

OFFICIAL STATEMENT DATED JUNE 13, 2017

NEW ISSUE/Book-Entry Only

RATINGS:
Moody's: "Aa1"
Standard & Poor's: "AAA"
Fitch: "AAA"

See "OTHER INFORMATION – Ratings" herein.

In the opinion of Bond Counsel, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and the Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations.

THE BONDS WILL NOT BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS.

\$8,995,000
CITY OF ARLINGTON, TEXAS
(Tarrant County, Texas)
Municipal Drainage Utility System Revenue Bonds, Series 2017

Dated: June 1, 2017

Due: June 1, as shown on inside of cover page

Interest to accrue from date of delivery.

PAYMENT TERMS...Interest on the \$8,995,000 City of Arlington, Texas, Municipal Drainage Utility System Revenue Bonds, Series 2017 (the "Bonds") will accrue from June 29, 2017 (the "Delivery Date") and will be payable on June 1 and December 1 of each year commencing December 1, 2017 until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the owners thereof. Principal of and interest on the Bonds, will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See "THE BONDS - Book-Entry-Only System" herein. The initial Paying Agent/Registrar is Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see "THE BONDS - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE...The Bonds are issued pursuant to the general laws of the State of Texas, particularly Subchapter C of Chapter 552, Texas Local Government Code, as amended, and an ordinance (the "Ordinance") passed by the City Council approving the issuance of the Bonds. The Bonds are special obligations of the City and are payable, both as to principal and interest, solely from and secured by a lien on and pledge of the Revenues (as defined in the Ordinance) of the Municipal Drainage Utility System (the "System"). The Bonds shall not be a charge upon any other income or revenues of the City and shall never constitute an indebtedness or pledge of the general credit or taxing powers of the City. The Ordinance does not create any lien or mortgage on the System and any judgment against the City may not be enforced by the levy and execution against the property owned by the City.

PURPOSE...Proceeds from the sale of the Bonds will be used for the purpose of providing funds (i) to pay the costs of drainage improvements, including the acquisition and construction of equipment and facilities for the System and (ii) to pay costs of issuance associated with the sale of the Bonds.

OPTIONAL REDEMPTION...The City reserves the right, at its option, to redeem Bonds having stated maturities on and after June 1, 2028, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on June 1, 2027, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE BONDS – Optional Redemption").

MANDATORY REDEMPTION . . .The Bonds maturing on June 1, 2033 (the "Term Bonds") are subject to mandatory sinking fund redemption (see "THE BONDS – Mandatory Redemption of the Term Bonds").

LEGALITY...The Bonds are offered for delivery when, as and if issued and received by the Initial Purchasers and subject to the approving opinion of the Attorney General of Texas and the opinion of Bracewell LLP, Dallas, Texas (see Appendix C, "Form of Bond Counsel's Opinion").

DELIVERY...It is expected that the Bonds will be available for delivery through DTC on June 29, 2017.

Maturity Schedule

(June 1) Maturity	Amount	Rate	Yield	CUSIP ⁽¹⁾
2018	\$ 450,000	2.000%	0.900%	041838AW3
2019	450,000	2.000%	1.070%	041838AX1
2020	450,000	2.000%	1.180%	041838AY9
2021	450,000	2.000%	1.250%	041838AZ6
2022	450,000	2.000%	1.380%	041838BA0
2023	450,000	2.000%	1.510%	041838BB8
2024	450,000	2.000%	1.640%	041838BC6
2025	450,000	4.000%	1.800%	041838BD4
2026	445,000	2.250%	2.000%	041838BE2
2027	450,000	4.000%	2.100%	041838BF9
2028	450,000	5.000%	2.200% ⁽²⁾	041838BG7
2029	450,000	4.000%	2.450% ⁽²⁾	041838BH5
2030	450,000	4.000%	2.600% ⁽²⁾	041838BJ1
2031	450,000	4.000%	2.750% ⁽²⁾	041838BK8

2034	450,000	3.000%	3.153%	041838BM4
2035	450,000	3.000%	3.200%	041838BN2
2036	450,000	3.125%	3.240%	041838BP7
2037	450,000	3.125%	3.280%	041838BQ5

(Interest to accrue from date of initial delivery)

\$900,000 Term Bond

\$900,000 3.000% Term Bond Due June 1, 2033 Priced to Yield 3.100%⁽³⁾ CUSIP Number: 041838BL6

(Interest to accrue from date of initial delivery)

- ⁽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 nor the Financial Advisor shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.
- ⁽²⁾ Yield calculated based upon the assumption that the Bonds designated and sold at a premium will be redeemed on June 1, 2027, the first optional redemption date for the Bonds, at a redemption price of par plus accrued interest to the redemption date.

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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 representation by, 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 Bonds are exempt from registration with the Securities and Exchange Commission and consequently have not been registered therewith. The registration, qualification, or exemption of the Bonds in accordance with applicable securities law provisions of the jurisdiction in which the Bonds have been registered, qualified, or exempted should not 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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TABLE OF CONTENTS

OFFICIAL STATEMENT SUMMARY.....	v	RESERVE FUND	13
CITY OFFICIALS, STAFF, CONSULTANTS.....	vii	DEFICIENCIES, EXCESS REVENUES	14
INTRODUCTION	1	SECURITY OF FUNDS	14
DESCRIPTION OF THE CITY	1	PAYMENT OF BONDS	15
PLAN OF FINANCING	1	ISSUANCE OF ADDITIONAL PARITY BONDS	15
PURPOSE	1	ADDITIONAL BONDS RESERVE FUND REQUIREMENT	15
SOURCES AND USES OF PROCEEDS	1	ISSUANCE OF OBLIGATION OF INFERIOR LIEN AND PLEDGE ...	15
THE BONDS	1	REFUNDING BONDS	15
DESCRIPTION OF THE BONDS	1	MAINTENANCE AND OPERATION - INSURANCE	16
AUTHORITY FOR ISSUANCE	2	RECORDS – ACCOUNTS – ACCOUNTING REPORTS	16
SECURITY AND RATE COVENANT	2	SALE OR LEASE OF PROPERTIES	16
PLEGGED REVENUES	2	SPECIAL COVENANTS	16
ADDITIONAL BONDS	2	REMEDIES IN EVENT OF DEFAULT	16
OPTIONAL REDEMPTION	3	TAX MATTERS	17
NOTICE OF REDEMPTION	3	TAX EXEMPTION	17
DEFEASANCE	4	ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS	18
BOOK ENTRY ONLY SYSTEM	4	CONTINUING DISCLOSURE OF INFORMATION	19
USE OF CERTAIN TERMS IN OTHER SECTIONS OF THIS OFFICIAL STATEMENT	5	ANNUAL REPORTS	19
EFFECT OF TERMINATION OF BOOK ENTRY ONLY SYSTEM	5	DISCLOSURE EVENT NOTICES	19
REGISTRATION	5	AVAILABILITY OF INFORMATION FROM MSRB	19
PAYING AGENT/REGISTRAR	6	LIMITATIONS & AMENDMENTS	20
BONDHOLDERS REMEDIES	6	COMPLIANCE WITH PRIOR UNDERTAKINGS	20
THE SYSTEM	7	OTHER INFORMATION	20
MUNICIPAL DRAINAGE UTILITY SYSTEM	7	RATINGS	20
DRAINAGE UTILITY CHARGES AND BILLING	7	LITIGATION	20
RESIDENTIAL PROPERTY	7	REGISTRATION AND QUALIFICATION OF BONDS FOR SALE	21
TABLE 1 – RESIDENTIAL MONTHLY DRAINAGE FEE RATES ...	8	LEGAL MATTERS	21
COMMERCIAL PROPERTY	8	LEGAL INVESTMENTS & ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS	21
OTHER DRAINAGE FEE INFORMATION	8	FINANCIAL ADVISOR	22
DRAINAGE FEE HISTORY	8	INITIAL PURCHASER OF THE BONDS	22
TABLE 2 – DRAINAGE FEE REVENUE AND ACCOUNT HISTORY	8	FORWARD LOOKING STATEMENTS DISCLAIMER	22
TABLE 3 –MUNICIPAL DRAINAGE UTILITY SYSTEM DEBT SERVICE REQUIREMENTS	9	MISCELLANEOUS	22
ANTICIPATED ISSUANCE OF MUNICIPAL DRAINAGE UTILITY SYSTEM REVENUE BONDS	9	APPENDIX A	
HISTORICAL FINANCIAL INFORMATION	10	General Information Regarding the City	A
TABLE 4 – MUNICIPAL DRAINAGE UTILITY SYSTEM CONDENSED SCHEDULE OF OPERATIONS	10	APPENDIX B	
TABLE 5 – PRO FORMA COVERAGE	10	Audited Basic Financial Statements of the City of Arlington Year Ended September 30, 2016	B
SELECTED PROVISIONS OF THE ORDINANCE	11	APPENDIX C	
DEFINITIONS	11	Form of Bond Counsel Opinion	C
PLEDGE OF SECURITY	12		
RATES AND CHARGES	12		
BONDS AS SPECIAL OBLIGATIONS	12		
FUNDS AND ACCOUNTS	12		
SYSTEM FUND	12		
BOND FUND	13		

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 Bonds 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 – Description of the City").
THE BONDS	The \$8,995,000 City of Arlington, Texas, Municipal Drainage Utility System Revenue Bonds, Series 2017, dated June 1, 2017, are issued as serial bonds maturing June 1 in each of the years 2018 through 2031 and 2034 through 2037, and as a Term Bond maturing on June 1, 2033. (see "THE BONDS - Description of the Bonds").
PAYMENT OF INTEREST	Interest on the Bonds accrues from the date of their delivery to the Initial Purchaser (the "Delivery Date") and will be paid on December 1, 2017, and on each June 1 and December 1 thereafter until the earlier of maturity or prior redemption. (see "THE BONDS - Description of the Bonds" and "THE BONDS – Optional Redemption").
AUTHORITY FOR ISSUANCE	The Bonds are being issued pursuant to the general laws of the State of Texas, particularly Subchapter C of Chapter 552, Texas Local Government Code, as amended, Texas Local Government Code), and an ordinance (the "Ordinance") passed by the City Council, (see "THE BONDS – Authority for Issuance").
SECURITY FOR THE BONDS	The Bonds constitute special obligations on the City payable as to principal and interest solely from and secured by a lien on and pledge of the Revenues of the City's Municipal Drainage Utility System (the "System") all as defined in the Ordinance (see "SELECTED PROVISIONS OF THE ORDINANCE – Definition"). The Bonds are not general obligations of the City, Tarrant County or the State of Texas. Neither the full faith and credit nor the taxing power of the City, Tarrant County or the State of Texas is pledged to the payment of the Bonds.
OPTIONAL REDEMPTION	The City reserves the right, at its option, to redeem Bonds having stated maturities on and after June 1, 2028, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on June 1, 2027, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE BONDS – Optional Redemption").
MANDATORY REDEMPTION	The Bonds maturing on June 1, 2033 (the "Term Bonds") are subject to mandatory sinking fund redemption (see "THE BONDS – Mandatory Redemption of the Term Bonds").
TAX EXEMPTION	In the opinion of Bond Counsel, under existing law, the interest on the Bonds is excludable from gross income for federal income tax purposes and the Bonds are not "private activity bonds". See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of the alternative minimum tax consequences for corporations.
USE OF PROCEEDS	Proceeds from the sale of the Bonds will be used for the purpose of providing funds (i) to pay the costs of drainage improvements, including the acquisition and construction of equipment and facilities for the System and (ii) to pay costs of issuance associated with the sale of the Bonds.
RATINGS	The Bonds have been rated "Aa1" by Moody's Investors Service, Inc. ("Moody's"), "AAA" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, ("S&P") and "AAA" by Fitch Ratings ("Fitch"). The City's presently outstanding System revenue supported debt has underlying ratings of "Aa1" by Moody's and "AAA" by S&P (see "OTHER INFORMATION – Ratings").

BOOK-ENTRY-ONLY

SYSTEM.....

The definitive Bonds 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 Bonds may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds 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 Bonds (see "THE BONDS - 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.

**QUALIFIED TAX-
EXEMPT OBLIGATION**.....

The City will NOT designate the bonds as "Qualified Tax-Exempt Obligations" for financial institutions.

SELECTED FINANCIAL INFORMATION ⁽¹⁾

	Budgeted				
	2017	2016	2015	2014	2013
Storm Water Revenues ⁽²⁾	\$15,047,079	\$13,530,000	\$12,311,000	\$10,854,000	\$10,867,000
Storm Water Expenses	6,069,827	3,430,000	3,110,000	2,909,000	2,845,000
Net Revenues of the System	<u>\$ 8,977,252</u>	<u>\$10,100,000</u>	<u>\$ 9,201,000</u>	<u>\$ 7,945,000</u>	<u>\$ 8,022,000</u>
Transfers (out)/in	\$ (1,119,717)	\$ (1,106,000)	\$ (1,803,000)	\$ (1,001,000)	\$ (1,108,000)
Capital Outlay	-	-	-	-	-
Remaining Revenue	<u>\$ 7,857,535</u>	<u>\$ 8,994,000</u>	<u>\$ 7,398,000</u>	<u>\$ 6,944,000</u>	<u>\$ 6,914,000</u>

⁽¹⁾ 2013-2016 data from Annual Financial Statements. 2017 data from 2016-2017 Budget.

⁽²⁾ The Bonds will be secured by a gross pledge on these revenues.

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CITY OFFICIALS, STAFF AND CONSULTANTS

ELECTED OFFICIALS

City Council	Length of Service	Term Expires	Occupation
Jeff Williams Mayor	2 years	May, 2019	Engineer
Charlie Parker Council Member	5 years	May, 2018	Community Volunteer
Sheri Capehart Council Member	17 years ⁽¹⁾	May, 2018	Computer Security Analyst, Retired
Roxanne Thalman Council Member	Newly Elected ⁽²⁾	May, 2019	IT Consultant
Kathryn Wilemon Mayor Pro Tem	14 years	May, 2019	Community Volunteer
Lana Wolff Council Member	14 years	May, 2019	Community Volunteer
Robert Shepard Council Member	9 years	May, 2018	Attorney
Victoria Farrar-Myers Council Member	1 year	May, 2018	Professor
Michael Glaspie Council Member	5 years	May, 2019	Church Minister

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

⁽²⁾ Ms. Thalman will be sworn in on June 27, 2017.

SELECTED ADMINISTRATIVE STAFF

Name	Position	Years of Employment with City
Trey Yelverton	City Manager	24
Gilbert Perales	Deputy City Manager	10
Theron Bowman	Deputy City Manager	34
Jim Parajon	Deputy City Manager	11
Mike Finley	Director of Finance	21
Teris Solis	City Attorney	26
Mary Supino	City Secretary	7

CONSULTANTS, ADVISORS AND INDEPENDENT AUDITORS

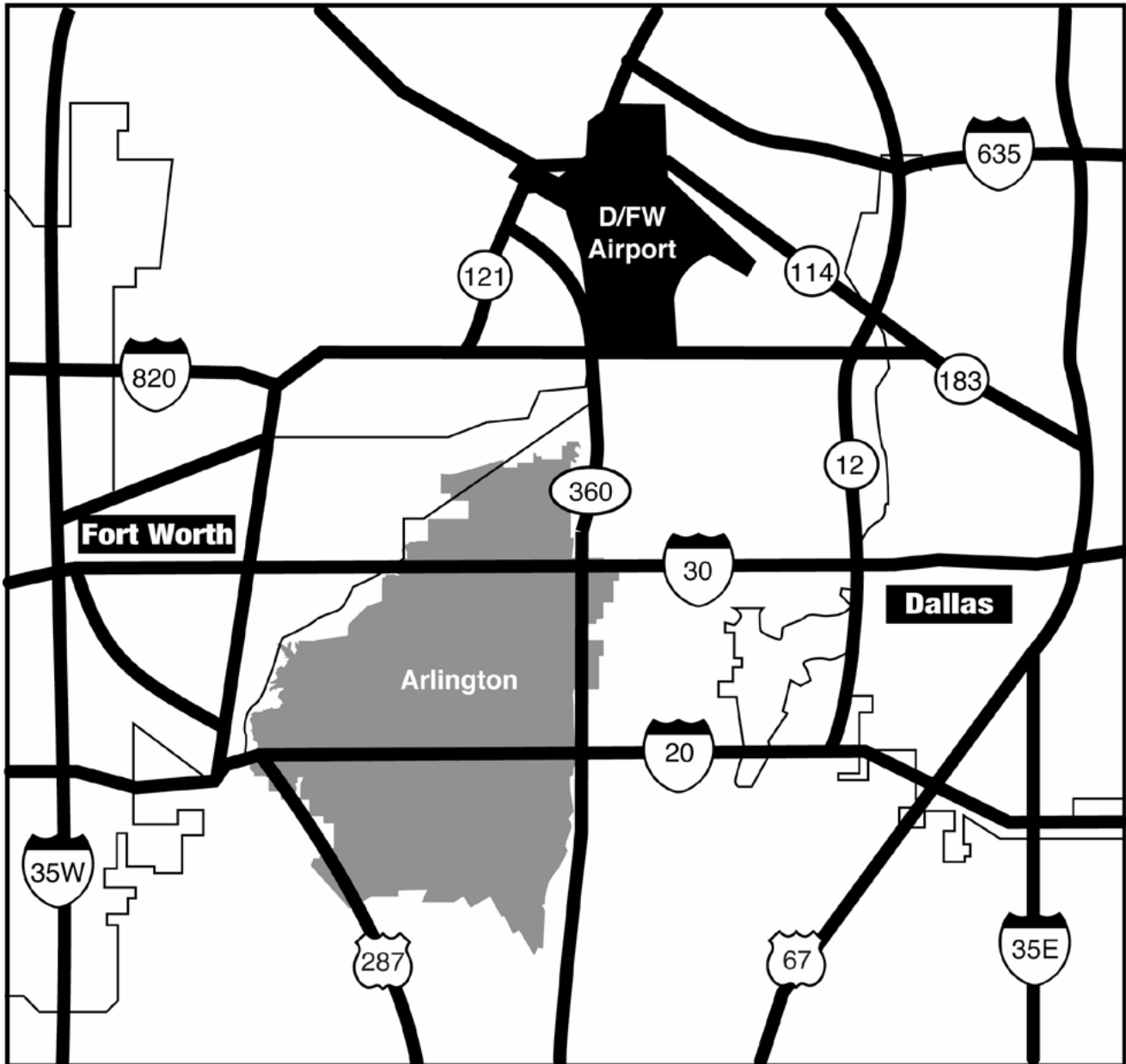
Independent Auditors	Grant Thronton L.L.P., Dallas, Texas
Bond Counsel	Bracewell LLP, Dallas Texas.
Financial Advisor	Estrada Hinojosa & Company, Inc., Dallas, Texas

For additional information regarding the City, please contact:

Mr. Mike Finley
City of Arlington
101 W. Abram Street, 3rd Floor
Arlington, Texas
(817) 459-6100

or Mr. Dave Gordon
Estrada Hinojosa & Company, Inc.
1717 Main Street, Suite 4700
Dallas, Texas 75201
(214) 658-1670

Dallas/Fort Worth/Arlington Metropolitan Area



OFFICIAL STATEMENT

RELATING TO

\$8,995,000

CITY OF ARLINGTON, TEXAS

(Tarrant County, Texas)

Municipal Drainage Utility System Revenue Bonds, Series 2017

INTRODUCTION

This Official Statement, which includes the Schedules and Appendices hereto, provides certain information regarding the issuance of \$8,995,000 City of Arlington, Texas Municipal Drainage Utility System Revenue Bonds, Series 2017 (the "Bonds"). Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinance (hereinafter defined) authorizing the issuance of the Bonds, except as otherwise indicated herein. Reference is made to "Selected Provisions of the Ordinance" which contains defined terms and selected provisions of the Ordinance that are summarized under "The Bonds."

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 fees 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 eight miles south of the Dallas/Fort Worth International Airport. The City, which encompasses 99.5 square miles, had a 2010 census population of 365,438. The City's Community Development and Planning Department estimates the 2017 population of the City to be 383,862 residents. 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 wastewater utilities, and general administrative services. The City operates its municipal drainage utility system, its water and wastewater system and its sanitary landfill operation as self supporting enterprise funds.

PLAN OF FINANCING

PURPOSE...Proceeds from the sale of the Bonds will be used for the purpose of providing funds (i) to pay the costs of drainage improvements, including the acquisition and construction of equipment and facilities for the System and (ii) to pay costs of issuance associated with the sale of the Bonds.

SOURCES AND USES OF PROCEEDS...The proceeds from the sale of the Bonds will originate and be applied approximately as follows:

Sources:	
Par amount of the Bonds	\$ 8,995,000.00
Net Reoffering Premium	387,951.70
Total Sources of Funds	<u>\$ 9,382,951.70</u>
Uses:	
Deposit to Project Fund	\$ 9,250,000.00
Costs of Issuance	132,951.70
Total Uses of Funds	<u>\$ 9,382,951.70</u>

THE BONDS

DESCRIPTION OF THE BONDS... The Bonds are dated June 1, 2017 (the "Dated Date"), and mature on June 1 in each of the years and in the amounts shown on page ii hereof. Interest will accrue from the Dated Date and will be computed on the basis of a 360-day year of twelve 30-day months, and will be payable on June 1 and December 1, commencing December 1, 2017 until maturity or prior redemption. The definitive Bonds will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. **No physical delivery of the bonds will be made to the owners thereof.** Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "The Bonds – Book-Entry-Only System" herein.

AUTHORITY FOR ISSUANCE...The Bonds are issued pursuant to the general laws of the State of Texas, particularly Subchapter C of Chapter 552, Texas Local Government Code, as amended, and an ordinance (the "Ordinance") passed by the City Council authorizing the issuance of the Bonds. The Bonds are special obligations of the City and are payable both as to principal and interest, solely from and secured by a lien on and pledge of the Revenues (as defined in the Ordinance) of the Municipal Drainage Utility System (the "System").

SECURITY AND RATE COVENANT...In the Ordinance, the City has covenanted and agreed that the Revenues of the System, with the exception of those in excess of the amounts required for the payment and security of the Previously Issued Bonds, Bonds and any Additional Bonds (collectively, the "Parity Bonds"), are irrevocably pledged to the payment and security of the Previously Issued Bonds, Bonds, and Additional Bonds, if issued, including the establishment and maintenance of the special funds created and maintained for their payment and security.

As of June 29, 2017, other than the Bonds, the City will have Outstanding Bonds secured by and payable from Revenues on parity with the Bonds as follows:

Issue	Dated Date	Outstanding Principal Amount
Municipal Drainage Utility System Revenue Bonds, Series 2011	4/15/2011	\$ 17,920,000
Total		<u>\$ 17,920,000</u>

The Bonds are not a charge upon any other income or revenues of the City and **shall never constitute an indebtedness or pledge of the general credit or taxing powers of the City**. The Ordinance does not create a lien or mortgage on the System, except with respect to the Revenues, and any judgment against the City may not be enforced by levy and execution against any property owned by the City.

The Ordinance establishes a Reserve Fund, but such Reserve Fund is not required to be funded and maintained unless revenues of the System are less than 2.00 times the Maximum Annual Debt Service requirements on the Previously Issued Bonds, the Bonds plus any Additional Bonds (the "Reserve Fund Requirement"). If the City funds a Reserve Fund, it will be funded by (i) depositing revenues of the System to the Reserve Fund over a period of 60 months, (ii) depositing proceeds from the sale of Additional Bonds, (iii) depositing to the credit of the Reserve Fund, to the extent permitted by law, one or more Credit Facilities (as defined in the Ordinance), or (iv) depositing any combination of Revenues, Additional Bond proceeds or credit facilities. (See "Selected Provisions of the Ordinance"). To the extent permitted by, and in accordance with applicable law and upon approval of the Attorney General of the State of Texas, the City may substitute a Credit Facility for cash or investment securities on deposit in the Reserve Fund or in substitution or replacement of any existing Credit Facility. The Reserve Fund Requirement will be determined annually and at the time of the issuance of any Additional Bonds.

PLEGGED REVENUES . . . All of the Revenues of the System (as defined in the Ordinance), with the exception of those in excess of the amounts required to establish and maintain the Bond Fund and the Reserve Fund, are irrevocably pledged for the payment of the Bonds and any Additional Bonds and interest thereon. The Previously Issued Bonds, the Bonds and the Additional Bonds, if issued, shall be equally and ratably secured by a lien upon and pledge of the Revenues of the System.

The term "Revenues" is defined as "all income, receipts and revenues of every nature derived or received from the operation and ownership (excluding impact fees and gifts restricted as to use and federal or state grants for construction of drainage system facilities) of the System, including earnings and income derived from the investment or deposit of moneys in any special funds or accounts established and maintained for the payment and security of the Parity Bonds and other obligations payable solely from and secured only by a lien on and pledge of the Revenues of the System. (See "Selected Provisions of the Ordinance").

The City has covenanted in the Ordinance, while any of the Previously Issued Bonds, the Bonds or Additional Bonds are outstanding, to establish, maintain and impose drainage charges for services afforded by the System that are reasonably expected, on the basis of available information and experience and with due allowance for contingencies, to be sufficient to: (i) produce revenues each year in an amount reasonably anticipated to be not less than 1.10 times the maximum annual principal and interest requirements of the Previously Issued Bonds, the Bonds and Additional Bonds then outstanding (ii) make any required deposits to the Reserve Fund and any contingency fund created for payment and security of the Previously Issued Bonds, the Bonds and any Additional Bonds, (iii); pay all Operating and Maintenance Expenses of the System and (iv) pay all other indebtedness payable from and/or secured in whole or in part by a lien on and pledge of the Revenues of the System (See "Selected Provisions of the Ordinance").

ADDITIONAL BONDS . . . In the Ordinance, the City reserves the right to issue Additional Bonds payable from and equally and ratably secured by a parity lien on and pledge of the Revenues subject to satisfying certain terms and conditions including obtaining a certificate or opinion from a certified public accountant to the effect that, according to the books and records of the City, the Revenues received by the City for the last completed Fiscal Year or for any twelve consecutive months out of the eighteen months immediately preceding the month in which the ordinance authorizing the issuance of the Additional Bonds is passed were equal to 1.25 times the Maximum Annual Debt Service for all outstanding Parity Bonds after giving effect to the issuance of the Additional Bonds then being issued. (See "Selected Provisions of the Ordinance").

OPTIONAL REDEMPTION...The City has reserved the right at its option to redeem the Bonds scheduled to mature on and after June 1, 2028 prior to their scheduled maturities, in whole or in part, on June 1, 2027, or on any date thereafter, at par plus accrued interest to the date fixed for redemption in principal amounts of \$5,000 or any integral multiple thereof. If less than all of the Bonds are to be redeemed the City reserves the right to determine the maturity or maturities and the amounts thereof to be redeemed and if less than a maturity is to be redeemed, the Paying Agent/Registrar (or DTC while the Bonds are in Book-Entry-Only form) shall determine by lot which of the Bonds of such maturities, or portions thereof, shall be redeemed. If any Bond (or portion of the principal amount thereof) shall have been called for redemption and notice of such redemption shall have been given, such Bonds (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

MANDATORY REDEMPTION OF THE TERM BONDS . . . The Bonds maturing on June 1, 2033 (the "Term Bonds"), are subject to mandatory redemption in part prior to maturity on June 1, in the years shown below at 100% of the principal amount thereof plus accrued interest to the date of redemption from payments into the Interest and Sinking Fund which are required to be made in amounts sufficient to redeem on June 1 of each year the principal amount of such Term Bonds as follows:

\$900,000	
Term Bonds	
Stated to Mature	
on June 1, 2033	
Year	Principal Amount
2032	\$ 450,000
2033	(maturity) 450,000

The principal amount of the Term Bonds required to be redeemed pursuant to the operation of such mandatory redemption requirements may be reduced, at the option of the City, by the principal amount of such Term Bonds which, prior to the date of the mailing of notice of such mandatory redemption, (1) shall have been acquired by the City and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the City, or (3) shall have been redeemed pursuant to the optional redemption provisions described in the preceding paragraph and not therefore credited against a mandatory redemption requirement.

NOTICE OF REDEMPTION...Not less than 30 days prior to any redemption date, the Paying Agent/Registrar shall cause a notice of redemption to be sent by United States mail, first class postage prepaid, to each Owner of a Bond to be redeemed in whole or in part at the address of the Owner as shown on the records of the Paying Agent/Registrar at the close of business on the business day next preceeding the date of mailing such notice. The City reserves the right, in the case of an optional redemption, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the City retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the City delivers a certificate of the City to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption and such redemption has been rescinded shall remain Outstanding, and the rescission of such redemption shall not constitute an Event of Default. Further, in the case of a conditional redemption, the failure of the City to make moneys and/or authorized securities available in part or in whole on or before the redemption date shall not constitute an Event of Default.

ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE BONDS CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY BOND OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH BOND OR PORTION THEREOF SHALL CEASE TO ACCRUE.

DEFEASANCE... The City may discharge its obligations to the registered owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either by (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 Bonds 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 Bonds; provided that such deposits may be invested and reinvested only in (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States 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 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 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 Bonds. If any of such Bonds 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. Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid.

Under current state law, after such deposit as described above, such bonds 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 Bonds have been made as described above, all rights of the City to initiate proceedings to call the Bonds for redemption or take any other action amending the terms of the Bonds are extinguished; provided, however, that the right to call the Bonds 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 Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds 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 Bonds. 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.

BOOK-ENTRY-ONLY SYSTEM ...*This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and accredited by The Depository Trust Company (“DTC”), New York, New York, while the Bonds are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

The City cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the Securities and Exchange Commission, and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee). One fully registered certificate will be issued for each maturity of the Bonds in the aggregate principal amount of each such maturity and will be deposited with DTC.

DTC, the world’s largest securities 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 bookentry 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 is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated 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, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: AAA. 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 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds 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, but Beneficial Owners are expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owners entered into the transaction. Transfers of ownership interest in the Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds 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 Bonds 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 Bonds; DTC's records reflect only the identity of the Direct Participant to whose account such Bonds are credited, which may or may not be the Beneficial Owners. The 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. Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County 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 the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Bonds will be made to 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 dates 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 in 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 redemption proceeds and principal and interest to DTC is the responsibility of the City or Paying Agent/Registrar, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

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

USE OF CERTAIN TERMS IN OTHER SECTIONS OF THIS OFFICIAL STATEMENT... In reading this Official Statement it should be understood that while the Bonds 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 Bonds, 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, the Financial Advisor or the Initial Purchasers.

EFFECT OF TERMINATION OF BOOK-ENTRY-ONLY SYSTEM...In the event the Book-Entry-Only System with respect to the Bonds is discontinued by DTC, or the use of the Book-Entry-Only System with respect to the Bonds is discontinued by the City, printed bonds will be issued to the respective holders of the Bonds, as the case may be, and the respective Bonds will be subject to transfer, exchange, and registration provisions as set forth in the Ordinance, summarized under "THE BONDS- Registration" below.

REGISTRATION...The Bonds will be initially issuable only in the name of Cede & Co., as nominee of DTC which will act as securities depository for the Bonds. Principal and semiannual interest on the Bonds 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 Bonds, then "Owner" shall refer solely to DTC. In the event that DTC is no longer the securities depository for the Bonds, the term "Owner" shall refer to a successor securities depository or the Beneficial Owners of the Bonds which are shown as registered Owners on the registration books of the Paying Agent/Registrar. Principal of the Bonds will be payable to the Owner at maturity or prior redemption upon presentation to the Paying Agent/Registrar. Interest on the Bonds will be payable by check, dated as of the interest payment date, and mailed by the Paying Agent/Registrar to the Owners as shown on the records of the Paying Agent/Registrar on the fifteenth calendar day of the month preceding such interest payment date (the "Record Date"), or by such other customary banking arrangements, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Owner. If the date for the payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, a legal holiday, or a 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 date payment was due.

Future Registration. In the event that DTC is no longer the securities depository for the Bonds and a successor securities depository is not appointed by the City, printed Bond certificates shall be delivered to the Owners thereof and thereafter, the Bonds 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 Bond may be assigned by execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond will be delivered by the Paying Agent/Registrar to the last assignee (the new Owner) in exchange for such transferred and assigned Bond in accordance with the provisions of the Ordinance. Such new Bonds must be in the denomination of \$5,000 for any one maturity or any integral multiple thereof and for a like aggregate designated amount as the Bond surrendered for exchange or transfer. The last assignee's claim of title to the Bond must be proved to the satisfaction of the Paying Agent/Registrar. See "Book-Entry Only System" herein for a description of the system to be utilized initially in regard to ownership and transferability of the Bonds. Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Bonds called for redemption, in whole or in part, within 45 days of the date fixed for redemption provided however, such limitation of transfer shall be applicable to an exchange by the registered owner of the uncalled balance of the Bond.

PAYING AGENT/REGISTRAR...The initial Paying Agent/Registrar is Bank of New York Mellon Trust Company, N.A., Dallas, Texas. In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. If the City replaces the Paying Agent/Registrar, such Paying Agent/Registrar shall, promptly upon the appointment of a successor, deliver the Paying Agent/Registrar's records to the successor Paying Agent/Registrar, and the successor Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds 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 Bonds. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Bonds by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

HOLDERS' REMEDIES. . . The Ordinance authorizing the issuance of the Bonds establishes the following Events of Default with respect to the Bonds: (i) failure to make payment of principal of or interest on any of the Bonds when due and payable; or (ii) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in the Ordinance which materially and adversely affects the rights of the related 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 sixty days after notice of such default is given by any Owner to the City. Under State law, there is no right to the acceleration of maturity of the Bonds upon an event of default under the Ordinances. Although a registered Owner could presumably obtain a judgment against the City if a default occurred in any payment of the principal of or interest on any such Bonds, 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 Bonds as they become 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. No assurance can be given that a mandamus or other legal action to enforce a default under the Ordinance would be successful.

The Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W. 3rd 325 (Tex. 2006), that a waiver of governmental immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the City's governmental immunity from a suit for money damages, registered owners may not be able to bring such a suit against the City for breach of the Obligations or covenants in the Ordinances. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds.

On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, 59 Tex. Sup. Ct. J. 524 (Tex. 2016) that governmental immunity does not imbue a city with derivative immunity when it performs proprietary, as opposed to governmental, functions in respect to contracts executed by a city. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under the authority or for the benefit of the state. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in considering municipal breach of contract cases, it is incumbent on the courts to determine whether a function is proprietary or governmental based upon the common law and statutory guidance. Issues related to the applicability of governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated based on the facts and circumstances surrounding the contract in question. 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 bonds, but in connection with the issuance of the Bonds, the City is not using the authority provided by Chapter 1371 and has not waived sovereign immunity in the proceedings authorizing the Bonds.

The Ordinance does not provide for the appointment of a trustee to represent the interest of the holders of the Bonds 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 or revenues, the pledge of ad valorem 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 Bondholders 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 the rights of holders of the Bonds 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.

THE SYSTEM

MUNICIPAL DRAINAGE UTILITY SYSTEM ... Chapter 552, Subchapter C of the Texas Local Government Code provides the authority for municipalities to establish a municipal drainage utility system and to develop a schedule of charges within the City. This enabling legislation was created in order to provide municipalities a funding source to address Environmental Protection Agency (“EPA”) mandated storm water quality requirements, as well as local drainage system operating and maintenance costs.

The City established a Municipal Drainage Utility System in August, 1990, to protect the public health and safety from loss of life and property caused by surface water overflows and surface water stagnation.

DRAINAGE UTILITY CHARGES AND BILLING ...The City charges “Storm Water” Fees in support of the System. The current storm water fee structure and rates became effective on October 1, 2016. The current residential fee structure is described in “Table 1 – Residential Monthly Storm Water Drainage Fee Rates”. Commercial property owners are charged based on an impervious area calculation shown. A storm water fee is added to each monthly utility bill. The City has the authority to impose storm water fees by ordinance without limitation.

RESIDENTIAL PROPERTY...Residential parcels include any benefited property platted, zoned or used for residential development including single family, duplex, triplex, quadraplex, townhomes, manufactured homes or other improved parcel upon which buildings contain less than five dwelling units. Residential parcels will be billed based on one Equivalent Residential Unit (“ERU”) at the scheduled rate, for the number of dwelling units.

TABLE 1 – RESIDENTIAL MONTHLY DRAINAGE UTILITY FEE RATES ⁽¹⁾

The fee structure for future and historical rates are as follows:

Date of Rate Change	Flat Rate
October 1, 2009	\$ 3.50
October 1, 2010	4.25
October 1, 2011	4.25
October 1, 2012	4.25
October 1, 2013	4.25
October 1, 2014	4.75
October 1, 2015	5.25
October 1, 2016	5.75
October 1, 2017	6.25
October 1, 2018	6.75
October 1, 2019	7.25
October 1, 2020	7.50

⁽¹⁾ Commercial rate is calculated using the residential rate times the ERU. The minimum ERU is 1.0.

COMMERCIAL PROPERTY... Every Commercial property owner pays the same unit rate based on the amount of impervious area on the property. Impervious area is defined as a surface that is resistant to infiltration by water. Several examples of impervious area include asphalt or concrete pavement, parking lots, driveways, sidewalks and buildings. Based on a study of Arlington residential property, the average square feet of impervious surface is 2800, referred to as an Equivalent Residential Unit (ERU).

Non-residential parcels include all benefited property that is not defined as residential by the Storm Water Drainage ordinance, including commercial, industrial, institutional, multi-family and governmental property. The monthly fee for non-residential parcels is determined by dividing impervious area square footage by 2800 square feet and multiplying by the current rate – the result shall be a minimum of 1 ERU for each non-residential account.

OTHER DRAINAGE UTILITY FEE INFORMATION... Failure to pay drainage utility fees promptly when due shall subject users to discontinuance of any utility services provided by the City. Apartments are considered non-residential for the purpose of the calculation of the storm water fee. Any non-residential property on which mitigation measures have been taken may be eligible for a credit to the storm water fee. The Director of Public Works and Transportation shall adjust the fee for such properties according to the actual mitigative effect of the measures taken. Best Management Practices (BMPs) that were required as part of development plan approval will not be eligible for such credits.

DRAINAGE FEE HISTORY... The following table details storm water fee revenue history for the last five years.

TABLE 2 – DRAINAGE FEE REVENUE AND ACCOUNT HISTORY ⁽¹⁾

	Drainage Fee Revenue History				
	2016	2015	2014	2013	2012
Residential	\$ 7,297,314	\$ 6,507,894	\$ 5,862,392	\$ 5,827,580	\$ 5,792,425
Commercial	6,246,168	5,545,468	4,982,059	4,940,217	4,810,196
Total	\$ 13,543,482	\$ 12,053,362	\$ 10,844,451	\$ 10,767,796	\$ 10,602,621

	Number of Accounts				
	2016	2015	2014	2013	2012
Residential	95,574	95,227	94,648	94,291	93,391
Commercial	5,365	5,343	5,363	5,355	5,315
Total	100,939	100,570	100,011	99,646	98,706

⁽¹⁾ Amounts do not include interest.

TABLE 3 - MUNICIPAL DRAINAGE UTILITY FACILITIES SYSTEM REVENUE DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements on the Bonds of the Municipal Drainage Utility System including the Previously Issued Bonds.

Fiscal Year Ended 9/30	Existing Debt Service			The Bonds			Total Debt Service Requirements	% of Principal Retired
	Principal	Interest	Total	Principal	Interest	Total		
2017	\$ 1,280,000	\$ 822,400	\$ 2,102,400	\$ -	\$ -	\$ -	\$ 2,102,400	
2018	1,280,000	771,200	2,051,200	450,000	246,821	696,821	2,748,021	
2019	1,280,000	720,000	2,000,000	450,000	258,638	708,638	2,708,638	
2020	1,280,000	656,000	1,936,000	450,000	249,638	699,638	2,635,638	
2021	1,280,000	604,800	1,884,800	450,000	240,638	690,638	2,575,438	29.08%
2022	1,280,000	553,600	1,833,600	450,000	231,638	681,638	2,515,238	
2023	1,280,000	502,400	1,782,400	450,000	222,638	672,638	2,455,038	
2024	1,280,000	438,400	1,718,400	450,000	213,638	663,638	2,382,038	
2025	1,280,000	374,400	1,654,400	450,000	204,638	654,638	2,309,038	
2026	1,280,000	323,200	1,603,200	445,000	186,638	631,638	2,234,838	59.74%
2027	1,280,000	272,000	1,552,000	450,000	176,625	626,625	2,178,625	
2028	1,280,000	220,800	1,500,800	450,000	158,625	608,625	2,109,425	
2029	1,280,000	168,000	1,448,000	450,000	136,125	586,125	2,034,125	
2030	1,280,000	113,600	1,393,600	450,000	118,125	568,125	1,961,725	
2031	1,280,000	57,600	1,337,600	450,000	100,125	550,125	1,887,725	90.42%
2032	-	-	-	450,000	82,125	532,125	532,125	
2033	-	-	-	450,000	68,625	518,625	518,625	
2034	-	-	-	450,000	55,125	505,125	505,125	
2035	-	-	-	450,000	41,625	491,625	491,625	
2036	-	-	-	450,000	28,125	478,125	478,125	98.40%
2037	-	-	-	450,000	14,063	464,063	464,063	100.00%
	<u>\$ 19,200,000</u>	<u>\$ 6,598,400</u>	<u>\$ 25,798,400</u>	<u>\$ 8,995,000</u>	<u>\$ 3,034,234</u>	<u>\$ 12,029,234</u>	<u>\$ 37,827,634</u>	

ANTICIPATED ISSUANCE OF MUNICIPAL DRAINAGE UTILITY SYSTEM REVENUE BONDS... The City anticipates the issuance of approximately \$10 million in additional municipal drainage utility system revenue bonds within the next twelve months although plans have not been finalized.

HISTORICAL FINANCIAL INFORMATION...The following two tables present five-year historical information and coverage and fund balances for the System. Unless otherwise noted, all information is from the City's Comprehensive Annual Financial Report.

TABLE 4- MUNICIPAL DRAINAGE UTILITY SYSTEM CONDENSED SCHEDULE OF OPERATIONS

	2017 ⁽¹⁾	2016	2015	2014	2013
<u>Revenues</u>					
Service Charges	\$ 14,952,300	\$ 13,575,000	\$12,160,000	\$ 10,774,000	\$ 10,815,000
Interest Revenue	94,779	116,000	142,000	69,000	72,000
Net Increase (decrease) in the fair value of investments	-	(10,000)	9,000	11,000	(20,000)
Other Income	-	(151,000)	-	-	-
Total Revenues ⁽²⁾	<u>\$ 15,047,079</u>	<u>\$ 13,530,000</u>	<u>\$12,311,000</u>	<u>\$ 10,854,000</u>	<u>\$ 10,867,000</u>
<u>Expenses</u>					
Salaries and Wages	2,382,025	1,681,000	1,685,000	1,595,000	1,429,000
Employee's Retirement	-	249,000	247,000	235,000	226,000
Supplies	-	62,000	55,000	70,000	72,000
Maintenance and Repairs	3,687,802	747,000	454,000	344,000	375,000
Utilities	-	17,000	16,000	15,000	8,000
Miscellaneous Services	-	674,000	653,000	650,000	735,000
Total Operating Expenses Before Depreciation	<u>\$ 6,069,827</u>	<u>\$ 3,430,000</u>	<u>\$ 3,110,000</u>	<u>\$ 2,909,000</u>	<u>\$ 2,845,000</u>
Net Revenues of the System	8,977,252	10,100,000	9,201,000	7,945,000	8,022,000
Transfers in/(out)	(1,119,717)	(1,106,000)	(1,803,000)	(1,001,000)	(1,108,000)
Capital Outlay	-	-	-	-	-
Net Remaining Revenues Available for Debt Service	<u>\$ 7,857,535</u>	<u>\$ 8,994,000</u>	<u>\$ 7,398,000</u>	<u>\$ 6,944,000</u>	<u>\$ 6,914,000</u>
Beginning Fund Balance	16,392,000	7,398,000	6,944,000	6,914,000	7,247,000
Ending Fund Balance	<u>\$ 24,249,535</u>	<u>\$ 16,392,000</u>	<u>\$14,342,000</u>	<u>\$ 13,858,000</u>	<u>\$ 14,161,000</u>

⁽¹⁾ Budgeted.

⁽²⁾ The Bonds are secured by a gross pledge of these revenues.

TABLE 5 – PRO FORMA COVERAGE

Maximum Principal and Interest Requirements, 2018	\$ 2,748,021
Coverage of Maximum Requirements by Fiscal Year End 09/30/16 Revenues	3.27X
Average Principal and Interest Requirements, 2017-2037	\$ 1,801,316
Coverage of Average Requirements by Fiscal Year End 09/30/16 Revenues	4.99X

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SELECTED PROVISIONS OF THE ORDINANCE

The following is a summary of certain provisions of the Ordinance that authorizes the issuance of the Bonds. Such summary does not purport to be complete and reference should be made to the Ordinance for the complete provisions and the precise wording thereof. Copies of the Ordinance are available from the Department of Finance of the City of Arlington upon request.

The Bonds, the Outstanding Bonds and any Additional Bonds hereafter issued, are and shall be equally and ratably secured by and payable from a first lien on and pledge of the Gross Revenues of the System.

DEFINITIONS

“Act” means Subchapter C of Chapter 552 of the Texas Local Government Code, as amended.

“Additional Bonds” means revenue bonds or other evidences of indebtedness issued or entered into, as the case may be, in the future in accordance with the terms and conditions provided in Section 9.02 hereof and, by their terms, are equally and ratably secured by a parity lien on and pledge of the Revenues of the System.

“Bonds” means the “City of Arlington, Texas, Municipal Drainage Utility System Revenue Bonds, Series 2017” authorized by this Ordinance.

“Code” means the Internal Revenue Code of 1986, as amended, including applicable regulations, published rulings and court decisions.

“Credit Facility” means (i) a policy of insurance or a surety bond, issued by an issuer of policies of insurance insuring the timely payment of debt service on governmental obligations, provided that a rating agency having an outstanding rating on such obligations would rate such obligations which are fully insured by a standard policy issued by the issuer in its two highest generic rating categories for such obligations; and (ii) a letter or line of credit issued by any financial institution, provided that a rating agency having an outstanding rating on the Bonds would rate the Bonds in its two highest generic rating categories for such obligations if the letter or line of credit proposed to be issued by such financial institution secured the timely payment of the entire principal amount of the Bonds and the interest thereon.

“Debt Service” means, as of any particular date of computation, with respect to any obligations and with respect to any period, the aggregate of the amounts required to be paid or set aside by the City as of such date or in such period for the payment of the principal of, premium, if any, and interest (to the extent not capitalized) on such obligations; assuming, in the case of obligations without a fixed numerical rate, that such obligations bear, or would have borne, interest at a rate equal to the greater of: (i) the actual rate in effect on the date of calculation, (ii) the average variable rate for the 12 months preceding the date of calculation if the outstanding obligations were subject to a variable rate during such 12-month period or (iii) (1) if interest on the indebtedness is excludable from gross income under the Code, the most recently reported Bond Buyer Revenue Bond Index rate as of the date of computation (or a comparable index if this index does not exist on such date), plus 50 basis points, or (2) if interest is not so excludable, the interest rate on direct U.S. Treasury obligations with comparable maturities, plus 50 basis points; and further assuming in the case of obligations required to be redeemed or prepaid as to principal prior to maturity, the principal amounts thereof will be redeemed prior to maturity in accordance with the mandatory redemption provisions applicable thereto.

“Operating and Maintenance Expenses” means all current expenses of operating and maintaining the System, including all salaries, labor, materials, and administrative costs, allocable under generally accepted accounting principles, to the System. Depreciation charges and other costs and disbursements which may be capitalized under generally accepted accounting principles shall not be considered Operating and Maintenance Expenses.

“Outstanding” means when used in this Ordinance with respect to the Bonds or any Additional Bonds, as the case may be, as of the date of determination, all Bonds and any Additional Bonds theretofore sold, issued and delivered by the City, except:

- (1) Bonds or any Additional Bonds cancelled or delivered to the transfer agent or registrar for cancellation in connection with the exchange or transfer of such obligations;
- (2) Bonds or any Additional Bonds paid or deemed to be paid in accordance with the provisions of Section 9.09 hereof; and
- (3) Bonds or any Additional Bonds that have been mutilated, destroyed, lost, or stolen and replacement bonds have been registered and delivered in lieu thereof.

“Parity Bonds” means the Bonds and any Additional Bonds as the same may be from time to time Outstanding.

“Reserve Fund Obligations” means cash or investment securities of any of the type or types permitted under Section 7.06 of this Ordinance.

“Reserve Fund Requirement”: means an amount equal to the maximum annual Debt Service on the Bonds plus any Additional Bonds.

“Revenues” means all income, receipts and revenues of every nature derived or received from the operation and ownership (excluding impact fees and gifts restricted as to use and federal or state grants for construction of drainage facilities) of the System, including earnings and income derived from the investment or deposit of moneys in any special funds or accounts created and established for the payment and security of the Parity Bonds and other obligations payable solely from and secured only by a lien on and pledge of the Revenues of the System.

“System” means all land, easements and interest in land, together with all structures, equipment and facilities used in draining benefitted property (within the meaning of the Act), including, but not limited to, bridges, catch basins, channels, conduits, creeks, culverts, detention ponds, ditches, draws, flumes, pipes, pumps, sloughs, treatment works, and appurtenances to those items, whether natural or artificial, or using force or gravity, that are used to draw off surface water from land, carry the water away, collect, store, or treat the water, or divert the water into natural or artificial watercourses.

PLEDGE OF SECURITY. The City hereby covenants and agrees that all of the Revenues of the System, with the exception of those in excess of the amounts required for the payment of the Parity Bonds, are hereby irrevocably pledged to the payment of the Previously Issued Bonds, the Bonds and Additional Bonds, if issued, and the interest thereon, including the establishment and maintenance of the special funds created and established by this Ordinance, all as hereinafter provided. It is hereby ordained that such pledge of Revenues securing the payment of the Parity Bonds and interest thereon shall constitute a first lien on such Revenues of the System and be valid and binding and fully perfected from and after the date of adoption of this Ordinance without physical delivery or transfer of control of the Revenues, the filing of this Ordinance or any other act; all as provided in Chapter 1208 of the Texas Government Code.

RATES AND CHARGES. For the benefit of the Owners of the Previously Issued Bonds, the Bonds, and any Additional Bonds and in accordance with the provisions of the Act and other applicable laws of the State of Texas, the City hereby expressly stipulates and agrees, while any of the Previously Issued Bonds, the Bonds or any Additional Bonds are Outstanding, to establish, maintain and impose drainage charges for services afforded by the System that are reasonably expected, on the basis of available information and experience and with due allowance for contingencies, to be sufficient to:

- (i) Produce revenues each year in an amount reasonably anticipated to be not less than 1.10 times the maximum annual principal and interest requirements of the Previously Issued Bonds, the Bonds and any Additional Bonds then Outstanding;
- (ii) Make any required deposits to the Reserve Fund and any contingency fund created for the payment and security of the Previously Issued Bonds, the Bonds and any Additional Bonds;
- (iii) Pay all other indebtedness payable from and/or secured in whole or in part by a lien on and pledge of the Revenues of the System; and
- (iv) Pay all Operating and Maintenance Expenses of the System.

BONDS AS SPECIAL OBLIGATIONS. The Bonds are special obligations of the City payable from the pledged Revenues and the Owners thereof shall never have the right to demand payment thereof out of funds raised or to be raised by taxation.

FUNDS AND ACCOUNTS. All revenues derived from the operation of the System shall be kept separate from other funds of the City. To that end, the following special Funds, to be held by the City’s depository bank, are hereby established:

“City of Arlington, Texas Municipal Drainage Utility System Fund,” hereinafter called the “System Fund.”

“City of Arlington, Texas Municipal Drainage Utility System Reserve Fund,” hereinafter called the “Reserve Fund.”

“City of Arlington, Texas Municipal Drainage Utility System Bond Fund,” hereinafter called the “Bond Fund.”

SYSTEM FUND. The City hereby covenants and agrees that the Revenues of the System (excluding earnings and income derived from investments held in the Bond Fund and the Reserve Fund) shall be deposited as collected to the credit of the System Fund. All revenues deposited in the System Fund shall be pledged and appropriated to the extent required for the following uses and in the order of priority shown:

First: To the payment of the amounts required to be deposited in the Bond Fund for the payment of Debt Service on the Parity Bonds as the same becomes due and payable.

Second: To the payment of the amounts required to be deposited in the Reserve Fund to maintain the Required Reserve in accordance with the provisions of this Ordinance or any other ordinance relating to the issuance of the Previously Issued Bonds and any ordinance relating to the issuance of any Additional Bonds.

Revenues remaining in the System Fund after satisfying the foregoing payments, or making adequate and sufficient provision for the payment thereof, may be transferred to the City's general fund or used for any lawful purpose, except to the extent such transfer or use is prohibited by Section 552.049 of the Act.

BOND FUND. Moneys on deposit in the Bond Fund shall be used solely for the purpose of paying the principal of and interest on the Bonds as the same becomes due and payable. The City hereby covenants that there shall be deposited into the Bond Fund from the System Fund an amount sufficient to pay the principal of and interest on the Bonds when due, either at maturity or prior redemption. Deposits to the Bond Fund shall be made in substantially equal monthly installments on or before the 25th day of each month, beginning the month next following the delivery of the Bonds to the Purchaser.

The required monthly deposits to the Bond Fund for the payment of principal of and interest on the Bonds shall continue to be made as hereinabove provided until (i) the total amount on deposit in the Bond Fund and the Reserve Fund is equal to the amount required to fully pay and discharge all Outstanding Parity Bonds or (ii) the Bonds are no longer Outstanding.

Accrued interest received from the sale of the Bonds, as well as earnings derived from the investment of moneys in the Bond Fund, shall be deposited to the credit of the Bond Fund and taken into consideration in determining the amount of the monthly deposits hereinabove required to be deposited in the Bond Fund from the Revenues of the System.

RESERVE FUND. The City hereby establishes a debt service reserve fund (the "Reserve Fund") to secure principal of and interest on the Parity Bonds. Commencing on the 10th day of the month succeeding the Closing Date, and on the 10th day of each month thereafter, the City will deposit to the Reserve Fund such amounts in equal monthly installments to cause the Reserve Fund Obligations in the Reserve Fund to equal the Reserve Fund Requirement within 60 months of the date such deposits by the City begin. Upon issuance of Additional Bonds, it will increase, if necessary, and accumulate the amount to be deposited in the Reserve Fund in accordance with the requirements set forth in Section 9.02 of the Ordinance. At its option, the City may choose to deposit proceeds of the Additional Bonds, in the form of cash or a Credit Facility, into the Reserve Fund upon their issuance in lieu of or in addition to making monthly deposits. For so long as the funds on deposit in the Reserve Fund are equal to amounts then required to be on deposit therein, no additional deposit need be made therein. In the event the Reserve Fund at any time contains less than the amount then required to be on deposit therein, then, subject and subordinate to making the required deposits to the credit of the Bond Fund, the City shall deposit to the Reserve Fund from the Revenues amounts equal to such deficiency; provided, however, the City shall cause any such deficiency to be cured by making monthly installments of at least 1/24th of any such deficiency on or before the 25th day of each month following a deficiency. The money on deposit in the Reserve Fund shall be used solely for the purpose of paying the principal of and interest on the Previously Issued Bonds, the Bonds and any Additional Bonds at any time there are not sufficient moneys on deposit in the Bond Fund.

The City may, at its option, withdraw all surplus in the Reserve Fund over the Reserve Fund Requirement and deposit the same in the System Fund; provided, however, that to the extent such surplus monies constitute bond proceeds, including interest and income derived therefrom, such amounts shall not be deposited to the System Fund and shall only be used for the purposes for which bond proceeds may be used.

For the purpose of determining compliance with the requirements of the Ordinance, Reserve Fund Obligations shall be valued each year as of the last day of the City's fiscal year at their cost or market value, whichever is lower, except that any direct obligations of the United States (State and Local Government Series) held for the benefit of the Reserve Fund in book entry form shall be continuously valued at their par value or face principal amount. The City shall also determine when the Reserve Fund must be funded pursuant to (a) above, on the last day of the City's fiscal year.

To the extent permitted by, and in accordance with applicable law and upon approval of the Attorney General of the State of Texas, the City may replace or substitute a Credit Facility for cash or investment securities, of any of the type or types permitted by Section 7.05 of the Ordinance, on deposit in the Reserve Fund or in substitution or replacement of any existing Credit Facility. Upon such replacement or substitution, cash or investment securities of any of the types permitted by Section 7.06 of the Ordinance, on deposit in the Reserve Fund which, taken together with the face amount of any existing Credit Facilities, are in excess of the Reserve Fund Requirement may be withdrawn by the City, at its option, and transferred to the Revenue Fund; provided that the face amount of any Credit Facility may be reduced at the option of the City in lieu of such transfer. However, to the extent such surplus monies constitute bond proceeds, including interest and income derived therefrom, such amounts shall not be deposited to the Revenue Fund and shall only be used for the purposes for which bond proceeds may be used. Any interest due on any reimbursement obligation under the Credit Facility shall not exceed the highest lawful rate of interest which may be paid by the City.

For the purpose of determining compliance with the requirements of subsection (a) of this Section, Reserve Fund Obligations shall be valued each year as of the last day of the City's fiscal year at their cost or market value, whichever is lower, except that any direct obligations of the United States (State and Local Government Series) held for the benefit of the Reserve Fund in book-entry form shall be continuously valued at their par value or face principal amount.

If the City is required to make a withdrawal from the Reserve Fund for any of the purposes described in this Section, the City shall promptly notify the issuer of such Credit Facility of the necessity for a withdrawal from the Reserve Fund for any such purposes, and shall make such withdrawal first from available moneys or investment securities then on deposit in the Reserve Fund, and next from a drawing under any Credit Facility to the extent of such deficiency. In the event that on the date of termination or expiration of any Credit Facility there is not on deposit in the Reserve Fund sufficient Reserve Fund Obligations, equal to the Reserve Fund Requirement, then, after making required deposits to the Bond Fund, the City shall deposit to the Reserve Fund from the first available Revenues amounts necessary to satisfy the Reserve Fund Requirement; provided, however, the City shall cause any such deficiency to be cured by making monthly installments of at least 1/24th of the Reserve Fund Requirement on or before the 10th day of each month following such deficiency.

In the event of the redemption or defeasance of any of the outstanding Previously Issued Bonds, the Bonds or Additional Bonds, any Reserve Fund Obligations on deposit in the Reserve Fund in excess of the Reserve Fund Requirement may be withdrawn and transferred, at the option of the City, to the System Fund, as a result of (i) the redemption of the Bonds or Additional Bonds, or (ii) funds for the payment of the outstanding Previously Issued Bonds, the Bonds or Additional Bonds having been deposited irrevocably with the paying agent or place of payment therefor in the manner described in this Ordinance, the result of such deposit being that such outstanding Previously Issued Bonds, the Bonds or Additional Bonds no longer are deemed to be outstanding under the terms of this Ordinance. However, to the extent such surplus monies constitute bond proceeds, including interest and income derived therefrom, such amounts shall not be deposited to the System Fund and shall only be used for the purposes for which bond proceeds may be used.

In the event there is a draw upon the Credit Facility, the City shall reimburse the issuer of such Credit Facility for such draw in accordance with the terms of any agreement pursuant to which the Credit Facility is issued from Revenues; however, such reimbursement from Revenues shall be subject to the provisions of subparagraph (e) hereof, and shall be subordinate and junior in right of payment to the payment of principal of and premium, if any, and interest on the Bonds.

Notwithstanding anything to the contrary contained herein, the requirement set forth in subsection (a) above to maintain the Reserve Fund Requirement in the Reserve Fund shall be suspended for such time as the Revenues for the next following Fiscal Year, calculated at the beginning of each Fiscal Year, are less than 2.00 times the maximum annual Debt Service requirements for Parity Bonds. In the event that the Revenues for the next following Fiscal Year are less than 2.00 times the maximum annual Debt Service requirements for Parity Bonds, the Issuer will be required to commence making deposits to the Reserve Fund, as provided in subsection (a) above, and to continue such deposits until the earlier of (i) such time as the Reserve Fund contains the Reserve Fund Requirement or (ii) the Revenues in the next completed Fiscal Year have been equal to not less than 2.00 times the maximum annual Debt Service requirements for Parity Bonds. Notwithstanding the provisions of subsection (a) above, if the Issuer commences deposits in the Reserve Fund and later is authorized to suspend payments into the fund under this section, any funds so accumulated may, at the discretion of the Issuer: (i) remain in the Reserve Fund or (ii) be used for any lawful purpose including additional projects or to pay debt service on the Bonds. At the time of issuance of the Bonds, the requirement set forth in subsection (a) above to maintain the Reserve Fund Requirement in the Reserve Fund shall be suspended for such time as the Revenues for the current Fiscal Year, calculated at the time of issuance of the Bonds, are equal to at least 2.00 times the maximum annual Debt Service requirements for the Bonds.

DEFICIENCIES, EXCESS REVENUES. If on any occasion there shall not be sufficient Revenues of the System to make the required deposits into the Bond Fund and the Reserve Fund, then such deficiency shall be cured as soon as possible from the next available Revenues of the System, or from any other sources available for such purpose.

Subject to making the required deposits to the Bond Fund and the Reserve Fund in accordance with the provisions of this Ordinance, or any ordinance authorizing the issuance of any Additional Bonds, the excess Revenues may be transferred to the City's general operating fund or used by the City for any lawful purpose.

SECURITY OF FUNDS. Money in any Fund may, at the option of the City, be invested in funds and obligations authorized and identified in the Public Funds Investment Act, as amended or other applicable law; provided, however, the investment of moneys held in the Bond Fund and the Reserve Fund shall be restricted to time deposits or certificates of deposit secured (to the extent not insured by the Federal Deposit Insurance Corporation) by obligations of the type hereinafter described, or be invested, including investments held in book-entry form, in direct obligations of the United States of America and obligations guaranteed or insured by the United States of America, which, in the opinion of the Attorney General of the United States, are backed by its full faith and credit or represent its general obligations; provided that all such deposits and investments shall be made in such a manner that the money required to be expended from any Fund will be available at the proper time or times and provided further the maximum stated maturity for any investment acquired with money in the Reserve Fund shall be limited to five (5) years from the date of the investment of such money. Such investments (except State and Local Government Series investments held in book-entry form, which shall at all times be valued at cost) shall be valued in terms of current market value within 45 days of the close of each Fiscal Year and, with respect to investments held for the account of the Reserve Fund, within 30 days of the date of passage of each ordinance authorizing the issuance of Additional Bonds. All interest and income derived from deposits and investments in the Bond Fund immediately shall be credited to, and any losses debited to, the Bond Fund. All interest and interest income derived from deposits in and investments of the Reserve Fund shall, subject to the limitations provided in Section 7.04 hereof, be credited to and deposited in the System Fund. All such investments shall be sold promptly when necessary to prevent any default in connection with the Parity Bonds.

To the extent amounts deposited to the credit of any Funds referenced herein are not invested, such uninvested amounts shall be secured in the manner and to the fullest extent required by laws of the State of Texas for the security of public funds.

PAYMENT OF BONDS. While any of the Bonds are Outstanding, the Director of Financial Management Resources (or other designated financial officer of the City) shall cause to be transferred to the Paying Agent/Registrar, from funds on deposit in the Bond Fund, and, if necessary, in the Reserve Fund, amounts sufficient to fully pay and discharge promptly as each installment of interest and principal of the Bonds accrues or matures or comes due by reason of redemption prior to maturity; such transfer of funds to be made in such manner as will cause immediately available funds to be deposited with the Paying Agent/Registrar for the Bonds at the close of the last business day next preceding the date of payment for the Bonds.

ISSUANCE OF ADDITIONAL PARITY BONDS. In addition to the right to issue bonds of inferior lien as authorized by law, the City reserves the right to issue Additional Bonds, under and in accordance with Section 9.02 of the Ordinance, for the purpose of improving, extending, equipping and repairing the System and for the purpose of refunding, in any lawful manner, any part or all of the Previously Issued Bonds, the Bonds or any Additional Bonds then Outstanding. The Additional Bonds shall be secured by and payable from a first lien on and pledge of the Revenues in the same manner and to the same extent as the Bonds; and the Bonds and the Additional Bonds then proposed to be issued shall in all respects be on a parity and of equal dignity as to lien and right. Additional Bonds may be issued under this Section in one or more installments; provided, however, that none of the Additional Bonds shall be issued unless and until the following conditions have been met, to-wit:

(i) The City is not then in default as to any covenant, condition or obligation prescribed by any ordinance authorizing the issuance of the Previously Issued Bonds, the Bonds or any Additional Bonds;

(ii) Each of the special Funds created for the payment and security of the Previously Issued Bonds, the Bonds and any Additional Bonds then Outstanding contain the amount of money then required to be on deposit therein;

(iii) The Additional Bonds shall be scheduled to mature or be payable as to principal on June 1 or December 1 (or both) in each year the same are to be outstanding or during the term thereof.

(iv) The City has secured a certificate or opinion of a Certified Public Accountant to the effect that, according to the books and records of the City, the Revenues for the last completed Fiscal Year, or for 12 consecutive months out of the 18 months immediately preceding the month in which the ordinance authorizing the issuance of the then proposed Additional Bonds is passed, are at least equal to 1.25 times the maximum annual Debt Service for all Outstanding Parity Bonds after giving effect to the issuance of the Additional Bonds then being issued. In making a determination of the Revenues, the Accountant may take into consideration a change in the charges for services afforded by the System that became effective at least 30 days prior to the last day of the period for which Revenues are determined and, for purposes of satisfying the above Revenues test, make a pro forma determination of the Revenues of the System for the period of time covered by his certification or opinion based on such change in charges being in effect for the entire period covered by the certificate or opinion of the Accountant.

(v) The ordinance authorizing the Additional Bonds (i) requires that deposits shall be made into the Bond Fund in amounts adequate to pay the principal and interest requirements of the Additional Bonds as the same become due; and (ii) provides that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased to an amount equal to the Reserve Fund Requirement for all Bonds to be outstanding after the issuance of said Additional Bonds. Such additional amount shall be so accumulated in not more than sixty months from the date of the Additional Bonds; and

ADDITIONAL BONDS RESERVE FUND REQUIREMENT. Whenever Additional Bonds are issued, the amount to be accumulated and maintained in the Reserve Fund shall be increased to an amount equal to the Reserve Fund Requirement for all Parity Bonds to be outstanding after the issuance of the Additional Bonds, if the Reserve Fund has been funded pursuant to Section 7.04 of the Ordinance. Such additional amount shall be so accumulated in equal monthly installments during a period not to exceed five years from the date of the Additional Bonds. The City may at its option choose to fund the Reserve fund with a cash deposit of bond proceeds or with a Credit Facility.

ISSUANCE OF OBLIGATIONS OF INFERIOR LIEN AND PLEDGE. The City hereby reserves the right to issue obligations payable from and secured by a lien on and pledge of the Revenues of the System, junior and subordinate in rank and dignity to the lien and pledge securing the payment of the Parity Bonds, as may be authorized by the laws of the State of Texas.

REFUNDING BONDS. The City reserves the right to issue refunding bonds to refund all or any part of the Parity Bonds (pursuant to any law then available) upon such terms and conditions as the City Council of the City may deem to be in the best interest of the City and its inhabitants, and if less than all of such Parity Bonds then Outstanding are refunded, the conditions precedent prescribed (for the issuance of Additional Bonds) set forth in Section 9.02 hereof shall be satisfied and the certificate or opinion of the Accountant required in Section 9.02 shall give effect to the Debt Service of the proposed refunding bonds (and shall not give effect to the Debt Service on the bonds being refunded following their cancellation or provisions being made for their payment). The City is not required to obtain a certificate or opinion of the Accountant or satisfy the requirements of Section 9.02 of the Ordinance for a refunding that produces a net present value savings and lower debt service in each year of the refunded bonds.

MAINTENANCE AND OPERATION – INSURANCE. In regard to the operations and properties of the System, the City agrees to carry and maintain liability and property damage insurance of the kind and in the amounts customarily carried by municipal corporations in Texas on such kind of properties; provided, however, the City, in lieu of and/or in combination with carrying such insurance, may self-insure against all perils and risks by establishing self-insurance reserves. Annually each year, not later than the end of each Fiscal Year, the City shall prepare or cause to be prepared by a person competent and knowledgeable in such matters a written evaluation of the adequacy of such self-insurance and/or insurance coverage and of any recommended changes in regard to the City’s insurance/self-insurance policies, practices and procedures.

RECORDS – ACCOUNTS – ACCOUNTING REPORTS. The City hereby covenants, reaffirms and agrees that so long as any of the Bonds, or any interest thereon, remain outstanding and unpaid, it will keep and maintain a proper and complete system of records and accounts pertaining to the operation of the System separate and apart from all other records and accounts in which complete and correct entries shall be made of all transactions relating to said System, and that the holder or holders of any of such Bonds or any duly authorized agent or agents of such holders shall have the right at all reasonable times to inspect all such records, accounts and data relating thereto, and to inspect the System and all properties comprising same. The City further agrees that within 60 days following the close of each Fiscal Year it will cause an audit of such books and accounts to be made by an independent firm of Certified Public Accountants, showing the receipts and disbursements for account of the System for the Fiscal Year.

Each such audit, in addition to whatever other matters may be thought proper by the Accountant, shall particularly include the following:

- (i) a detailed statement of the income and expenditures of the System for such Fiscal Year.
- (ii) A balance sheet as of the end of such Fiscal Year.
- (iii) The Accountant’s comments regarding the manner in which the City has carried out the requirements of this Ordinance and his recommendations for any changes or improvements in the operation, records and accounts of the System.
- (iv) A list of the insurance policies in force at the end of the Fiscal Year on the System properties, setting out as to each policy the amount thereof, the risk covered, the name of the insurer, and the policy’s expiration date.
- (v) A list of the securities which have been on deposit as security for the money in the Bond Fund throughout the Fiscal Year, a list of the securities, if any, in which the reserve portion has been invested, and a statement of the manner in which money in the System Fund has been secured in such Fiscal Year.

Expenses incurred in making the audits above referred to are to be regarded as maintenance and operating expenses and paid as such. Copies of the aforesaid annual audit shall be furnished to the original purchasers of the Bonds and any subsequent holder upon written request. At the close of the first six-month period of each Fiscal Year, the City Secretary is hereby directed to furnish a copy of an operating and income statement in reasonable detail covering such period to any bondholder upon written request therefor, received not more than 30 days after the close of said six-month period. Any Owner shall have the right to discuss with the Accountant making the annual audit the contents thereof and to ask for such additional information as he may reasonably require.

SALE OR LEASE OF PROPERTIES. The City, to the extent and in the manner authorized by law, may sell or exchange for consideration representing the fair value thereof, as determined by the City Council of the City, any property of the System which is obsolete, damaged or worn out or otherwise unsuitable. The proceeds of any sale of properties of the System shall be deposited in the System Fund.

SPECIAL COVENANTS. The City further covenants and agrees by and through this Ordinance as follows:

- (i) It has the lawful power to pledge the Revenues of the System to the payment of the Bonds to the extent provided herein and has lawfully exercised said power under the Constitution and laws of the State of Texas, including the Act, and that the Bonds issued hereunder, together with any Additional Bonds, shall be ratably secured in such manner that no one bond shall have preference over any other bond of said issues.
- (ii) The Revenues of the System have not been in any manner pledged or encumbered to the payment of any debt or obligation of the City or the System, save and except for the Bonds.
- (iii) To exercise and pursue with due diligence available remedies provided by law for the collection of delinquent drainage charges, including the power under Section 552.050 of the Act to discontinue all utility services, particularly water and sewer services provided by the City to a user of benefitted property who is delinquent in the payment of drainage charges.

No free service of the System shall be allowed for non-governmental entities.

REMEDIES IN EVENT OF DEFAULT. In addition to all rights and remedies provided by the laws of the State of Texas, the City covenants and agrees particularly that in the event the City:

- (i) defaults in payments to be made to the Bond Fund or the Reserve Fund as required by this Ordinance;

(ii) An order of relief shall be issued by the Bankruptcy Court of the United States District Court having jurisdiction, granting the City any relief under any Applicable Law, or any other court having valid jurisdiction shall issue an order or decree under applicable federal or state law providing for the appointment of a receiver, liquidator, assignee, trustee, sequestrator, or other similar official for the City of any substantial part of its property, affairs or assets, and the continuance of any such decree or order unstayed and in effect for a period of 90 consecutive days; or

(iii) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in this Ordinance, which default materially and 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 thirty days after notice of such default is given by any Owner to the City, the Owners of any of the Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in this Ordinance. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

The specific remedy herein provided shall be cumulative of all other existing remedies and the specification of such remedy shall not be deemed to be exclusive.

TAX MATTERS

TAX EXEMPTION... In the opinion of Bracewell LLP, Bond Counsel, under existing law, (i) interest on the Bonds is excludable from gross income for federal income tax purposes and (ii) the Bonds are not “private activity bonds” under the Internal Revenue Code of 1986, as amended (the “Code”), and, as such, interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except as described below in the discussion regarding the adjusted current earnings adjustment for corporations.

The Code imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of bond proceeds and source of repayment of bonds, limitations on the investment of bond proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of bond proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the “Service”). The City has covenanted in the Ordinance that it will comply with these requirements.

Bond Counsel’s opinion will assume continuing compliance with the covenants of the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Bonds for federal income tax purposes and, in addition, will rely on representations by the City, the City’s Financial Advisor and the Initial Purchaser with respect to matters solely within the knowledge of the City, the City’s Financial Advisor and the Initial Purchaser, respectively, which Bond Counsel has not independently verified. If the City fails to comply with the covenants contained in the Ordinance or if the foregoing representations are determined to be inaccurate or incomplete, interest on the respective Bonds could become includable in gross income from the date of delivery of the Bonds, regardless of the date on which the event causing such inclusion occurs.

The Code also imposes a 20% alternative minimum tax on the “alternative minimum taxable income” of a corporation if the amount of such alternative minimum tax is greater than the amount of the corporation’s regular income tax. Generally, the alternative minimum taxable income of a corporation (other than any S corporation, regulated investment company, REIT, or REMIC), includes 75% of the amount by which its “adjusted current earnings” exceeds its other “alternative minimum taxable income.” Because interest on tax-exempt obligations, such as the Bonds, is included in a corporation’s “adjusted current earnings,” ownership of the Bonds could subject a corporation to alternative minimum tax consequences.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Bonds.

Bond Counsel’s opinions are based on existing law, which is subject to change. Such opinions are further based on Bond Counsel’s knowledge of facts as of the date thereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel’s attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, Bond Counsel’s opinions are not a guarantee of result and are not binding on the Service; rather such opinions represent Bond Counsel’s legal judgment based on its review of existing law and in reliance upon the representations and covenants referenced above that it deems relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures, the Service is likely to treat the City as the taxpayer and the Owners may not have a right to participate in such audit. Public awareness of any future audit of the Bonds could adversely affect the value and liquidity of the Bonds regardless of the outcome of the audit.

ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS

COLLATERAL TAX CONSEQUENCES...Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, low and middle income taxpayers otherwise qualifying for the health insurance premium assistance credit, and individuals otherwise qualifying for the earned income tax credit. In addition, certain foreign corporations doing business in the United States may be subject to the “branch profits tax” on their effectively connected earnings and profits, including tax-exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences. Prospective purchasers of the Bonds should also be aware that, under the Code, taxpayers are required to report on their returns the amount of tax-exempt interest, such as interest on the Bonds, received or accrued during the year.

TAX ACCOUNTING TREATMENT OF ORIGINAL ISSUE PREMIUM BONDS...The issue price of a portion of the Bonds exceeds the stated redemption price payable at maturity of such Bonds. Such Bonds (the “Premium Bonds”) are considered for federal income tax purposes to have “bond premium” equal to the amount of such excess. The basis of a Premium Bond in the hands of an initial owner is reduced by the amount of such excess that is amortized during the period such initial owner holds such Premium Bond in determining gain or loss for federal income tax purposes. This reduction in basis will increase the amount of any gain or decrease the amount of any loss recognized for federal income tax purposes on the sale or other taxable disposition of a Premium Bond by the initial owner. No corresponding deduction is allowed for federal income tax purposes for the reduction in basis resulting from amortizable bond premium. The amount of bond premium on a Premium Bond that is amortizable each year (or shorter period in the event of a sale or disposition of a Premium Bond) is determined using the yield to maturity on the Premium Bond based on the initial offering price of such Bond.

The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of Premium Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above. All owners of Premium Bonds should consult their own tax advisors with respect to the determination for federal, state, and local income tax purposes of amortized bond premium upon the redemption, sale or other disposition of a Premium Bond and with respect to the federal, state, local, and foreign tax consequences of the purchase, ownership, and sale, redemption or other disposition of such Premium Bonds.

TAX ACCOUNTING TREATMENT OF ORIGINAL ISSUE DISCOUNT BONDS...The issue price of a portion of the Bonds is less than the stated redemption price payable at maturity of such Bonds (the “Original Issue Discount Bonds”). In such case, the difference between (i) the amount payable at the maturity of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond in the initial public offering of the Bonds. Generally, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner. Because original issue discount is treated as interest for federal income tax purposes, the discussions regarding interest on the Bonds under the captions “TAX MATTERS – TAX EXEMPTION,” “TAX MATTERS – ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS – COLLATERAL TAX CONSEQUENCES,” and “TAX MATTERS – TAX LEGISLATIVE CHANGES” generally apply and should be considered in connection with the discussion in this portion of the Official Statement.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

The foregoing discussion assumes that (i) the Initial Purchaser has purchased the Bonds for contemporaneous sale to the public and (ii) all of the Original Issue Discount Bonds have been initially offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm’s-length transactions for a price (and with no other consideration being included) not more than the initial offering prices thereof stated on the cover page of this Official Statement. Neither the City nor Bond Counsel has made any investigation or offers any comfort that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

Under existing law, the original issue discount on each Original Issue Discount Bond accrues daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner’s basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (i) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (ii) the amounts payable as current interest during such accrual period on such Bond.

The federal income tax consequences of the purchase, ownership, and redemption, sale or other disposition of Original Issue Discount Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above. All owners of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state, and local income tax purposes of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

TAX LEGISLATIVE CHANGES... Current law may change so as to directly or indirectly reduce or eliminate the benefit of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, could also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed, pending or future legislation.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City made the following agreement for the benefit of the owners and beneficial owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. 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 5, 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 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 Bonds: (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 Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of holders of the Bonds, if material; (8) Obligation calls, if material, and tender offers; (9) Defeasances; (10) Release, substitution, or sale of property securing repayment of the Bonds, 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.

In addition, the City will provide timely notice of any failure by the City to provide annual financial information in accordance with the agreement described above under 'Annual Reports.'

⁽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 Bonds 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 Bonds 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 Bonds 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 Bonds 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 Bonds. 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... In 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 and ad valorem tax bonds by Standard & Poor's Rating Service. The City filed events notices with respect to the upgrades on May 28, 2014. 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. After noticing the error, the City filed the 2013 Audit with EMMA on May 22, 2014, and an events notice with respect to the oversight on June 10, 2014. Additionally, the City did not timely file notices of defeasance upon the issuance of the City's Permanent Improvement Refunding Bonds Series 2012B and Water and Wastewater System Revenue Refunding Bonds Series 2013B, which together defeased portions of the City's Permanent Improvement Bonds, Series 2004, Water and Wastewater Revenue Refunding Bonds, Series 2003 and Water and Wastewater Revenue Bonds, Series 2004 (the "Defeasances"). The City filed an event notice with respect to the Defeasances on May 8, 2017. The City has implemented procedures to ensure that event notices are timely filed in the future.

OTHER INFORMATION

RATINGS... The Bonds have been rated "Aa1" by Moody's Investors Service, Inc. ("Moody's"), "AAA" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, ("S&P") and "AAA" by Fitch Ratings ("Fitch"). The City's presently outstanding System revenue supported debt has underlying ratings of "Aa1" by Moody's and "AAA" by S&P.

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 Bonds.

LITIGATION... The City is currently involved in several lawsuits in which some liability is probable. The potential liability as of April 11, 2017, cannot be determined. Pursuant to the Texas Tort Claims Act, damages in those cases 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 was returned 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 proceeding. The plaintiff filed a Motion for New Judgment and Alternatively A Remand to Arbitrator on November 18, 2016 and a hearing was held on February 9, 2017. The parties are presently awaiting a ruling from the judge. Liability with regard to the officer's back wages is probable. The full extent owed is not yet determined as back pay continues to accrue. On September 30, 2015 the last recorded amount for back pay accrual was at \$277,000.

The City is also currently involved in a civil rights violation claim following an Officer involved shooting on August of 2015, which resulted in the death of a suspect. The suspect broke into and vandalized a dealership including driving a vehicle through the glass front of the show room. When confronted by Arlington Officers the suspect failed to respond to the verbal commands and at some point advanced on one of the officers who fired his weapon killing the suspect. The officer was terminated following the incident for failing to show proper judgment in adhering to specific training and departmental procedures related to conducting building searches. The deceased was a college student at the time of his death and was survived by a mother and father. After submitting a notice of claim to the City the parties agreed to engage in pre-litigation mediation. It is believed that the claim will settle below the limits established by the Self Insurance & Risk Management Program limitations at no more than \$850,000.00.

Various other claims and lawsuits are pending against the City. In the opinion of City management, the potential losses, in excess of Arlington's Self Insurance & Risk Management Program 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.

REGISTRATION AND QUALIFICATION OF BONDS FOR SALE...The sale of the Bonds has not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon exemptions provided therein; the Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities act of any jurisdiction. The City assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds 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 Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemptions from securities registration or qualification provisions.

LEGAL MATTERS... The City will furnish the Purchasers with a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Bonds are valid and legally binding obligations of the Issuer, and based upon examination of such transcript of proceedings, the approval of certain legal matters by Bond Counsel, to the effect that the Bonds are valid and legally binding obligations of the City and, subject to the qualifications set forth herein under "TAX MATTERS," the interest on the Bonds is excludable from the gross income of the owners thereof for federal income tax purposes under existing law, including alternative minimum tax consequences for corporations. 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 Bonds, or which would affect the provision made for their payment or security, or in any manner questioning the validity of the Bonds will also be furnished. Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. 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 firms have reviewed the information describing the Bonds in the Official Statement to verify that such description conforms to the provisions of the Ordinance. Such firm has not, however, independently verified any of the factual information contained in this Official Statement nor have they conducted an investigation of the affairs of the City for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to the accuracy or completeness of any of the information contained herein. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS... Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Bonds are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State of Texas. With respect to investment in the Bonds by municipalities or other political subdivisions or public agencies of the State of Texas, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Bonds be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency. See "Other Information - Ratings" herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with capital of one million dollars or more, and savings and loan associations. The Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value. No review by the City has been made of the laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

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 Bonds for any of the foregoing purposes or limit the authority of such institutions or entities to purchase or invest in the Bonds for such purposes. The City has made no review of laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

FINANCIAL ADVISOR...Estrada Hinojosa & Company, Inc. is employed as Financial Advisor to the City in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. 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 Bonds, 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.

INITIAL PURCHASER OF THE BONDS...After requesting competitive bids for the Bonds, the City accepted the bid of Citigroup Global Markets Inc. (the "Initial Purchaser") to purchase the Bonds at the interest rates shown on the respective cover page of the Official Statement at a price of 104.31% of par. The Initial Purchaser can give no assurance that any trading market will be developed for the Bonds after their sale by the City to the Initial Purchaser. The City has no control over the price at which the bonds are subsequently sold and the initial yield at which the Bonds will be priced and reoffered will be established by and will be the responsibility of the Initial Purchaser of the Bonds.

FORWARD-LOOKING STATEMENTS DISCLAIMER...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 obligation to update any such forward-looking statements. The City's actual results could differ materially from those discussed 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.

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 this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. 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 Bonds approves the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorizes its further use in the reoffering of the bonds by the Initial Purchasers.

/s/ Jeff Williams
Mayor, City of Arlington, Texas

ATTEST:

/s/ Mary Supino
City Secretary
City of Arlington, Texas

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APPENDIX A

GENERAL INFORMATION REGARDING THE CITY

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.

ECONOMIC AND DEMOGRAPHIC FACTORS

Population

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

<u>Year</u>	<u>Arlington</u>	<u>Annual Rate of Change</u>	<u>United States</u>	<u>Annual Rate of Change</u>
1980	160,113	7.66%	226,545,805	1.15%
1990	261,721	6.35%	248,765,170	0.98%
2000	332,969	2.72%	281,421,906	1.31%
2010	365,438	0.98%	308,745,538	0.97%
2011	365,530	0.03%	312,759,230	1.30%
2012	365,860	0.09%	314,395,013	0.52%
2013	365,930	0.02%	316,128,839	0.55%
2014	369,508	0.98%	318,857,056	0.86%
2015	379,370	2.67%	321,418,820	0.80%
2016	380,740	0.36%	323,127,513	0.53%
2017 ⁽¹⁾	383,862	0.82%	326,474,013	1.04%

Source: U.S. Census, and North Central Texas Council of Governments.

⁽¹⁾ 2017 estimated Arlington population calculated by five year average or .82% annual growth.

EMPLOYMENT

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

**Unemployment Rate
Annual Average Rates
2013 to 2017**

	<u>January 2017</u>	<u>January 2016</u>	<u>January 2015</u>	<u>January 2014</u>	<u>January 2013</u>
Arlington	4.1%	3.9%	4.6%	6.0%	7.6%
Texas	4.9%	4.5%	4.7%	5.7%	6.9%
United States	5.1%	5.3%	6.1%	7.0%	8.5%

Source: Texas Workforce Commission

Arlington Major Employers

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	3,300
City of Arlington	Municipality	2,509
J.P. Morgan Chase	Banking Services	1,965
Texas Rangers Baseball Club	Major League Baseball	1,881
Total		39,002

Source: Arlington Chamber of Commerce. Includes part-time and peak seasonal employees.

Building Permits

	2016		2015		2014	
	Permits	Declared Value	Permits	Declared Value	Permits	Declared Value
New Single Family	377	\$ 67,997,363	388	\$ 86,937,841	328	\$ 135,154,940
New Multifamily	2	34,378,989	6	43,345,523	-	-
New Commercial	141	231,298,862	142	128,197,757	143	150,605,419
Other (Residential and	5,092	176,368,316	4,282	142,759,827	4,683	108,306,498
Grand Total	5,612	\$ 510,043,530	4,818	\$ 401,240,948	5,154	\$ 394,066,857

Source: City of Arlington Building Inspections Division

APPENDIX B

**AUDITED BASIC FINANCIAL STATEMENTS OF
THE CITY OF ARLINGTON
YEAR ENDED SEPTEMBER 30, 2016**



REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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

Grant Thornton LLP
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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, 2016, 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 9%, 8%, and 89% 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, 2016, 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.

Other matters

Required supplementary information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 5 through 19, the Budgetary Comparison Schedule – General Fund, the Schedule of Changes in the City's Net Pension Liability and Related Ratios – TMRS, the Schedule of the City's Contributions – TMRS, the Schedule of Changes in the City's Net Pension Liability and Related Ratios – Part-Time Deferred Income Trust Plan, the Schedule of the City's 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 79 through 85, 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.

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 21, 2017, 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 21, 2017



CITY OF ARLINGTON, TEXAS

Management's Discussion and Analysis For the Year Ended September 30, 2016 (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, 2016. 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. 127 - 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 73, 76, 78, and 79.

FINANCIAL HIGHLIGHTS

- The City's **increase** in total net position of \$74.7M for the year was \$37.3M higher than the \$37.4M net position reported last year. The increase is primarily related to increased revenues in property and sales tax, operating grants and contributions, and charges for services increase in the proprietary funds. The Water and Sewer and Storm Water Utility's net position increased by \$26M in fiscal year 2016 compared to \$19M in fiscal year 2015.
- The City's governmental funds reported combined ending fund balances of \$335.7M, an **increase** of \$48.9M over last year. This increase is due to a combination of:
 - An **increase** of \$65.6M of fund balance committed for capital projects and special revenues.
 - A **decrease** of \$17.7M restricted for debt service and capital projects.
 - A **decrease** in unassigned General Fund balance of \$.06M.
- The 2016 General Fund assigned fund balance was \$60.9M with \$.48M unassigned, an overall **increase** in the aggregate from prior year. In 2015, the comparable balances were \$56.3M and \$.54M. Fund balance assignment changes in the General Fund include decreases in park performance and court security of \$.02M, and \$.01M respectively. Increases to encumbrances, working capital, and subsequent years' expenses of \$2.9M, 1.5M, and .4M respectively were also noted.
- Total debt of \$696.5M **increased** \$30.4M during the year. Debt issues in 2016 include \$34.4M in Permanent Improvement Bonds and \$47.4M in Permanent Improvement Refunding bonds, \$30.2M in Combination Tax and Revenue Certificate of Obligation Bonds, \$39.2M in Water and Wastewater System Revenue bonds, and \$2.1M bonds related to the Texas Water Development Board (TWDB) Clean and Drinking Water Programs. Bond principal payments for 2016 total \$122.5M on existing obligations with an additional \$47.4M in principal refunded. Exclusive of Cowboy's Stadium debt, City of Arlington debt is allocated 63% for general government, with the remaining 37% 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 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 2016 in its report – Arlington Property Finance Authority, Inc. For fiscal year 2016, 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 (ACDC). 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 \$2B as of September 30, 2016. The largest portion of the City's net position

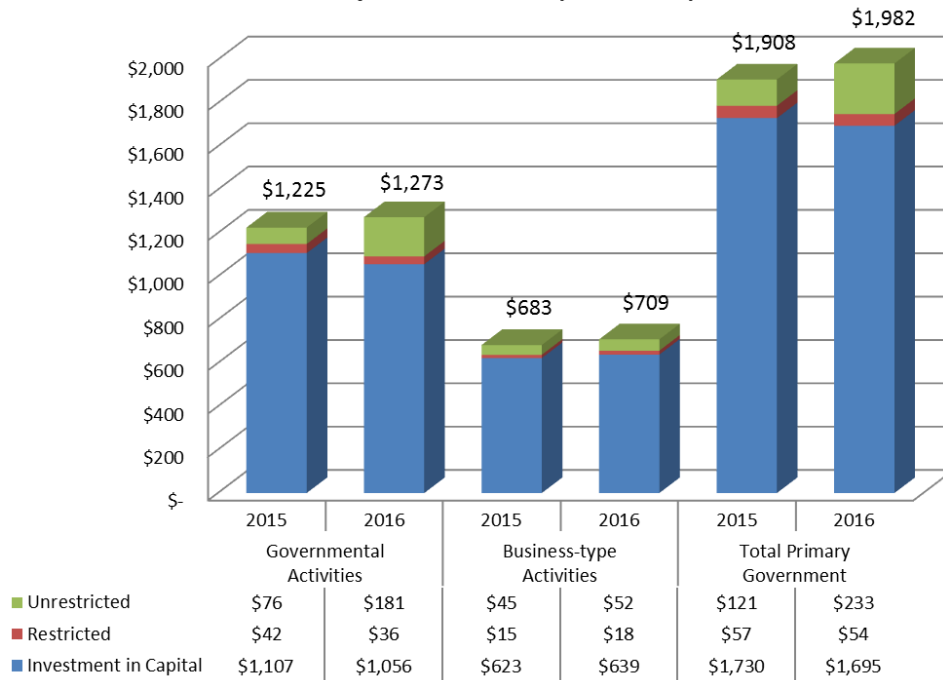
\$1.7B (85%) reflects its investments in capital assets (e.g. land, building, equipment, improvements, and infrastructure), less any related debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide service to citizens; consequently these assets are not 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	
	2015	2016	2015	2016	2015	2016
Current and other assets	\$370	\$424	\$138	\$174	\$508	\$598
Capital assets	1,571	1,576	728	751	2,299	2,327
Deferred outflows of resources	32	90	4	7	36	97
Total assets and deferred outflows of resources	1,973	2,090	870	932	2,843	3,022
Long-term liabilities	666	775	160	206	826	981
Other liabilities	71	27	27	16	98	43
Deferred inflows of resources	11	14	-	1	12	15
Total liabilities and deferred inflows of resources	748	816	187	223	935	1039
Net position:						
Net investment in capital assets	1,107	1,056	623	639	1,730	1,695
Restricted	42	36	15	18	57	54
Unrestricted	76	181	45	52	121	233
Total net position	\$1,225	\$1,273	\$683	\$709	\$1,908	\$1,982

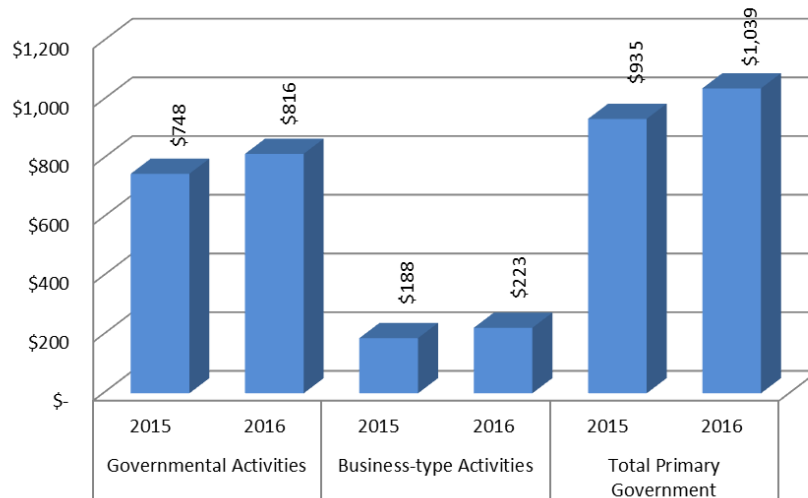
Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Summary of Net Position (in Millions)



An additional portion of the City’s net position of \$54M (3%) represents resources that are subject to external restriction on how they may be used. The remaining balance of unrestricted net position of \$233M (12%) may be used to meet the government’s ongoing obligations to citizens and creditors.

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

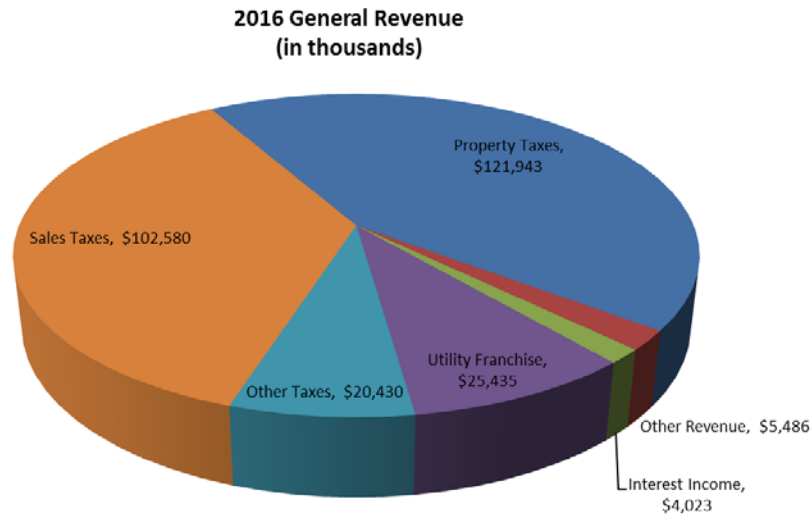


Liabilities and deferred inflows of resources increased from \$936M to \$1.04B for the total government, an increase of 10%. The increase, of which the majority is primarily shown in the governmental activities, results from the change in net pension liability from the prior to the current year of the City on the Statement of Net Position. Additional information on GASB 68 is discussed elsewhere in the notes to the financial statements.

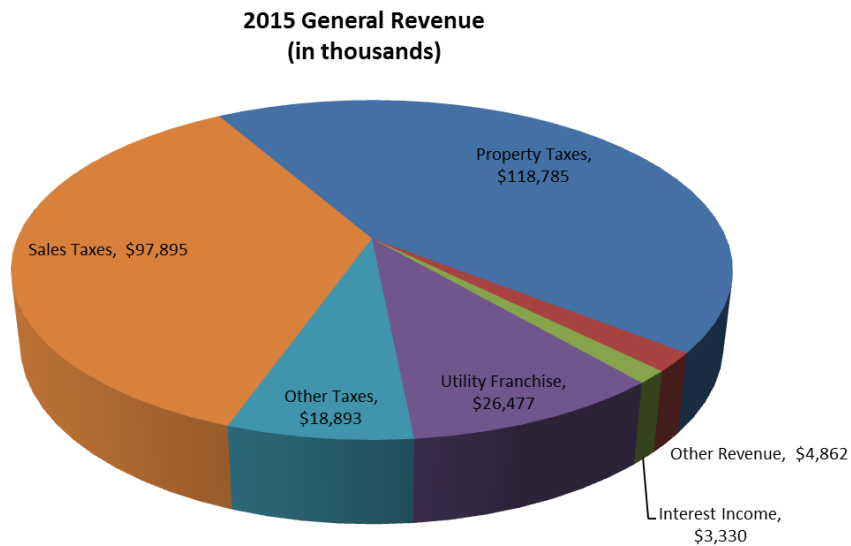
Governmental Activities

The City’s general revenues increased compared to the prior year, increasing overall by 3.6%. 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 \$3.2M. The residential property values increased by 3.7% and commercial property values increased by 1.9% compared to the prior year. The City anticipates property values to increase with continued state of economic conditions. The property tax rate for 2016 was set at \$0.6480 per \$100 assessed valuation; remaining unchanged for the thirteenth consecutive year.



Sales tax revenue increased by \$4.7M, up 4.8% 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 2016 indicate the economy in Arlington is continuing to improve. Utility franchise fee collections decreased 3.94% in 2016, primarily due to decreased revenue for electrical and gas utilities.



Governmental activities increased the City's net position by \$48.3M, and business-type activities increased net position by \$26M, for a total increase of \$74.4M. Changes from 2015 to 2016 are shown in Table 2.

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

	Governmental Activities		Business-type Activities		Total	
	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>
Revenues						
Program Revenues:						
Charges for services	\$ 62,095	\$ 58,809	\$ 136,030	\$ 144,661	\$ 198,125	\$ 203,470
Operating grants and contributions	12,700	62,107	-	-	12,700	62,107
Capital grants and contributions	10,479	5,814	1,148	1,820	11,627	7,634
General Revenues:						
Taxes	235,573	244,953	-	-	235,573	244,953
Utility franchise fees	26,477	25,435	-	-	26,477	25,435
Interest income	3,330	4,023	564	652	3,894	4,675
Other	4,862	5,486	-	-	4,862	5,486
Total revenues	355,516	406,627	137,742	147,133	493,258	553,760
Expenses						
General government	69,680	75,486	-	-	69,680	75,486
Public Safety	142,489	156,414	-	-	142,489	156,414
Public Works	64,549	61,115	-	-	64,549	61,115
Public Health	2,849	2,741	-	-	2,849	2,741
Parks and recreation	33,410	32,449	-	-	33,410	32,449
Public welfare	10,019	14,978	-	-	10,019	14,978
Convention and event services	8,387	8,384	-	-	8,387	8,384
Interest and fiscal charges	22,299	23,016	-	-	22,299	23,016
Water, sewer and storm water	-	-	102,158	104,437	102,158	104,437
Total expenses	353,682	374,583	102,158	104,437	455,840	479,020
Increase in net position before transfers	1,834	32,044	35,584	42,696	37,418	74,740
Transfers and capital contributions	16,535	16,619	(16,535)	(16,619)	-	-
Increase in net position	18,369	48,663	19,049	26,077	37,418	74,740
Net Position, October 1	1,206,486	1,224,855	664,043	683,092	1,870,529	1,907,947
Impact of change in accounting principle	-	-	-	-	-	-
Net Position, September 30	\$ 1,224,855	\$ 1,273,518	\$ 683,092	\$ 709,169	\$ 1,907,947	\$ 1,982,687

Tax revenues were up \$9.4M from 2015, largely attributable to strong sales tax revenues and property tax collections. Operating grants and contributions increased \$49.4M compared to the prior year due to increased revenue in the Innovation and Venture Capital fund.

Overall, expenditures increased approximately \$23.5M (5.2%) from the prior year. Increases over all categories are primarily attributed to increased pension expenses. In addition, in general and public safety categories there were salary and benefit increases, expenditures for the demolition of a dangerous building, and increased expenditures for building maintenance. Public welfare expenses increased primarily due to the payback of a loan to the Water fund and the purchase of the LaJoya apartment complex.

The revenue increase of \$9.4M 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.

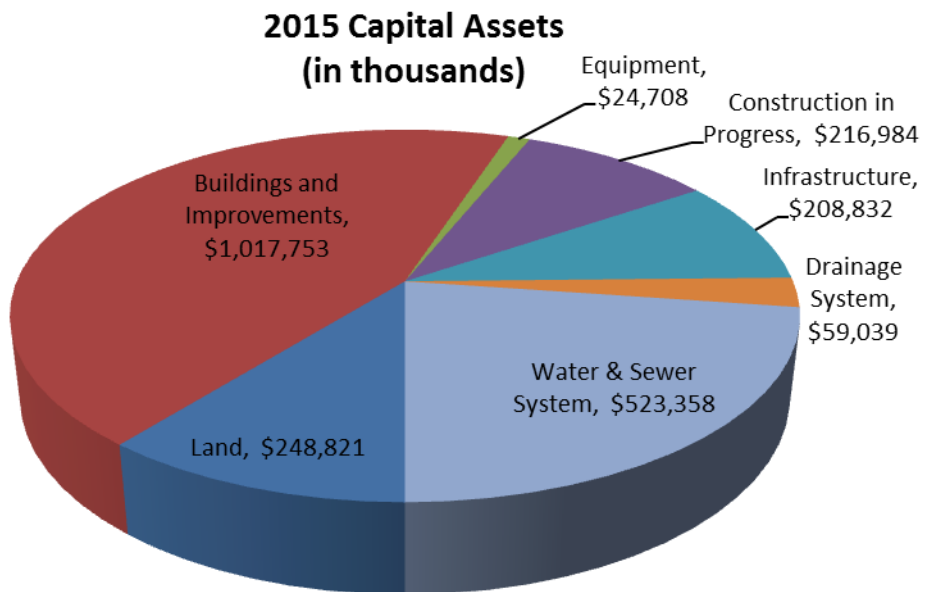
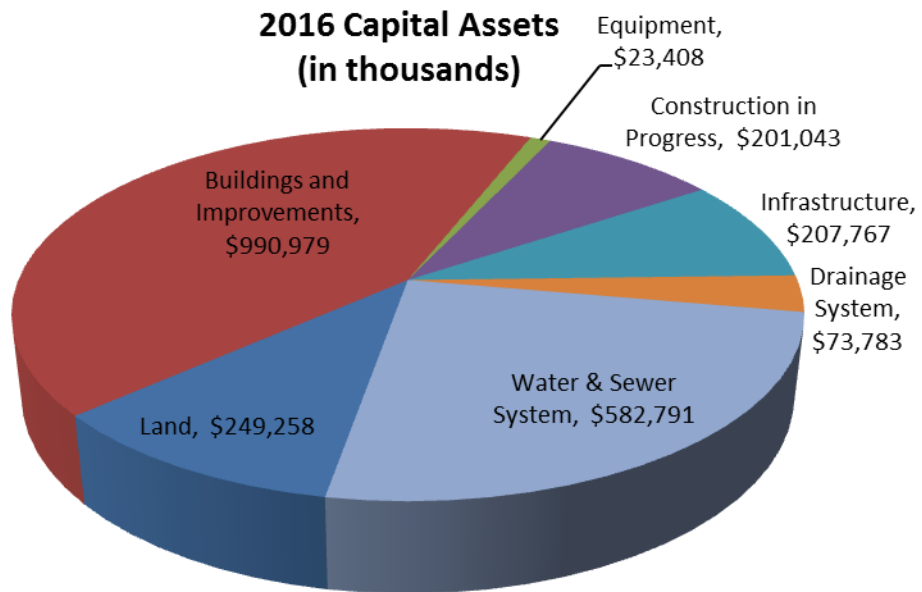
CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

At the end of the fiscal year 2016, 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.

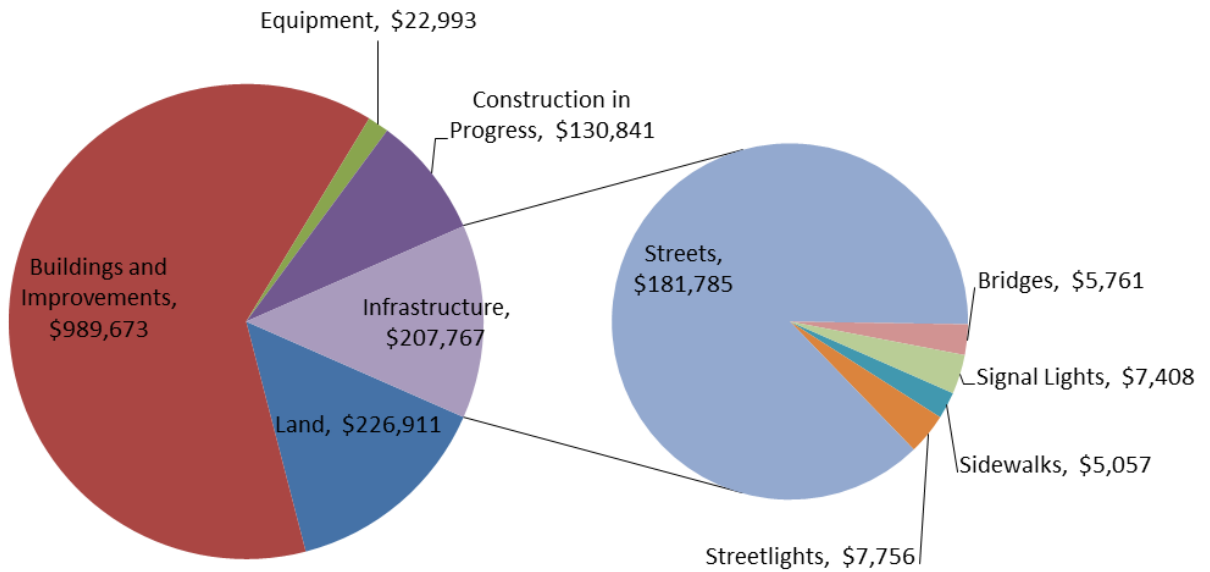
Table 3
Capital Assets, net of Accumulated Depreciation
(in thousands)

	Governmental Activities		Business-type Activities		Total	
	2015	2016	2015	2016	2015	2016
Land	\$ 226,911	\$ 226,911	\$ 21,910	\$ 22,347	\$ 248,821	\$ 249,258
Buildings and improvements	1,016,389	989,673	1,364	1,306	1,017,753	990,979
Equipment	24,124	22,993	584	415	24,708	23,408
Construction in progress	95,045	130,841	121,939	70,202	216,984	201,043
Infrastructure	208,832	207,767	0	-	208,832	207,767
Drainage system	-	-	59,039	73,783	59,039	73,783
Water and sewer system	-	-	523,358	582,791	523,358	582,791
Totals	\$1,571,301	\$1,578,185	\$728,194	\$750,844	\$2,299,495	\$2,329,029



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

2016 Capital Assets – Governmental Infrastructure Detail (in thousands)

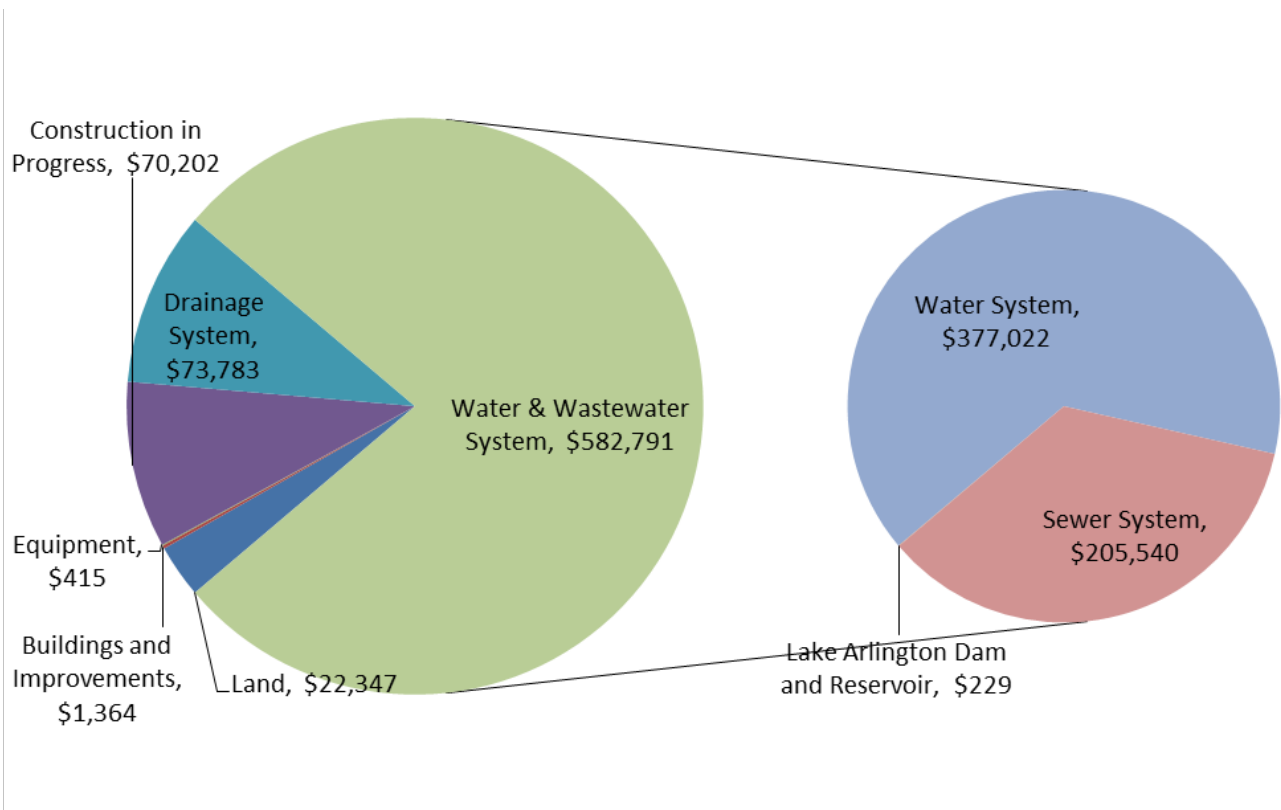


Asset	Book Value	Accumulated Depreciation	Net Value
Sidewalks	\$ 68,887	\$ (63,830)	\$ 5,057
Streetlights	19,202	(11,446)	7,756
Streets	735,844	(554,059)	181,785
Bridges	32,097	(26,336)	5,761
Signal Lights	17,032	(9,624)	7,408
	<u>\$ 873,062</u>	<u>\$ (665,295)</u>	<u>\$ 207,767</u>

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	\$ (2,390)	\$ 229
Water System	568,530	(191,508)	377,022
Sewer System	308,560	(103,020)	205,540
	<u>\$ 879,709</u>	<u>\$ (296,918)</u>	<u>\$ 582,791</u>

2016 Capital Assets – Enterprise Infrastructure Detail (in thousands)



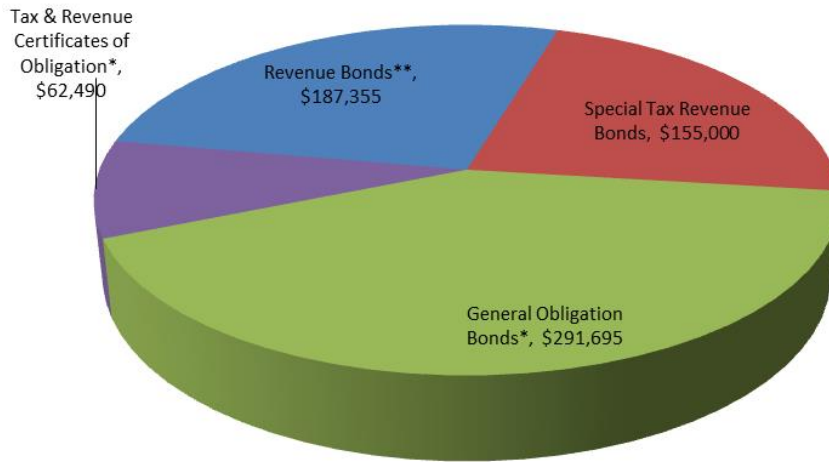
Major capital asset additions during the fiscal year include the following:

- Private developer capital contributions of \$1.8M 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 \$33.1M
- Storm drainage system capital improvements and expansion of \$25.6M
- Street construction projects capital outlay totaling \$34.1M
- Improvements to parks and recreation facilities of \$6.9M

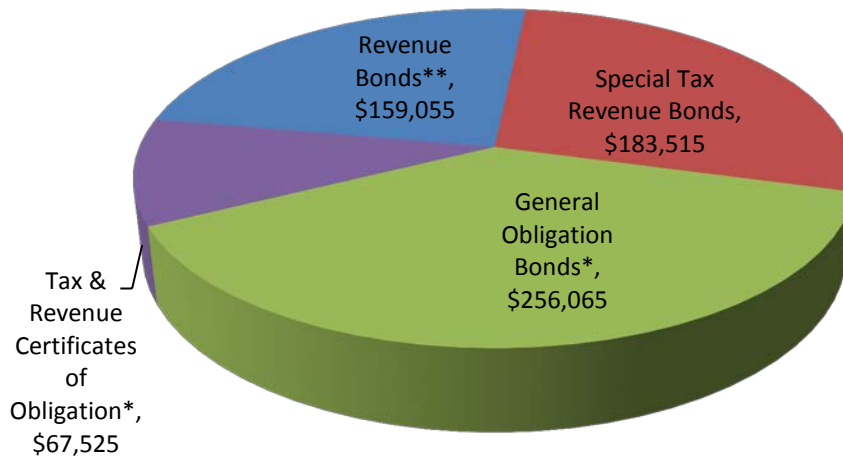
Debt

At year-end, the City had \$696.5M in debt, an increase of \$30.4M from 2015. The City refunded \$47.4 in Permanent Improvement Bonds.

**2016 Outstanding Debt
(in thousands)**



**2015 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	
	2015	2016	2015	2016	2015	2016
General obligation bonds (backed by the City)	\$256,065	\$291,695	\$ -	\$ -	\$256,065	\$291,695
Combination tax and revenue certificates of obligation (backed by the City)	67,525	62,490	-	-	67,525	62,490
Special tax revenue bonds	183,515	155,000	-	-	183,515	155,000
Revenue bonds (backed by fee revenues)	-	-	159,055	187,355	159,055	187,355
Totals	\$507,105	\$509,185	\$ 159,055	\$187,355	\$666,160	\$696,540

During the current fiscal year, the City issued \$34.4M in Permanent Improvement and \$47.4 in Permanent Improvement Refunding bonds to make various capital improvements, and to pay costs related to the issuance of the bonds. In 2016, the City issued \$39.2M in Water and Sewer Revenue Bonds for the purpose of improving and expanding existing water and wastewater infrastructure. Additionally, the City issued \$2.1M related to 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 2016, 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	AA+	A+	A1

General bonded debt per capita increased from \$871 in 2015 to \$988 in 2016.

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 1.92%.

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 \$750,000 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, 2016 was \$9.47M.

THE CITY'S FUNDS

The governmental funds of the City reported a combined fund balance of \$335.7M. The General Fund balance was \$62.4M, an increase of \$4.4M from prior year. The Debt Service fund balance decreased \$6.4M, ending the year with \$28.1M. The decrease was a result of 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 2016, up from \$26.7M to \$34M. The \$34M in capital outlay was offset by capital contributions and interest revenue totaling \$3.7M and a debt issuance of \$29.5M, resulting in a \$2.6M decrease in fund balance.
- The City's water and sewer fund net position of \$614.2M increased by \$19.2M in the current year. The increase in net position is primarily due to increased operating revenues exceeding expenses by \$33M.
- 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 \$6.8M to net position in 2016; storm water fee revenues exceeded fund expenses by \$7.9M, increasing net position to \$98.1M at the end of the fiscal year.

GENERAL FUND BUDGET HIGHLIGHTS

During fiscal year 2016, there were no budget amendments in the General Fund.

Actual expenditures on a budgetary basis of \$224.5M were slightly less than budgeted expenditures of \$241.9M. Position vacancies resulted in significant salary and benefit savings in the fund.

Revenues on a budgetary basis were higher than the budgeted amount of \$232.9M by \$2.7M. Licenses and permits, and leases, rents, and concessions were higher than expected by \$3.3M and \$2.3M respectively. Utility franchise fees were down due to decreased electrical and gas utility revenues.

ECONOMIC FACTORS AND FISCAL YEAR 2017

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 \$121.9M and sales taxes were strong in 2016. Nevertheless, City Council and management remain committed to prudent, conservative fiscal planning. Key budget priorities in 2017 are:

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

The City's total General Fund revenues and transfers for 2017 are budgeted at \$234.4M, and total General Fund expenditures are expected to be \$234.4M, a net increase of \$12.5M over 2016.

The General Fund's largest single revenue source is property taxes. This revenue represents 38.8% of the General Fund budget. The property tax rate for 2017 is \$0.6448 per \$100 valuation, the first time it has changed since 2001. The tax rate is broken into two pieces, operations and maintenance, \$0.4538 per \$100 valuation, to the General Fund, and interest and sinking, \$0.1910 per \$100 valuation, for debt service. The General Fund property tax revenue for 2017 is estimated to be \$91.7M, up \$8.2M (9.8%) 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 2017 is estimated at \$60.4M, an increase from 2016 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 \$74M and \$57.9M respectively for FY 2017. 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 2017 Operating Budget can be accessed on the City's website: <http://www.arlington-tx.gov/budget/>.

CONTACTING THE FINANCE DEPARTMENT

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 <http://www.arlington-tx.gov/finance/financial-reports/>.



**CITY OF ARLINGTON, TEXAS
STATEMENT OF NET POSITION
AS OF SEPTEMBER 30, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
ASSETS				
Cash and cash-like investments	\$ 340,540	\$ 41,940	\$ 382,480	\$ 12,628
Investments	-	-	-	54,575
Land Held for Resale	7,653	-	7,653	-
Receivables (net of allowance for uncollectibles):				
Taxes	8,275	-	8,275	-
Sales taxes	15,693	-	15,693	-
Trade accounts	49	10,657	10,706	-
Franchise fees	6,680	-	6,680	-
Unbilled trade accounts	-	7,655	7,655	-
Loan receivable	-	1,833	1,833	-
Special assessments	135	-	135	-
Accrued interest	917	-	917	-
Ballpark lease	11,310	-	11,310	-
Settlement agreement	5,644	-	5,644	-
Other	6,611	41	6,652	265
Internal balances	3,198	(3,198)	-	-
Due from other governments	4,140	-	4,140	-
Inventory of supplies	1,547	1,824	3,371	-
Prepaid expenses	3,066	2,160	5,226	62
Net other post employment benefit asset	411	-	411	-
Restricted assets-				
Bond contingency-				
Investments	-	17,416	17,416	-
Capital construction-				
Investments	-	83,075	83,075	-
Escrow	-	3,129	3,129	-
Meter deposits-				
Investments	-	5,429	5,429	-
Loan receivable	-	1,833	1,833	-
Closure/Post-closure trust fund				
Investments	8,160	-	8,160	-
Capital Assets-				
Land	226,911	22,347	249,258	-
Buildings and improvements	1,298,689	2,833	1,301,522	563
Water and sewer system	-	879,709	879,709	-
Machinery and equipment	109,792	11,983	121,775	1,354
Infrastructure	873,062	-	873,062	-
Drainage systems	-	113,333	113,333	-
Construction in progress	130,841	70,202	201,043	-
Accumulated depreciation	(1,062,831)	(349,563)	(1,412,394)	(1,467)
Total Assets	2,000,493	924,638	2,925,131	67,980
DEFERRED OUTFLOWS OF RESOURCES				
Deferred loss on debt refunding	10,653	1,909	12,562	-
Deferred outflow-Contributions Pension	16,943	1,178	18,121	-
Deferred outflow-Investment Earnings Pension	61,863	3,982	65,845	-
Total Assets and Deferred Outflows of Resources	2,089,952	931,707	3,021,659	67,980

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
LIABILITIES				
Accounts payable and accrued liabilities	\$ 22,222	\$ 3,909	\$ 26,131	\$ 2,593
Retainage payable	2,048	-	2,048	-
Accrued interest	2,625	-	2,625	-
Payable from restricted assets-				
Accounts payable and accrued liabilities	-	3,356	3,356	-
Retainage payable	-	1,331	1,331	-
Accrued interest	-	1,967	1,967	-
Meter deposits	-	5,429	5,429	-
Non-current liabilities				
Due within one year:				
Estimated claims payable	5,158	-	5,158	-
General obligation and certificates of obligation debt	34,155	-	34,155	-
Special tax revenue debt	1,035	-	1,035	-
Accrued compensated absences	1,404	144	1,548	-
Revenue bonds	-	12,482	12,482	-
Capital lease obligation	1,020	-	1,020	-
Due in more than one year:				
Estimated claims payable	4,314	-	4,314	-
Net other post-employment benefit obligation	37,334	-	37,334	-
General obligation and certificates of obligation debt	335,566	-	335,566	-
Special tax revenue debt	155,535	-	155,535	-
Landfill closure accrued liabilities	8,160	-	8,160	-
Accrued compensated absences	27,967	1,656	29,623	-
Revenue bonds	-	180,863	180,863	-
Net pension liability	155,932	10,840	166,772	-
Capital lease obligation	7,844	-	7,844	-
Total Liabilities	802,319	221,977	1,024,296	2,593
DEFERRED INFLOWS OF RESOURCES				
Deferred inflow-actuarial assumption pension	12,310	561	12,871	-
Deferred inflow - lease & settlement agreements	1,805	-	1,805	89
Total Liabilities and Deferred Inflows of Resources	816,434	222,538	1,038,972	2,682
NET POSITION				
Net investment in capital assets	1,055,902	639,243	1,695,145	450
Restricted for debt service	28,124	18,150	46,274	-
Restricted for use of impact fees	7,944	-	7,944	-
Restricted for housing assistance	-	-	-	670
Restricted for endowments	-	-	-	59,784
Unrestricted	181,548	51,776	233,324	4,394
Total Net Position	\$ 1,273,518	\$ 709,169	\$ 1,982,687	\$ 65,298

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



CITY OF ARLINGTON, TEXAS
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)

Functions/Programs	Expenses	Program Revenues		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Primary Government:				
Governmental Activities:				
General government	\$ 75,486	\$ 21,863	\$ 50,537	\$ 1,729
Public safety	156,414	16,392	4,682	-
Public works	61,115	2,085	360	3,308
Public health	2,741	3,393	42	-
Parks and recreation	32,449	11,180	125	27
Public welfare	14,978	216	6,361	750
Convention and event services	8,384	3,680	-	-
Interest and fiscal charges	23,016	-	-	-
Total Governmental Activities	374,583	58,809	62,107	5,814
Business-Type Activities:				
Water and sewer	98,697	131,086	-	1,820
Storm water utility	5,740	13,575	-	-
Total Business-Type Activities	104,437	144,661	-	1,820
Total Primary Government	\$ 479,020	\$ 203,470	\$ 62,107	\$ 7,634
Component Units:				
Arlington Housing Authority	\$ 27,468	\$ -	\$ 28,211	\$ -
Arlington Convention and Visitors Bureau	5,921	5,794	175	-
Arlington Tomorrow Foundation	1,728	-	-	-
Arlington Housing Finance Corporation	1	-	3	-
Arlington Industrial Development Corporation	-	-	-	-
Arlington Convention Center Development Corp	83	-	-	-
Arlington Economic Development Corp	-	-	-	-
Total Component Units	\$ 35,201	\$ 5,794	\$ 28,389	\$ -

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
Net position - ending

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

Net (Expense) Revenue and Changes in Net Position

Primary Government			
Governmental Activities	Business-type Activities	Total	Component Units
\$ (1,357)	\$ -	\$ (1,357)	\$ -
(135,340)	-	(135,340)	-
(55,362)	-	(55,362)	-
694	-	694	-
(21,117)	-	(21,117)	-
(7,651)	-	(7,651)	-
(4,704)	-	(4,704)	-
(23,016)	-	(23,016)	-
<u>(247,853)</u>	<u>-</u>	<u>(247,853)</u>	<u>-</u>
-	34,209	34,209	-
-	7,835	7,835	-
-	42,044	42,044	-
<u>\$ (247,853)</u>	<u>\$ 42,044</u>	<u>\$ (205,809)</u>	<u>\$ -</u>
\$ -	\$ -	\$ -	\$ 743
-	-	-	48
-	-	-	(1,728)
-	-	-	2
-	-	-	-
-	-	-	(83)
-	-	-	-
<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,018)</u>
121,943	-	121,943	-
102,580	-	102,580	-
409	-	409	-
1,828	-	1,828	-
82	-	82	-
7,273	-	7,273	-
10,838	-	10,838	-
25,435	-	25,435	-
4,023	687	4,710	2,220
(598)	(35)	(633)	1,942
6,084	-	6,084	(47,255)
16,619	(16,619)	-	-
<u>296,516</u>	<u>(15,967)</u>	<u>280,549</u>	<u>(43,093)</u>
48,663	26,077	74,740	(44,111)
1,224,855	683,092	1,907,947	109,409
<u>\$ 1,273,518</u>	<u>\$ 709,169</u>	<u>\$ 1,982,687</u>	<u>\$ 65,298</u>

**CITY OF ARLINGTON, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
AS OF SEPTEMBER 30, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	General	Debt Service	Street Capital Projects	Other Nonmajor Funds	Total Governmental Funds
ASSETS					
Cash and cash-like investments	\$ 49,213	\$ 22,193	\$ 69,130	\$ 174,622	\$ 315,158
Land held for resale	-	-	-	7,653	7,653
Closure/Post-closure restricted cash	8,160	-	-	-	8,160
Receivables (net of allowance for uncollectibles)					
Taxes	2,835	691	-	4,749	8,275
Sales taxes	10,459	5,230	-	4	15,693
Franchise fees	6,680	-	-	-	6,680
Special assessments	-	-	135	-	135
Accrued interest	907	10	-	-	917
Lease and settlement agreements	16,954	-	-	-	16,954
Other	3,459	-	-	2,936	6,395
Due from other funds	2,966	-	-	-	2,966
Due from other governments	-	-	-	4,140	4,140
Inventory of supplies, at cost	1,265	-	-	237	1,502
Prepaid Expenditures	1,345	-	-	1,685	3,030
Total Assets	\$ 104,243	\$ 28,124	\$ 69,265	\$ 196,026	\$ 397,658

**LIABILITIES, DEFERRED INFLOWS OF RESOURCES
AND FUND BALANCES**

Liabilities:

Accounts payable and accrued liabilities	\$ 7,889	\$ -	\$ 5,201	\$ 8,874	\$ 21,964
Retainage payable	40	-	1,397	611	2,048
Unearned Revenue	-	-	135	962	1,097
Due to other funds	-	-	-	2,966	2,966
Closure/Post-closure trust fund	8,160	-	-	-	8,160
Total Liabilities	16,089	-	6,733	13,413	36,235

Deferred inflows of resources:

Taxes	2,898	-	-	-	2,898
Landfill lease	3,887	-	-	-	3,887
Gas lease	1,933	-	-	1	1,934
Lease and settlement agreements	16,954	-	-	-	16,954
Other	4	-	-	-	4
Total Deferred Inflows of Resources	25,676	-	-	1	25,677

Fund Balances:

Nonspendable:					
Inventory	1,265	-	-	237	1,502
Prepays	117	-	-	1,685	1,802
Restricted for:					
Debt service	-	28,124	-	-	28,124
Capital projects	-	-	62,532	35,252	97,784
Special revenue	-	-	-	26,453	26,453
Committed to:					
Utility rate case	-	-	-	-	-
Capital projects	-	-	-	44,867	44,867
Special revenue	-	-	-	73,800	73,800
Assigned to:					
Encumbrances	8,515	-	-	-	8,515
Working capital	19,717	-	-	-	19,717
Subsequent years' expenditures	6,918	-	-	-	6,918
Compensated absences	1,402	-	-	-	1,402
Other post employment benefits	1,718	-	-	-	1,718
Future initiatives	17,151	-	-	-	17,151
Dispatch	830	-	-	-	830
Information technology	305	-	-	-	305
Business continuity	4,062	-	-	-	4,062
Park performance	-	-	-	318	318
Court security	-	-	-	-	-
Unassigned	478	-	-	-	478
Total Fund Balances	62,478	28,124	62,532	182,612	335,746
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 104,243	\$ 28,124	\$ 69,265	\$ 196,026	\$ 397,658

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

Total fund balance per balance sheet \$ 335,746

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 \$15,000 recorded in the internal service funds). 1,560,803

Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.

	<u>Fund Deferred Inflows</u>	<u>Net Position Deferred Inflows</u>	
Taxes	\$ 2,898	\$ -	
Landfill	3,887	3,887	
Gas lease	1,934	1,934	
Grant revenue	300	(2,082)	
Ballpark lease	11,310	-	
Ballpark Settlement	5,644	-	
Unearned	3,397	-	
	<u>29,370</u>	<u>3,739</u>	25,631

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. 34,533

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 \$9,136 recorded in the internal service funds).

Bonds payable		\$ (509,185)	
Premium general obligation debt		(19,081)	
Discount on bonds		1,975	
Deferred outflow of resources (refunding)		10,653	
Accrued interest payable		(2,625)	
Compensated absences		(29,341)	
Net other post-employment benefit obligation		(37,334)	
Net other post-employment asset		411	
TMRS:			
Net pension liability	\$(155,932)		
Deferred inflow-actuarial gain	(12,310)		
Deferred outflow-investment loss	61,861		
Deferred outflow-contributions 1/1-9/30/16	16,943	(89,438)	
Estimated claims		(366)	
Capital Leases		(8,864)	
		<u>(683,195)</u>	

Net position of governmental activities \$ 1,273,518

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)

	General	Debt Service	Streets Capital Projects	Other Nonmajor Funds	Total Governmental Funds
REVENUES					
Taxes	\$ 143,563	\$ 71,636	\$ -	\$ 30,479	\$ 245,678
Licenses and permits	9,063	-	-	-	9,063
Utility franchise fees	25,435	-	-	-	25,435
Fines and forfeitures	11,996	-	-	-	11,996
Leases, rents and concessions	8,348	1,500	-	-	9,848
Service charges	6,320	-	-	15,769	22,089
Interest revenue	1,705	677	465	1,089	3,936
Net increase (decrease) in fair value of investments	(52)	(416)	(61)	(63)	(592)
Contributions	1,665	-	3,236	472	5,373
Intergovernmental revenues	50,537	-	-	12,320	62,857
Gas lease royalty	-	-	-	5,056	5,056
Gas lease other	-	-	-	140	140
Other	44	56	46	4,857	5,003
Total Revenues	<u>258,624</u>	<u>73,453</u>	<u>3,686</u>	<u>70,119</u>	<u>405,882</u>
EXPENDITURES					
Current-					
General government	39,754	-	-	5,938	45,692
Public safety	139,395	-	-	6,338	145,733
Public works	20,219	-	-	21,996	42,215
Public health	2,148	-	-	489	2,637
Public welfare	-	-	-	9,768	9,768
Parks and recreation	14,763	-	-	11,584	26,347
Convention and event services	-	-	-	8,283	8,283
Capital outlay	-	-	34,067	21,748	55,815
Debt service-					
Principal retirement	-	60,500	-	-	60,500
Redemption premium	-	701	-	-	701
Interest and fiscal charges	-	24,119	-	-	24,119
Total Expenditures	<u>216,279</u>	<u>85,320</u>	<u>34,067</u>	<u>86,144</u>	<u>421,810</u>
Excess (deficiency) of revenues over (under) expenditures	<u>42,345</u>	<u>(11,867)</u>	<u>(30,381)</u>	<u>(16,025)</u>	<u>(15,928)</u>
OTHER FINANCING SOURCES (USES)					
Issuance of bonds	-	14,150	28,235	6,205	48,590
Issuance of refunding bonds	-	47,365	-	-	47,365
Issuance of certificates of obligation	-	-	-	15,995	15,995
Amount used to fund escrow account	-	(53,710)	-	-	(53,710)
Bond premium	-	6,520	1,320	1,095	8,935
Transfers in	23,202	5,140	-	62,170	90,512
Transfers out	(61,092)	(14,000)	(1,766)	(15,995)	(92,853)
Total Other Financing Sources and Uses	<u>(37,890)</u>	<u>5,465</u>	<u>27,789</u>	<u>69,470</u>	<u>64,834</u>
Net Change in Fund Balances	4,455	(6,402)	(2,592)	53,445	48,906
Fund Balances, October 1,	58,023	34,526	65,124	129,167	286,840
Fund Balances, September 30	<u>\$ 62,478</u>	<u>\$ 28,124</u>	<u>\$ 62,532</u>	<u>\$ 182,612</u>	<u>\$ 335,746</u>

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

Net change in fund balance - total governmental funds \$ 48,906

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. 55,394

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. (52,106)

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. 390

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	(919)	
Repayment of general obligation debt	114,210	
Proceeds from issuance of bonds	(111,950)	
Amortization of deferred loss on bond refunding	(919)	
Amortization of bond premium	(5,294)	
Repayment of capital lease	996	
	996	(3,876)

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	(1,155)	
Accrued interest expense	118	
Post-employment benefit obligation expense	(762)	
TMRS net pension liability	(8,106)	
Estimated salary expense	(3,693)	
	(3,693)	(13,598)

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. 13,553

Change in net position of governmental activities \$ 48,663

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	Business-type Activities Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Storm Water Utility	Total	
ASSETS				
Current Assets:				
Cash and cash-like investments	\$ 23,709	\$ 18,231	\$ 41,940	\$ 25,382
Receivables (net of allowances for uncollectibles):				
Trade accounts	9,534	1,123	10,657	49
Unbilled trade accounts	7,097	558	7,655	-
Loan receivable	1,833	-	1,833	-
Other	41	-	41	216
Prepaid Expenditures	2,160	-	2,160	36
Inventory of supplies, at cost	1,824	-	1,824	45
Subtotal	<u>46,198</u>	<u>19,912</u>	<u>66,110</u>	<u>25,728</u>
Restricted Assets:				
Bond contingency-cash and cash-like investments	11,757	718	12,475	-
Capital construction-cash and cash-like investments	29,541	-	29,541	-
Total Current Assets	<u>87,496</u>	<u>20,630</u>	<u>108,126</u>	<u>25,728</u>
Non-Current Assets:				
Restricted Assets:				
Bond contingency- Investments	4,941	-	4,941	-
Capital construction- Investments	53,534	-	53,534	-
Escrow	3,129	-	3,129	-
Meter deposit investments	5,429	-	5,429	-
Loan receivable	1,833	-	1,833	-
Capital Assets:				
Land	7,486	14,861	22,347	-
Buildings and improvements	2,833	-	2,833	467
Water and sewer system	879,709	-	879,709	-
Machinery and equipment	11,960	23	11,983	45,013
Drainage system	-	113,333	113,333	-
Construction-in-progress	59,889	10,313	70,202	-
Accumulated depreciation	(310,003)	(39,560)	(349,563)	(30,480)
Total Capital Assets Net of Accumulated Depreciation	<u>651,874</u>	<u>98,970</u>	<u>750,844</u>	<u>15,000</u>
Total Noncurrent Assets	<u>720,740</u>	<u>98,970</u>	<u>819,710</u>	<u>15,000</u>
Total Assets	<u>808,236</u>	<u>119,600</u>	<u>927,836</u>	<u>40,728</u>
Deferred Outflows of Resources:				
Deferred charges on debt refunding	1,909	-	1,909	-
Deferred outflow - contributions GASB 68	1,178	-	1,178	-
Deferred outflow - investment/actuarial GASB 68	3,982	-	3,982	-
Total Assets and Deferred Outflows of Resources	<u>\$ 815,305</u>	<u>\$ 119,600</u>	<u>\$ 934,905</u>	<u>\$ 40,728</u>

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Storm Water Utility	Total	
LIABILITIES				
Current Liabilities:				
Accounts payable and accrued liabilities	\$ 2,918	\$ 991	\$ 3,909	\$ 257
Accrued compensated absences	123	21	144	-
Revenue bonds payable from unrestricted assets	10,139	1,280	11,419	-
Current Liabilities Payable From				
Restricted Assets:				
Accounts payable and accrued liabilities	3,356	-	3,356	-
Retainage payable	1,235	96	1,331	-
Accrued interest	1,676	291	1,967	-
Estimated claims payable	-	-	-	4,792
Revenue bonds payable	1,063	-	1,063	-
Meter deposits	5,429	-	5,429	-
Total Current Liabilities	<u>25,939</u>	<u>2,679</u>	<u>28,618</u>	<u>5,049</u>
Noncurrent Liabilities:				
Estimated claims payable	-	-	-	4,314
Compensated absences	1,470	186	1,656	30
Revenue bonds payable from unrestricted assets	162,283	18,580	180,863	-
Net pension liability	10,840	-	10,840	-
Total Noncurrent Liabilities	<u>174,593</u>	<u>18,766</u>	<u>193,359</u>	<u>4,344</u>
Total Liabilities	<u>200,532</u>	<u>21,445</u>	<u>221,977</u>	<u>9,393</u>
Deferred Inflows of Resources:				
Deferred inflow - investment/actuarial GASB 68	561	-	561	-
Total Liabilities and Deferred Inflows of Resources	<u>201,093</u>	<u>21,445</u>	<u>222,538</u>	<u>9,393</u>
NET POSITION				
Net investment in capital assets	560,229	79,014	639,243	15,000
Restricted for debt service	18,150	-	18,150	-
Unrestricted	35,833	19,141	54,974	16,335
Total Net Position	<u>\$ 614,212</u>	<u>\$ 98,155</u>	<u>\$ 712,367</u>	<u>\$ 31,335</u>
Reconciliation to government-wide statements of net position:				
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds			(3,198)	
Net position of business-type activities			<u>\$ 709,169</u>	

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities			Governmental
	Enterprise Funds			
	Water and Sewer	Storm Water Utility	Total	Activities- Internal Service Funds
Operating Revenues:				
Water sales	\$ 69,628	\$ -	\$ 69,628	\$ -
Sewer service	55,188	-	55,188	-
Storm water fee - commercial	-	6,261	6,261	-
Storm water fee - residential	-	7,314	7,314	-
Service charges	-	-	-	34,599
Sundry	6,270	-	6,270	-
Total Operating Revenues	131,086	13,575	144,661	34,599
Operating Expenses:				
Purchase of water	19,743	-	19,743	-
Purchase of sewage treatment	29,383	-	29,383	-
Salaries and wages	12,323	1,681	14,004	451
Employees' retirement	1,967	249	2,216	63
Supplies	2,499	62	2,561	2,604
Maintenance and repairs	4,724	747	5,471	417
Utilities	3,090	17	3,107	81
Claims (net of adjustments)	12	-	12	28,740
Legal and professional	84	-	84	140
Depreciation	16,783	2,159	18,942	3,834
Miscellaneous services	4,463	674	5,137	4,423
Total Operating Expenses	95,071	5,589	100,660	40,753
Operating Income (Loss)	36,015	7,986	44,001	(6,154)
Nonoperating Revenues (Expenses):				
Interest revenue	571	116	687	49
Net increase in the fair value of investments	(25)	(10)	(35)	(6)
Gain on sale of assets	-	-	-	313
Interest expense and fiscal charges	(3,235)	(151)	(3,386)	-
Total Nonoperating Revenues (Expenses)	(2,689)	(45)	(2,734)	356
Income (loss) before transfers and contributions	33,326	7,941	41,267	(5,798)
Contributions in aid of construction	1,820	-	1,820	-
Transfers in	-	-	-	19,729
Transfers out	(15,513)	(1,106)	(16,619)	(769)
Change in Net Position	19,633	6,835	26,468	13,162
Total Net Position, October 1	594,579	91,320	685,899	18,173
Total Net Position, September 30	\$ 614,212	\$ 98,155	\$ 712,367	\$ 31,335
Net change in net position - total proprietary funds			\$ 26,468	
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds			(391)	
Change in net position of business-type activities			\$ 26,077	

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

**CITY OF ARLINGTON, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	Business-type Activities- Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Storm Water Utility	Total	
CASH FLOWS FROM OPERATING ACTIVITIES:				
Cash received from customers	\$ 132,916	\$ 13,431	\$ 146,347	\$ 34,461
Cash payments to suppliers	(65,320)	(1,488)	(66,808)	(36,303)
Cash payments to employees	(14,133)	(1,980)	(16,113)	(527)
Net Cash Provided By (Used For) Operating Activities	<u>53,463</u>	<u>9,963</u>	<u>63,426</u>	<u>(2,369)</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:				
Transfers in	-	-	-	19,729
Transfers out	(15,513)	(1,106)	(16,619)	(769)
Net Cash Provided By (Used For) Noncapital Financing Activities	<u>(15,513)</u>	<u>(1,106)</u>	<u>(16,619)</u>	<u>18,960</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:				
Acquisition and construction of capital assets	(32,836)	(4,885)	(37,721)	(5,722)
Increase/Decrease in escrow balance	(924)	-	(924)	-
Proceeds from sales of capital assets	-	-	-	326
Proceeds from issuance of long-term debt	44,694	-	44,694	-
Repayment of long-term debt	(11,870)	(1,280)	(13,150)	-
Interest payment long-term debt	(6,023)	(963)	(6,986)	-
Net Cash Provided By (Used For) Capital Related Financing Activities	<u>(6,959)</u>	<u>(7,128)</u>	<u>(14,087)</u>	<u>(5,396)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:				
Proceeds from interest earnings	775	116	891	49
Net decrease in the fair value of investments	(25)	(10)	(35)	(6)
Purchase of investments	(148,423)	-	(148,423)	-
Maturities/sales of investments	121,507	8	121,515	-
Net Cash Provided By (Used For) Investing Activities	<u>(26,166)</u>	<u>114</u>	<u>(26,052)</u>	<u>43</u>
Net Increase In Cash And Cash Equivalents	4,825	1,843	6,668	11,238
Cash and cash-like investments, October 1	60,182	16,388	76,570	14,144
Cash and cash-like investments, September 30	<u>\$ 65,007</u>	<u>\$ 18,231</u>	<u>\$ 83,238</u>	<u>\$ 25,382</u>
Reconciliation of operating income to net cash provided by (used for) operating activities:				
Operating income (loss)	\$ 36,015	\$ 7,986	\$ 44,001	\$ (6,154)
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:				
Depreciation	16,783	2,159	18,942	3,834
Amortization of bond premium	751	88	839	-
Amortization of deferred loss on bond refunding	(238)	-	(238)	-
Provision for bad debts	(144)	5	(139)	-
(Increase) decrease in- Receivables	1,831	(144)	1,687	(138)
Inventory of supplies	(594)	-	(594)	-
Prepaid expenses	(2,160)	-	(2,160)	2
Increase (decrease) in- Accounts payable and accrued liabilities	442	243	685	(239)
Net pension liability	697	-	697	-
Estimated claims payable	-	-	-	338
Retainage payable	210	(324)	(114)	-
Meter deposits	78	-	78	-
Accrued compensated absences	(208)	(50)	(258)	(12)
Total adjustments	17,448	1,977	19,425	3,785
Net Cash Provided By (Used For) Operating Activities	<u>\$ 53,463</u>	<u>\$ 9,963</u>	<u>\$ 63,426</u>	<u>\$ (2,369)</u>
Noncash investing, capital, and financing activities:				
Contributions of capital assets from developers	1,820	-	1,820	-

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	<u>Pension Trust Funds</u>	<u>Agency Funds</u>
ASSETS		
Cash and cash-like investments	\$ 61	\$ 9,344
Investments		
Investment retired city mgr 401(k) plan	64	-
Money market fund	44,780	-
Corporate bonds	2,439	-
Fixed income mutual bond funds	17,412	-
Common stock mutual bond funds	75,169	-
Balanced mutual funds	27,914	-
Participant borrowing	5,082	-
Self directed brokerage accounts	5,773	-
Total Investments	<u>178,633</u>	<u>-</u>
Total Assets	<u>\$ 178,694</u>	<u>\$ 9,344</u>
LIABILITIES		
Accounts payable and accrued liabilities	\$ 6	\$ 9,344
Retired city mgr 401(k) plan payable	<u>64</u>	<u>-</u>
Total Liabilities	<u>\$ 70</u>	<u>\$ 9,344</u>
NET POSITION		
Restricted for pensions	\$ 178,563	
Assigned pension trust	<u>61</u>	
Total Net Position	<u>\$ 178,624</u>	

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, 2016
(AMOUNTS EXPRESSED IN THOUSANDS)**

	Pension Trust Funds
ADDITIONS	
Employer contributions	\$ 3,139
Employee contributions	7,616
Net appreciation in fair value of investments	16,664
Other additions	191
Total Additions	<u>27,610</u>
DEDUCTIONS	
Benefits	12,783
Plan administration	179
Other deductions	89
Total Deductions	<u>13,051</u>
Increase in Net Position	14,559
Net Position, October 1	164,065
Net Position, September 30	<u>\$ 178,624</u>

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



CITY OF ARLINGTON, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

SEPTEMBER 30, 2016

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 \$51.9 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 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 2016.

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.

The City implemented GASB Statement No. 72, *Fair Value Measurement and Application* in its September 30, 2016 financial statements. The City's investments were categorized as Level 2 only and there were no Level 1 or Level 3 investments.

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:

<u>Assets</u>	<u>Years</u>
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 2016, \$1,423,631 of interest cost, net of \$185,171 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 2016 for the Water and Sewer Fund amounted to approximately \$3,235,000 and \$571,000, respectively. In the Storm Water Utility Fund \$626,952 of interest cost, net of \$425 interest earned, was capitalized as capital assets as part of the costs of constructing various projects. Interest earned in fiscal 2016 for the Storm

Water Utility Fund amounted to approximately \$116,000 and interest expensed (net of capitalized interest) was \$151,000.

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 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 1.0% 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 \$1.67M. 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% (1/12th) 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 2016, the City adopted the following Governmental Accounting Standards Board ("GASB") Statements:

Statement No. 72, *Fair Value Measurement and Application*. 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*. This statement clarifies the application of certain provisions of Statements 67 and 68 regarding required supplementary information and accounting and financial reporting.

Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*. 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. 78, *Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans*. This statement amends the scope and applicability of Statement 68.

Statement No. 79, *Certain External Investment Pools and Pool Participants*. This statement addresses accounting and financial reporting for certain external investment pools and pool participants. It establishes criteria for an external investment pool to qualify for making the election to measure all of its investments at amortized cost for financial reporting purposes. This statement establishes additional note disclosure requirements for qualifying external investment pools that measure all of their investments at amortized cost for financial reporting purposes and for governments that participate in those pools.

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

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. 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. 80, *Blending Requirements for Certain Component Units - An Amendment of GASB Statement No. 14*, which is effective for the City beginning in fiscal year 2017. This statement amends the blending requirements established in Statement No. 14 for the financial statement presentation of component units of all state and local governments.

Statement No. 81, *Irrevocable Split-Interest Agreements*, which is effective for the City beginning in fiscal year 2018. The objective of this statement is to improve accounting and financial reporting for irrevocable split-interest agreements by providing recognition and measurement guidance for situations in which a government is a beneficiary of the agreement.

Statement No. 82, *Pension Issues – An Amendment of GASB statements No. 67, No. 68, and No. 73*, which is effective for the City beginning in fiscal year 2017. This statement addresses issues regarding (1) the presentation of payroll-related measures in required supplementary information, (2) the selection of assumptions and the treatment of deviations from the guidance in an Actuarial Standard of Practice for financial reporting purposes, and (3) the classification of payments made by employers to satisfy employee (plan member) contribution requirements.

Statement No. 83, *Certain Asset Retirement Obligations*, which is effective for the City beginning in fiscal year 2019. This statement addresses accounting and financial reporting for certain asset retirement obligations (AROs), which is a legally enforceable liability associated with the retirement of a tangible capital asset. This statement establishes criteria for determining the timing and pattern of recognition of a liability and a corresponding deferred outflow of resources of AROs.

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 2016, 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 <u>Fund</u>	Street Capital <u>Projects Fund</u>	Other Nonmajor <u>Funds</u>	<u>Total</u>
\$ 8,515	\$ 34,603	\$ 38,746	\$ 81,864

B. Excess of expenditures over appropriations

For the year ended September 30, 2016, 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, 2016.

III. DETAILED NOTES ON ALL FUNDS

1. CASH, CASH-LIKE INVESTMENTS AND INVESTMENTS

Deposits - At September 30, 2016, the carrying amount of the City's demand deposits was \$31,667,000 (bank balance, \$35,199,000). The balance in cash on hand was \$33,000 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 (\$348,700), Business-type Activities (\$147,860), and Agency Funds (\$9,344).

As of September 30, 2016, the City had the following investments (amounts in thousands):

Investments	Fair Value	Weighted Avg Maturity (in days)	Credit Risk
Agency	352,684	570	AAA
Local Gov't Invest Pools	63,042	1	AAA
Texas Municipal	4,916	137	AA+
Non-Texas Municipal	32,534	564	AA+
Certificates of Deposit	-	-	AAA
Money Market Fund	21,028	1	AAA
Total Fair Value	474,204		

The City has investments in government pools at September 30, 2016 totaling \$63,042,000, which are recorded at amortized cost.

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.

<u>Security</u>	<u>% of Portfolio</u>
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. The City has Local Government Investment Pools of \$63,042 and Money Market Funds of \$21,028 (amounts in thousands).

The City categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The City has the following recurring fair value measurements as of September 30, 2016 (amounts in thousands):

	Fair Value Measurements Using		
	Quoted Prices in Active Markets for Identical Assets 9/30/2016 (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level			
Debt Securities			
Agency	352,684	-	352,684
Texas Municipal	4,916	-	4,916
Non-Texas Municipal	32,534	-	32,534
	390,134	-	390,134

Debt securities classified in Level 2 of the fair value hierarchy are valued by Interactive Data Corp (IDC) using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices.

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 FY16 was \$26,930,429,000 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, 2015, upon which the original FY16 levy was based, was \$19,601,363,000.

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, 2016, 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 \$363,017,243 could be raised per year before the limit is reached, based on the current year's appraised net taxable value of approximately \$19,601,363,000.

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 project 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 accumulated depreciation of \$172,751,129.

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, 2016, outstanding conduit debt was \$137,515,000.

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 receives 5% of the revenue as additional rent from the naming rights deal, up to \$500,000 annually.

4. RECEIVABLES

Receivables at September 30, 2016 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	\$ 10,650	\$ 691	\$ -	\$ -	\$ -	\$ 4,749	\$ -	\$ 16,090
Franchise Fees	6,680	-	-	-	-	-	-	6,680
Trade Accounts	-	-	1,184	11,296	-	-	49	12,529
Unbilled Trade Accounts	-	-	558	7,354	-	-	-	7,912
Special Assessments	-	-	-	-	135	-	-	135
Sales Taxes	10,459	5,230	-	-	-	4	-	15,693
Lease and settlement agreements	16,954	-	-	-	-	-	-	16,954
Accrued Interest	907	10	-	-	-	-	-	917
Loan Receivable	-	-	-	3,666	-	-	-	3,666
Other	3,459	-	-	41	-	2,936	216	6,652
Gross Receivables	49,109	5,931	1,742	22,357	135	7,689	265	87,228
Less: Allowance for Uncollectibles	(7,815)	-	(61)	(2,019)	-	-	-	(9,895)
Net total Receivables	\$ 41,294	\$ 5,931	\$ 1,681	\$ 20,338	\$ 135	\$ 7,689	\$ 265	\$ 77,333

The only receivables not expected to be collected within one year are \$1,833,000 of the loan receivable in the water and sewer fund.

5. CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2016 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	\$ 226,911	\$ -	\$ -	\$ 226,911
Construction in progress-other	95,045	56,555	(20,759)	130,841
Total capital assets, not being depreciated	321,956	56,555	(20,759)	357,752
Capital assets, being depreciated:				
Buildings and improvements	1,294,861	3,828	-	1,298,689
Equipment	105,727	7,138	(3,073)	109,792
Infrastructure	858,708	14,354	-	873,062
Total capital assets, being depreciated	2,259,296	25,320	(3,073)	2,281,543
Less accumulated depreciation for:				
Buildings and improvements	278,472	31,850	-	310,322
Equipment	81,603	8,671	(3,060)	87,214
Infrastructure	649,876	15,419	-	665,295
Total accumulated depreciation	1,009,951	55,940	(3,060)	1,062,831
Total capital assets, being depreciated, net	1,249,345	(30,620)	(13)	1,218,712
Governmental activities capital assets, net	\$ 1,571,301	\$ 25,935	\$ (20,772)	\$ 1,576,464
Business-type activities:				
Capital assets, not being depreciated:				
Land	\$ 21,910	\$ 437	\$ -	\$ 22,347
Construction in progress	121,939	40,058	(91,795)	70,202
Total capital assets, not being depreciated	143,849	40,495	(91,795)	92,549
Capital assets, being depreciated:				
Buildings and improvements	2,833	-	-	2,833
Drainage System	96,435	16,898	-	113,333
Water and sewer system	803,789	75,920	-	879,709
Machinery and equipment	11,909	74	-	11,983
Total capital assets, being depreciated	914,966	92,892	-	1,007,858
Less accumulated depreciation for:				
Buildings and improvements	1,469	58	-	1,527
Drainage System	37,396	2,154	-	39,550
Water and sewer system	280,431	16,487	-	296,918
Machinery and equipment	11,325	243	-	11,568
Total accumulated depreciation	330,621	18,942	-	349,563
Total capital assets, being depreciated, net	584,345	73,950	-	658,295
Business-type activities capital assets, net	\$ 728,194	\$ 114,445	\$ (91,795)	\$ 750,844

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

Governmental activities:	
General Government	\$ 25,941
Public Safety	3,382
Parks and recreation	5,798
Public works	16,985
Capital assets held by the government's internal service funds are charged to the various functions based on their usage of the assets	<u>3,834</u>
Total depreciation expense – governmental activities	<u>\$55,940</u>
Business-type activities:	
Storm Water Utility	2,159
Water and sewer	<u>\$ 16,783</u>
Total depreciation expense – business-type activities	<u>\$ 18,942</u>

Discretely presented component units:

	(amounts expressed in thousands)			
	<u>Balance at</u>			<u>Balance at End</u>
	<u>Beginning of</u>	<u>Transfer and</u>	<u>Transfers and</u>	<u>of Year</u>
	<u>Year</u>	<u>Additions</u>	<u>Retirements</u>	
Arlington Housing Authority, Inc.				
Capital assets, being depreciated:				
Buildings and improvements	\$ 563	\$ -	\$ -	\$ 563
Machinery and equipment	376	18	-	394
Total capital assets, being depreciated	<u>939</u>	<u>18</u>	<u>-</u>	<u>957</u>
Less accumulated depreciation for:				
Buildings and improvements	(293)	(14)	-	(307)
Machinery and equipment	(375)	(13)	-	(388)
Total accumulated depreciation	<u>(668)</u>	<u>(27)</u>	<u>-</u>	<u>(695)</u>
Arlington Housing Authority, Inc.				
Capital assets, net	<u>\$ 271</u>	<u>\$ (9)</u>	<u>\$ -</u>	<u>\$ 262</u>
	<u>Balance at</u>			<u>Balance at End</u>
	<u>Beginning of</u>	<u>Transfer and</u>	<u>Transfers and</u>	<u>of Year</u>
	<u>Year</u>	<u>Additions</u>	<u>Retirements</u>	
Arlington Convention and Visitors Bureau, Inc.				
Capital asset, being depreciated:				
Machinery and equipment	\$ 894	\$ 66	\$ -	\$ 960
Total capital assets, being depreciated	<u>894</u>	<u>66</u>	<u>-</u>	<u>960</u>
Less accumulated depreciation for:				
Machinery and equipment	(717)	(55)	-	(772)
Total accumulated depreciation	<u>(717)</u>	<u>(55)</u>	<u>-</u>	<u>(772)</u>
Arlington Convention and Visitors Bureau, Inc.				
Capital assets, net	<u>\$ 177</u>	<u>\$ 11</u>	<u>\$ -</u>	<u>\$ 188</u>

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 866 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.tmr.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, 2015 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	1,558
Inactive employees entitled to but not yet receiving benefits	1,015
Active Employees	<u>2,460</u>
	5,033

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 15.62% and 15.08% in calendar years 2015 and 2016,

respectively. The city's contributions to TMRS for the year ended September 30, 2016, were \$24,833,575 and were equal to the required contributions.

D. Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2015, 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, 2015 actuarial valuation was determined using the following actuarial assumptions:

Inflation	2.50% per year
Overall payroll growth	3.00% per year
Investment Rate of Return	6.75%, 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 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with male rates multiplied by 109% and female rates multiplied by 103% with a 3-year set-forward for both males and females. In addition, a 3% minimum mortality rate is applied to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements subject to the 3% floor.

Actuarial assumptions used in the December 31, 2015, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period January 1, 2010 through December 31, 2014. 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. After the Asset Allocation Study analysis and experience investigation study, the Board amended the long-term expected rate of return on pension plan investments from 7% to 6.75%. 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. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, GRS focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). At its meeting on July 30, 2015, the TMRS Board approved a new portfolio target allocation. 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%	4.55%
International Equity	17.5%	6.10%
Core Fixed Income	10.0%	1.00%
Non-Core Fixed Income	20.0%	3.65%
Real Return	10.0%	4.03%
Real Estate	10.0%	5.00%
Absolute Return	10.0%	4.00%
Private Equity	5.0%	8.00%
Total	100.0%	

Discount Rate:

The discount rate used to measure the Total Pension Liability was 6.75%. 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 12/31/2014	\$ 1,037,982,210	\$ 933,378,081	\$ 104,604,129
Changes for the year:			
Service cost	24,035,779	-	24,035,779
Interest	71,780,403	-	71,780,403
change of benefit terms	-	-	-
Difference between expected and actual experience	(8,105,420)	-	(8,105,420)
Changes of assumptions	9,851,969	-	9,851,969
Contributions - employer	-	24,012,910	(24,012,910)
Contributions - employee	-	10,884,708	(10,884,708)
Net investment income	-	1,377,207	(1,377,207)
Benefit payments, including refunds			
of employee contributions	(49,131,541)	(49,131,541)	-
Administrative expense	-	(838,887)	838,887
Other changes	-	(41,433)	41,433
net changes	48,431,190	(13,737,036)	62,168,226
Balance at 12/31/15	\$ 1,086,413,400	\$ 919,641,045	\$ 166,772,355

Plan fiduciary net position as a percentage of the total pension liability	84.65%
Covered-employee payroll	\$154,372,375
Net pension liability as a percentage of covered employee payroll	108.03%

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 6.75%, 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 (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	Discount Rate (5.75%)	Discount Rate (6.75%)	Discount Rate (7.75%)
City's Net Pension Liability	321,204,438	166,772,355	40,211,579

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.tmr.com

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

For the year ended September 30, 2016, the city recognized pension expense of \$33,719,831.

At September 30, 2016, 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	\$ -	\$12,871,012
Changes in actuarial assumptions	7,807,992	-
Difference between projected and actual investment earnings	58,036,609	-
Contributions subsequent to the measurement date	18,121,051	-
Total	\$83,965,652	\$12,871,012

\$18,121,051 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, 2016. 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	\$ 13,244,503
2017	13,244,503
2018	13,395,604
2019	13,088,979
2020	-
Thereafter	-
Total	\$ 52,973,589

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

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. Its financial statements are presented below.

**Part-time, Seasonal and Temporary
Employees Deferred Income Plan**

**Statement of Fiduciary Net Position
June 30, 2016**

Assets	
Cash and deposits	\$ -
Receivables	33,686
Accrued Interest	31
Investments	
Mutual funds - bonds	2,023,974
Mutual funds - equities	<u>673,188</u>
Total investments	<u>2,697,162</u>
Total assets	<u>\$ 2,730,879</u>
Liabilities	
Accrued expenses	<u>\$ 2,910</u>
Net position restricted for pensions	<u>\$ 2,727,969</u>

**Statement of Changes in Fiduciary Net Position
for the Year Ended June 30, 2016**

Additions	
Contributions:	
Employer	\$ 53,802
Employees	<u>100,575</u>
Total contributions	<u>154,377</u>
Net investment income	
Interest and dividends	10,557
Net appreciation in fair value of investments	<u>88,004</u>
Total investments	<u>98,561</u>
Total additions	<u>252,938</u>
Deductions	
Benefit payments	149,233
Administrative expenses	<u>56,783</u>
Total deductions	206,016
Net increase in net position	46,922
Net position restricted for pensions	
Beginning of year	<u>2,681,047</u>
End of year	<u>\$ 2,727,969</u>

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 July 1, 2016 pension plan membership consisted of the following:

Inactive plan members or beneficiaries currently receiving benefits	12
Inactive plan members entitled to but not yet receiving benefits	3,573
Active plan members	<u>785</u>
	4,370

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 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. Compensation earned prior to July 1, 1991 is excluded. 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 benefit commencing as of the first day of the month after the participant is determined disabled. With the approval of the Retirement Committee, the Disability Retirement Pension shall be paid as a lump sum in lieu of a life annuity. A life only annuity in an amount actuarially equivalent to a lump sum payment equal to 2.5 time employee contributions with interest is paid upon declaration of the disability. 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, 2016, the active member average contribution rate was 3.0 percent of annual pay and the City's average contribution rate was 2.1 percent of annual payroll.

Fiscal Year	Actuarially		Contribution		Actual Contribution
Ending	Determined	Actual	Deficiency	Covered	as a % of
<u>June 30,</u>	<u>Contribution</u>	<u>Contribution</u>	<u>(Excess)</u>	<u>Payroll</u>	<u>Covered Payroll</u>
2015	\$ 22,419	\$ 22,419	\$ -	\$ 2,849,197	0.8%
2016	53,802	53,802	-	2,590,679	2.1%

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, 2016:

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

Rate of return. For the year ended June 30, 2016, the annual money-weighted rate of return on pension plan investments, net of pension plan expense was 2.81 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, 2016 were as follows:

Total pension liability	\$ 2,527,272
Plan fiduciary net position	<u>(2,727,969)</u>
City's net pension asset	<u>\$ (200,697)</u>
Plan fiduciary net position as a percentage of the total pension liability	108.0%

Actuarial Assumption. The total pension liability was determined by an actuarial valuation as of June 30, 2016, using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	2.5 percent
Salary increases	3.0 percent
Investment rate of return	5.0 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:

<u>Asset Class</u>	<u>Long-term Expected Real Rate of Return</u>
Cash & Cash Equivalents	0.00%
Fixed Income	6.10%
Domestic Large Cap Equity	5.16%
Domestic Mid Cap Equity	5.77%
Domestic Small Cap Equity	5.99%
International Developed Equity	4.98%
International Emerging Equity	6.45%

Discount rate. A single discount rate of 5.0 percent was used to measure the total pension liability as of June 30, 2016. This single discount rate was based on the expected rate of return on pension plan investments of 5.0 percent and a municipal bond rate of 2.85 percent (based on the Bond Buyer 20-year Municipal Bond Index as of June 30, 2016). 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 5.0 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 (4.0 percent) or 1 percentage point higher (6.0 percent) than the current rate:

	1% Decrease <u>(4.0%)</u>	Current Discount Rate (5.0%)	1% Increase <u>(6.0%)</u>
City's net pension asset	\$ 48,676	\$(200,697)	\$(404,956)

The actuarial assumptions used in the July 1, 2016 actuarial valuation included were (a) 5.0 percent investment return, (b) 2.5 percent inflation rate adjustment, and (c) 3.0 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, 2016, the Thrift plan was fully funded and the fair market value of plan assets, including accrued interest, was \$174,533,000.

The City's total payroll during fiscal 2016 was \$170,336,000. The current year contribution was calculated based on a covered payroll of \$114,994,000, resulting in a required and actual employer contribution of \$3,020,000 and actual employee contributions of \$7,514,000. The employer contribution represents 2.60 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 2016. 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, 2016. (amounts in thousands):

ASSETS	
Investments	174,597
Total Assets	<u>\$ 174,597</u>
LIABILITIES	
Retired City Mgr 401(k) plan payable	64
Total Liabilities	<u>\$ 64</u>
NET POSITION	
Held in trust for pension benefits	174,472
Assigned pension trust	61
Total Net Position	<u>174,533</u>

Changes in Net Position
Thrift Savings Plan

ADDITIONS	
Employer contributions	\$ 3,020
Employee contributions	7,514
Net appreciation in fair value of investments	16,471
Other additions	100
	27,105
DEDUCTIONS	
Benefits	12,517
Plan administration	100
Other deductions	89
	12,706
Increase in Net Position	14,399
Net Position, October 1	160,134
Net position, September 30	\$ 174,533

City contributions for the above plans for the year ended September 30, 2016, are as follows (amounts in thousands):

TMRS	\$24,834
THRIFT	3,020
PTDIT	54
	\$27,908

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, 2016, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits: 13

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, 2016, 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, 2016, the most recent actuarial valuation date, the plan was 92.9 percent funded. The actuarial accrued liability for benefits was \$1,423,143, and the actuarial value of assets was \$1,322,507, resulting in an unfunded actuarial accrued liability (UAAL) of \$100,636.

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	7/1/2016
Actuarial cost method	Entry age normal
Amortization method	Level dollar amortization
Remaining amortization period	6 years (closed)
Asset valuation method	Market value
Actuarial assumptions:	
Investment rate of return	5.0 percent
Inflation rate	2.5 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	\$ 59
Interest on net OPEB asset	(25)
Adjustment to annual required contribution	<u>79</u>
Annual OPEB cost (expense)	113
Contributions made	<u>(65)</u>
Decrease in net OPEB asset	48
Net OPEB asset - beginning of year	<u>(459)</u>
Net OPEB asset - end of year	<u><u>\$ (411)</u></u>

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:

Fiscal Year Ending	Annual OPEB Cost	Percentage Annual OPEB Contribution	Net OPEB Obligation (Asset)
9/30/16	\$113,000	57.50%	\$ (411,000)
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)

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, 2016 (in thousands):

<u>Net Position</u>	
Assets	
Investments	\$ 1,329
Total assets	<u>1,329</u>
Net position, held in trust for	
Other postemployment benefits	<u>\$ 1,329</u>
 <u>Changes in Net Position</u>	
Additions	
Employer contributions	\$ 65
Net appreciation in fair value	
Of investments	-
Other additions	<u>91</u>
Total additions	<u>\$ 156</u>
Deductions	
Benefits	(134)
Plan Administration	<u>(15)</u>
Total deductions	<u>(149)</u>
Increase in net position	7
Net position, October 1, 2015	<u>1,322</u>
Net position, September 30, 2016	<u>\$ 1,329</u>

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, 2016, there were 849 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	\$ 7,949
Interest on net OPEB Obligation	1,465
Adjustment to annual required contribution	<u>(2,076)</u>
Annual OPEB cost (expense)	7,338
Contributions made	<u>(6,624)</u>
Increase in net OPEB obligation	714
Net OPEB obligation – beginning of year	<u>36,620</u>
Net OPEB obligation – end of year	<u><u>\$ 37,334</u></u>

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2016 and the six preceding years are as follows (dollar amounts in thousands):

Fiscal Year	Annual OPEB Cost	Percentage Annual OPEB Contribution	Net OPEB Obligation
9/30/16	\$ 7,338	90.27%	\$ 37,334
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
9/30/10	\$ 8,398	31.80%	\$ 17,056

Funded Status and Funding Progress. As of July 1, 2016, the most recent actuarial valuation date, the plan was zero percent funded. The actuarial accrued liability for benefits was \$99.6 million, and the actuarial value of assets was zero, resulting in an unfunded actuarial accrued liability (UAAL) of \$99.6 million. The covered payroll (annual payroll of active employees covered by the plan) was \$143.2 million, and the ratio of the UAAL to the covered payroll was 69.5 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	7/1/2016
Investment rate of return	4.0% 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	7.50% initial (2016) 4.25% ultimate (2031)
Inflation rate	2.50%

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, 2016, 2015, and 2014, were \$247,020, \$230,122, and \$181,872, respectively, which equaled the required contributions each year.

8. DEBT AND LIABILITIES

General Obligation Bonds

On May 1, 2016, the City issued Permanent Improvement Bonds, Series 2016A of \$34,440,000 with an interest rate of 2.00 to 3.0 percent and serial maturities on August 15 from 2017 through 2036. Interest on the bonds is due every February and August 15, beginning February 15, 2017. 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, park facilities and open spaces for park and recreation purposes in and for the City; including the acquisition of land therefor; and paying the costs of issuing the 2016A Bonds. Total interest requirements for the Series 2016A bonds at a rate from 2.00 to 3.00 percent is \$10,958,726 in the aggregate.

In March 2016, the City issued \$47,365,000 in Permanent Improvement Refunding Bonds, Series 2016 for the purpose of refunding a portion of the City's outstanding debt, and paying the cost of issuing the 2016 bonds. The 2016 Series bonds mature on August 15 over a period from 2019 to 2035. Interest is payable February 15 and August 15 of each year commencing August 15, 2016. Total interest requirements for the Series 2016 bonds at a rate from 2.50 to 5.00 is \$17,825,038 in the aggregate. The refunding was undertaken to achieve a present value savings on debt service payments of 4,964,718.

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

Purpose	Interest Rates	Amount
Governmental activities	2.00-5.50%	\$ 124,435
Governmental activities - refunding	1.0-5.000%	167,259
Total Governmental		<u>\$ 291,694</u>

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

Year Ending	Principal	Interest
September 30		
2017	\$ 27,835	\$ 10,803
2018	24,810	9,739
2019	24,840	8,810
2020	21,965	7,915
2021	20,250	7,066
2022-2026	84,950	24,338
2027-2031	62,124	10,002
2032-2036	24,920	1,870
	<u>\$ 291,694</u>	<u>\$ 80,543</u>

General obligation debt authorized and unissued as of September 30, 2016, amounted to \$218,344,000.

Certificates of Obligation

On May 1, 2016 the City issued Combination Tax and Revenue Certificates of Obligation Series 2016B of \$15,995,000 with an interest rate of 2.00 to 5.00. The Series 2016B Certificates will mature on August 15 over a period from 2017 to 2033. Interest is payable February 15 and August 15. The total interest requirement for the Series 2016B at a rate of 2.00 to 5.00 is 5,198,716 in the aggregate. The certificates were issued with the purpose of acquiring, developing, renovating and improving park and recreation facilities and open spaces for park and recreation purposes in and for the City, including municipal golf course facilities and including the acquisition of land therefor; designing, developing, constructing, improving and equipping the City's solid waste facilities, including the City's landfills and to pay for professional services of attorney's financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

On June 1, 2016 the City issued Combination Tax and Revenue Certificates of Obligation Series 2016C of \$14,150,000 with an interest rate of .60 to 2.35. The Series 2016 C Certificates will mature on August 15 over a period from 2017 to 2026. Interest is payable February 15 and August 15. The total interest requirement for the Series 2016C at a rate of 0.60 to 2.35 is 1,496,067 in the aggregate. The certificates were issued with the purpose of providing 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 and to pay for professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

Annual debt service requirements to maturity for certificates of obligation of the primary government as of 9/30/16 are as follows (amounts in thousands):

Governmental Activities, Certificates of Obligation	
Principal	Interest
\$ 6,320	\$ 2,150
5,280	1,818
3,840	1,638
3,840	1,527
3,840	1,414
19,200	5,143
11,840	2,518
8,330	706
<u>\$ 62,490</u>	<u>\$ 16,914</u>

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
2017	\$ 1,035	\$ 8,050
2018	11,060	7,998
2019	11,530	7,488
2020	14,455	6,955
2021	15,300	6,267
2022-2026	90,160	18,126
2027-2031	11,460	630
	<u>\$ 155,000</u>	<u>\$ 55,514</u>

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. 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. The 2005C Bonds have now been completely redeemed. The total principal and interest remaining to be paid on the Dallas Cowboys Stadium Bonds is \$210,514,000. Principal and interest payments and total pledged revenues for the year ended September 30, 2016 were \$8,050,000 and \$32,874,000, 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 2016, the City issued Water & Wastewater System Revenue Bonds Series 2016 in the amount of \$2,080,000 less bond origination fee of \$37,781 and Loan Forgiveness of \$359,700. The purpose is improving and extending the System and paying the costs of the issuing Bonds. These bonds are held by the Texas Water Development Board (TWDB). These bonds will mature June 2017 to June 2036 at interest rates of 0.0 to .750.

In fiscal year 2016, the City drew down \$1,478,173 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 \$3,680,000. These bonds will mature June 2017 to June 2034 at interest rates from 0.0 to 3.25 percent.

In June 2016, the City issued \$39,185,000 in Water and Wastewater System Revenue Bonds, Series 2016A. 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 2017 to 2036. Interest, at a rate of 2.00 to 5.00 percent, is \$13,178,496 in the aggregate.

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

Year Ending September 30	Business Activities					
	Water/Wastewater		Water/Wastewater TWDB		Storm Water Utility	
	Principal	Interest	Principal	Interest	Principal	Interest
2017	\$ 10,410	\$ 4,342	\$ 2,875	\$ 791	\$ 1,280	\$ 822
2018	10,390	4,086	2,875	748	1,280	771
2019	9,960	3,743	2,875	702	1,280	720
2020	10,005	3,417	2,875	650	1,280	656
2021	8,915	3,071	2,870	594	1,280	605
2022-2026	36,475	11,374	14,350	2,025	6,400	2,192
2027-2031	27,170	5,592	7,945	412	6,400	832
2032-2036	17,150	1,444	1,015	30	-	-
	<u>\$ 130,475</u>	<u>\$ 37,069</u>	<u>\$ 37,680</u>	<u>\$ 5,952</u>	<u>\$ 19,200</u>	<u>\$ 6,598</u>

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, 2016, net pledged revenues for the water enterprise fund were \$53,369,000 and debt service on the revenue bonds was \$16,520,000. The same pledge for repayment applies to the City's Storm Water Utility revenue of \$10,261,000 for the bonds issued in fiscal year 2016.

The following is a summary of long-term liability transactions of the City for the year ended September 30, 2016 (amounts expressed in thousands):

	<u>10/1/2015</u>	<u>Increases</u>	<u>Reductions</u>	<u>9/30/2016</u>	<u>Due Within One Year</u>
Governmental activities:					
General obligation debt	\$ 256,064	\$ 81,805	\$ (46,175)	\$ 291,694	\$ 27,835
Certificates of obligation	67,525	30,145	(35,180)	62,490	6,320
Special tax revenue debt	183,515	-	(28,515)	155,000	1,035
Premium on general bonds	9,369	8,936	(2,768)	15,537	-
Premium on special bonds	3,797	-	(252)	3,545	-
Discount on special bonds	(2,263)	-	288	(1,975)	-
Net governmental bonds payable	<u>518,007</u>	<u>120,886</u>	<u>(112,602)</u>	<u>526,291</u>	<u>35,190</u>
Compensated absences	28,228	2,588	(1,445)	29,371	1,404
Claims	9,045	4,736	(4,309)	9,472	5,158
Landfill Closure	7,703	457	-	8,160	-
Net other post-employment benefit oblg.	36,620	714	-	37,334	-
Net pension liability*	97,355	58,577	-	155,932	-
Capital lease	9,860	-	(996)	8,864	1,020
Total governmental long-term liabilities	<u>\$ 706,818</u>	<u>\$ 187,958</u>	<u>\$ (119,352)</u>	<u>\$ 775,424</u>	<u>\$ 42,772</u>
Business-type activities:					
Water and sewer bonds	\$ 138,575	\$ 41,450	\$ (11,870)	\$ 168,155	\$ 13,285
Premium on water and sewer bonds	2,836	2,885	(751)	4,970	-
Storm water utility bonds	20,480	-	(1,280)	19,200	1,280
Premium on storm water utility bonds	748	-	(88)	660	-
Net water and sewer bonds payable	<u>162,639</u>	<u>44,335</u>	<u>(13,989)</u>	<u>192,985</u>	<u>14,565</u>
Compensated Absences	2,058	-	(258)	1,800	144
Net pension liability*	7,249	3,591	-	10,840	-
Total business-type long term liabilities	<u>\$ 171,946</u>	<u>\$ 47,926</u>	<u>\$ (14,247)</u>	<u>\$ 205,625</u>	<u>\$ 14,709</u>

*as restated

9. PRIOR YEAR BOND REFUNDINGS

In FY16 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, 2016, previously defeased debt still outstanding amounted to \$49,370,000.

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

Bonds		Original Maturity Date	Interest Rate	Amount Refunded
Permanent Improvement and Refunding Bonds, Series 2008				
	Serials	8/15/2019	4.000	\$ 1,995
		8/15/2020	4.000	1,995
		8/15/2021	4.125	1,995
		8/15/2022	4.250	1,995
		8/15/2023	4.300	1,995
		8/15/2024	4.375	1,995
		8/15/2025	4.400	1,990
		8/15/2026	4.500	1,990
	Term Bonding Maturing 2028	8/15/2027	4.600	1,990
		8/15/2028	4.600	<u>1,990</u>
				\$19,930
Combination Tax and Revenue Certificates of Obligation, Series 2008A				
	Serials	8/15/2019	4.000	\$ 210
		8/15/2020	4.000	210
		8/15/2021	4.000	210
		8/15/2022	4.125	210
		8/15/2023	4.250	210
		8/15/2024	4.250	210
		8/15/2025	4.375	210
		8/15/2026	4.500	210
		8/15/2027	4.500	210
		8/15/2028	4.500	<u>210</u>
				\$ 2,100
Combination Tax and Increment Reinvestment Zone Revenue Certificate of Obligation, Series 2008B				
	Serials	8/15/2019	4.000	\$ 1,295
		8/15/2020	5.000	1,345
		8/15/2121	5.000	1,415
		8/15/2022	4.500	1,485
		8/15/2023	5.000	1,550
		8/15/2024	4.625	1,625
		8/15/2025	5.000	1,705
		8/15/2026	5.000	1,790
		8/15/2027	5.000	1,875
		8/15/2028	4.500	1,970
		8/15/2029	4.500	2,060
	Term Bond Maturing 2033	8/15/2030	4.625	2,155
		8/15/2031	4.625	2,250
		8/15/2032	4.625	2,355
		8/15/2033	4.625	<u>2,465</u>
				\$ 27,340
			Total Refunded Obligations	<u><u>\$49,370</u></u>

10. INTERFUND TRANSACTIONS

A summary of interfund receivables and payables at September 30, 2016, is as follows (amounts in thousands):

<u>Fund</u>	<u>Interfund Receivables</u>	<u>Interfund Payables</u>
General Fund	\$2,966	\$ -
Nonmajor Funds	<u>-</u>	<u>2,966</u>
	<u>\$2,966</u>	<u>\$2,966</u>

The General Fund receivable represents cash provided to nonmajor funds and will be reimbursed in 2017.

Transfers between funds during the year were as follows (amounts in thousands):

	<u>Transfers Out</u>	<u>Transfers In</u>
Major Governmental Funds:		
General Fund	\$ 61,092	\$ 23,202
Street Capital Projects	1,766	-
Debt Service Fund	<u>14,000</u>	<u>5,140</u>
Total Major Governmental Funds	76,858	28,342
Major Enterprise Fund-Water and Sewer	15,513	-
Major Enterprise Fund-Storm Water Utility	1,106	-
Other Funds:		
Nonmajor Governmental Funds	15,995	62,170
Internal Service Funds	<u>769</u>	<u>19,729</u>
Total All Funds	<u>\$110,241</u>	<u>\$110,241</u>

The Water and Sewer, Storm Water Utility, and Convention and Event Services transferred \$4,937,000 to the General Fund to cover their budgeted indirect costs.

The General Fund transferred \$7,797,000 to Street Maintenance Fund, Special Transportation (Handitran), Parks Performance Fund and Arlington Property Finance Authority to cover budgeted operating expenses.

The General Fund transferred \$50,000,000 for Texas Live.

The Enterprise Funds transferred \$12,096,000 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 \$3,997,000 from the Convention and Event Services and Water and Sewer Funds to cover debt service repayments.

The Debt Service fund transferred \$14,000,000 to APFA to cover current and future year claims.

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 \$8,160,000 reported as a landfill closure and post-closure accrued liability at September 30, 2016, represents the cumulative amount reported to date based on the use of approximately 36 percent of the estimated capacity of the landfill. The City will recognize the remaining estimated cost of closure and post-closure care of \$3,778,000 as the remaining capacity is filled. These amounts are based on what it would cost to perform all closure and post-closure care in 2016. 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 \$3,887,000 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, 2016, 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, 2016. 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):

<u>Project</u>	<u>Spent-to-Date</u>	<u>Remaining Commitment</u>
Street Construction	\$ 84,185	\$ 32,125
Park Construction	13,655	4,392
Traffic Construction	8,065	284
Storm Water Utility Construction	10,313	5,667
Water and Sewer Construction	59,889	22,170
	<u>\$ 176,107</u>	<u>\$ 64,638</u>

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, 2016, 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. The case is currently waiting for the judge's ruling. 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 \$318,000 accrual has been recorded at September 30, 2016.

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.

Risk Management Fund (RMF)

The RMF 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.

On June 1, 2016 the City issued Combination Tax and Revenue Certificates of Obligation Series 2016C of \$14,150,000. The certificates were issued with the purpose of providing 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 payments out of the RMF for all purposes cannot exceed \$1,500,000 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 RMF 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 \$750,000 per claim. The City purchases commercial insurance for claims in excess of coverage provided by the WCF. Over the past three years there have been five claims which settlements have been received totaling \$892,457 through the commercial insurance. 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 2016 and 2015 were as follows (amounts in thousands):

	Workers							
	Compensation		Health		APFA		Other	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Unpaid claims, Oct 1	\$4,464	\$3,953	\$ 1,954	\$ 2,135	\$2,350	\$2,201	\$ -	\$ -
Incurred Claims (including IBNRs and changes in estimates)	-	2,599	25,428	24,489	3,700	950	366	277
Claim payments	(707)	(2,088)	(25,233)	(24,670)	(2,850)	(801)	-	-
Unpaid claims, Sept 30	<u>\$3,757</u>	<u>\$4,464</u>	<u>\$ 2,149</u>	<u>\$ 1,954</u>	<u>\$3,200</u>	<u>\$2,350</u>	<u>\$366</u>	<u>\$277</u>

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 \$1,020,000) and capital lease obligations non-current liabilities (approximately \$7,844,000) in the General Fund.

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

Year Ending	
<u>September 30</u>	
2017	\$ 1,228
2018	1,228
2019	1,228
2020	1,228
2021	1,228
2022-2024	<u>3,684</u>
	9,824
Less Interest	<u>960</u>
Minimum future lease rentals	<u>\$8,864</u>

The City's investment in equipment under the capital lease arrangement as of September 30, 2016 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 2016 were approximately \$287,200.

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:

<u>Year</u>	<u>Amount</u>
2016	\$ 727,500
2017	727,500
2018	727,500
2019	727,500
2020	727,500
2021 to 2024	2,898,329
	6,535,829
Less Discount	<u>891,643</u>
	<u>\$5,644,186.</u>

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:

<u>September 30</u>	
2017	\$ 2,000,000
2018	2,000,000
2019	2,000,000
2020	2,000,000
2021	2,000,000
2022-2024	<u>5,055,556</u>
	15,055,556
Less Discount	<u>3,745,878</u>
Minimum future lease rentals	<u>\$11,309,678</u>

In November 2016, Arlington citizens voted yes to build a new Rangers stadium. The details of the lease contract are still being finalized. As agreements are finalized, modifications to the existing lease agreement may be required.

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, 2016, for all discretely presented component units is as follows (amounts in thousands):

Condensed Schedule of Net Position

	<u>Arlington Tomorrow Foundation</u>	<u>Housing Authority</u>	<u>Other Discretely Presented Component Units</u>	<u>Total Discretely Presented Component Units</u>
Current and other assets	\$61,184	\$4,992	\$1,354	\$ 67,530
Capital assets	<u>-</u>	<u>262</u>	<u>188</u>	<u>450</u>
Total assets	<u>61,184</u>	<u>5,254</u>	<u>1,542</u>	<u>67,980</u>
Other liabilities	<u>1,400</u>	<u>728</u>	<u>554</u>	<u>2,682</u>
Total liabilities	<u>1,400</u>	<u>728</u>	<u>554</u>	<u>2,682</u>
Net position:				
Net investment in capital assets	-	262	188	450
Restricted	59,784	670	-	60,454
Unrestricted	<u>-</u>	<u>3,594</u>	<u>800</u>	<u>4,394</u>
Total net position	<u>\$59,784</u>	<u>\$4,526</u>	<u>\$988</u>	<u>\$65,298</u>

Condensed Schedule of Activities

	<u>Arlington Tomorrow Foundation</u>	<u>Housing Authority</u>	<u>Other Discretely Presented Component Units</u>	<u>Total Discretely Presented Component Units</u>
Expenses	<u>\$1,728</u>	<u>\$27,468</u>	<u>\$6,005</u>	<u>\$35,201</u>
Program Revenues:				
Charges for services	-	-	5,794	5,794
Operating grants and contributions	-	28,211	178	28,389
Capital grants and Contributions	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Program (Expense) Revenue	<u>(1,728)</u>	<u>743</u>	<u>(33)</u>	<u>(1,018)</u>
Interest Revenues	2,206	11	3	2,220
Other NonTax General Revenues	<u>(45,436)</u>	<u>123</u>	<u>-</u>	<u>(45,313)</u>
Change in Net position	<u>(44,958)</u>	<u>877</u>	<u>(30)</u>	<u>(44,111)</u>
Net position, October 1,	<u>104,742</u>	<u>3,649</u>	<u>1,018</u>	<u>109,409</u>
Net position, September 30	<u>\$59,784</u>	<u>\$ 4,526</u>	<u>\$ 988</u>	<u>\$65,298</u>

APPENDIX C

FORM OF OPINION OF BOND COUNSEL

[Form of Bond Opinion]

[Date]

\$8,995,000

CITY OF ARLINGTON, TEXAS
MUNICIPAL DRAINAGE UTILITY SYSTEM REVENUE BONDS
SERIES 2017

WE HAVE represented the City of Arlington, Texas (the “Issuer”) as its bond counsel in connection with an issue of bonds (the “Bonds”) described as follows:

CITY OF IRVING, TEXAS, MUNICIPAL DRAINAGE UTILITY SYSTEM REVENUE BONDS, SERIES 2017, dated June 1, 2017 in the principal amount of \$8,995,000.

The Bonds mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Bonds 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 sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas and with respect to the exclusion of interest on the Bonds 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 Bonds. Our role in connection with the Issuer’s Official Statement prepared for use in connection with the sale of the Bonds 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 Bonds, on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Issuer and 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 Bonds. We have examined executed Bond No. 1 of this issue. We have also examined such applicable provisions of the Internal Revenue Code of

1986, as amended (the “Code”), court decisions, Treasury Regulations and published rulings of the Internal Revenue Service (the “Service”) as we have deemed relevant. Capitalized terms used herein, unless otherwise defined, have the meanings set forth in the Ordinance adopted by the Issuer with respect to the issuance of the Bonds.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION THAT:

- (A) The transcript of certified proceedings evidences complete legal authority for the issuance of the Bonds in full compliance with the Constitution and laws of the State of Texas presently effective and, therefore, the Bonds constitute valid and legally binding special obligations of the Issuer; and
- (B) The Bonds are payable from and secured by a lien on and pledge of the Pledged Revenues of the Issuer’s Municipal Drainage Utility System, as such terms are defined and described in the Ordinance.

THE RIGHTS OF THE OWNERS of the Bonds 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.

IT IS OUR FURTHER OPINION THAT:

- (1) Interest on the Bonds is excludable from gross income for federal income tax purposes under existing law; and
- (2) The Bonds are not “private activity bonds” within the meaning of the Code and, as such, interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except that interest on the Bonds will be included in the “adjusted current earnings” of a corporation (other than any S corporation, regulated investment company, REIT or REMIC) for purposes of computing its alternative minimum tax liability.

In providing such opinions, we have relied on representations of the Issuer, the Issuer’s Financial Advisor and the initial Purchasers with respect to matters solely within the knowledge of the Issuer, the Issuer’s Financial Advisor and the initial Purchasers, respectively, which we have not independently verified and have assumed for purposes of this opinion continuing compliance with the covenants in the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Bonds for

federal income tax purposes. In the event that such representations are determined to be inaccurate or incomplete or the Issuer fails to comply with the foregoing provisions of the Ordinance, interest on the Bonds could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

Except as stated above, we express no opinion as to any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Bonds.

Owners of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, low and middle income taxpayers otherwise qualifying for the health insurance premium assistance credit and individuals otherwise qualifying for the earned income tax credit. In addition, certain foreign corporations doing business in the United States may be subject to the “branch profits tax” on their effectively-connected earnings and profits (including tax-exempt interest such as interest on the Bonds).

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 thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures, the Service is likely to treat the Issuer as the taxpayer. We observe that the Issuer has covenanted in the Ordinance not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

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