tax-exempt obligations." An issuer may only designate an issue as an issue of "qualified tax-exempt obligations" where less than $10 million of tax-exempt obligations are issued by the issuer during the calendar year in which the issue so designated is issued.

The District will designate the Bonds as "qualified tax-exempt obligations." Further, the District will represent that it has or will take such action necessary for the Bonds to constitute "qualified tax-exempt obligations."

Notwithstanding the designation of the Bonds as "qualified tax-exempt obligations," financial institutions acquiring the Bonds will be subject to a twenty percent (20%) disallowance of interest expenses allocable to the Bonds.

NO-LITIGATION CERTIFICATE: On the date of delivery of the Initial Bonds to the Underwriter, the District shall deliver to the Underwriter a certificate, dated as of the same date, to the effect that the District has no knowledge of litigation of any nature threatened, filed or pending to restrain or enjoin the issuance or delivery of the Bonds, or which would affect the provisions made for their payment or security, or which in any manner questions the validity of the Bonds.

NO MATERIAL ADVERSE CHANGE: The obligations of the Underwriter to take up and pay for the Bonds, and of the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the financial condition of the District subsequent to the date of the sale from that set forth in the Preliminary Official Statement, as it may have been supplemented or amended through the date of the sale. As is stated in this Official Notice of Sale under the caption "MUNICIPAL BOND GUARANTY INSURANCE AND RATINGS," if the Underwriter elects to purchase municipal bond guaranty insurance on the Bonds, the rating of the insurer's creditworthiness by any rating agency does not and will not in any manner affect the District's financial condition, and thus any change to such rating, including a downgrade thereof, at any time, does not and will not constitute a change, material or otherwise, in the District's financial condition, and therefore cannot be a basis for termination by the Underwriter of its obligations to take up and pay for the Bonds.

CONTINUING DISCLOSURE OF INFORMATION: The District will agree in the Bond Order to provide certain periodic information and notices of material events in accordance with SEC Rule 15c2-12 as described in the Preliminary Official Statement under "CONTINUING DISCLOSURE OF INFORMATION." The Underwriter's obligation to accept and pay for the Bonds is conditioned upon delivery to the Underwriter or its agent of a certified copy of the Bond Order containing the agreement described under such heading.

GENERAL CONSIDERATIONS

INVESTMENT CONSIDERATIONS: The Bonds are subject to special investment considerations as set forth in this Official Statement. Prospective purchasers should review the entire Official Statement with respect to the investment security of the Bonds before making their investment decisions, especially the section entitled "INVESTMENT CONSIDERATIONS."

SECURITIES REGISTRATION AND QUALIFICATION: No registration statement relating to the Bonds has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws or regulations of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws or regulations of any other jurisdiction in which the Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdictions.

By submission of a bid, the Underwriter represents that the sale of the Bonds in states other than Texas will be made only pursuant to exemptions from registration or qualification or, where necessary, the Underwriter will register or qualify the Bonds in accordance with the securities laws or regulations of any jurisdiction which so requires. The District agrees to cooperate, at the Underwriter's written request and expense, in registering or qualifying the Bonds, or in obtaining an exemption from registration or qualification, in any jurisdiction where such action is necessary.

ADDITIONAL COPIES: Additional copies of the Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement may be obtained from the District's Financial Advisor, Rathmann & Associates, L.P., 8584 Katy Freeway, Suite 250, Houston, Texas 77024.

/s/ Thomas L. Tanous, Sr.
President, Board of Directors
Harris County Municipal Utility District No. 168

ATTEST:

/s/ Nace Peard
Secretary, Board of Directors
Harris County Municipal Utility District No. 168

October 14, 2014

CERTIFICATE REGARDING ISSUE PRICE

The undersigned hereby certifies with respect to the sale of $4,450,000 Harris County Municipal Utility District No. 168 Unlimited Tax Bonds, Series 2014, dated December 1, 2014 (the "Bonds"), as follows:

1. The undersigned is a duly authorized representative of the underwriter or of the manager of the syndicate of underwriters that purchased the Bonds from Harris County Municipal Utility District No. 168 (the "District") pursuant to a competitively bid sale. (Such underwriter or syndicate of underwriters is referred to herein as the "Initial Purchaser"). In this capacity, the undersigned is familiar with the facts stated herein.

2. The first price of each maturity of the Bonds at which a substantial amount (at least 10 percent) of such maturity is sold to the Public (as defined below), expressed as a percentage of principal amount and exclusive of accrued interest ("Initial Offering Price") is set forth in the following table:

Year of Maturity	Principal Amount Maturing September 1	Initial Offering Price
2024	$650,000	_____%
2025	675,000	_____
2026	725,000	_____
2027	750,000	_____
2028	800,000	_____
2029	850,000	_____

3. The term "Public" shall not include bond houses, brokers, and similar persons or organizations acting in the capacity of wholesalers or underwriters. The term "Sale Date" means the first day on which there was a binding contract in writing for the sale of the Bonds by the District to the Initial Purchaser on specific terms that were not later modified or adjusted in any material respect. In the case of the Bonds, the Sale Date is November 4, 2014. The term "Issue Date" means the first day on which there is a physical delivery of the written evidence of the Bonds in exchange for the purchase price (but not earlier) than the day interest on the Bonds begins to accrue for federal income tax purposes). In the case of the Bonds, the Issue Date is December 17, 2014.

4. Based on the actual facts and reasonable expectations in existence on the Sale Date,, the Initial Offering Price for each Bond (a) represented the price (payable in cash, with no other consideration being included, and exclusive of accrued interest), at which the Initial Purchaser reasonably expected each such Bond would be sold to the Public, and (b) did not exceed what the Initial Purchaser believed to be the respective fair market value of each such Bond.

5. The Initial Purchaser has made a bona fide public offering to the Public of all the Bonds of each maturity at the Initial Offering Prices set forth above in paragraph 2. The Initial Offering Prices were determined on the Sale Date based on the Initial Purchaser's reasonable expectations regarding the Initial Offering Prices, and at least 10 percent of all of the Bonds, except any Retained Bonds (as defined below) were sold to the Public at the Initial Offering Prices. For the Bonds maturing in the years _____, _____, _____, _____, and _____ , of which at least 10 percent of each maturity was not sold to the Public at the Initial Offering Prices (the "Retained Bonds), the Initial Purchaser reasonably expected, as of the Sale Date to sell a substantial amount (10%) of each maturity of such Bonds to the Public at the respective Initial Offering Prices.

6. The aggregate of the respective Initial Offering Prices (the "Issue Price") of all of the Bonds, exclusive of accrued interest and without adjustment for any costs of issuance, is $_____. The pre-issuance accrued interest on the Bonds as of the Issue Date is $_____.

7. The Initial Purchaser [has/has not] purchased bond insurance or another form of credit enhancement ("Guarantee") securing the payment of the principal of, or interest on, any of the Bonds. If any Guarantee has been purchased with respect to all or any portion of the Bonds -

a. The provider of the Guarantee is _____ (the "Guarantor").

b. The fee or premium paid to the Guarantor for the Guarantee is $_____ (the "Premium"). The Premium is set forth in the Guarantor's commitment, does not exceed a reasonable charge for the transfer of the credit risk provided by the Guarantee, and does not include any direct or indirect payment or compensation (such as rating agency fees) for any service other than the transfer of such credit risk. The Guarantor has not provided any service other than the Guarantee, except for any such service for which the Guarantor has charged a reasonable arm's length price which will be in addition to, and stated separately from, the Premium. No portion of the Premium is refundable upon the redemption or defeasance of any of the Bonds.

c. As a result of the Guarantee, the interest rates on the Bonds are less than those which would have been necessary in order to sell the Bonds at the respective Initial Offering Prices without the Guarantee. The present value of such interest savings expected to result from the Guarantee is greater than the present value of the Premium. In both cases, such present values have been determined as of the Issue Date using the yield on the Bonds (computed for this purpose by treating the Premium as additional interest on the Bonds) as the discount rate.

The Initial Purchaser acknowledges and understands that the statements made herein will be relied upon by the District and Haynes and Boone LLP, Special Tax Counsel, regarding the compliance with the conditions imposed by the Internal Revenue Code of 1986, as amended, and the Treasury Regulations in effect thereunder, necessary for interest on the Bonds to be excludable from gross income for federal income tax purposes.

INITIAL PURCHASER

_____

By: _____

Name:_____

Title:_____

OFFICIAL BID FORM

November 4, 2014

President and Board of Directors
Harris County Municipal Utility
District No. 168
c/o Rathmann & Associates, L.P.
8584 Katy Freeway, Suite 250
Houston, Texas 77024

Board Members:

We have read in detail the Official Notice of Sale and Preliminary Official Statement, which are hereby made a part hereof, of Harris County Municipal Utility District No. 168 (the "District"), relating to its $4,450,000 Unlimited Tax Bonds, Series 2014 (the "Bonds"). We realize that the Bonds involve certain investment considerations and that the ability of the District to service the Bonds depends, in part, on the investment considerations set forth in the Preliminary Official Statement. We have made such inspections and investigations as we deem necessary relating to the investment quality of the Bonds. Accordingly, we offer to purchase the Bonds for a cash price of $_____ (which represents _____% of the principal amount thereof), plus accrued interest to the date of delivery of the Bonds to us, provided such Bonds bear interest at the following rates:

Maturity (September 1)	Amount	Interest Rate
2024(a)(b)	$650,000	_____
2025(a)(b)	675,000	_____
2026(a)(b)	725,000	_____
2027(a)(b)	750,000	_____
2028(a)(b)	800,000	_____
2029(a)(b)	850,000	_____

Our calculation (which is not a part of this bid) of the interest cost from the above is:

Total Interest Cost from December 1, 2014	$_____
Plus: Cash Discount	$_____
Net Interest Cost	$_____
Net Effective Interest Rate	_____%

(a) Of such principal maturities set forth above, we have created a term bond as indicated in the following table. For those years which have been combined into a term bond, the principal amount shown in the table above shall be the mandatory sinking fund redemption amounts in such years. The term bond created is as follows:

Term Bonds Maturity Date (September 1)	Year of First Mandatory Redemption	Principal Amount of Term Bonds	Interest Rate
_____	_____	$_____	_____%
_____	_____	$_____	_____%
_____	_____	$_____	_____%

(b) Subject to optional redemption beginning September 1, 2021, at a price equal to the principal amount thereof plus accrued interest.

We request _____ copies of the final Official Statement. By submitting this bid, we agree to provide copies of the final Official Statement, and any amendments and supplements thereto, in accordance with the terms provided in the Official Notice of Sale and to undertake the obligations of the Underwriter described therein, as required by Rule 15c2-12 of the Securities and Exchange Commission and Rule G-36 of the Municipal Securities Rulemaking Board.

Cashier's Check No. _____, issued by _____Bank, _____, Texas, and payable to your order in the amount of $89,000 (is attached hereto) (has been made available to you prior to the opening of this bid) as a Good Faith Deposit for disposition in accordance with the terms and conditions set forth in the Official Notice of Sale. Should we fail or refuse to make payment for the Bonds in accordance with the terms and conditions stated in the Official Notice of Sale, this check may be cashed and the proceeds retained by the District as complete liquidated damages against the Underwriter. The Good Faith Deposit will be returned to the Underwriter uncashed on the date of delivery of and payment for the Bonds.

The Initial Bonds shall be registered in the name of Cede & Co.

We agree to make payment for the Bonds in immediately available funds at the offices of The Bank of New York Mellon Trust Company, N.A, in Dallas, Texas, not later than 10:00 A.M., Houston, Texas Time, on December 17, 2014, or thereafter on the date the Bonds are tendered for delivery pursuant to the terms set forth in the Official Notice of Sale.

The undersigned agrees to complete, execute and deliver to the District, by the date of delivery of the Bonds, a certificate relating to the "issue price" of the Bonds in the form accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to Bond Counsel. In addition, in the event all of the Bonds are not sold to ultimate customers prior to the date of delivery of the Bonds, we will so notify the District on such date.

We hereby represent that sale of the Bonds in jurisdictions other than Texas will be made only pursuant to exemptions from registration or qualification and that, where necessary, we will register or qualify the Bonds in accordance with the securities laws and regulations of the jurisdictions in which the Bonds are offered or sold.

Respectfully submitted,

_____ _____
Name of Underwriter

_____ By: _____
Authorized Representative

_____
Title

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by Harris County Municipal Utility District No. 168 this 4th day of November, 2014.

ATTEST:

_____ _____
Secretary, Board of Directors President, Board of Directors

Return of the $89,000 Good Faith Deposit is hereby acknowledged:

Firm: _____

By: _____

Date: _____

(For your information you will find attached a list of the group of Underwriters associated with us in this proposal.)

OFFICIAL BID FORM

November 4, 2014

President and Board of Directors
Harris County Municipal Utility
District No. 168
c/o Rathmann & Associates, L.P.
8584 Katy Freeway, Suite 250
Houston, Texas 77024

Board Members:

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2029(a)(b)	850,000	_____

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Total Interest Cost from December 1, 2014	$_____
Plus: Cash Discount	$_____
Net Interest Cost	$_____
Net Effective Interest Rate	_____%

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_____	_____	$_____	_____%
_____	_____	$_____	_____%

(b) Subject to optional redemption beginning September 1, 2021, at a price equal to the principal amount thereof plus accrued interest.

We request _____ copies of the final Official Statement. By submitting this bid, we agree to provide copies of the final Official Statement, and any amendments and supplements thereto, in accordance with the terms provided in the Official Notice of Sale and to undertake the obligations of the Underwriter described therein, as required by Rule 15c2-12 of the Securities and Exchange Commission and Rule G-36 of the Municipal Securities Rulemaking Board.

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We hereby represent that sale of the Bonds in jurisdictions other than Texas will be made only pursuant to exemptions from registration or qualification and that, where necessary, we will register or qualify the Bonds in accordance with the securities laws and regulations of the jurisdictions in which the Bonds are offered or sold.

Respectfully submitted,

_____ _____
Name of Underwriter

_____ By: _____
Authorized Representative

_____
Title

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by Harris County Municipal Utility District No. 168 this 4th day of November, 2014.

ATTEST:

_____ _____
Secretary, Board of Directors President, Board of Directors

Return of the $89,000 Good Faith Deposit is hereby acknowledged:

Firm: _____

By: _____

Date: _____

(For your information you will find attached a list of the group of Underwriters associated with us in this proposal.)

$4,450,000
HARRIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 168

UNLIMITED TAX BONDS
SERIES 2014

BOND YEARS

Interest accrues from: December 1, 2014 Due: September 1

Year	Amount	Bond Years	Accumulated Bond Years
2024	$650,000	6,337.50	6,337.50
2025	675,000	7,256.25	13,593.75
2026	725,000	8,518.75	22,112.50
2027	750,000	9,562.50	31,675.00
2028	800,000	11,000.00	42,675.00
2029	850,000	12,537.50	55,212.50

Total Bond Years: 55,212.50

Average Maturity: 12.407 years