OFFICIAL STATEMENT DATED JUNE 7, 2016

NEW ISSUE – Book-Entry-Only

Ratings:
Moody's: "Aa1"
S&P: "AAA"
Fitch: "AAA"
(See "OTHER RELEVANT INFORMATION – Ratings")

Interest on the Certificates is not excludable from gross income for federal income tax purposes under existing law. See "Tax Matters" herein.

$14,150,000
CITY OF ARLINGTON, TEXAS
(Tarrant County, Texas)
Combination Tax and Revenue Certificates of Obligation, Taxable Series 2016C

Dated: June 1, 2016
Interest to accrue from date of delivery.

Due: August 15, as shown below

The $14,150,000 City of Arlington, Texas, Combination Tax and Revenue Certificates of Obligation, Taxable Series 2016C (the "Certificates") will be issued in fully registered form without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Certificates. Individual purchases will be made in book-entry form only, in principal amounts of $5,000 or multiples thereof. Purchasers will not receive certificates representing their interest in the Certificates purchased. Interest on the Certificates will accrue from their date of delivery to the Initial Purchasers (the "Delivery Date") and Certificates will be payable on February 15 and August 15 of each year, commencing February 15, 2017.

MATURITY SCHEDULE

(August 15) Maturity	Amount	Rate	Yield	CUSIP[1]
2017	$ 1,415,000	0.600%	0.600%	041796QQ9
2018	1,415,000	0.875%	0.875%	041796QR7
2019	1,415,000	1.150%	1.150%	041796QS5
2020	1,415,000	1.300%	1.300%	041796QT3
2021	1,415,000	1.550%	1.550%	041796QU0
2022	1,415,000	1.800%	1.800%	041796QV8
2023	1,415,000	2.000%	2.000%	041796QW6
2024	1,415,000	2.100%	2.100%	041796QX4
2025	1,415,000	2.200%	2.200%	041796QY2
2026	1,415,000	2.350%	2.350%	041796QZ9

(Interest to accrue from Delivery Date)

[1] CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Capital IQ on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. Neither the City, the Financial Advisor, nor the Purchasers are responsible for the selection or correctness of the CUSIP numbers set forth herein.

This cover page contains information for quick reference only. It is *not* a summary of this issue. Investors must read the entire official statement to obtain information essential to the making of an informed investment decision.

Separate Issues. The Certificates are being offered by the City concurrently with the "City of Arlington, Texas, Water and Wastewater System Revenue Bonds, Series 2016A" (the "Bonds"). The Certificates and Bonds are separate and distinct securities offerings being issued and sold independently. While the Certificates and Bonds share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for its payment, the rights of the holders, and other features. This official statement does not describe the Bonds.

No Optional Redemption. The Certificates will not be subject to optional redemption before their stated maturity (see "THE OBLIGATIONS – No Optional Redemption").

Legality. The Certificates are offered for delivery when, as and if issued and received by the Purchasers, subject to the approving opinion of the Attorney General of the State of Texas and the opinion of Bracewell LLP, Bond Counsel. (See APPENDIX C "Form of Bond Counsel Opinion").

Delivery. It is expected that the Certificates will be delivered through the facilities of DTC on or about June 28, 2016.

OFFICIAL STATEMENT SUMMARY

This summary is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement. The offering of the Obligations to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this data page from this Official Statement or to otherwise use it without the entire Official Statement.

THE CITY	The City of Arlington, Texas (the "City"), is located at the center of the Dallas-Fort Worth Metroplex, between Dallas and Fort Worth and eight miles south of the Dallas/Fort Worth International Airport. The City, which encompasses 99.5 square miles operates under a Council/Manager form of government (see "INTRODUCTION – The Issuer").
THE CERTIFICATES	The $14,150,000 City of Arlington, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2016C, dated June 1, 2016, will be issued as serial certificates maturing on August 15 in each of the years 2017 through 2026 (see "THE CERTIFICATES - General").
PAYMENT OF INTEREST	Interest on the Certificates accrues from the date of their initial delivery to the initial purchasers. Interest on the Certificates will be paid on February 15, 2017, and on each August 15 and February 15 thereafter until maturity. (See "THE CERTIFICATES - General").
AUTHORITY FOR ISSUANCE	The Certificates are authorized and issued pursuant to the Home Rule Charter ("City Charter") of the City, the Constitution and general laws of the State of Texas (the "State"), including particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and Chapter 2259, Texas Government Code, as amended, and an ordinance passed by the City Council authorizing the issuance of Certificates (the "Ordinance").
SECURITY FOR THE CERTIFICATES	The Certificates when issued, will be direct obligations of the City, payable as to principal and interest from a combination of (i) an ad valorem tax levied annually, within the limits prescribed by law, against all taxable property in the City and (ii) a pledge of limited surplus revenues ($1,000) of the City's Water and Wastewater System, as provided in the Ordinance.
NO OPTIONAL REDEMPTION	The Certificates will not be subject to optional redemption before their stated maturity (see "THE CERTIFICATES – No Optional Redemption").
TAX EXEMPTION	Interest on the Certificates will not be excludable from gross income for federal income tax purposes under existing law. See "TAX MATTERS" herein.
USE OF PROCEEDS	The proceeds from the sale of the Certificates are being used to provide funds (i) to provide moneys to fund the Risk Management Fund, a self-insurance fund to protect the City and its officers, employees and agents from any insurable risk or hazard as permitted under Chapter 2259, Texas Government Code, as amended (the "Project"); and (ii) to pay for professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.
RATINGS	The Certificates are rated "Aa1" by Moody's Investors Service, Inc., "AAA" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, ("S&P") and "AAA" by Fitch Ratings. The City's presently outstanding tax supported debt and outstanding certificates of obligation have underlying ratings of "Aa1" by Moody's, "AAA" by S&P and "AAA" by Fitch (see "OTHER RELEVANT INFORMATION – Ratings").
BOOK-ENTRY-ONLY SYSTEM	The definitive Certificates will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Certificates may be acquired in denominations of $5,000 or integral multiples thereof within a maturity. No physical delivery of the Certificates will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the beneficial owners of the Certificates (see "THE CERTIFICATES - Book-Entry-Only System").
PAYMENT RECORD	The City has never defaulted on its revenue obligations and has not defaulted on its bonds payable from ad valorem taxation since 1935, when all such bonds were refunded at par with a reduction in interest rate.

CITY OF ARLINGTON

Elected Officials

City Council	Length of Service	Term Expires	Occupation
Jeff Williams Mayor	1 year	May, 2017	Engineer
Charlie Parker Council Member	4 years	May, 2018	Community Volunteer
Sheri Capehart Council Member	16 years [(1)]	May, 2018	Computer Security Analyst, Retired
Robert Rivera Council Member	11 years	May, 2017	Banker/Vice President
Kathryn Wilemon Mayor Pro Tem	13 years	May, 2017	Community Volunteer
Lana Wolff Council Member	13 years	May, 2017	Community Volunteer
Robert Shepard Council Member	8 years	May, 2018	Attorney
Victoria Farrar-Myers Council Member	Newly Elected	May, 2018	UTA Professor
Michael Glaspie Council Member	4 years	May, 2017	Church Minister

(1) Previously served as Council member from May 1999 to May 2003.

Appointed Officials

Name	Position	Years of Employment with City
Trey Yelverton	City Manager	23
Gilbert Perales	Deputy City Manager	9
Theron Bowman	Deputy City Manager	33
Jim Parajon	Deputy City Manager	10
Mike Finley	Director of Finance	20
Teris Solis	City Attorney	25
Mary Supino	City Secretary	6

ADVISORS AND INDEPENDENT AUDITORS

Independent Auditors .... Grant Thornton L.L.P., Dallas, Texas

Bond Counsel .... Bracewell LLP, Dallas, Texas

Financial Advisor .... Estrada Hinojosa & Company, Inc., Dallas, Texas

For additional information regarding the City, please contact:

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Arlington, Texas
(817) 459-6100

Mr. Dave Gordon
Estrada Hinojosa & Company, Inc.
1717 Main Street, Suite 4700
Dallas, Texas
(214) 658-1670

USE OF INFORMATION IN OFFICIAL STATEMENT

This Official Statement, which includes the cover page, schedules and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

No dealer, broker, salesman, or other person has been authorized by the City to give any information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information or representation must not be relied upon. This Official Statement does not constitute an offer to sell and is not to be used in an offer to sell or the solicitation of an offer to buy in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

Certain information set forth in this Official Statement has been furnished by the City and other sources which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness by, and is not to be construed as a promise or guaranty by, the City or the Financial Advisor. The information and expressions of opinion contained herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof. The delivery of this Official Statement at any time does not imply that the information herein is correct as to any time subsequent to its date. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

Neither the City, nor its Financial Advisor, make any representation regarding the information contained in this Official Statement regarding The Depository Trust Company, or its book-entry-only system, as such information has been furnished by the Depository Trust Company.

THE CERTIFICATES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACT. THE REGISTRATION OF QUALIFICATION OF THE CERTIFICATES IN ACCORDANCE WITH APPLICABLE PROVISIONS OF SECURITIES LAW OF THE STATES IN WHICH THE CERTIFICATES HAVE BEEN REGISTERED OR QUALIFIED AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN OTHER STATES CANNOT BE REGARDED AS A RECOMMENDATION THEREOF.

The cover page contains certain information for general reference only and is not intended as a summary of this offering. Investors should read the entire Official Statement, including all schedules and appendices attached hereto, to obtain information essential to making an informed investment decision.

THIS OFFICIAL STATEMENT CONTAINS "FORWARD-LOOKING" STATEMENTS WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. SUCH STATEMENTS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE DIFFERENT FROM THE FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS.

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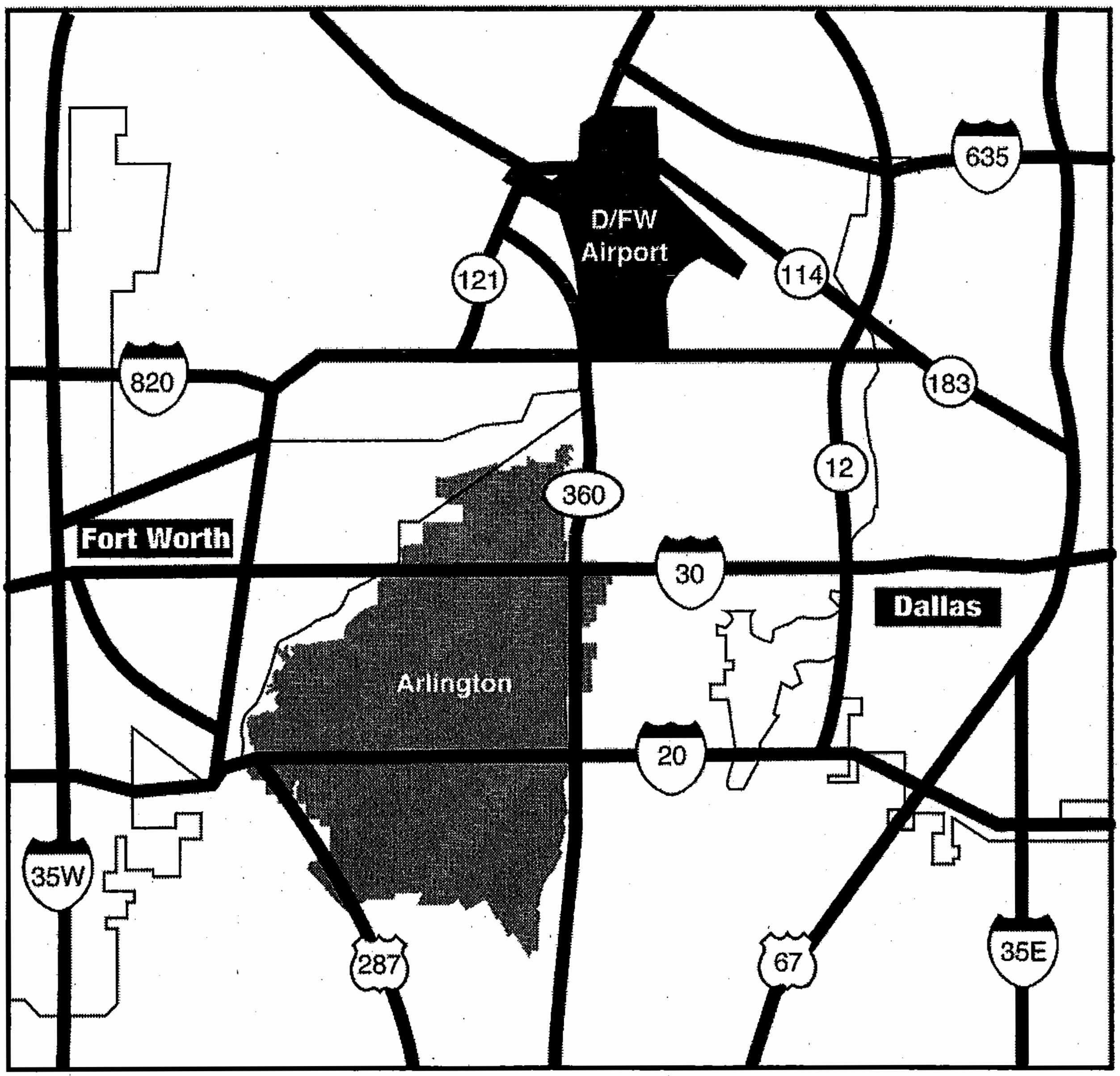

CITY OF ARLINGTON, TEXAS
(Tarrant County, Texas)

$14,150,000
Combination Tax and Revenue Certificates of Obligation, Taxable Series 2016C

INTRODUCTION

The following material is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement, reference to which is hereby made for all purposes.

All financial and other information presented in this Official Statement has been provided by the City from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources, is intended to show recent historic information and is not intended to indicate future or continuing trends in the financial position or other affairs of the City. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or be repeated in the future (see "FORWARD-LOOKING STATEMENTS").

Description of the City

The City of Arlington, Texas (the "City"), is located at the center of the Dallas-Fort Worth Metroplex, between Dallas and Fort Worth and 8 miles south of the Dallas/Fort Worth International Airport. The City, which encompasses 99.5 square miles, had a 2016 estimated population of 370,367. The City operates as a home-rule City under a Council-Manager form of government as established by its Charter. There is a nine member City Council (the "Council") vested with local legislative power. Three council members and the Mayor are elected "at large" and five council members are elected in five single member districts. All members of the Council are elected for terms of two years, with the elections being held in even/odd years for approximately half the seats and provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and wastewater utilities, and general administrative services. The City operates its water and wastewater system, its storm water system and its sanitary landfill operation (currently outsourced) as self-supporting enterprise funds.

THE CERTIFICATES

Authority for Issuance

The Certificates are authorized and issued pursuant to the Home Rule Charter ("City Charter") of the City, the Constitution and general laws of the State, including particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, Chapter 2259, Texas Government Code, as amended, and an ordinance passed by the City Council authorizing the issuance of Certificates (the "Ordinance").

General

$14,150,000 City of Arlington, Texas, Combination Tax and Revenue Certificates of Obligation, Taxable Series 2016C (the "Certificates") will be dated June 1, 2016, and will mature on the dates set forth on page iii of this Official Statement. Interest will accrue from the Date of Delivery and will be paid on February 15, 2017, and on each August 15 and February 15 thereafter until maturity.

Self-Insurance Program

In October 1986, the City Council adopted an ordinance (as amended and restated, the "Self-Insurance Ordinance") to establish the City's Self-Insurance and Risk Management Program (the "Program"). The purpose of the Program is to provide the City a defined and funded self-insurance program for bodily injury, property damage, personal injury, advertising injury, and regulatory injury.

The Self-Insurance Ordinance creates a risk management fund (the "Risk Management Fund") for the Program. The Risk Management Fund is funded by (i) contributions made annually from the City budget as appropriated and approved by the City Council from available current moneys of the City (typically from transfers from the General Fund and the Water and Wastewater Revenue Fund); and/or (ii) funds derived by the City, in its sole discretion, pursuant to agreements with the City of Arlington Property Finance Authority, Inc., or from other third party sources. The Self-Insurance Ordinance currently provides that payments out of the Risk Management Fund for all purposes cannot exceed $1,500,000 per occurrence and $3,000,000 in aggregate in any one annual period. Should claims exceed these amounts, the excess claims are to be funded by other available City resources. Council has the authority to amend the Ordinance if it chooses.

The Certificates are being issued to capitalize the Self-Insurance Program through September 30, 2026 based on the previous claim and expense experience of the City under the Self-Insurance Program; provided the City cannot predict the actual future claim experience under the Risk Management Fund and whether such capitalization will cover claims through September 30, 2026.

Security

The Certificates when issued, will be direct obligations of the City, payable as to principal and interest from a combination of (i) an ad valorem tax levied annually, within the limits prescribed by law, against all taxable property in the City and (ii) a pledge of limited surplus revenues ($1,000) of the City's Water and Wastewater System, as provided in the Certificate Ordinance.

Tax Rate Limitation

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, direct annual ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limits prescribed by law. Article XI, Section 5, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to $2.50 per $100 Taxable Assessed Valuation for all City purposes. Administratively, the Attorney General of the State of Texas will permit allocation of $1.50 of the $2.50 maximum tax rate for all General Obligation debt service, as calculated at the time of issuance.

Use of Proceeds

The proceeds from the sale of the Certificates are being used to provide funds (i) to provide moneys to fund the Risk Management Fund, a self-insurance fund to protect the City and its officers, employees and agents from any insurable risk or hazard as permitted under Chapter 2259, Texas Government Code, as amended (the "Project"); and (ii) to pay for professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

Sources and Uses

The sources and uses of funds for the Certificates are approximately as follows:

Sources:		
Par amount	$	14,150,000.00
Discount		(20,258.25)
Total Sources of Funds	$	14,129,741.75
Uses:		
Deposit to Construction Fund	$	14,000,000.00
Cost of Issuance		129,741.75
Total Uses of Funds	$	14,129,741.75

Payment Record

The City has never defaulted on its revenue obligations and has not defaulted on its bonds payable from ad valorem taxation since 1935, when all such bonds were refunded at par with a reduction in interest rate.

Paying Agent/Registrar

The initial Paying Agent/Registrar is Bank of New York Mellon Trust Company, N.A., Dallas, Texas. Payments of principal and interest on the Certificates will be payable by the Bank of New York Mellon, N.A., Dallas, Texas (the "Paying Agent/Registrar") to DTC or its nominee, Cede & Co., which will then remit such payments to the DTC Participants for subsequent disbursement to the Beneficial Owners of the Certificates, as described herein under "BOOK-ENTRY-ONLY SYSTEM."

The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Certificates are duly paid and any successor Paying Agent/Registrar shall be a commercial bank or trust company organized under the laws of the State of Texas or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar for the Certificates. Upon any change in the Paying Agent/Registrar for the Certificates, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Certificates by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

In the event use of the Book-Entry-Only System should be discontinued, interest on the Certificates shall be paid to the registered owners appearing on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (hereinafter defined), and such interest shall be paid (i) by check sent United States Mail, first class postage prepaid to the address of the registered owner recorded in the registration books of the Paying Agent/Registrar or (ii) by such other method, acceptable to the Paying Agent/Registrar requested by, and at the risk and expense of, the registered owner.

Principal of the Certificates will be payable to the registered owner at maturity or prior redemption upon presentation at the designated payment office of the Paying Agent/Registrar. Interest on the Certificates will be payable by check, dated as of the interest payment date, and mailed by the Paying Agent/Registrar to registered owners as shown on the records of the Paying Agent/Registrar on the Record Date (See "Record Date for Interest Payment" herein), or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of, the registered owner. If the date for the payment of the principal of or interest on the Certificates shall be a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original payment date So long as Cede & Co. is the registered owner of the Certificates, principal and interest on the Certificates will be made as described in "THE CERTIFICATES - Book-Entry-Only System".

Amendments

The City may amend the Ordinance without the consent of or notice to any registered owners in any manner not detrimental to the interests of the registered owners, including the curing of any ambiguity, inconsistency, formal defect or omission therein. In addition, the City may, with the written consent of the holders of a majority in aggregate principal amount of the Certificates then outstanding, as applicable, amend, add to, or rescind any of the provisions of the Ordinance, except that, without the consent of the registered owners of all of the Certificates, as applicable, no such amendment, addition or rescission may (1) change the date specified as the date on which the principal on any installment of interest is due payable, reduce the principal amount or the rate of interest, or in any other way modify the terms of their payment, (2) give any preference to any Certificates, as applicable, over any other Certificates or (3) reduce the aggregate principal amount required to be held by owners for consent to any amendment, addition or rescission.

No Optional Redemption

The Certificates will not be subject to optional redemption before their stated maturity.

Defeasance

The Ordinance provides that the City may discharge its Certificates to the registered owners of any or all of the Certificates to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished by either (i) depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Certificates to maturity or prior redemption or (ii) by depositing with a paying agent, or other authorized escrow agent, amounts sufficient to provide for the payment and/or redemption of the Certificates; provided that such deposits may be invested and reinvested in (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United State of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality of the United States of America, including Certificates that are unconditionally guaranteed or insured by the agency or instrumentality and that are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and on the date the governing body of the City adopts or approves the proceedings authorizing the issuance of refunding bonds to refund the obligations, that are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book-entry-only form, and shall mature and/or bear interest in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Certificates. If any such Certificates are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Ordinance.

Under current state law, after such deposit as described above, the Certificates shall no longer be regarded as outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of the Certificates have been made as described above, all rights of the City to initiate proceedings to call the Certificates for redemption or take any other action amending the terms of the Certificates are extinguished; provided, however, that the right to call the Certificates for redemption is not extinguished if the City: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Certificates for redemption; (ii) gives notice of the reservation of that right to the owners of the Certificates immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Certificates. Because the Ordinance does not contractually limit such investments, registered owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law.

Holders' Remedies

The Ordinance provides that while any of the Certificates are outstanding there shall be levied, assessed and collected a direct and continuing ad valorem tax, within the limits prescribed by law, on all taxable property within the City, sufficient to pay principal of and interest on the Certificates when due and to pay the expenses necessary in collecting such taxes. If the City defaults in the payment of the principal of or interest on any Obligation when due, or the City defaults in the observance or performance of any of the covenants, conditions, or obligations of the City, the failure to perform which materially, adversely affects the rights of the owners, including but not limited to, their prospect or ability to be repaid in accordance with the Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the City, any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the City to make such payment or observe and perform such covenants, obligations, or conditions. Such right is in addition to any other rights the registered owners of the Certificates may be provided by the laws of the State. Under Texas law, there is no right to the acceleration of maturity of the Certificates upon the failure of the City to observe any covenant under the Certificates. Although a registered owner of Certificates could presumably obtain a judgment against the City if a default occurred in the payment of principal of or interest on any such Bond, such judgment could not be satisfied by execution against any property of the City. Such registered owner's only practical remedy, if a default occurs, is a mandamus or mandatory injunction proceeding to compel the City, to assess and collect an annual ad valorem tax sufficient to pay principal of and interest on the Certificates as it becomes due. The enforcement of any such remedy may be difficult and time consuming and a registered owner could be required to enforce such remedy on a periodic basis.

On June 30, 2006, the Texas Supreme Court ruled in Tooke v. City of Mexia, 197 S.W.3d 325 (Tex. 2006) ("Tooke") that a waiver of sovereign immunity must be provided for by statute in "clear and unambiguous" language. In so ruling, the Court declared that statutory language such as "sue and be sued", in and of itself, did not constitute a clear and unambiguous waiver of sovereign immunity. In Tooke, the Court noted the enactment in 2005 of sections 271.151-.160, Texas Local Government Code (the "Local Government Immunity Waiver Act"), which, according to the Court, waives "immunity from suit for contract claims against most local governmental entities in certain circumstances." Because it is not clear that the Texas Legislature has effectively waived the City's immunity from suit of money damages, holders of the Certificates may not be able to bring suit against the City for breach of the Ordinance or the Certificates. As noted above, the Ordinance provides that holders may exercise the remedy of mandamus to enforce the obligations of the City under the Ordinance. Neither the remedy of mandamus nor any other type of injunctive relief was at issue in Tooke, and it is unclear whether Tooke will be construed to have any effect with respect to the exercise of mandamus, as such remedy has been interpreted by Texas courts. In general, Texas courts have held that a writ of mandamus may be issued to require public officials to perform ministerial acts that clearly pertain to their duties. Texas courts have held that a ministerial act is defined as a legal duty that is prescribed and defined with a precision and certainty that leaves nothing to the exercise of discretion or judgment, though mandamus is not available to enforce purely contractual duties. However, mandamus may be used to require a public officer to perform legally-imposed ministerial duties necessary for the performance of a valid contract to which the State or a political subdivision of the State is a party (including the payment of monies due under a contract). Chapter 1371, Texas Government Code ("Chapter 1371"), which pertains to the issuance of public securities by issuers such as the City, permits the City to waive sovereign immunity in the proceedings authorizing its obligations, but in connection with the issuance of the obligations, the City is not utilizing Chapter 1371 and has not waived sovereign immunity in the proceedings authorizing the Certificates.

The Ordinance does not provide for the appointment of a trustee to represent the interest of the holders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or Bond holders of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinions of Bond Counsel will note that all opinions relative to the enforceability of the Ordinance and the Certificates are qualified with respect to the customary rights of debtors relative to their creditors.

Registration, Transfer and Exchange

Registration and Payment. The Certificates will be initially issuable only in the name of Cede & Co., as nominee of DTC which will act as securities depository for the Certificates. Principal and semiannual interest on the Certificates will be paid by the Paying Agent/Registrar to Cede & Co., as nominee for DTC, which shall disburse such payments to the DTC Participants who will distribute such payments to the Beneficial Owners as described herein.

For so long as DTC is the securities depository for the Certificates, then the term "Owner" shall refer solely to DTC. In the event that DTC is no longer the securities depository for the Certificates, the term "Owner" shall refer to a successor securities depository or the Beneficial Owners of the Certificates which are shown as registered Owners on the registration books of the Paying Agent/Registrar.

Future Registration. In the event that DTC is no longer the securities depository for the Certificates and a successor securities depository is not appointed by the City printed certificates for the Certificates will be delivered to the owners thereof, and thereafter, the Certificates may be transferred, registered and assigned only on the registration books of the Paying Agent/Registrar and such registration shall be at the expense of the City except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer. A Certificate may be assigned by execution of an assignment form on the Certificates or by other instruments of transfer and assignment acceptable to the Paying Agent/Registrar. A new Obligation or Certificate will be delivered by the Paying Agent/Registrar to the last assignee (the new Owner) in exchange for such transferred and assigned Certificate in accordance with the provisions of the Ordinance. Such new Certificate must be in the denomination of $5,000 for any one maturity or any integral multiple thereof. The last assignee's claim of title to the Certificate must be proved to the satisfaction of the Paying Agent/Registrar.

Record Date for Interest Payment. The record date ("Record Date") for the interest payment on the Certificates on an interest payment date means the close of business on the last business day of the preceding month.

In the event of a non-payment of interest on the Certificates on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date," which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Owner of a Certificate appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Successor Paying Agent/Registrar. Provision is made in the Ordinance for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the City, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. The Paying Agent/Registrar selected by the City shall be a commercial bank, a trust company organized under the laws of the State of Texas, or other entity duly qualified and legally authorized to serve as and perform the duties and services of paying agent and registrar for the Certificates. A successor Paying Agent/Registrar, if any, shall be determined by the City. Upon a change in the Paying Agent/Registrar for the Certificates, the City agrees to promptly cause written notice thereof to be sent to each registered owner of the Certificates. Neither the City nor the Paying Agent/Registrar shall be required to issue, transfer or exchange any Obligation or portion thereof, called for redemption prior to maturity, within 45 days prior to the date fixed for redemption.

BOOK-ENTRY-ONLY SYSTEM

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Certificates. The Certificates will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Certificates, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is the holding company for DTC, National Securities Clearing Corporation, and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTC is owned by the users of its registered subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, arid clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the Certificates on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Certificates are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Certificates, except in the event that use of the book-entry system for the Certificates are discontinued.

To facilitate subsequent transfers, all Certificates deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Certificates with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the bond documents. For example, Beneficial Owners of Certificates may wish to ascertain that the nominee holding the Certificates for their benefit has agreed to obtain and transmit notices to Beneficial owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Paying Agent/Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Certificates within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Certificates unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Certificates will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC [nor its nominee], the Paying Agent/Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent/Registrar, disbursement of such payments to Direct and Indirect Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Certificates at any time by giving reasonable notice to the City or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Obligation certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry-only system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

Use of Certain Terms in Other Sections of this Official Statement

In reading this Official Statement it should be understood that while the Certificates are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Certificates, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinance will be given only to DTC. Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by the City or the Initial Purchaser.

Effect of Termination of Book-Entry-Only System

In the event the Book-Entry-Only System with respect to the Certificates is discontinued by DTC, or the use of the Book-Entry-Only System with respect to the Certificates is discontinued by the City, printed certificates will be issued to the respective holders of the Certificates, as the case may be, and the respective Certificates will be subject to transfer, exchange, and registration provisions as set forth in the Ordinance, summarized under "Registration."

LEGAL HOLDINGS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Under the Texas Public Security Procedures Act (Texas Government Code, Chapter 1201), the Certificates (i) are negotiable instruments, (ii) are investment securities to which Chapter 8 of the Texas Business and Commerce Code applies, and (iii) are legal and authorized investments for (A) an insurance company, (B) a fiduciary or trustee, or (C) a sinking fund of a municipality or other political subdivision or public agency of the State of Texas. The Certificates are eligible to secure deposits of any public funds of the State, its agencies and political subdivisions, and are legal security for those deposits to the extent of their market value. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the Certificates may have to be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Certificates are legal investments for state banks, savings banks, trust companies with at least $1 million of capital and savings and loan associations.

The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to such institutions or entities or which might limit the suitability of the Certificates for any of the foregoing purposes or limit the authority of such institutions or entities to purchase or invest in the Certificates for such purposes. The City has made no review of laws in other states to determine whether the Certificates are legal investments for various institutions in those states.

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INVESTMENTS

The City invests its funds in investments authorized by Texas law in accordance with investment policies approved by the City Council of the City. Both state law and the City investment policies are subject to change.

Legal Investments

Under Texas law, the City is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities; (5) obligations of states, agencies, counties, cities and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) certificates of deposit (i) issued by a depository institution that has its main office or a branch office in the State of Texas, that are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by Certificates described in clauses (1) through (6) or in any other manner and amount provided by law for City deposits, or a) where the funds are invested by an investing entity through: (i) a broker that has its main office or a branch office in this state and is selected from a list adopted by the City; or (ii) a depository institution that has its main office or a branch office in this state and that is selected by the investing entity; (b) where the broker or the depository institution selected by the investing entity under (a) arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the City; (iii) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; and (iv) the investing entity appoints the depository institution selected by the investing entity under (a), an entity described by Section 2257.041(d), or a clearing broker-dealer registered with the Securities and Exchange Commission and operating pursuant to Securities and Exchange Commission Rule 15c3-3 (17 C.F.R. Section 240.15c3-3) as custodian for the investing entity with respect to the certificates of deposit issued for the account of the City, (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by a combination of cash and obligations described in clause (1), which are pledged to the City, held in the City's name, and deposited at the time the investment is made with the City with a third party selected and approved by the City and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas, (9) securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than "A" or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (11) through (13) below, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less, (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency, (11) commercial paper with a stated maturity of 270 days or less that is rated at least "A-1" or "P-1" or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank, (12) no-loan money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of $1 for each share and (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, invest exclusively in obligations described in this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "AAA" or its equivalent. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described in the next succeeding paragraph.

The City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than "Aaa" or "AAAm" or an equivalent by at least one nationally recognized rating service. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Investment Policies

Under Texas law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all City funds must be invested in investments that protect principal, and consistent with the operating requirements of the City, and yield a market rate of return. Under Texas law, City investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." No person may invest City funds without express written authority from the City Council or Chief Financial Officer of the City.

At least quarterly the investment officers of the City shall submit an investment report detailing: (1) the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, the ending market value and fully accrued interest during the reporting period of each pooled fund group, (4) the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategy statements and (b) state law. No person may invest City funds without express written authority from the City Council.

Additional Provisions

Under Texas law the City is additionally required to: (1) annually review its adopted policies and strategies; (2) adopt an order or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the said order or resolution, (3) require any investment officers' with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and the City Council; (4) require the registered principal of firms seeking to sell securities to the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement; (8) restrict the investment in mutual funds in the aggregate to no more than 15% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt services, and to invest no portion of bond proceeds, reserves and funds held for debt service in mutual funds; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements; and (10) at least annually review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Table 1 – Current Investments

As of March 31, 2016 the following percentages of the City's operating funds were invested in the following categories of investments:

Type of Investment	% Invested
Federal Agencies	74.77%
Statewide Local Government Investment Pools [(1)]	9.56%
Municipals	9.24%
Cash	6.43%
Totals	100.00%

Source: City of Arlington, Finance Department.
[(1)] Currently in TexStar, TexPool, and Texas Daily.

The City's primary investment objective is to provide for the protection of principal with an emphasis on safety and liquidity. The City maintains a comprehensive cash management program that includes prudent investment of its available funds. Investment maturities are targeted to provide available cash for the operating requirements of the City.

As of March 31, 2016, the weighted average maturity of the City's operating portfolio was 404 days and the market value of the operating portfolio was 100 percent of its book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

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Table 2 - Authorized Permanent Improvement Bonds and Use of Proceeds

The following table provides information on the outstanding permanent improvement bond authorizations.

(in thousands)

Election Purpose	Authorized Amount	Previously Issued	Unissued
1993 Library Mobile and Portable Facilities	$ 570	$ -	$ 570
1997 Parks and Recreation	37,860	37,860	-
2003 Erosion Control	1,900	-	1,900
2003 Streets	83,635	83,635	-
2003 Traffic Management	400	-	400
2005 Park and Recreation	13,600	13,600	-
2008 Parks and Recreation	15,500	15,500	-
2008 Streets	103,735	103,735	-
2008 Library	500	500	-
2008 Fire	9,090	9,090	-
2008 Johnson Creek	12,000	-	12,000
2014 Public Works	160,130	17,455	142,675
2014 Parks and Recreation	60,000	7,241	52,759
2014 Fire	9,780	-	9,780
2014 Library	6,090	45	6,045
Total	$ 514,790	$ 288,661	$ 226,129

Source: City of Arlington Finance Department.

DEBT INFORMATION

Information on the City's indebtedness is presented in the following tables. Included is information on key debt ratios, rapidity of principal retirement and selected debt service schedules.

In addition to the currently outstanding ad valorem tax-supported debt previously issued by the City, the City has also issued certain combination ad valorem tax and revenue supported debt and has incurred contractual and other indebtedness and liabilities payable from ad valorem taxation. Additionally, the City has issued revenue bonds and other indebtedness payable from specific pledged revenues. Various other political subdivisions, which overlap all or a portion of the area of the City are also empowered to incur debt to be paid from revenues raised or to be raised through taxation.

Table 3 - Key Debt Ratios

Fiscal Year	Estimated Population [(1)]	Estimated Taxable Valuation [(2)]	Tax - Supported Principal Year Ended September 30 [(3)]	Ratio of Tax-Supported Debt: Per Capita	Ratio of Tax-Supported Debt: To Assessed Valuation
2007	364,300	$ 16,793,424,763	$ 223,965,822	$ 615	1.33%
2008	369,150	17,591,230,061	325,807,010	883	1.85%
2009	370,450	18,246,819,671	299,291,666	808	1.64%
2010	365,438	18,251,104,674	335,210,885	917	1.84%
2011	365,530	17,179,112,308	323,860,825	886	1.89%
2012	365,860	17,323,444,005	315,941,350	864	1.82%
2013	365,930	17,677,891,333	308,178,549	842	1.74%
2014	369,508	18,088,406,989	322,944,724	874	1.79%
2015	369,592	18,905,765,829	323,590,000	876	1.71%
2016	370,367	19,548,821,241	354,185,000 [(4)]	956	1.81%

Source: City of Arlington Finance Department.

(1) Population estimates are based on percent of occupancy in available residences and census data.

(2) Estimated taxable valuation is obtained from Tarrant County Appraisal District and the City Finance Department.

(3) Includes self-supporting debt. See "Table 5 – Computation of Self-Supporting Debt. If revenues or other available funds of the City are not sufficient to pay the self-supporting debt, the City will be obligated to assess an ad valorem tax to pay the difference.

(4) Includes the Certificates.

Table 4 – DEBT SERVICE REQUIREMENTS

The following schedule sets forth the principal and interest requirements on the City's outstanding debt payable from ad valorem taxation pledged thereto.

Fiscal Year Ended 9/30	Existing Debt Service Principal	Existing Debt Service Interest	The Certificates Principal	The Certificates Interest	Less: Self-Supporting Debt (1) Principal	Less: Self-Supporting Debt (1) Interest	Total Debt Service Requirements	% of Principal Retired	Fiscal Year Ended 9/30
2016	$ 31,985,000	$ 12,066,760	$ -	$ -	$ 4,873,180	$ 2,231,394	$ 36,947,186		2016
2017	32,740,000	12,698,433	1,415,000	254,758	4,960,938	2,518,829	39,628,423		2017
2018	28,675,000	11,340,506	1,415,000	216,849	3,791,355	2,224,349	35,631,651		2018
2019	27,265,000	10,243,823	1,415,000	204,468	3,638,741	2,051,447	33,438,102		2019
2020	24,390,000	9,253,763	1,415,000	188,195	2,597,500	1,902,740	30,746,717	40.47%	2020
2021	22,675,000	8,310,503	1,415,000	169,800	2,667,500	1,793,145	28,109,657		2021
2022	21,410,000	7,415,024	1,415,000	147,868	2,688,750	1,680,050	26,019,091		2022
2023	20,250,000	6,594,033	1,415,000	122,398	2,753,750	1,573,317	24,054,363		2023
2024	19,160,000	5,761,110	1,415,000	94,098	2,828,750	1,435,630	22,165,827		2024
2025	18,090,000	4,976,988	1,415,000	64,383	2,908,750	1,300,286	20,337,334	69.79%	2025
2026	18,165,000	4,271,996	1,415,000	33,253	2,993,750	1,166,723	19,724,776		2026
2027	17,655,000	3,666,986	-	-	3,078,750	1,027,591	17,215,645		2027
2028	16,935,000	2,989,526	-	-	3,173,750	904,488	15,846,288		2028
2029	14,705,000	2,408,885	-	-	3,263,750	785,641	13,064,494		2029
2030	12,835,000	1,937,400	-	-	3,358,750	661,898	10,751,752	90.15%	2030
2031	11,835,000	1,516,594	-	-	3,453,750	530,342	9,367,502		2031
2032	10,915,000	1,119,950	-	-	3,558,750	387,528	8,088,672		2032
2033	9,415,000	747,150	-	-	3,668,750	237,219	6,256,181		2033
2034	6,285,000	425,250	-	-	1,203,750	81,823	5,424,677		2034
2035	4,120,000	207,050	-	-	676,000	40,433	3,610,617	99.43%	2035
2036	2,515,000	75,450	-	-	671,775	20,153	1,898,522	100.00%	2036
	$ 372,020,000	$ 108,027,178	$ 14,150,000	$ 1,496,067	$ 62,810,739	$ 24,555,031	$ 408,327,474		

(1) Self-supporting debt includes a portion of the Permanent Improvement Refunding Bonds, Series 2005, the Combination Tax and Tax Increment Reinvestment Zone Revenue Certificates of Obligation, Series 2008B, a portion of the Combination Tax and Revenue Certificates of Obligation 2009A and 2009B, the Combination Tax and Revenue Certificates of Obligation, Series 2010, a portion of the Permanent Improvement Refunding Bonds, Series 2011B, a portion of the Combination Tax and Revenue Certificates of Obligation 2014, Permanent Improvement Refunding Bonds, Series 2015B, a portion of the Permanent Improvement Refunding Bonds, Series 2016, a portion of the Combination Tax and Revenue Certificates of Obligation, Series 2016B, and a portion of the Certificates. To the extent that such revenues are insufficient to pay debt service on obligation, the City will be required to asses an ad valorem tax.

Table 5 - Computation of Self-Supporting Debt [1]

Hotel Occupancy Tax Revenue		
Gross Hotel Occupancy Tax Revenues for FYE 9/30/15	$	7,854,866
Debt Service Requirements for Convention Center portion of 2005 & 2015B bonds, FY 2016		1,287,589
Percent of Tax Increment Self-Supporting		100%
Water and Wastewater System (WWS) Revenues		
Revenue Available for Debt Service from WWS Revenues, FYE 9/30/15	$	44,353,000
Less: Revenue Bond requirements, FY 2016		16,238,104
Balance Available for Other Purposes		28,114,896
Debt Service Requirements for Water for Portions of the 2011B Bonds, FY2016		63,229
Percentage of Water and Wastewater System CO Debt, Self-Supporting		100%
Tax Incremental Reinvestment Zone 5 (TIRZ 5) [2]		
Revenue Available for Debt Service from TIRZ 5, FY 2015		970,343
Debt Service Requirements 2008B CO and PIB 2016 allocated to TIRZ 5, FY 2016		2,578,863
Percentage of TIRZ 5 Obligations Self-Supporting		38%
Tax Increment Reinvestment Zone 4 (TIRZ 4)		
Beginning Fund Balance TIRZ 4, 10/1/14	$	2,784,077
Tax Revenue TIRZ 4, FY 2015		2,125,232
Total Balance Available for Debt Service FY2015		4,909,309
Debt Service Requirement for 2010 CO and 2014 CO portion allocated to TIRZ 4, FY 2016		1,803,764
Percentage of TIRZ 4 Obligations Self-Supporting		100%
Park Performance Fund (PPF) Revenues		
Revenue Available for Debt Service from PPF Revenues, FYE 9/30/15	$	9,619,391
Debt Service Requirements for PPF Portion of PIB 2005 & 2015B, FY 2016		777,633
Percentage of Park Performance Fund Portion of PIB 2005 and 2015B Debt, Self-Supporting		100%
Airport General Gas Lease Fund Revenues		
Revenue Available for Debt Service from Airport General Gas Lease Revenues, FYE 9/30/15	$	175,000
Debt Service Requirements for Airport Portion of 2009A and B CO, FY 2016		593,496
Percentage of Airport Portion of CO 2009A and B Debt, Self-Supporting		29%
Total Debt Service Requirements, FY 2016	$	7,104,574

(1) If funds are not sufficient for any of the below debt service payments, the City will be obligated to assess an ad valorem tax to pay the difference.
(2) The interest and sinking fund tax rate was established with the expectation that the shortfall would be funded from funds on deposit in the Debt Service Fund.

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Table 6 - Tax Adequacy [1]

The following analysis assumes 98 percent collection of ad valorem taxes levied against the City's fiscal year 2016 Net Assessed Valuation.

Tax Adequacy		
Average Annual Requirement (2016 - 2035)	$	19,444,165
A tax rate of $0.1015 per $100 assessed valuation produces		19,444,165
Average Annual Requirement (10 year) (2016 - 2025)	$	29,707,835
A tax rate of $0.1551 per $100 assessed valuation produces		29,707,835
Maximinum Annual Requirement (2017)	$	39,628,423
A tax rate of $0.2069 per $100 assessed valuation produces		39,628,423

(1) Amounts do not include self-supporting debt. Includes the Certificates.

ESTIMATED OVERLAPPING DEBT

The following table indicates the indebtedness, defined as outstanding obligations payable from ad valorem taxes, of governmental entities within which the City is located or with which taxable property is jointly levied against, and the estimated percentages and amounts of such indebtedness attributable to taxable property within the City. Such figures do not indicate the tax burden levied by the applicable taxing jurisdictions for operation and maintenance purposes. Furthermore, certain of the entities listed may have issued additional obligations payable from ad valorem taxes since the date stated in the table, and such entities may have programs requiring the issuance of substantial additional amounts of indebtedness, the amount of which cannot be determined.

Overlapping Debt

Taxing Jurisdiction	Total Tax Supported Debt as of 6/28/2016 [1]	Percent	Amount Overlapping
Arlington ISD	$ 759,612,485	76.88%	$ 583,990,079
Ft. Worth ISD	782,490,000	0.52%	4,068,948
Hurst-Euless-Bedford ISD	274,883,170	0.99%	2,721,343
Kennedale ISD	40,509,449	52.96%	21,453,804
Mansfield ISD	787,170,000	28.86%	227,177,262
Tarrant Co	361,420,000	13.94%	50,381,948
Tarrant Co College Dist	-	13.86%	-
Tarrant Co Hosp Dist	21,595,000	13.91%	3,003,865
Viridian Municipal Management District	39,850,000	100.00%	39,850,000
Total Net Overlapping Debt			$ 932,647,249
Arlington, City of [2]	386,170,000	100.00%	$ 386,170,000
Total Direct and Overlapping Debt			$ 1,318,817,249
Total Direct and Overlapping Debt % of AV			7.14%
Total Direct and Overlapping Debt Per Capita			$ 3,568

(1) Source: Municipal Advisory Council, net debt outstanding per representative of each jurisdiction.
(2) Includes the Certificates and includes self-supporting debt.

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TAX-SUPPORTED CAPITAL IMPROVEMENT PROGRAM

The City's Capital Improvement Program ("CIP") provides for multi-year improvements to the City's public facilities along with the means of financing these improvements. The City's Capital Improvement Program is prepared annually and primarily enabled by recent bond election results. The City's most recent permanent improvement bond election, totaling $236,000,000, was held on November 4, 2014 with all propositions passing. The propositions on the ballot included $160,130,000 for Public Works; $60,000,000 for Parks; $9,780,000 for Fire; and $6,090,000 for Libraries. Combined with the authorized but unissued bonds from prior elections, the City has $226,129,000 in unissued permanent improvement bonding authority.

The approved CIP is the result of a process that balances the need for public facilities against the fiscal capability of the City to provide for those needs. The City's tax-supported CIP for fiscal year 2016 will be approximately $52,850,000. The projects include funds for fire improvements, library improvements, parks and recreation and for public works and transportation.

FINANCIAL INFORMATION

Basis of Accounting and Accounting Structure

The accounting records of the City are maintained on the modified accrual basis of accounting for the General Fund, Special Revenue Funds, Capital Projects Funds and Trust and Agency Funds and on the accrual basis of accounting for the Enterprise Funds, and the Internal Service Funds. In general, under the modified accrual basis of accounting, revenues are recorded as received in cash except for material revenues considered to be both measurable and available to finance current year appropriations, which are recognized as revenue when earned. Expenditures are recorded in the period in which liabilities are incurred. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded when liabilities are incurred without regard to receipts or disbursements of cash.

Certificate of Achievement

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Arlington for its Comprehensive Annual Financial Report (CAFR) for the year ended April 30, 1966 and then annually from 1977 to 2003 and 2005 to 2014. The City has also received GFOA's Award for Distinguished Budget Presentation for fiscal years 1986 through 2014.

ACCOUNTING STANDARDS

The basic financial statements are prepared in conformity with GAAP which requires the government-wide financial statements to be prepared using the accrual basis of accounting and the economic resources measurement focus. Government-wide financial statements do not provide information by fund, but distinguish between the City's governmental activities and activities of its discretely presented component units on the statement of net assets and statement of activities. Significantly, the City's statement of net assets includes both non-current assets and non-current liabilities of the City. In addition, the government-wide statement of activities reflects depreciation expenses on the City's capital assets, including infrastructure.

In addition to the government-wide financial statements, the City has prepared fund financial statements, which continue to use the modified accrual basis of accounting and the current financial resources measurement focus for governmental funds. Accordingly, the accounting and financial reporting of the City's governmental funds is similar to that previously presented in the City's financial statements, although the format of financial statements has been modified by Statement No. 34. The accrual basis of accounting and the economic resources measurement focus is utilized by proprietary fund types and the pension trust fund. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

GAAP also requires supplementary information presented as Management's Discussion and Analysis which includes an analytical overview of the City's financial activities. In addition, a budgetary comparison schedule is presented that compares the originally adopted and final General Fund budget with actual results

Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund statements. Agency funds, however, report only assets and liabilities and therefore have no measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Government fund level financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenue to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are recorded when a liability is incurred, as under accrual accounting, except debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, which are recorded only when the liability has matured and payment is due.

Ad valorem, franchise and sales tax revenues in the General Fund and ad valorem tax revenues recorded in the Debt Service Fund are recognized under the susceptible to accrual concept. The City has agreements with various entities in which a portion of the sales tax is rebated. The sales tax revenue is reported net of the rebate. Licenses and permits, charges for services, fines and forfeitures, contributions, and miscellaneous revenues are recorded as revenues when received in cash as the resulting receivable is not measurable. Investment earnings are recorded as earned since they are measurable and available. In applying the susceptible to accrual concept to intergovernmental revenues, the legal and contractual requirements of the numerous individual programs are used as guidance. Intergovernmental grant revenues are recognized when all eligibility requirements have been met. Additionally, funds received in advance for which all eligibility requirements have not been met are considered deferred revenue.

Business-type activities and all proprietary funds, and the pension trust fund are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the balance sheet. Proprietary fund-type operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in net total assets. Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the City's water and sewer fund are charges to customers for sales and services. Operating expenses for the enterprise fund and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide business-type activities and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The government has elected not to follow subsequent private-sector guidance.

The following major funds are used by the City:

1. Governmental Funds:

The focus of Governmental fund measurement (in the Fund Financial Statements) is upon determination of financial position and changes in financial position(sources, uses, and balances of financial resources) rather than upon net income. The following is a description of the governmental funds of the City:

a. General Fund accounts for several of the City's primary services (Public Safety, Public Works, Public Health, Public Welfare, Parks and Recreation, etc.) and is the primary operating unit of the City.

b. Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of governmental funds.

c. Stadium Venue Fund, a capital project fund, accounts for the planning, acquisition, establishment, development, and construction of the Dallas Cowboys Complex Development Project. Funds are provided primarily through bond sales and interest earnings.

d. Street Capital Projects Fund accounts for the purchase of rights of way and land, construction of streets and related facilities, and to account for various other projects related to street construction. Funds are provided primarily through bond sales, interest earnings, and impact fees.

e. Other Governmental Funds is a summarization of all of the nonmajor governmental funds.

2. Enterprise Funds:

The focus of Enterprise Fund measurement is upon determination of operating income, changes in net assets, financial position, and cash flows, which is similar to businesses. The City's Enterprise Funds are the Water and Sewer Fund and the Storm Water Utility Fund. The Water and Sewer Fund accounts for the administration, operation and maintenance of the water and sewer utility system, and the billing and collection activities. The Fund also accounts for the accumulation of resources for, and the payment of, long-term debt principal and interest for revenue bonds and obligations under capital leases when due throughout the year. All costs are financed through charges made to utility customers with rates reviewed regularly and adjusted if necessary to ensure integrity of the Fund. The City's solid waste function is contracted out. The billings for this function are done by the City as a conduit for the contractor. The fee for this service is accounted for in the Water fund, while revenues from landfill fees are accounted for in the General Fund. The Storm Water Utility Fund accounts for the design, construction and maintenance of the City's storm water drainage systems. This Fund was previously set up as a capital project fund and was converted to an enterprise fund in Fiscal Year 2009.

3. Other Fund Types:

The City additionally reports for the following Fund types:

a. Internal Service Funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the City, generally on a cost reimbursement basis. These services include printing, mailing and duplicating; fleet services; self insurance; technology services; workers' compensation insurance: and group health Insurance.

b. Agency Funds are used to account for assets held by the City in an agency capacity for payroll related benefits, escheat property for the state, and other assets held for individuals, local law enforcement agencies and developers.

c. Pension Trust Funds are used to account for the accumulation of resources to be used for the retirement and disability benefit payments to qualified City employees and for thrift savings plans for City employees.

GENERAL FUND REVENUES AND EXPENDITURES

The General Fund is the primary operating Fund maintained by the City to account for revenue derived from City-wide ad valorem taxes, other local taxes, licenses, fees, permits, and certain other miscellaneous revenues. General Fund expenditures are the cost of general City government. The following is a discussion of the General Fund revenue structure and major classifications of General Fund expenditures.

CERTAIN OPERATIONS OF THE GENERAL FUND

The General Fund of the City is that accounting entity which is used to account for all transactions which are not accounted for in another fund and which, specifically, receives all revenues and records all expenditures relating to the ordinary operations of general government. Other major funds of the City are the Special Revenue Funds, the Capital Project Funds, the Enterprise Funds, and the Debt Service Funds.

Summaries for fiscal years 2011 to 2015 have been compiled from the audited financial statements included in the Comprehensive Annual Financial Reports of the City. These unaudited summaries should be read in conjunction with their related audited financial statements and notes. For the fiscal year ended September 30, 2015, the General Fund had revenues less than expenditures and transfers by $549,000 or -0.28% percent of General Fund revenues, leaving a General Fund balance at September 30, 2015, of $56,023. The following table presents a comparison of the City's General Fund balance for fiscal years 2011 to 2015.

Table 7 - General Fund Revenue and Expenditure History (amounts in thousands)

	Fiscal Years Ended September 30,				
	2015	2014	2013	2012	2011
Beginning Fund Balance	$ 56,191	$ 56,740	$ 63,497	$ 66,775	$ 66,567
Revenues					
Taxes	136,722	131,794	131,069	126,158	122,816
Franchise Fees	26,477	26,970	25,550	25,600	27,260
Service Charges	5,359	5,345	5,100	5,355	6,904
Interest	1,754	1,842	1,909	2,168	2,009
All Other	31,269	31,805	30,562	30,875	30,281
Total Revenues	$ 201,581	$ 197,756	$ 194,190	$ 190,156	$ 189,270
Expenditures					
Total Expenditures	$ 208,798	$ 206,056	$ 205,802	$ 198,279	$ 189,505
Net Expenditures Over (Under) Expenditures	(7,217)	(8,300)	(11,612)	(8,123)	(235)
Other Financing Sources					
Issuance of Capital Leases					
Operating Transfers	9,049	7,751	4,855	4,845	443
Ending Fund Balance	$ 58,023	$ 56,191	$ 56,740	$ 63,497	$ 66,775
General Fund Balance as a Percent of General Fund Expenditures	27.79%	27.27%	27.57%	32.02%	35.24%

Source: Audited Financial Statements.

The following table shows the City's estimated revenues and budgeted expenditures for fiscal year 2016, as reported in the adopted Budget.

Table 8 - DEBT SERVICE FUND BUDGET
Fiscal Year 2016

Beginning Balance	$ 2,914,116
Property Tax Revenue	39,213,792
Interest Revenue	77,593
Premium on Bond Issuance	120,000
Transfers In [(1)]	5,211,881
Total Available for Debt Service	47,537,382
Debt Service Expenditures	(44,782,042)
Estimated Ending Fund Balance	$ 2,755,340

Source: City of Arlington Finance Department
(1) Includes transfers to the Debt Service Fund from the Convention and Event Service Fund, Park Performance Fund, TIRZ 5, TIRZ 4, Airport General Gas Lease Fund, and Water and Wastewater surplus revenues.

TAX DATA

General

A major source of operational revenue and funds for tax-supported debt service payments is the receipts from ad valorem taxation. The following is a recapitulation of (1) the authority for taxation, including methodology, limitations, remedies and procedures; (2) historical analysis of collection and trends of tax receipts and provisions for delinquencies; and (3) an analysis of (a) the base, (b) the principal taxpayers, and (c) other ad valorem taxation that may compete with the City's tax collections. Additionally, sales tax, hotel occupancy tax and short term motor vehicle rental tax authority and collections are described.

Authority for Ad Valorem Taxation

Article XI, Section 5 of the Texas Constitution, applicable to cities of more than 5,000 in population, limits the ad valorem tax rate to $2.50 per $100 assessed valuation for all city purposes and makes no allocation of such tax rate between debt service requirements and expenses of general city government. The City operates under a Home Rule Charter that adopts these provisions of the Constitution. For fiscal year 2016, the Council has levied a tax rate equal to $0.6480 per $100 assessed valuation of which $0.2127 was allocated to pay debt service on outstanding tax-supported Bonds and notes. See "Table 9 - Tax Rate Distribution and Collection Ratios."

Effective Tax Rate and Rollback Tax Rate

Before the later of September 30 or the 60th day after the date the certified appraisal roll is received by the City, the City Council must adopt a tax rate per $100 taxable value for the current year. If the City Council does not adopt a tax rate by such required date the tax rate for that tax year is the lower of the effective tax rate calculated for that tax year or the tax rate adopted by the City for the preceding tax year. The tax rate consists of two components: (1) a rate for funding of maintenance and operation expenditures, and (2) a rate for debt service.

Under the Property Tax Code, the City must annually calculate and publicize its "effective tax rate" and "rollback tax rate". A tax rate cannot be adopted by the City Council that exceeds the lower of the rollback tax rate or the effective tax rate until two public hearings have been held on the proposed tax rate following notice of such public hearings (including the requirement that notice be posted on the City's website if the City owns, operates or controls an internet website and public notice be given by television if the City has free access to a television channel) and the City Council has otherwise complied with the legal requirements for the adoption of such tax rate. If the adopted tax rate exceeds the rollback tax rate the qualified voters of the City by petition may require that an election be held to determine whether or not to reduce the tax rate adopted for the current year to the rollback tax rate.

"Effective tax rate" means the rate that will produce last year's total tax levy (adjusted) from this year's total taxable values (adjusted). "Adjusted" means lost values are not included in the calculation of last year's taxes and new values are not included in this year's taxable values.

"Rollback tax rate" means the rate that will produce last year's total maintenance and operations tax levy (adjusted) from this year's values (adjusted) multiplied by 1.08 plus a rate that will produce this year's debt service from this year's values (unadjusted) divided by the anticipated tax collection rate.

The Property Tax Code provides that certain cities and counties in the State may submit a proposition to the voters to authorize an additional one-half cent sales tax on retail sales of taxable items. If the additional sales tax is levied, the effective tax rate and the rollback tax rate calculations are required to be offset by the revenue that will be generated by the sales tax in the current year.

Reference is made to the Property Tax Code for definitive requirements for the levy and collection of ad valorem taxes and the calculation of the various defined tax rates.

Property Subject to Taxation

All real property and tangible personal property in the City is subject to taxation except for certain mandated and discretionary exemptions granted pursuant to State law and Title I of the Texas Tax Code (the "Property Tax Code"). The Property Tax Code mandates exemption of public property, property exempt by federal law from ad valorem taxes, household goods, personal effects of an individual, and certain property of religious and charitable organizations, schools, and disabled veterans. Under Article VIII, Section 1-b, and State law, the governing body of a political subdivision, at its option, may grant an exemption of not less than $3,000 of the market value of the residence homestead of persons 65 years of age or older and the disabled from all ad valorem taxes thereafter levied by the political subdivision. Once authorized, such exemption may be repealed or decreased or increased in amount (i) by the governing body of the political subdivision or (ii) by a favorable vote of a majority of the qualified voters at an election called by the governing body of the political subdivision, which election must be called upon receipt of a petition signed by at least 20% of the number of qualified voters who voted in the preceding election of the political subdivision. In the case of a decrease, the amount of the exemption may not be reduced to less than $3,000 of the market value.

The surviving spouse of an individual who qualifies for the foregoing exemption for the residence homestead of a person 65 or older (but not the disabled) is entitled to an exemption for the same property in an amount equal to that of the exemption for which the deceased spouse qualified if (i) the deceased spouse died in a year in which the deceased spouse qualified for the exemption, (ii) the surviving spouse was at least 55 years of age at the time of the death of the individual's spouse and (iii) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse. The Council currently exempts up to $60,000 of the appraised value of such residential homesteads. The FYE 2015 tax rolls reflect the Council granting persons 65 years of age and older, disabled persons and disabled veterans exemptions totaling $1,102,411,713.

Article VIII, Section 1-b of the Texas Constitution provides the City with the authority to exempt a percentage of the market value of residential homesteads. The percentage may not exceed 20 percent in FY 2008 and each subsequent year. Where an ad valorem tax has previously been pledged for the payment of debt, the Council may continue to levy and collect the tax against the value of the exempt homesteads until the debt is discharged if the cessation of the levy would impair the obligation. The Council granted 20 percent residential homestead exemptions on the FY 2015 tax roll, which totaled $1,890,914,407 or 19 percent of the FY 2015 taxable assessed valuation. Senate Joint Resolution 1 ("SJRl "), passed during the 84th Texas Legislature, authorized a constitutional amendment to allow the Legislature to prohibit a municipality that adopts an optional homestead exemption from reducing or repealing the amount of the exemption. SJRl was approved by the voters in the November 2015 Constitutional election, and Senate Bill 1, also passed during the 84th Texas Legislature, prohibits municipalities from reducing or repealing the amount of their optional homestead exemption that was in place for the 2014 tax year for a period running through December 31, 2019. In addition, $50,954,982 of value was reduced from the FY 2015 tax rolls in accordance with State law to reflect value of agricultural land based upon production rather than market value.

Article VIII of the Texas Constitution provides that eligible owners of both agricultural land (Section 1-d) and open-space land (Section 1-d-1), including open-space land devoted to farm or ranch purposes or open-space land devoted to timber production, may elect to have such property appraised for property taxation on the basis of its productive capacity. The same land may not be qualified under both Section 1-d and 1-d-1.

Nonbusiness personal property, such as automobiles or light trucks, are exempt from ad valorem taxation unless the governing body of a political subdivision elects to tax this property. Boats owned as nonbusiness property are exempt from ad valorem taxation.

Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of "goods-in-transit." Under Section 11.253 of the Texas Tax Code, "Goods-in-Transit" are exempt from taxation unless a taxing unit opts out of the exemption. The City did opt out. Goods-in-Transit are defined as tangible personal property that: (i) is acquired in or imported into the state to be forwarded to another location in the state or outside the state; (ii) is detained at a location in the state in which the owner of the property does not have a direct or indirect ownership interest for assembling, storing, manufacturing, processing, or fabricating purposes by the person who acquired or imported the property; (iii) is transported to another location in the state or outside the state not later than 175 days after the date the person acquired the property in or imported the property into the state; and (iv) does not include oil, natural gas, petroleum products, aircraft, dealer's motor vehicle inventory, dealer's vessel and outboard motor inventory, dealer's heavy equipment inventory, or retail manufactured housing inventory.

Section 23.83 of the Property Tax Code allows taxes to be deferred on property that is restricted to scenic use. Deferrals were first claimed under this section in 1990. The FY 2015 tax roll reveals an exempt value of $8,344,115 due to scenic deferrals.

State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from $5,000 to a maximum of $12,000 depending upon the degree of disability or whether the exemption is applicable to a surviving spouse or children. Notwithstanding the foregoing, a disabled veteran who receives from the United States department of Veterans Affairs or its successor 100% disability compensation due to a service-connected disability and a rating of 100% disabled or of individual unemployability is entitled to an exemption from taxation of the total appraised value of the veteran's residence homestead.

A partially disabled veteran or the surviving spouse of a partially disabled veteran is entitled to an exemption equal to the percentage of the veteran's disability, if the residence was donated at no cost to the veteran by a charitable organization.

The surviving spouse of a member of the armed forces who is killed in action is entitled to a property tax exemption for all or part of the market value of such surviving spouse's residences homestead, if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received. House Joint Resolution 75 ("HJR75"), passed during the 84th Texas legislature, proposed a constitutional amendment that allows the Legislature to provide for an exemption from ad valorem taxation of all or part of the market value of the residence homestead of the surviving spouse of a 100 percent or totally disabled veteran and who would have had qualified for the full exemption before the law authorizing a residence homestead exemption took effect. The proposition authorized by HJR75 was approved by voters in the November 2015 constitutional election. As such, the surviving spouse of a totally disabled veteran who died on or before January 1, 2010 and who would have qualified for the full exemption on the homestead's entire value if it had been available at that time, will be entitled to an exemption from ad valorem taxation of all or part of the market value of the residence homestead if the spouse has not remarried.

Temporarily located inventory can be taxed on a local option basis. To continue taxation of this so called "freeport" property, the governing body of a taxing entity, such as the Council, was required to take action prior to January 1, 1990. The Council adopted an ordinance, which allowed for the continued taxation of "freeport" property for 1990 and subsequent years. On January 13, 1998, the Council repealed the aforementioned ordinance, which has the effect of exempting "freeport" property from taxation effective January 1, 1999. This exemption is irrevocable under current State law. The amount of "freeport" assessed value subject to exemption for the FY 2015 tax roll is $1,429,192,809, with $588,579,406 actually exempt. A taxpayer may receive only one of the Freeport exemptions or the goods-in-transit exemptions for items of personal property.

Cities are also authorized, pursuant to Chapter 380, Texas Local Government Code ("Chapter 380") to establish programs to promote state or local economic development and to stimulate business and commercial activity in the City. In accordance with a program established pursuant to Chapter 380, the City may make loans or grant of public funds for economic development purposes; however, no obligations secured by ad valorem taxes may be issued for such purposes unless approved by voters of the City.

Under Article VIII and State law, the governing body of a county, municipality or junior college district, may freeze the total amount of ad valorem taxes levied on the residence homestead of a disabled person or persons 65 years of age or older to the amount of taxes imposed in the year such residence qualified for such exemption. Also, upon receipt of a petition signed by five percent of the registered voters of the county, municipality or junior college district, an election must be held to determine by majority vote whether to establish such a limitation on taxes paid on residence homesteads of persons 65 years of age or who are disabled. Upon providing for such exemption, such freeze on ad valorem taxes is transferable to a different residence homestead. Also, a surviving spouse of a taxpayer who qualifies for the freeze on ad valorem taxes is entitled to the same exemption so long as the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse and the spouse was at least 55 years of age at the time of the death of the individual's spouse. If improvements (other than repairs or improvements required to comply with governmental requirements) are made to the property, the value of the improvements is taxed at the then current tax rate, and the total amount of taxes imposed is increased to reflect the new improvements with the new amount of taxes then serving as the ceiling on taxes for the following years. Once established, the tax rate limitation may not be repealed or rescinded. The City can make no representations or predictions concerning the impact such tax limitation would have on the City's tax rate, financial condition or ability to make debt service payments

Chapter 311 of the Texas Tax Code allows the Council to designate reinvestment zones and to enter into tax abatement agreements with property owners within these zones. The abatement value loss on the FY 2015 tax roll is $362,509,416.

Tax Increment Financing Districts

The City and the other taxing bodies within its territory may agree to jointly create tax increment financing zones, under which the tax values on property in the zone are "frozen" at the value of the property at the time of creation of the zone. Other overlapping taxing units may agree to contribute all of part of future ad valorem taxes levied and collected against the value of property in the zone in excess of the "frozen value" to pay or finance the costs of certain public improvements in the zone. The difference between any increase in the assessed valuation of taxable real property in the TIF in excess of the base value of taxable real property in the TIF is known as the "Incremental Value," and during the existence of the TIFs, taxes levied by the City against the Incremental Value in the TIFs are restricted to paying project and financing costs within the TIFs and are not available for the payment of other obligations of the City, except for obligations that are expressly secured from the Incremental Value within a particular zone.

The City Council adopted an ordinance on November 3, 1998, establishing a tax increment financing district (the "TIF District #1") encompassing approximately 533 acres in the City's downtown area. TIF District #1 took effect on January 1, 1999 and will terminate on December 31, 2018. The City Council can terminate the TIF District at an earlier date by subsequent ordinance. The taxable value for the TIF for the fiscal year ended September 30, 2015 was approximately $77,584,395 more than the taxable value in the TIF during the year in which it was created.

The City Council adopted an ordinance on September 27, 2005, establishing a tax increment financing district (the "TIF District #2") encompassing approximately 2,000 acres in the northeast quadrant of the City. TIF District #2 took effect on January 1, 2006 and was dissolved by the City Council on March 27, 2007. TIF District #2 was replaced by TIF District #6.

The City Council adopted an ordinance on November 8, 2005, establishing a tax increment financing district (the "TIF District #4") encompassing approximately 320 acres in the City's south central area. TIF District #4 took effect on January 1, 2005 and will terminate on December 31, 2025. The taxable value for the TIF for the fiscal year ended September 30, 2015 was approximately $198,040,849 more than the taxable value in the TIF during the year in which it was created.

The City Council adopted an ordinance on December 19, 2006, establishing a tax increment financing district (the TIF District #5 Entertainment District") encompassing 2,187 acres generally defined by Lamar Boulevard to the north, the Union Pacific Railroad to the south, State Highway 360 to the east and Collins Street to the west. TIF District #5 Entertainment District took effect on January 1, 2007 and will terminate on December 31, 2036. The taxable value for the TIF for the fiscal year ended September 30, 2015 was approximately $125,572,702 more than the taxable value in the TIF during the year in which it was created.

The City Council adopted an ordinance on December 18, 2007, establishing a tax increment financing district (the "TIF District #6") encompassing approximately 2,000 acres in the northeast quadrant of the City. The TIF District took effect on January 1, 2007 and will terminate on December 31, 2036. The taxable value for the TIF for the fiscal year ended September 30, 2015 was approximately $125,853,037 more than the taxable value in the TIF during the year in which it was created.

Appraisal of Taxable Property

The Property Tax Code established a county-wide appraisal district in each county of the State. Each appraisal district assumes the responsibility of appraising all taxable property and preparing and certifying the tax rolls for each unit of government that levies ad valorem tax in that county. The appraisal of property within the City is the responsibility of the Tarrant Appraisal District. Under the 1981 amendment to the Property Tax Code, the City is now entitled to vote, in the proportion to its taxes levied in Tarrant County, in selecting the governing board of appraisal district. In determining market value of property, different methods of appraisal may be used, including the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and the method considered most appropriate by the chief appraiser is to be used. State law requires the appraised value of a residence homestead to be based solely on the property's value as a residence homestead, regardless of whether residential use is considered to be the highest and best use of the property. State law further limits the appraised value of a residence homestead for a tax year to an amount that would not exceed either the lesser of (1) the market value of the property for the most recent tax year that the market value was determined by the appraisal office or (2) the sum of (a) 10% of the property's appraised value in the preceding tax year, plus (b) the property's appraised value in the preceding tax year, plus (c) the market value of all new improvements to the property. The Appraisal District is required to review the value of property within the Appraisal District at least every three years. A city, or other taxing unit, may challenge the appraisals assigned to property within its jurisdiction under certain limited circumstances. These entities can also sue the appraisal district to compel it to comply with the Property Tax Code.

The City's FY 2015 appraisal roll was prepared and certified by the Tarrant Appraisal District's Chief Appraiser and Appraisal Review Board. Such appraisal rolls are used by the City in establishing its tax rate. The City Council is responsible for setting the rate, and levying and collecting the taxes. All taxable property in the City is presently valued on the City's tax roll at 100 percent of its estimated market value as of January 1. The rate of taxation was determined and set by the Council based upon the January 1 valuation. Taxes are due of the subject year (or when billed) and become delinquent after January 31 of the following year, except for a split payment option. Under the split payment option, adopted by the City beginning with fiscal year 2003, taxpayers can make one-half payment prior to December 1, and the final one-half payment prior to July 1 of the following year without penalty or interest. Since October 1, 2002 ad valorem taxes for the City have been collected by the Tarrant County Tax Assessor-Collector. Taxpayers 65 years old or older are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and the final installment due on August 1.

City's Rights in the Event of Tax Delinquencies

Charges for penalty and interest on the unpaid balance of delinquent taxes are made as follows:

Month	Cumulative Penalty	Cumulative Interest	Total
February	6%	1%	7%
March	7	2	9
April	8	3	11
May	9	4	13
June	10	5	15
July	12	6	18

After July, penalty remains at 12%, and interest increases at the rate of 1% each month or portion of the month the tax remains unpaid. A delinquent tax continues to accrue interest as long as the tax remains unpaid, regardless of whether a judgment for the delinquent tax has been rendered. In addition, if an account is delinquent in July, an attorney's collection fee of up to 20% may be added to the total tax penalty and interest charge. Under certain circumstances, taxes which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed.

In general, property subject to the City's lien may be sold, in whole or in parcels, pursuant to court order to collect the amounts due. Federal law does not allow for the collection of penalty and interest against an estate in bankruptcy. Federal bankruptcy law provides that an automatic stay of action by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

Tax Limitation Election

A City election was approved on February 5, 2005, which adopted a homestead property tax limitation for disabled individuals and individuals 65 years of age or older. This limitation on the residential homesteads of qualifying property owners is defined under the Texas Property Tax Code, section 11.261. The limitation cannot be repealed by any action of the City or through an election of the City under current state law. The homestead property tax ceiling limits the amount of taxes paid to the City based on the taxes paid in the first year that the property qualifies for the disabled exemption or the 65 years of age or older exemption. The limitation is a dollar amount and does not increase unless improvements (other than repairs or improvements required to comply with governmental requirements) are made to the residential homestead. For those property owners who qualified in 2005 for either exemption, the tax ceiling was set based on the taxes levied in September 2005 by the City. The tax ceiling carries forward to a surviving spouse age 55 or older of an individual who is 65 years of age or older.

The City has 65,554 residential homestead properties in FY 2016 and 18,299 of these properties received an exemption for a disabled individual or individual 65 years of age or older.

Tax Revenue

The following table shows the City's principal tax revenues by source for each of the last five fiscal years.

Table 9 – Tax Rate Distribution and Collection Ratios

		Tax Rate				% Collections	
Fiscal Year	Estimated Net Taxable Valuation (1)	General Fund	Debt Service Fund Rate	Total Tax Rate	Tax Levy	Current Year	Prior Years(2)
2012	$ 17,323,444,005	$ 0.4393	$ 0.2087	$ 0.6480	$ 112,255,917	98.13	99.46
2013	17,677,641,683	0.4423	0.2057	0.6480	114,551,118	97.82	99.06
2014	18,088,406,988	0.4423	0.2057	0.6480	117,212,877	97.66	98.57
2015	18,905,765,829	0.4353	0.2127	0.6480	122,509,363	97.64	98.51
2016	19,548,821,241	0.4460	0.2020	0.6480	126,676,362	94.51 (3)	94.57 (3)

Source: City of Arlington Finance Department

(1) Net Taxable Valuation is the certified roll as of September of each year including minimum estimated value of property under protest.

(2) Prior year's collections include current year collections, prior year delinquent collections and all penalty and interest collections.

(3) As of February 29, 2016.

Table 10 - Tax Base Distribution
Fiscal Years 2011 to 2015

	2015	2014	2013	2012	2011
Residential	59.3%	58.5%	58.3%	59.0%	59.5%
Commercial, Industrial, Retail	36.9%	38.0%	37.6%	37.0%	38.0%
Mineral	1.9%	1.5%	2.1%	2.3%	0.8%
Undeveloped	1.9%	2.0%	2.0%	2.2%	2.3%

Source: City of Arlington Finance Department

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Table 11 - Top Ten Taxpayers [(1)]

Taxpayer	Type of Business	FY 2016
General Motors Corporation	Automobile Assembly	$ 334,514,604
Arlington Highlands LLP	Retail	175,105,200
Oncor Electric Delivery Co.	Public Utility	151,740,179
Parks at Arlington	Retail	142,695,717
Chesapeake Operating	Natural Gas Producer	115,048,650
Six Flags Fund	Amusement Park	88,827,385
Bravo (Dallas) LLC	Commercial Multifamily	70,812,000
Wal-Mart Real Estate	Retail	68,274,005
Lincoln Square Dunhill	Real Estate Holdings	67,371,660
DFW Midstream LLP	Natural Gas Producer	66,166,564
Total		**$ 1,280,555,964**
Above ten taxpayers as % of total tax rolls		6.55%
Total tax roll		$ 19,548,821,241

(1) Source: Tarrant Appraisal District.

Municipal Sales Tax

The City has adopted the provisions of Sections 321.101 and 321.103 of the Texas Tax Code, which grants the City the power to impose and levy a one percent sales tax for general purposes of the City. On September 14, 2002, an election to adopt an additional one-quarter cent city sales and use tax for municipal street maintenance as permitted under Chapter 327 of the Texas Tax Code was held and the additional one-quarter cent sales and use tax was approved. The additional one-quarter cent sales and use tax became effective on January 1, 2003. On November 2, 2004, an election to adopt an additional one-half cent sales and use tax for the Dallas Cowboys Complex Development Project (the "Cowboys Project") as permitted by Chapter 334 of the Texas Local Government Code was held and the additional one-half cent sales and use tax was approved. The additional one-half cent sales and use tax became effective on April 1, 2005. The Comptroller of Public Accounts of the State of Texas, after the deduction of a two percent service fee, currently remits monthly the City's portion of sales tax collections to the City. The statute provides the Comptroller must remit at least twice annually. Revenue from sales tax levied for general purposes of the City may not be pledged, under the applicable statutes, to the payment of debt service of the City's debt obligations.

Table 12 – Municipal Sales Tax History

Fiscal Year	Sales Tax Receipts (1)	Ad Valorem Tax Levy	Sales Tax as a % of Tax Levy	Population Estimate (2)	Per Capita Sales Tax Collection
2011	$ 48,982,079	$ 111,320,468	44%	365,530	$ 134
2012	50,724,512	112,255,917	45%	365,860	139
2013	54,198,622	114,551,118	47%	365,930	148
2014	53,412,259	117,212,877	46%	369,508	145
2015	55,543,300	119,627,907	46%	369,592	150

(1) Receipts reflect the City's 1% sales tax.
(2) City estimate. Source: of Arlington Finance Department.

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PENSION FUND

The City provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 850 administered by TMRS, an agent, multiple-employer public employee retirement system. Each of the municipalities has an annual individual actuarial valuation performed. All assumptions for the December 31, 2014 valuations are contained in the 2014 TMRS comprehensive Annual Financial Report (CAFR), a copy of which may be obtained by writing to P.O. Box 149153, Austin, Texas 78714-9153 or accessing the CAFR on line at www.tmrs.com.

Benefits depend upon a sum of the employee's contributions to the plan, with interest, and the City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are 200 percent of the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity. Additionally, initiated in 1998, the City provides on an annually repeating basis annuity increases for retirees. In 2015, that amount was equal to 50% of the change in the consumer price index (CPI).

Members can retire at age 60 and above with 5 or more years of service or with 20 years of service regardless of age. A member is vested after 5 years. The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS. The contribution rate for the employees is 7%, and the City matching ratio is currently 2 to 1, both as adopted by the governing body of the City.

Funding Policy

Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Projected Unit Credit actuarial cost method. The rate consists of the normal cost contribution rate and the prior service cost contribution rate, which is calculated to be a level percent of payroll from year to year. The normal cost contribution rate finances the portion of an active member's projected benefit allocated annually; the prior service contribution rate amortizes the unfunded (overfunded) actuarial liability (asset) over the applicable period for that city. Both the normal cost and prior service contribution rates include recognition of the projected impact of annually repeating benefits, such as Updated Service Credits and Annuity Increases. The City discloses the annual pension costs (which equal the required contributions) based on the calculated rates for the City's fiscal year. The rate is 16.28% of covered payroll for the months in calendar year 2014, and 15.62% for the months in calendar year 2015. This rate consists of the normal cost contribution rate and the prior service contribution rate. The normal cost contribution rate finances the currently accruing monetary credits due to City matching percent, which are the obligation of the City as of an employee's retirement date, not at the time the employee's contributions are made. The normal cost contribution rate is the actuarially determined percent of payroll necessary to satisfy the obligation for the City to each employee at the time his/her retirement becomes effective. The prior service contribution rate amortizes the unfunded actuarial liability. Both the employees and the City make contributions monthly. Since the City needs to know its contribution rate in advance for budgetary purposes, there is a one-year delay between the actuarial valuation that serves as basis for the rate and the calendar year when the rate goes into effect (i.e. December 31, 2012 valuation is effective of rates beginning January 1, 2014). If a change in plan provisions is elected by the City, this rate can change.

Changes in Actuarial and Amortization Methods

Since its inception, TMRS has used the Unit Credit actuarial funding method. This method accounts for liability accrued as the valuation date, but does not project the potential future liability of provisions adopted by the City. Two-thirds of the cities participating in TMRS have adopted the Updated Service Credit and Annuity Increases provisions on an annually repeating basis. For the December 31, 2007 valuation, The TMRS Board determined that the Projected Unit Credit (PUC) funding method should be used, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually reporting basis. In addition, the Board also adopted a change in the amortization period from a 25-year "open" to a 25-year "closed" period. TMRS Board of Trustee rules provide that, whenever a change in actuarial assumptions or methods results in a contribution rate increase in an amount greater than .5%, the amortization period will be increased to 30 years, unless a city requests that the period remain at 25 years. The statutes further provide that plan members may request up to a forty year amortization period. For cities with repeating features, these changes would likely result initially in higher required contributions and lower funded ratios; however, the funded ratio should show steady improvement over time. To assist in this transition to higher rates, the Board also approved an eight-year phase-in period, which will allow cities the opportunity to increase their contributions gradually (approximately 12.5% each year) to their full rate (or their required contribution rate).

Funding Status and Funding Process

In June 2011, SB 350 was enacted by the Texas Legislature, resulting in a restructure of the TMRS funds. This legislation provided for the actuarial valuation to be completed, as if restructuring had occurred on December 31, 2010. In addition, the actuarial assumptions were updated for the new fund structure, based on an actuarial experience study that was adopted by the TMRS Board at their May 2011 meeting (the review compared actual to expected experience for the four-year period of January 1, 2006 through December 31, 2009). For a complete description of the combined impact of the legislation and new actuarial assumptions, including the effects on TMRS city rates and funding ratios, please see the December 31, 2010 TMRS Comprehensive Annual Financial Report (CAFR).

As of December 31, 2014, the most recent actuarial valuation date, the plan was 89.92 percent funded. The actuarial accrued liability for benefits was $1,003,238,111, and the actuarial value of assets was $933,378,081, resulting in an unfunded actuarial accrued liability (UAAL) of $104,604,129. The covered payroll (annual payroll of active employees covered by the plan) was $149,838,550, and the ratio of the UAAL to the covered payroll was 69.81%.

Actuarial Methods and Assumptions

Actuarial Cost Method:	Entry Age Normal
Amortization Method:	Level Percent of Payroll, Closed
Remaining Amortization Period:	21 Years
Asset Valuation Method:	10 Year smoothed market; 15% soft corridor
Inflation:	3.00%
Salary Increases:	3.50% to 12.00% including inflation
Investment Rate of Return:	7.00%
Retirement Age:	Experience-based table of rates that are specific to the City's plan of benefits. Last updated for the 2010 valuation pursuant to an experience study of the period 2005-2009
Mortality:	RP2000 Combined Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied at 103% and projected on a fully generational basis with scale BB

Annual Pension Cost and Net Pension Obligation

The City's annual pension cost of $24,327,508 was equal to the required contributions.

Actuarilly Determined Contribution	$ 23,963,340
Contributions in relation to the actuarillly determined contribution	24,327,508
Contribution deficiency (excess)	(364,168)
Covered employee payroll	153,414,470
Contributions as a percentage of covered employee payroll	16.24%

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OTHER POST-EMPLOYMENT BENEFITS

Retiree Health Insurance

Plan Description. The City of Arlington administers a single-employer defined benefit health care plan. The plan provides postretirement health care benefits to eligible retirees and their spouses.

An eligible employee can continue their health care coverage in retirement if their age plus service is at least 70 with a minimum age requirement of 50 years and a minimum of ten years of service with the City. Employees hired after December 31, 2006 are not eligible for postretirement health care benefits. As of July 1, 2015, 936 retirees met those eligibility requirements. The City plan has a non-duplication coordination of benefits with Medicare and other primary plans for retirees and/or their dependants.

The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the City's net OPEB obligation (dollar amounts in thousands):

Annual required contribution (ARC)	$ 8,505
Interest on Net OPEB obligation	1,513
Adjustment to the ARC	(2,020)
Annual pension cost (expense)	7,998
Contributions made	(5,011)
Increase (Decrease) in OPEB obligation	2,987
Net OPEB obligation beginning of the year	33,633
Net OPEB obligation end of the year	$ 36,620

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2015 are as follows (dollar amounts in thousands).

Fiscal Year Ending 9/30	OPEB Cost	Annual OPEB Contribution	OPEB Obligation
2015	7,998	62.50%	36,620

Disability Income Plan

Plan Description. DIP is a single-employer defined benefit disability income plan that covers the employees of the City. The plan originally provided in-service death benefits and long term disability benefits commencing upon disablement. The plan was amended to eliminate the in-service death benefit and to start disability payments at age 65. The plan contemplates that long term disability benefits will be provided through a separate LTD insurance contract prior to age 65. The retired life liability for current disabled employees (many of whom are under age 65) is retained under the plan.

Membership of the plan consisted of the following at July 1, 2015, the date of the latest actuarial valuation.

Retirees and beneficiaries receiving benefits:	16

Supplemental Death Benefits Plan

Plan Description. The City of Arlington contributes to the Supplemental Death Benefit Fund (SDBF), a cost-sharing multiple-employer defined benefit group term life insurance plan operated by the Texas Municipal Retirement System (TMRS). This is a separate trust administered by the TMRS Board of Trustees. SDBF provides a death benefit of $7,500 for retirees. TMRS issues a publicly available financial report that includes financial statements and required supplementary information for SDBF. That report may be obtained from the TMRS website at www.TMRS.com.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City made the following agreement for the benefit of the owners and beneficial owners of the Certificates. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Certificates. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the Municipal Securities Rule Making Board (the "MSRB"). This information will be available free of charge via the Electronic Municipal Market Access ("EMMA") System at www.emma.msrb.org.

Annual Reports

The City shall provide annually to the MSRB, (1) within six months after the end of each fiscal year of the City, financial information and operating data with respect to the City of the general type included in the final Official Statement, being information described in Tables 1 through 12, including financial statements of the City if audited financial statements of the City are then available, and (2) if not provided as part such financial information and operating data, audited financial statements of the City, when and if available. Any financial statements so to be provided shall be (i) prepared in accordance with the accounting principles the accounting principles described in Exhibit B hereto or such other accounting principles as the City may be required to employ, from time to time, by State law or regulation, and (ii) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within 12 months after any such fiscal year end, then the City shall file unaudited financial statements within such 12-month period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available.

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by the Securities and Exchange Commission Rule 15c2-12 (the "Rule").

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year for the preceding year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB of the change.

Disclosure Event Notices

The City shall notify the MSRB, in a timely manner not in excess of ten (10) business days after the occurrence of the event, of any of the following events with respect to the Certificates: (1) Principal and interest payment delinquencies; (2) Non-payment related defaults, if material; (3) Unscheduled draws on debt service reserves reflecting financial difficulties; (4) Unscheduled draws on credit enhancements reflecting financial difficulties; (5) Substitution of credit or liquidity providers, or their failure to perform; (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Certificates, or other material events affecting the tax status of the Certificates; (7) modifications to rights of holders of the Certificates, if material; (8) Obligation calls, if material, and tender offers; (9) Defeasances; (10) Release, substitution, or sale of property securing repayment of the Certificates, if material; (11) Rating changes; (12) Bankruptcy, insolvency, receivership or similar event of the City[1]; (13) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) Appointment of a successor or additional Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material. The City shall also file, in a timely manner, notice of a failure by the City to provide required annual financial information and notices of material events in accordance with its continuing disclosure agreement.

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[1] For the purposes of the event identified in (12), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

Availability of Information from MSRB

The City has agreed to provide the foregoing information, only as described above to the MSRB. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Limitations and Amendments

The City has agreed to update information and to provide notices of material events only as described above. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Certificates at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although owners of Certificates may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status or type of operations of the City, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell the Certificates in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the owners of a majority in aggregate principal amount of the outstanding Certificates consent to the amendment or (b) any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the owners and Beneficial Owners of the Certificates. If the City so amends the agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

Compliance with Prior Undertakings

During the last five years, the City had outstanding water and wastewater revenue bonds, special-tax revenue bonds, and ad valorem tax revenue obligations (the "Insured Obligations"), insured by various municipal bond insurance companies. The City did not timely file certain material events notices with respect to insurer rating changes (downgrades and upgrades) from 2009 to 2010. However, under the City's Continuing Disclosure Agreements in effect for Insured Obligations issued from 2004 through 2014, the City's requirement to provide timely notice of certain events was subject to the qualifier "if such event is material to a decision to purchase or sell Obligations." During such insurer downgrades, the City's underlying, unenhanced credit rating with respect to the Insured Obligations remained higher than the credit rating of the insurers and as such, the City does not believe such Insurer downgrades were material. Also, in 2009, 2010 and 2013, the City did not timely file notice of the upgrading of its underlying, unenhanced credit rating with respect to its water and wastewater system revenue bonds, ad valorem tax revenue bonds, and special-tax revenue bonds by S&P, Fitch and Moody's. The City has now filed an events notice with respect to its rating upgrades in 2009, 2010 and 2013, and procedures have been implemented by the City to ensure that all event notices are timely filed in the future. Also, for fiscal year 2013, the City filed its required quantitative financial information and operating data, including the City's September 30, 2013 audited financial statements (the "2013 Audit"), with the Municipal Advisory Council of Texas (the "MAC") by the required date but due to an administrative error the 2013 Audit was not timely filed with EMMA. The City filed an events notice with respect to the oversight and filed the 2013 Audit with EMMA on May 22, 2014 after noticing the error and has since established procedures to avoid an error in the future.

ADDITIONAL INFORMATION

For additional information regarding this document please contact Mr. Mike Finley, Director of Finance, City of Arlington, Texas, at (817) 459-6100.

TAX MATTERS

General

The following discussion summarizes certain material U.S. federal income tax considerations that may be relevant to the acquisition, ownership and disposition of the Certificates by an initial holder (as described below). This discussion is based upon the provisions of the Code, applicable U.S. Treasury Regulations promulgated thereunder, judicial authority and administrative interpretations, as of the date of this document, all of which are subject to change, possibly with retroactive effect, or are subject to different interpretations. Neither the City nor Bond Counsel offers any assurance that the IRS will not challenge one or more of the tax consequences described in this discussion, and neither of the City nor Bond Counsel has obtained, nor do the City or Bond Counsel intend to obtain, a ruling from the IRS or an opinion of counsel with respect to the U.S. federal tax consequences of acquiring, holding or disposing of the Certificates.

This discussion is limited to holders who purchase the Certificates in this initial offering for a price equal to the issue price of the Certificates (i.e., the first price at which a substantial amount of the Certificates is sold for cash other than to bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers, the "Issue Price") and who hold the Certificates as capital assets (generally, property held for investment). This discussion does not address the tax considerations arising under the laws of any foreign, state, local or other jurisdiction or income tax treaties or any U.S. federal estate or gift tax considerations. In addition, this discussion does not address all tax considerations that may be important to a particular holder in light of the holder's circumstances or to certain categories of investors that may be subject to special rules, such as:

- dealers in securities or currencies;
- traders in securities that have elected the mark-to-market method of accounting for their securities;
- U.S. Bondholders (as defined below) whose functional currency is not the U.S. dollar;
- persons holding the Certificates as part of a hedge, straddle, conversion or other "synthetic security" or integrated transaction;
- certain U.S. expatriates;
- financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- persons subject to the alternative minimum tax;
- entities that are tax-exempt for U.S. federal income tax purposes; and
- partnerships and other pass-through entities and holders of interests therein.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds the Certificates, the tax treatment of such partnership or a partner of such partnership generally will depend upon the status of the partner and the activities of the partnership. Partnerships acquiring Certificates and partners of partnerships acquiring the Certificates should consult their own tax advisors about the U.S. federal income tax consequences of acquiring, holding and disposing of the Certificates.

INVESTORS CONSIDERING THE PURCHASE OF THE CERTIFICATES ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP OR DISPOSITION OF THE CERTIFICATES UNDER THE LAWS OF ANY STATE, LOCAL OR FOREIGN JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.

Tax Consequences to U.S. Bondholders

As used herein "U.S. Bondholder" means a beneficial owner of a Certificate and who or that is, for U.S. federal income tax purposes:

- an individual who is a U.S. citizen or U.S. resident alien;
- a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, that was created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income taxation regardless of its source; or
- a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or that has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

Interest on the Certificates

A U.S. Bondholder will be required to include any stated interest payments in income in accordance with its method of accounting for U.S. federal income tax purposes. If a U.S. Bondholder is a cash method taxpayer, such holder must report interest on the Certificates as ordinary income when it is received. If a U.S. Bondholder is an accrual method taxpayer, such holder must report the interest on the Certificates as ordinary income as it accrues.

Original Issue Discount

If the Issue Price of the Certificates of any stated maturity is less than their face amount by more than one quarter of one percent times the number of complete years to maturity, the Certificates of such maturity will be treated as being issued with "original issue discount." The amount of the original issue discount will equal the excess of the principal amount payable on such Certificates at maturity over its Issue Price, and the amount of the original issue discount on such Certificates will be amortized over the life of the Certificates using the "constant yield method" provided in the U.S. Treasury Regulations. As the original issue discount accrues under the constant yield method, the beneficial owners of the Certificates, regardless of their regular method of accounting, will be required to include such accrued amount in their gross income as interest. This can result in taxable income to the beneficial owners of such Certificates that exceeds actual cash interest payments to the beneficial owners in a taxable year.

The amount of the original issue discount that accrues on such Certificates each taxable year will be reported annually to the Service and to the beneficial owners. The portion of the original issue discount included in each beneficial owner's gross income while the beneficial owner holds such Certificates will increase the adjusted tax basis of such Certificates in the hands of such beneficial owner.

Premium

If the Issue Price of the Certificates of any stated maturity is greater than its stated redemption price at maturity, such beneficial owner will be considered to have purchased such Certificate with "amortizable Bond premium" equal in amount to such excess. A beneficial owner may elect to amortize such premium using a constant yield method over the remaining term of such Certificate and may offset interest otherwise required to be included in respect of such Certificate during any taxable year by the amortized amount of such excess for the taxable year. Bond premium on such Certificate held by a beneficial owner that does not make such an election will decrease the amount of gain or increase the amount of loss otherwise recognized on the sale, exchange, redemption or retirement of such Certificate. However, if such Certificate may be optionally redeemed after the beneficial owner acquires it at a price in excess of its stated redemption price at maturity, special rules would apply under the U.S. Treasury Regulations which could result in a deferral of the amortization of some bond premium until later in the term of such Certificate. Any election to amortize bond premium applies to all taxable debt instruments held by the beneficial owner on or after the first day of the first taxable year to which such election applies and may be revoked only with the consent of the Service.

Disposition of the Certificates

A U.S. Bondholder will generally recognize capital gain or loss on the sale, redemption, exchange, retirement or other taxable disposition of a Certificate. This gain or loss will equal the difference between the U.S. Bondholder's adjusted tax basis in the Certificate and the amount realized (excluding any proceeds attributable to accrued but unpaid stated interest which will be recognized as ordinary interest income to the extent any such Bondholder has not previously included such amounts in income) by the Bondholder. A U.S. Bondholder's adjusted tax basis in the Certificates will generally equal the amount the U.S. Bondholder paid for the Certificates increased by any original issue discount previously included in the Bondholder's income and decreased by the amount of the bond premium that has been previously amortized. The gain or loss generally will be long-term capital gain or loss if the Bondholder held the Certificates for more than one year at the time of the sale, redemption, exchange, retirement or other taxable disposition. Long-term capital gains of individuals, estates and trusts currently are subject to a reduced rate of U.S. federal income tax. The deductibility of capital losses is subject to certain limitations.

Additional Tax on Investment Income

An additional 3.8% net investment income tax, or the "NIIT," is imposed on the "net investment income" of certain U.S. Bondholders who are individuals and on the undistributed "net investment income" of certain estates and trusts, to the extent the sum of net investment income and other modified adjusted gross income exceeds specified dollar amounts. Among other items, "net investment income" would generally include interest income and net gain from the disposition of property, such as the Certificates, less certain deductions. U.S. Bondholders should consult their tax advisors with respect to the tax consequences of the NIIT.

Tax Consequences to Non-U.S. Bondholders

As used herein, a "non-U.S. Bondholder" means a beneficial owner of Certificates that is an individual, corporation, estate or trust that is not a U.S. Bondholder.

Interest on the Certificates-Portfolio Interest

Subject to the discussions below under the headings "Information Reporting and Backup Withholding—Non-U.S. Bondholders and "Information Reporting and Backup Withholding—Foreign Account Tax Compliance," payments to a non-U.S. Bondholder of interest on the Certificates generally will be exempt from withholding of U.S. federal tax under the "portfolio interest" exemption if the non-U.S. Bondholder properly certifies as to the non-U.S. Bondholder's foreign status as described below, and:

- the non-U.S. Bondholder does not own, actually or constructively, 10% or more of the City's voting stock;
- the non-U.S. Bondholder is not a "controlled foreign corporation" for U.S. federal income tax purposes that is related to the City (actually or constructively); and
- the non-U.S. Bondholder is not a bank whose receipt of interest on the Certificates is in connection with an extension of credit made pursuant to a loan agreement entered into in the ordinary course of such Bondholder's trade or business.

The foregoing exemption from withholding tax will not apply unless (i) the non-U.S. Bondholder provides his, her or its name and address on an IRS Form W-8BEN or IRS Form W-8BEN-E (or successor form), and certifies under penalties of perjury, that such holder is not a U.S. person, (ii) a financial institution holding the Certificates on a non-U.S. Bondholder's behalf certifies, under penalties of perjury, that it has received an IRS Form W-8BEN or IRS Form W-8BEN-E (or successor form) from such holder and provides the Trustee with a copy, or (iii) the non-U.S. Bondholder holds their Certificates directly through a "qualified intermediary," and the qualified intermediary has sufficient information in its files indicating that such holder is not a U.S. Bondholder.

If a non-U.S. Bondholder cannot satisfy the requirements described above, payments of principal and interest made to such holder will be subject to the 30% U.S. federal withholding tax, unless such non-U.S. Bondholder provides the Trustee with a properly executed (a) IRS Form W-8BEN or IRS Form W-8-BEN-E or successor form claiming an exemption from or a reduction of withholding under an applicable tax treaty or (b) IRS Form W-8ECI (or successor form) stating that interest paid on the Certificates is not subject to withholding tax because it is effectively connected with such non-U.S. Bondholder's conduct of a trade or business in the United States.

If a non-U.S. Bondholder is engaged in an active trade or business in the United States and interest on the Certificates is effectively connected with the active conduct of that trade or business (and, in the case of an applicable income tax treaty, is attributable to a U.S. permanent establishment maintained by such holder), such non-U.S. Bondholder will be subject to U.S. federal income tax on the interest on a net income basis (although exempt from the 30% withholding tax) in the same manner as if such non-U.S. Bondholder were a U.S. person as defined under the Code. In addition, if a non-U.S. Bondholder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (or lower applicable treaty rate) of such holder's earnings and profits for the taxable year, subject to certain adjustments, including earnings and profits from an investment in the Certificates, that is effectively connected with the active conduct by such non-U.S. Bondholder of a trade or business in the United States.

Disposition of the Certificates

Subject to the discussions below under the headings "Information Reporting and Backup Withholding—Non-U.S. Bondholders and "Information Reporting and Backup Withholding—Foreign Account Tax Compliance," a non-U.S. Bondholder generally will not be subject to U.S. federal income tax on any gain realized on the sale, redemption, exchange, retirement or other taxable disposition of a Certificate unless:

- the gain is effectively connected with the conduct by the non-U.S. Bondholder of a U.S. trade or business (and, if required by an applicable income tax treaty, is treated as attributable to a permanent establishment maintained by the Bondholder in the United States);
- the non-U.S. Bondholder is a nonresident alien individual who has been present in the United States for 183 days or more in the taxable year of disposition and certain other requirements are met;
- the gain represents accrued interest, in which case the rules for taxation of interest would apply.

If a non-U.S. Bondholder is described in the first bullet point above, the non-U.S. Bondholder generally will be subject to U.S. federal income tax in the same manner as a U.S. Bondholder. If a non-U.S. Bondholder is described in the second bullet point above, the Bondholder generally will be subject to U.S. federal income tax at a flat rate of 30% or lower applicable treaty rate on the gain derived from the sale or other disposition, which may be offset by U.S. source capital losses.

Information Reporting and Backup Withholding

U.S. Bondholders

Information reporting will apply to payments of principal and interest made by the City on, or the proceeds of the sale or other disposition of, the Certificates with respect to U.S. Bondholders (unless such holder is an exempt recipient such as a corporation), and backup withholding, currently at a rate of 28%, may apply unless the recipient of such payment provides the appropriate intermediary with a taxpayer identification number, certified under penalties of perjury, as well as certain other information or otherwise establishes an exemption from backup withholding. Backup withholding is not an additional tax. Any amount withheld under the backup withholding rules is allowable as a credit against the U.S. Bondholder's U.S. federal income tax liability, if any, and a refund may be obtained if the amounts withheld exceed the U.S. Bondholder's actual U.S. federal income tax liabilities provided the required information is timely provided to the Service.

Non-U.S. Bondholders

Payments to non-U.S. Bondholders of interest on their Certificates and any amounts withheld from such payments generally will be reported to the IRS and such holder. Backup withholding will not apply to payments of principal and interest on the Certificates if the non-U.S. Bondholder certifies as to his, her or its non-U.S. Bondholder status on an IRS Form W-8BEN or IRS Form W-8BEN-E (or successor form) under penalties of perjury or such non-U.S. Bondholder otherwise qualifies for an exemption (provided that neither the City nor its agent, if any, know or have reason to know that such Bondholder is a U.S. person or that the conditions of any other exemptions are not in fact satisfied).

The payment of the proceeds of the disposition of Certificates to or through the U.S. office of a U.S. or foreign broker will be subject to information reporting and backup withholding unless a non-U.S. Bondholder provides the certification described above or such Bondholder otherwise qualifies for an exemption. Backup withholding is not an additional tax. Any amount withheld under the backup withholding rules is allowable as a credit against the non-U.S. Bondholder's U.S. federal income tax liability, if any, and a refund may be obtained if the amounts withheld exceed the non-U.S. Bondholder's actual U.S. federal income tax liabilities provided the required information is timely provided to the Service.

Foreign Account Tax Compliance

Pursuant to the Foreign Account Tax Compliance Act ("FATCA"), withholding at a rate of 30% generally will be required in certain circumstances on payments of interest in respect of, and, after December 31, 2018, gross proceeds from the sale or other disposition (including payments of principal) of, Certificates held by or through certain foreign financial institutions (including investment funds) that do not qualify for an exemption from these rules, unless the institution either (i) enters into, and complies with, an agreement with the IRS to undertake certain diligence and to report, on an annual basis, information with respect to interests in, and accounts maintained by, the institution that are owned by certain U.S. persons and by certain non-U.S. entities that are wholly or partially owned by U.S. persons and to withhold 30% on certain payments, or (ii) if required under an intergovernmental agreement between the United States and an applicable foreign country, undertakes such diligence and reports such information to its local tax authority, which will exchange such information with the U.S. authorities. An intergovernmental agreement between the United States and an applicable foreign country, or future Treasury Regulations or other guidance, may modify these requirements. Accordingly, the entity through which the Certificates are held will affect the determination of whether such withholding is required. Similarly, in certain circumstances, payments of interest in respect of, and, after December 31, 2018, gross proceeds from the sale or other disposition of, Certificates held by or through a non-financial foreign entity that does not qualify under certain exemptions generally will be subject to withholding at a rate of 30%, unless such entity either (a) certifies that such entity does not have any "substantial United States owners" or (b) provides certain information regarding the entity's "substantial United States owners," which will be provided to the IRS, as required. Prospective Bondholders should consult their tax advisors regarding the possible implications of these rules on their investment in the Certificates.

THE PRECEDING DISCUSSION OF CERTAIN U.S. FEDERAL INCOME CONSIDERATIONS IS FOR GENERAL INFORMATION ONLY AND IS NOT TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR AS TO THE TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE CERTIFICATES, INCLUDING THE EFFECT AND APPLICABILITY OF (I) U.S. FEDERAL, STATE, LOCAL OR FOREIGN TAX LAWS, (II) GIFT AND ESTATE TAX LAWS, AND (III) ANY INCOME TAX TREATY.

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OTHER RELEVANT INFORMATION

Ratings

The Certificates are rated "Aa1" by Moody's Investors Service, Inc., "AAA" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, ("S&P") and "AAA" by Fitch Ratings. The City's presently outstanding tax supported debt of the City has underlying ratings of "Aa1" by Moody's, "AAA" by S&P and "AAA" by Fitch.

An explanation of the significance of such ratings may only be obtained from the rating agency furnishing the same. The City furnished to such rating agencies the information contained in this Official Statement and certain publicly available materials and information about the City. Generally, rating agencies base their ratings on such materials and information, as well as investigations, studies, and assumptions of the rating agencies. Such ratings may be changed at any time, and no assurance can be given that they will not be revised downward or withdrawn entirely by either or both of such rating agencies if, in the judgment of either or both, circumstances so warrant. Such circumstances may include, without limitation, changes in or unavailability of information relating to the City. Any such downward revision or withdrawal of either of such ratings may have an adverse effect on the market price of the Certificates.

Litigation

The City is currently involved in several lawsuits in which some liability is probable. The potential liability as of September 30, 2015, cannot be determined. Pursuant to the Texas Tort Claims Act, damages would be capped at $250,000.

The City is currently involved in an employment lawsuit in which the plaintiff alleges that the City's termination of an Arlington police officer was a violation of the City's personnel policies. The plaintiff elected to appeal his termination to an arbitrator. The arbitrator ruled that the officer be reinstated with back pay. The City appealed the arbitrator's decision. The Court ordered the City to reinstate the officer provided he passes certain requirements, which he has done. In June 2014, the court ruled to award the officer $164,471 in back pay, but the City has appealed the ruling. In August 2015, the Fort Worth Court of Appeals issued an opinion requiring the trial court to set aside the judgment in accordance with the Court of Appeals' decision. Thus, the case is returning to the trial court for further proceedings. It is uncertain whether "set aside" requires the trial judge to uphold the termination or order another arbitration. Liability with regard to the officer's back wages is probable. To the extent owed, back pay continues to accrue and a $277,000 accrual has been recorded at September 30, 2015.

Various other claims and lawsuits are pending against the City. In the opinion of City management, the potential losses, in excess of APFA limitations (see Note 13 of the City's audited basic financial statements) of insurance coverage, if any, on all claims will not have a materially adverse effect on the City's financial position as a whole.

Legal Matters

The City will furnish a complete transcript of proceedings had incident to the authorization and issuance of the Certificates, including the unqualified approving legal opinion of the Attorney General of Texas approving the Initial Certificates and to the effect that the Certificates are valid and legally binding special obligations of the City, and based upon examination of such transcript of proceedings, the approving legal opinion of Bond Counsel, to like effect and to the effect that the interest on the Certificates will not be excludable from gross income for federal income tax purposes under existing law and subject to the matters described under "TAX MATTERS" herein. The customary closing papers, including a certificate to the effect that no litigation of any nature has been filed or is then pending to restrain the issuance and delivery of the Certificates, or which would affect the provision made for their payment or security, or in any manner questioning the validity of said Certificates will also be furnished. Bond Counsel was not requested to participate, and did not take part, in the preparation of the Notice of Sale and Bidding Instructions, the Official Bid Form and the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the Certificates in the Official Statement to verify that such description conforms to the provisions of the Ordinance. The legal fee to be paid Bond Counsel for services rendered in connection with the issuance of the Certificates is contingent on the sale and delivery of the Certificates. The legal opinion will accompany the Certificates deposited with DTC or will be printed on the Certificates in the event of the discontinuance of the Book-Entry- Only System.

Registration and Qualification

The sale of the Certificates has not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon exemptions provided therein; the Certificates have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Certificates been registered or qualified under the securities act of any jurisdiction. The City assumes no responsibility for registration or qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be offered, sold, assigned, pledged, hypothecated, or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Certificates shall not be construed as an interpretation of any kind with regard to the availability of any exemptions from securities registration or qualification provisions.

Initial Purchaser of the Certificates

After requesting competitive bids for the Certificates, the City accepted the bid of Citigroup Global Markets, Inc. (the "Certificates Initial Purchaser") to purchase the Certificates at the interest rates shown on page (iii) of the Official Statement at a price of 99.86% of par. The Certificates Initial Purchaser can give no assurance that any trading market will be developed for the Certificates after their sale by the City to the Certificates Initial Purchaser. The City has no control over the price at which the Certificates are subsequently sold and the initial yield at which the Certificates will be priced and reoffered will be established by and will be the responsibility of the Certificates Initial Purchaser.

Financial Advisor

Estrada Hinojosa & Company, Inc. is employed as Financial Advisor to the City in connection with the issuance of the Certificates. The Financial Advisor's fee for services rendered with respect to the sale of the Certificates is contingent upon the issuance and delivery of the Certificates. Estrada Hinojosa & Company, Inc., in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Certificates, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. The Financial Advisor to the City has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the City and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

Forward - Looking Statements

The statements contained in this Official Statement and in any other information provided by the City that are not purely historical are forward-looking statements, including statements regarding the City's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the City on the date hereof, and the City assumes no obligations to update any such forward-looking statements. It is important to note that the City's actual results could differ materially from those in such forward-looking statements.

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

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Certification of the Official Statement

At the time of payment for and delivery of the Certificates, the Purchasers of the Certificates will be furnished a certificate, executed by proper officers, acting in their official capacity, to the effect that to their knowledge and belief: (a) the descriptions and statements of or pertaining to the City contained in this Official Statement and any addenda, supplement or amendment thereto, for its Certificates, on the date of such Official Statement, on the date of sale of said Certificates and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; (c) insofar as the descriptions and statements, including financial data, of or pertaining to entities other than the City and their activities contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City, since September 30, 2015, the date of the last audited financial statements of the City appearing in the Official Statement.

Miscellaneous

The financial data and other information contained herein have been obtained from the City's records, audited financial statements and other sources which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents and resolutions contained in the Official Statement are made subject to all of the provisions of such statutes, documents and resolution. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

The Ordinance authorizing the issuance of the Certificates also approves the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorize its further use in the reoffering of the Certificates by the Initial Purchasers.

/s/ W. JEFF WILLIAMS
Mayor
City of Arlington, Texas

ATTEST:

/s/ MARY SUPINO
City Secretary
City of Arlington, Texas

APPENDIX A

GENERAL INFORMATION REGARDING THE CITY

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THE CITY OF ARLINGTON

The City

The City is located in the eastern part of Tarrant County, equidistant between Dallas and Fort Worth on Interstate Highways 20 and 30, which are limited access highways. The City's location places it at the geographical center of the Dallas-Fort Worth metropolitan area. The land area of the City contained within its corporate boundaries is approximately 99.5 square miles.

The City was incorporated January 17, 1920, under the provisions of the Home Rule Amendment to the Texas State Constitution. The City provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and wastewater utilities, and general administrative services.

General

The City operates under the Council-Manager form of government as established by its Charter. There is a nine member City Council (the "Council") vested with local legislative power. Three council members and the Mayor are elected "at large" and five council members are elected in five single member districts. All members of the Council are elected for terms of two years, with the elections being held in even/odd years for approximately half the seats. The Council elects both a Mayor Pro Tem and a Deputy Mayor Pro Tem from among its members.

Mayor and City Council

Policy-making and supervisory functions are the responsibility of and are vested in the Council under provisions of the City Charter. Ordinance, resolutions and zoning decisions are presented at Council meetings at 6:30 p.m. on the second and fourth Tuesday of each month. Council meetings are broadcast on the local cable public access station and webcast. A simple majority of the Council constitutes a quorum. The Mayor is required to vote on all matters considered by the Council, but has limited power to veto Council actions that can be overridden by simple majority action of the Council.

Administration

The City Manager is the administrative head of the municipal government and carries out the policies of the Council. With the assistance of three Deputy City Managers, he coordinates the functions of the various municipal agencies and departments responsible for the delivery of services to residents. The City Manager is appointed by the Council and serves at the pleasure of the Council.

Excluding the positions and offices of the City Attorney, City Auditor and certain others whose appointments are reserved for Council action, the City Manager appoints and removes all City employees. The City Manager exercises control over all City departments and divisions and supervises their personnel; recommends Council legislative actions; advises Council on the City's financial conditions and needs; prepares and submits to Council the annual budget; and performs such duties required by Council.

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ECONOMIC AND DEMOGRAPHIC FACTORS

Population

Population and Rates of Change
Arlington and the United States
Selected Years

Year		Arlington	Annual Rate of Change	United States	Annual Rate of Change
1980	(1)	160,113	7.66%	226,545,805	1.15%
1990	(1)	261,721	6.35%	248,765,170	0.98%
2000	(1)	332,969	2.72%	281,421,906	1.31%
2010	(1)	365,438	0.98%	308,745,538	0.97%
2011	(2)	365,530	0.03%	312,697,481	1.28%
2012	(2)	365,860	0.09%	316,700,009	1.28%
2013	(2)	365,930	0.02%	320,753,769	1.28%
2014	(2)	369,508	0.98%	324,859,417	1.28%
2015	(2)	369,592	0.02%	329,017,618	1.28%
2016	(2)	370,367	0.21%	333,229,043	1.28%

Source: U.S. Dept. of Commerce, U.S. Census, and the Community Development and Planning Department Estimates.
(1) Actual Census population.
(2) Estimated population from the United States is calculated at 1.28% annual growth rate, per the United States Census Bureau.

Employment

Employment date for the City, Texas, and the United States is shown below.

Unemployment Rate
Annual Average Rates
2011 to 2015

	January 2016	January 2015	January 2014	January 2013	January 2012
Arlington	3.8%	4.5%	6.0%	7.5%	7.1%
Texas	4.4%	4.7%	5.7%	6.9%	7.3%
United States	5.3%	6.1%	7.0%	8.5%	8.8%

Source: Texas Workforce Commission

Arlington Major Employers [(1)]

Employer	Type of Business	Number of employees
Arlington Independent School District	Public Education	8,200
University of Texas at Arlington	Higher Education	5,300
General Motors	Automobile Assembly	4,484
Texas Health Resources	Medical	4,063
Six Flags Over Texas	Amusement Park	3,800
The Parks Mall at Arlington	Retail	3,500
GM Financial	Automobile Financing	2,965
City of Arlington	Municipality	2,509
J.P. Morgan Chase	Banking Services	1,965
Texas Rangers Baseball Club	Major League Baseball	1,881
Total		**38,667**

(1) Arlington Chamber of Commerce. Includes part-time and peak seasonal employees.

Building Permits

	2015		2014		2013	
	Permits	**Declared Value**	**Permits**	**Declared Value**	**Permits**	**Declared Value**
New Single Family	388	$ 86,937,841	328	$ 135,154,940	580	$ 128,592,698
New Multifamily	6	43,345,523	-	-	-	-
New Commercial	142	128,197,757	143	150,605,419	125	94,840,703
Other (Residential and Commercial)	4,282	142,759,827	4,683	108,306,498	3,890	93,256,722
Grand Total	4,818	$ 401,240,948	5,154	$ 394,066,857	4,595	$ 316,690,123

Source: City of Arlington Building Inspections Division

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APPENDIX B

AUDITED BASIC FINANCIAL STATEMENTS OF THE CITY OF ARLINGTON FISCAL YEAR 2015

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GrantThornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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The Honorable Mayor, City Council and City Manager
The City of Arlington, Texas

Report on the financial statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Arlington, Texas (the "City") as of and for the year ended September 30, 2015, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Arlington Housing Authority or the Arlington Convention and Visitors Bureau, Inc. (the "component units"), discretely presented component units, which statements reflect 5%, 4%, and 93% of assets, net position, and revenues, respectively, of the aggregate discretely presented component units. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those component units, is based solely on the reports of the other auditors. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. The financial statements of the Arlington Convention and Visitors Bureau, Inc. were not audited in accordance with *Government Auditing Standards.*

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 City'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 City's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, based on our audit and the report of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Arlington, Texas as of September 30, 2015, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

As disclosed in Note 1.Q to the financial statements, the City adopted new accounting guidance in fiscal year 2015 related to the accounting for pensions. Our opinion is not modified with respect to this matter.

Other matters

Required supplementary information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis on pages 5 through 20, the Budgetary Comparison Schedule – General Fund, the Schedule of Changes in the City's Net Pension Liability – TMRS, the Schedule of Contributions – TMRS, the Schedule of Changes in the City's Net Pension Liability– Part-Time Deferred Income Trust Plan, the Schedule of Contributions – Part-Time Deferred Income Trust Plan, the Schedule of Funding Progress – Disability Income Plan, and the Schedule of Funding Progress – Postemployment Healthcare Plan on pages 77 through 83, be presented to supplement the basic financial statements. Such information, although not a required part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. This required supplementary information is the responsibility of management. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America. These limited procedures consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Grant Thornton

Supplementary information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The combining financial statements, individual fund budgetary comparison schedules, and the schedules of capital assets used in the operation of governmental funds listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other information

The introductory section and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other reporting required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report, dated February 29, 2016, on our consideration of the City's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City's internal control over financial reporting and compliance.

GRANT THORNTON LLP

Dallas, Texas
February 29, 2016

ARLINGTON℠

THE AMERICAN DREAM CITY

CITY OF ARLINGTON, TEXAS

Management's Discussion and Analysis
For the Year Ended September 30, 2015 (Unaudited)

The Management's Discussion and Analysis (MD&A) section of the City of Arlington's (City) Comprehensive Annual Financial Report presents a narrative overview and analysis of the financial activities and financial position of the City of the fiscal year ended September 30, 2015. Readers are encouraged to consider the information presented here in conjunction with additional information furnished in the letter of transmittal (p. vii - xi of report) and statistical section (p. 125 - 154 of report), as well as information found on the City's website at www.arlington-tx.gov including City Council's Priorities, the annual budget and business plan, and other community information. It should be noted that the Independent Auditors' Report describes the auditors' association with the various sections of this report and that all of the additional information from the website and other City sources is unaudited and has not been updated for events that may have occurred subsequent to the issuance of the respective report.

The financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) for local governments as prescribed by the Governmental Accounting Standards Board (GASB). The City has implemented GASB Statements No. 1 through 71.

FINANCIAL HIGHLIGHTS

The City implemented GASB statements relating to pension reporting during FY15. Implementation required the City to restate beginning net position for the current year and to begin recording the net pension liability on the government-wide financial statements. Beginning net position was restated as follows:

Activity Type	Net Position 9/30/14	Restated Net Position	Difference
Governmental	1,273,819	1,206,486	(67,333)
Business-type	670,363	664,043	(6,320)

Additional information regarding GASB 68 and 71 is included in Footnote 6 and in the Required Supplementary Information section. The net position of governmental activities **increased** by $18M during FY15. Net investment in capital assets and restricted net position remained the same as reported last year.

- The City's **increase** in total net position of $37.4M for the year was $43.5M higher than the $6.1M decrease reported last year. The increase is primarily related to increased revenues in property and sales tax, capital grants and contributions, and charges for services increase in the proprietary funds. The Water and Sewer Utility's net position increased by $19M in fiscal year 2015 compared to $14.3M in fiscal year 2014.

- The City's governmental funds reported combined ending fund balances of $286.8M, an **increase** of $6.3M over last year. This increase is due to a combination of:

  - An **increase** of $11M of fund balance restricted and committed for capital projects and an **increase** of $1.1M assigned to encumbrances.
  - A **decrease** of prepaids totaling $5.4M of nonspendable fund balance.
  - A **decrease** in unassigned General Fund balance of $.4M.

- The 2015 General Fund assigned fund balance was $56.3M with $.5M unassigned, an overall **increase** in the aggregate from prior year. In 2014, the comparable balances were $54.4M and $.9M. Fund balance assignment changes in the General Fund include decreases information technology and park performance of $.01M, and $.3M respectively. Increases to encumbrances, working capital, subsequent years' expenses, compensated absences and dispatch of $1.2M, .6M, .2M, .07M and .2M respectively were also noted.

- Total debt of $666.2M **decreased** $19M during the year. Debt issues in 2015 include $32.0M in Permanent Improvement Bonds and $36.8M in Permanent Improvement Refunding bonds, $11.9M in Water and Wastewater System Refunding bonds, $18.2M in Water and Wastewater System Revenue Bonds, Series 2015A and $.24M bonds related to the 2008 Texas Water Development Board (TWDB) Clean and Drinking Water Programs. Bond principal payments for 2015 total $107M on existing obligations with an additional $11.9M in principal refunded. Exclusive of Cowboy's Stadium debt, City of Arlington debt is allocated 65% for general government, with the remaining 35% to water, wastewater and storm water activities.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the City's basic financial statements. The City's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to the financial statements. This is the portion of the CAFR on which the auditors express an opinion. The report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements

The government-wide financial statements are designed to provide readers with a broad overview the City's finances, in a manner similar to a private-sector business.

The Statement of Net Position presents information on all of the assets, liabilities, deferred inflows and deferred outflows of resources, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position is improving or deteriorating. The Statement of Net Position combines governmental funds' current financial resources (short-term spendable resources) with additional accruals, capital assets and long-term obligations. Other non-financial factors should also be taken into consideration to assess the overall health or financial condition of the City, such as changes in the City's property tax base and the condition of the City's infrastructure.

The Statement of Activities presents information showing how the City's net position changed during the fiscal year. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused compensated absences). Both the Statement of Net Position and the Statement of Activities are prepared utilizing the accrual basis of accounting.

Both of the government-wide financial statements distinguish between functions of the City that are principally supported by taxes and intergovernmental revenues (governmental activities) from functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). In the aforementioned statements, the City's business is divided into three types of activities:

- Governmental Activities – Functions of the City that are principally supported by taxes and intergovernmental revenues are reported here including general government, public safety, public works, public health, parks and recreation, public welfare, convention and event services and interest and fiscal charges. Property taxes, sales taxes, and franchise fees provide the majority of funding for these activities, with the addition of charges for services, grants and contributions.

- Business-type Activities – Functions that are intended to recover all or a significant portion of their costs through user fees and charges are reported here. The City's water and sewer system and storm water utilities are reported here.

- Component Units – The City includes one blended component unit with financial activity in 2015 in its report – Arlington Property Finance Authority, Inc. For fiscal year 2015, the City includes six discretely presented component units in its report – Arlington Housing Authority (AHA), Arlington Convention and Visitors Bureau (ACVB), Arlington Housing Finance Corporation (AHFC), Arlington Tomorrow Foundation (ATF), Arlington Economic Development Corporation (new, no activity) and the Arlington Convention Center Development Corporation (ACCDC). Although legally separate, these component units are important because the City is financially accountable for them.

REPORTING THE CITY'S MOST SIGNIFICANT FUNDS

Fund Financial Statements

A fund is a self-balancing set of accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The fund financial statements provide detailed information about the most significant funds – not the City as a whole.

Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on current sources and uses of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. The majority of the City's basic services are reported in governmental funds. These funds are reported using the modified accrual basis of accounting, which measures cash and all other financial assets that can readily be converted into cash. The governmental fund statements provide a detailed short-term view of the City's general government operations and the basic services it provides. Governmental fund information helps determine whether there are more or fewer financial resources that can be spent in the near future to finance the City's programs. By comparing information presented for governmental funds with similar information presented for governmental activities in the government-wide statements, readers may better understand the long-term impact of the government's near-term financing decisions. The relationships or differences between governmental activities (reported in the Statement of Net Position and the Statement of Activities) and governmental funds are defined in a reconciliation following the fund financial statements.

The City maintains twenty-one individual governmental funds. Information is presented separately in the Governmental Funds Balance Sheet and in the Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances for the General Fund, Debt Service Fund, and the Streets Capital Projects Fund, all of which are considered to be major funds. Data from the other eighteen governmental funds are combined into a single, aggregate, nonmajor fund presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

Proprietary Funds

The City maintains two types of proprietary funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for its water and sewer and storm water utilities operations. The City uses its internal service funds to account for its fleet services, general services, and self-insurance functions. Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for the Water and Sewer and Storm Water Utilities funds. All internal service funds are combined into a single aggregated presentation in the proprietary fund financial statements. Individual fund data for internal service funds is provided in the form of combining statements elsewhere in the Comprehensive Annual Financial Report.

THE CITY AS TRUSTEE

Reporting the City's Fiduciary Responsibilities

The City is the trustee, or fiduciary, for several funds, including the Part-Time Deferred Income Trust, Thrift Savings Plan, and Disability Income Plan, as well as certain amounts held on behalf of developers, property owners and others. All of the City's fiduciary activities are reported in separate Statements of Fiduciary Net Position and Changes in Fiduciary Net Position. While individual funds are provided in the report, the assets and activities of these funds are excluded from the City's government-wide financial statements, because the City cannot use these assets to finance its operations.

NOTES TO THE FINANCIAL STATEMENTS AND OTHER INFORMATION

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. In addition to the basic financial statements and accompanying notes, this report presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension benefits and postemployment healthcare to the employees.

THE CITY AS A WHOLE – Government-wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. The City's combined net position was $1.9B as of September 30, 2015. The largest portion of the City's net position $1.7B (91%) reflects its investments in capital assets (e.g. land, building, equipment, improvements, and infrastructure), less any related debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide service to citizens; consequently these assets are not available for future spending, and with exception of business type assets, do not generate direct revenue for the City. They do represent, however, an obligation on the part of the City to maintain these assets into the future.

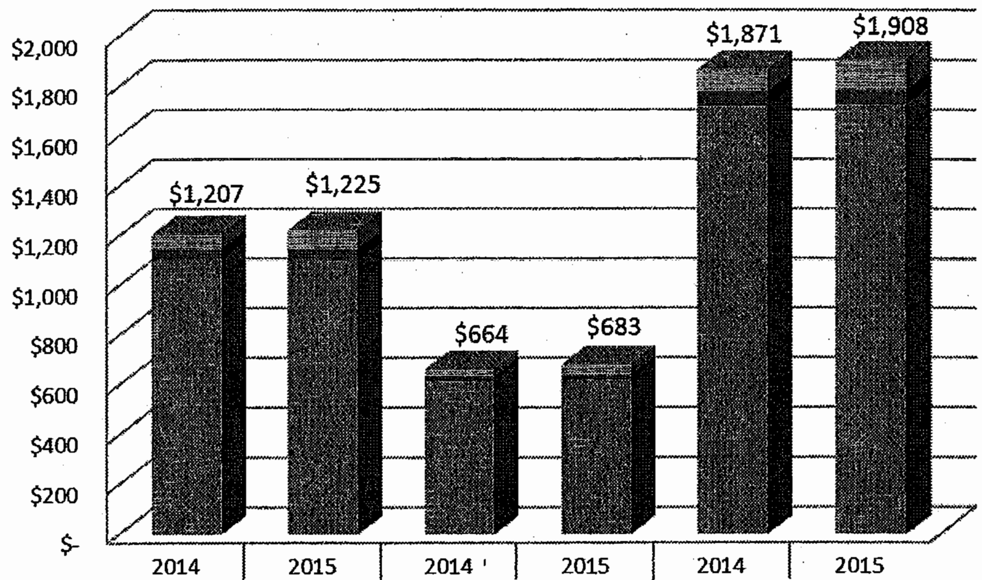
Table 1
Summary of Net Position
(Amounts Expressed in Millions)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2014	2015	2014	2015	2014	2015
Current and other assets	$357	$370	$135	$138	$492	$508
Capital assets	1,573	1,571	708	728	2,281	2,299
Deferred outflows of resources	6	32	1	4	7	36
Total assets and deferred outflows of resources	1,936	1,973	844	870	2,780	2,843
Long-term liabilities	656	666	152	160	808	826
Other liabilities	69	71	28	27	97	98
Deferred inflows of resources	4	11	-	-	4	12
Total liabilities and deferred inflows of resources	729	748	180	187	909	935
Net position:						
Net investment in capital assets	1,107	1,107	618	623	1,725	1,730
Restricted	42	42	16	15	58	57
Unrestricted	58	76	30	45	88	121
Total net position	$1,207	$1,225	$664	$683	$1,871	$1,908

Note: Fiscal Year 2014 amounts have been restated for the impact of GASB Statement No. 68.

Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Summary of Net Position(in Millions)

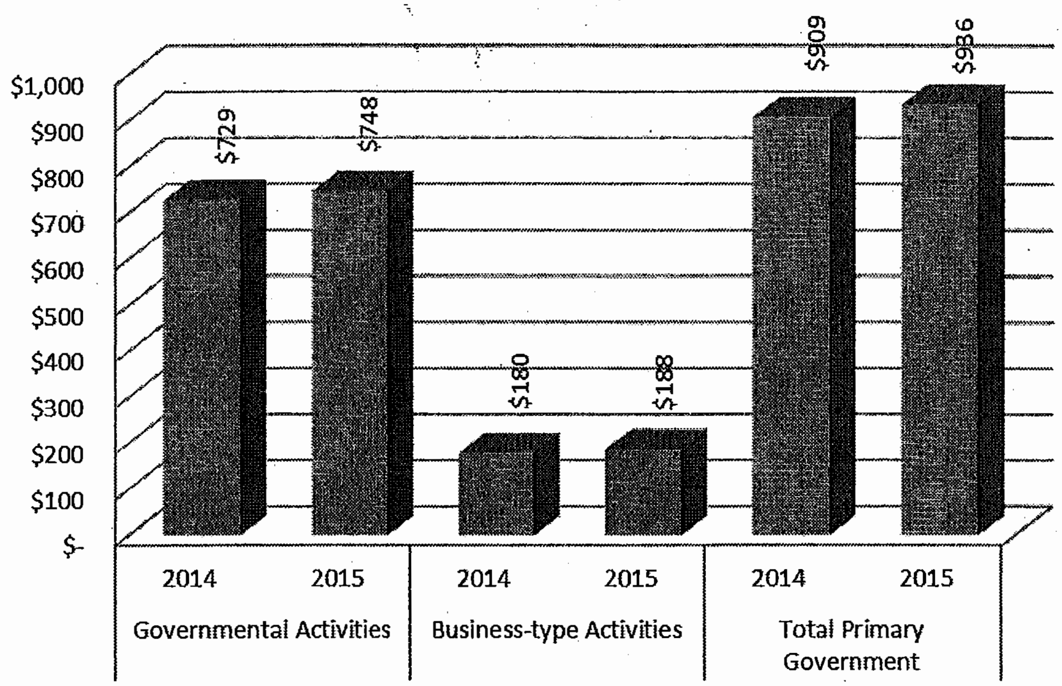


	Governmental Activities 2014	Governmental Activities 2015	Business-type Activities 2014	Business-type Activities 2015	Total Primary Government 2014	Total Primary Government 2015
Unrestricted	$58	$76	$30	$45	$88	$121
Restricted	$42	$42	$16	$15	$58	$57
Investment in Capital	$1,107	$1,107	$618	$623	$1,725	$1,730

Note: Fiscal Year 2014 amounts have been restated for the impact of GASB Statement No. 68.

An additional portion of the City's net position of $57M (3%) represents resources that are subject to external restriction on how they may be used. The remaining balance of unrestricted net position of $121M (6%) may be used to meet the government's ongoing obligations to citizens and creditors.

Summary of Liabilities and Deferred Inflows of Resources (in Millions)



Note: Fiscal Year 2014 amounts have been restated for the impact of GASB Statement No. 68.

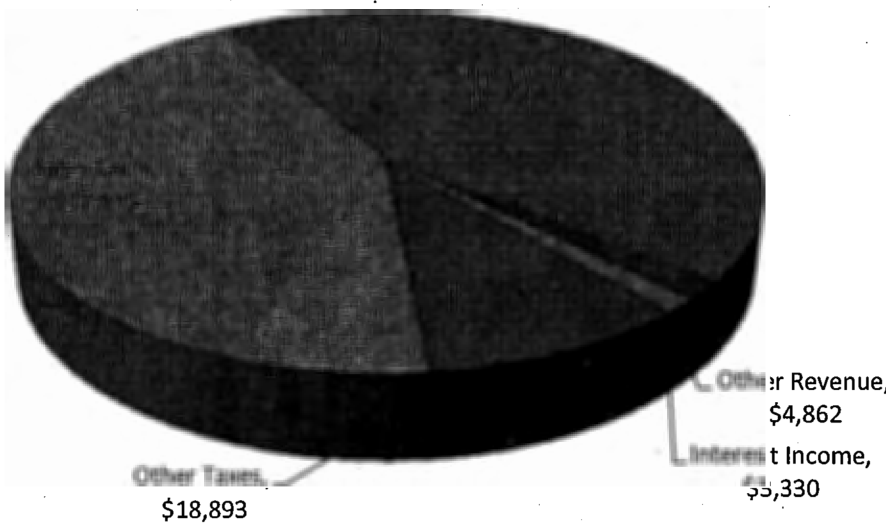
Liabilities and deferred inflows of resources increased from $836M to $935M for the total government, an increase of 11.8%. The increase, of which the majority is primarily shown in the governmental activities, results from the new GASB 68 requirement, in which the City is required to record the net pension liability of the City on the Statement of Net Position. Additional information on GASB 68 is discussed elsewhere in the notes to the financial statements

Governmental Activities

The City's general revenues increased compared to the prior year, increasing overall by 4.99%. Sales and property tax revenue accounted for the majority of the increase this year compared to last.

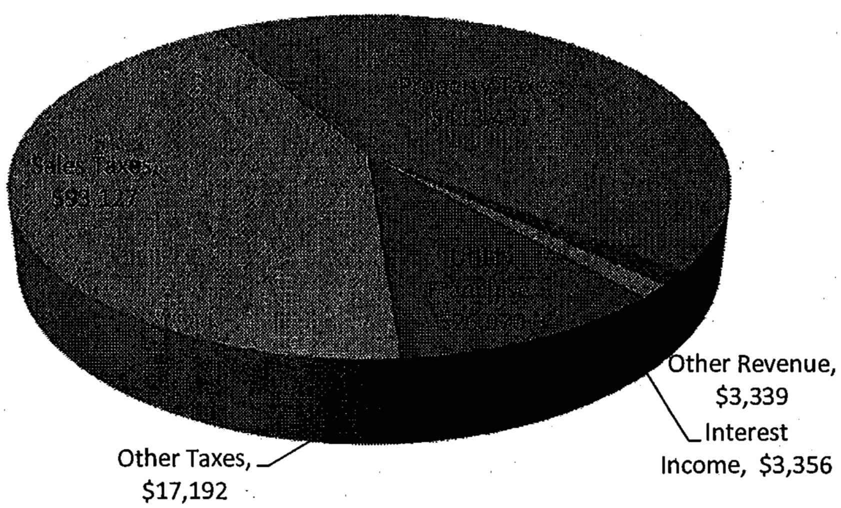
Property tax collections were up from the prior year by about $5.3M. The residential property values increased by 4.8%, while commercial property values increased by 2.3%. The City anticipates property values to increase with continued state of economic conditions. The property tax rate for 2015 was set at $0.6480 per $100 assessed valuation; remaining unchanged for the twelfth consecutive year.

2015 General Revenue
(in thousands)



Sales tax revenue increased by $4.8M, up 5.12% from the prior year. Consumer confidence continued to strengthen during the year and the dramatic drop in gasoline prices created more disposable income for the average consumer. The City also benefited from major events at AT&T Stadium and the Texas Rangers playoff berth. Taking these factors into consideration, strong sales tax collections in 2015 indicate the economy in Arlington is continuing to improve. Utility franchise fee collections decreased 1.8% in 2015, primarily due to decreased revenue for electrical and gas utilities.

2014 General Revenue
(in thousands)



Governmental activities increased the City's net position by $18.1M, and business-type activities increased net position by $19M, for a total increase of $37.1M. Changes from 2014 to 2015 are shown in Table 2.

Table 2
Changes in Net Position
(amounts expressed in thousands)

	Governmental Activities		Business-type Activities		Total	
	2014	2015	2014	2015	2014	2015
Revenues						
Program Revenues:						
Charges for services	$ 60,996	$ 62,095	$ 126,919	$ 136,030	$ 187,915	$ 198,125
Operating grants and contributions	9,953	12,700	-	-	9,953	12,700
Capital grants and contributions	4,910	10,479	3,136	1,148	8,046	11,627
General Revenues:					-	-
Taxes	223,751	235,573	-	-	223,751	235,573
Utility franchise fees	26,970	26,477	-	-	26,970	26,477
Interest income	3,356	3,330	348	564	3,704	3,894
Other	3,339	4,862	61	-	3,400	4,862
Total revenues	333,275	355,516	130,464	137,742	463,739	493,258
Expenses						
General government	74,183	69,680	-	-	74,183	69,680
Public Safety	146,899	142,489	-	-	146,899	142,489
Public Works	63,566	64,549	-	-	63,566	64,549
Public Health	2,740	2,849	-	-	2,740	2,849
Parks and recreation	34,075	33,410	-	-	34,075	33,410
Public welfare	11,558	10,019	-	-	11,558	10,019
Convention and event services	7,366	8,387	-	-	7,366	8,387
Interest and fiscal charges	28,703	22,299	-	-	28,703	22,299
Water, sewer and storm water	-	-	100,792	102,158	100,792	102,158
Total expenses	369,090	353,682	100,792	102,158	469,882	455,840
Increase (decrease) in net position before transfers	(35,815)	1,834	29,672	35,584	(6,143)	37,418
Transfers and capital contributions	15,355	16,535	(15,355)	(16,535)	-	-
Increase (decrease) in net position	(20,460)	18,369	14,317	19,049	(6,143)	37,418
Net Position, October 1	1,294,279	1,206,486	656,046	664,043	1,950,325	1,870,529
Impact of change in accounting principle	(67,333)	-	(6,320)	-	(73,653)	-
Net Position, September 30	$ 1,206,486	$ 1,224,855	$ 664,043	$ 683,092	$ 1,870,529	$ 1,907,947

Note: Fiscal Year 2014 amounts have been restated for the impact of GASB Statement No. 68.

Tax revenues were up $11.8M from 2014, largely attributable to strong sales tax revenues and property tax collections. Operating grants and contributions increased $2.7M compared to the prior year due increased revenue in the following special revenue funds: Urban Mass Transit, Home Investment Partnership, North Texas Council of Governments, and Gas Lease funds. Capital grants and contributions increased as a result of Library bond activity.

Overall, expenditures decreased approximately $14.0M (3%) from the prior year. Increases are primarily attributed to reclassification/equity adjustments, increased staffing and salary expenses. The decreases are primarily due to position vacancies, postponement of projects, and decrease in the amount of interest and fiscal charges in the current year.

The revenue increase of $7.3M in business activities (Water and Wastewater/Storm Water Utility) is largely a result of an increase in water sales and sewer service revenues in the current year. Increases in expenses were primarily for the cost of purchasing water and sewage treatment.

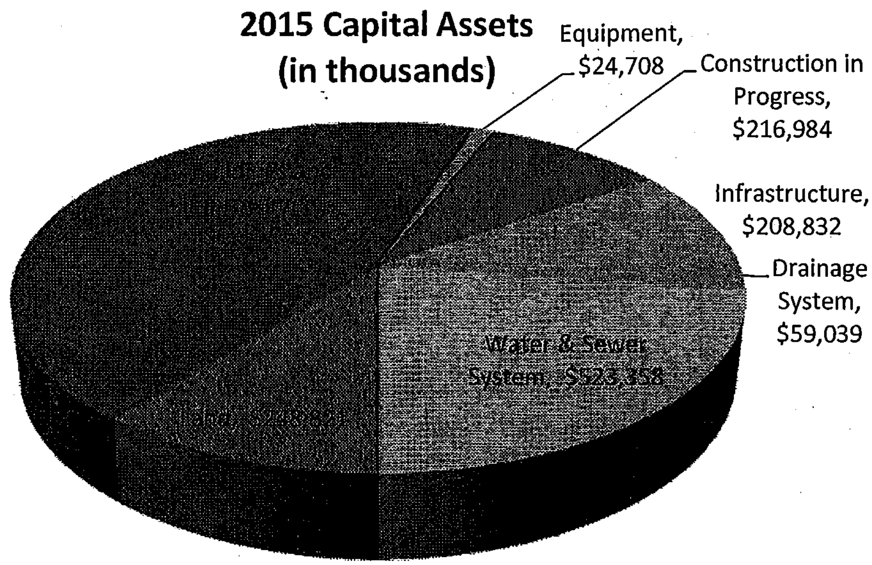
CAPITAL ASSET AND DEBT ADMINISTRATION

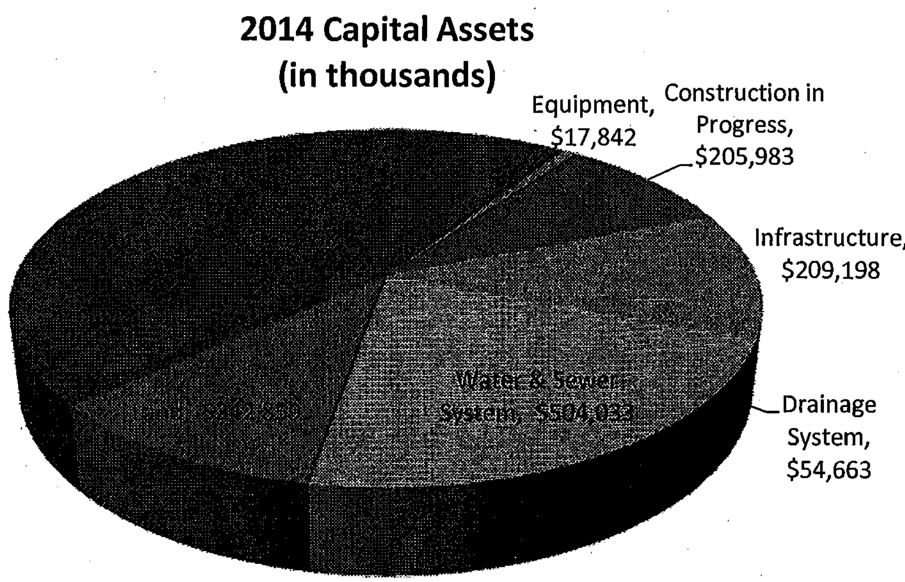
Capital Assets

At the end of the fiscal year 2015, the City had $2.3B invested in a broad range of capital assets. This amount is a slight increase from the prior fiscal year. Footnote 5 in the notes to the financial statements provides more detailed information regarding the City's capital asset activity.

Table 3
Capital Assets, net of Accumulated Depreciation
(in thousands)

	Governmental Activities		Business-type Activities		Total	
	2014	2015	2014	2015	2014	2015
Land	$ 221,319	$ 226,911	$ 21,540	$ 21,910	$ 242,859	$ 248,821
Buildings and improvements	1,043,746	1,016,389	1,422	1,364	1,045,168	1,017,753
Equipment	17,007	24,124	835	584	17,842	24,708
Construction in progress	80,814	95,045	125,169	121,939	205,983	216,984
Infrastructure	209,198	208,832	-	-	209,198	208,832
Drainage system	-	-	54,663	59,039	54,663	59,039
Water and sewer system	-	-	504,033	523,358	504,033	523,358
Totals	$1,572,084	$1,571,301	$707,662	$728,194	$2,279,746	$2,299,495

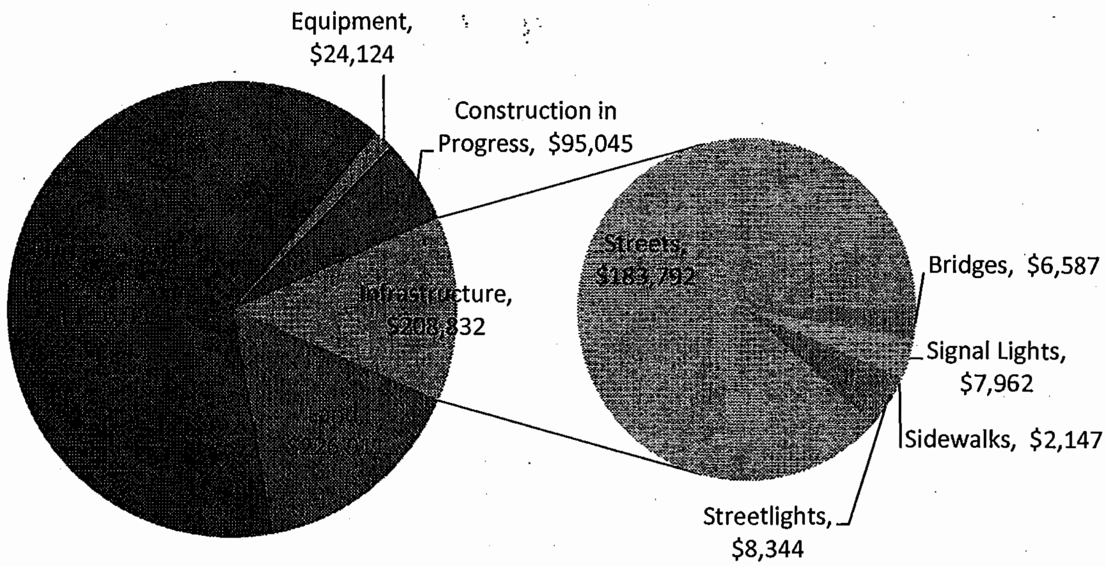




The City's governmental activities infrastructure investment, including accumulated depreciation, breaks down as follows (in thousands):

Asset	Book Value	Accumulated Depreciation	Net Value
Sidewalks	$ 65,802	$ (63,655)	$ 2,147
Streetlights	19,202	(10,858)	8,344
Streets	724,575	(540,783)	183,792
Bridges	32,097	(25,510)	6,587
Signal Lights	17,032	(9,070)	7,962
	$ 858,708	$ (649,876)	$ 208,832

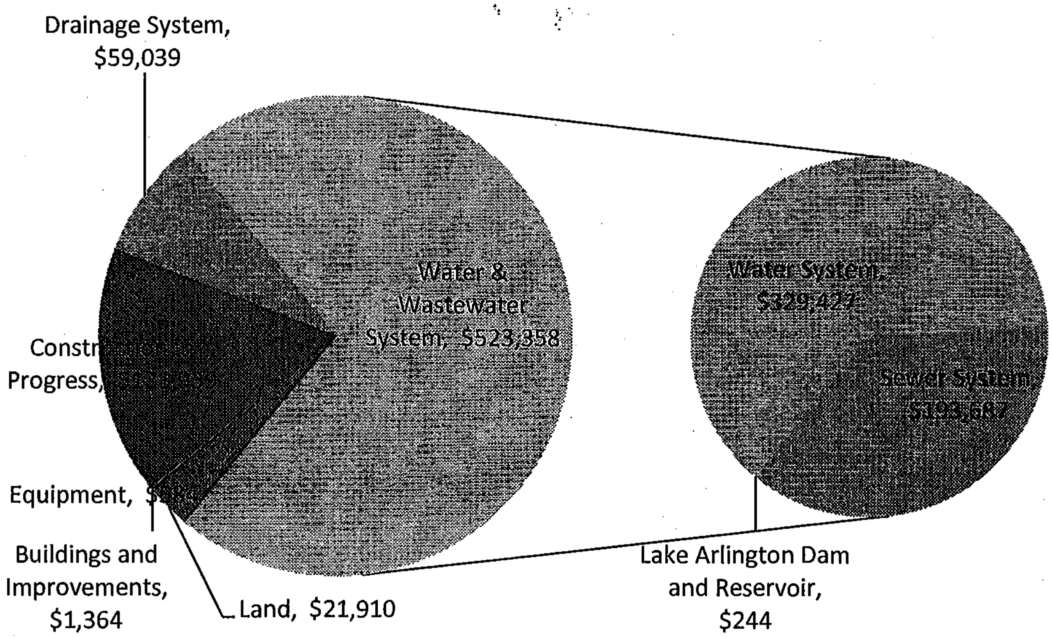
2015 Capital Assets – Governmental Infrastructure Detail (in thousands)



The City's water and sewer enterprise infrastructure investment, including accumulated depreciation, breaks down as follows (in thousands):

Asset	Book Value	Accumulated Depreciation	Net Value
Lake Arlington	$ 2,619	$ (2,375)	$ 244
Water System	510,377	(180,950)	329,427
Sewer System	290,792	(97,105)	193,687
	$ 803,788	$ (280,430)	$ 523,358

2015 Capital Assets – Enterprise Infrastructure Detail (in thousands)



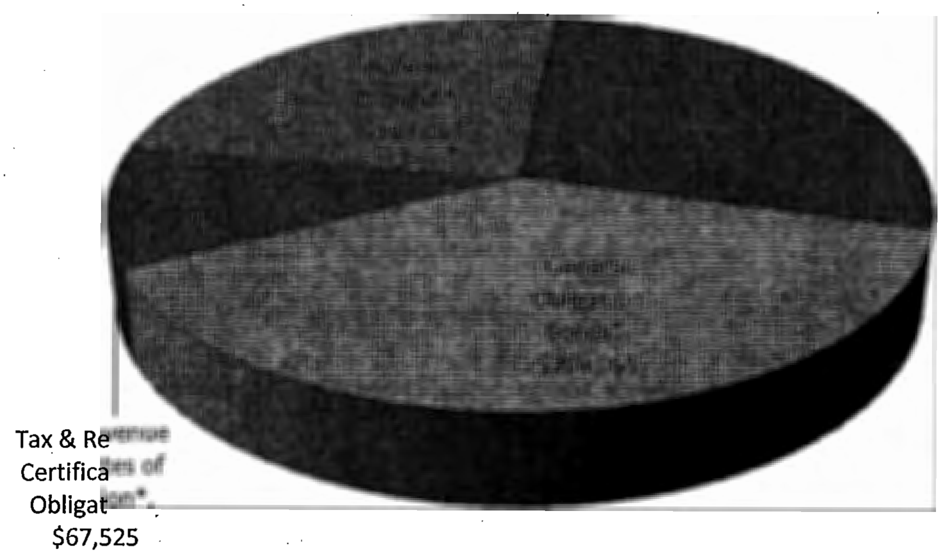
Major capital asset additions during the fiscal year include the following:

- Private developer capital contributions of $1.1M to the City's water and sewer infrastructure in connection with various residential and commercial developments
- Water and sewer system capital improvements and expansion of $27.4M
- Storm drainage system capital improvements and expansion of $26.5M
- Street construction projects capital outlay totaling $26.8M
- Improvements to parks and recreation facilities of $4.4M

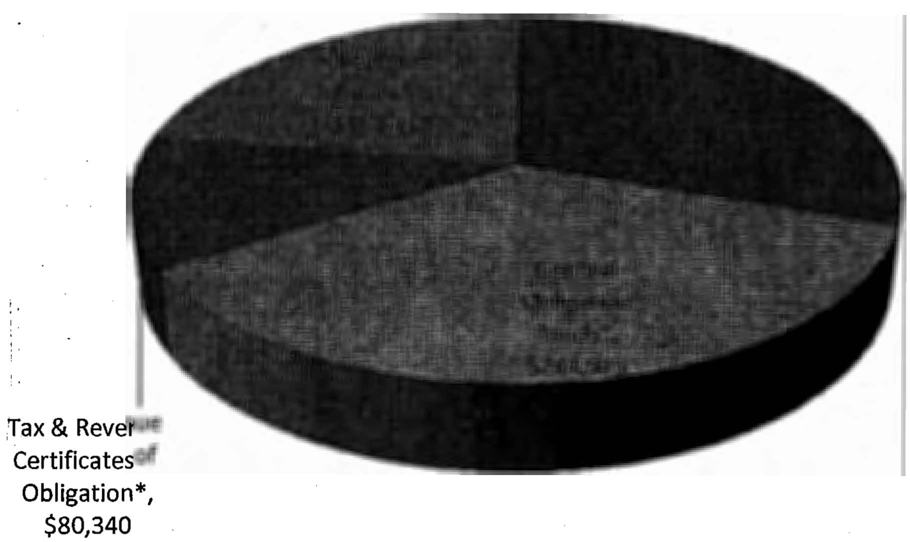
Debt

At year-end, the City had $666.1M in debt, a decrease of $18.9M from 2014. The City refunded $11.9M in water and wastewater system revenue bonds.

2015 Outstanding Debt (in thousands)



2014 Outstanding Debt (in thousands)



**Secured by City Tax Base*

***Secured by Water and Sewer or Drainage Revenue*

Table 4
Outstanding Debt
(Amounts Expressed in Thousands)

	Governmental Activities		Business-type Activities		Total Activities	
	2014	**2015**	**2014**	**2015**	**2014**	**2015**
General obligation bonds (backed by the City)	$ 244,975	$ 256,065	$ -	$ -	$ 244,975	$ 256,065
Combination tax and revenue certificates of obligation (backed by the City)	80,340	67,525	-	-	80,340	67,525
Special tax revenue bonds	206,305	183,515	-	-	206,305	183,515
Revenue bonds (backed by fee revenues)	-	-	153,490	159,055	153,490	159,055
	$ 531,620	$ 507,105	$ 153,490	$ 159,055	$ 685,110	$ 666,160

During the current fiscal year, the City issued $68.9M in Permanent Improvement and Refunding bonds to make various capital improvements, and to pay costs related to the issuance of the bonds. In 2015, the City issued $18.2M in Water and Sewer Revenue Bonds for the purpose of improving and expanding existing water and wastewater infrastructure. In 2015, the City issued $11.9M in Water and Wastewater System Revenue Refunding Bonds to refund outstanding obligations and pay costs associated with the sale of the bonds. Additionally, the City issued $.235M related to the 2008 debt issues held by the Texas Water Development Board (TWDB) as part of the TWDB Clean and Drinking Water Programs. Footnote 8 in the notes to the financial statements provides more detailed information regarding the City's long-term debt activity.

In 2015, the City's debt ratings were as follows by type and agency:

Type	Fitch	S&P	Moodys
City GO/CO - Tax Supported	AAA	AAA	Aa1
Water & Wastewater Revenue	AAA	AAA	Aa2
Storm Water Revenue		AAA	Aa2
Cowboys Complex Special Obligations	A+	A+	A1

General bonded debt per capita decreased from $892 in 2014 to $871 in 2015.

The City is permitted by Article XI, Section 5, of the State of Texas Constitution to levy taxes up to $2.50 per $100 assessed valuation for general governmental services including the payment of principal and interest on general obligation long-term debt. The current ratio of net bonded debt to assessed value of all taxable property is 1.75%.

The City maintains a self-insurance program for bodily injury, property damage, personal injury, advertising injury, regulatory injury and worker's compensation. Claims for worker's compensation over $500,000 per occurrence are covered by a private insurance company. Claim liabilities are actuarially determined and take into consideration claim experience, adjustment expenses, economic, and other factors which can vary considerably from year to year. Total estimated claims liability at September 30, 2015 was $9.05M.

THE CITY'S FUNDS

The governmental funds of the City reported a combined fund balance of $286.8M. The General Fund balance was $58M, an increase of $1.8M from prior year. The Debt Service fund balance increased $.1M, ending the year with $34.5M. The increase was a result of general obligation debt issuance and the refunding and retirement of principal on existing debt. Other changes in fund balances should be noted:

- Street Capital Projects fund spending increased in fiscal year 2015, up from $22M to $26.7M. The $26.7M in capital outlay was offset by capital contributions of $5M and a debt issuance of $25.6M, resulting in a $3.9M increase in fund balance.

- The City's water and sewer fund net position of $595M increased by $13.8M in the current year. The increase in net position is primarily due to increased operating revenues exceeding expenses by $28M.

- The Storm Water Utility fund, created in 2009 to address the City's need to manage issues associated with storm water runoff, saw an increase of $5.5M to net position in 2015; storm water fee revenues exceeded fund expenses by $7.1M, increasing net position to $91.3M at the end of the fiscal year.

GENERAL FUND BUDGET HIGHLIGHTS

During fiscal year 2015, there were no budget amendments in the General Fund.

Actual expenditures on a budgetary basis of $212.9M were slightly less than budgeted expenditures of $222.8M. Position vacancies resulted in significant salary and benefit savings in the fund.

Revenues on a budgetary basis were higher than the budgeted amount of $224.2M by $.9M. Taxes, licenses and permits, leases, rents, and concessions, and service charges were higher than expected by $.8M, $1.3M, $1.7M and $1.1M respectively. Utility franchise fees were down due to decreased electrical and gas utility revenues. In addition, decreased red light camera violations revenue resulted in lower than budgeted revenues in fines and forfeitures. Building permit and gas well fees accounted for most of the licenses and permit fees decreases.

ECONOMIC FACTORS AND FISCAL YEAR 2016

Each year, the City Council and appointed officials consider many factors when setting the fiscal year's budget, tax rates, and fees that will be charged for the business-type activities. The City of Arlington continues to see the need for services and programs outpacing economic growth. While the City has experienced some growth over the past several years, the City must constantly innovate, improve processes, and search for prudent opportunities for investment. General Fund property tax revenues increased to $118.8M and sales taxes were strong in 2015. Nevertheless, City Council and management remain committed to prudent, conservative fiscal planning. Key budget priorities in 2016 are:

- Invest in our economy
- Enhance regional mobility
- Put technology to work
- Champion great neighborhoods
- Support quality education

The City's total General Fund revenues and transfers for 2016 are budgeted at $223.5M, and total General Fund expenditures are expected to be $221.9M, an net decrease of $.9M over 2015.

The General Fund's largest single revenue source is property taxes. This revenue represents 37% of the General Fund budget. The property tax rate for 2016 is $0.6480 per $100 valuation, unchanged since 2004. The tax rate is broken into two pieces, operations and maintenance, $0.4460 per $100 valuation, to the General Fund, and interest and sinking, $0.2020 per $100 valuation, for debt service. The General Fund property tax revenue for 2016 is estimated to be $83.5M, up $4.9M (6.28%) from last year's estimate.

The City's portion of the local 8 cent sales tax rate is one and three-quarter cents. The General Fund receives one cent, one-quarter cent is dedicated to the Street Maintenance Fund, and one-half cent provides for debt service for the AT&T Stadium debt. Sales tax revenue for the General Fund for fiscal year 2016 is estimated at $58.8M, an increase from 2015 collections.

The City's Water and Sewer Fund accounts for nearly 30% of the City's revenue. The mission of the Water Utilities Department is to provide a continuous supply of high quality drinking water and ensure safe disposal of wastewater in a responsive, cost-effective manner while continuing to improve service to citizens and planning for future needs. The largest revenue sources for the Water and Sewer Fund is water sales and wastewater treatment budgeted at $67.8M and $55.1M respectively for FY 2016. The City maintains a rate structure designed to ensure that each category of service is self-supporting.

Details of the City of Arlington Fiscal Year 2016 Operating Budget can be accessed on the City's website: www.arlingtontx.gov.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, investors, and creditors with a general overview of the City's finances and to show the City's fiscal accountability. If you have questions about this report or need additional information, contact Amy Trevino, Controller (amy.trevino@arlingtontx.gov), in the Finance Department, at the City of Arlington, 101 S. Mesquite St., Suite 800, Arlington, TX 76010. The City is also an active member of MSRB's Electronic Municipal Market Access (EMMA), which keeps the Arlington CAFR on file. Additionally, the CAFR can be found on the City's website at www.arlingtontx.gov.

CITY OF ARLINGTON, TEXAS
STATEMENT OF NET POSITION
AS OF SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Primary Government			
	Governmental Activities	Business-type Activities	Total	Component Units
ASSETS				
Cash and cash-like investments	$ 282,705	$ 35,441	$ 318,146	$ 9,895
Investments	-	-	-	100,732
Land Held for Resale	7,654	-	7,654	-
Receivables (net of allowance for uncollectibles):				
Taxes	5,670	-	5,670	-
Sales taxes	17,323	-	17,323	-
Trade accounts	3	10,210	10,213	-
Franchise fees	6,754	-	6,754	-
Unbilled trade accounts	-	7,755	7,755	-
Loan receivable	-	1,833	1,833	-
Special assessments	137	-	137	-
Accrued interest	1,166	-	1,166	-
Ballpark lease	12,367	-	12,367	-
Settlement agreement	7,714	-	7,714	-
Other	3,965	121	4,086	683
Internal balances	2,807	(2,807)	-	-
Due from other governments	5,863	-	5,863	-
Inventory of supplies	1,493	1,230	2,723	-
Prepaid expenses	5,894	-	5,894	25
Net other post employment benefit asset	459	-	459	-
Restricted assets-				
Bond contingency-				
Investments	-	14,822	14,822	-
Capital construction-				
Investments	-	58,670	58,670	-
Escrow	-	2,205	2,205	-
Meter deposits-				
Investments	-	5,351	5,351	-
Loan receivable	-	3,667	3,667	-
Closure/Post-closure trust fund				
Investments	7,703	-	7,703	-
Capital Assets-				
Land	226,911	21,910	248,821	-
Buildings and improvements	1,294,861	2,833	1,297,694	563
Water and sewer system	-	803,789	803,789	-
Machinery and equipment	105,727	11,909	117,636	1,270
Infrastructure	858,708	-	858,708	-
Drainage systems	-	96,435	96,435	-
Construction in progress	95,045	121,939	216,984	-
Accumulated depreciation	(1,009,951)	(330,621)	(1,340,572)	(1,385)
Total Assets	1,940,978	866,692	2,807,670	111,783
DEFERRED OUTFLOWS OF RESOURCES				
Deferred loss on debt refunding	7,241	2,147	9,388	-
Deferred outflow-Contributions Pension	16,024	1,193	17,217	-
Deferred outflow-Investment Earnings Pension	8,524	635	9,159	-
Total Assets and Deferred Outflows of Resources	1,972,767	870,667	2,843,434	111,783

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF NET POSITION
AS OF SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Primary Government			
	Governmental Activities	Business-type Activities	Total	Component Units
LIABILITIES				
Accounts payable and accrued liabilities	$ 25,953	$ 4,069	$ 30,022	$ 2,362
Retainage payable	1,741	-	1,741	-
Accrued interest	2,743	-	2,743	-
Payable from restricted assets-				
Accounts payable and accrued liabilities	-	2,511	2,511	-
Retainage payable	-	1,445	1,445	-
Accrued interest	-	1,654	1,654	-
Meter deposits	-	5,351	5,351	-
Non-current liabilities				
Due within one year:				
Estimated claims payable	4,309	-	4,309	-
General obligation and certificates of obligation debt	31,985	-	31,985	-
Special tax revenue debt	1,975	-	1,975	-
Accrued compensated absences	1,445	152	1,597	-
Revenue bonds	-	11,543	11,543	-
Capital lease obligation	996	-	996	-
Due in more than one year:				
Estimated claims payable	4,736	-	4,736	-
Net other post-employment benefit obligation	36,620	-	36,620	-
General obligation and certificates of obligation debt	300,973	-	300,973	-
Special tax revenue debt	183,074	-	183,074	-
Landfill closure accrued liabilities	7,703	-	7,703	-
Accrued compensated absences	26,783	1,906	28,689	-
Revenue bonds	-	151,096	151,096	-
Net pension liability	97,355	7,249	104,604	-
Capital lease obligation	8,864	-	8,864	-
Total Liabilities	737,255	186,976	924,231	2,362
DEFERRED INFLOWS OF RESOURCES				
Deferred inflow-actuarial assumption pension	8,047	599	8,646	-
Deferred inflow - lease & settlement agreements	2,610	-	2,610	12
Total Liabilities and Deferred Inflows of Resources	747,912	187,575	935,487	2,374
NET POSITION				
Net investment in capital assets	1,106,327	622,780	1,729,107	448
Restricted for debt service	34,526	14,947	49,473	-
Restricted for use of impact fees	7,623	-	7,623	-
Restricted for housing assistance	-	-	-	7
Restricted for endowments	-	-	-	104,742
Unrestricted	76,379	45,365	121,744	4,212
Total Net Position	$ 1,224,855	$ 683,092	$ 1,907,947	$ 109,409

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

ARLINGTON℠

THE AMERICAN DREAM CITY

CITY OF ARLINGTON, TEXAS
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

		Program Revenues		
Functions/Programs	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Primary Government:				
Governmental Activities:				
General government	$ 69,680	$ 25,617	$ 520	$ 5,744
Public safety	142,489	17,957	5,489	-
Public works	64,549	1,585	183	4,685
Public health	2,849	3,508	148	-
Parks and recreation	33,410	10,356	-	50
Public welfare	10,019	220	6,360	-
Convention and event services	8,387	2,852	-	-
Interest and fiscal charges	22,299	-	-	-
Total Governmental Activities	353,682	62,095	12,700	10,479
Business-Type Activities:				
Water and sewer	97,118	123,870	-	1,148
Storm water utility	5,040	12,160	-	-
Total Business-Type Activities	102,158	136,030	-	1,148
Total Primary Government	$ 455,840	$ 198,125	$ 12,700	$ 11,627
Component Units:				
Arlington Housing Authority	$ 26,906	$ -	$ 26,820	$ -
Arlington Convention and Visitors Bureau	5,356	5,354	-	-
Arlington Tomorrow Foundation	7,290	-	-	-
Arlington Housing Finance Corporation	8	-	4	-
Arlington Industrial Development Corporation	3	-	-	-
Arlington Convention Center Development Corp	4,565	-	-	4,565
Arlington Economic Development Corp	-	-	-	-
Total Component Units	$ 44,128	$ 5,354	$ 26,824	$ 4,565

General Revenues:
Property taxes
Sales taxes
Criminal justice tax
State liquor tax
Bingo tax
TIF/TIRZ
Occupancy tax
Franchise fees based on gross receipts
Interest
Net increase (decrease) in fair value of investments
Other
Transfers
Total general revenues and transfers
Change in net position
Net position - beginning (as restated)*
Net position - ending

The notes to the financial statements are an integral part of this statement.
* Footnote I.Q. provides additional information regarding restatement of net position.

Governmental Activities	Business-type Activities	Total	Component Units
Net (Expense) Revenue and Changes in Net Position			
Primary Government			
$ (37,799)	$ -	$ (37,799)	$ -
(119,043)	-	(119,043)	-
(58,096)	-	(58,096)	-
807	-	807	-
(23,004)	-	(23,004)	-
(3,439)	-	(3,439)	-
(5,535)	-	(5,535)	-
(22,299)	-	(22,299)	-
(268,408)	-	(268,408)	-
-	27,900	27,900	-
-	7,120	7,120	-
-	35,020	35,020	-
$ (268,408)	$ 35,020	$ (233,388)	$ -
$ -	$ -	$ -	$ (86)
-	-	-	(2)
-	-	-	(7,290)
-	-	-	(4)
-	-	-	(3)
-	-	-	-
-	-	-	-
$ -	$ -	$ -	$ (7,385)
118,785	-	118,785	2,610
97,895	-	97,895	-
421	-	421	-
1,817	-	1,817	-
85	-	85	-
6,470	-	6,470	-
10,100	-	10,100	-
26,477	-	26,477	-
3,330	465	3,795	-
(294)	99	(195)	(5,124)
5,156	-	5,156	599
16,535	(16,535)	-	-
286,777	(15,971)	270,806	(1,915)
18,369	19,049	37,418	(9,300)
1,206,486	664,043	1,870,529	118,709
$ 1,224,855	$ 683,092	$ 1,907,947	$ 109,409

CITY OF ARLINGTON, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
AS OF SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	General	Debt Service	Street Capital Projects	Other Nonmajor Funds	Total Governmental Funds
ASSETS					
Cash and cash-like investments	$ 49,134	$ 28,577	$ 68,740	$ 122,110	$ 268,561
Land held for resale	-	-	-	7,654	7,654
Closure/Post-closure restricted cash	7,703	-	-	-	7,703
Receivables (net of allowance for uncollectibles)					
Taxes	3,000	642	-	2,028	5,670
Sales taxes	9,899	4,949	-	2,475	17,323
Franchise fees	6,754	-	-	-	6,754
Special assessments	-	-	137	-	137
Accrued interest	808	358	-	-	1,166
Lease and settlement agreements	20,081	-	-	-	20,081
Other	3,156	-	-	731	3,887
Due from other funds	4,537	-	-	-	4,537
Due from other governments	-	-	-	5,863	5,863
Inventory of supplies, at cost	1,207	-	-	240	1,447
Prepaid Expenditures	71	-	-	5,740	5,811
Total Assets	$ 106,350	$ 34,526	$ 68,877	$ 146,841	$ 356,594
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES					
Liabilities:					
Accounts payable and accrued liabilities	$ 11,654	$ -	$ 2,397	$ 11,406	$ 25,457
Retainage payable	3	-	1,219	519	1,741
Due to other funds	-	-	-	4,537	4,537
Closure/Post-closure trust fund	7,703	-	-	-	7,703
Total Liabilities	19,360	-	3,616	16,462	39,438
Deferred inflows of resources:					
Taxes	2,650	-	-	-	2,650
Landfill lease	4,344	-	-	-	4,344
Gas lease	-	-	-	141	141
Lease and settlement agreements	20,081	-	-	-	20,081
Unearned	1,892	-	137	1,071	3,100
Total Deferred Inflows of Resources	28,967	-	137	1,212	30,316
Fund Balances:					
Nonspendable:					
Inventory	1,207	-	-	240	1,447
Prepaids	71	-	-	5,740	5,811
Restricted for:					
Debt service	-	34,526	-	-	34,526
Capital projects	-	-	65,124	43,975	109,099
Special revenue	-	-	-	25,573	25,573
Committed to:					
Utility rate case	500	-	-	-	500
Capital projects	-	-	-	27,516	27,516
Special revenue	-	-	-	25,534	25,534
Assigned to:					
Encumbrances	5,598	-	-	-	5,598
Working capital	18,162	-	-	-	18,162
Subsequent years' expenditures	6,538	-	-	-	6,538
Compensated absences	1,443	-	-	-	1,443
Other post employment benefits	1,718	-	-	-	1,718
Future initiatives	17,151	-	-	-	17,151
Dispatch	916	-	-	-	916
Information technology	119	-	-	-	119
Business continuity	4,062	-	-	-	4,062
Park performance	-	-	-	489	489
Court security	-	-	-	100	100
Unassigned	538	-	-	-	538
Total Fund Balances	58,023	34,526	65,124	129,167	286,840
Total Liabilities, Deferred Inflows of Resources and Fund Balances	$ 106,350	$ 34,526	$ 68,877	$ 146,841	$ 356,594

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

CITY OF ARLINGTON, TEXAS
RECONCILIATION OF THE STATEMENT OF NET POSITION
OF GOVERNMENTAL FUNDS TO THE BALANCE SHEET
AS OF SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

Total fund balance per balance sheet			$ 286,840
Amounts reported for governmental activities in the statement of net position are different because:			
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds (excluding $13,125 recorded in the internal service funds).			1,558,176
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.			
	Fund Deferred Inflows	Net Position Deferred Inflows	
Taxes	$ 2,650	$ -	
Landfill	4,344	4,344	
Gas lease	141	141	
Grant revenue	505	(1,875)	
Ballpark lease	12,367	-	
Settlement	7,714	-	
Unearned	2,595	-	
	30,316	2,610	27,706
Internal service funds are used by management to charge the cost of fleet services, general services, APFA, technology services, workers' compensation and group health to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net position.			20,980
Long-term liabilities, including bonds payable, arbitrage and compensated absences, are not due and payable in the current period and therefore, are not reported in the funds (excluding $8,810 recorded in the internal service funds).			
Bonds payable		$(507,105)	
Premium general obligation debt		(13,165)	
Discount on bonds		2,263	
Deferred outflow of resources (refunding)		7,241	
Accrued interest payable		(2,743)	
Compensated absences		(28,186)	
Net other post-employment benefit obligation		(36,620)	
Net other post-employment asset		459	
TMRS:			
Net pension liability	$ (97,355)		
Deferred inflow-actuarial gain	(8,047)		
Deferred outflow-investment loss	8,524		
Deferred outflow-contributions 1/1-9/30/15	16,024	(80,854)	
Estimated claims		(277)	
Capital Leases		(9,860)	
			(668,847)
Net position of governmental activities			$ 1,224,855

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	General	Debt Service	Streets Capital Projects	Other Nonmajor Funds	Total Governmental Funds
REVENUES					
Taxes	$ 136,722	$ 70,805	$ -	$ 28,459	$ 235,986
Licenses and permits	7,448	-	-	-	7,448
Utility franchise fees	26,477	-	-	-	26,477
Fines and forfeitures	13,847	-	-	-	13,847
Leases, rents and concessions	7,703	2,500	-	-	10,203
Service charges	5,359	-	-	14,957	20,316
Interest revenue	1,754	845	249	474	3,322
Net increase (decrease) in fair value of investments	71	(596)	88	136	(301)
Contributions	1,621	-	4,619	50	6,290
Intergovernmental revenues	520	-	-	12,180	12,700
Gas lease royalty	-	-	-	9,984	9,984
Gas lease other	-	-	-	303	303
Other	59	153	41	8,316	8,569
Total Revenues	201,581	73,707	4,997	74,859	355,144
EXPENDITURES					
Current-					
General government	37,242	-	-	4,682	41,924
Public safety	135,739	-	-	5,811	141,550
Public works	18,672	-	-	27,051	45,723
Public health	2,162	-	-	600	2,762
Public welfare	-	-	-	8,497	8,497
Parks and recreation	14,983	-	-	11,263	26,246
Convention and event services	-	-	-	8,037	8,037
Capital outlay	-	-	26,779	16,495	43,274
Debt service-					
Principal retirement	-	54,815	-	-	54,815
Redemption premium	-	13	-	-	13
Interest and fiscal charges	-	23,624	-	-	23,624
Total Expenditures	208,798	78,452	26,779	82,436	396,465
Excess (deficiency) of revenues over (under) expenditures	(7,217)	(4,745)	(21,782)	(7,577)	(41,321)
OTHER FINANCING SOURCES (USES)					
Issuance of bonds	-	-	24,748	7,256	32,004
Issuance of refunding bonds	-	36,845	-	-	36,845
Issuance of certificates of obligation	-	-	-	-	-
Amount used to fund escrow account	-	(40,435)	-	-	(40,435)
Bond premium	-	3,306	898	264	4,468
Transfers in	19,639	5,171	-	18,431	43,241
Transfers out	(10,590)	-	-	(17,860)	(28,450)
Total Other Financing Sources and Uses	9,049	4,887	25,646	8,091	47,673
Net Change in Fund Balances	1,832	142	3,864	514	6,352
Fund Balances, October 1,	56,191	34,384	61,260	128,653	280,488
Fund Balances, September 30	$ 58,023	$ 34,526	$ 65,124	$ 129,167	$ 286,840

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

CITY OF ARLINGTON, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

Net change in fund balance - total governmental funds		$ 6,352
Amounts reported for governmental activities in the statement of activities are different because:		
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is capitalized and allocated over their estimated useful lives and reported as depreciation expense. This is the amount of capital assets recorded in the current period.		41,362
Depreciation on capital assets is reported in the statement of activities but does not require the use of current financial resources. Therefore, depreciation is not reported as expenditures in the governmental funds.		(52,459)
Revenues in the statement of activities that do not provide current financial recources are not reported as revenues in the funds.		258
The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.		
Interest on bond payoff	(1,322)	
Repayment of general obligation debt	95,250	
Proceeds from issuance of bonds	(68,850)	
Amortization of deferred loss on bond refunding	(648)	
Amortization of bond premium	(1,159)	
Repayment of capital lease	954	
		24,225
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.		
Compensated absences	(711)	
Accrued interest expense	228	
Post-employment benefit obligation expense	(3,039)	
TMRS net pension liability	4,015	
Estimated salary expense	(277)	
		216
Internal service funds are used by management to charge the costs of fleet management and management information systems, property liability loss, health claims and offices services to individual funds. The net expenses of certain activities of internal service funds is reported within governmental activities.		(1,585)
Change in net position of governmental activities		$ 18,369

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			
	Water and Sewer	Storm Water Utility	Total	Governmental Activities- Internal Service Funds
ASSETS				
Current Assets:				
Cash and cash-like investments	$ 19,053	$ 16,388	$ 35,441	$ 14,144
Receivables (net of allowances for uncollectibles):				
Trade accounts	9,195	1,015	10,210	3
Unbilled trade accounts	7,228	527	7,755	-
Loan receivable	1,833	-	1,833	-
Other	121	-	121	78
Prepaid Expenditures	-	-	-	83
Inventory of supplies, at cost	1,230	-	1,230	46
Subtotal	38,660	17,930	56,590	14,354
Restricted Assets:				
Bond contingency-cash and cash-like investments	11,600	726	12,326	-
Capital construction-cash and cash-like investments	29,529	-	29,529	-
Total Current Assets	79,789	18,656	98,445	14,354
Non-Current Assets:				
Restricted Assets:				
Bond contingency-				
Investments	2,496	-	2,496	-
Capital construction-				
Investments	29,141	-	29,141	-
Escrow	2,205	-	2,205	-
Meter deposit investments	5,351	-	5,351	-
Loan receivable	3,667	-	3,667	-
Capital Assets:				
Land	7,486	14,424	21,910	-
Buildings and improvements	2,833	-	2,833	467
Water and sewer system	803,789	-	803,789	-
Machinery and equipment	11,886	23	11,909	42,063
Drainage system	-	96,435	96,435	-
Construction-in-progress	99,803	22,136	121,939	-
Accumulated depreciation	(293,220)	(37,401)	(330,621)	(29,405)
Total Capital Assets Net of Accumulated Depreciation	632,577	95,617	728,194	13,125
Total Noncurrent Assets	675,437	95,617	771,054	13,125
Total Assets	755,226	114,273	869,499	27,479
Deferred Outflows of Resources:				
Deferred loss on debt refunding	2,147	-	2,147	-
Deferred outflow - contributions GASB 68	1,193	-	1,193	-
Deferred outflow - investment earnings GASB 68	635	-	635	-
Total Assets and Deferred Outflows of Resources	$ 759,201	$ 114,273	$ 873,474	$ 27,479

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

(continued)

CITY OF ARLINGTON, TEXAS
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			
	Water and Sewer	Storm Water Utility	Total	Governmental Activities-Internal Service Funds
LIABILITIES				
Current Liabilities:				
Accounts payable and accrued liabilities	$ 3,321	$ 748	$ 4,069	$ 496
Accrued compensated absences	141	11	152	-
Revenue bonds payable from unrestricted assets	7,725	1,280	9,005	-
Current Liabilities Payable From Restricted Assets:				
Accounts payable and accrued liabilities	2,511	-	2,511	-
Retainage payable	1,025	420	1,445	-
Accrued interest	1,354	300	1,654	-
Estimated claims payable	-	-	-	4,032
Revenue bonds payable	2,538	-	2,538	-
Meter deposits	5,351	-	5,351	-
Total Current Liabilities	23,966	2,759	26,725	4,528
Noncurrent Liabilities:				
Estimated claims payable	-	-	-	4,736
Compensated absences	1,660	246	1,906	42
Revenue bonds payable from unrestricted assets	131,148	19,948	151,096	-
Net pension liability	7,249	-	7,249	-
Total Noncurrent Liabilities	140,057	20,194	160,251	4,778
Total Liabilities	164,023	22,953	186,976	9,306
Deferred Inflows of Resources:				
Deferred inflow - actuarial assumption GASB 68	599	-	599	-
Total Liabilities and Deferred Inflows of Resources	164,622	22,953	187,575	9,306
NET POSITION				
Net investment in capital assets	548,811	73,969	622,780	13,125
Restricted for debt service	14,947	-	14,947	-
Unrestricted	30,821	17,351	48,172	5,048
Total Net Position	$ 594,579	$ 91,320	$ 685,899	$ 18,173

Reconciliation to government-wide statements of net position:	
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds	(2,807)
Net position of business-type activities	$ 683,092

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			
	Water and Sewer	**Storm Water Utility**	**Total**	**Governmental Activities- Internal Service Funds**
Operating Revenues:				
Water sales	$ 64,606	$ -	$ 64,606	$ -
Sewer service	53,874	-	53,874	-
Storm water fee - commercial	-	5,589	5,589	-
Storm water fee - residential	-	6,571	6,571	-
Service charges	-	-	-	35,772
Sundry	5,390	-	5,390	-
Total Operating Revenues	123,870	12,160	136,030	35,772
Operating Expenses:				
Purchase of water	22,335	-	22,335	-
Purchase of sewage treatment	29,373	-	29,373	-
Salaries and wages	12,861	1,685	14,546	447
Employees' retirement	1,537	247	1,784	63
Supplies	1,860	55	1,915	3,055
Maintenance and repairs	4,798	454	5,252	141
Utilities	2,956	16	2,972	91
Claims (net of adjustments)	-	-	-	27,559
Legal and professional	74	-	74	803
Depreciation	15,715	1,930	17,645	3,714
Miscellaneous services	4,139	653	4,792	4,251
Total Operating Expenses	95,648	5,040	100,688	40,124
Operating Income (Loss)	28,222	7,120	35,342	(4,352)
Nonoperating Revenues (Expenses):				
Interest revenue	323	142	465	31
Net increase in the fair value of investments	90	9	99	7
Gain on sale of assets	-	-	-	656
Interest expense and fiscal charges	(1,142)	-	(1,142)	-
Total Nonoperating Revenues (Expenses)	(729)	151	(578)	694
Income (loss) before transfers and contributions	27,493	7,271	34,764	(3,658)
Contributions in aid of construction	1,148	-	1,148	-
Transfers in	-	-	-	1,744
Transfers out	(14,732)	(1,803)	(16,535)	-
Change in Net Position	13,909	5,468	19,377	(1,914)
Total Net Position, October 1 (as restated)*	580,670	85,852	666,522	20,087
Total Net Position, September 30	$ 594,579	$ 91,320	$ 685,899	$ 18,173

Net change in net position - total proprietary funds	$ 19,377
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds	(328)
Change in net position of business-type activities	$ 19,049

The notes to the financial statements are an integral part of this statement.
* Footnote I.Q. provides additional information regarding restatement of net position.

CITY OF ARLINGTON, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities-Enterprise Funds			
	Water and Sewer	Storm Water Utility	Total	Governmental Activities-Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES:				
Cash received from customers	$ 116,722	$ 11,981	$ 128,703	$ 35,714
Cash payments to suppliers	(67,163)	(1,126)	(68,289)	(35,445)
Cash payments to employees	(14,599)	(1,901)	(16,500)	(504)
Net Cash Provided By (Used For) Operating Activities	34,960	8,954	43,914	(235)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:				
Transfers in	-	-	-	1,744
Transfers out	(14,732)	(1,803)	(16,535)	-
Net Cash Provided By (Used For) Noncapital Financing Activities	(14,732)	(1,803)	(16,535)	1,744
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:				
Acquisition and construction of capital assets	(27,384)	(5,964)	(33,348)	(3,243)
Increase/Decrease in escrow balance	1,968	-	1,968	-
Proceeds from sales of capital assets	-	-	-	685
Proceeds from issuance of long-term debt	32,177	-	32,177	-
Repayment of long-term debt	(23,540)	(1,280)	(24,820)	-
Interest payment long-term debt	(5,583)	(1,094)	(6,677)	-
Net Cash Used For Capital And Related Financing Activities	(22,362)	(8,338)	(30,700)	(2,558)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Proceeds from interest earnings	339	142	481	31
Net decrease in the fair value of investments	90	9	99	7
Purchase of investments	(94,777)	-	(94,777)	-
Maturities/sales of investments	81,405	-	81,405	-
Net Cash Provided By (Used For) Investing Activities	(12,943)	151	(12,792)	38
Net Decrease In Cash And Cash Equivalents	(15,077)	(1,036)	(16,113)	(1,011)
Cash and cash-like investments, October 1	75,259	17,424	92,683	15,155
Cash and cash-like investments, September 30	$ 60,182	$ 16,388	$ 76,570	$ 14,144
Reconciliation of operating income to net cash provided by operating activities:				
Operating income (loss)	$ 28,222	$ 7,120	$ 35,342	$ (4,352)
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:				
Depreciation	15,715	1,930	17,645	3,714
Amortization of bond premium	530	94	624	-
Amortization of deferred loss on bond refunding	(227)	-	(227)	-
Provision for bad debts	203	7	210	-
(Increase) decrease in-				
Receivables	(7,519)	(179)	(7,698)	(58)
Inventory of supplies	(587)	-	(587)	7
Prepaid expenses	-	-	-	5
Increase (decrease) in-				
Accounts payable and accrued liabilities	(1,158)	22	(1,136)	(34)
Net pension liability	(300)	-	(300)	-
Estimated claims payable	-	-	-	479
Retainage payable	(85)	(71)	(156)	-
Meter deposits	140	-	140	-
Accrued compensated absences	26	31	57	4
Total adjustments	6,738	1,834	8,572	4,117
Net Cash Provided By Operating Activities	$ 34,960	$ 8,954	$ 43,914	$ (235)
Noncash investing, capital, and financing activities:				
Contributions of capital assets from developers	1,148	-	1,148	-

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF FIDUCIARY NET POSITION
FIDUCIARY FUNDS
SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

	Pension Trust Funds	Agency Funds
ASSETS		
Cash and cash-like investments	$ 51	$ 7,377
Investments		
Investment retired city mgr 401(k) plan	86	-
Money market fund	39,599	-
Corporate bonds	2,382	-
Fixed income mutual bond funds	14,114	-
Common stock mutual bond funds	72,875	-
Balanced mutual funds	25,252	-
Participant borrowing	5,340	-
Self directed brokerage accounts	4,452	-
Total Investments	164,100	-
Total Assets	$ 164,151	$ 7,377
LIABILITIES		
Accounts payable and accrued liabilities	$ -	$ 7,377
Retired city mgr 401(k) plan payable	86	$ -
Total Liabilities	$ 86	$ 7,377
NET POSITION		
Held in trust for pension benefits	$ 164,014	
Assigned pension trust	51	
Total Net Position	$ 164,065	

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

CITY OF ARLINGTON, TEXAS
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FIDUCIARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2015
(AMOUNTS EXPRESSED IN THOUSANDS)

		Pension Trust Funds
ADDITIONS		
Employer contributions	$	2,846
Employee contributions		6,709
Net appreciation in fair value of investments		3,651
Other additions		26
Total Additions		13,232
DEDUCTIONS		
Benefits		13,680
Plan administration		198
Other deductions		58
Total Deductions		13,936
Increase in Net Position		(704)
Net Position, October 1		164,769
Net Position, September 30	$	164,065

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

ARLINGTON[SM]

THE AMERICAN DREAM CITY

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The City of Arlington, Texas (the "City") was incorporated April 19, 1884 and the city charter was adopted January 17, 1920, under the provisions of the Home Rule Amendment to the State Constitution. The City operates under a Council Manager form of government and provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and sewer utilities, and general administrative services.

The accompanying financial statements of the City include all funds and component units. The financial statements of the City have been prepared to conform to generally accepted accounting principles (GAAP) as applicable to state and local governments. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant accounting and reporting policies and practices used by the City are described below.

A. Financial Statement Presentation

The basic financial statements are prepared in conformity with GAAP which requires the government-wide financial statements to be prepared using the accrual basis of accounting and the economic resources measurement focus. Government-wide financial statements do not provide information by fund, but distinguish between the City's governmental activities, business-type activities and activities of its discretely presented component units on the statement of net position and statement of activities. Significantly, the City's statement of net position includes both non-current assets and non-current liabilities of the City. In addition, the government-wide statement of activities reflects depreciation expenses on the City's capital assets, including infrastructure.

In addition to the government-wide financial statements, the City has prepared fund financial statements, which continue to use the modified accrual basis of accounting and the current financial resources measurement focus for governmental funds. Accordingly, the accounting and financial reporting of the City's governmental funds is similar to that previously presented in the City's financial statements, although the format of financial statements has been modified by GASB Statement No. 34. The accrual basis of accounting and the economic resources measurement focus is utilized by proprietary fund types and the pension trust fund. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

GAAP also requires supplementary information presented as Management's Discussion and Analysis which includes an analytical overview of the City's financial activities. A budgetary comparison statement is presented that compares the originally adopted and final General Fund budget with actual results, and schedules of funding progress for pension and retirement plans are provided, as required, in the Required Supplementary Information section.

B. Reporting Entity

The City is governed by an elected mayor and eight-member council. As required by GAAP, these financial statements present the City (the primary government) and its component units, entities for which the government is considered to be financially accountable.

GASB Statement No. 61. The Financial Reporting Entity, defines component units as legally separate entities that meet any one of the following tests:

- The City appoints the voting majority of the board of the component unit and:
    - Is able to impose its will on the component unit and/or
    - Is in a relationship of financial benefit or burden with the component unit

- The component unit is both:
    - fiscally dependent upon the City, and
    - there is a financial benefit or burden.
- The financial statements of the City would be misleading if data from the component unit were omitted.

The financial statements of the component units may be discretely presented in a separate column from the primary government or blended with the financial statements of the primary government.

Arlington Property Finance Authority, Inc.
Arlington Property Finance Authority, Inc. (the "APFA") provides the City with a defined and funded self-insurance program for general and automotive liability. The financial statements of APFA, a component unit, have been "blended" with those of the City because its board of directors is appointed by the City Council, and the City management maintains significant continuing management oversight with respect to APFA's policies. Additionally, APFA provides services entirely to the City and its employees.

The financial statements of the following component units have been "discretely presented" in the accompanying report because (i) their governing boards are not substantially the same as the governing body of the City, or (ii) the component unit provides services entirely or almost entirely to the citizenry and not the City.

Arlington Housing Authority
The Arlington Housing Authority (the "AHA") provides low income housing assistance within the City. The AHA's board of commissioners is appointed by the Mayor. The AHA's management is designated by the City. The employees who are responsible for daily operations of the AHA are City employees. The City has financial accountability over the AHA's activities. The audited financial statements of the AHA are prepared in accordance with accounting principles generally accepted in the United States. Separate AHA component unit financial statements can be obtained from the AHA at 501 W. Sanford Street, Suite 20, Arlington, Texas 76010.

Arlington Convention and Visitors Bureau, Inc.
The Arlington Convention and Visitors Bureau, Inc. (the "ACVB") promotes tourism within the City. The ACVB's board of directors is appointed by the City Council. The primary source of revenue for the ACVB is a professional services support contract with the City; therefore, the City has financial accountability over the ACVB's activities. Separate ACVB component unit financial statements can be obtained from the ACVB at 1905 E. Randol Mill Road, Arlington, Texas 76011.

Arlington Tomorrow Foundation
The Arlington Tomorrow Foundation (ATF) oversees an endowment fund with a corpus of $100 million created by natural gas revenues to be used for the benefit of the Arlington community. The City Council acts as the board of directors. The ATF's management is designated by the City, and City employees are responsible for the daily activities of the ATF; accordingly, the City has financial accountability over ATF's activities. Separate ATF component unit financial statements are not prepared.

Arlington Housing Finance Corporation
The Arlington Housing Finance Corporation (the "AHFC") provides financial assistance to low income, multi-family residences and single-family homebuyers within the City. The AHFC's board of directors is appointed by the City Council. The AHFC's management is designated by the City, and City employees are responsible for the daily activities of the AHFC; accordingly, the City has financial accountability over AHFC's activities. Separate AHFC component unit financial statements are not prepared.

Arlington Industrial Development Corporation
The Arlington Industrial Development Corporation (the "AIDC") promotes industrial and commercial development within the City. The AIDC's board of directors is appointed by the City Council. The AIDC's management is designated by the City, and City employees are responsible for the daily activities of the AIDC; accordingly, the City has financial accountability over AIDC's activities. Separate AIDC component unit financial statements are not prepared. The AIDC was terminated in fiscal year 2015.

Arlington Convention Center Development Corporation

Arlington Convention Center Development Corporation (the "ACCDC") was formed to encourage and assist with planning, designing, constructing and maintaining a convention center complex, sports facility or hotel facility. The City Council serves as the board of directors. Separate ACCDC component unit financial statements are not prepared.

Arlington Economic Development Corporation

The Arlington Economic Development Corporation was formed in 2015 for the purpose of undertaking projects that contribute to the quality of life and economic growth. The board of directors is made up of the mayor, three council members, and three citizens. There was no activity in fiscal year 2015.

C. Government-wide and Fund Financial Statements

The basic financial statements include both government-wide (based on the City as a whole) and fund financial statements. The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all of the non-fiduciary activities of the primary government and its component units. For the most part, the effect of inter-fund activity has been removed from these statements. The exception is that inter-fund services provided and used are not eliminated. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely significantly on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The government-wide statement of activities demonstrates the degree to which the direct expenses of a functional category (Public Safety, Public Works, etc.) or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment, 2) grants and contributions that are restricted to meeting the operational requirements of a particular function or segment and 3) grants and contributions that are restricted to meeting the capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues. All franchise fees are based on gross receipts and are included in general revenues.

The net cost by function is normally covered by general revenue (property and sales taxes, franchise fees, intergovernmental revenues, interest income, etc.).

Separate fund-based financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements. The major governmental funds are the General Fund, Debt Service Fund and Street Capital Projects Fund. The enterprise funds are made up of the Water Utility and Storm Water Utility funds. GAAP sets forth minimum criteria (percentage of assets, liabilities, revenues or expenditures/expenses of either fund category for the governmental and enterprise combined) for the determination of major funds. The nonmajor funds are combined in a column in the fund financial statements. The nonmajor funds are detailed in the combining section of the Comprehensive Annual Financial Report.

Internal Service Funds, which provide services primarily to other funds of the government, are presented in summary form as part of the proprietary fund financial statements. Financial statements of internal service funds are allocated between the governmental and business-type activities column when presented at the government-wide level. To the extent possible, the costs of these services are reflected in the appropriate functional activity (Public Safety, Public Works, etc.).

The City's fiduciary funds are presented in the fund financial statements by type. Since by definition these assets are being held for the benefit of a third party (other local governments, individuals, pension participants, etc.) and cannot be used to address activities or obligations of the government, these funds are not incorporated into the government-wide statements.

The government-wide focus is more on the sustainability of the City as an entity and the change in aggregate financial position resulting from the activities of the fiscal period. The focus of the fund financial statements is on the major individual funds of the governmental and business-type categories, as well as the fiduciary funds, (by category) and the component units. Each presentation provides valuable information that can be analyzed and compared to enhance the usefulness of the information.

D. Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary funds and fiduciary fund statements. Agency funds, however, report only assets and liabilities and therefore have no measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Government fund level financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers taxes and other revenue to be available if they are collected within 60 days of the end of the current fiscal period, while grants typically are received within 90 days. Expenditures are recorded when a liability is incurred, as under accrual accounting, except debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, which are recorded only when the liability has matured and payment is due.

Ad valorem, franchise and sales tax revenues in the General Fund and ad valorem tax revenues recorded in the Debt Service Fund are recognized under the susceptible to accrual concept. The City has agreements with various entities in which a portion of the sales tax is rebated. The sales tax revenue is reported net of the rebate. Licenses and permits, charges for services, fines and forfeitures, contributions, and miscellaneous revenues are recorded as revenues when received in cash as the resulting receivable is not measurable. Investment earnings are recorded as earned since they are measurable and available. In applying the susceptible to accrual concept to intergovernmental revenues, the legal and contractual requirements of the numerous individual programs are used as guidance. Intergovernmental grant revenues are recognized when all eligibility requirements have been met. Additionally, funds received in advance for which all eligibility requirements have not been met are considered unearned revenue.

Business-type activities and all proprietary funds, and the pension trust fund are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the balance sheet. Proprietary fund-type operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in net total position. Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the City's water and sewer fund and storm water utility fund are charges to customers for sales and services. Operating expenses for the enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

The following major funds are reported by the City:

1. Governmental Funds:

The focus of Governmental fund measurement (in the Fund Financial Statements) is upon determination of financial position and changes in financial position (sources, uses, and balances of financial resources) rather than upon net income. The following is a description of the Governmental Funds of the City:

a. General Fund accounts for several of the City's primary services (Public Safety, Public Works, Public Health, Public Welfare, Parks and Recreation, etc.) and is the primary operating unit of the City.

b. Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of governmental funds.

c. Street Capital Projects Fund accounts for the purchase of rights of way and land, construction of streets and related facilities, and to account for various other projects related to street construction. Funds are provided primarily through bond sales, interest earnings, and impact fees.

d. Other Governmental Funds is a summarization of all of the nonmajor governmental funds, including capital project and special revenue funds.

2. Enterprise Funds:

The focus of Enterprise Fund measurement is upon determination of operating income, changes in net position, financial position, and cash flows, which is similar to businesses. The City's Enterprise Funds are the Water Utility Fund and the Storm Water Utility Fund. The Water Utility Fund accounts for the administration, operation and maintenance of the water and sewer utility system, as well as billing and collection activities. The Fund also accounts for the accumulation of resources for, and the payment of, long-term debt principal and interest for revenue bonds and obligations under capital leases when due throughout the year. All costs are financed through charges made to utility customers with rates reviewed regularly and adjusted if necessary to ensure integrity of the Fund. The City's solid waste function is contracted out. The billings for this function are done by the City as a conduit for the contractor. The fee for this service is accounted for in the Water Utility Fund, while revenues from solid waste franchise fees and landfill royalties are accounted for in the General Fund. The Storm Water Utility Fund accounts for the design, construction and maintenance of the City's storm water drainage systems.

3. Other Fund Types:

The City additionally reports for the following fund types:

a. Internal Service Funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the City, generally on a cost reimbursement basis. These services include printing, mailing and duplicating; fleet services; self-insurance; workers' compensation insurance; and group health insurance.

b. Agency Funds are used to account for assets held by the City in an agency capacity for payroll related benefits, escheat property for the state, and other assets held for individuals, local law enforcement agencies and developers.

c. Pension Trust Funds are used to account for the accumulation of resources to be used for the retirement and disability benefit payments to qualified City employees and for thrift savings plans for City employees.

E. Cash, Cash-like Investments and Investments

To facilitate cash management, the operating cash of certain funds and component units is pooled into a cash management pool for the purpose of increasing income through combined investment activities. This cash and investment pool is available for use by all funds and component units except the Trust Funds and the AHA, which maintain separate investments. Each fund's portion of this pool is allocated through its cash and cash investment account on the balance sheet. In addition, certain other investments are separately held by several of the City's funds. Interest is allocated on a monthly basis to all funds in the investment pool based on their average balance at the end of each month. Interest earned by separate investments is credited to the respective funds.

For purposes of the statement of cash flows, the City considers all unrestricted investments included in its cash management pool to be cash-like investments as these balances are used essentially as demand deposit accounts by the individual funds. Investments included in the cash management pool which are restricted for use are reported as investments. Additionally, certificates of deposit and temporary investments held separately from the City's cash management pool and which are purchased with original maturities at the time of purchase of three months or less are reported as cash-like investments.

The City elects to exclude investments with an original maturity of one year or less from date of purchase from fair value reporting. These investments are reported at amortized cost.

Texas statutes authorize the City to invest in obligations of the U.S. Treasury, agencies and instrumentalities, fully collateralized certificates of deposit, repurchase agreements, commercial paper, and direct obligations of cities within the state of Texas. The City is also authorized to invest in direct obligations of the state of Texas or its agencies, obligations of states, agencies, counties, and other political subdivisions, money market mutual funds, prime bankers' acceptances, and reverse repurchase agreement.

In accordance with GASB Statement No. 31, investments with maturities greater than one year at time of purchase are recorded at fair value based on quoted market prices. Fair value is the amount at which a financial instrument could be exchanged in a transaction between willing parties.

F. Inventories and Prepaid Items

Inventories are valued at cost. Cost is determined using the first-in, first-out method. Inventory consists of expendable supplies held for consumption. Inventories are capitalized under the consumption method, whereby expenditures are capitalized as inventory until used.

G. Capital Assets

Capital assets purchased or acquired are carried at historical cost or estimated historical cost. Contributed capital assets are recorded at estimated fair market value at the time received. Public domain (infrastructure) capital assets consisting of roads, bridges, curbs and gutters, streets and sidewalks, drainage systems and lighting systems have been recorded at estimated historical cost. Capital assets are defined by the government as assets with an initial, individual cost of more than $5,000 and an estimated useful life in excess of one year.

Major outlays for capital assets and improvements are capitalized as projects are completed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. Net revenue bond interest cost incurred during construction periods is capitalized.

Capital assets of the primary government, as well as the component units, are depreciated using the straight-line method over the following estimated useful lives:

Assets	Years
Buildings	45 - 50
Improvements other than buildings	20 - 40
Equipment	4 - 10
Drainage improvements	35 - 50
Meters	10
Streets	20 - 25
Storm/sanitary sewer	50
System infrastructure	20 - 50

H. Capitalization of Interest

The City capitalizes interest costs for business-type activities only, net of related interest earned, from the date of the borrowing until the projects acquired with those funds are ready for their intended use. During 2015, $2,782,840 of interest cost, net of $71,400 interest earned, was capitalized as capital assets in the Water and Sewer Fund as part of the costs of constructing various projects. Interest expensed (net of capitalized interest) and interest earned in fiscal 2015 for the Water and Sewer Fund amounted to approximately $1,142,000 and $323,000, respectively. In the Storm Water Utility Fund $897,663 of interest cost, net of $725 interest earned, was capitalized as capital assets as part of the costs of constructing various projects. Interest earned in fiscal 2015 for the Storm Water Utility Fund amounted to approximately $142,000 and there was no interest expensed (net of capitalized interest).

I. Arbitrage Liability

The City accrues a liability for an amount of arbitrage rebate resulting from investing low-yielding, tax-exempt bond proceeds in higher-yielding, taxable securities. Such investment activities can result in interest revenue exceeding interest cost. The arbitrage liability is payable to the federal government every five years; however, the City calculates and records its arbitrage liability annually. The arbitrage liability is recorded as a liability in the government-wide and proprietary fund types, as applicable, on the accrual basis and as a reduction of interest income on the invested debt proceeds.

J. Pensions

For purposes of measuring the net pension liability, pension related deferred outflows and inflows of resources, and pension expense, City specific information about its Fiduciary Net Position in the Texas Municipal Retirement System (TMRS) and additions to/deductions from the City's Fiduciary Net Position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value. Information regarding the City's Total Pension Liability is obtained from TMRS through a report prepared for the City by TMRS consulting actuary, Gabriel Roeder Smith & Company, in compliance with Governmental Accounting Standards Board (GASB) Statement No. 68, Accounting and Financial Reporting for Pensions.

Beginning in fiscal year 2015, and in accordance with GASB 68 and 71, the City's net pension liability is now recorded on the face of the financial statements. The beginning net position has been restated to record the beginning net pension liability. The City elected to allocate the net pension liability among governmental and business type activities based on measurement year contribution percentages. The City elected to absorb fund allocations of less than 1.25% of total contributions to Governmental activities. Component units' contributions total 1.03% of total contributions and are not allocated separately, due to the threshold percentage. The estimated amount of net pension liability included in governmental activities for component units is $1.08M. The City also elected not to show a deferred inflow/outflow for changes in proportion from year to year between governmental and business type activities and simply let those changes flow through expense in the year of occurrence. Detailed pension information is discussed in footnote 6.

K. Compensated Absences

The City's employees earn vacation leave for each month of work performed. The accrual rate increases with years of service up to a maximum of 20 days per year for 15 years of service and over. On specified anniversary dates, additional days are credited, up to certain amounts, according to length of service. Accrued vacation is paid to the employees upon termination of employment for employees who have completed at least six months of continuous service.

The City's employees accumulate 1.25 days of sick leave per month with a maximum accrual of 150 days (180 for fire fighters). The full amount of accumulated sick pay up to 120 days maximum is paid if termination is through retirement or death.

Accumulated vacation and sick leave is accrued when incurred in the government-wide and proprietary fund financial statements. A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements. The General Fund is usually used to liquidate the liability for governmental activities' compensated absences.

L. Long-term Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, as other financing sources or uses or expenditures at the time of the debt issuance. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

M. Nature and Purpose of Classifications of Fund Equity

Governmental Funds fund balances classified as restricted are balances with constraints placed on the use of resources by creditors, grantors, contributors, or laws or regulations of other governments. Fund balances classified as committed can only be used for specific purposes pursuant to constraints imposed by the City Council through an ordinance. Assigned fund balances are constrained by the intent to be used for specific purposes, but do not meet the criteria to be classified as restricted or committed. The City Council has, by resolution 11-361 dated September 27, 2011 adopting the fund balance policy, authorized the City Manager or his designee to assign fund balance to a specific purpose.

The City may fund outlays for a particular purpose from both restricted and unrestricted (the total of committed, assigned, and unassigned) fund balance. In order to calculate the amounts reported as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements, a flow assumption must be made about the order in which resources are considered to be applied. It is the City's policy to consider restricted fund balance to have been depleted before using any components of unrestricted fund balance. Further, when components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

N. Minimum Fund Balance Policy

It is the desire of the City to maintain adequate General Fund balance to maintain liquidity and in anticipation of economic downturns or natural disasters. The City Council has adopted a financial standard to maintain a General Fund working capital reserve at a minimum level of 8.33% ($1/12^{th}$) of annual General Fund expenditures. Total General Fund balances shall be maintained at a minimum of 15% of annual General Fund expenditures.

O. Net Position

Net position represents the difference between assets and deferred outflows of resources and liabilities and deferred inflows of resources. Net position invested in net capital assets consists of capital assets net of accumulated depreciation and the outstanding balances of any borrowing spent for the acquisition, construction or improvements of those assets. Net position is reported as restricted when there are limitations imposed on their use either through enabling legislation adopted by the City through external restrictions imposed by creditors, grantors or laws or regulations of other governments. When both restricted and unrestricted resources are available for the same purpose, it is the City's policy to consider restricted net position to be depleted before unrestricted net position is applied.

P. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position and/or balance sheet will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The City has two items that qualify for reporting in this category. One is the deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded and refunding debt. The other is deferred pension related items reported in the government-wide statement of net position.

In addition to liabilities, the statement of financial position and/or balance sheet will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The City has two types of items that qualify for reporting in this category. At the governmental fund level, revenues that have been billed but not yet collected are reported as unavailable revenues. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available. Deferred pension related items are reported in the government wide statement of net position.

Q. New Accounting Pronouncements

During fiscal year 2015, the City adopted the following Governmental Accounting Standards Board ("GASB") Statements:

Statement No. 68, *Accounting and Financial Reporting for Pensions-an amendment of GASB Statement No. 27.* The objective of this Statement is to improve financial reporting for pension plans. This statement requires recognition of a long-term obligation for pension benefits as a liability. Current financial statements reflect this change.

Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date.* This statement amends Statement 68 to eliminate the source of a potential significant understatement of restated beginning net position and expense in the first year of implementation of Statement 68.

The implementation of Statement No. 68 resulted restatement of beginning net position for the elimination of the previously reported net pension asset, the recording of the beginning net pension liability and the beginning deferred outflow for contributions made after the measurement date. Prospectively applying this change results in the adjustment below (amounts in thousands):

	Government-wide Statement of Activities	
	Governmental Activities	Business-type Activities
Net position at September 30, 2014, as previously reported	$ 1,273,819	$ 670,363
Elimination of net pension obligation as of September 30, 2014	17,536	-
Recording of net pension liability as of September 30, 2014	(101,017)	(7,522)
Deferral for pension contributions made after the measurement date	16,148	1,202
Net position at September 30, 2014, as restated	$ 1,206,486	$ 664,043

The GASB has issued the following statements which will be effective in future years as described below:

Statement No. 72, *Fair Value Measurement and Application,* which is effective for the City beginning in fiscal year 2016. This Statement addresses accounting and financial reporting issues related to fair value measurements. This Statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements.

Statement No. 73, *Accounting and Financial Reporting for Pensions and Related Assets that are not within the scope of GASB Statement 68, and Amendments to certain Provisions of GASB Statements 67 and 68,* which is effective for the City beginning in fiscal year 2016. This statement clarifies the application of certain provisions of Statements 67 and 68 regarding required supplementary information and accounting and financial reporting.

Statement No. 74, *Financial Reporting for Postemployment Benefit Plans other than Pension Plans,* which is effective for the City beginning in fiscal year 2017. This statement replaces GASB Statements

43 and 57. This statement addresses enhanced note disclosures and required supplementary information to improve financial reporting.

Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits other than Pensions,* which is effective for the City beginning in fiscal year 2018. This statement replaces the requirements of GASB Statements 45 and 57 and establishes new accounting and financial reporting requirements for OPEB plans.

Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments,* which is effective for the City beginning in fiscal year 2016. This statement supersedes Statement No. 55. This statement reduces the GAAP hierarchy to two categories of authoritative GAAP and addresses the use of authoritative and nonauthoritative literature in the event that the accounting treatment for a transaction or event is not specified within a source of authoritative GAAP.

Statement No. 77, *Tax Abatement Disclosures,* which is effective for the City beginning in fiscal year 2017. This statement requires disclosure of tax abatement information about a reporting government's own tax abatement agreements and those that are entered into by other governments that reduce the reporting government's tax revenues.

Statement No. 78, *Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans*, which is effective for the City beginning in fiscal year 2016. This statement amends the scope and applicability of Statement 68.

The City has not yet determined the impact of implementing the above new pronouncements.

II. STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

A. Budgetary Data

The City Council adopts an annual legal budget, which covers the General Fund, the Debt Service Fund, the Enterprise Funds, and certain Special Revenue Funds (Park Performance, Convention and Event Services and Street Maintenance). All unencumbered appropriations lapse at fiscal year-end, except certain of those of the Special Revenue Funds. The budgets for the General Fund, the Debt Service Fund, and certain Special Revenue Funds are prepared on the modified accrual basis except for encumbrances which are treated as expenditures on the budgetary basis and interdepartmental expenses which are eliminated. The budgets for the Enterprise Funds are prepared on the modified accrual basis and include encumbrances, debt principal retirements and capital outlays as expenses. Additionally, the Enterprise Funds do not include depreciation as a budgetary expense. The schedules comparing budget and actual amounts for these governmental funds include adjustments to those budgetary bases for the differences noted above and for certain other revenue and expenditure items which are reported in the City's budget differently than they are reported for accounting principles generally accepted in the United States. Budgetary level of control is exercised at the fund level. The City Manager is authorized to transfer budgeted amounts within and among departments; however, any revisions that alter total expenditures of the General Fund, Debt Service Fund, and certain Special Revenue funds must be approved by the City Council. During fiscal year 2015, there were no budget amendments.

The Budgetary Comparison Schedule presents a comparison of budgetary data to actual results of operations for the General Fund, for which an annual operating budget is legally adopted. This fund utilizes the same basis of accounting for both budgetary purposes and actual results, with the following exceptions:

The portion of ad valorem tax revenues in the General Fund from "rolled back" tax payments (taxes, up to five years back, on properties previously taxed at special use exemption values and currently changed to full values) are excluded from the budgetary basis tax revenues and from the general governmental expenditures.

Certain interdepartmental revenues and expenses are included in budgetary basis revenues and expenditures, but are eliminated from actual revenues and expenditures.

General Fund encumbrances are added to the actual expenditures for budgetary comparison. Budgetary data for the project-length Special Revenue Funds and Capital Projects Funds have not been presented. Receipts of revenues are not estimable for all Special Revenue Funds and are not budgeted. Expenditures are limited to total revenues over the life of the funds. Capital Projects Funds are budgeted over the life of the respective project and are reviewed and approved by the City Council in an annual Capital Improvements Program plan.

The City utilizes encumbrance accounting to ensure appropriated funds are adequately committed and remaining unspent balances are carried forward into the next fiscal year. Encumbrances are created for purchase order, grant match requirements, and capital project funding. These amounts are reported in fund balance as follows (in thousands):

General Fund	Street Capital Projects Fund	Other Nonmajor Funds	Total
$ 5,598	$ 21,770	$ 19,172	$ 46,540

B. Excess of expenditures over appropriations

For the year ended September 30, 2015, there were no expenditures exceeding budget in the aggregate.

C. Deficit fund equity

There were no funds with a deficit fund balance in the year ended September 30, 2015.

III. DETAILED NOTES ON ALL FUNDS

1. CASH, CASH-LIKE INVESTMENTS AND INVESTMENTS

Deposits - At September 30, 2015, the carrying amount of the City's demand deposits was $30,939,000 (bank balance, $34,124,000). The balance in cash on hand was $32,000 at year end.

Investments - State statutes, the City's Investment Policy and the City's Depository Agreement govern the investments of the City. The City is authorized to invest in United States Treasuries, its agencies or instrumentalities, other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the United States or its agencies and instrumentalities, obligations of Texas and its agencies, counties and cities, and other political subdivisions rated not less than AA, obligations of other states, its agencies, counties, cities, and other political subdivisions rated not less than AA, fully insured or collateralized certificates of deposit, fully collateralized repurchase agreements, Guaranteed Investment Contracts, commercial paper rated A-1+, P-1 with an underlying long-term rating of AA or better, government pools and money market funds consisting of any of these securities listed. Major provisions of the City's investment policy include the following: depositories must be FDIC-insured institutions, depositories must fully insure or collateralize all deposits, and investments must be purchased in the name of the City and be delivered to the City's agent for safekeeping. For additional information see the City of Arlington Investment Policy at www.arlingtontx.gov. The City elects to exclude investments with an original maturity of one year or less from date of purchase from fair value reporting. These investments are reported at amortized cost. The City does not invest in derivatives.

Cash, Cash-like investments and investments include: (amounts in thousands) Governmental Activities ($290,408), Business-type Activities ($114,284), and Agency Funds ($7,377).

As of September 30, 2015, the City had the following investments (amounts in thousands):

Investments	Fair Value	Weighted Avg Maturity (in days)	Credit Risk
Agency	287,589	482	AAA
Local Gov't Invest Pools	38,691	1	AAA
Texas Municipal	16,837	302	AA+
Non-Texas Municipal	30,695	528	AA+
Certificates of Deposit	-	-	AAA
Money Market Fund	7,286	1	AAA
Total Fair Value	381,098		

Interest Rate Risk. In accordance with its investment policy, the City manages its exposure to declines in fair values by limiting the maximum maturity of any single investment and the weighted average maturity of combined investments by fund groups. The following table lists the fund groups authorized in the City's investment policy and the maximum maturity and maximum weighted average maturity ("WAM"):

Fund	Maximum Maturity	Maximum WAM
General Operating	3 Years	18 Months
Capital Project	3 Years	18 Months
Working Capital Reserve	5 Years	4 Years
Dallas Cowboy Complex Development Debt Service Reserve	10 Years	10 Years
Debt Service Sinking &Debt Service	10 Years	10 Years
Closure/Post-closure Trust Fund	10 Years	8 Years

Credit Risk. In accordance with its investment policy, the City minimizes credit risk by limiting investments to the safest type of investments.

Concentration of Credit Risk. The City's investment policy places the following limits on the amount the City may invest in any one issuer. All securities are rated AA or better.

Security	% of Portfolio
United States Treasury	100% of portfolio per Issuer
U.S. Agencies and Instrumentalities	100% of portfolio 35% per Issuer
Other Obligations guaranteed by U.S.	100% of portfolio 10% per Issuer
Obligations of Texas and its subdivisions	10% of portfolio 2% per Issuer
Obligations of other states and its subdivisions	10% of portfolio 2% per Issuer
Certificates of Deposit	50% of portfolio 20% per Issuer
Repurchase Agreements	40% of portfolio 15% per counterparty
Guaranteed Investment Contract	100% of bond funds
Commercial Paper	20% of portfolio 5% per Issuer
Money Market Mutual Fund	100% of portfolio 15% per MMF
Local Government Investment Pools	100% of portfolio 25% per pool

Custodial Credit Risk. State statutes require that all City deposits in financial institutions be fully insured by the Federal Deposit Insurance Corporation (FDIC), collateralized by U. S. Government obligations or obligations of Texas and its agencies that have a market value of not less than the principal amount of the deposits, or by a Letter of Credit from a Federal Agency.

The City's investments in local government investment pools include investments in TexPool, TexasDaily and TexStar. These are public funds investment pools operating as an SEC 2a-7 like pool in full compliance with the Public Funds Investment Act and are rated as AAA money market funds by Standard & Poor's.

2. PROPERTY TAXES

Property Taxes are levied on October 1 on the assessed value listed as of the prior January 1 and are due and payable at that time. All unpaid taxes attach as a lien on property as of January 1 and become enforceable February 1. Penalties and interest are charged at 7 percent on delinquent taxes beginning February 1 and increase each month to 18 percent on July 1.

Appraised values are established by the Tarrant Appraisal District at 100 percent of estimated market value and certified by the Chief Appraiser. The total market value for FY15 was $25,774,601,000 which encompasses all properties in Arlington, including real estate, personal, and mineral properties prior to any exemptions or abatements. The assessed value for the tax roll of September 1, 2014, upon which the original FY15 levy was based, was $18,905,766,000.

City property tax revenues are recorded as receivables and unearned revenues at the time the tax levy is billed. Current year revenues recognized are those collected within the current period, or soon enough thereafter to pay current liabilities, generally within sixty days after year-end. An allowance is provided for delinquent property taxes not expected to be collected in the future.

For the fiscal year ended September 30, 2015, the City had a tax rate of $0.6480 ($0.4460 for general government and $0.2020 for debt service) per $100 assessed valuation with a tax margin of $1.8520 per $100 valuation based upon a maximum ad valorem tax of $2.50 per $100 valuation permitted by Article XI, Section 5, of the State of Texas Constitution. Additional revenues up to approximately $350,134,786 could be raised per year before the limit is reached, based on the current year's appraised net taxable value of approximately $18,905,766,000.

In Texas, county-wide central appraisal districts are required to assess all property within the appraisal district on the basis of 100 percent of its appraised value and are prohibited from applying any assessment ratios. The value of property within the appraisal district must be reviewed every three years. The City may challenge appraised values established by the appraisal district through various appeals, and, if necessary, legal action. Under this system, the City sets tax rates on City property. However, if the effective tax rate, excluding tax rates for bonds and other contractual obligations, adjusted for new improvements, exceeds the rate for the previous year by more than 8 percent, qualified voters of the City may petition for an election to determine whether to limit the tax rate to no more than 8 percent above the tax rate of the previous year.

3. COWBOYS COMPLEX DEVELOPMENT PROJECT/AT&T STADIUM

In 2004, the voters authorized the City to provide the planning, acquisition, construction and financing for the Cowboys Complex Development Project (the "Complex"), approving an increase in the City's sales tax of one-half cent, a two percent increase in the hotel occupancy tax and a five percent short-term motor vehicle rental tax. The Complex was completed in July 2009 and is a multi-functional enclosed facility with a retractable roof and seating for approximately 85,000. The final cost of the project was $1.1 billion and in accordance with the funding and closing agreement, the City paid a portion of the projected costs, $325 million, to build the Complex.

Stadium Lease - As part of the Funding Agreement, the City entered into a lease agreement with the Cowboys Stadium, L.P. (the "Tenant") for lease of the Complex. The Lease Agreement calls for an initial term of 30 years. Monthly lease payments of $166,666.67 began in June, 2009 for an annualized rental rate of $2 million per year. The Lease Agreement contains several renewal options at guaranteed annual rental payments of $1 million per year for the first 10 years and $1.25 million per year for all remaining renewals. The Lease Agreement also provides the Tenant with an option to purchase the Complex from the City at the end of the initial lease term and each renewal option thereafter. Under the lease, the Tenant pays for all costs of operation and maintenance of the Complex. The tenant will also make separate annual payments to the City, beginning during the construction period, equal to five percent of the net naming rights revenue, if any, received by the Tenant, capped at $500 thousand per year. The revenue for this fiscal year was $500,000. The lease is accounted for as an operating lease. The cost of the stadium is $1,109,951,954 with an accumulated depreciation of $149,445,951.

City Debt – In 2005, the City issued $297,990,000 Cowboys Complex Special Obligations to fund the City's share of the project costs for the Complex, including $164,265,000 Cowboys Complex Special Obligation Tax-Exempt Special Tax Bonds, Series 2005B (the "Multi-Modal Bonds"). In December, 2008 the City issued $112,185,000 in Special Tax

Revenue Bonds to refund $104,265,000 of the Series 2005B bonds and in May 2009 issued $62,820,000 to refund the remaining $60,000,000 of the Series 2005B bonds.

Conduit Debt - In 2006, $147,865,000 Cowboy Complex Admissions and Parking Taxes Revenue Bonds, Taxable Series 2006 (the "Cowboys Admission and Parking Taxes Revenue Bonds") with a pledge of a 10% admissions tax and a $3 parking tax for events held at the Complex, with additional security provided by a Guaranty Agreement from The Cowboys Stadium, L.P., were issued to fund a portion of the Dallas Cowboy's funding for the Complex. The Cowboys Admission and Parking Taxes Revenue Bonds are not payable from or secured by any money raised or to be raised from property taxes or any other of the City's revenue sources and accordingly have not been reported as a liability in the City's financial statements but are disclosed here as conduit debt. At September 30, 2015, outstanding conduit debt was $139,090,000.

Franchise - The City and the Dallas Cowboys Football Club, LTD. entered into a franchise agreement that requires the Dallas Cowboys NFL football franchise to remain in Arlington and to play 7 of 8 of the team's regular season home games in the Complex for a minimum of 30 years after the Complex opens. If the lease renewal options are exercised, the Cowboys' obligation to stay in Arlington is extended for the renewal term.

In July 2013, an agreement was reached between the Cowboys and AT&T for naming rights to the stadium. The City will receive 5% of the revenue as additional rent from the naming rights deal, up to $500,000 annually, to help pay off the City's debt.

4. RECEIVABLES

Receivables at September 30, 2015 for the government's individual major funds and nonmajor, and fiduciary funds in the aggregate, including the applicable allowances for uncollectible accounts, consist of the following (amounts expressed in thousands):

	General	Debt Service	Storm Water Utility	Water & Sewer	Street Capital Projects	Other Nonmajor Governmental Funds	Internal Service Funds	Total
Receivables:								
Taxes	$ 10,692	$ 642	$ -	$ -	$ -	$ 2,028	$ -	$ 13,362
Franchise Fees	6,754	-	-	-	-	-	-	6,754
Trade Accounts	-	-	1,071	11,096	-	-	3	12,170
Unbilled Trade Accounts	-	-	527	7,490	-	-	-	8,017
Special Assessments	-	-	-	-	137	-	-	137
Sales Taxes	9,899	4,949	-	-	-	2,475	-	17,323
Lease and settlement agreements	20,081	-	-	-	-	-	-	20,081
Accrued Interest	808	358	-	-	-	-	-	1,166
Loan Receivable	-	-	-	5,500	-	-	-	5,500
Other	3,156	-	-	121	-	731	78	4,086
Gross Receivables	51,390	5,949	1,598	24,207	137	5,234	81	88,596
Less: Allowance for Uncollectibles	(7,692)	-	(56)	(2,163)	-	-	-	(9,911)
Net total Receivables	$ 43,698	$ 5,949	$ 1,542	$ 22,044	$ 137	$ 5,234	$ 81	$ 78,685

The only receivables not expected to be collected within one year are $3,667,000 of the loan receivable in the water and sewer fund.

5. CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2015 was as follows:

(Amounts expressed in thousands)

	Balance at Beginning Of Year	Additions	Retirements	Balance at End Of Year
Governmental activities:				
Capital assets, not being depreciated:				
Land	$ 221,319	$ 5,592	$ -	$ 226,911
Construction in progress-other	80,814	43,496	(29,265)	95,045
Total capital assets, not being depreciated	302,133	49,088	(29,265)	321,956
Capital assets, being depreciated:				
Buildings and improvements	1,291,950	5,086	(2,175)	1,294,861
Equipment	93,685	15,540	(3,498)	105,727
Infrastructure	843,136	15,572	-	858,708
Total capital assets, being depreciated	2,228,771	36,198	(5,673)	2,259,296
Less accumulated depreciation for:				
Buildings and improvements	248,204	31,863	(1,595)	278,472
Equipment	76,678	8,372	(3,447)	81,603
Infrastructure	633,938	15,938	-	649,876
Total accumulated depreciation	958,820	56,173	(5,042)	1,009,951
Total capital assets, being depreciated, net	1,269,951	(19,975)	(631)	1,249,345
Governmental activities capital assets, net	$ 1,572,084	$ 29,113	$ (29,896)	$ 1,571,301

	Balance at Beginning Of Year	Additions	Retirements	Balance at End Of Year
Business-type activities:				
Capital assets, not being depreciated:				
Land	$ 21,540	$ 370	$ -	$ 21,910
Construction in progress	125,169	37,016	(40,246)	121,939
Total capital assets, not being depreciated	146,709	37,386	(40,246)	143,849
Capital assets, being depreciated:				
Buildings and improvements	2,833	-	-	2,833
Drainage System	90,133	6,302	-	96,435
Water and sewer system	769,062	34,727	-	803,789
Machinery and equipment	11,900	9	-	11,909
Total capital assets, being depreciated	873,928	41,038	-	914,966
Less accumulated depreciation for:				
Buildings and improvements	1,411	58	-	1,469
Drainage System	35,470	1,926	-	37,396
Water and sewer system	265,029	15,402	-	280,431
Machinery and equipment	11,065	260	-	11,325
Total accumulated depreciation	312,975	17,646	-	330,621
Total capital assets, being depreciated, net	560,953	23,392	-	584,345
Business-type activities capital assets, net	$ 707,662	$ 60,778	$ (40,246)	$ 728,194

Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

Governmental activities:	
General Government	$ 26,224
Public Safety	3,050
Parks and recreation	5,551
Public works	17,634
Capital assets held by the government's internal service funds are charged to the various functions based on their usage of the assets	3,714
Total depreciation expense – governmental activities	$56,173
Business-type activities:	
Storm Water Utility	1,931
Water and sewer	$ 15,715
Total depreciation expense – business-type activities	$ 17,646

Discretely presented component units:

(amounts expressed in thousands)

	Balance at Beginning of Year	Transfer and Additions	Transfers and Retirements	Balance at End of Year
Arlington Housing Authority, Inc.				
Capital assets, being depreciated:				
Buildings and improvements	$ 563	$ -	$ -	$ 563
Machinery and equipment	369	7	-	376
Totla capital assets, being depreciated	932	7	-	939
Less accumulated depreciation for:				
Buildings and improvements	(279)	(14)	-	(293)
Machinery and equipment	(347)	(28)	-	(375)
Total accumulated depreciation	(626)	(42)	-	(668)
Arlington Housing Authority, Inc. Capital assets, net	$ 306	$ (35)	$ -	$ 271

	Balance at Beginning of Year	Transfer and Additions	Transfers and Retirements	Balance at End of Year
Arlington Convention and Visitors Bureau, Inc.				
Capital asset, being depreciated:				
Machinery and equipment	$ 810	$ 84	$ -	$ 894
Total capital assets, being depreciated	810	84	-	894
Less accumulated depreciation for:				
Machinery and equipment	(646)	(71)	-	(717)
Total accumulated depreciation	(646)	(71)	-	(717)
Arlington Convention and Visitors Bureau, Inc. Capital assets, net	$ 164	$ 13	$ -	$ 177

6. PENSION AND EMPLOYEE BENEFIT PLANS

Texas Municipal Retirement System

A. Plan Description

The City provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 860 administered by TMRS, an agent, multiple-employer public employee retirement system. TMRS is an agency created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the System with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State of Texas. TMRS's defined benefit pension plan is a tax-qualified plan under Section 401(a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

All eligible employees of the city are required to participate in TMRS.

B. Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the city-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven payment options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

Members can retire at age 60 and above with 5 or more years of service or with 20 years of service regardless of age. A member is vested after 5 years. The plan provisions are adopted by the governing body of the city, within the options available in the state statutes governing TMRS. The contribution rate for the employees is 7%, and the city matching ratio is currently 2 to 1, both as adopted by the governing body of the city.

Initiated in 1998, the City provides on an annually repeating basis annuity increases for retirees, which are also referred to as cost of living adjustments (COLAS). Currently, that amount is equal to 50% of the change in the consumer price index (CPI). The amount of the COLA percentage can only be changed by a City-adopted ordinance.

At the December 31, 2014 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	1,494
Inactive employees entitled to but not yet receiving benefits	917
Active Employees	2,462
	4,873

C. Contributions

The contribution rates for employees in TMRS is 7% of employee gross earnings, and the city matching percentages are 200%, both as adopted by the governing body of the city. Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Employees for the City of Arlington were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City of Arlington were 16.28% and 15.62% in calendar years 2014 and 2015, respectively. The city's contributions to TMRS for the year ended September 30, 2015, were $24,327,508 and were equal to the required contributions.

D. Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2014, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

Actuarial assumptions:

The Total Pension Liability in the December 31, 2014 actuarial valuation was determined using the following actuarial assumptions:

Inflation	3% per year
Overall payroll growth	3% per year
Investment Rate of Return	7%, net of pension plan investment expense, including inflation

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Healthy Mortality Table, with male rates multiplied by 109% and female rates multiplied by 103%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Disabled Retiree Mortality Table is used, with slight adjustments.

Actuarial assumptions used in the December 31, 2014, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period January 1, 2006 through December 31, 2009, first used in the December 31, 2010 valuation. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering 2009 through 2011, and dated December 31, 2013. These assumptions were first used in the December 31, 2013 valuation along with a change to the Entry Age Normal (EAN) actuarial cost method. Assumptions are reviewed annually. No additional changes were made for the 2014 valuation.

The long-term expected rate of return on pension plan investments is 7.0%. The pension plan's policy in regard to the allocation of invested assets is established and may be amended by the TMRS Board of Trustees. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate 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. The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return (Arithmetic)
Domestic Equity	17.5%	4.80%
International Equity	17.5%	6.05%
Core Fixed Income	30.0%	1.50%
Non-Core Fixed Income	10.0%	3.50%
Real Return	5.0%	1.75%
Real Estate	10.0%	5.25%
Absolute Return	5.0%	4.25%
Private Equity	5.0%	8.50%
Total	100.0%	

Discount Rate:

The discount rate used to measure the Total Pension Liability was 7.0%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. 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.

Changes in the Net Pension Liability

	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a) - (b)
Balance at 12/31/2013	$ 1,003,238,111	$ 894,699,665	$ 108,538,446
Changes for the year:			
Service cost	22,819,492	-	22,819,492
Interest	69,393,550	-	69,393,550
Change of benefit terms	-	-	-
Difference between expected and actual experience	(10,846,092)	-	(10,846,092)
Changes of assumptions	-	-	-
Contributions - employer	-	24,198,117	(24,198,117)
Contributions - employee	-	10,501,146	(10,501,146)
Net investment income	-	51,180,304	(51,180,304)
Benefit payments, including refunds of employee contributions	(46,622,851)	(46,622,851)	-
Administrative expense	-	(534,366)	534,366
Other changes	-	(43,934)	43,934
Net changes	34,744,099	38,678,416	(3,934,317)
Balance at 12/31/14	**$ 1,037,982,210**	**$ 933,378,081**	**$ 104,604,129**

Plan fiduciary net position as a percentage of the total pension liability	89.92%
Covered-employee payroll	$ 149,837,550
Net pension liability as a percentage of covered employee payroll	69.81%

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the City, calculated using the discount rate of 7.0%, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.0%) or 1-percentage-point higher (8.0%) than the current rate:

	Discount Rate (6.0%)	Discount Rate (7.0%)	Discount Rate (8.0%)
City's net pension liability	$ 253,083,001	$ 104,604,129	$ (16,991,323)

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. That report may be obtained on the internet at www.tmrs.com

E. Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2015, the city recognized pension expense of $19,751,515.

At September 30, 2015, the city reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflow of Resources	Deferred Inflow of Resources
Differences between expected and actual economic experience	$ -	$8,646,653
Changes in actuarial assumptions	-	-
Difference between projected and actual investment earnings	9,158,938	-
Contributions subsequent to the measurement date	17,217,349	-
Total	$26,376,287	$8,646,653

$17,217,349 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability for the year ending September 30, 2015. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

Year Ended December 31:

2016	$ 90,296
2017	$ 90,296
2018	$ 90,296
2019	$ 241,397
2020	$ -
Thereafter	$ -
Total	$ 512,285

Pursuant to the TMRS policy of conducting experience studies every four years, the TMRS Board at their July 31, 2015 meeting determined they would be changing certain actuarial assumptions including reducing the long term expected rate of return from the current 7.00% to 6.75% and changing the inflation assumption from 3.00% to 2.50%. Reduction of expected investment return and related discount rate will increase projected pension liabilities. Reducing the inflation assumption reduces liabilities as future annuity levels and future cost of living adjustments are not projected to be as large as originally projected. While the actual impact on the City's valuation for December 31, 2015 is not known, the City does expect some downward pressure on its funded status and upward pressure on its 2017 actuarially determined contribution (ADC) due to this change.

Part-Time, Seasonal and Temporary Employees Deferred Income Plan

The Part-Time, Seasonal and Temporary Employees Deferred Income Plan (PSTDIP) provides a retirement benefit for those employees not eligible to participate in the Texas Municipal Retirement System. PSTDIP issues stand-alone financial statements that can be obtained from the City of Arlington at 101 S. Mesquite Street, Suite 800, Arlington, TX 76010.

Plan Description

Plan administration. The City's Retirement Committee administers the Part-time, Seasonal and Temporary Employees Deferred Income Plan (PSTDIP) – a single-employer defined benefit pension plan that provides benefits for all part-time, seasonal and temporary employees. Management of the PSTDIP is vested in the City's Retirement Committee consists of an odd number of persons, but not less than three, that are determined and appointed by the City acting through City Council. The Committee includes the Director of Human Resources appointed as Chair, the Chief Financial Officer, and a representative of the City Manager's Office. The Committee meets on a quarterly basis and has final approval for all administrative actions.

Plan membership. As of June 30, 2015 pension plan membership consisted of the following:

Inactive plan members or beneficiaries currently receiving benefits	9
Inactive plan members entitled to but not yet receiving benefits	3,733
Active plan members	666
	4,408

Benefits. PSTDIP provides retirement, disability and death benefits for part-time, seasonal and temporary employees. Monthly retirement benefits for plan members are calculated as the lesser of a) a life annuity with an actuarial equivalent value equal to 2.5 times employee contributions with interest, or b) average compensation times the percentage of average pay times credited service not in excess of 30. Average compensation is determined by dividing the sum of monthly compensation by the months of credited service earned prior to termination. Percentage of average pay ranges from 1.5 percent to 2.0 percent based on number of months of credited service. A plan member is eligible to retire upon attaining age 65. If an employee is terminated by reason of total and permanent disability, the employee will be eligible for a life only annuity in an amount actuarially equivalent to a lump sum payment equal to 2.5 time employee contributions with interest. With approval of the Retirement Committee, the disability retirement pension shall be paid as a lump sum in lieu of a life annuity. Death benefits are the same as for disability.

Contributions. The Retirement Committee establishes rates based on an actuarially determined rate recommended by an independent actuary. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by plan members during the year. The City is required to contribute the difference between the actuarially determined rate and the contribution rate of plan members. For the year ended June 30, 2015, the active member average contribution rate was 3.0 percent of annual pay and the City's average contribution rate was 0.8 percent of annual payroll.

Fiscal Year Ending June 30,	Actuarially Determined Contribution	Actual Contribution	Contribution Deficiency (Excess)	Covered Payroll	Actual Contribution as a % of Covered Payroll
2014	$ 21,324	$ 21,324	$ -	$2,791,558	0.8%
2015	22,419	22,419	-	2,849,197	0.8%

Investments

Investment policy. The pension plan's policy in regard to the allocation of invested assets is established and may be amended by the Retirement Committee. It is the policy of the Committee to pursue an investment strategy with the primary focus on current income generation and capital preservation while allowing for modest consideration for capital growth. The majority of assets are to be held in fixed income securities or other income producing investments with moderate levels of principal volatility. The following was the Committee's adopted asset allocation policy as of June 30, 2015:

Asset Class	Target Allocation
Equity	20%
Fixed-Income	77%
Cash (or equivalents)	3%

Rate of return. For the year ended June 30, 2015, the annual money-weighted rate of return on pension plan investments, net of pension plan expense was 1.73 percent. For all assets, a total return is calculated (including market value appreciation or depreciation, plus interest and dividends). The monthly rates of return are then geometrically linked.

Net Pension Asset of the City

The components of the net pension asset of the City at June 30, 2015 were as follows:

Total pension liability	$ 2,311,103
Plan fiduciary net position	(2,681,047)
City's net pension asset	$ (369,944)
Plan fiduciary net position as a percentage of the total pension liability	116.0%

Actuarial Assumption. The total pension liability was determined by an actuarial valuation as of June 30, 2015, using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	3.0 percent
Salary increases	3.5 percent
Investment rate of return	5.5 percent

Mortality rates were based on the RP-2000 Mortality Table projected to 2003 with Scale AA.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate 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 pension plan's target asset allocation as of June 30, 2015 (see the discussion of the pension plan's investment policy) are summarized in the following table:

Asset Class	Long-term Expected Real Rate of Return
Cash & Cash Equivalents	0.00%
Fixed Income	0.64%
Domestic Large Cap Equity	5.43%
Domestic Mid Cap Equity	6.22%
Domestic Small Cap Equity	6.74%
International Developed Equity	5.31%
International Emerging Equity	7.17%

Discount rate. A single discount rate of 5.5 percent was used to measure the total pension liability as of June 30, 2015. This single discount rate was based on the expected rate of return on pension plan investments of 5.5 percent and a municipal bond rate of 3.8 percent (based on the Bond Buyer 20-year Municipal Bond Index as of June 30, 2015). The projection of cash flows used to determine the discount rate assumed the plan member contributions will be made at the current contribution rate and the City contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rate. Based on those assumptions, the pension plan's fiduciary net position and the future contributions were sufficient to finance the future benefit payments for 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 of the net pension asset to changes in the discount rate. The following presents the net pension asset of the City, calculated using the discount rate of 5.5 percent, as well as what the City's net pension asset would be if it were calculated using a discount rate that is 1 percentage point lower (4.5 percent) or 1 percentage point higher (6.5 percent) than the current rate:

	1% Decrease (4.5%)	Current Discount Rate (5.5%)	1% Increase (6.5%)
City's net pension asset	$171,829	$369,944	$534,708

The actuarial assumptions used in the July 1, 2015 actuarial valuation included were (a) 5.50 percent investment return, (b) no inflation rate adjustment, and (c) 3.50 percent salary increases. The accrual basis of accounting is utilized by the PDIT fund. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. Administrative costs of the plan are financed through investment earnings. Cash and cash equivalents are stated at cost that approximates fair value. Investments are stated at the approximate value of the financial asset based on either the month end price, the last available price, or the last available activity. Because the assets of the plan exceed the actuarial liability, amortization of the unfunded liability is discontinued and the contribution required for the plan was developed under the aggregate cost method. This method does not identify or separately amortize unfunded actuarial accrued liabilities; the information presented is intended to serve as a surrogate for the funded status and funding progress of the plan.

Thrift Savings Plan

All full-time City employees may participate in the Thrift Savings Plan (the "Thrift"), a single-employer defined contribution plan administered by the Retirement Committee at the City. The plan provisions and contribution savings are adopted and amended by the City Council, within the options available in the federal statutes governing Internal Revenue Code, section 401(k). This voluntary IRS Code 401(k) plan allows all full-time City employees to contribute between 1 percent to 10 percent of their salary with the City matching the first 6 percent of employee contributions at 50 cents to the dollar. Partial vesting of employer contributions begins after three years of participation with full vesting taking place after six years of participation. At September 30, 2015, the Thrift plan was fully funded and the fair market value of plan assets, including accrued interest, was $160,134,000.

The City's total payroll during fiscal 2015 was $158,843,000. The current year contribution was calculated based on a covered payroll of $102,331,000, resulting in a required and actual employer contribution of $2,761,000 and actual employee contributions of $6,609,000. The employer contribution represents 2.70 percent of the covered payroll. The employee contribution represents approximately 6.5 percent of the covered payroll.

There were no material changes to the Thrift plan during fiscal 2015. There were no related-party transactions. The Thrift Plan does not issue separate stand-alone financial statements.

The Thrift Savings Plan does not issue separate GAAP financial reports. Its financial statements are presented below as of and for the year-ended September 30, 2015. (amounts in thousands):

ASSETS	
Investments	160,220
Total Assets	$ 160,220
LIABILITIES	
Retired City mgr 401(k) plan payable	86
Total Liabilities	86
NET POSITION	
Held in trust for pension benefits	160,083
Assigned pension trust	51
Total Net Position	$ 160,134

Changes in Net Position
Thrift Savings Plan

ADDITIONS	
Employer contributions	$ 2,761
Employee contributions	6,609
Net appreciation in fair value of investments	3,624
Other additions	2
	12,996
DEDUCTIONS	
Benefits	13,424
Plan administration	104
Other deductions	58
	13,586
Decrease in Net Position	(590)
Net Position, October 1	160,724
Net Position, September 30	$ 160,134

City contributions for the above plans for the year ended September 30, 2015, are as follows (amounts in thousands):

TMRS	$24,050
THRIFT	2,761
PTDIT	20
	$26,831

7. OTHER POST EMPLOYMENT BENEFITS

Disability Income Plan

Effective October 1, 1992, the City began providing active employees with disability insurance through a policy obtained from a commercial carrier. Previously, all City employees had participated in a Disability Income Plan (DIP), a single-employer other postemployment benefit disability plan, which had been funded by actuarially determined contributions. This plan had been accounted for in the DIP fund. Benefits to employees who were disabled while participating under the previous plan will continue to be paid from the remaining assets of the DIP fund, a fiduciary fund of the City.

Summary of Significant Accounting Policies
Basis of Accounting. DIP's financial statements are prepared using the accrual basis of accounting. Employer contributions to the plan are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits are recognized when due and payable in accordance with the terms of the plan.

Method Used to Value Investments. Cash and cash-like investments with original maturity dates less than one year are stated at cost that approximates fair value. Investments are stated at fair value based on either the month end price, the last available price or the last available activity.

Plan Description and Contribution Information
Membership of the plan consisted of the following at July 1, 2015, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits: 16

Plan Description. DIP is a single-employer defined benefit disability income plan that covers the employees of the City. The plan originally provided in-service death benefits and long term disability benefits commencing upon disablement. The plan was amended to eliminate the in-service death benefit and to start disability payments at age 65. The plan contemplates that long term disability benefits will be provided through a separate LTD insurance contract prior to age 65. The retired life liability for current disabled employees (many of whom are under age 65) is retained under the plan.

Contributions. The retirement committee of the City has the authority to establish and amend contribution requirements of the plan. The City's contribution is determined through an actuarial valuation. For the year ended September 30, 2015, the City contributed $65,000 to the plan. Administrative costs of DIP are financed through investment earnings.

Funded Status and Funding Progress

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment and mortality. Actuarially determined amounts are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

As of July 1, 2015, the most recent actuarial valuation date, the plan was 85.9 percent funded. The actuarial accrued liability for benefits was $1,588,266, and the actuarial value of assets was $1,364,432, resulting in an unfunded actuarial accrued liability (UAAL) of $223,834.

The accompanying schedule of employer contributions present trend information about the amounts contributed to the plan by employers in comparison to the ARC, an amount that is actuarially determined in accordance with the parameters of GASB Statement 43. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost for each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

Projections of benefits for financial reporting purposes are based on the substantive plan, (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long term perspective of the calculations. Additional information as of the latest actuarial valuation follows:

Valuation date	7/1/2015
Actuarial cost method	Entry age normal
Amortization method	Level dollar amortization
Remaining amortization period	8 years (closed)
Asset valuation method	Market value
Actuarial assumptions:	
Investment rate of return	5.5 percent
Inflation rate	3.0 percent

Funding Policy. The retirement committee of the City has the authority to establish and amend contribution requirements of the plan. The City fully funds the required contributions each year.

Annual OPEB Cost and Net OPEB Obligation. The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the *annual required contribution of the employer (ARC),* an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the City's net OPEB asset (dollar amounts in thousands):

Annual required contribution	$ 66
Interest on net OPEB asset	(28)
Adjustment to annual required contribution	79
Annual OPEB cost (expense)	117
Contributions made	(65)
Decrease in net OPEB asset	52
Net OPEB asset - beginning of year	(511)
Net OPEB asset - end of year	$ (459)

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB asset for 2015 and the six preceding years are as follows:

Ending	Cost	Contribution	(Asset)
9/30/15	$117,000	55.60%	$ (459,000)
9/30/14	$119,000	94.10%	$ (511,000)
9/30/13	$120,000	206.70%	$ (518,000)
9/30/12	$283,000	126.10%	$ (390,000)
9/30/11	$249,000	149.80%	$ (316,000)
9/30/10	$305,000	127.21%	$ (192,000)
9/30/09	$358,000	142.25%	$ (109,000)
9/30/08	$364,000	100.00%	-

In September of 2012, the City amended the Disability Income Plan to limit benefit eligibility to:

a. Former employees who were receiving disability income from the trust as of September 18, 2012, and
b. Former employees who, as of September 18, 2012, were receiving benefits from the City's Long Term Disability (LTD) plan and were in active service prior to January 1, 1993.

Because the amendment closed the plan to any future disabled employees, there is no longer any liability attributable to the City's active employees.

DIP does not issue separate GAAP financial reports. Its financial statements are presented below as of September 30, 2015 (in thousands):

Net Position

Assets	
Investments	$ 1,322
Total assets	1,322
Net position, held in trust for	
Other postemployment benefits	$ 1,322

Changes in Net Position

Additions	
Employer contributions	$ 65
Net appreciation in fair value	
Of investments	24
Total additions	$ 89
Deductions	
Benefits	(150)
Plan Administration	(16)
Total deductions	(166)
Increase in net position	(77)
Net position, October 1, 2014	1,399
Net position, September 30, 2015	$ 1,322

Retiree Health Insurance

The City of Arlington administers a single-employer self-funded health care plan. The plan provides post-retirement health care benefits to eligible retirees and their dependents.

To be eligible for retiree health insurance, an employee must be eligible to retire from the City of Arlington based upon the policies and requirements of the Texas Municipal Retirement System ("TMRS") and elect to retire at the time of separation from the City. If a retiree has coverage through another employer, they must waive the City retiree coverage until the employer based coverage terminates. As of July 1, 2015, there were 936 retired employees who met this requirement.

An employee may retire from the City based on one of the following circumstances: (1) the employee becomes eligible and elects to retire under the Texas Municipal Retirement System (TMRS) after either 20 years of service credit at any age, or after a minimum of five years of service at age 60; (2) the employee becomes eligible and elects to retire under the provisions of TMRS relating to disability retirement.

A Retiree may be eligible for insurance benefits that include: medical, dental, and vision benefits, regardless of the number of years worked for the City. However, to be eligible for a contribution from the City toward medical insurance, the Retiree must meet all of the following requirements:

- Be a minimum of age 50 and have a minimum of 10 years of full-time service with the City of Arlington and age plus years of service with the City must equal at least 70.
- Elect to receive their TMRS pension at the time of separation from the City of Arlington.
- Be hired/re-hired OR transferred to a Full-time status prior to January 1, 2006.

Retiree Health Insurance City Contributions

The City's contribution toward Retiree health insurance premiums is based upon five criteria: Date of Hire, Re-hire, or Full-time Status; Years of Full-time Service with the City of Arlington; Age; Election of TMRS Pension; and Date of Retirement.

1. Retirees who were hired/re-hired or transferred into a full-time status prior to 1/1/2006 have a City contribution based on their years of eligible service with the City. Retirees who were hired/re-hired or transferred into a full-time status after 1/1/2006 have no City contribution; however they may elect to pay the full cost and remain on the City's health plan.
2. Retirees who are TMRS eligible and elect a pension, are a minimum of age 50 and have 10 years of full-time service with the City of Arlington are eligible for a City contribution if hired, re-hired, or transferred into a full-time status prior to 1/1/2006.
3. Retirees who are TMRS eligible, have elected a pension but have less than 10 years of full-time service with the City of Arlington are not eligible for the City contribution, but may elect insurance benefits and pay the full premium.
4. Retirees who retired prior to 1/1/2008 have a City contribution toward their dependent's health coverage. Retirees who are retiring after 1/1/2008 do not have a contribution toward their dependent's health care.
5. Effective January 1, 2014, the City's retiree contribution was changed to a flat rate based on date of retirement. The contribution for retirees over the age of 65 has $50 of the contribution designated for Medicare pharmacy coverage.

Funding Policy. The City Council through the budget process has the authority to establish and amend contribution requirements of the plan. Currently the plan is funded on a pay-as-you-go basis.

Annual OPEB Cost and Net OPEB Obligation. The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the City's net OPEB obligation (dollar amounts in thousands):

Annual required contribution	$ 8,505
Interest on net OPEB Obligation	1,513
Adjustment to annual required contribution	(2,020)
Annual OPEB cost (expense)	7,998
Contributions made	(5,011)
Increase in net OPEB obligation	2,987
Net OPEB obligation – beginning of year	33,633
Net OPEB obligation – end of year	$ 36,620

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2015 and the six preceding years are as follows (dollar amounts in thousands):

Ending	Cost	Contribution	Obligation
9/30/15	$ 7,998	62.50%	$ 36,620
9/30/14	$ 8,366	59.31%	$ 33,633
9/30/13	$ 8,723	65.31%	$ 30,229
9/30/12	$ 12,133	46.66%	$ 27,203
9/30/11	$ 8,379	56.14%	$ 20,731

Funded Status and Funding Progress. As of July 1, 2015, the most recent actuarial valuation date, the plan was zero percent funded. The actuarial accrued liability for benefits was $101.3 million, and the actuarial value of assets was zero, resulting in an unfunded actuarial accrued liability (UAAL) of $101.3 million. The covered payroll (annual payroll of active employees covered by the plan) was $138.2 million, and the ratio of the UAAL to the covered payroll was 73.3 percent.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions. Projections of benefits for financial reporting purposes are based on the substantive plan, (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long term perspective of the calculations.

Valuation date	7/1/2015
Investment rate of return	4.5% per annum, net of expenses
Actuarial cost method	Projected Unit Credit
amortization method	Level dollar, open
Remaining amortization period	30 years
Healthcare Cost trend rate - medical	7.25% initial (2015)
	4.5% ultimate (2030)
Inflation rate	4.00%

Supplemental Death Benefits Plan

Plan Description. The City of Arlington contributes to the Supplemental Death Benefit Fund (SDBF), a cost-sharing multiple-employer defined benefit group term life insurance plan operated by TMRS. This is a separate trust administered by the TMRS Board of Trustees. SDBF provides a death benefit of $7,500 for retirees. TMRS issues a publicly available financial report that includes financial statements and required supplementary information for SDBF. That report may be obtained from the TMRS website at www.TMRS.com.

Funding Policy. Contribution requirements of the participating employers are established and may be amended by the TMRS Board of Trustees. The City is required to contribute at a rate assessed each year by the TMRS Board of Trustees, currently .15 percent of covered payroll. The TMRS Board of Trustees sets the employer contribution rate based on the mortality and service experience of all employees covered by the plan and the demographics specific to the workforce of the City. There is a one-year delay between the actuarial valuation that serves as the basis for the employer contribution rate and the calendar year when the rate goes into effect. Contributions are made monthly based on covered payroll of employee members of the City. Contributions are utilized to fund active member deaths on a pay-as-you-go basis. Any excess contributions over payments then become net position available for OPEB. The City's contributions to SDBF for the years ended September 30, 2015, 2014, and 2013, were $230,122, $181,872, and $207,493, respectively, which equaled the required contributions each year.

8. DEBT AND LIABILITIES

General Obligation Bonds

On May 15, 2015, the City issued Permanent Improvement Bonds, Series 2015A of $32,005,000 with an interest rate of 2.00 to 5.0 percent and serial maturities on August 15 from 2016 through 2035. Interest on the bonds is due every February and August 15, beginning August 15, 2015. The bonds were issued for designing, developing, constructing, improving, extending and expanding streets, thoroughfares, sidewalks, bridges and other public ways of the City, including street lighting, right-of-way protection, and related storm drainage improvements; and acquiring rights-of-way in connection therewith; acquiring, developing, renovating, and improving parks and open spaces for park and recreation purposes in and for the City; designing, constructing, reconstructing, improving, renovating, expanding, equipping and furnishing firefighting facilities, including fire station facilities and administrative facilities; designing, constructing, improving, renovating, expanding, equipping, and furnishing libraries and related facilities, including the acquisition of land therefor; and paying the costs of issuing the 2015A Bonds. Total interest requirements for the Series 2015A bonds at a rate from 2.00 to 5.00 percent is $12,148,883 in the aggregate.

In May 2015, the City issued $36,845,000 in Permanent Improvement Refunding Bonds, Series 2015B for the purpose of refunding a portion of the City's outstanding debt, and paying the cost of issuing the 2015B bonds. The Series B bonds mature on August 15 over a period from 2017 to 2027. Interest is payable February 15 and August 15 of each year commencing August 15, 2015. Total interest requirements for the Series B bonds at a rate from 2.50 to 5.00 is $6,795,894 in the aggregate. The refunding was undertaken to achieve a present value savings on debt service payments of 3,317,279.

General obligation bonds currently outstanding are as follows (amounts in thousands):

Purpose	Interest Rates	Amount
Governmental activities	2.00-5.50%	$ 116,775
Governmental activities - refunding	1.0-5.000%	139,290
Total Governmental		$ 256,065

Annual debt service requirements to maturity for general obligation bonds are as follows (amounts in thousands):

Year Ending September 30	Governmental Activities, General Obligation Principal	Interest
2016	$ 26,245	$ 9,564
2017	26,110	8,528
2018	23,085	7,720
2019	21,670	6,825
2020	18,785	5,987
2021-2025	72,445	20,240
2026-2030	49,880	8,199
2031-2035	17,845	1,551
	$ 256,065	$ 68,614

General obligation debt authorized and unissued as of September 30, 2015, amounted to $261,249,000.

Certificates of Obligation

Annual debt service requirements to maturity for certificates of obligation of the primary government are as follows (amounts in thousands):

Year Ending September 30	Governmental Activities, Certificates of Obligation	
	Principal	Interest
2016	$ 5,740	$ 2,896
2017	4,105	2,695
2018	3,065	2,522
2019	3,130	2,371
2020	3,180	2,232
2021-2025	16,955	8,796
2026-2030	18,415	4,968
2031-2035	12,935	1,238
	$ 67,525	$ 27,718

Special Obligation Bonds

In 2005, the City issued $297,990,000 Dallas Cowboys Complex Special Obligations to fund the City's share of the project costs for the Complex, including $164,265,000 Dallas Cowboys complex Special Obligation Tax-Exempt Special Tax bonds, Series 2005B (the "Multi-Modal Bonds"). In 2008-2009, the City issued $112,185,000, Series 2008, and $62,820,000, Series 2009, in Special Tax Revenue Bonds, refunding a total of $164,265,000 of the 2005B issue principal.

The debt service requirements of the above special obligation debt are as follows (amounts in thousands):

Year Ending September 30	Governmental Activities, Special Revenue	
	Principal	Interest
2016	$ 1,975	$ 9,491
2017	3,110	9,393
2018	13,235	9,237
2019	13,815	8,618
2020	14,455	7,971
2021-2025	85,430	27,771
2026-2030	51,495	4,886
	$ 183,515	$ 77,367

The City has pledged revenues consisting of one-half cent sales tax, two percent hotel occupancy tax, five percent car rental tax, stadium base rental revenue of $2 million per year and five percent of any naming rights up to a maximum of $500,000 annually to repay the Dallas Cowboys Stadium Bonds. Annual principal and interest payments are expected to require 100 percent of these revenues. Series 2005A are subject to mandatory sinking fund redemption to the extent that there are moneys on deposit available for such purpose. In 2015, the City redeemed $2,705,000 of the 2005A Term Bonds maturing August 15, 2031, $6,555,000 of the 2005A Term Bonds maturing August 15, 2016 and $5,460,000 of the 2005A Term Bonds maturing August 15, 2017. The 2005A bonds have now been completely redeemed. The total principal and interest remaining to be paid on the Dallas Cowboys Stadium Bonds is $260,882,000. Principal and interest payments and total pledged revenues for the year ended September 30, 2015 were $18,595,000 and $23,201,000, respectively, exclusive of the redemption.

Revenue Bonds

The City also issues bonds where the government pledges income derived from the operations of the Water and Sewer Fund or the Storm Water Utility Fund.

In fiscal year 2015, the City issued $235,000 related to the 2008 debt issue held by the Texas Water Development Board (TWDB) as part of the TWDB Clean and Drinking Water Programs. The City also drew down $128,347 related to previously issued 2014 TWDB Clean Water Debt. Funds from the 2014 debt are held in escrow until the City requests a drawdown of funds for a specific purpose. This brings the total outstanding TWDB balance to $38,185,000. These bonds will mature June 2016 to June 2034 at interest rates from 0.0 to 3.25 percent.

In May 2015, the City issued $18,240,000 in Water and Wastewater System Revenue Bonds, Series 2015A. Proceeds from the sale of these bonds will be used to provide funds to improve and extend the System and to pay cost of issuance associated with the Bonds. These bonds mature June 1 over a period from 2016 to 2035. Interest, at a rate of 2.00 to 5.00 percent, is $6,783,543 in the aggregate.

In May 2015 the City issued $11,910,000 in Water and Wastewater System Revenue Refunding Bonds, Series 2015B for the purpose to provide funds to refund certain outstanding obligations and to pay costs of issuance associated with the sale of the bonds. The bonds mature on June 1 over a period from 2018 to 2027. Interest is payable June 1 and December 1 of each year, commencing December 1, 2015. Total interest requirements for these bonds at a rate from 2.00 to 5.00 percent is $3,408,150 in the aggregate. The refunding was undertaken to achieve a present value savings on debt service payments of $596,170. The difference between the reacquisition price and the carrying amount of the debt resulted in a loss of $894,914 which has been recorded in the Proprietary Funds financial statements.

The revenue bond debt service requirements to maturity are as follows (amounts in thousands):

	Business Activities					
Year Ending	Water/Wastewater		Water/Wastewater TWDB		Storm Water Utility	
September 30	Principal	Interest	Principal	Interest	Principal	Interest
2016	$ 9,100	$ 3,541	$ 2,770	$ 811	$ 1,280	$ 874
2017	8,455	3,273	2,770	781	1,280	822
2018	8,430	2,970	2,770	737	1,280	771
2019	8,000	2,666	2,770	690	1,280	720
2020	8,045	2,378	2,770	639	1,280	656
2021-2025	29,125	8,021	13,825	2,296	6,400	2,473
2026-2030	19,030	3,654	9,830	623	6,400	1,098
2031-2035	10,205	929	680	33	1,280	58
	$ 100,390	$ 27,432	$ 38,185	$ 6,610	$ 20,480	$ 7,472

Net revenues of the City's water operations have been pledged for repayment of the City's revenue bonds. The amount of the pledge is equal to the remaining outstanding debt service requirements for these bonds, which were all originally issued to provide funding for construction of the water and wastewater systems. The pledge continues for the life of the bonds. For the year ended September 30, 2015, net pledged revenues for the water enterprise fund were $44,235,000 and debt service on the revenue bonds was $12,681,000. The same pledge for repayment applies to the City's Storm Water Utility revenue of $9,192,000 for the bonds issued in fiscal year 2015.

The following is a summary of long-term liability transactions of the City for the year ended September 30, 2015 (amounts expressed in thousands):

	10/1/2014	Increases	Reductions	9/30/2015	Due Within One Year
Governmental activities:					
General obligation debt	$ 244,975	$ 68,849	$ (57,760)	$ 256,064	$ 26,245
Certificates of obligation	80,340	-	(12,815)	67,525	5,740
Special tax revenue debt	206,305	-	(22,790)	183,515	1,975
Premium on general bonds	7,222	4,467	(2,320)	9,369	-
Premium on special bonds	4,071	-	(274)	3,797	-
Discount on special bonds	(2,549)	-	286	(2,263)	-
Net governmental bonds payable	540,364	73,316	(95,673)	518,007	33,960
Compensated absences	27,513	2,089	(1,374)	28,228	1,445
Claims	8,479	5,065	(4,499)	9,045	4,309
Landfill Closure	7,208	495	-	7,703	-
Net other post-employ benefit oblg.	33,633	2,987	-	36,620	-
Net pension liability*	101,017	-	(3,662)	97,355	-
Capital lease	-	10,814	(954)	9,860	996
Total governmental long-term liabilities	$ 718,214	$ 94,766	$ (106,162)	$ 706,818	$ 40,710
Business-type activities:					
Water and sewer bonds	$ 131,730	$ 30,385	$ (23,540)	$ 138,575	$ 10,263
Premium on water and sewer bonds	1,576	1,790	(530)	2,836	-
Storm water utility bonds	21,760	-	(1,280)	20,480	1,280
Premium on storm water utility bonds	842	-	(94)	748	-
Net water and sewer bonds payable	155,908	32,175	(25,444)	162,639	11,543
Compensated Absences	2,001	196	(139)	2,058	152
Net pension liability*	7,522	-	(273)	7,249	-
Total business-type long term liabilities	$ 165,431	$ 32,371	$ (25,856)	$ 171,946	$ 11,695

*as restated

9. PRIOR YEAR BOND REFUNDINGS

In FY15 and in prior years, the City legally defeased certain general obligation, revenue, and other bonds by placing cash and/or proceeds of refunding bond issues in an irrevocable trust to provide for all future debt service payments on the refunded bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the City's report. As of September 30, 2015, previously defeased debt still outstanding amounted to $27,865,000.

Following are the schedules of refunded obligations (amounts in thousands):

Bonds	Original Maturity Date	Interest Rate	Amount Refunded
Water & Wastewater System Revenue Bonds, Series 2007	6/1/2018	4.250	$ 1,200
	6/1/2019	4.250	1,200
	6/1/2020	4.250	1,200
	6/1/2021	4.375	1,200
	6/1/2022	4.500	1,200
	6/1/2023	4.500	1,200
	6/1/2024	4.500	1,200
	6/1/2025	4.500	1,200
	6/1/2026	4.500	1,200
	6/1/2027	4.500	1,200
			$12,000
	Total Refunded Obligations		$12,000
Combination Tax and Revenue Certificates of Obligation, Series 2006	8/15/2017	4.200	$ 410
	8/15/2018	4.300	410
	8/15/2019	4.375	410
	8/15/2020	4.375	410
	8/15/2021	4.500	410
	8/15/2022	4.500	410
	8/15/2023	4.625	410
	8/15/2024	4.625	410
	8/15/2025	4.625	410
	8/15/2026	4.625	410
			$ 4,100
Permanent Improvement Bonds, Series 2007	8/15/2018	4.000	$ 905
	8/15/2019	4.125	905
	8/15/2120	4.125	905
	8/15/2021	4.250	905
	8/15/2022	4.250	905
	8/15/2023	4.375	905
	8/15/2024	4.375	905
	8/15/2025	4.500	905
	8/15/2026	4.500	905
	8/15/2027	4.500	890
			$ 9,035
Combination Tax and Revenue Certificates of Obligation Series 2007	8/15/2018	4.000	$ 275
	8/15/2019	4.000	275
	8/15/2020	4.100	275
	8/15/2021	4.200	275
	8/15/2022	4.250	275
	8/15/2023	4.300	275
	8/15/2024	4.375	275
	8/15/2025	4.400	275
	8/15/2026	4.500	275
	8/15/2027	4.500	255
			$ 2,730
	Total Refunded Obligations		$27,865

10. INTERFUND TRANSACTIONS

A summary of interfund receivables and payables at September 30, 2015, is as follows (amounts in thousands):

Fund	Interfund Receivables	Interfund Payables
General Fund	$4,537	$ -
Nonmajor Funds	-	4,537
	$4,537	$4,537

The General Fund receivable represents cash provided to nonmajor funds and will be reimbursed in 2016. Transfers between funds during the year were as follows (amounts in thousands):

	Transfers Out	Transfers In
Major Governmental Funds:		
General Fund	$ 10,590	$ 19,639
Debt Service Fund	-	5,171
Total Major Governmental Funds	10,590	24,810
Major Enterprise Fund-Water and Sewer	14,732	-
Major Enterprise Fund-Storm Water Utility	1,803	-
Other Funds:		
Nonmajor Governmental Funds	17,860	18,431
Internal Service Funds	-	1,744
Total All Funds	$44,985	$44,985

The Water and Sewer, Storm Water Utility, and Convention and Event Services transferred $4,509,000 to the General Fund to cover their budgeted indirect costs.

The General Fund transferred $10,205,000 to Street Maintenance Fund, Special Transportation (Handitran), Parks Performance Fund, Arlington Property Finance Authority to cover budgeted operating expenses.

The Enterprise Funds transferred $9,701,000 to cover their budgeted operating costs.

The other General Fund transfers were to cover budgeted operating expenses in other funds.

The Debt Service Fund received transfers of $1,430,000 from the Convention and Event Services and Water and Sewer Funds to cover debt service repayments.

11. MUNICIPAL SOLID WASTE LANDFILL CLOSURE AND POST-CLOSURE CARE COSTS

The City accounts for its landfill closure and post-closure care costs in accordance with GASB No. 18, "Accounting for Municipal Solid Waste Landfill Closure and Post-Closure Care Costs."

State and federal laws and regulations require the City to place a final cover on its municipal landfill site when it stops accepting waste and to perform certain maintenance functions at the site for thirty years after closure. Although closure and post-closure care costs will be paid only near or after the date that the landfill stops accepting waste, the City reports a portion of the closure and post-closure care costs as a liability on the Statement of Net position in each period based on landfill capacity used as of each balance sheet date. This liability is offset by an asset recorded for a trust account established for the purpose of paying the closure and post-closure costs as more fully described below. In 2014 the City received a permit for vertical expansion and to open an additional 80 acres, which increased the capacity and the life of the landfill. The $7,703,000 reported as a landfill closure and post-closure accrued liability at September 30, 2015, represents the cumulative amount reported to date based on the use of approximately 35 percent of the estimated capacity of the landfill. The City will recognize the remaining estimated cost of closure and post-closure care of $4,116,000 as the remaining capacity is filled. These amounts are based on what it would cost to perform all closure and post-closure care in 2015. The City expects to close the landfill in 2065. Actual costs may change due to inflation, changes in technology, or changes in regulations.

On March 18, 2005, the City entered into a contract with Republic Waste Services of Texas, Ltd. (Republic) for a 20 year renewable operating lease of the landfill. The City received an initial payment of $15 million; the remaining balance of deferred revenue of $4,344,000 will be amortized over the life of the lease. Republic is responsible for the funding of monthly contributions to a trust account that will pay closure and post-closure costs as required by state and federal laws and regulations. Republic is in compliance with these requirements and at September 30, 2015, investments are held for these purposes.

12. COMMITMENTS AND CONTINGENCIES

Trinity River Authority

The City entered into a 50 year contract dated October 10, 1973, with the Trinity River Authority (TRA) whereby the TRA agrees to provide supplemental sewage treatment for consideration. Payments by the City are based on metered usage, at rates designed to charge the City a pro rata share of the TRA's annual operating and maintenance expenses, and principal and interest requirements on bonds issued by the TRA.

Grant Audits

The City receives federal and state grants for specific purposes that are subject to review and audit by the grantor agencies. Such audits could lead to requests for reimbursement to the grantor agency for expenditures disallowed under terms of the grant. City management believes such disallowances, if any, would be insignificant.

Construction Commitments

The City has various active construction projects as of September 30, 2015. The projects include construction in streets, parks, traffic, and water and sewer facilities. At year-end the City's significant commitments with contractors are as follows (amounts in thousands):

Project	Spent-to-Date	Remaining Commitment
Street Construction	$ 60,483	$ 24,926
Park Construction	11,807	1,332
Traffic Construction	7,109	311
Storm Water Utility Construction	22,136	7,104
Water and Sewer Construction	99,803	20,423
	$ 201,338	$ 54,096

The street, police and traffic construction projects are funded primarily by permanent improvement bonds proceeds. The park construction projects are funded by permanent improvement bond proceeds, certificate of obligation proceeds, and park fee revenues. Water and sewer and storm water utility construction projects are funded by revenue bond proceeds and cash from operating revenues of the water and sewer and storm water systems.

Litigation

The City is currently involved in several lawsuits in which some liability is probable. The potential liability as of September 30, 2015, cannot be determined. Pursuant to the Texas Tort Claims Act, damages would be capped at $250,000.

The City is currently involved in an employment lawsuit in which the plaintiff alleges that the City's termination of an Arlington police officer was a violation of the City's personnel policies. The plaintiff elected to appeal his termination to an arbitrator. The arbitrator ruled that the officer be reinstated with back pay. The City appealed the arbitrator's decision. The Court ordered the City to reinstate the officer provided he passes certain requirements, which he has done. In June 2014, the court ruled to award the officer $164,471 in back pay, but the City has appealed the ruling. In August 2015, the Fort Worth Court of Appeals issued an opinion requiring the trial court to set aside the judgment in accordance with the Court of Appeals' decision. Thus, the case is returning to the trial court for further proceedings. It is uncertain whether "set aside" requires the trial judge to uphold the termination or order another arbitration. Liability with regard to the officer's back wages is probable. To the extent owed, back pay continues to accrue and a $277,000 accrual has been recorded at September 30, 2015.

Various other claims and lawsuits are pending against the City. In the opinion of City management, the potential losses, in excess of APFA limitations (see Note 13) of insurance coverage, if any, on all claims will not have a materially adverse effect on the City's financial position as a whole.

13. RISK MANAGEMENT

The City's risk management activities are administered through various internal service funds.

Arlington Property Finance Authority (APFA)

The APFA was created for the purpose of acting on the City's behalf in financing various governmental programs as prescribed by ordinance or resolution of the City Council. In October 1986, the City Council adopted an ordinance to establish the City's Self-insurance and Risk Management Program (the "Program"). The purpose of the Program is to provide the City a defined and funded self-insurance program for bodily injury, property damage, personal injury, advertising injury, and regulatory injury.

Annual transfers from the General Fund and the Water Fund based on actuarial projections of Ultimate Losses, are made to support the program. Under the Program Ordinance, the annual surplus on deposit in the APFA Fund may be withdrawn upon order of the City's APFA Claims Board and used for any lawful purpose. The payments out of the APFA Fund for all purposes cannot exceed $1,000,000 per occurrence and $3,000,000 in aggregate in one annual period. Should claims exceed this amount, the excess claims are to be funded by other available City resources.

The APFA claims liabilities are actuarially determined annually to include the effects of specific incremental claims, adjustment expenses, and if probable and material, salvage and subrogation. The actuarially determined liabilities are reported at their present values using an expected future investment yield assumption of 1.0 percent.

Workers' Compensation

The City's workers' compensation plan provides City employees with workers' compensation insurance through the Workers' Compensation Fund (the "WCF"). Under this program, the WCF provides coverage for up to a maximum of $500,000 per claim. The City purchases commercial insurance for claims in excess of coverage provided by the WCF. No settlements have utilized this commercial insurance coverage for the past three years. All City departments participate in the workers' compensation program. Payments to the WCF from such departments are based on actuarial estimates of the amounts needed to pay prior and current year claims and related administrative expenses. The WCF claims liabilities are actuarially determined annually to take into consideration recently settled claims, the frequency of claims and other economic and social factors. The actuarially determined liabilities are reported at their present values using an expected future investment yield assumption of 1.0 percent.

Group Health

Group medical benefits are paid through the Group Health Fund. Revenues are recognized from payroll deductions and from City contributions for employee and dependent coverage. Changes in the balances of claims liabilities during fiscal 2015 and 2014 were as follows (amounts in thousands):

	Workers Compensation		Health		APFA		Other	
	2015	2014	2015	2014	2015	2014	2015	2014
Unpaid claims, Oct 1	$ 3,953	$ 4,792	$ 2,135	$ 1,481	$ 2,201	$ 1,917	$ -	$ -
Incurred Claims (including IBNRs and changes in estimates)	2,599	411	24,489	24,452	950	1,666	277	190
Claim payments	(2,088)	(1,250)	(24,670)	(23,798)	(801)	(1,382)	-	-
Unpaid claims, Sept 30	$ 4,464	$ 3,953	$ 1,954	$ 2,135	$ 2,350	$ 2,201	$ 277	$ 190

14. LEASES

As Lessee

As lessee, the City is committed under a lease for fire radio equipment. This lease is considered for accounting purposes to be a capital lease. The liability for future capital lease payments totals approximately $9,860,000 and is reported as capital lease obligations current liabilities (approximately $996,000) and capital lease obligations non-current liabilities (approximately $8,864,000) in the General Fund.

Future minimum lease payments for capital lease including interest and principal are as follows (amounts in thousands):

Year Ending September 30	
2016	$ 1,228
2017	1,228
2018	1,228
2019	1,228
2020	1,228
2021-2024	4,912
	11,052
Less Interest	1,192
Minimum future lease rentals	$9,860

The City's investment in equipment under the capital lease arrangement as of September 30, 2015 is $10,814,000.

As Lessor

Effective October 1, 1983, the City entered into a contract to lease a tract of land for the purpose of constructing and developing a hotel. The term of the lease is for an initial period of fifty years with renewal options for two additional terms of fifteen years each. The rental payments are based upon a percentage (ranging from 1.0 percent - 1.75 percent) of gross revenues (as defined in the agreement) through December 31, 2006. After December 31, 2006, the lessee shall pay the total annual rent of $250,000. For each year thereafter the lessee shall pay an annual rent amount equal to the previous year's rent plus an increase not to exceed the effective percentage change in the Consumer Price Index (Specifically CPI-U for Dallas-Fort Worth region) for the previous 12 month period. Total rental payments received in 2015 were approximately $286,400.

15. SETTLEMENT AGREEMENT

On April 27, 1999, the City entered into a Dispute Settlement Agreement and Agreement Not To Pursue Claim (the "Dispute Settlement Agreement") with the Texas Rangers baseball club (the "Rangers"). The Dispute Settlement Agreement relates to the amount of costs of acquiring certain tracts of land for the Project, which the City alleged should be paid by the Rangers (the "Claim").

The Dispute Settlement Agreement requires the Rangers to make annual installment payments, without interest, to the City on or before December 31 of each year as follows:

Year	Amount
2015	$ 1,000,000
2016	1,000,000
2017	1,000,000
2018	1,000,000
2019	1,000,000
2020 to 2024	5,000,000
	10,000,000
Less Discount	2,286,000
	$7,714,000.

The total is reported as a settlement agreement receivable by the City. The payment amounts will be reduced effective in fiscal year 2016 to reflect reduced interest rates. The payment in 2024 is due on or before March 1. By entering into this agreement, the City agreed to release and discharge the Rangers from the Claim.

16. CAPITAL LEASE

A lease agreement was executed on June 23, 1992 between the Texas Rangers, Ltd. (the Rangers) and the City for the Ballpark Complex Development (the Facility). The lease is a triple net lease to the Rangers, with the Rangers retaining all concession and signage rights. The Rangers agreed to pay a base rent of $2,000,000 per year for the 30-year term of the lease. At the end of the lease, the Rangers have the option to purchase the Facility, excluding the linear park, at a cost of $60,000,000, with full credit given for all base and additional rents paid, as well as up to $1,500,000 annual credit for maintenance costs paid on the Facility by the Rangers. If the purchase option is exercised, the Rangers are committed to play baseball in the City for ten additional years.

Pursuant to applicable accounting standards, the lease of the Facility to the Rangers has been accounted for as a capital lease.

Minimum future rentals are as follows:

September 30	
2016	$ 2,000,000
2017	2,000,000
2018	2,000,000
2019	2,000,000
2020	2,000,000
2021-2024	7,055,556
	17,055,556
Less Discount	4,688,694
Minimum future lease rentals	$12,366,862

17. CONDENSED COMPONENT UNIT INFORMATION

The City includes seven discretely presented component units in its reporting entity (see note I.B.). Condensed component unit information for the year ended September 30, 2015, for all discretely presented component units is as follows (amounts in thousands):

Condensed Schedule of Net Position

	Arlington Tomorrow Foundation	Housing Authority	Other Discretely Presented Component Units	Total Discretely Presented Component Units
Current and other assets	$105,996	$3,997	$1,342	$ 111,335
Capital assets	-	271	177	448
Total assets	105,996	4,268	1,519	111,783
Other liabilities	1,254	619	501	2,374
Total liabilities	1,254	619	501	2,374
Net position:				
Net investment in capital assets	-	271	177	448
Restricted	104,742	7	-	104,749
Unrestricted	-	3,371	841	4,212
Total net position	$104,742	$3,649	$1,018	$109,409

Condensed Schedule of Activities

	Arlington Tomorrow Foundation	Housing Authority	Other Discretely Presented Component Units	Total Discretely Presented Component Units
Expenses	$7,290	$26,906	$9,932	$44,128
Program Revenues:				
Charges for services	-	-	5,354	5,354
Operating grants and contributions	-	26,820	4	26,824
Capital grants and Contributions	-	-	4,565	4,565
Net Program (Expense) Revenue	(7,290)	(86)	(9)	(7,385)
Interest Revenues	2,602	6	2	2,610
Other NonTax General Revenues	(4,707)	182	-	(4,525)
Change in Net position	(9,395)	102	(7)	(9,300)
Net position, October 1,	114,137	3,547	1,025	118,709
Net position, September 30	$104,742	$ 3,649	$ 1,018	$109,409

APPENDIX C

FORMS OF BOND COUNSEL OPINION

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[Form of Bond Counsel Opinion]

[Date]

$14,150,000
CITY OF ARLINGTON, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION
TAXABLE SERIES 2016C

WE HAVE represented the City of Arlington, Texas (the "Issuer"), as its bond counsel in connection with an issue of certificates of obligation (the "Certificates") described as follows:

> CITY OF ARLINGTON, TEXAS, COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, TAXABLE SERIES 2016C, dated June 1, 2016, in the principal amount of $14,150,000.
>
> The Certificates mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Certificates and in the ordinance adopted by the City Council of the Issuer authorizing their issuance (the "Ordinance").

WE HAVE represented the Issuer as its bond counsel for the purpose of rendering an opinion with respect to the legality and validity of the Certificates under the Constitution and laws of the State of Texas and with respect to the exclusion of interest on the Certificates from gross income for federal income tax purposes. We have not investigated or verified original proceedings, records, data or other material, but have relied solely upon the transcript of proceedings described in the following paragraph. We have not assumed any responsibility with respect to the financial condition or capabilities of the Issuer or the disclosure thereof in connection with the sale of the Certificates. Our role in connection with the Issuer's Official Statement prepared for use in connection with the sale of the Certificates has been limited as described therein.

IN OUR CAPACITY as bond counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Certificates, on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Issuer, customary certificates of officers, agents and representatives of the Issuer and other public officials and other certified showings relating to the authorization and issuance of the Certificates. We have also examined executed Certificate No. 1 of this issue.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION THAT:

(A) The transcript of certified proceedings evidences complete legal authority for the issuance of the Certificates in full compliance with the Constitution and laws of the State of Texas presently effective and, therefore, the Certificates constitute valid and legally binding obligations of the Issuer; and

(B) A continuing ad valorem tax upon all taxable property within the City of Arlington necessary to pay the principal of and interest on the Certificates, has been levied and pledged irrevocably for such purposes, within the limit prescribed by law, and the total indebtedness of the Issuer, including the Certificates, does not exceed any constitutional, statutory or other limitations. In addition, the Certificates are further secured by a limited pledge of the surplus net revenues of the Issuer's water and wastewater system as provided in the Ordinance.

THE RIGHTS OF THE OWNERS of the Certificates are subject to the applicable provisions of the federal bankruptcy laws and any other similar laws affecting the rights of creditors of political subdivisions generally, and may be limited by general principles of equity which permit the exercise of judicial discretion.

We observe that the Issuer has taken no action to cause any interest on the Certificates to be excludable from gross income for the purposes of federal income taxation, and therefore it is assumed that income derived from a Certificate by an Owner is subject to U.S. federal income taxation. We express no opinion as to this or any other federal, state or local tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the Certificates.

The opinions set forth above are based on existing law which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

#5209236.1

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