

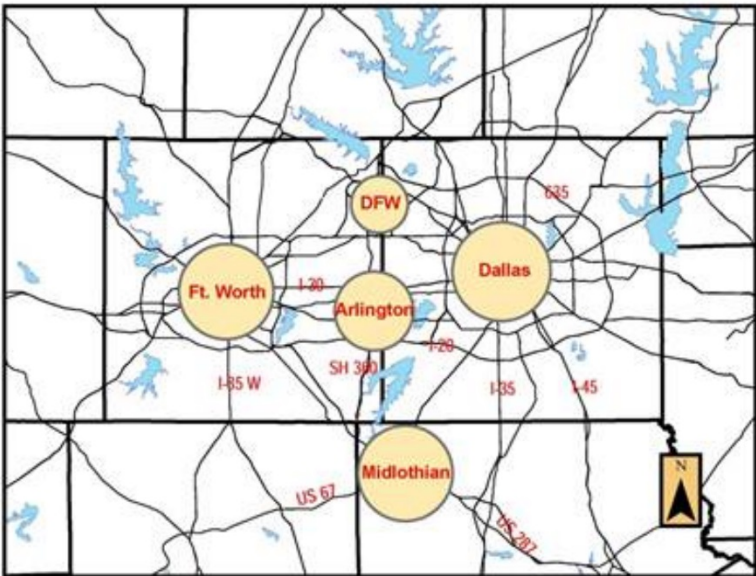
***OFFICIAL NOTICE OF SALE, BID FORM
and
PRELIMINARY OFFICIAL STATEMENT***

**\$19,020,000
CITY OF MIDLOTHIAN, TEXAS
(Ellis County)**

**General Obligation Bonds
Series 2018**

***Bids Due
Tuesday, August 14, 2018
at
11:00 A.M., Central Time***

MAP SHOWING LOCATION FOR CITY OF MIDLOTHIAN, TEXAS



This Official Notice of Sale does not alone constitute an invitation for bids but is merely notice of sale of the Bonds described herein. The invitation for bids on the Bonds is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement.

OFFICIAL NOTICE OF SALE
\$19,020,000*
CITY OF MIDLOTHIAN, TEXAS
GENERAL OBLIGATION BONDS, SERIES 2018

Dated: August 14, 2018

BONDS OFFERED FOR SALE AT COMPETITIVE BID: The City Council of the City of Midlothian, Texas (the "City" or "Issuer") is offering for sale at competitive bid \$19,020,000* General Obligation Bonds, Series 2018 (the "Bonds").

Bidders must submit bids for the Bonds electronically by internet as described below in "BIDS BY INTERNET".

BIDS BY INTERNET: Interested bidders may, at their option and risk, submit their bid by electronic media, as described below, by 11:00 A.M., Central time, on August 14, 2018. Bidders submitting a bid by internet **shall not be required to submit signed Official Bid Forms prior to the award.** Any prospective bidder that intends to submit an electronic bid must submit its electronic bid via the facilities of the i-Deal, LLC Parity System ("PARITY") and should, as a courtesy, register with PARITY by no later than 9:00 A.M., Central time, on August 14, 2018 indicating their intent to submit a bid by internet.

In the event of a malfunction in the electronic bidding process, bidders may submit their bids by email to Mark McLiney SAMCO Capital Markets, Inc. (the "Financial Advisor") at mmcliney@samcocapital.com. If there is a malfunction of the electronic bidding process and a bidder submits a bid via an email, please call 210-832-9760 to notify the Financial Advisor of the incoming bid. Any bid received after the scheduled time for their receipt will not be accepted.

The official time for the receipt of bids shall be the time maintained by PARITY (or by the Financial Advisor if there is a problem with the electronic bidding system). All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement. To the extent that any instructions or directions set forth in PARITY conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. For further information about the PARITY System, potential bidders may contact i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018, Telephone 212-849-5021.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds on the terms provided in this Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the Issuer. The Issuer shall not be responsible for any malfunction or mistake made by, or as a result of the use of PARITY, the use of such facilities being the sole risk of the prospective bidder.

BIDS BY FACSIMILE: BIDS BY FACSIMILE WILL NOT BE ACCEPTED.

BIDS BY TELEPHONE: BIDS BY TELEPHONE WILL NOT BE ACCEPTED.

PLACE AND TIME OF BID OPENING: The bids for the Bonds will be publicly opened and reviewed at the Dallas offices of SAMCO Capital Markets, Inc., 1700 Pacific Ave., Suite 2000, Dallas, Texas 75201, at 11:00 A.M., Central time, on Tuesday, August 14, 2018.

AWARD AND SALE OF THE BONDS: At a regular meeting to commence at 6:00 P.M., Central time on Tuesday, August 14, 2018, the City Council will take action to reject all bids or award the sale of the Bonds pursuant to an ordinance (the "Ordinance"). The Issuer reserves the right to reject any or all bids and to waive any irregularities, except time of filing.

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

THE BONDS

DESCRIPTION OF CERTAIN TERMS OF THE BONDS: The Bonds will be dated September 1, 2018 (the "Dated Date") and interest on the Bonds shall accrue from the Dated Date and will be payable on February 1, 2019, and on each August 1 and February 1 thereafter until maturity or prior redemption. The Bonds will be issued as fully-registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository") for the Bonds. Book-entry interests in the Bonds will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof within a stated maturity. Purchasers of the Bonds ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Bonds purchased. So long as DTC or its nominee is the registered owner of the Bonds, the principal of and interest on the Bonds will be payable by the Paying Agent/Registrar, initially BOKF, NA, Dallas, Texas, to the Securities Depository, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Bonds. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

MATURITY SCHEDULE

The Bonds will be stated to mature on February 1 in each of the following years in the following amounts:

| <u>Stated Maturity</u> | <u>Principal Amount*</u> | | <u>Stated Maturity</u> | <u>Principal Amount*</u> |
|----------------------------|------------------------------|--|----------------------------|------------------------------|
| 2019 | \$ 2,900,000 | | 2029 | \$ 540,000 |
| 2020 | 2,250,000 | | 2030 | 555,000 |
| 2021 | 2,750,000 | | 2031 | 575,000 |
| 2022 | 2,000,000 | | 2032 | 590,000 |
| 2023 | 445,000 | | 2033 | 610,000 |
| 2024 | 460,000 | | 2034 | 630,000 |
| 2025 | 475,000 | | 2035 | 650,000 |
| 2026 | 490,000 | | 2036 | 670,000 |
| 2027 | 505,000 | | 2037 | 690,000 |
| 2028 | 520,000 | | 2038 | 715,000 |

OPTIONAL REDEMPTION: The Issuer reserves the right to redeem the Bonds maturing on and after February 1, 2028, on February 1, 2027, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE BONDS – Optional Redemption Provisions" in the Preliminary Official Statement.)

SERIAL BONDS AND/OR TERM BONDS: Bidders may provide that all of the Bonds be issued as serial maturities or may provide that any two or more consecutive annual principal amounts for maturities 2029 through 2038 be combined into one or more term Bonds ("Term Bonds").

MANDATORY SINKING FUND REDEMPTION: If the successful bidder designates principal amounts to be combined into one or more Term Bonds, each such Term Bond will be subject to mandatory sinking fund redemption commencing on February 1 of the first year which has been combined to form such Term Bond and continuing on February 1 in each year thereafter until the stated maturity date of that Term Bond. The amount redeemed in any year will be equal to the principal amount for such year set forth in the table under the caption "MATURITY SCHEDULE" on page ii of the Notice of Sale. Bonds to be redeemed in any year by mandatory sinking fund redemption will be redeemed at par and will be selected by lot from among the Bonds then subject to such mandatory sinking fund redemption.

The principal amount of the Term Bonds of a stated maturity required to be redeemed pursuant to the operation of such mandatory redemption provisions may be reduced, at the option of the City, by the principal amount of Term Bonds of like stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, 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 at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase or (3) shall have been redeemed pursuant to the optional redemption provisions set forth above and not theretofore credited against a mandatory redemption requirement.

The Final Official Statement will incorporate the mandatory redemption provisions for the Bonds in the event the successful bidder elects to convert serial maturities into one or more Term Bonds.

AUTHORITY FOR ISSUANCE AND SECURITY FOR PAYMENT: The Bonds are being issued pursuant to the Constitution and general laws of the State of Texas, particularly Texas Government Code, Chapter 1331, as amended, the City's Home Rule Charter, an election held on November 7, 2017, and the Ordinance. (See "THE BONDS - Authority for Issuance" in the Preliminary Official Statement.)

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

The Bonds constitute direct obligations of the Issuer payable as to principal and interest from an annual ad valorem tax levied against all taxable property in the City, within the limits prescribed by law. (See "THE BONDS - Security for Payment" in the Preliminary Official Statement.)

PAYING AGENT/REGISTRAR: The initial Paying Agent/Registrar for the Bonds is BOKF, NA, Dallas, Texas. In the Ordinance, the City covenants to provide a Paying Agent/Registrar at all times while the Bonds are outstanding, and any Paying Agent/Registrar selected by the City shall be a commercial bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. The Paying Agent/Registrar will maintain the Security Register containing the names and addresses of the registered owners of the Bonds. In the Ordinance the City retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the Issuer, such Paying Agent/Registrar, promptly upon the appointment of a successor, is required to deliver the Security Register to the successor Paying Agent/Registrar.

In the event there is a change in the Paying Agent/Registrar, the City has agreed to notify each registered owner of the Bonds then outstanding by United States mail, first-class postage prepaid, at the address in the Security Register, stating the effective date of the change and the mailing address of the successor Paying Agent/Registrar.

BOOK-ENTRY-ONLY SYSTEM: The City intends to utilize the Book-Entry-Only System of DTC, with respect to the issuance of the Bonds. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

PRELIMINARY OFFICIAL STATEMENT AND OTHER TERMS AND COVENANTS IN THE ORDINANCE: Further details regarding the Bonds and certain covenants of the City contained in the Ordinance are set forth in the Preliminary Official Statement, to which reference is made for all purposes.

CONDITIONS OF SALE

TYPES OF BIDS AND INTEREST RATES: The Bonds will be sold in one block on an "All or None" basis, and at a price of not less than their par value, plus accrued interest on the Bonds from the Dated Date of the Bonds to the date of Initial Delivery (defined herein) of the Bonds. **No bid producing a cash premium on the Bonds that results in a dollar price of less than 101% nor greater than 106% will be considered; provided, however, that any bid is subject to adjustment as described below under the caption "ADJUSTMENT OF INITIAL PRICIPAL AMOUNTS"**. Bidders are invited to name the rate(s) of interest to be borne by the Bonds, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1% and the net effective interest for the Bonds (calculated in the manner required by Texas Government Code, Chapter 1204, as amended) must not exceed 15%. **The highest rate bid may not exceed the lowest rate bid by more than 300 basis points (or 3% in rate). No limitation is imposed upon bidders as to the number of rates or changes which may be used.** All Bonds of one stated maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

BASIS OF AWARD: The sale of the Bonds will be awarded to the bidder making a bid that conforms to the specifications herein and which produces the lowest **True Interest Cost** rate to the Issuer (the "Purchaser" or the "Initial Purchaser"). The True Interest Cost rate is that rate which, when used to compute the total present value as of the Dated Date of all debt service payments on the Bonds on the basis of semi-annual compounding, produces an amount equal to the sum of the par value of the Bonds plus the premium (but not interest accrued from the Dated Date to the date of their delivery). In the event of a bidder's error in interest cost rate calculation, the interest rates, and premium, if any, set forth in the Official Bid Form will be considered as the intended bid.

In order to provide the City and its consultants with information required to be submitted to the Texas Bond Review Board pursuant to Texas Government Code, Section 1202.008, as amended, the Initial Purchaser will be required to provide the City (on or before the 10th business day prior to the delivery of the Bonds) with a breakdown of its "underwriting spread" among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

ESTABLISHING THE ISSUE PRICE FOR THE BONDS

The Issuer intends to rely on Treasury Regulation section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of municipal bonds), which requires, among other things, that the Issuer receives bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds (the "Competitive Sale Requirement").

If the Competitive Sale Requirement is satisfied, the winning bidder must complete, execute, and deliver the Issue Price Certificate described below to the Issuer or SAMCO Capital Markets, Inc. (the "Issuer's Municipal Advisor") at least five (5) business days before the closing date (see "DELIVERY AND ACCOMPANYING DOCUMENTS – Initial Delivery of Initial Bonds" below). If the Competitive Sale Requirement is not satisfied, the winning bidder will be required to complete, execute, and deliver the Issue Price Certificate to the Issuer or the Issuer's Municipal Advisor within five (5) business days of the date on which the 10% Test (as defined below) is satisfied with respect to each of the maturities of the Bonds, other than Hold-the-Price Maturities (as described below).

In the event that the bidding process does not satisfy the Competitive Sale Requirement, each bidder shall designate whether any maturity is a “Hold-the-Price Maturity” by checking the appropriate column in the attached Official Bid Form. Such designation shall be provided to the Issuer’s Municipal Advisor not later than 3 p.m. CDT on the date of the bid opening. Such designation shall in no way change the prices bid for the Bonds. With respect to each maturity so designated as a Hold-the-Price Maturity, the winning bidder agrees, on behalf of each Underwriter participating in the purchase of the Bonds, that each Underwriter will neither offer nor sell any Hold-the-Price Maturity to any person at a price that is higher than the initial offering price to the Public during the period starting on the Sale Date and ending on the earlier of (1) the close of the fifth (5th) business day after the Sale Date, or (2) the date on which the Underwriters have sold at least 10% of that maturity of the Bonds to the Public at a price that is no higher than the initial offering price to the Public. The winning bidder shall promptly advise the Issuer when the Underwriters have sold 10% of a Hold-the-Price Maturity to the Public at a price that is no higher than the initial offering price to the Public, if that occurs prior to the close of the fifth (5th) business day after the Sale Date.

In the event that the bidding process does not satisfy the Competitive Sale Requirement Bids, the bids **will not be subject to cancellation** and the winning bidder agrees to promptly report to the Issuer the prices at which at least 10% of each maturity of the Bonds other than a Hold-the-Price Maturity have been sold to the Public. That reporting obligation shall continue until 10% of each such maturity is sold to the Public, whether or not the Closing Date has occurred. By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, (A) to report the prices at which it sells to the Public the unsold Bonds of each maturity allocated to it until either all such Bonds have been sold or it is notified by the winning bidder that either the 10% Test has been satisfied as to the Bonds of that maturity, (B) to promptly notify the winning bidder of any sales of Bonds that, to its knowledge, are made to a purchaser who is a Related Party to an Underwriter, and (C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder will assume that based on such agreement each order submitted by the underwriter, dealer or broker-dealer is a sale to the Public; and (ii) any agreement among underwriters or selling group agreement relating to the initial sale of the Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the Public to require each underwriter or dealer that is a party to such third-party distribution agreement to report the prices at which it sells to the Public the unsold Bonds of each maturity allocated to it until either all such Bonds have been sold or it is notified by the winning bidder or such Underwriter that either the 10% Test has been satisfied as to the Bonds of that maturity. Sales of any Bonds to any person that is a Related Party to an Underwriter shall not constitute sales to the public for purposes of this Notice of Sale.

In order to provide the Issuer with information that enables it to comply with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”), relating to the exclusion of interest on the Bonds from the gross income of their owners, the winning bidder will be required to complete, execute, and deliver to the Issuer or to the Issuer’s Municipal Advisor, within the required period (provided below), a certification as to the Bonds’ “issue price” substantially in the form and to the effect as the applicable form attached hereto or accompanying this Notice of Sale (the “Issue Price Certificate”). In the event the winning bidder will not reoffer any maturity of the Bonds for sale to the Public (as defined herein) by the Closing Date, the Issue Price Certificate may be modified in a manner approved by the Issuer. Each bidder, by submitting its bid, agrees to complete, execute, and timely deliver the applicable Issue Price Certificate, if its bid is accepted by the Issuer. It will be the responsibility of the winning bidder to institute such syndicate reporting requirements, to make such investigation, or otherwise to ascertain such facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Bond Counsel (identified in the Preliminary Official Statement).

For purposes of this section of this Notice of Sale:

- (i) “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter,
- (ii) “Underwriter” means (A) any person that agrees pursuant to a written contract with the Issuer (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public),
- (iii) “Related Party” means any two or more persons (including an individual, trust, estate, partnership, association, company, or corporation) that are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- (iv) “Sale Date” means the date that the Bonds are awarded by the Issuer to the winning bidder.

All actions to be taken by the Issuer under this Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the Issuer by the Issuer's Municipal Advisor, and any notice or report to be provided to the Issuer may be provided to the Issuer's Municipal Advisor.

The Issuer will consider any bid submitted pursuant to this Notice of Sale to be a firm offer for the purchase of the Bonds, as specified in the bid and, if so stated, in the Official Bid Form.

The sale of the Bonds will be awarded to the bidder making a bid that conforms to the specifications herein and which produces the lowest True Interest Cost rate on the Bonds as described in this Notice of Sale.

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal amount of any maturity of the Bonds, including the elimination of a maturity or maturities; provided, however, that the aggregate principal amount of the Bonds shall not exceed \$19,020,000. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

GOOD FAITH DEPOSIT: A bank cashier's check payable to the order of "City of Midlothian, Texas" in the amount of **\$380,400 which is 2% of the par value of the Bonds** (the "Good Faith Deposit") is required. The Good Faith Deposit of the Purchaser will be retained uncashed by the Issuer until the Bonds are delivered, and at that time it will be returned to the Purchaser of the Bonds. The above mentioned Good Faith Deposit may accompany the bid, or it may be submitted separately; however, if submitted separately, it shall be made available to the Issuer prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which will authorize its use as a Good Faith Deposit by the Purchaser who shall be named in such instructions. No interest will be paid or allowed on any Good Faith Deposit. The checks accompanying all other bids will be returned immediately after the bids are opened and the award of the sale of the Bonds has been made.

ADDITIONAL CONDITION OF AWARD — DISCLOSURE OF INTERESTED PARTY FORM: Pursuant to Texas Government Code Section 2252.908, (the "Interested Party Disclosure Act"), the City may not award the Bonds to the winning bidder unless (i) the bidder submits a Certificate of Interested Parties Form 1295 (the "Disclosure Form") to the City as prescribed by the Texas Ethics Commission ("TEC") or (ii) certifies in the Official Bid Form that it is exempt from filing the Disclosure Form by virtue of being a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity. In the event that the bidder's bid for the Bonds is the best bid received, the City, acting through its financial advisor, will promptly notify the bidder. That notification will serve as the conditional verbal acceptance of the bid, and, unless exempt, will obligate the bidder promptly to file a completed Disclosure Form, as described below, in order to complete the award. The City reserves the right to reject any bid that does not comply with the requirements prescribed herein.

Process for completing the Disclosure Form. For purposes of illustration, the Disclosure Form is attached hereto, and reference should be made to such form for the following information needed to complete it: (a) item 2 – name of the governmental entity (City of Midlothian, Texas) and (b) item 3 – the identification number assigned to this contract by the City (GO Bonds 2018.1) and description of the goods or services (Purchase of the City of Midlothian Texas GO Bonds, Series 2018). The Interested Party Disclosure Act and the rules adopted by the TEC with respect thereto (the "Disclosure Rules") require a business entity contracting with the City to complete the Disclosure Form electronically at <https://www.ethics.state.tx.us/main/file.htm>, print, sign, notarize, and deliver, in physical form, the certified Disclosure Form that is generated by the TEC's "electronic portal" to the City. The notarized Disclosure Form must be sent by email, to the City's Financial Advisor at MMcLiney@samccapital.com and its bond counsel at jleuschel@mphlegal.com as soon as possible following the notification of conditional verbal acceptance and prior to the final written award.

Preparations for completion, and the significance of, the reported information. The Interested Party Disclosure Act provides that such acknowledgment is made "under oath and under penalty of perjury." Consequently, a bidder should take appropriate steps prior to completion of the Disclosure Form to familiarize itself with the Interested Party Disclosure Act, the Disclosure Rules and the Disclosure Form. Time will be of the essence in submitting the form to the City, and no final award will be made by the City regarding the sale of the Bonds until a completed Disclosure Form is received. The City reserves the right to reject any bid that does not satisfy the requirement of a completed Disclosure Form, as described herein. Neither the City nor its consultants have the ability to verify the information included in a Disclosure Form, and neither party has an obligation nor undertakes responsibility for advising any bidder with respect to the proper completion of the Disclosure Form or exemption status. Consequently, an entity intending to bid on the Bonds should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form promptly upon notification from the City that its bid is the conditional winning bid.

IMPACT OF BIDDING SYNDICATE ON AWARD: For purposes of contracting for the sale of the Bonds, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Bonds. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

Verification Pursuant to Chapter 2270 of the Texas Government Code: Pursuant to Chapter 2270 of the Texas Government Code, as amended, the winning bidder will be required to verify in the Official Bid Form, for purposes of such chapter, that at the time of execution and delivery of its bid and, except to the extent otherwise required by applicable federal law, to the date of delivery of the Bonds, neither the winning bidder, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the winning bidder, boycotts or will boycott Israel. The terms "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

Verification Pursuant to Chapters 2252 and 2270 of the Texas Government Code: Pursuant to Chapter 2252 and Chapter 2270 of the Texas Government Code, as amended, the winning bidder will be required to verify that at the time of the execution and delivery of its bid through the date of delivery of the Bonds, the winning bidder, including any wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of the winning bidder, is not: (i) listed as a scrutinized company with business operations in Sudan or Iran, (ii) engaged in scrutinized business operations with a designated foreign terrorist organization and (iii) a company known to have contracted with or provided services to a foreign terrorist organization or designated foreign terrorist organization on the lists prepared and maintained pursuant to Sections 2252.153 and 2270.0201 of the Texas Government Code, as amended.

OFFICIAL STATEMENT

To assist the Initial Purchaser in complying with Rule 15c2-12 of the Securities and Exchange Commission ("SEC"), the Issuer and the Initial Purchaser contract and agree, by the submission and acceptance of the winning bid, as follows:

COMPLIANCE WITH RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION: The Issuer has approved and authorized distribution of the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Bonds, but does not presently intend to prepare any other document or version thereof for such purpose, except as described below. Accordingly, the Issuer deems the accompanying Preliminary Official Statement to be final as of its date, within the meaning of Rule 15c2-12 of the SEC (the "Rule"), except for information relating to the offering prices, interest rates, final debt service schedule, selling compensation, identity of the Purchaser and other similar information, terms and provisions to be specified in the competitive bidding process. The Initial Purchaser shall be responsible for promptly informing the Issuer of the initial offering yields of the Bonds.

Thereafter, the Issuer will complete and authorize distribution of the Final Official Statement identifying the Initial Purchaser and containing such omitted information. The Issuer does not intend to amend or supplement the Preliminary Official Statement otherwise, except to take into account certain subsequent events, if any, as described below. By delivering the Final Official Statement or any amendment or supplement thereto in the requested quantity to the Initial Purchaser on or after the sale date, the Issuer intends the same to be final as of such date, within the meaning of the Rule. Notwithstanding the foregoing, the Issuer makes no representation concerning the absence of material misstatements or omissions from the Preliminary Official Statement, except only as and to the extent under "CERTIFICATION OF THE OFFICIAL STATEMENT" as described below. To the best knowledge and belief of the Issuer, the Preliminary Official Statement contains information, including financial information or operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Bonds.

CONTINUING DISCLOSURE AGREEMENT: The City has agreed in the Ordinance to provide certain periodic information and notices of certain events in accordance with the Rule, as described in the Preliminary Official Statement under "CONTINUING DISCLOSURE OF INFORMATION." The Initial Purchaser's obligation to accept and pay for the Bonds is conditioned upon delivery to the Initial Purchaser or its agent of a certified copy of the Ordinance containing the agreement described under such heading.

COMPLIANCE WITH PRIOR UNDERTAKINGS: During the last five years, the Issuer has complied in all material respects with its previous continuing disclosure agreements made pursuant to the Rule.

FINAL OFFICIAL STATEMENT: The Issuer will furnish to the Purchaser, within seven (7) business days after the sale date, an aggregate maximum of fifty (50) copies of the Final Official Statement (and 50 copies of any addenda, supplement or amendment thereto), together with information regarding interest rates and other terms relating to the reoffering of the Bonds, in accordance with the Rule. The Issuer agrees to provide, or cause to be provided, to the Purchaser the Preliminary Official Statement and the Official Statement and any amendments or supplements thereto in such printed or electronic format may be required for the Purchaser to comply with the Rule and the rules of the Municipal Securities Rulemaking Board (the "MSRB"). The Issuer consents to the distribution of such documents in electronic format. The Purchaser may arrange at its own expense to have the Final Official Statement reproduced and printed if it requires more than 50 copies and may also arrange, at its own expense and responsibility, for completion and perfection of the first or cover page of the Final Official Statement so as to reflect interest rates and other terms and information related to the reoffering of the Bonds. The Purchaser will be responsible for providing information concerning the Issuer and the Bonds to subsequent purchasers of the Bonds, and the Issuer will undertake no responsibility for providing such information other than to make the Final Official Statement available to the Purchaser as provided herein. The Issuer's obligation to supplement the Final Official Statement to correct representations determined to be materially misleading, after the date of the Final Official Statement, shall terminate upon the earlier of (i) 90 days from the "end of the underwriting period" (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from the MSRB, but in no case less than 25 days after the "end of the underwriting period" for the Bonds. The Purchaser by submitting a bid for the Bonds agrees to promptly file the Official Statement with the MSRB. Unless otherwise notified in writing by the Purchaser, the Issuer can assume that the "end of the underwriting period" for purposes of the Rule is the date of the initial delivery of the Bonds to the Purchaser.

CHANGES TO OFFICIAL STATEMENT: If, subsequent to the date of the Final Official Statement, the Issuer learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser of any adverse event which causes the Final Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, as described below under "DELIVERY AND ACCOMPANYING DOCUMENTS - CONDITIONS TO DELIVERY," the Issuer will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the Final Official Statement satisfactory to the Initial Purchaser; provided, however, that the obligation of the Issuer to do so will terminate on the date specified under "FINAL OFFICIAL STATEMENT" above.

CERTIFICATION OF THE OFFICIAL STATEMENT: At the time of payment for and delivery of the Initial Bonds, the Initial Purchaser will be furnished a certificate, executed by proper officials of the Issuer, acting in their official capacity, in the form specified in the Official Statement under the heading "OTHER PERTINENT INFORMATION – Certification of the Official Statement and No-Litigation." The Ordinance will approve the Official Statement as to form and content and the use thereof in the offering of the Bonds. The Initial Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Bonds, a certified copy of the Ordinance evidencing such approval, duly executed by the proper officials of the Issuer.

DELIVERY AND ACCOMPANYING DOCUMENTS

INITIAL DELIVERY OF INITIAL BONDS: Initial Delivery will be accomplished by the issuance of one fully registered Bond for each maturity in the aggregate principal amount of \$19,020,000*, payable to the Purchaser (the "Initial Bonds"), signed by the Mayor and City Secretary, by their manual or facsimile signatures, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Initial Delivery will be at the designated office of the Paying Agent/Registrar. Upon delivery of the Initial Bonds, it shall be immediately canceled and one definitive bond for each maturity in the aggregate principal amount of \$19,020,000* payable to Cede & Co. will be delivered to DTC in connection with DTC's Book-Entry-Only System. Payment for the Bonds must be made in immediately available funds for unconditional credit to the City, or as otherwise directed by the City. The Purchaser will be given six business days' notice of the time fixed for delivery of the Bonds. It is anticipated that the delivery of the Initial Bond can be made on or about September 5, 2018, but if for any reason the City is unable to make delivery by October 5, 2018, then the City shall immediately contact the Purchaser and offer to allow the Purchaser to extend its obligation to take up and pay for the Bonds an additional 30 days. If the Purchaser does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the City and the Purchaser shall be relieved of any further obligation. In no event shall the City be liable for any damages by reason of its failure to deliver the Bonds, provided that such failure is due to circumstances beyond the City's reasonable control.

DTC DEFINITIVE BONDS: The Bonds will be issued in book-entry-only form. Cede & Co. is the nominee for DTC. All references herein and in the Official Statement to the holders or registered owners of the Bonds shall mean Cede & Co. and not the beneficial owners of the Bonds. Purchases of beneficial interests in the Bonds will be made in book-entry form in the denomination of \$5,000 principal amounts or any integral multiple thereof. Under certain limited circumstances, there may be a cessation of the immobilization of the Bonds at DTC, or another securities depository, in which case, such beneficial interests would become exchangeable for definitive printed obligations of like principal amount.

CUSIP NUMBERS: It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Initial Purchaser to accept delivery of and pay for the Bonds in accordance with the terms of the Official Bid Form and this Official Notice of Sale. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the Issuer; however, **the CUSIP Service Bureau's charge for the assignment of the numbers shall be paid by the Initial Purchaser.**

CONDITIONS TO DELIVERY: The obligation to take up and pay for the Bonds is subject to the following conditions: the issuance of an approving opinion of the Attorney General of Texas, the Initial Purchaser's receipt of the legal opinion of Bond Counsel and the no-litigation certificate, and the non-occurrence of the events described below under the caption "NO MATERIAL ADVERSE CHANGE," all as described below. In addition, if the Issuer fails to comply with its obligations described under "OFFICIAL STATEMENT" above, the Initial Purchaser may terminate its contract to purchase the Bonds by delivering written notice to the Issuer within five (5) days thereafter.

NO MATERIAL ADVERSE CHANGE: The obligations of the Initial Purchaser to take up and pay for the Bonds, and of the Issuer to deliver the Bonds to the Initial Purchaser, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the affairs of the Issuer subsequent to the date of sale from that set forth in the Official Statement, as it may have been finalized, supplemented or amended through the date of delivery.

LEGAL OPINIONS: The Bonds are offered when, as and if issued, subject to the approval of certain legal matters by the Attorney General of the State of Texas and Bond Counsel (see the discussion "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" in the Official Statement).

CHANGE IN TAX-EXEMPT STATUS: At any time before the Bonds are tendered for initial delivery to the Initial Purchaser, the Initial Purchaser may withdraw its bid if the interest on obligations such as the Bonds shall be declared to be includable in the gross income, as defined in section 61 of the Code, of the owners thereof for federal income tax purposes, either by Treasury regulations, by ruling or administrative guidance of the Internal Revenue Service, by a decision of any federal court, or by the terms of any federal income tax legislation enacted subsequent to the date of this Official Notice of Sale.

* Preliminary, subject to change.

GENERAL CONSIDERATIONS

RATING: A municipal bond rating application have been made to S&P Global Ratings, a division of S&P Global Inc. ("S&P"). The Issuer currently has an S&P underlying rating of "AA" on its general obligation debt. An explanation of the significance of such rating may be obtained from the rating agency. An explanation of the significance of such rating may be obtained from the rating agency. A rating by a rating agency reflects only the view of such company at the time the rating is given, and the Issuer makes no representations as to the appropriateness of the rating. There is no assurance that such a rating will continue for any given period of time, or that it will not be revised downward or withdrawn entirely by the rating agency if, in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

SALE OF ADDITIONAL DEBT: The City will issue \$14,080,000 General Obligation Refunding Bonds in early Fall of 2018 for debt service saving.

REGISTRATION AND QUALIFICATION OF BONDS FOR SALE: No registration statement relating to the Bonds has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon exemptions provided in such Act. The Bonds have not been approved or disapproved by the SEC, nor has the SEC passed upon the accuracy or adequacy of the Official Statement. Any representation to the contrary is a criminal offense. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon exemptions contained therein, nor have the Bonds been registered or qualified under the securities acts of any other jurisdiction. The Issuer assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be 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 exemption from securities registration or qualification provisions.

It is the obligation of the Purchaser to register or qualify the sale of the Bonds under the securities laws of any jurisdiction which so requires. The Issuer agrees to cooperate, at the Purchaser's written request and expense and within reasonable limits, in registering or qualifying the Bonds, or in obtaining an exemption from registration or qualification in any state where such action is necessary, but the City will in no instance execute a special or general consent to service of process in any state in which the Bonds are offered for sale.

ADDITIONAL COPIES: Subject to the limitations described under "OFFICIAL STATEMENT" herein, additional copies of this Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement may be obtained from SAMCO Capital Markets, Inc., 1700 Pacific Ave., Suite 2000, Dallas, Texas 75201, Attention: Peggy Kilborn (214-765-1440, pkilborn@samcocapital.com).

ATTEST:

Mayor
City of Midlothian, Texas

City Secretary
City of Midlothian, Texas

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
 Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

**OFFICE USE ONLY
 CERTIFICATION OF FILING**

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

City of Midlothian, Texas

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

Contract Number: City of Midlothian GO Bonds 2018.1

Purchase of the Midlothian Texas GO Bonds, Series 2018

| 4 | Name of Interested Party | City, State, Country (place of business) | Nature of interest (check applicable) | |
|---|--------------------------|------------------------------------------|---------------------------------------|--------------|
| | | | Controlling | Intermediary |
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5 Check only if there is NO Interested Party.

6 UNSWORN DECLARATION

My name is _____, and my date of birth is _____.

My address is _____, _____, _____, _____, _____.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in _____ County, State of _____, on the _____ day of _____, 20____.
(month) (year)

 Signature of authorized agent of contracting business entity
 (Declarant)

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OFFICIAL BID FORM

Honorable Mayor and City Council
 City of Midlothian
 100 West Eldorado Pkwy.
 Midlothian, Texas 75068

August 14, 2018

Ladies and Gentlemen:

Reference is made to your Official Notice of Sale and Preliminary Official Statement dated August 7, 2018 of \$19,020,000* City of Midlothian, Texas General Obligation Bonds, Series 2018, both of which constitute a part hereof.

For your legally issued Bonds, as described in said Official Notice of Sale and Preliminary Official Statement, we will pay you a price of \$_____ (being a price of no less than 101% nor more than 106% of the par value) plus accrued interest from their Dated Date to the date of delivery to us, for Bonds maturing February 1 and bearing interest as follows:

| <u>Stated Maturity</u> | <u>Principal Amount*</u> | <u>Interest Rate</u> | <u>Stated Maturity</u> | <u>Principal Amount*</u> | <u>Interest Rate</u> |
|------------------------|--------------------------|----------------------|------------------------|--------------------------|----------------------|
| 2019 | \$ 2,900,000 | % | 2029* | \$ 540,000 | % |
| 2020 | 2,250,000 | % | 2030* | 555,000 | % |
| 2021 | 2,750,000 | % | 2031* | 575,000 | % |
| 2022 | 2,000,000 | % | 2032 | 590,000 | % |
| 2023 | 445,000 | % | 2033* | 610,000 | % |
| 2024 | 460,000 | % | 2034* | 630,000 | % |
| 2025 | 475,000 | % | 2035* | 650,000 | % |
| 2026 | 490,000 | % | 2036* | 670,000 | % |
| 2027 | 505,000 | % | 2037* | 690,000 | % |
| 2028 | 520,000 | % | 2038* | 715,000 | % |

* *Maturities available for term bonds*

Of the principal maturities set forth in the table above, we have created term bonds as indicated in the following table (which may include multiple term bonds, one term bond or no term bonds if none is indicated). For those years which have been combined into a term bond, the principal amount shown in the table above will be the mandatory sinking fund redemption amounts in such years except that the amount shown in the year of the term bond maturity date will mature in such year. The term bonds created are as follows:

| <u>Term Bond Maturity Date February 1</u> | <u>Year of First Mandatory Redemption</u> | <u>Principal Amount of Term Bond</u> | <u>Interest Rate</u> |
|-------------------------------------------|-------------------------------------------|--------------------------------------|----------------------|
| | | | |
| | | | |
| | | | |

Our calculation (which is not part of this bid) of the interest cost in accordance with the above bid is:

TRUE INTEREST COST _____%

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Bonds, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Bonds shall not exceed \$19,020,000. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

By its acceptance of this bid, we understand the City will provide the copies of the Final Official Statement and of any amendments or supplements thereto in accordance with the Official Notice of Sale, and will cooperate to permit the undersigned to comply with Rule 15c2-12 of the Securities and Exchange Commission. The Purchaser by submitting this bid for the Bonds agrees to promptly file the Official Statement when received from the City with the Municipal Securities Rulemaking Board.

The Initial Bonds shall be registered in the name of _____ (Syndicate Manager), which will upon payment for the Bonds, be canceled by the Paying Agent/Registrar. The Bonds will then be registered in the name of Cede & Co. (DTC's partnership nominee), under the Book-Entry-Only System. We will advise DTC of registration instructions at least five business days prior to the date set for Initial Delivery.

Cashier's Check of the _____ Bank, _____, in the amount of \$380,400 which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Notice of Sale. Upon delivery of the Bonds, said check shall be returned to the Initial Purchaser.

We agree to accept delivery of the Initial Bond(s) through DTC and make payment for the Initial Bond(s) in immediately available funds at BOKF, NA, Dallas, Texas, no later than 10:00 A.M., Central time, on September 5, 2018 or thereafter on the date the Initial Bond(s) are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

The undersigned agrees to complete, execute and deliver to the City by the date of delivery of the Bonds, a certificate relating to the "issue price" of the Bonds in the form and to the effect attached to or accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to the Bond Counsel for the Issuer. The undersigned also agrees to provide the City and its consultants, at least ten business days prior to the delivery of the Bonds, a breakdown of its "underwriting spread" among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

For purposes of contracting for the sale of the Bonds, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Bonds. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

The undersigned (check applicable):

___ Upon notification of conditional verbal acceptance, the undersigned will complete an electronic form of the Certificate of Interested Parties Form 1295 (the "Disclosure Form") through the Texas Ethics Commission's (the "TEC") electronic portal and the resulting certified Disclosure Form that is generated by the TEC's electronic portal will be printed, signed and sent by email to the City's financial advisor at MMcLiney@samcocapital.com and its bond counsel at jleuschel@mphlegal.com. The undersigned understands that the failure to provide the certified Disclosure Form will prohibit the City from providing final written award of the enclosed bid.

___ Certifies that the Underwriter is exempt from filing the Disclosure Form by virtue of being a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity.

The undersigned verifies, for purposes of Chapter 2270 of the Texas Government Code, as amended, that at the time of execution and delivery of this bid and, except to the extent otherwise required by applicable federal law, to the date of delivery of the Bonds, neither the undersigned, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the undersigned, boycotts or will boycott Israel. The terms "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

The undersigned verifies, for purposes of Chapter 2252 and Chapter 2270 of the Texas Government Code, as amended, that at the time of execution and delivery of this bid through the date of delivery of the Bonds, the undersigned, including any wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of the undersigned, is not: (i) listed as a scrutinized company with business operations in Sudan or Iran, (ii) engaged in scrutinized business operations with a designated foreign terrorist organization and (iii) a company known to have contracted with or provided services to a foreign terrorist organization or designated foreign terrorist organization on the lists prepared and maintained pursuant to Sections 2252.153 and 2270.0201 of the Texas Government Code, as amended.

Respectfully submitted,

By: _____
Underwriter's Authorized Representative

ACCEPTANCE CLAUSE

THE ABOVE AND FOREGOING BID IS IN ALL THINGS HEREBY ACCEPTED this 14th day of August 2018, by the City Council of the City of Midlothian, Texas.

ATTEST:

Mayor, City of Midlothian, Texas

City Secretary, City of Midlothian, Texas

ISSUE PRICE CERTIFICATE

(Form of Certificate if at least 3 bids are received from underwriters)

The undersigned, as the underwriter or the manager of the syndicate of underwriters ("Purchaser"), with respect to the purchase at competitive sale of the General Obligation Bonds, Series 2018 issued by the City of Midlothian, Texas ("Issuer") in the principal amount of \$19,020,000* ("Bonds"), hereby certifies and represents, based on its records and information, as follows:

(a) On the first day on which there was a binding contract in writing for the purchase of the Bonds by the Purchaser, the Purchaser's reasonably expected initial offering prices of each maturity of the Bonds with the same credit and payment terms (the "Expected Offering Prices") to a person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter are as set forth in the pricing wire or equivalent communication for the Bonds, as attached to this Certificate as Schedule A. The Expected Offering Prices are the prices for the Bonds used by the Purchaser in formulating its bid to purchase the Bonds.

(b) The Purchaser had an equal opportunity to bid to purchase the Bonds and it was not given the opportunity to review other bids that was not equally given to all other bidders (i.e., no last look).

(c) The bid submitted by the Purchaser constituted a firm bid to purchase the Bonds.

For purposes of this Issue Price Certificate, the term "Underwriter" means (1) (i) a person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, or (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (1)(i) of this paragraph (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public) to participate in the initial sale of the Bonds to the Public, and (2) any person who has more than 50% common ownership, directly or indirectly, with a person described in clause (1) of this paragraph.

The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by McCall, Parkhurst & Horton L.L.P. in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds. Notwithstanding anything set forth herein, the Purchaser is not engaged in the practice of law and makes no representation as to the legal sufficiency of the factual matters set forth herein.

EXECUTED and DELIVERED as of this [ISSUE DATE].

[NAME OF PURCHASER], as Purchaser

By: _____

Name: _____

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

ISSUE PRICE CERTIFICATE

(Form of Certificate if less than 3 bids are received from underwriters)

The undersigned, as the underwriter or the manager of the syndicate of underwriters ("Purchaser"), with respect to the purchase at competitive sale of the General Obligation Bonds, Series 2018 issued by the City of Midlothian, Texas ("Issuer") in the principal amount of \$19,020,000* ("Bonds"), hereby certifies and represents, based on its records and information, as follows:

(a) [Other than the Bonds maturing in ____ ("Hold-the-Price Maturities"), the][The first prices at which at least ten percent ("Substantial Amount") of the principal amount of each maturity of the Bonds having the same credit and payment terms ("Maturity") was sold to a person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter ("Public") are their respective initial offering prices, as listed in the pricing wire or equivalent communication for the Bonds that is attached to this Certificate as Schedule A.

(Add (b) and (c) only if winning bidder designates one or more maturities as Hold-the-Price Maturities)

(b) On or before the first day on which there is a binding contract in writing for the sale of the Bonds ("Sale Date"), the Purchaser offered to the Public each Maturity of the Hold-the-Price Maturities at their respective initial offering prices, as set forth in Schedule A hereto ("Initial Offering Price").

(c) As set forth in the Notice of Sale, the Purchaser agreed in writing to neither offer nor sell any of the Hold-the-Price Maturities to any person at any higher price than the Initial Offering Price for each such Maturity until the earlier of the close of the fifth business day after the Sale Date or the date on which the Purchaser sells at least ten percent of a Hold-the-Price-Maturity of the Bonds to the Public at no higher price than the Initial Offering Price for such Maturity.

For purposes of this Issue Price Certificate, the term "Underwriter" means (1) (i) a person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, or (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (1)(i) of this paragraph (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public) to participate in the initial sale of the Bonds to the Public, and (2) any person who has more than 50% common ownership, directly or indirectly, with a person described in clause (1) of this paragraph.

The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by McCall, Parkhurst & Horton L.L.P. in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds. Notwithstanding anything set forth herein, the Purchaser is not engaged in the practice of law and makes no representation as to the legal sufficiency of the factual matters set forth herein.

EXECUTED and DELIVERED as of this [ISSUE DATE].

[NAME OF PURCHASER], as Purchaser

By: _____

Name: _____

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

SCHEDULE A
PRICING WIRE OR EQUIVALENT COMMUNICATION
(Attached)

(this page intentionally left blank)

This Preliminary Official Statement and the information contained herein are subject to completion or amendment without notice. These securities may not be sold, nor may offers to buy them be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or filing under the securities laws of any such jurisdiction.

NEW ISSUE BOOK-ENTRY-ONLY

Ratings: S&P: Applied for
(See "OTHER PERTINENT INFORMATION - Ratings", herein)

PRELIMINARY OFFICIAL STATEMENT
Dated: August 7, 2018

In the opinion of Bond Counsel to the City, interest on the Bonds will be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings, and court decisions existing on the date thereof, subject to the matters described under "TAX MATTERS" herein.

\$19,020,000*
CITY OF MIDLOTHIAN, TEXAS
(Ellis County)
GENERAL OBLIGATION BONDS, SERIES 2018

Dated Date: September 1, 2018

Due: February 1, as shown on page ii

The City of Midlothian, Texas (the "City" or the "Issuer") \$19,020,000* General Obligation Bonds, Series 2018 (the "Bonds") are being issued pursuant to the Constitution and laws of the State of Texas (the "State"), including particularly Chapter 1331, Texas Government Code, as amended, an election held on November 7, 2017, an ordinance (the "Ordinance") adopted by the City Council, and the City's Home Rule Charter. (See "THE BONDS - Authority for Issuance" herein.)

The Bonds constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the City, within the limits prescribed by law. (See "THE BONDS - Security for Payment" herein.)

Interest on the Bonds will accrue from September 1, 2018 (the "Dated Date") as shown above and will be payable on February 1, 2019, and on each August 1 and February 1 thereafter, until maturity or prior redemption, and will be calculated on the basis of a 360-day year of twelve 30-day months. The definitive Bonds will be issued as fully registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository"). Book-entry interests in the Bonds will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Bonds ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Bonds purchased. So long as DTC or its nominee is the registered owner of the Bonds, the principal of and interest on the Bonds will be payable by BOKF, NA, Dallas, Texas, as Paying Agent/Registrar, to DTC, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Bonds. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

Proceeds from the sale of the Bonds will be used for the purpose of (i) constructing, improving, upgrading and reconstructing streets and roads, including related bridges and intersections, utility relocation, drainage, landscaping, sidewalks, traffic safety and operational improvements and signalization and signage, the acquisition of any necessary right-of-way, (ii) constructing and equipping fire safety improvements, including a new fire station and a fire fighting training facility, and related furnishings, landscaping, parking and infrastructure, (iii) acquiring, constructing, improving and equipping municipal parks and recreational facilities, and the acquisition of land and interest in land necessary therefor and (iv) paying costs associated with the issuance of the Bonds. (See "PLAN OF FINANCING FOR THE BONDS - Purpose" herein.)

STATED MATURITY SCHEDULE
(On Page ii)

The Bonds are offered for delivery, when, as and if issued and received by the initial purchaser (the "Purchaser") and subject to the approving opinion of the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. (See Appendix C – Form of Legal Opinion of Bond Counsel.) (See "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" herein). It is expected that the Bonds will be available for delivery through DTC on or about September 5, 2018.

* Preliminary, subject to change.

BIDS DUE ON AUGUST 14, 2018 AT 11:00 A.M, CENTRAL TIME.

STATED MATURITY SCHEDULE*
(Due February 1)
Base CUSIP – 597834 ^(a)

| <u>Stated Maturity February 1</u> | <u>Principal Amount*</u> | <u>Interest Rate (%)</u> | <u>Initial Yield (%)</u> | <u>CUSIP Suffix^(a)</u> |
|-------------------------------------------|------------------------------|----------------------------------|----------------------------------|---------------------------------------|
| 2019 | \$ 2,900,000 | | | |
| 2020 | 2,250,000 | | | |
| 2021 | 2,750,000 | | | |
| 2022 | 2,000,000 | | | |
| 2023 | 445,000 | | | |
| 2024 | 460,000 | | | |
| 2025 | 475,000 | | | |
| 2026 | 490,000 | | | |
| 2027 | 505,000 | | | |
| 2028 | 520,000 | | | |
| 2029 | 540,000 | | | |
| 2030 | 555,000 | | | |
| 2031 | 575,000 | | | |
| 2032 | 590,000 | | | |
| 2033 | 610,000 | | | |
| 2034 | 630,000 | | | |
| 2035 | 650,000 | | | |
| 2036 | 670,000 | | | |
| 2037 | 690,000 | | | |
| 2038 | 715,000 | | | |

(Interest to accrue from the Dated Date)

The Issuer reserves the right to redeem the Bonds maturing on and after February 1, 2028, on February 1, 2027, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE BONDS - Redemption Provisions" herein.)

^(a) CUSIP numbers are included solely for the convenience of the owner of the Bonds. CUSIP is a registered trademark of The American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Global Market Intelligence 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. The City, the Financial Advisor, and the Purchaser are not responsible for the selection or correctness of the CUSIP numbers set forth herein.

* Preliminary, subject to change.

CITY OF MIDLOTHIAN, TEXAS

**104 W. Avenue E
Midlothian, Texas 76065
(972) 775-3481**

ELECTED OFFICIALS

| <u>Name</u> | <u>Title</u> | <u>Term Expires May</u> | <u>Occupation / Employer</u> |
|--------------------|---------------------|------------------------------------|-------------------------------------|
| Bill Houston | Mayor | 2020 | Real Estate |
| Joe Frizzell | Mayor Pro Tem | 2019 | Retired |
| Justin Coffman | Council Member | 2021 | Harvest Hill Church |
| Jimmie Lou McClure | Council Member | 2019 | Retired |
| Art Pierard | Council Member | 2021 | Retail |
| Mike Rodgers | Council Member | 2020 | Self-Employed |
| Wayne Sibley | Council Member | 2020 | Retired |

ADMINISTRATION

| <u>Name</u> | <u>Position</u> | <u>Length of Service With the City</u> |
|--------------------|----------------------------|---------------------------------------------------|
| Christopher Dick | City Manager | 11 years |
| Ann Honza | Finance Director | 3 years |
| Sue McKenrick | Assistant Finance Director | 16 years |
| Tammy Varner | City Secretary | 16 years |
| Joe Gorfida | City Attorney | 3 years |
| Mike Adams | City Engineer | 16 years |
| Adam Mergener | Director of Public Works | 24 years |

CONSULTANTS AND ADVISORS

| | |
|------------------------------|----------------------------------------------------|
| Bond Counsel | McCall, Parkhurst & Horton L.L.P. Dallas, Texas |
| Certified Public Accountants | Pattillo, Brown & Hill, L.L.P. Waco, Texas |
| Financial Advisor | SAMCO Capital Markets, Inc. San Antonio, Texas |

For Additional Information Please Contact:

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Midlothian, Texas 76065
(972) 775-7141 (Phone)
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(210) 832-9760 (Phone)
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Managing Director
SAMCO Capital Markets, Inc.
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San Antonio, Texas 78209
(210) 832-9760 (Phone)
AFriedman@samcocapital.com

USE OF INFORMATION IN THE OFFICIAL STATEMENT

For purposes of compliance with Rule 15c2-12 of the Securities Exchange Commission (the "Rule"), this document constitutes a preliminary official statement of the Issuer with respect to the Bonds that has been deemed "final" by the Issuer as of its date except for the omission of no more than the information permitted by the Rule.

This Official Statement, which includes the cover page, schedule 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, salesperson or other person has been authorized to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information must not be relied upon.

Certain information set forth herein has been provided by sources other than the City that the City believes to be reliable, but the City makes no representation as to the accuracy of such information. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of the 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 or other matters described herein since the date hereof. 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 MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY ("DTC") OR ITS BOOK-ENTRY-ONLY SYSTEM, AS SUCH INFORMATION HAS BEEN PROVIDED BY DTC.

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 JURISDICTIONS IN WHICH THESE SECURITIES HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF.

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The cover page, subsequent pages hereof and appendices attached hereto, are part of this Official Statement.

SELECTED DATA FROM THE OFFICIAL STATEMENT

The selected data 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 page from this Official Statement or to otherwise use it without the entire Official Statement.

| | |
|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Issuer | The City of Midlothian, Texas (the "City" or the "Issuer"), located in Ellis County, is a home-rule municipal corporation and a political subdivision of the State of Texas, operating under a Mayor-Council-Manager form of government with a City Council comprised of seven members including the Mayor. All seven Council members are elected by place and at-large for three-year staggered terms. The 2010 census for the City was 18,037, an increase of 141% over the 2000 census. The City's current population estimate is 31,225. (See "Appendix B - General Information Regarding City of Midlothian and Ellis County, Texas" herein.) |
| The Bonds | The Bonds are being issued pursuant to the Constitution and laws of the State of Texas (the "State"), including particularly Chapter 1331, Texas Government Code, as amended, an election held on November 7, 2017, an ordinance (the "Ordinance") adopted by the City Council and the City's Home Rule Charter. (See "THE BONDS - Authority for Issuance" herein.) |
| Paying Agent/Registrar | The initial Paying Agent/Registrar for the Bonds is BOKF, NA, Dallas, Texas. |
| Security | The Bonds constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the City, within the limits prescribed by law. (See "THE BONDS - Security for Payment" herein.) |
| Redemption Provision | <p>The Issuer reserves the right, at its sole option, to redeem Bonds stated to mature on and after February 1, 2028, on February 1, 2027 or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the price of par plus accrued interest to the date fixed for redemption. (See "THE BONDS - Redemption Provisions" herein.)</p> <p>Under the terms of the Official Notice of Sale, a bidder may structure certain maturities as a term bond, and if the winning bidder does structure one or more term bonds, such Bonds will be subject to mandatory sinking fund redemption.</p> |
| Tax Matters | In the opinion of Bond Counsel, the interest on the Bonds will be excludable from gross income for federal tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof. (See "TAX MATTERS" for a discussion of the Opinion of Bond Counsel and "APPENDIX C - FORM OF LEGAL OPINION OF BOND COUNSEL" herein.) |
| Use of Bond Proceeds | Proceeds from the sale of the Bonds will be used for the purpose of (i) constructing, improving, upgrading and reconstructing streets and roads, including related bridges and intersections, utility relocation, drainage, landscaping, sidewalks, traffic safety and operational improvements and signalization and signage, the acquisition of any necessary right-of-way, (ii) constructing and equipping fire safety improvements, including a new fire station and a fire fighting training facility, and related furnishings, landscaping, parking and infrastructure, (iii) acquiring, constructing, improving and equipping municipal parks and recreational facilities, and the acquisition of land and interest in land necessary therefor and (iv) paying costs associated with the issuance of the Bonds. (See "PLAN OF FINANCING FOR THE BONDS - Purpose" herein.) |
| Book-Entry-Only System | The Issuer intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York described herein. No physical delivery of the Bonds will be made to the beneficial owners of the Bonds. Such Book-Entry-Only System may affect the method and timing of payments on the Bonds and the manner the Bonds may be transferred. (See "BOOK-ENTRY-ONLY SYSTEM" herein.) |
| Ratings | A municipal bond rating application has been made to S&P Global Ratings, a division of S&P Global Inc. ("S&P"). The Issuer currently has an underlying rating from S&P of "AA" on its general obligation debt. An explanation of the significance of such rating may be obtained from S&P. (See "OTHER PERTINENT INFORMATION - Ratings" herein.) |
| Issuance of Additional Debt | The City will issue \$14,080,000 General Obligation Refunding Bonds in early Fall of 2018 for debt service savings. |
| Payment Record | The City has not defaulted on the payment of its general obligation debt since 1934, when all bonds were refunded at par with a reduction in interest rate. The City has never defaulted on the payment of its revenue debt. |
| Delivery | When issued, anticipated on or about September 5, 2018. |
| Legality | Delivery of the Bonds is subject to the approval by the Attorney General of the State of Texas and the rendering of an opinion as to legality by McCall, Parkhurst & Horton L.L.P., Bond Counsel, Dallas, Texas. |

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INTRODUCTORY STATEMENT

This Official Statement provides certain information in connection with the issuance by the City of Midlothian, Texas (the "City" or the "Issuer") of its \$19,020,000* General Obligation Bonds, Series 2018 (the "Bonds") identified on the cover page hereof.

The Issuer is a political subdivision of the State of Texas and operates as a home-rule municipality under the statutes and the Constitution of the State of Texas (the "State"). The Bonds are being issued pursuant to the Constitution and general laws of the State, an election held on November 7, 2017, an ordinance (the "Ordinance") adopted by the City Council, and the City's Home Rule Charter. (See "THE BONDS - Authority for Issuance" herein.)

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinance. Included in this Official Statement are descriptions of the Bonds and certain information about the Issuer and its finances. **ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT.** Copies of such documents may be obtained from the Issuer or the Financial Advisor noted on page iii hereof.

References to website addresses presented in this Official Statement are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless otherwise specified, references to websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. A copy of this Official Statement will be submitted to the Municipal Securities Rulemaking Board, and will be available through its Electronic Municipal Market Access ("EMMA") system. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

THE BONDS

General

The Bonds will be dated September 1, 2018 (the "Dated Date"). The Bonds are stated to mature on February 1, in the years and in the principal amounts set forth on page ii hereof. The Bonds shall bear interest from the Dated Date on the unpaid principal amounts, and the amount of interest to be paid with respect to each payment period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Interest on the Bonds will be payable on February 1, 2019, and on each August 1 and February 1 thereafter until maturity or prior redemption. Principal is payable at the designated offices of the "Paying Agent/Registrar" for the Bonds, initially BOKF, NA, Dallas, Texas. Interest on the Bonds shall be paid to the registered owners whose names appear on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (as hereinafter defined) and shall be paid by the Paying Agent/Registrar (i) by check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk of, the registered owner. If the date for the payment of the principal or of interest on the Bonds shall be a Saturday, Sunday, a legal holiday or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized to be closed, then the date for such payment shall be the next succeeding day which is not such a day, and payment on such date shall have the same force and effect as if made on the date payment was due.

Initially, the Bonds will be registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described below. No physical delivery of the Bonds will be made to the Beneficial Owners. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will distribute the amounts received to the appropriate DTC Participants, who shall in turn make payment to the Beneficial Owners of the Bonds. Such Book-Entry-Only System may change the method and timing of payment for the Bonds and the method of transfer. See "BOOK-ENTRY-ONLY SYSTEM" below for a more complete description of such System.

Authority for Issuance

The Bonds are being issued pursuant to the Constitution and general laws of the State, including particularly Chapter 1331, Texas Government Code, as amended, an election held on November 7, 2017, the Ordinance, and the City's Home Rule Charter.

Security for Payment

The Bonds constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the City, within the limits prescribed by law. (See "CITY APPLICATION OF THE PROPERTY TAX CODE" herein.)

Redemption Provisions

Optional Redemption: The Issuer reserves the right, at its option, to redeem the Bonds maturing on and after February 1, 2028 on February 1, 2027, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof (and, if within a stated maturity, selected at random and by lot by the Paying Agent/Registrar), at the redemption price of par plus accrued interest to the date fixed for redemption.

Not less than thirty (30) days prior to a redemption date for the Bonds, the City shall cause a notice of such redemption to be sent by United States mail, first-class postage prepaid, to the registered owners of each Bond or a portion thereof to be redeemed at its address as it appeared on the registration books of the Paying Agent/Registrar on the day such notice of redemption is mailed. ANY NOTICE OF REDEMPTION SO MAILED TO THE REGISTERED OWNERS WILL BE DEEMED TO HAVE BEEN DULY GIVEN IRRESPECTIVE OF WHETHER ONE OR MORE OF THE REGISTERED OWNERS FAILED TO RECEIVE SUCH NOTICE. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds or portions thereof which are to be so redeemed. If such notice of redemption is given and any other condition to redemption satisfied, all as provided above, the Bonds or portion thereof which are to be redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such redemption required by the Ordinance have been met and money sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed will have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption will, at the option of the City, be conditional upon the satisfaction of such prerequisites and receipt of such money by the Paying Agent/Registrar on or prior to the date fixed for such redemption or upon any prerequisite set forth in such notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption are not fulfilled, such notice will be of no force and effect, the City will not redeem such Bonds and the Paying Agent/Registrar will give notice in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

The Paying Agent/Registrar and the Issuer, so long as a Book-Entry-Only System is used for the Bonds, will send any notice of redemption, notice of proposed amendment to the Bonds or other notices with respect to the Bonds only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the Beneficial Owner, will not affect the validity of the redemption of the Bonds called for redemption or any other action premised on any such notice. Redemption of portions of the Bonds by the Issuer will reduce the outstanding principal amount of such Bonds held by DTC. In such event, DTC may implement, through its Book-Entry-Only System, a redemption of such Bonds held for the account of DTC participants in accordance with its rules or other agreements with DTC participants and then DTC direct participants and indirect participants may implement a redemption of such Bonds from the Beneficial Owners. Any such selection of Bonds the Issuer has called for redemption will not be governed by the Ordinance and will not be conducted by the Issuer or the Paying Agent/Registrar. Neither the Issuer nor the Paying Agent/Registrar will have any responsibility to DTC participants, indirect participants or the persons for whom DTC participants act as nominees, with respect to the payments on the Bonds or the providing of notice to DTC direct participants, indirect participants, or Beneficial Owners of the selection of portions of the Bonds for redemption. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

Payment Record

The City has not defaulted on the payment of its general obligation debt since 1934, when all bonds were refunded at par with a reduction in interest rate. The City has never defaulted on the payment of its revenue debt.

Legality

The Bonds are offered when, as and if issued, subject to the approvals of legality by the Attorney General of the State of Texas and McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. A form of the legal opinion of Bond Counsel appears in Appendix C attached hereto.

Defeasance

The Ordinance provides for the defeasance of the Bonds when the payment of the principal of and premium, if any, on the Bonds, plus interest thereon to the due date thereof (whether such due date be by reason of maturity or otherwise) is provided by irrevocably depositing with the Paying Agent/Registrar or authorized escrow agent, in trust (1) money sufficient to make such payment and/or (2) Defeasance Securities that mature as to principal and interest in such amounts and at such times to insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation and expenses of the paying agent for the Bonds, and thereafter the City will have no further responsibility with respect to amounts available to such paying agent (or other financial institution permitted by applicable law) for the payment of such defeased Bonds, including any insufficiency therein caused by the failure of such paying agent (or other financial institution permitted by applicable law) to receive payment when due on the Defeasance Securities. The City has additionally reserved the right, subject to satisfying the requirements of (1) and (2) above, to substitute other Defeasance Securities originally deposited, to reinvest the uninvested moneys on deposit for such defeasance and to withdraw for the benefit of the City moneys in excess of the amount required for such defeasance. The Ordinance provides that "Defeasance Securities" means any securities and obligations now or hereafter authorized by State law that are eligible to discharge obligations such as the Bonds. Current State law permits defeasance with the following types of securities: (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, on the date the City authorizes the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, (c) noncallable obligations of a state or an agency or a county,

municipality, or other political subdivision of a state that, on the date the City authorizes the defeasance of the Bonds, have been refunded and are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (d) any obligations hereafter authorized by law to be eligible to effect the defeasance of the Bonds. 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 will 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 State law. There is no assurance that the ratings for U.S. Treasury securities used for defeasance purposes or that for any other Defeasance Security will be maintained at any particular rating category.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of Bonds have been made as described above, all rights of the City to initiate proceedings to call such Bonds for redemption or take any other action amending the terms of such Bonds are extinguished; provided, however, that the right to call such 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 such Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of such 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.

Default and Remedies

The Ordinance provides that the following events constitute "Events of Default" with respect to the Bonds: (1) the failure by the City to pay the principal of or the interest on any Bond when the same shall become due, or (2) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the registered owners of the Bonds, including, but not limited to, their prospect or ability to be repaid in accordance with the Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any registered owner to the City. The Ordinance does not provide or specify remedies with regard to an Event of Default. If the City defaults in the payment of principal, interest, or redemption price on the Bonds when due, or the City defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Ordinance, the registered owners may seek a writ of mandamus to compel the City officials to carry out the legally imposed duties with respect to the Bonds if there is no other available remedy at law to compel performance of the Bonds or the Ordinance and the City's obligations are not uncertain or disputed. The issuance of a writ of mandamus is controlled by equitable principles, so rests with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinance does not provide for the appointment of a trustee to represent the interest of the Bondholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. The Texas Supreme Court has ruled in *Tooke v. City of Mexia*, 197 S.W. 3d 325 (Tex. 2006), that a waiver of sovereign 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 sovereign immunity from a suit for money damages, owners of the Bonds may not be able to bring such a suit against the City for breach of the Bonds or Ordinance covenants. In *Tooke*, the Court noted the enactment in 2005 of sections 271.151-.160, Texas Local Government Code (the "Local Government Immunity Waiver Act"), which, according to the Court, waives "immunity from suit for contract claims against most local governmental entities in certain circumstances." The Local Government Immunity Waiver Act covers cities and relates to contracts entered into by cities for providing goods or services to cities. On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, S.W. 3d (Tex. 2016) that sovereign 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 its decision, the Court held that since the Local Government Immunity Waiver Act waives governmental immunity in certain breach of contract claims without addressing whether the waiver applies to a governmental function or a proprietary function of a city, the Court could not reasonably read the Local Government Immunity Waiver Act to evidence legislative intent to waive immunity when a city performs a proprietary function. The City is not aware of any Texas court construing the Local Government Immunity Waiver Act in the context of whether contractual undertakings by local governments that relate to their borrowing powers are contracts covered by the Local Government Immunity Waiver Act.

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. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of 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 owners of the Bonds 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 opinion of Bond Counsel will note that all opinions relative to the enforceability of the Bonds are qualified with respect to the

customary rights of debtors relative to their creditors and by general principles of equity which permit the exercise of judicial discretion.

Initially, the only registered owner of the Bonds will be Cede & Co., as nominee of DTC. See "BOOK-ENTRY-ONLY SYSTEM" herein for a description of the duties of DTC with regard to ownership of the Bonds.

REGISTRATION, TRANSFER AND EXCHANGE

Paying Agent/Registrar

The initial Paying Agent/Registrar for the Bonds is BOKF, NA, Dallas, Texas. In the Ordinance, the Issuer retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the Issuer, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar, selected at the sole discretion of the Issuer, shall be a bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. Upon a change in the Paying Agent/Registrar for the Bonds, the Issuer agrees to promptly cause written notice thereof to be sent to each registered owner of the Bonds by United States mail, first-class, postage prepaid.

The Bonds will be issued in fully registered form in multiples of \$5,000 for any one stated maturity, and principal and semiannual interest will be paid by the Paying Agent/Registrar. Interest will be paid by check or draft mailed on each interest payment date by the Paying Agent/Registrar to the registered owner at the last known address as it appears on the Paying Agent/Registrar's books or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the registered owner. Principal will be paid to the registered owner at stated maturity or prior redemption upon presentation to the Paying Agent/Registrar; provided however, that so long as DTC's Book-Entry-Only System is used, all payments will be made as described under "BOOK-ENTRY-ONLY SYSTEM" herein. If the date for the payment of the principal or interest on the Certificates shall be a Saturday, Sunday, a legal holiday or a day when banking institutions in the city where the Paying Agent/Registrar is located are authorized to close, then the date for such payment shall be the next succeeding day which is not such a day, and payment on such date shall have the same force and effect as if made on the date payment was due.

Record Date

The record date ("Record Date") for interest payable to the registered owner of a Bond on any Interest Payment Date means the fifteenth (15th) day of the month next preceding such Interest Payment Date.

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

Future Registration

The Bonds are initially to be issued utilizing the Book-Entry-Only System of DTC. In the event such Book-Entry-Only System should be discontinued, printed certificates will be issued to the owners of the Bonds and thereafter, the Bonds may be transferred, registered, and assigned on the registration books of the Paying Agent/Registrar only upon presentation and surrender of such printed certificates to the Paying Agent/Registrar, and such registration and transfer shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration and transfer. A Bond may be assigned by the execution of an assignment form on the Bond or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond or Bonds will be delivered by the Paying Agent/Registrar in lieu of the Bonds being transferred or exchanged at the designated office of the Paying Agent/Registrar, or sent by United States registered mail to the new registered owner at the registered owner's request, risk and expense. New Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner or assignee of the registered owner in not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Bonds registered and delivered in an exchange or transfer shall be in denominations of \$5,000 for any one stated maturity or any integral multiple thereof and for a like aggregate principal amount and rate of interest as the Bond or Bonds surrendered for exchange or transfer. (See "BOOK-ENTRY-ONLY SYSTEM" herein for a description of the system to be initially utilized in regard to ownership and transferability of the Bonds.)

Limitation on Transfer or Exchange of Bonds

The Paying Agent/Registrar shall not be required to transfer or exchange any Bonds or any portion thereof during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date.

Replacement Bonds

In the Ordinance, provision is made for the replacement of mutilated, destroyed, lost, or stolen Bonds upon surrender of the mutilated Bonds to the Paying Agent/Registrar, or the receipt of satisfactory evidence of destruction, loss, or theft, and the receipt by the Issuer and the Paying Agent/Registrar of security or indemnity as may be required by either of them to hold them harmless. The Issuer may require payment of taxes, governmental charges, and other expenses in connection with any such replacement.

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 credited by DTC 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 and the Financial Advisor believe the source of such information to be reliable, but take 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 United States Securities and Exchange Commission (the "SEC"), 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 Bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond will be issued for each maturity of the Bonds, each in the aggregate principal amount of 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 book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC 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"). Direct Participants and Indirect Participants are jointly referred to as "Participants". DTC has a S&P Global Ratings rating of AA+. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

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 Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests 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 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 Participants to whose accounts 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. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial

Owners may wish to provide their names and addresses to the Paying Agent/Registrar and request that copies of notices be provided directly to them.

Redemption notices for the Bonds 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. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District 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 Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

All payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent/Registrar, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds 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, the Paying Agent/Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of the Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bonds are required to be printed and delivered. The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bonds will be printed and delivered.

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 purchaser of the Bonds.

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.

INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE ISSUER

The City invests funds in instruments authorized by Texas law, specifically the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "PFIA"), in accordance with and investment policy approved by the City Council (the "Investment Policy"). Authority to manage the City's investment program is derived from the PFIA and City's charter and reconfirmed by the Investment Policy. An Investment Committee, consisting of the City Manager, Director of Finance and any other designated Investment Officer(s) meets at least quarterly to determine operational strategies and to monitor investment results. Management responsibility for the investment program has been delegated by the City Council to the Director of Finance. Both State law and the City's investment policies and procedures are subject to change.

Under Texas law, the City is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which are guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation (the "FDIC") or by the explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) interest bearing banking deposits that are guaranteed by the FDIC or the National Credit Union Share Insurance Fund (the "NCUSIF") or their respective successors; (8) certificates of deposit and share certificates meeting the requirements of the PFIA (i) that are issued by an institution that has its main office or a branch office in the State of Texas and are guaranteed or insured by the FDIC or the NCUSIF, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for City deposits (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by a combination of cash and obligations described in clause (1) which are pledged to the City, held in the City's name, and deposited at the time the investment is made with the City or with a third party selected and approved by the City and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State of Texas; (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations

of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (11) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (12) no-load money market mutual funds registered with and regulated by the SEC that comply with Securities and Exchange Commission Rule 2a-7; (13) no-load mutual funds registered with the SEC that have an average weighted maturity of less than two years, and either has a duration of one year or more and is invested exclusively in obligations described in this paragraph, or has a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities;; and (14) public funds investment pools that have an advisory board which includes participants in the pool and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or AAAM or its equivalent or no lower than investment grade with a weighted average maturity no greater than 90 days; and (15) a brokered certificate of deposit security invested through a Texas broker approved by the City Council in which the broker or depository arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the investing entity in an amount insured by the United States or an instrumentality of the United States. If specifically authorized in the authorizing document, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described in the next succeeding paragraph.

The City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service. The City may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance, or resolution. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Governmental bodies in the State such as the City are authorized to implement securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) of the second paragraph under this caption, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm not less than "A" or its equivalent, or (c) cash invested in obligations that are described in clauses (1) through (6) and (11) through (13) of the second paragraph under this caption, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the governmental body, held in the name of the governmental body and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

Under Texas law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for City funds, the maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups, methods to monitor the market price of investments acquired with public funds, a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis, and procedures to monitor rating changes in investments acquired with public funds and the liquidation of such investments consistent with the PFIA. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, the City's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment considering the probable safety of capital and probable income to be derived." At least quarterly the City's investment officers must submit an investment report to the City Council detailing: (1) the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, the ending market value and the fully accrued interest for the reporting period of each pooled fund group, (4) the book value and market value of each separately listed asset at the end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) Texas law. No person may invest City funds without express written authority from the City Council.

Under Texas law, the City is additionally required to: (1) annually review its adopted policies and strategies; (2) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution; (3) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose

the relationship and file a statement with the Texas Ethics Commission and the City Council; (4) require the qualified representative of firms offering to engage in an investment transaction with the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the City and the business organization that are not authorized by the City's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the City's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement in a form acceptable to the City and the business organization attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the City's designated Investment Officer; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements; and (10) at least annually review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Authorized Investments

The following are authorized investments under the Investment Policy:

- Obligations of the United States of America, its agencies and instrumentalities, excluding mortgage backed securities, with a maximum stated maturity of three (3) years. Reserve funds may only include securities with a maximum stated maturity of five years.
- Fully insured or collateralized certificates of deposit of banks doing business in the State collateralized in accordance with the Policy, under a written agreement, and with a maximum stated maturity of one year.
- Fully collateralized direct repurchase agreements with a defined termination date, secured in accordance with the Policy and placed with a primary securities dealer. All repurchase agreement transactions shall be governed by an executed Bond Market Repurchase Agreement. Maximum stated maturity shall be 90 days except for flex repurchase agreements. Bond proceeds may be invested in a single flex repurchase agreement the maximum stated maturity of which shall be matched to the expenditure plan of the bonds.
- Constant dollar, Texas local government investment pools as defined by the PFIA and specifically approved by resolution of the City Council
- AAA-rated SEC registered money market mutual funds which strive to maintain \$1 net asset value at all times
- Depository accounts of designated depositories
- State and local government debt from any US state, rated A or better by a nationally recognized rating agency with a maximum maturity of three years to stated maturity.
- FDIC insured *brokered* certificates of deposit securities from a bank in any US state, delivered versus payment to the City's safekeeping agent, not to exceed one year to maturity. Before purchase, the Investment Officer or Adviser must verify the FDIC status of the bank on www.fdic.gov to insure that the bank is FDIC insured.

If additional types of securities are approved for investment by public funds by State statute, they will not be eligible for investment by the City until the Policy has been amended and the amended version has been adopted by the City Council.

Unauthorized Investments

Under the PFIA, the City is not authorized to invest its funds and funds under its control in the following:

- Interest-Only mortgaged backed securities (IO) whose payment represents only the coupon payments on outstanding principal balances of underlying mortgage.
- Principal-Only mortgage backed securities (PO) whose payment represents only the principal stream from underlying mortgages.
- Collateralized mortgage obligations (CMO) with a stated final maturity date of greater than 10 years.
- Collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the change in a market index.

The following investments have not been authorized as eligible investments under the Investment Policy:

- Commercial paper
- Bankers' acceptances

Current Investments

As of May 31, 2018 (unaudited), the City's investable funds were invested in the investment categories / percentages shown below. As of such date, the market value of such investments (as determined by the City by reference to published quotations, dealer bids, and comparable information) was approximately 100% of their book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

| <u>Investment Vehicle</u> | <u>Total Invested</u> | <u>Percent</u> |
|----------------------------------------------|-----------------------|----------------|
| <i>General Fund</i> | | |
| Wells Fargo Accounts | \$ 1,597,907 | 4.32% |
| Investment Pool Accounts (TexPool / TexStar) | 5,000,746 | 13.50% |
| Federal Securities (FNDN / FMCDN / CDs) | 10,761,267 | 29.06% |
| Money Market Accounts – Various Banks | 9,151,735 | 24.71% |
| Certificates of Deposit | <u>10,518,396</u> | <u>28.41%</u> |
| General Fund Subtotal | <u>\$ 37,030,051</u> | <u>100.00%</u> |
| <i>Utility Fund</i> | | |
| Wells Fargo Accounts | \$ 4,508,252 | 14.09% |
| Investment Pool Accounts (TexPool / TexStar) | 4,202,954 | 13.14% |
| Federal Securities (FNDN / FMCDN / CDs) | 7,267,733 | 22.72% |
| Money Market Accounts – Various Banks | 8,124,866 | 25.40% |
| Certificates of Deposit | <u>7,886,548</u> | <u>24.65%</u> |
| Utility Fund Subtotal | <u>\$ 31,990,353</u> | <u>100.00%</u> |
| Total | <u>\$ 69,020,404</u> | <u>100.00%</u> |

The Texas State Comptroller of Public Accounts exercises oversight responsibility over the Texas Local Government Investment Pool ("TexPool"). Oversight includes the ability to significantly influence operations, designation of management and accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed both of participants in TexPool and of the other persons who do not have a business relationship with TexPool. The advisory Board members review the investment policy and management fee structure. TexPool is currently rated AAA by S&P. TexPool operates in a manner consistent with the SEC's Rule 2a-7 of the Investment Company Act of 1940. As such, TexPool uses amortized cost to report net assets and share prices since that amount approximates fair value.

TexStar is a local government investment pool for whom First Southwest Asset Management, a division of Hilltop Securities, Inc., provides customer service and marketing for the pool. TexStar currently maintains a "AAAm" rating from S&P and has an investment objective of achieving and maintaining a stable net asset value of \$1.00 per share. Daily investments or redemptions of funds are allowed by the participants.

DEFINED BENEFIT PENSION PLAN

Texas Municipal Retirement System

Plan Descriptions

The City participates as one of 872 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). 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 agency 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 of 1986 (the "Code"). TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmr.org.

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

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 over of seven payments 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.

The City grants monetary credits for service rendered of a theoretical amount equal to two times what would have been contributed by the employee, with interest. Monetary credits, also known as the matching ratio, are 200% of the employee's accumulated contributions and are only payable in the form of an annuity.

Beginning in 2010, the City granted an annually repeating (automatic) basis monetary credit referred to as an updated service credit (USC) which is a theoretical amount that takes into account salary increases or plan improvements. If at any time during their career an employee earns a USC, this amount remains in their account earning interest at 5% until retirement. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer match plus employer-financed monetary credits, such as USC, with interest were used to purchase an annuity. Additionally, initiated in 2010, the City provided on an annually repeating (automatic) basis cost of living adjustments (COLA) for retirees equal to a percentage of the change in the consumer price index (CPI).

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee with interest, prior to establishment of the plan. Monetary credits for service since the plan began are a percent (100%, 150%, or 200%) of the employee's accumulated contributions. In addition, the City can grant, as often as annually, another type of monetary credit referred to as an updated service credit which is a theoretical amount which, when added to the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and the City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity.

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes. Plan provisions for the City were as follows:

| | |
|-----------------------------------|--------------------------------------------------|
| Employee deposit rate | 7% |
| Matching ratio (City to Employee) | 2 to 1 |
| Years required for vesting | 5 years |
| Service retirement eligibility | 20 years at any age, 5 years at age 60 and above |
| Updated Service Credits | 100% repeating, transfers |
| Annuity increases to retirees | 70% of CPI, repeating |

Employees Covered by Benefit Terms

At the December 31, 2016 valuation and measurement date, the following employees were covered by the benefit terms:

| | |
|------------------------------------------------------------------|------------|
| Inactive employees or beneficiaries currently receiving benefits | 83 |
| Inactive employees entitled but not yet receiving benefits | 101 |
| Active employees | <u>209</u> |
| Total | <u>393</u> |

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the City matching percentages are with 100%, 150%, or 200%, both as adopted by the governing body of the city. Under the state law governing TMRS, the contributions 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 were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City were 14.74% and 14.20% in calendar years 2017 and 2016, respectively. The city's contributions to TMRS for the year ended September 30, 2017, were \$2,012,422 and were equal to the required contributions.

Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2016, 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, 2016, actuarial valuation was determined using the following actuarial assumptions:

| | |
|---------------------------|-------------------------------------------------------------------|
| Inflation | 2.5% per year |
| Overall payroll growth | 3.0% 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 Tables with Blue Collar Adjustment, 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 males 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, 2016, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering the 2009 through 2011, and the 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. 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 expenses 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). The target allocation and best estimates of arithmetic real rates return for each major assets class in fiscal year 2017 are summarized in the following table:

| <u>Asset Class</u> | <u>Target Allocation</u> | <u>Long-Term Expected Real Rate of Return (Arithmetic)</u> |
|-----------------------|--------------------------|------------------------------------------------------------|
| Domestic Equity | 17.5% | 4.55% |
| International Equity | 17.5% | 6.35% |
| Core Fixed Income | 10.0% | 1.00% |
| Non-Core Fixed Income | 20.0% | 4.15% |
| Real Return | 10.0% | 4.15% |
| Real Estate | 10.0% | 4.75% |
| Absolute Return | 10.0% | 4.00% |
| Private Equity | 5.0% | 7.75% |
| 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 period of projected benefit payments to determine the Total Pension Liability.

Changes in the Net Pension Liability

| | Increase (Decrease) | | Net Pension Liability (a) – (b) |
|---------------------------------------------------------------|--------------------------------|------------------------------------|------------------------------------|
| | Total Pension Liability (a) | Plan Fiduciary Net Position (b) | |
| Balance at 12/31/2015 | \$37,960,113 | \$29,926,275 | \$8,033,838 |
| Changes for the year: | | | |
| Service Cost | 2,200,728 | - | 2,200,728 |
| Interest | 2,593,138 | - | 2,593,138 |
| Difference between expected and actual experience | 15,928 | - | 15,928 |
| Contributions - employer | - | 1,724,855 | (1,724,855) |
| Contributions – employee | - | 859,659 | (859,659) |
| Net Investment Income | - | 2,023,811 | (2,023,811) |
| Benefit payments, including refunds of employee contributions | (1,287,236) | (1,287,236) | - |
| Administrative expense | - | (22,841) | 22,841 |
| Other Changes | - | (1,200) | 1,200 |
| Net Changes | 3,522,558 | 3,297,048 | 225,510 |
| Balance at 12/31/2016 | \$41,482,671 | \$33,223,323 | \$8,259,348 |

The following presents the net pension liability of the City and the discretely presented Component Unit, calculated using the discount rate of 6.75%, as well as what the City's and Component Unit's net pension liability would be if they were calculated using a discount rate that is 1-percentage-point lower (5.75%) of 1-percentage-higher (7.75%) than the current rate:

| | 1% Decrease in Discount Rate (5.75%) | Current Discount Rate (6.75%) | 1% Increase in Discount Rate (7.75%) |
|----------------------------------------|-----------------------------------------|----------------------------------|-----------------------------------------|
| City's net pension liability | \$ 14,955,254 | \$ 8,094,161 | \$ 2,585,710 |
| Component Unit's net pension liability | \$ 305,209 | \$ 165,187 | \$ 52,770 |

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. The report may be obtained on the Internet at www.tmr.org.

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

For the year ended September 30, 2017, the City recognized pension expense of \$2,433,991. At September 30, 2017, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

| | Deferred Outflows of Resources | Deferred Inflows of Resources |
|-------------------------------------------------------------|--------------------------------|-------------------------------|
| Difference between expected and actual economic experience | \$ 294,038 | \$ 131,907 |
| Changes in actuarial assumptions | - | 50,261 |
| Difference between projected and actual investment earnings | 1,294,532 | - |
| Contributions subsequent to the measurement date | 1,590,050 | - |
| Total | \$ 3,178,620 | \$ 182,168 |

For the year ended September 30, 2017, the Component Unit recognized pension expense of \$48,680. At September 30, 2017, the Component Unit reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

| | <u>Deferred Outflows of Resources</u> | <u>Deferred Inflows of Resources</u> |
|-------------------------------------------------------------|-------------------------------------------|------------------------------------------|
| Discretely Presented Component Unit | | |
| Difference between expected and actual economic experience | \$ 6,001 | \$ 2,692 |
| Changes in actuarial assumptions | - | 1,026 |
| Difference between projected and actual investment earnings | 26,419 | - |
| Contributions subsequent to the measurement date | <u>32,450</u> | <u>-</u> |
| Total | \$ 64,870 | \$ 3,718 |

For the primary government and component unit, respectively, \$1,622,500 and \$32,450 reported as deferred outflows of resources related to pension 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, 2018. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expenses as follows:

| <u>Year Ended Dec 31</u> | <u>City</u> | <u>Component Unit</u> |
|--------------------------|--------------|-----------------------|
| 2018 | \$ 468,605 | \$ 9,563 |
| 2019 | 468,606 | 9,563 |
| 2020 | 430,579 | 8,787 |
| 2021 | 36,651 | 748 |
| 2022 | <u>1,961</u> | <u>41</u> |
| Total | \$ 1,406,402 | \$ 28,702 |

OTHER POST EMPLOYMENT RETIREMENT BENEFITS

Plan Description

The City offers its retired employees health insurance benefits through a single-employer defined benefit OPEB plan, under City policy. This plan is administered by the City and no separate audited financial statements are available. Eligible retirees received medical and dental benefits provided through Cigna Health and Life. The City pays a percentage of the current monthly contribution rate for individual coverage for retirees age 60-65 based on the years of service at normal retirement age. Retirees younger than age 60 pay 100% of the contribution for individual coverage. The retiree pays 100% of the contribution for elected dependent coverage and any balance of the required individual coverage contribution. All active employees who retire directly from the City and meet the eligibility criteria may participate. As of October 1, 2016, the City had 214 eligible active employees and 3 retiree participating in the City's plan.

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by the Texas Municipal Retirement System (TMRS) known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance for retired employees and are insured for \$7,500; this coverage is an other post-employment benefit (OPEB). The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during the employee's entire careers. The City's contribution to the TMRS SDBF for the years ended 2017, 2016, and 2015 were \$19,578, \$17,340, \$14,608, respectively, which equaled the required contributions each year.

Funding Policy and Annual OPEB Cost

The City's annual other post-employment benefits (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameter of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years on an open basis. The City had its most recent OPEB actuarial valuation performed as of October 1, 2016, as required by GASB.

The City's annual OPEB cost for the current year is as follows:

| | |
|--------------------------------------------------|--------------------|
| Annual Required Contribution | \$ 325,576 |
| Interest on Net OPEB Obligation | 70,991 |
| Adjustment to Annual Required Contribution (ARC) | <u>(100,643)</u> |
| Annual OPEB Cost (expense) end of Year | 295,924 |
| Net Employer Contributions | <u>(53,300)</u> |
| Increase in Net OPEB Obligation (NOO) | 242,624 |
| Net OPEB Obligation - as of Beginning of Year | <u>1,774,782</u> |
| Net OPEB Obligation - as of End of Year | <u>\$2,017,406</u> |

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for the past three fiscal years were as follows:

| Fiscal Year | Annual OPEB Costs | Annual Contribution Made | Percentage of Annual OPEB Cost Contributed | Net OPEB Obligation |
|-------------|-------------------|--------------------------|--------------------------------------------|---------------------|
| 2015 | \$285,138 | \$22,782 | 8% | \$1,523,958 |
| 2016 | 267,873 | 17,049 | 6% | 1,774,782 |
| 2017 | 295,924 | 53,300 | 18% | 2,017,406 |

Funding Status and Funding Progress

The funded status of the City's retiree health care plan, under GASB Statement No. 45, as of October 1, 2016 is as follows:

| Actuarial Validation Date | Actuarial Value of Assets (a) | Actuarial Accrued Liability (AAL) (b) | Unfunded AAL (UAAL) (b - a) | Funded Ratio (a / b) | Covered Payroll (c) | UAAL as a Percentage of Covered Payroll |
|---------------------------|-------------------------------|---------------------------------------|-----------------------------|----------------------|---------------------|-----------------------------------------|
| 10/01/2016 | \$ - | \$2,061,263 | \$2,061,263 | 0.00% | \$11,545,640 | 17.85% |

As of October 1, 2016, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$2,061,263, all of which was unfunded. The covered payroll (annual payroll of active employees covered by the plan) was \$11,545,640, and the ratio of the unfunded actuarial accrued liability to the covered payroll was 17.85%.

Under the reporting parameters, the City's retiree health care plan is 0% funded with an estimated actuarial accrued liability exceeding actuarial assets by \$2,061,263 at October 1, 2016.

Actuarial Methods and Assumptions

The Projected Unit Credit actuarial cost method is used to calculate the GASB ARC for the City's retiree health care plan. Using the plan benefits, the present health care premiums, and a set of actuarial assumptions, the anticipated future payments are projected. The Projected Unit Credit method then provides for a systematic funding for these anticipated payments. The yearly ARC is computed to cover the cost of benefits being earned by covered members, as well as to amortize a portion of the unfunded accrued liability.

Projections of health benefits are based on the plan as understood by the City and include the types of benefits in force at the valuation date and the pattern of sharing benefits costs between the City and the City's employees to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status and the annual required contributions of the City's retiree health care plan are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress presented as required supplementary information provides multi-year trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

For the actuarial valuation dated October 1, 2016, the projected unit cost method was used. The actuarial assumptions include the following:

Actuarial Method: Projected Unit Cost Method.

Accumulated Post-Retirement Benefit Obligation: The Actuarial Present Value of Benefits allocated to all periods prior to the valuation year.

Discount Rate: 4.00% (1.00% real rate of return plus 3.00% inflation).

Health Care Cost Trend - 7.50% for FY 2015 grading to 4.50% for FY 2021 and later.

Turnover rates varying by age, gender and service. Retirement rates vary by age, with an average retirement age of 61. Data assumptions for 100% of all retirees who currently have healthcare coverage will continue with individual only coverage upon retirement.

The City has used GASB accounting methodology to determine the postretirement medical benefit obligations, with amortization costs for the initial unfunded actuarial accrued liability is a level period for 30 years.

Average Per Capita Claim Cost:

| Age | Health Care |
|-----|-------------|
| 50 | \$ 9,084 |
| 51 | 9,498 |
| 52 | 9,931 |
| 53 | 10,385 |
| 54 | 10,860 |
| 55 | 11,358 |
| 56 | 11,879 |
| 57 | 12,425 |
| 58 | 12,997 |
| 59 | 13,597 |
| 60 | 14,224 |
| 61 | 14,882 |
| 62 | 15,571 |
| 63 | 16,292 |
| 64 | 17,048 |

AD VALOREM TAX PROCEDURES

Property Tax Code and Countywide Appraisal District

Title I, Texas Tax Code, as amended (the "Property Tax Code"), provides for countywide appraisal and equalization of taxable property values and establishes in each county of the State an appraisal district and an appraisal review board responsible for appraising property for all taxable units within the county. The Ellis County Appraisal District (the "Appraisal District") is responsible for appraising property within the City, generally, as of January 1 of each year. Excluding agricultural and open-space land, which may be taxed on the basis of productive capacity, the Appraisal District is required under the Property Tax Code to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from applying any assessment ratios. In determining market value of property, different methods of appraisal may be used, including the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and the method considered most appropriate by the chief appraiser is to be used. State law further limits the appraised value of a residence homestead for a tax year to an amount not to exceed the lesser of (1) the market value of the property for the most recent tax year that the market value was determined by the appraisal office, or (2) the sum of (a) 10% of the property's appraised value for the preceding tax year, plus (b) the property's appraised value for the preceding tax year, plus (c) the market value of all new improvements to the property. The appraisal values set by the Appraisal District are subject to review and change by the Appraisal Review Board (the "Appraisal Review Board") consisting of five members, which are appointed by the Board of Directors of the Appraisal District. Such appraisal rolls, as approved by the Appraisal Review Board, are used by the City in establishing its tax roll and tax rate. The Appraisal District is required to review the value of property within the Appraisal District at least every three years. The City may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the City by petition filed with the Appraisal Review Board.

The Property Tax Code establishes a procedure for notice to property owners of reappraisals reflecting increased property value, appraisals which are higher than renditions and appraisals of property not previously on an appraisal roll. Article VIII, Section 21 of the Texas Constitution provides that, subject to any exception prescribed by general law, the total amount of property taxes imposed by a political subdivision in any year may not exceed the total amount of property taxes imposed in the preceding year unless a notice of intent to consider an increase in taxes is given and two public hearings on the proposed increase are held before the total taxes are increased. See "AD VALOREM TAX PROCEDURES - Effective Tax Rate and Rollback Tax Rate", herein.

Property Subject to Taxation by the Issuer

Reference is made to the Property Tax Code for identification of property subject to taxation; property exempt or which may be exempted from taxation, if claimed; the appraisal of property for ad valorem taxation purposes; and the procedures and limitations applicable to the levy and collection of ad valorem taxes.

Article VIII of the State Constitution ("Article VIII") and State law provide for certain exemptions from property taxes, the valuation of agricultural and open-space lands at productivity value, and the exemption of certain personal property from ad valorem taxation.

Residence Homestead Exemptions: Under Section 1-b, Article VIII, and State law, the governing body of a political subdivision, at its option, may grant an exemption of not less than \$3,000 of the market value of the residence homestead of person 65 years of age or older and the disabled from all ad valorem taxes thereafter levied by the political subdivision. Once authorized, such exemption may be increased or decreased in amount, or repealed altogether, either (i) by the governing body of the political subdivision, or (ii) by a favorable vote of a majority of the qualified voters at an election called by the governing body of the political subdivision, which election must be called upon receipt of a petition signed by at least 20% of the number of qualified voters who voted in the preceding election of the political subdivision. In the case of a decrease, the amount of the exemption may not be reduced to less than \$3,000 of the market value.

The surviving spouse of an individual who qualifies for the foregoing exemption for the residence homestead of a person 65 or older (but not the disabled) is entitled to an exemption for the same property in an amount equal to that of the exemption for which the deceased spouse qualified if (i) the deceased spouse died in a year in which the deceased spouse qualified for the exemption; (ii) the surviving spouse was at least 55 years of age when the deceased spouse died; and (iii) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse.

In addition to any other exemptions provided by the Property Tax Code, the governing body of a political subdivision may, at its option, grant an exemption of up to 20% of the market value of residence homesteads, with a minimum exemption of \$5,000.

In the case of residence homestead exemptions granted under Section 1-b, Article VIII, ad valorem taxes may continue to be levied against the value of homesteads exempted where ad valorem taxes have previously been pledged for the payment of debt if cessation of the levy would impair the obligation of the contract by which the debt was created.

Homestead Tax Limitation: Under Article VIII and State law, the governing body of a county, municipality or junior college district may provide for a freeze on total amount of ad valorem levied on the residence homestead of a disabled person or persons 65 years of age or older above the amount of tax imposed in the year such residence qualified for such exemption. Also, upon receipt of a petition signed by five percent of the registered voters of the county, municipality or junior college district, an election must be held to determine by majority vote whether to establish such a limitation on taxes paid on residence homesteads of persons 65 years of age or who are disabled. Upon providing for such exemption, the total amount of taxes imposed on such homestead cannot be increased except for improvements (other than repairs or improvements required to comply with governmental requirements) and such freeze is transferable to a different residence homestead and to the surviving spouse living in such homestead if (1) the deceased spouse died in a year in which the deceased spouse qualified for the exemption, (2) the surviving spouse was 55 or older when the deceased spouse died and (3) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse. If improvements (other than repairs or improvements required to comply with governmental requirements) are made to the property, the value of the improvements is taxed at the then current tax rate, and the total amount of taxes imposed is increased to reflect the new improvements with the new amount of taxes then serving as the ceiling on taxes for the following year. Once established such freeze cannot be repealed or rescinded.

Disabled/Deceased Veterans Exemption: State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from \$5,000 to a maximum of \$12,000; provided, however, that beginning in the 2009 tax year, a disabled veteran who receives from the United States Department of Veterans Affairs, or its successor, 100 percent disability compensation due to a service-connected disability and a rating of 100 percent disabled or of individual unemployability is entitled to an exemption from taxation of the total appraised value of the veteran's residence homestead. In addition, effective January 1, 2012, and subject to certain conditions, surviving spouses of a deceased veteran who had received a disability rating of 100% will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries.

Effective January 1, 2016, the surviving spouse of a deceased veteran who qualified for such an exemption when the disabled veteran died, or the surviving spouse of a disabled veteran who would have qualified for such exemption if such exemption had been in effect on the date the disabled veteran died, is entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries.

Effective January 1, 2018, a partially disabled veteran or the surviving spouse of a partially disabled veteran, if such spouse has not remarried since the death of the disabled veteran and the property was the residence homestead of the surviving spouse when the disabled veteran died and remains the residence homestead of the surviving spouse, is entitled to an exemption equal to the percentage of the veteran's disability. If the residence was donated to the disabled veteran by a charitable organization at no cost to the disabled veteran, or at some cost to the disabled veteran in the form of a cash payment, a mortgage, or both in an aggregate amount that is not more than 50% of the good faith estimate of the market value of the residence homestead made by the charitable organization as of the date the donation is made. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

The surviving spouse of a member of the armed forces who is killed in action is entitled to a property tax exemption for all or a part of the market value of such surviving spouse's residence homestead, if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

Effective January 1, 2018 the surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to a property tax exemption for all or part of the market value of such surviving spouse's residence homestead, if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of the death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

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

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

Freeport Exemption: Article VIII, Section 1-j, provides for “freeport property” to be exempted from ad valorem taxation. Freeport property is defined as goods detained in Texas for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Decisions to continue to tax may be reversed in the future; decisions to exempt freeport property are not subject to reversal.

Goods in Transit: Article VIII, Section 1-n of the Texas Constitution provides for an exemption from taxation of “goods-in-transit”, which are defined as (i) personal property acquired or imported into the State and transported to another location inside or outside the State, (ii) stored under a contract for bailment in public warehouses not in any way owned or controlled by the owner of the stored goods, and (iii) transported to another location inside or outside the State within 175 days of the date the property was acquired or imported into the State. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and out-board motor, heavy equipment and manufactured housing inventory.

Pursuant to changes enacted during the 2011 Texas Legislative Special Session, all taxing units, including those that have previously taken official action to tax goods-in-transit, may not tax goods-in-transit in the 2012 tax year or thereafter, unless the governing body of the taxing unit holds a public hearing and takes action on or after October 1, 2011, to provide for the taxation of the goods-in-transit. After holding a public hearing, a taxing unit may take official action prior to January 1 of the first tax year in which the governing body proposes to tax goods-in-transit. After taking such official action, the goods-in-transit remain subject to taxation by the taxing unit until the governing body of the taxing units rescinds or repeals its previous action to tax goods-in-transit. If, however, a taxing unit took official action prior to October 1, 2011 to tax goods-in-transit and pledged the taxes imposed on the goods-in-transit for the payment of a debt, taxes may continue to be imposed on goods-in-transit until the debt is discharged, if cessation of the imposition of the tax would impair the obligations of the contract by which the debt was created.

Historical Structures and Archeological Sites: The governing body of a taxing unit may exempt from taxation part or all of the assessed value of a structure or archeological site and the land necessary for access to and use of the structure or site, if the structure or site is designated as a recorded Texas Historic Landmark or a state archeological landmark by the Texas Historical Commission or is designated as a historically or archeologically significant site in need of tax relief to encourage its preservation by the governing body of the taxing unit.

Community Housing Development Organizations: The Property Tax Code provides that a Community Housing Development Organization (a “CHDO”) is entitled to an exemption from taxation of improved or unimproved real property under certain circumstances. A CHDO which applies for an exemption on or after January 1, 2004 is entitled to exemption from taxation of 60 percent of the appraised value of improved or unimproved real property it owns if it has for at least the preceding three years (i) been exempt from federal income taxation under section 501(c)(3) of the Code, (ii) met certain requirements for a charitable organization as delineated in the Property Tax Code, and (iii) had as one of its purposes low-income housing. In addition, for property to be exempt, a CHDO must own the property for the purpose of constructing or rehabilitating a housing project and renting or selling the property to individuals or families who are below a specified income level, to be adjusted annually by cost of living.

For a discussion of how the various exemptions described above are applied by the City, see “CITY APPLICATION OF THE PROPERTY TAX CODE” herein.

Tax Increment Reinvestment Zones and Tax Abatements: The City by action of the City Council, may create one or more tax increment reinvestment zones (“TIRZs”) within the City, and in doing so, other overlapping taxing entities may agree to contribute taxes levied against the “Incremental Value” in the TIRZ to finance or pay for public improvements or projects within the TIRZ to encourage development and redevelopment within the TIRZ. At the time of the creation of the TIRZ, a “base value” for the real property in the TIRZ is established and the difference between any increase in the assessed valuation of taxable real property in the TIRZ in excess of the base value of taxable real property in the TIRZ is known as the “Incremental Value”, and during the existence of the TIRZ, all or a portion (as determined by the City) of the taxes levied by the City against the Incremental Value in the TIRZ are restricted to paying project and financing costs within the TIRZ and are not available for the payment of other obligations of the City.

The City also may enter into tax abatement agreements to encourage economic development. Under the agreements, a property owner agrees to construct certain improvements on its property. The City, in turn, agrees not to levy a tax on all or part of the increased value attributable to the improvements until the expiration of the agreement. The abatement agreement could last for a period of up to 10 years.

The City is also authorized, pursuant to Chapter 380, Texas Local Government Code, as amended (“Chapter 380”), to establish programs to promote state or local economic development and to stimulate business and commercial activity in the City. In accordance with a program established pursuant to Chapter 380, the City may make loans or grants of public funds for economic development; provided, however, that no obligations secured by ad valorem taxes may be issued for such purposes unless approved by the voters of the City. The City may contract with the federal government, the State, another political subdivision, a nonprofit organization or any other entity, including private entities, for the administration of such a program.

Effective Tax Rate and Rollback Tax Rate

Section 26.05 of the Property Tax Code provides that the governing body of a taxing unit is required to adopt its annual tax rate for the unit before the later of September 30 or the 60th day after the date the certified appraisal roll is received by the taxing unit, and a failure to adopt a tax rate by such required date will result in the tax rate for the taxing unit for the tax year to be the lower of the effective tax rate calculated for that tax year or the tax rate adopted by the taxing unit for the preceding tax year. Furthermore, Section 26.05 provides that the City Council may not adopt a tax rate that exceeds the lower of the rollback tax rate or the effective tax rate until two public hearings are held on the proposed tax rate following a notice of such public hearings (including the requirement that notice be posted on the City’s website if the City owns, operates or controls an internet website and public notice be given by television if the City has free access to a television channel) and the City Council has otherwise complied with the legal requirements for the adoption of such tax rate. If the adopted tax rate exceeds the rollback tax rate, the qualified voters of the City by petition may require that an election be held to determine whether or not to reduce the tax rate adopted for the current year to the rollback tax rate.

The tax rate consists of two components: (1) a rate for funding of maintenance and operation expenditures for the next year, and (2) a rate to fund debt service for the next year. Under the Property Tax Code, the City must annually calculate and publicize its “effective tax rate” and “rollback tax rate”.

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

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

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

Levy and Collection of Taxes

The Issuer is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. Property within the City is generally assessed as of January 1 of each year based upon the valuation of property within the City as of the preceding January 1. Business inventory may, at the option of the taxpayer, be assessed as of September 1. Oil and gas reserves are assessed on the basis of a valuation process, which uses pricing information contained in the most recently published Early Release Overview of the Annual Energy Outlook published by the United States Energy Information Administration, as well as appraisal formulas developed by the State Comptroller of Public Accounts. Taxes are due October 1, or when billed, whichever comes later, and become delinquent after January 31 of the following year. The Property Tax Code makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances. Taxpayers 65 years old or older or certain disabled persons are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and final installment due on August 1.

Penalties and Interest

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

| <u>Month</u> | <u>Penalty</u> | <u>Interest</u> | <u>Total</u> |
|---------------------|----------------|-----------------|--------------|
| February | 6% | 1% | 7% |
| March | 7 | 2 | 9 |
| April | 8 | 3 | 11 |
| May | 9 | 4 | 13 |
| June | 10 | 5 | 15 |
| July ^(a) | 12 | 6 | 18 |

^(a) After July, the penalty remains at 12% and interest accrues at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid. A delinquent tax continues to accrue interest as long as the tax remains unpaid, regardless of whether a judgment for the delinquent tax has been rendered. The purpose of imposing such interest penalty is to compensate the taxing unit for revenue lost because of the delinquency. In addition the taxing unit may contract with an attorney for the collection of delinquent taxes and the amount of compensation as set forth in such contract may not provide for a fee not to exceed 20% of the amount of delinquent tax, penalty, and interest collected. Under certain circumstances, taxes, which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed.

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

Tax Rate Limitations

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, annual direct ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limit prescribed by law. Article XI, Section 5, of the Texas Constitution applicable to home-rule cities is applicable to the City, and limits the maximum ad valorem tax rate of the City to \$2.50 per \$100 taxable assessed valuation for all City purposes. Administratively, the Attorney General of the State of Texas will permit allocation of \$1.50 of the \$2.50 maximum tax rate for all general obligation debt, as calculated at the time of issuance and based on 90% tax collection factor.

Issuer's Rights in the Event of Tax Delinquencies

Taxes levied by the Issuer are a personal obligation of the owner of the property as of January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State and each local taxing unit, including the Issuer, having power to tax the property. The Issuer's tax lien is on a parity with tax liens of such other taxing units. A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the Issuer is determined by applicable federal law. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

At any time after taxes on property become delinquent, the Issuer may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the Issuer must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights (a taxpayer may redeem property within two (2) years after the purchaser's deed issued at the foreclosure sale is filed in the City records) or by bankruptcy proceedings which restrict the collection of taxpayer debts. Federal bankruptcy law provides that an automatic stay of actions by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases, post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

CITY APPLICATION OF THE PROPERTY TAX CODE

The City grants an additional local optional exemption of \$70,000 to the market value of the residence homestead of persons 65 years of age or older, but does not grant an additional local optional exemption for the disabled. See Appendix A – Table 1, page A-1 for a listing of the amounts of these exemptions.

The City does not grant an additional exemption of 20% of the market value of residence homesteads, minimum exemption of \$5,000.

The City has not adopted the tax freeze for citizens who are disabled or are 65 years of age or older, which became a local option and subject to local referendum on January 1, 2004 (see "Homestead Tax Limitation" above).

The City does not tax nonbusiness personal property.

The City does not permit split payments and discounts are not allowed.

The City does grant Article VIII, Section 1-j ("freeport property") exemption.

The City does not grant an exemption for "goods-in-transit".

The City does not grant an exemption from taxation for part or all of the assessed value of a structure or archeological site designated as a Texas Historic Landmark, a state archeological landmark, or designated as historically or archeologically significant in need of tax relief.

The City does not grant an exemption from taxation for Community Housing Development Organizations.

Under certain circumstances, and according to Texas law, the City grants exemptions from taxation to disabled veterans, the surviving spouse of a disabled veteran, partially disabled veterans or the surviving spouse of a partially disabled veteran, the surviving spouse of a member of the armed forces killed in action, and the surviving spouse of a first responder killed in the line of duty.

The City has created a TIRZ and has entered into additional tax abatement agreements as more fully explained below. The total aggregate certified amount of property valuation captured by the TIRZ for Tax Year 2018-2019 was \$502,137,783.

The City has entered into tax abatement agreements with the businesses shown below (as well as additional abatement for the TIRZ) and has adopted criteria therefor, which is a prerequisite to the execution of abatement agreements:

| | |
|---------------------|---------------------|
| Applied Natural Gas | Chemtrade |
| Ashgrove | Quick & Tasty Foods |
| Buckley Oil | |

For the 2018-2019 Tax Year, the total aggregate amount of property valuation loss as the result of the City's abatement agreements equals \$40,157,991 and the latest expiration date for any of the agreements is January 2022.

Tax Increment Reinvestment Zone

Midlothian Development Authority / Tax Increment Reinvestment Zone Two (TIRZ): The Midlothian Development Authority (the "Authority"), a not-for-profit local government corporation, was established by the City, under the provisions of Chapter 431, Texas Transportation Code, as amended, and the general laws of the State to aid, assist, and act on behalf of the City in the performance of the City's governmental functions with respect to, and to provide an operating and financing vehicle for, Tax Increment Reinvestment Zone Number Two, City of Midlothian, Texas ("Reinvestment Zone Two"). Reinvestment Zone Two was created by the City pursuant to the provisions of the Tax Increment Financing Act, Chapter 311, Texas Tax Code, as amended (the "TIF Act"), to facilitate the development of the land within the boundaries of Reinvestment Zone Two (the "Reinvestment Zone Two Area"). The Reinvestment Zone Two Area is located entirely within the City and Ellis County, Texas (the "County"). The City, the County and the Midlothian Independent School District ("MISD") each has agreed to deposit to the Tax Increment Fund established for Reinvestment Zone Two a certain percentage of tax collections arising from their respective taxation of the increase, if any, in the appraised value of real property located in Reinvestment Zone Two since January 1, 1998 (the "Tax Increment"). The City, the Authority and Reinvestment Zone Two have entered into a tri-party agreement which sets forth, among other things, the duties and responsibilities of the Authority, the City and Reinvestment Zone Two as they relate to the Reinvestment Zone Two Area and pursuant to which the City and Reinvestment Zone Two have agreed to pay to the Authority on a monthly basis the Tax Increment then available in the Tax Increment Fund (the "Contract Tax Increment").

Reinvestment Zone Two consists of approximately 2,284 acres, of which approximately 250-300 acres are available for development. (See information in the following paragraph regarding current projects within Reinvestment Zone Two.) The property was annexed into the City on August 25, 1998. Reinvestment Zone Two will terminate on the earlier of December 31, 2030, or the date on which the plan for Reinvestment Zone Two has been implemented and all project costs, tax increment bonds, interest on such tax increment bonds and all other obligations payable from the Tax Increment have been paid in full. Reinvestment Zone Two is located in the southwest portion of the City and is bounded on the west by V.V. Jones Road, on the north by U.S. Highway 67 and on the east by Water Works Road. The Burlington Northern and Santa Fe Railroad line lies adjacent to and south of the U.S. Highway 67 right-of-way. Reinvestment Zone Two is primarily surrounded by industrial developments and agricultural land. Gerdau Ameristeel, a major industrial development, is located to the north of Reinvestment Zone Two and a portion of the cement operations of Martin Merietta, a major industrial development, is located within the eastern portion of Reinvestment Zone Two.

The projects in Reinvestment Zone Two currently include the Midlothian Limited Partnership Power Generating Facility on a 58-acre site; a 1,350,000 square-foot warehouse/distribution facility on a 124-acre site for Target Corporation, a vacant retail company; an 800,000 square-foot warehouse/distribution facility on a 60.2-acre site; and a 165,000 square-foot warehouse/distribution facility on a 32.92-acre site for Quick & Tasty Foods, a distributor of specialty and secondary dry and refrigerated food products for sale to retail stores. The corporate headquarters and product distribution facility for Buckley Oil was completed in October 2014. It is on a 12-acre site. A distribution facility for Western Power Sports was also opened in 2015 on a 22-acre site. Applied LNG opened a new Liquefied Natural Gas Production Platform on a 31-acre site in October 2015. There is a new facility comprised of 375.68 acres owned by Sharka LLC to establish a new data center. At the time of this printing no disclosure of opening date has been established due to a non-disclosure agreement.

The Authority currently has outstanding in the aggregate principal amount of \$33,380,000 Tax Increment Contract Revenue Refunding Bonds, Series 2014 and Series 2017 (the "TICR Bonds"), with no plans to issue additional bonds to finance new projects in the near future. The Series 2014 Bonds have a final maturity of November 15, 2029 and the Series 2017 Bonds have a final maturity of November 15, 2026. The Authority may issue bonds to refund the outstanding TICR Bonds to achieve debt service savings should prevailing market conditions be favorable. The TICR Bonds are limited obligations of the Authority payable solely from the Contract Tax Increment and certain other funds on deposit with the Trustee, together with earnings and investment thereon (the "Pledged Revenues"). The TICR Bonds are not payable from any other funds of the Authority other than the Pledged Revenues. **THE TICR BONDS ARE LIMITED OBLIGATIONS SOLELY OF THE AUTHORITY AND ARE NOT OBLIGATIONS**

OF THE CITY AND DO NOT GIVE RISE TO A CHARGE AGAINST THE GENERAL CREDIT OR GENERAL TAXING POWERS OF THE CITY. FURTHERMORE, THE TCR BONDS ARE NOT OBLIGATIONS OF THE COUNTY, MISD OR THE STATE OR ANY ENTITY OTHER THAN THE AUTHORITY. THE AUTHORITY HAS NO TAXING POWER.

ADDITIONAL TAX COLLECTIONS

Municipal Sales Tax Collections

The City has adopted the provisions of Chapter 34 of the Tax Code, as amended, which provides for the maximum levy of a one percent sales tax which may be used by the City for any lawful purpose except that the City may not pledge any of the anticipated sales tax revenue to secure the payment of the Bonds or other indebtedness. Net collections on a fiscal year basis are shown in Table 15 of Appendix A – Financial Information of the Issuer.

Optional Sales Tax

The Tax Code provides certain cities and counties the option of assessing a maximum one-half percent (1/2%) sales tax on retail sales of taxable items for the purpose of reducing its ad valorem taxes, if approved by a majority of the voters in a local option election. If the additional tax is approved and levied, the ad valorem property tax levy must be reduced by the amount of the estimated sales tax revenues to be generated in the current year. Further the Tax Code provides certain cities the option of assessing a maximum one-half percent (1/2%) sales tax on retail sales of taxable items for economic development purposes, if approved by a majority of the voters in a local option election.

At an election held on August 8, 1998, the City's registered voters approved an additional ½ % sales tax to be collected for economic development purposes in accordance with Section 4A, Article 5190.6 of Vernon's Annotated Texas Civil Statutes, as amended ("Article 5190.6"). Section 4A of Article 5190.6 is now codified as Chapter 504, Texas Local Government Code.

At an election held on August 8, 1998, the City's registered voters approved an additional ½ % sales tax to be collected for community development purposes in accordance with Section 4B, Article 5190. Section 4B of Article 5190.6 is now codified as Chapter 505, Texas Local Government Code.

The City has not held an election regarding an additional sales tax for the purpose of reducing its ad valorem taxes.

Corporations acting on behalf of the City have issued sales tax revenue bonds payable from the respective "4A" sales taxes and "4B" sales taxes. The City has no obligation to contribute funds, other than the receipts from the respective 4A and 4B sales taxes to support any debt service payments on such sales tax revenue bonds.

TAX MATTERS

Opinion

On the date of initial delivery of the Bonds, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the Issuer, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds", the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Code. Except as stated above, Bond Counsel to the Issuer will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See Appendix C -- Form of Opinion of Bond Counsel.

In rendering its opinion, Bond Counsel will rely upon (a) certain information and representations of the Issuer, including information and representations contained in the Issuer's federal tax certificate, and (b) covenants of the Issuer contained in the Bond documents relating to certain matters, including arbitrage, and the use of the proceeds of the Bonds and the property financed or refinanced therewith. Failure by the Issuer to observe the aforementioned representations or covenants could cause the interest on the Bonds to become taxable retroactively to the date of issuance of the Bonds.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the Issuer with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the reliance on the aforementioned information, representations and covenants. Bond Counsel's opinion is not a guarantee of a result. Existing Law is subject to change by the Congress and to subsequent judicial and administrative interpretation by the courts and the Department of the Treasury. There can be no assurance that Existing Law or the interpretation thereof will not be changed in a manner which would adversely affect the tax treatment of the purchase, ownership or disposition of the Bonds.

A ruling was not sought from the Internal Revenue Service by the Issuer with respect to the Bonds or the property financed or refinanced with proceeds of the Bonds. No assurances can be given as to whether or not the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an audit is commenced, under current procedures the Internal Revenue Service is likely to treat the Issuer as the taxpayer and the Owner may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

The initial public offering price to be paid for one or more maturities of the Bonds may be less than the principal amount thereof or one or more periods for the payment of interest on the Bonds may not be equal to the accrual period or be in excess of one year (the "Original Issue Discount Bonds"). In such event, the difference between (i) the "stated redemption price at maturity" of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond would constitute original issue discount. The "stated redemption price at maturity" means the sum of all payments to be made on the Bonds less the amount of all periodic interest payments. Periodic interest payments are payments which are made during equal accrual periods (or during any unequal period if it is the initial or final period) and which are made during accrual periods which do not exceed one year.

Under Existing Law, any owner who has purchased an Original Issue Discount Bond in the initial public offering 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 accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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.

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for accrual period 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 (a) 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 (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which 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 the treatment 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.

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Bonds. This discussion is based on Existing Law, which is subject to change or modification, retroactively.

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM RECENTLY ENACTED LEGISLATION OR THE PURCHASE, OWNERSHIP AND DISPOSITION OF TAX-EXEMPT BONDS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Bonds, if such obligation was acquired at a "market discount" and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to "market discount bonds" to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a de minimis amount of market discount is ignored. A "market discount bond" is one which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the "revised issue price" (i.e., the issue price plus accrued original issue discount). The "accrued market discount" is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

Future and Proposed Legislation

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under Federal or state law and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

State, Local and Foreign Taxes

Investors should consult their own tax advisors concerning the tax implications of the purchase, ownership or disposition of the Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Bonds will be sent to each registered owner and to the Internal Revenue Service. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient's federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances and in respect to investors who are not United States persons, certification as to foreign status, and other matters may be required to be provided by partners and beneficiaries thereof.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreement for the benefit of the holders 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 certain specified events, to the Municipal Securities Rulemaking Board (the "MSRB").

Annual Reports

The Issuer will provide certain updated financial information and operating data to the MSRB on an annual basis. The information to be updated includes all quantitative financial information and operating data with respect to the Issuer of the general type included in this Official Statement under Tables numbered 1, 2, 11, 12, 13, 14, 15 and 20 of Appendix A and the information of the general type included in Appendix D. The Issuer will update and provide this information within six months after the end of each fiscal year ending in and after 2018.

The financial information and operating data to be provided may be set forth in full in one or more documents or may be included by specific reference to any document available to the public on the MSRB's Internet Website or filed with the SEC, as permitted by SEC Rule 15c2-12 (the "Rule"). The updated information will include audited financial statements for the Issuer, if the Issuer commissions an audit and it is completed within twelve months after the end of each fiscal year ending in or after 2018. If audited financial statements are not available by the end of the twelve-month period, the Issuer will provide notice to the MSRB that the audited financial statements are not available to be provided by the required time, and will provide unaudited financial information by the required time and audited financial statements when they become available. Any such financial statements will be prepared in accordance with the accounting principles described in the Issuer's annual financial statements, or such other accounting principles as the Issuer may be required to employ from time to time pursuant to state law or regulation.

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

Notice of Certain Events

The City will also provide timely notices of certain events to the MSRB. The City will provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner (but not in excess of ten Business Days after the occurrence of the event): (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) Bond 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, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of 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 trustee or the change of name of a trustee, if material. In addition, the City will provide timely notice of any failure by the City to provide annual financial information in accordance with their agreement described above under "Annual Reports".

For these purposes, any event described in the immediately preceding paragraph (12) 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 United States 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. As used above, the term "Business Day" means a day other than a Saturday, a Sunday, a legal holiday, or a day on which banking institutions in the city where the designated office of the Paying Agent/Registrar is located (currently, its Dallas, Texas office) are authorized by law or executive order to close.

Availability of Information from MSRB

The Issuer has agreed to provide the foregoing information only as described above. 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 Issuer has agreed to update information and to provide notices of specified events only as described above. The Issuer 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 Issuer 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 Issuer disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its agreement or from any statement made pursuant to its agreement, although holders or beneficial owners of Bonds may seek a writ of mandamus to compel the Issuer to comply with its agreement.

The Issuer may amend its agreement 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 Issuer, if the agreement, as amended, would have permitted an underwriter to purchase or sell 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 either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the Issuer (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The Issuer may also repeal or amend its agreement if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but in either case only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule. If the Issuer amends its agreement, it must 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 information and data provided.

Compliance with Prior Agreements

During the past five years, the City has complied in all material respects with its previous continuing disclosure agreements made in accordance with the Rule.

OTHER PERTINENT INFORMATION

Registration and Qualification of Bonds for Sale

The sale of the Bonds has not been registered under the Federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Bonds have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been qualified under the securities acts of any jurisdiction. The Issuer assumes no responsibility for qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

Litigation

In the opinion of the City Attorney, the Issuer is not a party to any litigation or other proceeding pending or to its knowledge, threatened, in any court, agency or other administrative body (either state or federal) which, if decided adversely to the Issuer, would have a material adverse effect on the financial condition of the City.

Future Debt Issuance

The City will issue \$14,080,000 General Obligation Refunding Bonds in early Fall of 2018 for debt service savings.

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 real 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. With respect to investment in the Bonds by municipalities or other political subdivisions or public agencies of the State, the PFA 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 PERTINENT 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 fair 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.

No representation is made that the Bonds will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Bonds for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Bonds for such purposes.

Legal Opinions and No-Litigation Certificate

The Issuer will furnish the Purchaser 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 Issuer 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 statutes, regulations, published rulings, and court decisions existing on the date thereof. 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. Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Notice of Sale, the Official Bid Form and the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the 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 has it conducted an investigation of the affairs of the Issuer 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. Though it represents the Financial Advisor and certain entities that may bid on the Bonds from time to time in matters unrelated to the issuance of the Bonds, Bond Counsel has been engaged by and only represents the City in connection with the issuance 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 from the transaction.

Ratings

A municipal bond rating application have been made to S&P Global Ratings, a division of S&P Global Inc. ("S&P"). The Issuer currently has an S&P underlying rating of "AA" on its general obligation debt. An explanation of the significance of such rating may be obtained from the rating agency. An explanation of the significance of such rating may be obtained from the rating agency. A rating by a rating agency reflects only the view of such company at the time the rating is given, and the Issuer makes no representations as to the appropriateness of the rating. There is no assurance that such a rating will continue for any given period of time, or that it will not be revised downward or withdrawn entirely by the rating agency if, in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

Financial Advisor

SAMCO Capital Markets, Inc. is employed as the Financial Advisor to the Issuer in connection with the issuance of the Bonds. In this capacity, the Financial Advisor has compiled certain data relating to the Bonds and has assisted in drafting this Official Statement. The Financial Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the Issuer to determine the accuracy or completeness of this Official Statement. Because of its limited participation, the Financial Advisor assumes no responsibility for the accuracy or completeness of any of the information contained herein. The fees for Financial Advisor are contingent upon the issuance, sale and delivery of the Bonds.

Winning Bidder

On August 14, 2018, it is expected that the Bonds will be awarded to an underwriter or group of underwriters managed by _____ (the "Purchaser") through a competitive bid process, or the City will reject all bids in accordance with the provisions of the Official Notice of Sale. The initial reoffering yields will be supplied to the City by the Purchaser. The initial reoffering yields shown on the final cover page of the Official Statement will produce compensation to the Purchaser of approximately \$_____.

Certification of the Official Statement

At the time of payment for and delivery of the Bonds, the Purchaser will be furnished a certificate executed by the proper officials of the City acting in their official capacity, to the effect that: (a) the descriptions and statements of or pertaining to the City contained in its Official Statement relating to the Bonds, and any addenda, supplement or amendment thereto, on the date of such Official Statement, on the date of the sale of said Bonds, and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading; (c) to the best of their knowledge, insofar as the descriptions and statements, including financial data, of or pertaining to entities, other than the City and its activities, contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City since September 30, 2017, the date of the last audited financial statements of the Issuer, portions of which appear in the Official Statement.

The Ordinance authorized the City Manager to approve the Official Statement, and the Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Bonds, a certified copy of such approval.

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.

Concluding Statement

The financial data and other information contained in this Official Statement 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 ordinances contained in this Official Statement are made subject to all of the provisions of such statutes, documents and ordinances. 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.

This Official Statement was approved by the City Council of the Issuer for distribution in accordance with the provisions of the Rule.

CITY OF MIDLOTHIAN, TEXAS

ATTEST:

City Secretary
City of Midlothian, Texas

Mayor
City of Midlothian, Texas

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APPENDIX A

FINANCIAL INFORMATION OF THE ISSUER

(This appendix contains quantitative financial information and operating data with respect to the Issuer. The information is only a partial representation and does not purport to be complete. For further and more complete information, reference should be made to the original documents, which can be obtained from various sources, as noted.)

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FINANCIAL INFORMATION OF THE ISSUER

ASSESSED VALUATION

TABLE 1

| | | |
|--------------------------------------------------------------------------|----------------|-------------------------|
| 2018-2019 Actual Market Value of Taxable Property | | \$ 4,556,344,807 |
| Less Exemptions / Losses: | | |
| Local Optional Homestead | \$ 119,351,296 | |
| Disabled and Deceased Veterans' | 2,572,000 | |
| Disabled Veterans Homestead | 35,804,006 | |
| Agricultural Productivity Loss | 143,382,607 | |
| Abatements | 40,157,591 | |
| Freeport | 62,343,551 | |
| 10% Value Cap Loss | 32,089,912 | |
| Pollution Control | 168,753,936 | |
| Other | 67,320 | |
| Totally Exempt Property | 257,010,398 | <u>\$ 861,532,617</u> |
| 2018-2019 Net Taxable Assessed Valuation (Including TIRZ Valuation) | | \$ 3,694,812,190 |
| Certified Value Captured by the Tax Increment Reinvestment Zone ("TIRZ") | | <u>502,137,783</u> |
| 2018-2019 Net Taxable Assessed Valuation (Excluding TIRZ Captured Value) | | <u>\$ 3,192,674,407</u> |

Source: Ellis County Appraisal District

GENERAL OBLIGATION BONDED DEBT PRINCIPAL

TABLE 2

General Obligation Debt Principal Outstanding (As of September 30, 2017):

| | |
|-----------------------------------------------------------------------------------------------------------------|----------------------|
| Comb. Unlimited Tax & Rev. Refunding Bonds, Series 2000 ^(c) (assumed Water Dist Debt) ^(a) | \$ 4,549,922 |
| General Obligation Refunding Bonds, Series 2006 (assumed Water District debt) ^{(a) (c)} | 4,705,000 |
| General Obligation Refunding Bonds, Series 2010 | 2,475,000 |
| Tax Notes, Series 2012 | 285,000 |
| General Obligation Refunding Bonds, Series 2012 | 4,110,000 |
| General Obligation Bonds, Series 2013 | 6,165,000 |
| General Obligation Refunding Bonds, Series 2014 ^(c) | 12,070,000 |
| Combination Tax and Revenue Refunding Bonds, Series 2014 | 3,060,000 |
| Combination Tax and Revenue Certificates of Obligation, Series 2014 | 2,275,000 |
| General Obligation Bonds, Series 2015 | 9,090,000 |
| General Obligation Refunding bonds, Series 2016 | 7,565,000 |
| General Obligation Refunding Bonds, Series 2017 | 5,350,000 |
| Total Gross General Obligation Debt Principal Outstanding: | \$ 61,699,922 |

Current Issue General Obligation Debt Principal

| | |
|---------------------------------------------------------------------------------------------------------|------------------------|
| General Obligation Bonds, Series 2018 (the "Bonds") | \$ 19,020,000 * |
| Total Gross General Obligation Debt Principal Outstanding (Following the Issuance of the Bonds): | \$ 80,719,922 * |

Less: Self-Supporting General Obligation Debt Principal

| | |
|-------------------------------------------------------------------------------------------------------------|---------------------|
| General Obligation Refunding Bonds, Series 2010 (12.57% MDA) (6.30% UF) | 467,033 |
| General Obligation Refunding Bonds, Series 2012 (38.32% UF) | 1,575,000 |
| General Obligation Refunding Bonds, Series 2014 (31.86% UF) | 3,845,000 |
| Combination Tax and Revenue Refunding Bonds, Series 2014 (the "Bonds") (100% Lease Revenues) ^(b) | 3,060,000 |
| General Obligation Refunding Bonds, Series 2016 (5.02% UF) (the "Bonds") | 380,000 |
| Total Self-Supporting General Obligation Debt Principal | \$ 9,327,033 |

| | |
|---------------------------------------------------------------------------------------------------|------------------------|
| Total Net General Obligation Debt Outstanding (Following the issuance of the Obligations): | \$ 71,392,890 * |
|---------------------------------------------------------------------------------------------------|------------------------|

| | |
|---------------------------------------------------------------------------------------------------|------------------|
| General Obligation Interest and Sinking Fund Balance as of May 31, 2018 (Unaudited) | 7,461,953 |
| Ratio of Gross General Obligation Debt Principal to 2018-19 Net Taxable Assessed Valuation | 2.18% * |
| Ratio of Net General Obligation Debt Principal to 2018-19 Net Taxable Assessed Valuation | 1.93% * |
| 2018-2019 Net Taxable Assessed Valuation (Excluding Value Captured by the TIRZ) | \$ 3,694,812,190 |

| | |
|--------------------------------------------------------------------------------|-----------------------|
| Population: 1980 - 3,219; 1990 - 5,141; 2000 - 7,480; 2010 - 18,037: Current - | 31,225 ^(c) |
| Per Capita 2018-19 Net Taxable Assessed Valuation - | \$118,329 |
| Per Capita Gross General Obligation Debt Principal - | \$2,585 * |
| Per Capita Net General Obligation Debt Principal - | \$2,286 * |

Note: All Capital Appreciation Bonds are included at original principal amount.

^(a) Effective November 2004, the City of Midlothian agreed to the dissolution of the Midlothian Water District (the "Water District") and the assumption of the Water District's bonded indebtedness. Effective October 1, 2005, the City levied an additional I&S tax rate of \$0.194156 to service these bonds, which is the same tax rate that was being levied by the District.

^(b) Debt service is being paid from lease revenues received under an agreement with Navarro College District.

^(c) Estimate.

* Preliminary; subject to change.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

TABLE 3

| Fiscal Year 30-Sep | Current Total Debt Service ^(a) | The Bonds | | | Combined Debt Service ^{(a)*} | Less: Debt Service Paid from Other Sources ^(b) | Net General Obligation Debt Service ^{(c)*} |
|-----------------------|----------------------------------------------|-------------------------|------------------------|-------------------------|------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------|
| | | Principal* | Interest* | Total* | | | |
| 2018 | \$ 11,410,727.08 | \$ - | \$ - | \$ - | \$ 11,410,727.08 | \$ 2,069,297.00 | \$ 9,341,430.08 |
| 2019 | 9,914,373.75 | 2,900,000.00 | 499,531.25 | 3,399,531.25 | 13,313,905.00 | 2,083,784.00 | 11,230,121.00 |
| 2020 | 9,247,525.00 | 2,250,000.00 | 468,593.75 | 2,718,593.75 | 11,966,118.75 | 2,004,555.00 | 9,961,563.75 |
| 2021 | 8,732,817.37 | 2,750,000.00 | 390,468.75 | 3,140,468.75 | 11,873,286.12 | 1,934,862.00 | 9,938,424.12 |
| 2022 | 7,545,087.50 | 2,000,000.00 | 316,250.00 | 2,316,250.00 | 9,861,337.50 | 1,300,713.00 | 8,560,624.50 |
| 2023 | 7,553,966.90 | 445,000.00 | 278,046.88 | 723,046.88 | 8,277,013.78 | 1,293,038.00 | 6,983,975.78 |
| 2024 | 7,260,748.39 | 460,000.00 | 263,906.26 | 723,906.26 | 7,984,654.65 | 1,005,038.00 | 6,979,616.65 |
| 2025 | 6,656,129.63 | 475,000.00 | 249,296.88 | 724,296.88 | 7,380,426.51 | 1,019,137.00 | 6,361,289.51 |
| 2026 | 4,776,518.75 | 490,000.00 | 234,218.75 | 724,218.75 | 5,500,737.50 | 1,007,137.00 | 4,493,600.50 |
| 2027 | 2,760,575.00 | 505,000.00 | 218,671.88 | 723,671.88 | 3,484,246.88 | 1,013,950.00 | 2,470,296.88 |
| 2028 | 2,173,912.50 | 520,000.00 | 202,656.26 | 722,656.26 | 2,896,568.76 | 1,011,338.00 | 1,885,230.76 |
| 2029 | 2,184,775.00 | 540,000.00 | 186,093.76 | 726,093.76 | 2,910,868.76 | 1,022,100.00 | 1,888,768.76 |
| 2030 | 1,446,775.00 | 555,000.00 | 168,984.38 | 723,984.38 | 2,170,759.38 | 285,794.00 | 1,884,965.38 |
| 2031 | 1,449,831.25 | 575,000.00 | 151,328.13 | 726,328.13 | 2,176,159.38 | 282,669.00 | 1,893,490.38 |
| 2032 | 1,445,762.50 | 590,000.00 | 133,125.01 | 723,125.01 | 2,168,887.51 | 284,063.00 | 1,884,824.51 |
| 2033 | 1,440,237.50 | 610,000.00 | 114,375.01 | 724,375.01 | 2,164,612.51 | 279,788.00 | 1,884,824.51 |
| 2034 | 664,350.00 | 630,000.00 | 95,000.01 | 725,000.01 | 1,389,350.01 | - | 1,389,350.01 |
| 2035 | - | 650,000.00 | 75,000.01 | 725,000.01 | 725,000.01 | - | 725,000.01 |
| 2036 | - | 670,000.00 | 54,375.01 | 724,375.01 | 724,375.01 | - | 724,375.01 |
| 2037 | - | 690,000.00 | 33,125.01 | 723,125.01 | 723,125.01 | - | 723,125.01 |
| 2038 | - | 715,000.00 | 11,171.88 | 726,171.88 | 726,171.88 | - | 726,171.88 |
| | <u>\$ 86,664,113.12</u> | <u>\$ 19,020,000.00</u> | <u>\$ 4,144,218.87</u> | <u>\$ 23,164,218.87</u> | <u>\$ 109,828,331.99</u> | <u>\$ 17,897,263.00</u> | <u>\$ 91,931,068.99</u> |

^(a) Includes general obligation self-supporting debt and unlimited tax debt.

^(b) Includes debt being paid from water and sewer system revenue, ad valorem taxes recaptured from the TIRZ and Navarro College lease revenues. See footnotes to Table 2, page A-2 for more detailed information.

^(c) Excludes debt service paid from sources other than City taxes.

* Preliminary; subject to change.

TAX ADEQUACY (Includes Self-Supporting Debt)

TABLE 4

| | |
|-------------------------------------------------------------------------|------------------|
| 2018-2019 Net Taxable Assess Valuation After TIRZ Adjustment | \$ 3,694,812,190 |
| Maximum Annual Debt Service Requirements (Fiscal Year Ending 9-30-19*) | \$ 13,313,905 * |
| Indicated Maximum Interest and Sinking Fund Tax Rate at 98% Collections | \$ 0.36769 * |

Note: Above computation is exclusive of investment earnings, delinquent tax collections and penalties and interest on delinquent collections.

* Preliminary; subject to change.

TAX ADEQUACY (Excludes Self-Supporting Debt)

TABLE 5

| | |
|-------------------------------------------------------------------------|------------------|
| 2018-2019 Net Taxable Assess Valuation After TIRZ Adjustment | \$ 3,694,812,190 |
| Maximum Annual Debt Service Requirements (Fiscal Year Ending 9-30-19*) | \$ 11,230,121 * |
| Indicated Maximum Interest and Sinking Fund Tax Rate at 98% Collections | \$ 0.31015 * |

Note: Above computation is exclusive of investment earnings, delinquent tax collections and penalties and interest on delinquent collections.

* Preliminary; subject to change.

| Fiscal Year Ending 9/30 | Principal Repayment Schedule | | | Bonds Unpaid at End of Year | Percent of Principal Retired (%) |
|----------------------------|------------------------------|----------------------|----------------------|-----------------------------------|----------------------------------------|
| | Outstanding | The | Total | | |
| | Principal ^(a) * | Bonds* | | | |
| 2018 | \$ 9,725,000 | \$ - | \$ 9,725,000 | \$ 73,124,922 | 11.74% |
| 2019 | 8,460,000 | 2,900,000 | 11,360,000 | 61,764,922 | 25.45% |
| 2020 | 6,273,125 | 2,250,000 | 8,523,125 | 53,241,797 | 35.74% |
| 2021 | 5,864,736 | 2,750,000 | 8,614,736 | 44,627,061 | 46.14% |
| 2022 | 4,787,297 | 2,000,000 | 6,787,297 | 37,839,764 | 54.33% |
| 2023 | 4,869,736 | 445,000 | 5,314,736 | 32,525,028 | 60.74% |
| 2024 | 4,677,006 | 460,000 | 5,137,006 | 27,388,022 | 66.94% |
| 2025 | 4,166,432 | 475,000 | 4,641,432 | 22,746,590 | 72.54% |
| 2026 | 2,776,590 | 490,000 | 3,266,590 | 19,480,000 | 76.49% |
| 2027 | 2,415,000 | 505,000 | 2,920,000 | 16,560,000 | 80.01% |
| 2028 | 1,890,000 | 520,000 | 2,410,000 | 14,150,000 | 82.92% |
| 2029 | 1,955,000 | 540,000 | 2,495,000 | 11,655,000 | 85.93% |
| 2030 | 1,275,000 | 555,000 | 1,830,000 | 9,825,000 | 88.14% |
| 2031 | 1,315,000 | 575,000 | 1,890,000 | 7,935,000 | 90.42% |
| 2032 | 1,350,000 | 590,000 | 1,940,000 | 5,995,000 | 92.76% |
| 2033 | 1,385,000 | 610,000 | 1,995,000 | 4,000,000 | 95.17% |
| 2034 | 645,000 | 630,000 | 1,275,000 | 2,725,000 | 96.71% |
| 2035 | - | 650,000 | 650,000 | 2,075,000 | 97.50% |
| 2036 | - | 670,000 | 670,000 | 1,405,000 | 98.30% |
| 2037 | - | 690,000 | 690,000 | 715,000 | 99.14% |
| 2038 | - | 715,000 | 715,000 | 0 | 100.00% |
| | <u>\$ 63,829,922</u> | <u>\$ 19,020,000</u> | <u>\$ 82,849,922</u> | | |

^(a) Includes self-supporting debt principal.

* Preliminary; subject to change.

OTHER OBLIGATIONS - CAPITAL LEASES

TABLE 7

The City has entered into capital lease agreements. The leased property under capital leases is classified as machinery and equipment with a net carrying value of approximately \$29,559 for governmental activities. Amortization expense has been included in depreciation expense for the year ended September 30, 2017.

The following is a schedule of future minimum payments under the capital lease together with the present value of the net minimum lease payments as of September 30, 2017:

| Year Ending September 30, | Governmental Activities |
|------------------------------------------------|----------------------------|
| 2018 | \$ 30,556 |
| Total Minimum Lease Payments | \$ 30,556 |
| Less: Amount Representing Interest | (997) |
| Present Value of Future Minimum Lease Payments | \$ 29,559 |

INTEREST AND SINKING FUND MANAGEMENT INDEX

TABLE 8

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| Interest and Sinking Fund Balance, Fiscal Year Ended September 30, 2017 | \$ 902,709 |
| FY 2017 Interest and Sinking Fund Tax Levy of \$0.340371 at 99% Collections Produces (Calculation is based on Net Taxable Assessed Valuation before exclusion of TIRZ Value.) | 12,450,309 |
| Total Available for Debt Service | <u>\$ 13,353,018</u> ^(a) |
| Less: Net General Obligation Debt Service Requirements, Fiscal Year Ending 9-30-18 | <u>9,341,430</u> ^{(b)*} |
| Estimated Interest & Sinking Fund Balance at Fiscal Year Ending 9-30-18 | <u>\$ 4,011,587</u> ^(c) |

^(a) Calculated using Net Taxable Assessed Valuation, excluding value captured by the TIRZ.

^(b) Excludes self-supporting general obligation debt paid from sources other than taxes

^(c) Does not include delinquent tax collections, penalties and interest on delinquent tax collections or investment

* Preliminary; subject to change.

TAXABLE ASSESSED VALUATION HISTORY

TABLE 9

| <u>Year</u> | <u>Net Taxable Assessed Valuation^(a)</u> | <u>Change From Preceding Year</u> | |
|-------------|-----------------------------------------------------|-----------------------------------|----------------|
| | | <u>Amount (\$)</u> | <u>Percent</u> |
| 2008-09 | \$ 2,063,856,375 | \$ 142,564,509 | 7.42% |
| 2009-10 | 2,122,200,197 | 58,343,822 | 2.83% |
| 2010-11 | 2,028,299,309 | (93,900,888) | (4.42%) |
| 2011-12 | 1,955,669,097 | (72,630,212) | (3.58%) |
| 2012-13 | 2,013,954,034 | 58,284,937 | 2.98% |
| 2013-14 | 2,101,220,583 | 87,266,549 | 4.33% |
| 2014-15 | 2,222,831,269 | 121,610,686 | 5.79% |
| 2015-16 | 2,509,554,503 | 286,723,234 | 12.90% |
| 2016-17 | 2,733,484,411 | 223,929,908 | 11.43% |
| 2017-18 | 3,024,514,485 | 291,030,074 | 8.19% |
| 2018-19 | 3,694,812,190 | 670,297,705 | 9.62% |

^(a) Includes value captured by the TIRZ. See Table 12 for assessed valuation after deducting value losses to the TIRZ.
Sources: Issuer's 2017 Comprehensive Annual financial Report and Ellis Central Appraisal District.

FUND BALANCES

TABLE 10

| | <u>As of 9-30-17</u> | <u>As of 5-31-18 (Unaudited)</u> |
|-----------------------------------------------------------|----------------------|----------------------------------|
| General Fund | \$ 17,155,717 | \$ 19,925,672 |
| General Obligation Debt Service Fund | 660,177 | 7,461,953 |
| Special Revenue Fund | 797,865 | 1,057,097 |
| Capital Projects Fund (General Fund) | 10,614,748 | 7,451,221 |
| Capital Projects Fund (Utilities) | - | - |
| Revenue Bond Debt Service Fund | 584,413 | 2,252,643 |
| Revenue Bond Reserve Fund | 1,663,912 | 1,674,381 |
| Water and Sewer Operating Fund (Cash and Investment Only) | 17,779,785 | 19,497,924 |
| Utility Capital Recovery Fund (Impact Fees) | 8,081,142 | 9,412,013 |
| Total | \$ 57,337,759 | \$ 68,732,904 |

MUNICIPAL SALES TAX COLLECTIONS

TABLE 11

The table below shows total sales tax collections for the City of Midlothian. On August 8, 1998 the City approved additional sales tax of 1% (1/2% sales tax for economic and community development under each of Chapter 504 and Chapter 505 of the Texas Local Government Code). Collection of the additional sales tax began January 1, 1999.

| <u>Fiscal Year</u> | <u>Total Collections</u> | <u>1% City Tax Collections</u> | <u>Tax Levy</u> | <u>Percent of Ad Valorem Tax Levy</u> | <u>Equivalent Ad Valorem Tax Rate</u> |
|---------------------|--------------------------|--------------------------------|-----------------|---------------------------------------|---------------------------------------|
| 2008 | 3,617,442 | 1,808,721 | 12,548,917 | 14.41% | 0.09 |
| 2009 | 3,638,012 | 1,819,006 | 13,251,643 | 13.73% | 0.09 |
| 2010 | 3,588,102 | 1,794,051 | 13,725,168 | 13.07% | 0.08 |
| 2011 | 4,011,447 | 2,005,723 | 13,214,950 | 15.18% | 0.10 |
| 2012 | 4,360,961 | 2,180,480 | 12,683,522 | 17.19% | 0.11 |
| 2013 | 5,008,081 | 2,504,040 | 13,125,732 | 19.08% | 0.12 |
| 2014 | 6,263,719 | 3,131,859 | 13,865,613 | 22.59% | 0.15 |
| 2015 | 6,417,556 | 3,208,778 | 15,770,800 | 20.35% | 0.14 |
| 2016 | 6,857,852 | 3,428,926 | 17,778,047 | 19.29% | 0.14 |
| 2017 | 7,538,793 | 3,769,397 | 19,295,849 | 19.53% | 0.14 |
| 2018 ^(a) | 4,700,578 | 2,350,289 | 21,420,942 | 10.97% | 0.08 |

(a) Current Fiscal Year collections are for 7 months only.

Source: Texas Comptroller of Public Accounts website

Note: The Comptroller's website figures list sales tax revenues in the month they are delivered to the City, which is two months after they are generated/collected.

CLASSIFICATION OF ASSESSED VALUATION

TABLE 12

| Category | 2018-2019 | % of Total | 2017-2018 | % of Total | 2016-2017 | % of Total | 2015-2016 | % of Total | 2014-2015 | % of Total |
|-------------------------------------------------------------|-------------------------|----------------|-------------------------|----------------|-------------------------|----------------|-------------------------|----------------|-------------------------|----------------|
| Real, Residential, Single-Family | \$ 2,169,974,487 | 47.63% | \$ 1,496,074,768 | 39.89% | \$ 1,255,995,034 | 36.22% | \$ 1,073,772,841 | 33.49% | \$ 947,091,877 | 33.41% |
| Real, Residential, Multi-Family | 87,137,565 | 1.91% | 62,807,223 | 1.67% | 54,946,220 | 1.58% | 53,220,647 | 1.66% | 46,488,113 | 1.64% |
| Real, Vacant Lots/Tracts | 45,583,530 | 1.00% | 55,825,470 | 1.49% | 38,333,990 | 1.11% | 37,994,235 | 1.18% | 38,409,466 | 1.36% |
| Real Acreage (Land Only) | 147,028,654 | 3.23% | 146,009,189 | 3.89% | 126,457,063 | 3.65% | 121,932,783 | 3.80% | 110,586,430 | 3.90% |
| Farm & Ranch Improvements | 80,937,768 | 1.78% | 64,236,862 | 1.71% | 52,408,893 | 1.51% | 49,462,369 | 1.54% | 40,080,777 | 1.41% |
| Real, Commercial | 289,330,806 | 6.35% | 250,203,498 | 6.67% | 247,565,137 | 7.14% | 225,930,880 | 7.05% | 201,276,714 | 7.10% |
| Real, Industrial | 830,005,100 | 18.22% | 783,522,056 | 20.89% | 819,873,876 | 23.64% | 861,638,067 | 26.87% | 776,706,971 | 27.40% |
| Oil and Gas | 1,336,176 | 0.03% | 1,213,541 | 0.03% | 1,312,178 | 0.04% | 1,154,982 | 0.04% | 1,352,390 | 0.05% |
| Real & Tangible, Personal Utilities | 39,907,300 | 0.88% | 38,269,387 | 1.02% | 36,619,478 | 1.06% | 34,354,585 | 1.07% | 31,938,561 | 1.13% |
| Tangible Personal, Commercial | 226,283,349 | 4.97% | 205,595,581 | 5.48% | 189,103,587 | 5.45% | 152,654,304 | 4.76% | 127,722,014 | 4.51% |
| Tangible Personal, Industrial | 277,290,135 | 6.09% | 328,889,390 | 8.77% | 350,824,620 | 10.12% | 328,202,000 | 10.24% | 301,484,050 | 10.64% |
| Tangible Personal, Mobil Homes | 2,499,970 | 0.05% | 2,504,740 | 0.07% | 2,504,350 | 0.07% | 2,516,190 | 0.08% | 2,417,180 | 0.09% |
| Real Property, Inventory / Other | 102,019,569 | 2.24% | 77,247,290 | 2.06% | 61,584,740 | 1.78% | 34,877,040 | 1.09% | 21,177,820 | 0.75% |
| Totally Exempt Property | 257,010,398 | 5.64% | 238,562,765 | 6.36% | 230,621,142 | 6.65% | 228,761,399 | 7.13% | 187,717,283 | 6.62% |
| Total Market Value | \$ 4,556,344,807 | 100.00% | \$ 3,750,961,760 | 100.00% | \$ 3,468,150,308 | 100.00% | \$ 3,206,442,322 | 100.00% | \$ 2,834,449,646 | 100.00% |
| Less Exemptions: | | | | | | | | | | |
| Local, Optional Homestead | \$ 119,351,296 | | \$ 89,640,143 | | \$ 81,484,862 | | \$ 77,852,748 | | \$ 70,244,327 | |
| Disabled and Deceased Veterans' | 2,572,000 | | 1,895,500 | | 1,561,500 | | 1,525,000 | | 1,398,500 | |
| Disabled Veterans Homestead | 35,804,006 | | 24,298,701 | | 17,437,011 | | 10,929,666 | | 6,695,670 | |
| Agricultural Productivity Loss | 143,382,607 | | 142,485,445 | | 123,025,114 | | 118,608,726 | | 107,530,792 | |
| Abatements | 40,157,591 | | 35,484,428 | | 38,548,958 | | 41,644,649 | | 45,864,268 | |
| Freeport | 62,343,551 | | 51,498,423 | | 80,481,952 | | 56,388,570 | | 60,752,379 | |
| 10% Value Cap Loss | 32,089,912 | | 13,312,684 | | 15,312,488 | | 1,812,191 | | 2,409,020 | |
| Pollution Control | 168,753,936 | | 129,234,476 | | 146,163,390 | | 159,339,420 | | 128,978,608 | |
| Other | 67,320 | | 34,710 | | 29,480 | | 31,490 | | 33,990 | |
| Totally Exempt Property | 257,010,398 | | 238,562,765 | | 230,621,142 | | 228,755,359 | | 187,710,823 | |
| Total Exemptions | \$ 861,532,617 | | \$ 726,447,275 | | \$ 734,665,897 | | \$ 696,887,819 | | \$ 611,618,377 | |
| Net Taxable Assessed Valuation | \$ 3,694,812,190 | | \$ 3,024,514,485 | | \$ 2,733,484,411 | | \$ 2,509,554,503 | | \$ 2,222,831,269 | |
| Value Captured by Tax Increment | | | | | | | | | | |
| Reinvestment Zone (TIRZ) | \$ 502,137,783 | | \$ 491,064,677 | | \$ 464,436,076 | | \$ 466,666,585 | | \$ 431,581,170 | |
| Net Taxable Assessed Valuation after TIRZ Adjustment | \$ 3,192,674,407 | | \$ 2,533,449,808 | | \$ 2,269,048,335 | | \$ 2,042,887,918 | | \$ 1,791,250,099 | |

Note: Assessed Valuations may change during the year due to various supplements and protests, and valuations on a later date or in other tables of this Official Statement may not match those shown on this table. Figures shown on this table are Certified Valuations.
 Source: Ellis County Appraisal District and the Issuer.

| Name | Type of Property | 2017 Net Taxable Assessed Valuation | % of Total 2017 Assessed Valuation |
|---------------------------------------------------|---------------------------|-------------------------------------|------------------------------------|
| Gerdau Ameristeel | Steel Manufacturer | \$ 156,571,155 | 5.18% |
| Holcim (US) Inc. | Cement Plant | 131,465,471 | 4.35% |
| Martin Marietta (TXI) | Cement Plant | 91,546,335 ^(a) | 3.03% |
| North Texas Cement Co/Ash Grove Tx | Cement Plant | 60,917,645 | 2.01% |
| Target Corporation | Retail Sales Distribution | 56,296,221 ^(b) | 1.86% |
| Midlothian Energy Limited Partnership | Utility | 51,685,922 ^(c) | 1.71% |
| Toys R Us (Giraffe Properties LLC) ^(e) | Retail Sales Distribution | 33,797,662 ^(d) | 1.12% |
| Timber Oaks Holdings, LLC | Real Estate | 20,341,840 | 0.67% |
| Quick N Tasty Foods | Retail Sales Distribution | 18,230,872 | 0.60% |
| Wal Mart Real Estate | Retail Sales Distribution | 14,366,260 | 0.47% |
| Total | | \$ 635,219,383 | 21.00% |

Based on a **2017-2018** Net Taxable Assessed of \$ 3,024,514,485 (After TIRZ Adjustment)

^(a) Excludes the portion of the TXI property located in the TIRZ in the amount of \$79,263,344.
^(b) Excludes the portion of the Target property located in the TIRZ in the amount of \$39,639,380.
^(c) Excludes land and improvements for Midlothian ELP in the amount of \$304,566,984. all of which is located within the TIRZ.
^(d) Excludes the portion of the Toys R US plant located in the TIRZ, in the amount of \$24,999,000.
^(e) Toys R Us filed for voluntary Chapter 11 bankruptcy protection on September 18, 2017.
 Source: Issuer

PROPERTY TAX RATES AND COLLECTIONS ^(a)

| Tax Year | Net Taxable Assessed Valuation After TIRZ Adjustment | Total Tax Rate | Tax Levy | % Collections ^(b) | | Fiscal Year Ended |
|----------|------------------------------------------------------|----------------|------------|------------------------------|-----------------------|-------------------|
| | | | | Current | Total | |
| 2008 | \$ 1,645,080,877 | 0.650000 | 13,251,643 | 99.35% | 99.97% | 9/30/2009 |
| 2009 | 1,682,004,693 | 0.650000 | 13,716,728 | 99.19% | 99.93% | 9/30/2010 |
| 2010 | 1,641,078,339 | 0.650000 | 13,186,511 | 99.05% | 99.85% | 9/30/2011 |
| 2011 | 1,579,392,681 | 0.650000 | 12,648,665 | 99.37% | 99.81% | 9/30/2012 |
| 2012 | 1,584,889,520 | 0.650000 | 13,092,434 | 99.27% | 99.80% | 9/30/2013 |
| 2013 | 1,665,101,780 | 0.658244 | 13,833,963 | 99.38% | 99.80% | 9/30/2014 |
| 2014 | 1,791,250,099 | 0.708244 | 15,745,386 | 99.53% | 99.84% | 9/30/2015 |
| 2015 | 2,042,887,918 | 0.708244 | 17,778,047 | 99.74% | 99.80% | 9/30/2016 |
| 2016 | 2,269,048,335 | 0.708244 | 19,376,285 | 99.58% | 99.58% | 9/30/2017 |
| 2017 | 2,533,449,808 | 0.708244 | 21,385,703 | 99.33% ^(c) | 99.82% ^(c) | 9/30/2018 |

^(a) See "AD VALOREM TAX PROCEDURES - Levy and Collection of Taxes" in the body of the Official Statement for a complete discussion of the City's provisions.
^(b) Excludes penalties and interest.
^(c) Current year collections as of May 31, 2018.
 Source: Texas Municipal Report published by the Municipal Advisory Council of Texas, the Ellis Appraisal District, the City's 2017 Comprehensive Annual Financial Report and the Issuer.

TAX RATE DISTRIBUTION

| | 2017-18 | 2016-17 | 2015-16 | 2014-15 | 2013-14 |
|--------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| General Fund | \$0.367873 | \$0.365641 | \$0.354757 | \$0.357561 | \$0.294816 |
| I & S Fund | <u>0.340371</u> | <u>0.342603</u> | <u>0.353487</u> | <u>0.350683</u> | <u>0.363428</u> |
| TOTAL | \$0.708244 | \$0.708244 | \$0.708244 | \$0.708244 | \$0.658244 |

Sources: Texas Municipal Report published by the Municipal Advisory Council of Texas and the Ellis Appraisal District.

DIRECT AND OVERLAPPING DEBT DATA INFORMATION

TABLE 16

(As of May 31, 2018)

| <u>Taxing Body</u> | <u>Gross Debt Principal</u> | <u>% Overlapping</u> | <u>Amount Overlapping</u> |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------|---------------------------------------|
| Ellis County | \$ 36,958,153 | 22.56% | \$ 8,337,759 |
| Midlothian Independent School District | 362,011,480 | 68.31% | 247,290,042 |
| Waxahachie Independent School District | 227,688,180 | 0.94% | 2,140,269 |
| Total Net Overlapping Debt | | | \$ 257,768,070 |
| City of Midlothian | 80,719,922 ^{(a)*} | 100.00% | 80,719,922 ^{(a)*} |
| Total Gross Direct and Overlapping Debt Principal | | | \$ 338,487,993 ^{(a)*} |
| Ratio of Gross Direct and Overlapping Debt to 2018-2019 Net Taxable Assessed Valuation (Excluding TIRZ Captured Value) | | | 9.16% ^{(a)*} |
| Ratio of Gross Direct and Overlapping Debt to 2018-2019 Actual Value | | | 7.43% ^{(a)*} |
| Per Capita Gross Direct and Overlapping Debt | | | \$10,840.29 ^{(a)*} |
| Note: The above figures show Gross General Obligation Debt for the City of Midlothian, Texas | | | |
| The Issuer's Net General Obligation Debt Principal is | | | \$ 71,392,890 ^{(b)*} |
| Calculations on the basis of Net General Obligation Debt would change the above figures as follows: | | | |
| Total Net Direct and Overlapping Debt Principal | | | \$329,160,960 ^{(b)*} |
| Ratio of Net Direct and Overlapping Debt to 2018-2019 Net Taxable Assessed Valuation (Excluding TIRZ Captured Value) | | | 8.91% ^{(b)*} |
| Ratio of Net Direct and Overlapping Debt Principal to 2018-2019 Actual Value | | | 7.22% ^{(b)*} |
| Per Capita Net Direct and Overlapping Debt | | | \$10,542 ^{(b)*} |

^(a) Includes the Bonds, self-supporting debt and unlimited tax debt.

Source: The most recent Texas Municipal Report published by the Municipal Advisory Council of Texas.

Note: See "CITY APPLICATION OF THE PROPERTY TAX CODE - Tax Increment Reinvestment Zone" on pages 15-16 of the Official Statement for information regarding the Midlothian Development Authority / Tax Increment Reinvestment Zone Two (TIRZ).

* Preliminary; subject to change.

ASSESSED VALUATION AND TAX RATE OF OVERLAPPING ENTITIES

TABLE 17

| <u>Governmental Entity</u> | <u>2017 Net Taxable Assessed Valuation</u> | <u>% of Actual</u> | <u>2017 Tax Rate</u> |
|----------------------------------------|--------------------------------------------|--------------------|----------------------------|
| Ellis County | \$ 14,040,948,509 ^(a) | 100% | \$ 0.359713 ^(b) |
| Midlothian Independent School District | 3,887,101,136 ^(a) | 100% | 1.540000 |
| Waxahachie Independent School District | 3,768,788,597 | 100% | 1.553900 |

^(a) Includes taxable assessed valuation captured by the Tax Increment Reinvestment Zone

^(b) Does not include Lateral Road tax rate.

Source: Ellis County Appraisal District

AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS OF OVERLAPPING GOVERNMENTAL ENTITIES

TABLE 18

(As of May 31, 2018)

| <u>Taxing Body</u> | <u>Date Authorized</u> | <u>Purpose</u> | <u>Amount Authorized</u> | <u>Issued To-Date</u> | <u>Unissued</u> |
|--------------------|------------------------|-------------------------|--------------------------|-----------------------|----------------------|
| Ellis County | | | \$ - | \$ - | \$ - |
| Midlothian ISD | 5/22/1999 | School Building | 46,245,000 | 46,243,938 | 1,062 ^(a) |
| | 11/8/2016 | School Building/Stadium | 268,000,000 | 148,000,000 | 120,000,000 |
| Waxahachie ISD | 5/5/2018 | School Building | 23,000,000 | - | 23,000,000 |

^(a) Midlothian Independent School District has no plans to issue these bonds.

Source: The most recent Texas Municipal Report published by the Municipal Advisory Council of Texas.

AUTHORIZED BUT UNISSUED DIRECT GENERAL OBLIGATION BONDS OF THE CITY

TABLE 19

| <u>Taxing Body</u> | <u>Date Authorized</u> | <u>Purpose</u> | <u>Amount Authorized</u> | <u>Issued To-Date</u> | <u>Amount Being Issued</u> | <u>Unissued</u> |
|---------------------|------------------------|---------------------|--------------------------|-----------------------|----------------------------|-----------------|
| Midlothian, City of | 5/13/2006 | Street Improvements | \$ 15,475,000 | \$ 10,685,000 | \$ 4,790,000 | \$ - |
| | 11/7/2017 | Fire Improvements | \$ 9,100,000 | \$ - | \$ 9,100,000 | \$ - |
| | 11/7/2017 | Street Improvements | \$ 22,200,000 | \$ - | \$ 3,230,000 | \$ 18,970,000 |
| | 11/7/2017 | Parks & Recreation | \$ 16,100,000 | \$ - | \$ 1,900,000 | \$ 14,200,000 |

**GENERAL FUND STATEMENT OF REVENUES AND EXPENDITURES
AND CHANGES IN FUND BALANCES**

TABLE 20

| | Fiscal Year Ended September 30 | | | | |
|------------------------------------------------------------------------------------|--------------------------------|----------------------|----------------------------------|----------------------|----------------------|
| | <u>2017</u> | <u>2016</u> | <u>2015</u> | <u>2014</u> | <u>2013</u> |
| Revenues: | | | | | |
| Taxes | \$ 16,393,741 | \$ 15,249,642 | \$ 14,190,611 | \$ 12,317,661 | \$ 10,980,037 |
| Licenses and Permits | 1,119,635 | 884,715 | 727,583 | 662,782 | 704,422 |
| Intergovernmental | 4,015,415 | 3,966,500 | 3,747,456 | 2,768,792 | 2,546,760 |
| Charges for Services | 1,904,997 | 1,885,929 | 1,566,532 | 1,304,151 | 940,726 |
| Fines and Forfeits | 377,053 | 383,397 | 346,075 | 432,845 | 360,220 |
| Interest Income | 125,649 | 80,784 | 53,551 | 37,508 | 69,403 |
| Contributions and Donations | 41,687 | 313,352 | 318,249 | 281,439 | 275,491 |
| Other Revenues | <u>2,657,262</u> | <u>66,878</u> | <u>41,709</u> | <u>49,747</u> | <u>59,729</u> |
| Total Revenues | <u>\$ 26,635,439</u> | <u>\$ 22,831,197</u> | <u>\$ 20,991,766</u> | <u>\$ 17,854,925</u> | <u>\$ 15,936,788</u> |
| Expenditures: | | | | | |
| Current: | | | | | |
| General Government | \$ 5,961,760 | \$ 5,446,569 | \$ 4,818,449 | \$ 3,995,715 | \$ 3,396,910 |
| Public Safety | 13,125,829 | 11,982,639 | 10,627,181 | 9,470,325 | 8,829,993 |
| Public Works | 2,579,875 | 2,638,676 | 2,423,171 | 3,002,644 | 1,840,900 |
| Culture and Recreation | 1,549,853 | 2,726,652 | 1,152,123 | 1,444,289 | 1,140,524 |
| Intergovernmental (Payment to TIRZ) | 1,659,765 | 1,668,234 | 1,542,181 | 1,285,153 | 1,215,128 |
| Capital Outlay | 92,539 | | | | |
| Debt Service | | | | | |
| Principal retirement | 28,652 | 38,607 | 49,919 | - | - |
| Interest charges | <u>1,904</u> | <u>3,308</u> | <u>5,477</u> | <u>-</u> | <u>-</u> |
| Total Expenditures | <u>\$ 25,000,177</u> | <u>\$ 24,504,685</u> | <u>\$ 20,618,501</u> | <u>\$ 19,198,126</u> | <u>\$ 16,423,455</u> |
| Excess (Deficit) of Revenues Over Expenditures | \$ 1,635,262 | \$ (1,673,488) | \$ 373,265 | \$ (1,343,201) | \$ (486,667) |
| Other Financing Sources (Uses): | | | | | |
| Note/Capital Lease Proceeds | \$ - | \$ - | \$ - | \$ 142,256 | \$ - |
| Transfers In (Includes Component Units) | 2,805,224 | 2,771,119 | 2,779,790 | 2,749,609 | 2,391,236 |
| Transfers Out | <u>(1,723,344)</u> | <u>(779,443)</u> | <u>(1,763,543)</u> | <u>(675,396)</u> | <u>(792,499)</u> |
| Total Other Financing Sources (Uses) | \$ 1,081,880 | \$ 1,991,676 | \$ 1,016,247 | \$ 2,216,469 | \$ 1,598,737 |
| Excess (Deficit) of Revenues/Other Sources Sources Over Expenditures/Other Uses | 2,717,142 | 318,188 | 1,389,512 | 873,268 | 1,112,070 |
| Fund Balance - Beginning of Year | <u>14,438,575</u> | <u>14,120,387</u> | <u>12,730,875</u> ^(a) | <u>11,738,502</u> | <u>10,626,432</u> |
| Fund Balance - September 30 | <u>\$ 17,155,717</u> | <u>\$ 14,438,575</u> | <u>\$ 14,120,387</u> | <u>\$ 12,611,770</u> | <u>\$ 11,738,502</u> |

^(a) Restated. A prior period adjustment was recorded for the implementation of GASB Statement No. 68 ("GASB 68"), Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No.27, is effective for periods beginning after June 15, 2014. Source: The Issuer's Audited Financial Statements

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APPENDIX B

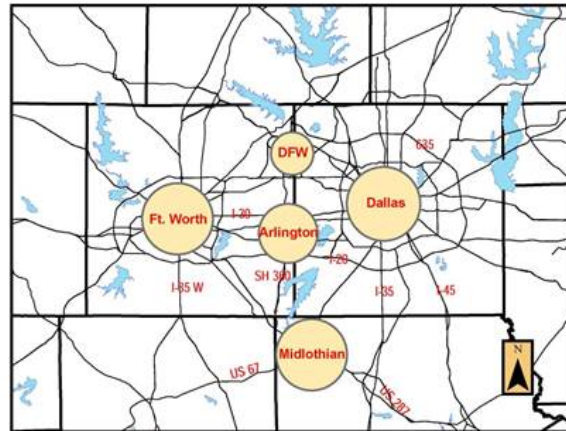
GENERAL INFORMATION REGARDING THE CITY OF MIDLOTHIAN AND ELLIS COUNTY, TEXAS

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**GENERAL INFORMATION REGARDING THE CITY OF MIDLOTHIAN
AND ELLIS COUNTY, TEXAS**

Location:

Chartered In 1888, the City of Midlothian (the "City") Is a commercial and Industrial center located 25 miles southwest of the City of Dallas and 25 miles southeast of the City of Fort Worth, at the Intersection of United States Highways 67 and 287. The City is a component of the Dallas-Fort Worth Consolidated Metropolitan Statistical Area (CMSA) and Is traversed by Interstate Highways 35E and 45, United States Highways 77 and 287, and State Highways 34 and 342. The City's economy Is primarily based on steel manufacturing, cement production, auto assembly and distribution and agriculture. According to the U.S. Census Bureau, the City's 2010 population was 18,037. The City's 2018 population estimate is 31,225.



Population Trends:

| Census Report | City of Midlothian | Ellis County |
|----------------------|---------------------------|---------------------|
| Current Estimate | 31,225 | 180,000 |
| 2010 | 18,037 | 149,610 |
| 2000 | 7,480 | 111,360 |
| 1990 | 5,141 | 85,167 |
| 1980 | 3,219 | 59,743 |

Sources: Latest available Census Reports and City of Midlothian.

Major Employers:

| Employer | Type of Business | Number of Employees |
|-------------------------------|-------------------------------------------|----------------------------|
| Gerdau | Iron and Steel Mills | 1,200 |
| Target Distribution Center | Warehousing and Storage | 550 |
| Martin Merietta Materials | Cement and Concrete Product Manufacturing | 250 |
| Ashgrove, Texas | Cement and Concrete Product Manufacturing | 150 |
| Holcim Texas | Cement and Concrete Product Manufacturing | 150 |
| Walmart | Retail | 150 |
| QuikTrip Corporation | Warehousing and Storage | 100 |
| Ennis, Inc. | Office Equipment Merchant Wholesalers | 80 |
| Dynegy | Electric Power Generation | 70 |
| MidTexas International Center | Automobile Manufacturing | 70 |

Source: Midlothian Economic Development

Residential and Commercial Building Construction

| Calendar Year | Residential | | Commercial | | Total | |
|------------------|-------------------------|-------------------------------------|-------------------------|-------------------------------------|-------------------------|-------------------------------------|
| | Number of Permits | AV Property Value \$\$ Amount | Number of Permits | AV Property Value \$\$ Amount | Number of Permits | AV Property Value \$\$ Amount |
| | 2018* | 234 | \$ 47,695,482 | 4 | \$ 75,175,557 | 238 |
| 2017 | 627 | 103,038,830 | 16 | 30,951,283 | 643 | 133,990,113 |
| 2016 | 490 | 66,728,844 | 7 | 19,875,514 | 516 | 86,604,358 |
| 2015 | 414 | 56,700,000 | 9 | 20,200,000 | 423 | 76,900,000 |
| 2014 | 278 | 39,088,036 | 7 | 20,589,000 | 285 | 59,677,036 |
| 2013 | 238 | 32,531,488 | 8 | 20,136,989 | 246 | 52,668,477 |
| 2012 | 185 | 24,920,584 | 40 | 154,773,531 | 225 | 179,694,115 |
| 2011 | 167 | 21,805,836 | 3 | 517,000 | 170 | 22,322,836 |
| 2010 | 159 | 19,681,379 | 2 | 315,000 | 161 | 19,996,379 |
| 2009 | 107 | 12,904,180 | 15 | 8,360,178 | 122 | 21,264,358 |
| 2008 | 114 | 15,522,265 | 14 | 19,339,079 | 128 | 34,861,344 |

Sources: *The Issuer.*

*As of May 31, 2018.

ELLIS COUNTY, TEXAS

The 2010 U.S. Census reported a county-wide population of 149,610. The County contains a number of municipalities of various sizes including: Ennis, Ferris, Italy, Maypearl, Midlothian, Ovilla, Palmer, Red Oak, and Waxahachie, which serves as the county seat. The County's economy is based on manufacturing and agriculture. The Texas Almanac designates livestock, dairy production, honey cotton, corn, wheat, milo and hay as principal sources of agricultural income.

Southwestern Assemblies of God College is located in the County. Other institutions of higher education in neighboring Dallas, Hill, Navarro and Tarrant counties that are accessible to residents of Ellis County include the following: Cedar Valley Community College, Dallas Baptist University, Dallas County Community Colleges, Hill County Junior College, Mountain View College, Navarro College, Northwood University, Southern Methodist University, Tarrant County Junior Colleges, Texas Christian University, University of Dallas, University of Texas at Arlington and University of Texas at Dallas.

Source: *Texas Municipals Report published by the Municipal Advisory Council of Texas.*

Labor Force Statistics - Ellis County

| | Ellis County | | State of Texas | |
|------------------------------|---------------------|---------------------|---------------------|---------------------|
| | <u>May 2018</u> | <u>May 2017</u> | <u>May 2018</u> | <u>May 2017</u> |
| Civilian Labor Force | 89,674 | 86,562 | 13,836,477 | 13,498,726 |
| Total Employed | 86,835 | 83,606 | 13,321,229 | 12,940,819 |
| Total Unemployed | 2,839 | 2,956 | 515,248 | 557,907 |
| % Unemployed | 3.2% | 3.4% | 3.7% | 4.1% |
| % Unemployed (United States) | 3.6% | 4.1% | 3.6% | 4.1% |

Source: *Texas Workforce Commission, Labor Market Information Department.*

APPENDIX C

FORM OF LEGAL OPINION OF BOND COUNSEL

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Proposed Form of Opinion of Bond Counsel

*An opinion in substantially the following form will be delivered by
McCall, Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the Bonds,
assuming no material changes in facts or law.*

CITY OF MIDLOTHIAN, TEXAS GENERAL OBLIGATION BONDS, SERIES 2018

AS BOND COUNSEL for the City of Midlothian, Texas (the "City"), the issuer of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which Bonds are issued in the aggregate principal amount of \$_____. The Bonds bear interest from the date and mature on the dates specified on the face of the Bonds, and are subject to redemption prior to maturity on the dates and in the manner specified on the face of the Bonds, all in accordance with the ordinance of the City authorizing the issuance of the Bonds (the "Ordinance"). Terms used herein and not otherwise defined shall have the meaning given in the Ordinance.

WE HAVE EXAMINED the applicable and pertinent provisions of the Constitution and laws of the State of Texas, the charter of the City, certified copies of the proceedings of the City, and other proofs authorizing and relating to the issuance of the Bonds, including one of the executed Bonds (Bond No. R-1); however, we express no opinion with respect to any statement of insurance printed on the Bonds.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that the Bonds have been authorized, issued and delivered in accordance with the Constitution and laws of the State of Texas, and constitute valid and legally binding obligations of the City; and that the ad valorem taxes, upon all taxable property within the City, necessary to pay the interest on and principal of the Bonds, have been pledged for such purpose, within the limits prescribed by the Constitution and the charter of the City. The opinion hereinbefore expressed is qualified to the extent that the obligations of the City, and the enforceability thereof, are subject to applicable bankruptcy, reorganization or similar laws relating to or affecting creditors' rights generally, and the exercise of judicial discretion in accordance with general principles of equity.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, published rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the property financed or refinanced therewith. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the City to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Bonds.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the City, and, in that capacity, we have been engaged by the City 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 from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the City, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the City as to the current outstanding indebtedness of, and assessed valuation of taxable property within, the City. Our role in connection with the City's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

OUR OPINIONS 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 our opinions to reflect any facts or circumstances that may thereafter 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 Internal Revenue Service (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 whether 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. We observe that the City has covenanted 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.

Respectfully,

APPENDIX D

**EXCERPTS FROM THE CITY OF MIDLOTHIAN AUDITED FINANCIAL STATEMENTS FOR THE
FISCAL YEAR ENDED SEPTEMBER 30, 2017**

(Independent Auditor's Report, Management's Discussion and Analysis, General Financial Statements and Notes to the Financial Statements - not intended to be a complete statement of the Issuer's financial condition. Reference is made to the complete Annual Financial Report for further information.)

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CITY OF MIDLOTHIAN, TEXAS

**COMPREHENSIVE ANNUAL
FINANCIAL REPORT**

**FOR THE YEAR ENDED
SEPTEMBER 30, 2017**

As Prepared By:

Finance Department

City of Midlothian, Texas

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**CITY OF MIDLOTHIAN, TEXAS
 COMPREHENSIVE ANNUAL FINANCIAL REPORT
 FOR THE YEAR ENDED SEPTEMBER 30, 2017**

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**CITY OF MIDLOTHIAN, TEXAS
 COMPREHENSIVE ANNUAL FINANCIAL REPORT
 FOR THE YEAR ENDED SEPTEMBER 30, 2017**

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FINANCIAL SECTION

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PATILLO, BROWN & HILL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS ■ BUSINESS CONSULTANTS

Independent Auditors' Report

To the Honorable Mayor
and Members of the City Council
City of Midlothian, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Midlothian, Texas, as of and for the year ended September 30, 2017, 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.

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, 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, as of September 30, 2017, 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, budgetary comparison information – general fund, pension information and the schedule of funding progress – OPEB plan be presented to supplement the basic financial statements. Such information, although not a 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the 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.

Other 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 and individual nonmajor fund financial statements and schedules and the introductory and statistical sections are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The combining and individual nonmajor fund financial statements and schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such 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 combining and individual nonmajor fund financial statements and schedules are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The introductory and statistical sections have 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 them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 26, 2018 on our consideration of City of Midlothian, Texas' 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 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 City of Midlothian, Texas' internal control over financial reporting and compliance.

Pattillo, Brown & Hill, L.L.P.

Waco, Texas
February 26, 2018

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CITY OF MIDLOTHIAN, TEXAS

Management's Discussion and Analysis For The Year Ended September 30, 2017

As management of the City of Midlothian (the "City"), we offer readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2017.

FINANCIAL HIGHLIGHTS

- The assets plus deferred outflows of resources of the City exceeded its liabilities plus deferred inflows of resources at the close of the most recent fiscal year by \$229,686,732 (net position). Of this amount, \$57,633,430 (unrestricted net position) may be used to meet the City's ongoing obligations to citizens and creditors in accordance with the City's fund designation and fiscal policies.
- The City's total net position increased by \$34,589,258 for the current fiscal year, which resulted primarily from capital contributions of \$27,472,113.
- As of the close of the current fiscal year, the City's governmental funds reported combined ending fund balances of \$29,228,507. Fifty-three percent (53%) of this total amount or \$15,542,864 is unassigned and available for use within the City's policies.
- At the end of the current fiscal year, unassigned fund balance for the General Fund was \$15,542,864 or 62% of total General Fund expenditures.
- The City's long-term debt decreased \$6,645,513 or 6%, due to annual principal debt payments.

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 report also contains other supplementary information in addition to the basic financial statements themselves.

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

The Statement of Net Position presents information on all of the City's assets, deferred inflows/outflows of resources, and liabilities, 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 of the City is improving or deteriorating.

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 only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused compensated absences).

Both of the government-wide financial statements distinguish 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). The governmental activities of the City include general government and administration, public safety, public works and cultural and recreation. The business-type activities of the City include Water and Sewer operations. The government-wide financial statements can be found on page 12 – 14 of this report.

CITY OF MIDLOTHIAN, TEXAS

Management's Discussion and Analysis For The Year Ended September 30, 2017

Fund financial statements - A fund is a grouping of related 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. All of the funds of the City can be divided into two categories - governmental funds and proprietary funds.

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. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental funds balance sheet and the governmental funds statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The City maintains 10 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, Debt Service, and Capital Project Funds, all of which are considered to be major funds. Data from 7 additional funds are combined into a single, aggregated presentation. Individual fund data for each of these non-major governmental funds is provided in the form of combining statements elsewhere in this report. The basic governmental funds financial statements can be found on pages 15-18.

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 an enterprise fund to account for its Water and Sewer Fund.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The proprietary fund financial statements provide information for the Water and Sewer fund which is considered to be a major fund of the City. The basic proprietary fund financial statements can be found on pages 19-23 of this report.

Notes to the Financial Statements — the notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 27-66.

Required Supplementary Information - In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension and OPEB benefits to its employees and a General Fund budgetary schedule. Required supplementary information can be found on pages 67-71 of this report.

The combining statements and individual fund schedules referred to earlier in connection with non-major governmental funds are presented following the required supplementary information. Combining statements and schedules can be found on pages 72-76 of this report.

CITY OF MIDLOTHIAN, TEXAS

**Management's Discussion and Analysis
For The Year Ended September 30, 2017**

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of the City of Midlothian, assets plus deferred outflows of resources exceeded liabilities plus deferred inflows of resources by \$229,686,732 as of September 30, 2017.

The largest portion of the City's net position \$161,516,415 (70%) reflects its investments in capital assets (e.g., land, building, equipment, improvements, construction in progress and infrastructure), less any 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. 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. Current assets increased overall by \$7,431,592 due to increased contract water sales in the Water and Sewer Fund and an increase in property and sales tax revenues. Long-term liabilities decreased by \$6,645,513 for the fiscal year ended September 30, 2017 due to the annual principal payments for the current year.

An additional portion of the City's net position (5%) represents resources that are subject to external restrictions on how they may be used. The remaining balance is unrestricted net position (\$57,633,430), which may be used to meet the government's ongoing obligations to citizens and creditors.

As of September 30, 2017, the City is able to report positive balances in all three categories of net position, both for the primary government as a whole, as well as for its separate governmental and business-type activities.

The following table provides a summary of the City's operations for the year ended September 30, 2017.

| | Governmental Activities | | Business-type Activities | | Total | |
|--------------------------------------|-------------------------|---------------|--------------------------|----------------|----------------|----------------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Current and Other Assets | \$ 55,614,055 | \$ 53,031,999 | \$ 29,701,061 | \$ 24,851,525 | \$ 85,315,116 | \$ 77,883,524 |
| Capital Assets | 132,327,770 | 116,264,339 | 112,998,664 | 107,661,298 | 245,326,434 | 223,925,637 |
| Total Assets | 187,941,825 | 169,296,338 | 142,699,725 | 132,512,823 | 330,641,550 | 301,809,161 |
| Total Deferred Outflows of Resources | 4,146,585 | 4,569,098 | 840,994 | 1,179,472 | 4,987,579 | 5,748,570 |
| Long Term Liabilities | 72,053,359 | 76,205,427 | 28,655,045 | 31,148,490 | 100,708,404 | 107,353,917 |
| Other Liabilities | 3,462,828 | 3,321,960 | 1,588,997 | 1,534,934 | 5,051,825 | 4,856,894 |
| Total Liabilities | 75,516,187 | 79,527,387 | 30,244,042 | 32,683,424 | 105,760,229 | 112,210,811 |
| Total Deferred Inflows of Resources | 161,721 | 219,320 | 20,447 | 30,126 | 182,168 | 249,446 |
| Net Investment in Capital Assets | 74,735,271 | 68,672,276 | 86,781,144 | 78,774,995 | 161,516,415 | 147,447,271 |
| Restricted for: | | | | | | |
| Debt Service | 592,496 | 748,173 | 1,659,724 | 1,652,334 | 2,252,220 | 2,400,507 |
| Capital Improvements | - | - | 7,486,142 | 4,870,365 | 7,486,142 | 4,870,365 |
| Other | 798,525 | 721,056 | - | - | 798,525 | 721,056 |
| Unrestricted (deficit) | 40,284,210 | 23,977,224 | 17,349,220 | 15,681,051 | 57,633,430 | 39,658,275 |
| Net Position | \$ 116,410,502 | \$ 94,118,729 | \$ 113,276,230 | \$ 100,978,745 | \$ 229,686,732 | \$ 195,097,474 |

CITY OF MIDLOTHIAN, TEXAS

**Management's Discussion and Analysis
For The Year Ended September 30, 2017**

The following table provides a summary of the City's operations for the year ended September 30, 2017.

| | <u>Governmental Activities</u> | | <u>Business-type Activities</u> | | <u>Total</u> | |
|--------------------------------------------|--------------------------------|----------------------|---------------------------------|-----------------------|-----------------------|-----------------------|
| | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u> |
| Program Revenues: | | | | | | |
| Fees, fines and charges for services | \$ 4,880,910 | \$ 4,867,716 | \$ 17,126,074 | \$ 13,558,845 | \$ 22,006,984 | \$ 18,426,561 |
| Operating Grants and Contributions | 1,943,548 | 969,325 | - | - | 1,943,548 | 969,325 |
| Capital Grants and Contributions | 17,260,549 | 5,903,501 | 10,211,564 | 6,539,858 | 27,472,113 | 12,443,359 |
| General Revenues: | | | | | | |
| Ad Valorem Taxes | 20,313,875 | 19,138,572 | - | - | 20,313,875 | 19,138,572 |
| Sales Tax | 3,755,683 | 3,428,987 | - | - | 3,755,683 | 3,428,987 |
| Franchise Taxes | 2,740,697 | 2,826,939 | - | - | 2,740,697 | 2,826,939 |
| Other Taxes | 198,756 | 142,392 | - | - | 198,756 | 142,392 |
| Penalties & Interest | - | 40,544 | - | - | - | 40,544 |
| Investment Earnings | 216,440 | 131,844 | 139,820 | 86,295 | 356,260 | 218,139 |
| Miscellaneous | <u>2,988,084</u> | <u>259,892</u> | <u>-</u> | <u>-</u> | <u>2,988,084</u> | <u>259,892</u> |
| Total Revenues | <u>54,298,542</u> | <u>37,709,712</u> | <u>27,477,458</u> | <u>20,184,998</u> | <u>81,776,000</u> | <u>57,894,710</u> |
| Expenses: | | | | | | |
| General Government | 9,869,378 | 8,952,450 | - | - | 9,869,378 | 8,952,450 |
| Public Safety | 14,218,800 | 13,160,048 | - | - | 14,218,800 | 13,160,048 |
| Public Works | 7,444,881 | 6,742,355 | - | - | 7,444,881 | 6,742,355 |
| Cultural and Recreation | 1,436,441 | 1,514,694 | - | - | 1,436,441 | 1,514,694 |
| Interest on Long Term Debt | 2,263,827 | 2,437,581 | - | - | 2,263,827 | 2,437,581 |
| Bond issuance costs and fees | - | 166,820 | - | - | - | 166,820 |
| Water and Sewer | <u>-</u> | <u>-</u> | <u>11,953,415</u> | <u>11,618,051</u> | <u>11,953,415</u> | <u>11,618,051</u> |
| Total Expenses | <u>35,233,327</u> | <u>32,973,948</u> | <u>11,953,415</u> | <u>11,618,051</u> | <u>47,186,742</u> | <u>44,591,999</u> |
| Increases in net position before transfers | 19,065,215 | 4,735,764 | 15,524,043 | 8,566,947 | 34,589,258 | 13,302,711 |
| Transfers | <u>3,226,558</u> | <u>(16,418,289)</u> | <u>(3,226,558)</u> | <u>16,418,289</u> | <u>-</u> | <u>-</u> |
| Change in net position | 22,291,773 | (11,682,525) | 12,297,485 | 24,985,236 | 34,589,258 | 13,302,711 |
| Net position - beginning | 94,118,729 | 109,688,863 | 100,978,745 | 75,993,509 | 195,097,474 | 185,682,372 |
| Prior period adjustment | <u>-</u> | <u>(3,887,609)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(3,887,609)</u> |
| Net position - ending | <u>\$ 116,410,502</u> | <u>\$ 94,118,729</u> | <u>\$ 113,276,230</u> | <u>\$ 100,978,745</u> | <u>\$ 229,686,732</u> | <u>\$ 195,097,474</u> |

CITY OF MIDLOTHIAN, TEXAS

**Management's Discussion and Analysis
For The Year Ended September 30, 2017**

FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

Governmental funds - The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

At the end of the current fiscal year, the City's governmental funds reported combined ending fund balances of \$29,228,507. Approximately 53% of this total amount (\$15,542,864) constitutes unassigned fund balance. Restricted fund balance is primarily comprised of restrictions for capital improvements in the capital projects fund (\$3,038,289) and restricted for debt service (\$660,177). Additional restricted amounts are for police imprest, tourism, court technology and building security, and grants totaling \$797,865. The General Fund has a nonspendable amount of \$10,165 for prepaid items. In the General Fund, \$153,073 is assigned for community improvements, training academy, and a conference center. Additionally, the General Fund has \$1,400,055 assigned for use in in the fiscal year 17-18 budget and \$49,650 committed for construction contracts.

The increase in fund balance for the General Fund is due primarily from revenues exceeding expectations. License and permit revenues contributed to the fund balance increase, exceeding budget by 50%. Additionally, charges for services were 20% above budget expectations.

The difference between the original budget and the final amended budget in the General Fund was \$1,443,598 and is the result of Council approving budget amendments for goods or services.

The fund balance for the Capital Projects Fund increased by \$395,349 (4%). This was due primarily from transfers in from the General Fund and Water and Sewer Fund and the issuance of Tax Notes Series 2016 and 2017.

The Debt Service fund balance decreased by \$215,939 (25%) due to annual debt service requirements.

The fund balance for the non-major governmental funds increased by \$76,809. The Police Imprest Fund decreased by \$29,354 due to expenditures exceeding forfeiture revenues. This fund can be used only by the police department. The Municipal Court Fund balance decreased by \$6,207. This fund balance is from a state mandate requiring a portion of citation revenues be used for court improvements. The fund balance increased \$24,861 for Hotel/Motel Tax, a non-major fund used to promote tourism, and the Grant Fund increased \$144,872. The Midtowne PID fund also increased \$9,704. A capital reserve fund established for the Police emergency command center has a net decrease in fund balance of \$11,258. These funds are used to enhance or improve the Emergency Dispatch system.

Proprietary funds - The City's proprietary fund statements provide the same type of information found in the government-wide financial statements, but in more detail.

The unrestricted net position of the Water and Sewer Fund is \$17,349,220. Factors affecting the performance of the fund during the year include increase in water usage and increase in sewer collections, along with an increase in costs for the new water treatment plant.

CITY OF MIDLOTHIAN, TEXAS

**Management's Discussion and Analysis
For The Year Ended September 30, 2017**

CAPITAL ASSETS

The City of Midlothian's investment in capital assets for its governmental and business-type activities as of September 30, 2017, amounts to \$245,326,434 (net of accumulated depreciation). This investment in capital assets includes land, buildings, equipment, improvements, infrastructure and construction in progress. The total increase in the City's investment in capital assets for the current fiscal year was \$21,400,797, (a 13.81% increase for governmental activities and a 4.96% increase in business-type activities.) The increase in the governmental activities is primarily from infrastructure, developer contributions, assets contributed to the City by Midlothian Economic Development Corporation and the purchase of large equipment. The increase in the business-type activities, excluding the change in accumulated depreciation, is primarily due to utility rehab construction, developer contributions, and assets contributed to the City by Midlothian Economic Development Corporation.

| | <u>Governmental Activities 2017</u> | <u>Governmental Activities 2016</u> | <u>Business type Activities 2017</u> | <u>Business type Activities 2016</u> | <u>Total 2017</u> | <u>Total 2016</u> |
|--------------------------|-----------------------------------------|-----------------------------------------|------------------------------------------|------------------------------------------|-----------------------|-----------------------|
| Land | \$ 18,634,563 | \$ 18,223,917 | \$ 812,778 | \$ 812,778 | \$ 19,447,341 | \$ 19,036,695 |
| Buildings | 17,367,880 | 17,257,836 | 41,077,544 | 41,077,544 | 58,445,424 | 58,335,380 |
| Equipment | 14,737,211 | 13,698,531 | 3,482,092 | 3,124,606 | 18,219,303 | 16,823,137 |
| Improvements | 21,400,051 | 19,106,621 | - | - | 21,400,051 | 19,106,621 |
| Infrastructure | 122,762,974 | 108,449,901 | 55,426,823 | 48,945,155 | 178,189,797 | 157,395,056 |
| Water Rights | - | - | 29,949,793 | 29,949,793 | 29,949,793 | 29,949,793 |
| Wastewater Rights | - | - | 18,051,922 | 18,051,922 | 18,051,922 | 18,051,922 |
| Construction in Progress | 16,054,009 | 11,115,841 | 1,827,150 | 408,650 | 17,881,159 | 11,524,491 |
| Accumulated Depreciation | <u>(78,628,918)</u> | <u>(71,588,308)</u> | <u>(37,629,438)</u> | <u>(34,709,150)</u> | <u>(116,258,356)</u> | <u>(106,297,458)</u> |
| Total | <u>\$ 132,327,770</u> | <u>\$ 116,264,339</u> | <u>\$ 112,998,664</u> | <u>\$ 107,661,298</u> | <u>\$ 245,326,434</u> | <u>\$ 223,925,637</u> |

Major capital asset events during the current fiscal year included the following:

- Completion of Midlothian Business Park drainage and lighting - \$4,316,077
- Street and drainage additions (developer contributions) - \$7,953,884
- Various Street Improvements - \$584,288
- New public safety vehicles and crime scene investigation vehicle - \$430,084
- New water and sewer lines - \$6,440,968
- Public Works equipment - \$117,730

Additional information on the City's capital assets can be found in Note 6 on pages 45-47 of this report.

DEBT ADMINISTRATION

At the end of the current fiscal year, the City of Midlothian had a total bonded debt, notes payable, and other long-term debt \$100,708,404.

In May 2006, the voters approved a bond election for new street construction, a new 125+ acre multi-use community park, and renovation of fire station #1, for a total of \$31,090,000. This debt will be issued in increments on an annual basis with Council approval. The first phase of this bond package began with the issuance of \$8,550,000 in debt in July 2007. In the 12-13 fiscal year, the City issued \$7,800,000 in General Obligation bonds from the 2006 election. In April 2016, the City issued \$9,895,000 from the 2006 Bond Election, and the remaining \$4,790,000 is expected to be issued in 2018 for street improvements. The City issued \$6,040,000 in General Obligation Refunding Bonds Series 2017 in order to achieve debt savings, two Tax Notes totaling \$2,100,000 for street improvements, communication equipment and new park trails.

CITY OF MIDLOTHIAN, TEXAS

**Management’s Discussion and Analysis
For The Year Ended September 30, 2017**

At September 30, 2017, the City’s long-term debt consisted of the following:

| LONG-TERM DEBT | Governmental 2017 | Governmental 2016 | Business-type Activities 2017 | Business-type Activities 2016 | Total 2017 | Total 2016 |
|-----------------------------------|------------------------------|------------------------------|------------------------------------------|------------------------------------------|-----------------------|-----------------------|
| Tax Notes | \$ 2,070,000 | \$ 840,000 | \$ - | \$ - | \$ 2,070,000 | \$ 840,000 |
| General Obligation Bonds | 48,179,009 | 54,330,253 | 11,305,912 | 6,789,668 | 59,484,921 | 61,119,921 |
| Accreted Interest | 7,926,223 | 7,220,425 | - | - | 7,926,223 | 7,220,425 |
| Cert. of Obligation | 2,275,000 | 2,565,000 | - | - | 2,275,000 | 2,565,000 |
| Revenue Bonds | - | - | 15,250,000 | 22,595,000 | 15,250,000 | 22,595,000 |
| Capital Lease | 29,559 | 58,211 | - | - | 29,559 | 58,211 |
| Bond Premiums | 1,475,746 | 1,647,670 | 595,317 | 291,464 | 2,071,063 | 1,939,134 |
| Pension Benefits | 7,185,634 | 6,913,118 | 908,527 | 949,599 | 8,094,161 | - |
| Other post employment benefits | 1,536,419 | 1,366,582 | 480,987 | 408,200 | 2,017,406 | 1,774,782 |
| Compensated absences | 1,375,769 | 1,264,168 | 114,302 | 114,559 | 1,490,071 | 1,378,727 |
| Total | \$ 72,053,359 | \$ 76,205,427 | \$ 28,655,045 | \$ 31,148,490 | \$ 100,708,404 | \$ 107,353,917 |

Additional information on the City of Midlothian long-term debt can be found in Note 7 on pages 47-53 of this report.

COMPONENT UNITS

Financial reports for the City’s component units are located at the City of Midlothian, Finance Department 104 West Ave. E Midlothian, Texas 76065.

ECONOMIC FACTORS AND NEXT YEAR’S BUDGETS AND RATES

For the 2017-2018 fiscal year, General Fund revenues and transfers in from other funds are budgeted to increase by 8% from the 2016-2017 budgeted amounts, with property taxes making up about 39% of General Fund budgeted revenues. Total ad valorem tax revenues are projected to increase 11% over the preceding year. Sales tax revenue is forecasted to increase in fiscal year 2017-2018 by 5% as compared to the 16-17 budgeted amount. The City has budgeted for a 4% decrease in electric franchise tax based on current trends, a 15% budget decrease in gas franchise tax, and due to declining home telephone use, a 28% decrease for telephone franchise in FY 2017-18. The City budgeted for a 25% increase in interest earnings for 17-18 based on recent trends in the City’s investment income. The investment opportunities have improved with short term market rates increasing on federal reserve and market forces. The Federal Funds Rate was hiked four times (each 0.25%) since December 2016 with three hikes in 2017 bringing the rate to 1.50% in December 2017. This has allowed operating funds and debt service funds to earn better rates. The Council also approved the addition of commercial paper in 2017-18 Investment Policy with a 10% limit in the portfolio and 90 day maturity restrictions. Use of this market sector will also increase short-term earning.

The development services department expects growth for the 17-18 budget year, thus the City budgeted a 22% increase in building permit revenues. There are 8,211 preliminary platted lots waiting for approval for development, and 1,663 lots approved and available at this time. In January 2017, the City Council formed a Bond Steering Committee to address the capital needs of the city for the next ten years. The voters approved a \$47,400,000 bond package in November 2017 to include Phase II of the community park, street improvements and relocate and replace fire station #1. The first issuance will be in August 2018, along with \$4,790,000 remaining from the 2006 bond election to build streets. The City Council authorized the use of (unassigned) fund balance in the amount of \$1,736,192 in 2017-2018 for large capital equipment purchases, street improvements and costs associated with annexing an area in south Midlothian. In addition, the City continues to maintain over 160 days in fund balance which is in excess of the 90 day reserve as required in the Finance policy. Certified tax values for 2017-2018 are \$3,024,514,485 less \$491,064,677 captured by the Tax Increment

CITY OF MIDLOTHIAN, TEXAS

Management's Discussion and Analysis For The Year Ended September 30, 2017

Reinvestment Zone. The net increase in taxable value is approximately 9%. The tax rate for 2017-2018 is \$0.708244 per \$100 valuation, which remains unchanged from the overall 16-17 tax rate.

The Water and Sewer Fund is funded by water/wastewater fees and other utility services. The Water and Sewer Fund saw a 23% increase in utility revenues for the 2017 fiscal year as compared to fiscal year 2016. This is attributed to the growth during 2017, and a new contract to provide water to the City of Grand Prairie. In October 2004, as part of the City's long-term wastewater treatment planning, the City entered into an agreement with Trinity River Authority (TRA) to provide wastewater services at the Mountain Creek Regional Wastewater System. The water treatment plant #1 and #2 is budgeted to account for 21% of the Water and Sewer Fund expenditures, wastewater 4%, and support services 67%. The water operations department maintains and repairs over 100 miles of water main lines, however only accounts for 3.6% of the utility expenses. Revenues are budgeted to have a five percent increase due to growth; however unpredicted weather patterns can contribute significantly to revenue fluctuations. The City adopted \$2,239,250 in the 17-18 budget to replace the water meters city wide. The project will begin in February 2018 and is expected to be complete by October 2018.

REQUESTS FOR INFORMATION

The financial report is designed to provide our citizens, customers, investors and creditors with general overview of the City's finances. If you have questions about this report or need any additional information, contact the Department of Finance, Attn: Finance Director, at 104 W. Ave E, Midlothian, Texas 76065 or call (972) 775-3481.

BASIC FINANCIAL STATEMENTS

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GOVERNMENT – WIDE FINANCIAL STATEMENTS

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CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF NET POSITION
SEPTEMBER 30, 2017

| | Primary Government | | | Component Units |
|---------------------------------------|----------------------------|-----------------------------|-----------------------|---------------------|
| | Governmental Activities | Business-type Activities | Total | |
| ASSETS | | | | |
| Cash and cash equivalents | \$ 18,363,439 | \$ 8,984,822 | \$ 27,348,261 | \$ 15,350,043 |
| Investments | 12,164,776 | 7,214,579 | 19,379,355 | 21,023,001 |
| Receivables: | | | | |
| Taxes, net of allowance | 220,566 | - | 220,566 | - |
| Accounts, net of allowance | 723,576 | 2,077,856 | 2,801,432 | 81,667 |
| Other | - | 283,727 | 283,727 | - |
| Due from other governments | 12,421,530 | - | 12,421,530 | 690,266 |
| Direct financing lease | 3,748,916 | - | 3,748,916 | - |
| Note receivable | - | - | - | 4,197,777 |
| Due from component units | 30,966 | - | 30,966 | - |
| Prepaid items | 10,165 | - | 10,165 | - |
| Restricted assets: | | | | |
| Cash and cash equivalents | - | 8,707,075 | 8,707,075 | 3,706,471 |
| Investments | - | 2,433,002 | 2,433,002 | - |
| Investment in joint venture | 7,930,121 | - | 7,930,121 | - |
| Land/development held for sale | - | - | - | 3,475,158 |
| Capital assets: | | | | |
| Nondepreciable | 34,688,572 | 32,589,721 | 67,278,293 | 461,516 |
| Depreciable, net | 97,639,198 | 80,408,943 | 178,048,141 | 4,567,970 |
| Total assets | <u>187,941,825</u> | <u>142,699,725</u> | <u>330,641,550</u> | <u>53,553,869</u> |
| DEFERRED OUTFLOWS OF RESOURCES | | | | |
| Deferred outflows related to pension | 2,821,836 | 356,784 | 3,178,620 | 64,870 |
| Deferred losses on bond refundings | 1,324,749 | 484,210 | 1,808,959 | 2,050,690 |
| Total deferred outflows of resources | <u>4,146,585</u> | <u>840,994</u> | <u>4,987,579</u> | <u>2,115,560</u> |
| LIABILITIES | | | | |
| Accounts payable | 2,153,623 | 525,748 | 2,679,371 | 515,331 |
| Accrued liabilities | 383,523 | 183,512 | 567,035 | - |
| Accrued interest payable | 160,853 | 87,365 | 248,218 | 393,323 |
| Retainage payable | 74,356 | - | 74,356 | - |
| Due to other governments | 1,557 | 2,180 | 3,737 | - |
| Due to primary government | - | - | - | 30,966 |
| Customer deposits | - | 790,192 | 790,192 | - |
| Unearned revenue | 688,916 | - | 688,916 | - |
| Noncurrent liabilities: | | | | |
| Due within one year | 8,777,097 | 2,525,431 | 11,302,528 | 4,073,154 |
| Due in more than one year | 63,276,262 | 26,129,614 | 89,405,876 | 45,397,435 |
| Total liabilities | <u>75,516,187</u> | <u>30,244,042</u> | <u>105,760,229</u> | <u>50,410,209</u> |
| DEFERRED INFLOWS OF RESOURCES | | | | |
| Deferred inflows related to pensions | 161,721 | 20,447 | 182,168 | 3,718 |
| Total deferred inflows of resources | <u>161,721</u> | <u>20,447</u> | <u>182,168</u> | <u>3,718</u> |
| NET POSITION | | | | |
| Net investment in capital assets | 74,735,271 | 86,781,144 | 161,516,415 | 5,029,486 |
| Restricted for: | | | | |
| Debt service | 592,496 | 1,659,724 | 2,252,220 | 3,435,639 |
| Capital improvements | - | 7,486,142 | 7,486,142 | - |
| Other | 798,525 | - | 798,525 | 6,125,936 |
| Unrestricted | 40,284,210 | 17,349,220 | 57,633,430 | (9,335,559) |
| Total net position | <u>\$ 116,410,502</u> | <u>\$ 113,276,230</u> | <u>\$ 229,686,732</u> | <u>\$ 5,255,502</u> |

The Notes to Basic Financial Statements
are an integral part of this statement.

**CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF ACTIVITIES
YEAR ENDED SEPTEMBER 30, 2017**

| Program Activities | Expenses | Program Revenues | | |
|-------------------------------------------------|----------------------|---------------------------------|---------------------------------------------------|-------------------------------------------------|
| | | Charges for Services | Operating Grants and Contributions | Capital Grants and Contributions |
| Governmental activities: | | | | |
| General government | \$ 9,869,378 | \$ 1,603,973 | \$ 710,824 | \$ - |
| Public safety | 14,218,800 | 2,012,644 | 1,041,824 | 825,443 |
| Public works | 7,444,881 | 1,131,041 | - | 16,435,106 |
| Culture and recreation | 1,436,441 | 133,252 | 190,900 | - |
| Interest on long-term debt | <u>2,263,827</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Total governmental activities | <u>35,233,327</u> | <u>4,880,910</u> | <u>1,943,548</u> | <u>17,260,549</u> |
| Business-type activities: | | | | |
| Water and sewer | <u>11,953,415</u> | <u>17,126,074</u> | <u>-</u> | <u>10,211,564</u> |
| Total business-type activities | <u>11,953,415</u> | <u>17,126,074</u> | <u>-</u> | <u>10,211,564</u> |
| Total primary government | <u>\$ 47,186,742</u> | <u>\$ 22,006,984</u> | <u>\$ 1,943,548</u> | <u>\$ 27,472,113</u> |
| Component units: | | | | |
| Midlothian Economic Development | \$ 6,701,164 | \$ 1,603,512 | \$ - | \$ - |
| Midlothian Community Development Corporation | 923,401 | - | - | - |
| Midlothian Development Authority | <u>3,214,046</u> | <u>-</u> | <u>491,550</u> | <u>-</u> |
| Total component units | <u>\$ 10,838,611</u> | <u>\$ 1,603,512</u> | <u>\$ 491,550</u> | <u>\$ -</u> |
| General Revenues: | | | | |
| Taxes: | | | | |
| Ad valorem | | | | |
| Sales | | | | |
| Franchise | | | | |
| Other | | | | |
| Unrestricted investment income | | | | |
| Miscellaneous | | | | |
| Transfers | | | | |
| | | | Total general revenues and transfers | |
| | | | Change in net position | |
| | | | Net position - beginning | |
| | | | Net position - ending | |

**Net (Expenses) Revenues and
Changes in Net Position**

| Governmental Activities | Business- type Activities | Total | Component Units |
|------------------------------------|--------------------------------------|-----------------------|----------------------------|
| \$(7,554,581) | \$ - | \$(7,554,581) | \$ - |
| (10,338,889) | - | (10,338,889) | - |
| 10,121,266 | - | 10,121,266 | - |
| (1,112,289) | - | (1,112,289) | - |
| (2,263,827) | - | (2,263,827) | - |
| (11,148,320) | - | (11,148,320) | - |
| - | 15,384,223 | 15,384,223 | - |
| - | 15,384,223 | 15,384,223 | - |
| (11,148,320) | 15,384,223 | 4,235,903 | - |
| | | | (5,097,652) |
| | | | (923,401) |
| | | | (2,722,496) |
| | | | (8,743,549) |
| 20,313,875 | - | 20,313,875 | 8,674,491 |
| 3,755,683 | - | 3,755,683 | 3,777,694 |
| 2,740,697 | - | 2,740,697 | - |
| 198,756 | - | 198,756 | - |
| 216,440 | 139,820 | 356,260 | 332,288 |
| 2,988,084 | - | 2,988,084 | 172,418 |
| 3,226,558 | (3,226,558) | - | - |
| 33,440,093 | (3,086,738) | 30,353,355 | 12,956,891 |
| 22,291,773 | 12,297,485 | 34,589,258 | 4,213,342 |
| 94,118,729 | 100,978,745 | 195,097,474 | 1,042,160 |
| <u>\$ 116,410,502</u> | <u>\$ 113,276,230</u> | <u>\$ 229,686,732</u> | <u>\$ 5,255,502</u> |

FUND FINANCIAL STATEMENTS

GOVERNMENTAL FUND FINANCIAL STATEMENTS

**CITY OF MIDLOTHIAN, TEXAS
BALANCE SHEET -
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2017**

| | General | Debt Service | Capital Projects | Nonmajor Governmental Funds | Total Governmental Funds |
|--------------------------------------------------------------------|----------------------|---------------------|----------------------|-----------------------------------|--------------------------------|
| ASSETS | | | | | |
| Cash and cash equivalents | \$ 6,076,084 | \$ 286,258 | \$ 11,316,428 | \$ 684,669 | \$ 18,363,439 |
| Investments | 11,714,158 | 450,618 | - | - | 12,164,776 |
| Receivables: | | | | | |
| Taxes, net | 83,279 | 93,174 | - | 44,113 | 220,566 |
| Accounts, net | 719,828 | - | 3,748 | - | 723,576 |
| Due from other governments | 12,298,130 | - | - | 123,400 | 12,421,530 |
| Due from other funds | - | - | - | 17,914 | 17,914 |
| Due from component units | 30,966 | - | - | - | 30,966 |
| Direct financing lease | - | 3,748,916 | - | - | 3,748,916 |
| Prepays | 10,165 | - | - | - | 10,165 |
| Total assets | <u>30,932,610</u> | <u>4,578,966</u> | <u>11,320,176</u> | <u>870,096</u> | <u>47,701,848</u> |
| LIABILITIES | | | | | |
| Accounts payable | 1,299,924 | 76,700 | 705,428 | 71,571 | 2,153,623 |
| Accrued liabilities | 383,523 | - | - | - | 383,523 |
| Due to other funds | 17,914 | - | - | - | 17,914 |
| Due to other governments | 1,557 | - | - | - | 1,557 |
| Unearned revenue | - | 688,916 | - | - | 688,916 |
| Total liabilities | <u>1,702,918</u> | <u>765,616</u> | <u>705,428</u> | <u>71,571</u> | <u>3,245,533</u> |
| DEFERRED INFLOWS OF RESOURCES | | | | | |
| Unavailable revenue | 12,073,975 | 3,153,173 | - | 660 | 15,227,808 |
| Total deferred inflows of resources | <u>12,073,975</u> | <u>3,153,173</u> | <u>-</u> | <u>660</u> | <u>15,227,808</u> |
| FUND BALANCES | | | | | |
| Nonspendable: | | | | | |
| Prepaid items | 10,165 | - | - | - | 10,165 |
| Restricted for: | | | | | |
| Law enforcement | - | - | - | 393,911 | 393,911 |
| Tourism | - | - | - | 77,067 | 77,067 |
| Court | - | - | - | 69,839 | 69,839 |
| City Beautification | - | - | - | 41,084 | 41,084 |
| Grant | - | - | - | 180,927 | 180,927 |
| Community improvements | - | - | - | 35,037 | 35,037 |
| Capital improvements | - | - | 3,038,289 | - | 3,038,289 |
| Debt service | - | 660,177 | - | - | 660,177 |
| Committed - construction projects | 49,560 | - | - | - | 49,560 |
| Assigned to: | | | | | |
| Capital improvements | - | - | 7,576,459 | - | 7,576,459 |
| Community improvements | 6,700 | - | - | - | 6,700 |
| Training academy | 40,734 | - | - | - | 40,734 |
| Conference center | 105,639 | - | - | - | 105,639 |
| Budget deficit | 1,400,055 | - | - | - | 1,400,055 |
| Unassigned | 15,542,864 | - | - | - | 15,542,864 |
| Total fund balances | <u>17,155,717</u> | <u>660,177</u> | <u>10,614,748</u> | <u>797,865</u> | <u>29,228,507</u> |
| Total liabilities, deferred inflows of resources and fund balances | <u>\$ 30,932,610</u> | <u>\$ 4,578,966</u> | <u>\$ 11,320,176</u> | <u>\$ 870,096</u> | <u>\$ 47,701,848</u> |

**CITY OF MIDLOTHIAN, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO THE STATEMENT OF NET POSITION
SEPTEMBER 30, 2017**

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Total fund balances - governmental funds | \$ 29,228,507 |
| Amounts reported for governmental activities in the statement of net position are different because: | |
| The investment in joint venture is not a current financial resource and, therefore, is not reported in the governmental funds balance sheet. | 7,930,121 |
| Capital assets used in governmental activities are not current financial resources and, therefore, are not reported in the governmental funds balance sheet. | 132,327,770 |
| Deferred losses on refundings of debt are not recognized on the balance sheet for governmental funds. | 1,324,749 |
| Interest payable on long-term debt does not require current financial resources, and, therefore, is not reported as a liability in the governmental funds balance sheet. | (160,853) |
| Revenues earned but not available within sixty days of the fiscal year-end are not recognized as revenue in the fund financial statements. | 15,227,808 |
| Deferred inflows and outflows related to pensions are not recognized on the governmental funds balance sheet. | 2,660,115 |
| Compensated absences, post employment benefits, net pension liability and certain retainage payable are not due and payable in the current period and therefore are not reported in the fund financial statements. | |
| Retainage payable | (74,356) |
| Net OPEB obligation | (1,536,419) |
| Net pension liability | (7,185,634) |
| Compensated absences | (1,375,769) |
| Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the fund financial statements. | <u>(61,955,537)</u> |
| Net position of governmental activities | <u>\$ 116,410,502</u> |

CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES -
GOVERNMENTAL FUNDS
YEAR ENDED SEPTEMBER 30, 2017

| | <u>General</u> | <u>Debt Service</u> | <u>Capital Projects</u> | <u>Nonmajor Governmental Funds</u> | <u>Total Governmental Funds</u> |
|------------------------------------------------------|----------------------|-------------------------|-----------------------------|--------------------------------------------|-----------------------------------------|
| Revenues | | | | | |
| Taxes | \$ 16,393,741 | \$ 9,199,277 | \$ - | \$ 196,075 | \$ 25,789,093 |
| Licenses and permits | 1,119,635 | - | - | - | 1,119,635 |
| Intergovernmental | 4,015,415 | 50,000 | 672,191 | 230,058 | 4,967,664 |
| Charges for services | 1,904,997 | - | - | 56,755 | 1,961,752 |
| Fines | 377,053 | - | - | - | 377,053 |
| Investment income | 125,649 | 23,212 | 65,887 | 1,697 | 216,445 |
| Contributions and donations | 41,687 | - | 660,696 | 475,268 | 1,177,651 |
| Direct financing lease | - | 297,875 | - | - | 297,875 |
| Miscellaneous | <u>2,657,262</u> | <u>84,876</u> | <u>-</u> | <u>-</u> | <u>2,742,138</u> |
| Total revenues | <u>26,635,439</u> | <u>9,655,240</u> | <u>1,398,774</u> | <u>959,853</u> | <u>38,649,306</u> |
| Expenditures | | | | | |
| Current: | | | | | |
| General government | 5,961,760 | - | 7,344 | 856,034 | 6,825,138 |
| Public safety | 13,125,829 | - | - | - | 13,125,829 |
| Public works | 2,579,875 | - | - | - | 2,579,875 |
| Culture and recreation | 1,549,853 | - | - | - | 1,549,853 |
| Intergovernmental: | | | | | |
| Payment to TIRZ | 1,659,765 | 839,934 | - | - | 2,499,699 |
| Capital outlay | 92,539 | - | 5,397,647 | - | 5,490,186 |
| Debt service: | | | | | |
| Principal retirement | 28,652 | 7,311,244 | - | - | 7,339,896 |
| Interest charges | 1,904 | 1,524,066 | - | - | 1,525,970 |
| Fiscal agent's fees and debt issuance costs | <u>-</u> | <u>21,878</u> | <u>44,179</u> | <u>-</u> | <u>66,057</u> |
| Total expenditures | <u>25,000,177</u> | <u>9,697,122</u> | <u>5,449,170</u> | <u>856,034</u> | <u>41,002,503</u> |
| Excess (deficiency) of revenues over expenditures | <u>1,635,262</u> | <u>(41,882)</u> | <u>(4,050,396)</u> | <u>103,819</u> | <u>(2,353,197)</u> |
| Other financing sources (uses) | | | | | |
| Issuance of debt | - | - | 2,100,000 | - | 2,100,000 |
| Transfers in | 2,805,224 | - | 2,345,745 | 12,540 | 5,163,509 |
| Transfers out | <u>(1,723,344)</u> | <u>(174,057)</u> | <u>-</u> | <u>(39,550)</u> | <u>(1,936,951)</u> |
| Total other financing sources (uses) | <u>1,081,880</u> | <u>(174,057)</u> | <u>4,445,745</u> | <u>(27,010)</u> | <u>5,326,558</u> |
| Net change in fund balances | 2,717,142 | (215,939) | 395,349 | 76,809 | 2,973,361 |
| Fund balances - beginning | <u>14,438,575</u> | <u>876,116</u> | <u>10,219,399</u> | <u>721,056</u> | <u>26,255,146</u> |
| Fund balances - ending | <u>\$ 17,155,717</u> | <u>\$ 660,177</u> | <u>\$ 10,614,748</u> | <u>\$ 797,865</u> | <u>\$ 29,228,507</u> |

CITY OF MIDLOTHIAN, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED SEPTEMBER 30, 2017

Net change in fund balances - total governmental funds \$ 2,973,361

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 allocated over their estimated useful lives and reported as depreciation expense. This is the amount of capital assets recorded in the current period. | 7,195,213 |
| Depreciation expense on capital assets is reported in the statement of activities, and does not require the use of current financial resources; therefore, depreciation expense is not reported as expenditures in the governmental funds. | (7,138,032) |
| Governmental funds do not recognize assets contributed by developers, component units or other fund types. However, in the statement of activities the fair market value of those assets are recognized as revenue, then allocated over their estimated useful lives and reported as depreciation expense. | 16,435,106 |
| The net effect of various miscellaneous transactions involving capital assets (i.e., the sales, trade-ins, and donations) is to increase net position. | (12,550) |
| The investment in joint venture reported in the statement of net position does not require the use of current financial resources; therefore, the current year net change in the investment is not reported in the governmental funds. | (197,504) |
| The issuance of long-term debt (e.g. bonds) provides current financial resources to governmental funds, while the 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 premiums, discounts, and similar items when debt is first issued, whereas the 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. | |
| Issuance of debt | (2,100,000) |
| Repayment of principal of long-term debt | 7,339,896 |
| Amortization of: | |
| Premium on bond issuance | (533,874) |
| Loss on refunding | (238,878) |
| 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 until they are paid. These expenses relate to the following: | |
| Compensated absences liability | (111,601) |
| Net OPEB obligation | (169,837) |
| Net pension liability | (398,552) |
| Current year changes in accrued interest payable do not require the use of current financial resources; therefore, they are not reported as expenditures in the governmental funds. | 34,895 |
| Certain revenues in the government-wide statement of activities that do not provide current financial resources are not reported as revenue in the governmental funds. | (785,870) |
| Change in net position of governmental activities | <u>\$ 22,291,773</u> |

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PROPRIETARY FUND FINANCIAL STATEMENTS

**CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF FUND NET POSITION -
PROPRIETARY FUND
SEPTEMBER 30, 2017**

| | <u>Water and Sewer Fund</u> |
|-------------------------------------------------------|----------------------------------------|
| ASSETS | |
| Current assets: | |
| Cash and cash equivalents | \$ 8,984,822 |
| Investments | 7,214,579 |
| Receivables: | |
| Accounts receivable, net | 2,077,856 |
| Other receivables | 283,727 |
| Restricted assets: | |
| Cash and cash equivalents | 8,707,075 |
| Investments | <u>2,433,002</u> |
| Total current assets | <u>29,701,061</u> |
| Noncurrent assets: | |
| Capital assets: | |
| Land and land improvements | 812,778 |
| Construction in progress | 1,827,150 |
| Buildings and improvements | 41,077,544 |
| Waterworks and sewer system | 55,426,823 |
| Machinery and equipment | 3,482,092 |
| Water and wastewater rights | 48,001,715 |
| Accumulated depreciation | <u>(37,629,438)</u> |
| Total capital assets, net of accumulated depreciation | <u>112,998,664</u> |
| Total noncurrent assets | <u>112,998,664</u> |
| TOTAL ASSETS | <u>142,699,725</u> |
| DEFERRED OUTFLOWS OF RESOURCES | |
| Deferred outflows related to pension | 356,784 |
| Deferred loss on refunding | <u>484,210</u> |
| TOTAL DEFERRED OUTFLOWS OF RESOURCES | <u>840,994</u> |

CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF FUND NET POSITION -
PROPRIETARY FUND
SEPTEMBER 30, 2017
(Continued)

| | Water and Sewer Fund |
|---------------------------------------------|---------------------------------|
| LIABILITIES | |
| Current liabilities: | |
| Accounts payable | \$ 525,748 |
| Accrued liabilities | 183,512 |
| Accrued interest payable | 87,365 |
| Due to other governments | 2,180 |
| Customer deposits | 790,192 |
| Noncurrent liabilities due within one year | 2,525,431 |
| Total current liabilities | 4,114,428 |
| Noncurrent liabilities: | |
| Due in more than one year | 26,129,614 |
| Total noncurrent liabilities | 26,129,614 |
| TOTAL LIABILITIES | 30,244,042 |
| DEFERRED INFLOWS OF RESOURCES | |
| Deferred inflows related to pension | 20,447 |
| TOTAL DEFERRED OUTFLOWS OF RESOURCES | 20,447 |
| NET POSITION | |
| Net investment in capital assets | 86,781,144 |
| Restricted for: | |
| Debt service | 1,659,724 |
| Capital improvements | 7,486,142 |
| Unrestricted | 17,349,220 |
| TOTAL NET POSITION | \$ 113,276,230 |

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**CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION -
PROPRIETARY FUND
YEAR ENDED SEPTEMBER 30, 2017**

| | Water and Sewer Fund |
|-------------------------------------------|---------------------------------|
| Operating revenues | |
| Water sales | \$ 11,024,703 |
| Sewer sales | 5,672,686 |
| Tap fees, penalties and other | 428,685 |
| Total operating revenue | 17,126,074 |
| Operating expenses | |
| Cost of sales and services | 6,712,895 |
| Administrative | 1,322,249 |
| Depreciation | 2,945,530 |
| Total operating expenses | 10,980,674 |
| Operating income | 6,145,400 |
| Nonoperating revenues (expenses) | |
| Investment income | 139,820 |
| Interest expense and agent fees | (972,741) |
| Total nonoperating revenues (expenses) | (832,921) |
| Income before contributions and transfers | 5,312,479 |
| Capital contributions | 10,211,564 |
| Transfers in | 174,057 |
| Transfers out | (3,400,615) |
| Change in net position | 12,297,485 |
| Net position - beginning | 100,978,745 |
| Net position - ending | \$ 113,276,230 |

CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF CASH FLOWS -
PROPRIETARY FUND
YEAR ENDED SEPTEMBER 30, 2017

| | Water and Sewer |
|---------------------------------------------------------------------|----------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | |
| Cash received from customers | \$ 16,957,384 |
| Cash paid to employees | (2,047,970) |
| Cash paid to suppliers | (5,968,627) |
| Net cash provided by operating activities | 8,940,787 |
| CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES | |
| Transfers from other funds | 174,057 |
| Transfers to other funds | (3,400,615) |
| Net cash used in noncapital financing activities | (3,226,558) |
| CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES | |
| Principal paid on debt | (2,828,759) |
| Interest and fees paid on debt | (394,722) |
| Acquisition and construction of capital assets | (2,630,396) |
| Capital contributions | 4,559,064 |
| Net cash used in capital and related financing activities | (1,294,813) |
| CASH FLOWS FROM INVESTING ACTIVITIES | |
| Proceeds from investments | 3,521,037 |
| Purchases of investments | (4,070,095) |
| Interest on investments | 139,820 |
| Net cash provided by investing activities | (409,238) |
| Net change in cash | 4,010,178 |
| Cash and cash equivalents, beginning of year | 13,681,719 |
| Cash and cash equivalents, end of year | \$ 17,691,897 |

CITY OF MIDLOTHIAN, TEXAS
STATEMENT OF CASH FLOWS -
PROPRIETARY FUND
YEAR ENDED SEPTEMBER 30, 2017
(continued)

| | Water and Sewer Fund | | Statement of |
|-----------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------|---------------------|
| | Current | Restricted | Cash Flows |
| | Assets | Assets | Totals |
| RECONCILIATION OF CASH AND CASH EQUIVALENTS PER STATEMENT OF CASH FLOWS TO THE STATEMENT OF NET POSITION | | | |
| Cash and cash equivalents - beginning | \$ 8,852,979 | \$ 4,828,740 | \$ 13,681,719 |
| Net change | 131,843 | 3,878,335 | 4,010,178 |
| Cash and cash equivalents - ending | \$ 8,984,822 | \$ 8,707,075 | \$ 17,691,897 |
| RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES | | | |
| | | | Water and |
| | | | Sewer Fund |
| Operating income | | | \$ 6,145,400 |
| Adjustments to reconcile operating income to net cash provided by operating activities | | | |
| Depreciation | | | 2,945,530 |
| Change in assets and liabilities: | | | |
| Decrease (increase) in customer receivable | | | (248,801) |
| Decrease (increase) in other receivable | | | (41,499) |
| Increase (decrease) in accounts payable | | | (57,731) |
| Increase (decrease) in other liabilities | | | (1,558) |
| Increase in customer deposits | | | 121,610 |
| Increase (decrease) in compensated absences | | | (257) |
| Increase (decrease) in pension liability | | | 5,306 |
| Increase (decrease) in OPEB liability | | | 72,787 |
| Net cash provided by operating activities | | | \$ 8,940,787 |
| SCHEDULE OF NONCASH INVESTING, CAPITAL AND FINANCING ACTIVITIES | | | |
| Donations of capital assets | | | \$ 5,652,500 |

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DISCRETELY PRESENTED COMPONENT UNITS

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CITY OF MIDLOTHIAN, TEXAS
COMBINING STATEMENT OF NET POSITION
DISCRETELY PRESENTED COMPONENT UNITS
SEPTEMBER 30, 2017

| | Midlothian Economic Development | Midlothian Community Development Corporation | Midlothian Development Authority | Total |
|------------------------------------------------|------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------|---------------------|
| ASSETS | | | | |
| Cash and cash equivalents | \$ 3,702,646 | \$ 2,975,567 | \$ 8,671,830 | \$ 15,350,043 |
| Investments | 3,224,343 | 1,247,067 | 16,551,591 | 21,023,001 |
| Receivables, net of allowance: | | | | |
| Accounts receivable | 14,460 | 6,566 | 60,641 | 81,667 |
| Due from other governments | 345,133 | 345,133 | - | 690,266 |
| Notes | - | 4,197,777 | - | 4,197,777 |
| Land/development held for sale | 3,475,158 | - | - | 3,475,158 |
| Restricted assets: | | | | |
| Cash and cash equivalents | - | - | 3,706,471 | 3,706,471 |
| Capital assets: | | | | |
| Land | 141,006 | 26,095 | - | 167,101 |
| Buildings and improvements | 7,540 | - | - | 7,540 |
| Furniture and fixtures | 5,516 | - | - | 5,516 |
| Infrastructure | - | - | 7,693,429 | 7,693,429 |
| Construction in progress | - | - | 294,415 | 294,415 |
| Accumulated depreciation | (13,056) | - | (3,125,459) | (3,138,515) |
| Total assets | <u>10,902,746</u> | <u>8,798,205</u> | <u>33,852,918</u> | <u>53,553,869</u> |
| DEFERRED OUTFLOWS OF RESOURCES | | | | |
| Deferred outflows related to pension | 64,870 | - | - | 64,870 |
| Deferred outflows related to loss on refunding | - | 73,959 | 1,976,731 | 2,050,690 |
| Total deferred outflows of resources | <u>64,870</u> | <u>73,959</u> | <u>1,976,731</u> | <u>2,115,560</u> |
| LIABILITIES | | | | |
| Accounts payable and accrued liabilities | 449,730 | 323 | 65,278 | 515,331 |
| Accrued interest payable | 97,356 | 25,135 | 270,832 | 393,323 |
| Due to primary government | 25,441 | 4,451 | 1,074 | 30,966 |
| Noncurrent liabilities: | | | | |
| Due within one year | 458,154 | 465,000 | 3,150,000 | 4,073,154 |
| Due in more than one year | 6,385,450 | 5,631,985 | 33,380,000 | 45,397,435 |
| Total liabilities | <u>7,416,131</u> | <u>6,126,894</u> | <u>36,867,184</u> | <u>50,410,209</u> |
| DEFERRED INFLOWS OF RESOURCES | | | | |
| Deferred inflows related to pension | 3,718 | - | - | 3,718 |
| Total deferred inflows of resources | <u>3,718</u> | <u>-</u> | <u>-</u> | <u>3,718</u> |
| NET POSITION | | | | |
| Net investment in capital assets | 141,006 | 26,095 | 4,862,385 | 5,029,486 |
| Restricted for debt service | - | - | 3,435,639 | 3,435,639 |
| Restricted for economic development | 3,406,761 | 2,719,175 | - | 6,125,936 |
| Unrestricted | - | - | (9,335,559) | (9,335,559) |
| Total net position | <u>\$ 3,547,767</u> | <u>\$ 2,745,270</u> | <u>\$ (1,037,535)</u> | <u>\$ 5,255,502</u> |

**CITY OF MIDLOTHIAN, TEXAS
COMBINING STATEMENT OF ACTIVITIES
DISCRETELY PRESENTED COMPONENT UNITS
YEAR ENDED SEPTEMBER 30, 2017**

| | Program Revenues | | | |
|----------------------------------------------------------|----------------------|-------------------------|------------------------------------------|----------------------------------------|
| | Expenses | Charges for Services | Operating Grants and Contributions | Capital Grants and Contributions |
| Midlothian Economic Development | | | | |
| General government | \$ 570,216 | \$ - | \$ - | \$ - |
| Economic development | 5,871,722 | 1,603,512 | - | - |
| Interest on long term debt | <u>259,226</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Total Corporation for Economic Development | <u>6,701,164</u> | <u>1,603,512</u> | <u>-</u> | <u>-</u> |
| Midlothian Community Development Corporation | | | | |
| General government | 651,151 | - | - | - |
| Interest on long-term debt | <u>272,250</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Total Midlothian Community Development Corporation | <u>923,401</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Midlothian Development Authority | | | | |
| General government | 1,579,727 | - | 491,550 | - |
| Interest on long-term debt | <u>1,634,319</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Total Midlothian Development Authority | <u>3,214,046</u> | <u>-</u> | <u>491,550</u> | <u>-</u> |
| Total component units | <u>\$ 10,838,611</u> | <u>\$ 1,603,512</u> | <u>\$ 491,550</u> | <u>\$ -</u> |

General Revenues

Ad valorem taxes
Sales taxes
Investment income
Miscellaneous income

Total general revenues

Change in net position

Net position - beginning

Net position - ending

| Net (Expenses) Revenues and Change in Net Position | | | |
|-----------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------|---------------------|
| Midlothian Economic Development | Midlothian Community Development Corporation | Midlothian Development Authority | Total |
| \$(570,216) | \$ - | \$ - | \$(570,216) |
| (4,268,210) | - | - | (4,268,210) |
| <u>(259,226)</u> | <u>-</u> | <u>-</u> | <u>(259,226)</u> |
| | | | |
| (5,097,652) | - | - | (5,097,652) |
| | | | |
| - | (651,151) | - | (651,151) |
| <u>-</u> | <u>(272,250)</u> | <u>-</u> | <u>(272,250)</u> |
| | | | |
| - | (923,401) | - | (923,401) |
| | | | |
| - | - | (1,088,177) | (1,088,177) |
| <u>-</u> | <u>-</u> | <u>(1,634,319)</u> | <u>(1,634,319)</u> |
| | | | |
| - | - | (2,722,496) | (2,722,496) |
| <u>(5,097,652)</u> | <u>(923,401)</u> | <u>(2,722,496)</u> | <u>(8,743,549)</u> |
| | | | |
| - | - | 8,674,491 | 8,674,491 |
| 1,888,847 | 1,888,847 | - | 3,777,694 |
| 36,778 | 113,474 | 182,036 | 332,288 |
| <u>138,292</u> | <u>-</u> | <u>34,126</u> | <u>172,418</u> |
| <u>2,063,917</u> | <u>2,002,321</u> | <u>8,890,653</u> | <u>12,956,891</u> |
| | | | |
| (3,033,735) | 1,078,920 | 6,168,157 | 4,213,342 |
| <u>6,581,502</u> | <u>1,666,350</u> | <u>(7,205,692)</u> | <u>1,042,160</u> |
| | | | |
| <u>\$ 3,547,767</u> | <u>\$ 2,745,270</u> | <u>\$(1,037,535)</u> | <u>\$ 5,255,502</u> |

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NOTES TO FINANCIAL STATEMENTS

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CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Description of the City

The City of Midlothian (the City) is a “home rule city” incorporated in 1888. The City operates under a Council-Manager form of government and provides the following services as authorized by its charter: public safety (police and fire), highways and streets, sanitation, water and sewer, public improvements, planning and zoning, and general administrative services.

The accounting and reporting policies of the City relating to the funds included in the accompanying basic financial statements conform to accounting principles generally accepted in the United States of America (GAAP) applicable to state and local governments. Generally accepted accounting principles for local governments include those principles prescribed by the Governmental Accounting Standards Board (GASB), the American Institute of Certified Public Accountants in the publication entitled *Audits of State and Local Governmental Units* and by the Financial Accounting Standards Board (when applicable). The more significant accounting policies of the City are described below.

B. Financial Reporting Entity

As required by accounting principles generally accepted in the United States of America, these financial statements include the primary government and organizations for which the primary government is financially accountable and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete.

The definition of the reporting entity is based primarily on the concept of financial accountability. A primary government is financially accountable for the organizations that make up its legal entity. It is also financially accountable for legally separate organizations if its officials appoint a voting majority of an organization's governing body and either it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the primary government. A primary government may also be financially accountable for governmental organizations that are fiscally dependent on it.

A primary government has the ability to impose its will on an organization if it can significantly influence the programs, projects, or activities of, or the level of services performed or provided by, the organization. A financial benefit or burden relationship exists if the primary government (a) is entitled to the organization's resources; (b) is legally obligated or has otherwise assumed the obligation to finance the deficits of, or provide financial support to, the organization; or (c) is obligated in some manner for the debt of the organization.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Some organizations are included as component units because of their fiscal dependency on the primary government. An organization is fiscally dependent on the primary government if it is unable to adopt its budget, levy taxes, set rates or charges, or issue bonded debt without approval by the primary government. Complete financial statements for the individual component units may be obtained at the City's office; 104 W. Avenue E, Midlothian, TX 76065.

Discretely Presented Component Units

The following entities were found to be component units of the City and are included in the basic financial statements:

Midlothian Economic Development (MED) serves all citizens of the City and is governed by a board appointed by the City's elected council. The City can impose its will on the MED and affect the day-to-day operations of the MED by removing appointed board members at will. The scope of public service of the MED benefits the City and its citizens and is operated primarily within the geographic boundaries of the City.

The Midlothian Community Development Corporation (MCDC) serves all citizens of the City and is governed by a board appointed by the City's elected council. The City can impose its will on the MCDC and affect the day-to-day operations of the MCDC by removing appointed board members at will. The scope of public service of the MCDC benefits the City and its citizens and is operated primarily within the geographic boundaries of the City.

The Midlothian Development Authority (MDA) serves all citizens of the City and is governed by a nine member board, five of which are appointed by the City's elected council. The City can impose its will on the MDA and affect the day-to-day operations of the MDA by removing appointed board members at will. The scope of public service of the MDA benefits the City and its citizens and is operated primarily within the geographic boundaries of the City and Tax Increment Reinvestment Zone No. 2.

C. Government-Wide and Fund Financial Statements

The government-wide financial statements (the statement of net position and the statement of activities) report information on all of the activities of the City. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

The statement of activities demonstrates the degree to which the direct expenses of a given program are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific program. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given program and 2) operating or capital grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Fund Financial Statements

The City segregates transactions related to certain functions or activities in separate funds in order to aid financial management and to demonstrate legal compliance. Separate statements are presented for governmental and proprietary activities. These statements present each major fund as a separate column on the fund financial statements; all nonmajor funds are aggregated and presented in a single column.

Governmental Funds

Governmental funds are those funds through which most governmental functions typically are financed. The measurement focus of governmental funds is on the sources, uses and balance of current financial resources. The City has presented the following major governmental funds:

General Fund

The General Fund is the main operating fund of the City. This fund is used to account for all financial resources not accounted for in other funds. All general tax revenues and other receipts that are not restricted by law or contractual agreement to some other fund are accounted for in this fund. General operating expenditures, fixed charges and capital improvement costs that are not paid through other funds are paid from the General Fund.

Debt Service Fund

The Debt Service Fund is used to account for the accumulation of financial resources for the payment of principal, interest and related costs on general long-term debt paid primarily from taxes levied by the City. The fund balance of the Debt Service Fund is restricted to signify the amounts that are restricted exclusively for debt service expenditures.

Capital Projects Fund

The Capital Projects Fund is used to account for funds received and expended for the construction and renovation of thoroughfares, arterial streets and drainage improvements in the City and construction, renovation, expansion and major improvement of various City facilities, acquisition of land and other large nonrecurring projects.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

In addition, the City presents the following nonmajor governmental funds:

Police Imprest Fund

The Police Imprest Fund is used to account for funds accumulated through restricted police forfeitures.

Hotel / Motel Tax Fund

The Hotel / Motel Tax Fund was established to account for local hotel and motel occupancy tax receipts which are restricted by state statute.

City Beautification Fund

The City Beautification Fund was established to account for monies collected from the leasing of kiosks to be used for the beautification of the City of Midlothian.

MidTowne PID

This fund was established to account for the restricted revenues and expenditures associated with the MidTowne Public Improvement District (PID). The MidTowne PID was established as part of the MidTowne Planned Development District (PD-42) to fund improvements and/or services undertaken by the district for the benefit of property owners within the district.

Municipal Court Fund

The Municipal Court Fund was established to account for the accumulation of funds to be used for court building security, court technology, judicial efficiency and child safety programs which are restricted by state statute.

Cumulative Capital Fund

The Cumulative Capital Fund was established to account for any unspent funds remaining in the Need Center budget at the end of a fiscal year. Funds are to be used for future capital as stated in an interlocal agreement with the City of Red Oak and the City of Midlothian. Capital purchases will fall within the guidelines of the City of Midlothian purchasing policy.

Grant Fund

The Grant Fund was established to account for various grants with which the City of Midlothian participates. These funds are restricted by federal, state, or local awarding entity.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Proprietary Fund

Proprietary Funds are accounted for using the economic resources measurement focus and the accrual basis of accounting. The accounting objectives are determinations of net income, financial position and cash flow. All assets and liabilities are included on the Statement of Net Position. The City has presented the following major proprietary fund:

Water and Sewer Fund

The Water and Sewer Fund is used to account for the provision of water and sewer services to the residents of the City. Activities of the fund include administration, operations and maintenance of the water and sewer system and 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 water and sewer debt. The majority of costs are financed through charges to utility customers with rates reviewed regularly and adjusted if necessary to ensure integrity of the funds.

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. Operating expenses for the proprietary funds include the cost of personnel and contractual services, supplies and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses. Capital contributions for the proprietary funds include contributions of capital assets and impact fees.

D. Measurement Focus and Basis of Accounting

Measurement focus refers to what is being measured; basis of accounting refers to when revenues and expenditures are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurement made, regardless of the measurement focus applied.

The government-wide statements and fund financial statements for proprietary funds are reported using the economic resources measurement focus and the accrual basis of accounting. The economic resources measurement focus means all assets and deferred outflows of resources, and liabilities and deferred inflows of resources (whether current or non-current) are included on the statement of net position and the operating statements present increases (revenues) and decreases (expenses) in total net position. Under the accrual basis of accounting, revenues are recognized when earned, including unbilled water and sewer services which are accrued. Expenses are recognized at the time the liability is incurred.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Governmental fund financial statements are reported using the current financial resources measurement focus and are accounted for using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual; i.e., when they become both measurable and available. "Measurable" means the amount of the transaction can be determined and "available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. The City considers receivables collected within sixty days after year-end to be available and recognizes them as revenues of the current year. Expenditures are recorded when the related fund liability is incurred. However, debt service expenditures are recorded only when payment is due.

The revenues susceptible to accrual are property taxes, franchise fees, licenses, charges for services, interest income and intergovernmental revenues. All other governmental fund revenues are recognized when received.

E. Cash and Investments

The City's cash and cash equivalents includes cash on hand, demand deposits and short-term investments with original maturities of three months or less from the date of acquisition. Because the City, at its option, can withdraw funds within a twenty-four hour period from TexPool and TexSTAR, investments in TexPool and TexSTAR are considered to be cash equivalents. Investments for the City are reported at fair value, except for the position in investment pools.

State statutes authorize the City to invest in (1) obligations of the United States or its agencies and instrumentalities; (2) direct obligation of the State of Texas or its agencies; (3) other obligations, the principal of and interest on which are unconditionally guaranteed or insured by the State of Texas or the United States; (4) obligations of states, agencies, counties, cities, and other political subdivisions of any state having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than A or its equivalent; (5) certificates of deposit by state and national banks domiciled in this state that are (A) guaranteed or insured by the Federal Deposit Insurance Corporation, or its successor; or, (B) secured by obligations that are described by (1) – (4); or, (6) fully collateralized direct repurchase agreements having a defined termination date, secured by obligations described by (1), pledged with third party selected or approved by the City, and placed through a primary government securities dealer. The City's investments are governed by the same state statutes.

All investments are recorded at fair value. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties.

F. Inventory and Prepaid Items

Inventories are valued at cost using the first-in/first-out (FIFO) method. The costs of governmental fund-type inventories are recorded as expenditures when consumed rather than when purchased. Prepaid items represent costs such as postage deferred to subsequent periods.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

G. Interfund Receivables and Payables

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements; however interfund services that are provided and used are not eliminated in the process of consolidation. Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as “internal balances”.

H. Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the applicable governmental or business-type activities columns in the government-wide financial statements and in the fund financial statements for proprietary funds. All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their acquisition value on the date donated. Repairs and maintenance are recorded as expenses. Renewals and betterments are capitalized. Interest has not been capitalized during the construction period on general capital assets.

Assets capitalized have an original cost of \$5,000 or more and over one year of useful life. Depreciation has been calculated on each class of depreciable property using the straight-line method. Estimated useful lives are as follows:

| | |
|-----------------------------------|-------------|
| Buildings | 10-40 Years |
| Improvements other than buildings | 10-40 Years |
| Water and Sewer System | 40 Years |
| Infrastructure | 7-20 Years |
| Machinery and Equipment | 3-20 Years |
| Wastewater rights | 40 Years |

I. Accumulated Vacation, Compensated Time and Sick Leave

All full-time employees are granted vacation and other leave time benefits, and compensatory time for overtime worked by non-exempt (hourly) employees in varying amounts. In the event of termination, an employee is entitled to receive accumulated vacation and compensatory pay. Accumulated vacation pay for all full-time employees and compensatory pay for all non-exempt employees are recorded in the government-wide statements for governmental funds and at the fund level for proprietary funds. Vested or accumulated vacation leave are recorded as an expense and liability of those funds as the benefits accrue to employees.

J. Net Position

Net position represents the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvements of those assets, and adding back unspent proceeds. Net position is reported as restricted when there are

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

limitations imposed on their use either through the enabling legislations adopted by the City or through external restrictions imposed by creditors, grantors or laws or regulations of other governments.

K. Joint Venture

The Midlothian/Waxahachie Airport Joint Venture was created by an agreement in 1989. Under the agreement, both cities equally share ownership, rights and obligations. The City recognizes its joint venture equity in the government-wide financial statements. Increases and decreases from operations of the joint venture are included in fees, fines and charges for services and expenses of the general government activity, respectively. Summary financial information of the joint venture is included in Note 12.

L. Fund Equity

Fund equity is presented consistent with GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. This Statement provides more clearly defined fund balance categories to make the nature and extent of the constraints placed on a government's fund balances more transparent. The following classifications describe the relative strength of the spending constraints:

- **Nonspendable fund balance** - amounts that are not in spendable form (such as inventory or prepaids) or are required to be maintained intact.
- **Restricted fund balance** - amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.
- **Committed fund balance** - amounts constrained to specific purposes by the City Council, using its highest level of decision-making authority (i.e., resolution). To be reported as committed, amounts cannot be used for any other purpose unless the City Council takes the same highest level action by a resolution to remove or change the constraint.
- **Assigned fund balance** - amounts the City intends to use for a specific purpose. Intent can be expressed by the City Council or by an official or body to which the City Council delegates the authority. The City Council has given this authority to the Assistant City Manager.
- **Unassigned fund balance** - amounts that are available for any purpose. Positive amounts are reported only in the General Fund.

City Council establishes (and modifies or rescinds) fund balance commitments by passage of a resolution. Assigned fund balance is established by City Council through adoption or amendment of the budget as intended for specific purpose (such as the purchase of fixed assets, construction, debt service, or for other purposes).

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

In circumstances where an expenditure is made for a purpose for which amounts are available in multiple fund balance classifications, the order for which amounts will be expended is as follows: restricted, followed by committed, assigned and lastly unassigned.

In the General Fund, the City adopted a policy by resolution to maintain an unassigned fund balance to be used for unanticipated emergencies of at least 25% of the actual GAAP basis expenditures and other financing uses.

M. 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*.

O. Property Taxes and Other Receivables

The City's property tax is levied each October 1, on the assessed value listed as of the prior January 1 for all real property located in the City. The appraisal of property within the City is the responsibility of the Ellis Central Appraisal District as required by legislation passed by the Texas Legislature. The Appraisal Districts are required under such legislation to assess all property within their Appraisal District on the basis of 100% of its appraised value and is prohibited from applying any assessment ratios. The assessed value upon which the completed tax year 2016 levy was based was approximately \$2,729,298,511. The value of property within the Appraisal District must be reviewed every five years; however, the City may, at its own expense, require annual reviews of appraised values. The City may challenge appraised values established by the Appraisal District through various appeals and, if necessary, legal action.

General property taxes are limited by the Texas Constitution to \$2.50 per \$100 of assessed valuation. The combined tax rate to finance general governmental service and debt service for the year ended September 30, 2017, was \$0.708244 per \$100 of assessed valuation.

Property taxes attach as an enforceable lien on property as of January 1 following the levy date. Taxes are due by January 31 following the levy date. Tax liens are automatic on January 1, each year. Penalties and interest are included for any payment received after January 31.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Property taxes levied for 2017 are recorded as receivables, net of estimated uncollectibles. The net receivables collected during 2017 and those considered “available” at year-end are recognized as revenues in 2017. The City considers property taxes available if they are collected within 60 days after year-end. Prior year levies were recorded using these same principles. The remaining receivables are reflected as deferred inflows of resources in the fund financial statements.

All trade and property tax receivables are shown net of an allowance for uncollectibles. The property tax receivable allowance is based on the average collection rate of delinquent taxes over the last 10 years. All other allowances for uncollectible accounts are based on historical collection rates.

Property taxes are imposed nonexchange revenue. Assets from imposed nonexchange transactions are recorded when the entity has enforceable legal claim to the asset, or when the entity receives resources, whichever comes first. The enforceable legal claim date for property taxes is the assessment date. The assessment date has been designated in the enabling legislation as October 1.

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 the following items that qualify for reporting in this category.

- Deferred loss on debt refundings – A deferred loss 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 or refunding debt.
- Pension contributions after measurement date – These contributions are deferred and recognized in the following fiscal year.
- Difference in projected and actual earnings on pension assets – This difference is deferred and amortized over a closed five year period.
- Differences between expected and actual economic experience for the City’s pension – These effects on the total pension liability are deferred and amortized over a closed period equal to the average of the expected remaining service lives of all employees that are provided with benefits through the pension plan (active employees in active employees).

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

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 three types of items that qualify for reporting in this category.

- Difference between expected and actual economic experience for the City's pension – These effects on the total pension liability are deferred and amortized over a closed period equal to the average of the expected remaining service lives of all employees that are provided with benefits through the pension plan (active employees and inactive employees).
- Changes of economic and demographic actuarial assumptions or of other inputs included in determining the pension liability – These effects on the total pension liability are deferred and amortized over a closed period equal to the average of the expected remaining service lives of all employees that are provided with benefits through the pension plan (active employees and inactive employees).
- Unavailable revenue – arises only under the modified accrual basis of accounting and is reported in the governmental funds balance sheet. These are balances that do not meet the availability criteria for revenue recognition.

Q. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual amounts could differ from those estimates.

R. New Accounting Pronouncements

Significant new accounting standards not yet implemented by the City include the following:

Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions – This statement changes the focus of accounting of postemployment benefits other than pensions from whether an entity is responsible for funding the benefits over time to a point-in-time liability that is reflected on the employer's financial statements for any actuarially unfunded portion of benefits earned to date. This statement will become effective for the City in fiscal year 2018.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

NOTE 2. CASH AND INVESTMENTS

The funds of the City must be deposited and invested under the terms of a contract, contents of which are set out in the Depository Contract Law. The depository bank places approved pledged securities for safekeeping and trust with the City's agent bank in an amount sufficient to protect City funds on a day-to-day basis during the period of the contract. The pledge of approved securities is waived only to the extent of the depository bank's dollar amount of Federal Deposit Insurance Corporation (FDIC) insurance.

The Public Funds Investment Act (Government Code Chapter 2256) (the Act) contains specific provisions in the areas of investment practices, management reports and establishment of appropriate policies. Among other things, it requires the City to adopt, implement, and publicize an investment policy. That policy must address the following areas: (1) safety of principal and liquidity, (2) portfolio diversification, (3) allowable investments, (4) acceptable risk levels, (5) expected rates of return, (6) maximum allowable stated maturity of portfolio investments, (7) maximum average dollar-weighted maturity, allowed based on the stated maturity date for the portfolio, (8) investment staff quality and capabilities, (9) and bid solicitation preferences for certificates of deposit.

Statutes and the City's investment policy authorized the City to invest in the following investments as summarized in the table below:

The Act also requires the City to have independent auditors perform test procedures related to investment practices as provided by the Act. The City is in substantial compliance with the requirements of the Act and with local policies.

Cash and investments as of September 30, 2017, are classified in the accompanying financial statements as follows:

| Authorized Investment Type | Maximum Maturity | Maximum Percentage of Portfolio | Maximum Investment In One Issuer |
|----------------------------------------------------------|---------------------|---------------------------------------|----------------------------------------|
| U.S. Treasury Obligations | 3 years | 80% | None |
| U.S. Agencies and Instrumentalities | 3 years | 75% | None |
| Fully Insured or collateralized Certificates of Deposits | 2 years | 40% | None |
| Repurchase Agreements | 180 days | 10% | None |
| Money Market Funds | None | 40% | None |
| Local Government Investment Pools | 2 years | 100% | 10% of Pool |
| State and Local government GO debt | 3 years | 40% | None |
| Commercial Paper | 90 days | 10% | None |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Cash and investments as of September 30, 2017, consist of the following:

| | |
|--------------------------------------|----------------------|
| Statement of net position: | |
| Primary Government: | |
| Cash and cash equivalents | \$ 27,348,261 |
| Investments | 19,379,355 |
| Restricted cash and cash equivalents | 8,707,075 |
| Restricted investments | <u>2,433,002</u> |
| Total primary government | <u>\$ 57,867,693</u> |
| Component Units: | |
| Cash and cash equivalents | \$ 19,056,514 |
| Investments | <u>21,023,001</u> |
| Total component units | <u>\$ 40,079,515</u> |
| Primary Government: | |
| Deposits with financial institutions | \$ 25,165,883 |
| Texpool | 10,881,518 |
| TexSTAR | 7,935 |
| Government agency notes | 7,497,114 |
| Certificates of deposit | <u>14,315,243</u> |
| Total cash and investments | <u>\$ 57,867,693</u> |

Disclosures Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that the City manages its exposure to interest rate risk is by investing mainly in investment pools which purchase a combination of shorter term investments with an average maturity of less than 60 days thus reducing the interest rate risk. The City monitors the interest rate risk inherent in its portfolio by measuring the weighted average maturity of its portfolio. The City has no specific limitations with respect to this metric.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

The City categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. GASB Statement No. 72, *Fair Value Measurement and Application* provides a framework for measuring fair value which establishes a three level fair value hierarchy that describes the inputs that are used to measure assets and liabilities.

- Level 1 inputs are quoted prices (unadjusted) for identical assets and liabilities in active markets that a government can access at the measurement date.
- Level 2 inputs are inputs—other than quoted prices included in Level 1—that are observable for an asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for an asset or liability.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. If a price for an identical asset or liability is not observable, a government should measure fair value using another valuation technique that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs. If the fair value of an asset or a liability is measured using inputs from more than one level of the fair value hierarchy, the measurement is considered to be based on the lowest priority level input that is significant to the entire measurement.

As of September 30, 2017, the City had the following investments:

| Investment Type | 9/30/2017 | Level 1 | Level 2 | Weighted Average Maturity |
|--------------------------------------------------|----------------------|---------------------|---------------------|---------------------------------|
| Cash and cash equivalents: | | | | |
| Certificates of deposit | \$ 14,315,243 | \$ - | \$ - | 127 days |
| Total cash and cash equivalents | <u>\$ 14,315,243</u> | <u>\$ -</u> | <u>\$ -</u> | |
| Investments measured at net asset value: | | | | |
| Texpool | \$ 10,881,518 | \$ - | \$ - | 37 days |
| TexSTAR | <u>7,935</u> | <u>-</u> | <u>-</u> | 28 days |
| Total investments measured at net asset value | <u>\$ 10,889,453</u> | <u>\$ -</u> | <u>\$ -</u> | |
| Investments by fair value level: | | | | |
| US Treasury | \$ 2,009,240 | \$ 2,009,240 | \$ - | 177 days |
| US Agency Bonds | 4,487,804 | - | 4,487,804 | 177 days |
| Federal Home Loan Bank | <u>1,000,070</u> | <u>1,000,070</u> | <u>-</u> | 177 days |
| | <u>\$ 7,497,114</u> | <u>\$ 3,009,310</u> | <u>\$ 4,487,804</u> | 177 days |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Of the investments categorized by fair value level, \$4,487,804 were priced using the present value of expected future cash flows and \$3,009,310 were priced using documented trade history in the exact security.

As of September 30, 2017, the City did not invest in any securities which are highly sensitive to interest rate fluctuations.

Disclosures Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the minimum rating required by (where applicable) the Public Funds Investment Act, the City's investment policy, or debt agreements, and the actual rating as of year-end for each investment type.

| <u>Investment Type</u> | <u>Amount</u> | <u>Minimum Legal Rating</u> | <u>Rating as of Year End</u> |
|-------------------------|----------------------|-------------------------------------|--------------------------------------|
| Texpool | \$ 10,881,518 | N/A | AAAm |
| TexSTAR | 7,935 | N/A | AAAm |
| Government agency notes | 7,497,114 | N/A | AAA |
| Certificates of deposit | <u>14,315,243</u> | N/A | Not rated |
| Total | <u>\$ 32,701,810</u> | | |

Concentration of Credit Risk

The investment policy of the City contains no limitations on the amount that can be invested in any one issuer with the exception of investment pools which is limited to 10% of the total funds held by the investment pool. As of September 30, 2017, the certificates of deposit exceed 5% of total investments and are held by more than one issuer. Each issuer holds amounts exceeding 5% of total investments. In addition, the funds at external investment pools and the government agency notes also represent over 5% of investments held by one issuer.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The Public Funds Investment Act and the City’s investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provision for deposits. The Public Funds Investment Act requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least the bank balance less the FDIC insurance at all times

Investment in State Investment Pools

The City is a voluntary participant in TexPool and TexSTAR. Both are public funds investment pools operating in full compliance with the Public Funds Investment Act, to include oversight by an established advisory board composed of both participants and other persons who do not have a business relationship with the pools. The City’s investment in the pools are reported at the net asset value per share (which approximates fair value) even though it is calculated using the amortized cost method. Accordingly, the fair value of the position in the pools is the same as the value of the shares.

TexPool, Lone Star and TexStar each have a redemption notice period of one day and may redeem daily. The investment pools’ authority may only impose restrictions on redemptions in the event of a general suspension of trading on major securities markets, general banking moratorium or national state of emergency that affects the pool’s liquidity.

NOTE 3. RESTRICTED ASSETS

Restricted assets in the Water and Sewer Fund are held for the following purposes in accordance with bond ordinances or other legal restrictions:

| | |
|------------------------------------------|----------------------|
| Debt Service - Interest and Sinking Fund | \$ 588,601 |
| Bond Reserve | 1,663,912 |
| Construction | 8,097,372 |
| Refundable water and sewer deposits | <u>790,192</u> |
| Total | <u>\$ 11,140,077</u> |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

NOTE 4. RECEIVABLES

Notes Receivable

During 2004, the City entered into a 25-year lease purchase agreement with Navarro College (the College) whereby the City originally issued \$4,750,000 of combination tax and revenue bonds Series 2005. In order to construct and equip a building within the City limits to be leased to the College. These bonds were refunded in FY 2015. Under the terms of the agreement, the College agrees to make semi-annual lease payments to the City in the amount of the scheduled debt service payments of Series 2005. The City, in turn, pays the bondholder(s). Upon final payment by the College to the City of the entire refunded indebtedness of \$3,450,000, plus accrued interest, on a timely schedule, title to the building will be transferred to the College. During fiscal year 2006, the building was completed and occupied by the College.

Accordingly, the City has recorded a receivable in the Debt Service Fund for the remaining balance owed by the College under the agreement.

The annual amounts due from the College are as follows as of September 30, 2017:

| Year Ending September 30, | Principal | Interest | Total |
|------------------------------|---------------------|-------------------|---------------------|
| 2018 | \$ 205,000 | \$ 93,875 | \$ 298,875 |
| 2019 | 210,000 | 89,775 | 299,775 |
| 2020 | 220,000 | 85,575 | 305,575 |
| 2021 | 230,000 | 78,975 | 308,975 |
| 2022-2026 | 1,285,000 | 283,425 | 1,568,425 |
| 2027-2030 | 910,000 | 57,291 | 967,291 |
| | <u>\$ 3,060,000</u> | <u>\$ 688,916</u> | <u>\$ 3,748,916</u> |

Accounts Receivable

Receivables at year-end for the City's individual major funds and nonmajor funds in the aggregate, including the applicable allowances for uncollectible accounts, are as follows:

| | General | Debt Service | Capital Projects | Nonmajor Governmental | Water and Sewer | Total |
|---------------------------------------|--------------------|------------------|---------------------|--------------------------|---------------------|---------------------|
| Taxes | \$ 88,778 | \$ 98,327 | \$ - | \$ 44,113 | \$ - | \$ 231,218 |
| Accounts | 2,839,793 | - | 3,748 | - | 2,385,363 | 5,228,904 |
| Other | - | - | - | - | 283,727 | 283,727 |
| | <u>2,928,571</u> | <u>98,327</u> | <u>3,748</u> | <u>44,113</u> | <u>2,669,090</u> | <u>5,743,849</u> |
| Less: allowance for uncollectibles | <u>(2,125,464)</u> | <u>(5,153)</u> | <u>-</u> | <u>-</u> | <u>(307,507)</u> | <u>(2,438,124)</u> |
| Total | <u>\$ 803,107</u> | <u>\$ 93,174</u> | <u>\$ 3,748</u> | <u>\$ 44,113</u> | <u>\$ 2,361,583</u> | <u>\$ 3,305,725</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

NOTE 5. DEFERRED INFLOWS OF RESOURCES

Governmental funds report deferred inflows of resources in connection with receivables for revenues that are not considered to be available to liquidate liabilities in the current period. At the end of the current fiscal year, the various components of deferred inflows reported in the governmental funds were as follows:

| | General | Debt Service | Nonmajor Governmental | Totals |
|---------------------------|----------------------|---------------------|--------------------------|----------------------|
| Delinquent property taxes | \$ 83,787 | \$ 93,173 | \$ 660 | \$ 177,620 |
| Ambulance fees | 390,023 | - | - | 390,023 |
| Court fines | 54,164 | - | - | 54,164 |
| Direct financing lease | - | 3,060,000 | - | 3,060,000 |
| Grants | 11,546,001 | - | - | 11,546,001 |
| Totals | <u>\$ 12,073,975</u> | <u>\$ 3,153,173</u> | <u>\$ 660</u> | <u>\$ 15,227,808</u> |

NOTE 6. CAPITAL ASSETS

Capital asset activity for the governmental activities for the year ended September 30, 2017, was as follows:

| | Beginning Balance | Increases | Decreases | Ending Balance |
|---------------------------------------------|-----------------------|----------------------|---------------------|-----------------------|
| Governmental Activities: | | | | |
| Capital assets not being depreciated: | | | | |
| Land | \$ 18,223,917 | \$ 410,646 | \$ - | \$ 18,634,563 |
| Construction in progress | 11,115,841 | 4,938,168 | - | 16,054,009 |
| | <u>29,339,758</u> | <u>5,348,814</u> | <u>-</u> | <u>34,688,572</u> |
| Capital assets being depreciated: | | | | |
| Buildings | 17,257,836 | 110,044 | - | 17,367,880 |
| Improvements other than buildings | 19,106,621 | 2,293,430 | - | 21,400,051 |
| Infrastructure | 108,449,901 | 14,313,073 | - | 122,762,974 |
| Machinery and equipment | 13,698,531 | 1,148,652 | (109,972) | 14,737,211 |
| | <u>158,512,889</u> | <u>17,865,199</u> | <u>(109,972)</u> | <u>176,268,116</u> |
| Accumulated depreciation: | | | | |
| Buildings | (5,266,955) | (439,702) | - | (5,706,657) |
| Improvements other than buildings | (9,986,558) | (536,271) | - | (10,522,829) |
| Infrastructure | (49,354,510) | (5,067,830) | - | (54,422,340) |
| Machinery and equipment | (6,980,285) | (1,094,229) | 97,422 | (7,977,092) |
| | <u>(71,588,308)</u> | <u>(7,138,032)</u> | <u>97,422</u> | <u>(78,628,918)</u> |
| Capital assets being depreciated, net | <u>86,924,581</u> | <u>10,727,167</u> | <u>(12,550)</u> | <u>97,639,198</u> |
| Governmental activities capital assets, net | <u>\$ 116,264,339</u> | <u>\$ 16,075,981</u> | <u>\$ (12,550)</u> | <u>\$ 132,327,770</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Capital asset activity for the business-type activities for the year ended September 30, 2017, was as follows:

| | Beginning Balance | Increases | Decreases | Ending Balance |
|----------------------------------------------|-----------------------|---------------------|------------------|-----------------------|
| Business-type Activities: | | | | |
| Capital assets not being depreciated: | | | | |
| Land | \$ 812,778 | \$ - | \$ - | \$ 812,778 |
| Water capacity rights | 29,949,793 | - | - | 29,949,793 |
| Construction in progress | 408,650 | 1,489,079 | (70,579) | 1,827,150 |
| | <u>31,171,221</u> | <u>1,489,079</u> | <u>(70,579)</u> | <u>32,589,721</u> |
| Capital assets being depreciated: | | | | |
| Buildings | 41,077,544 | - | - | 41,077,544 |
| Machinery and equipment | 3,124,607 | 382,728 | (25,243) | 3,482,092 |
| Wastewater rights | 18,051,922 | - | - | 18,051,922 |
| Water and sewer system | 48,945,155 | 6,411,089 | 70,579 | 55,426,823 |
| | <u>111,199,228</u> | <u>6,793,817</u> | <u>45,336</u> | <u>118,038,381</u> |
| Accumulated depreciation: | | | | |
| Buildings | (10,259,578) | (755,752) | - | (11,015,330) |
| Machinery and equipment | (2,231,179) | (175,567) | 25,243 | (2,381,503) |
| Wastewater rights | (4,859,095) | (451,298) | - | (5,310,393) |
| Water and sewer system | (17,359,299) | (1,562,913) | - | (18,922,212) |
| | <u>(34,709,151)</u> | <u>(2,945,530)</u> | <u>25,243</u> | <u>(37,629,438)</u> |
| Capital assets being depreciated, net | <u>76,490,077</u> | <u>3,848,287</u> | <u>70,579</u> | <u>80,408,943</u> |
| Business-type activities capital assets, net | <u>\$ 107,661,298</u> | <u>\$ 5,337,366</u> | <u>\$ -</u> | <u>\$ 112,998,664</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Capital asset activity for the component units for the year ended September 30, 2017, was as follows:

| | Beginning Balance | Increases | Decreases/ Adjustments | Ending Balance |
|---------------------------------------|----------------------|------------|---------------------------|-------------------|
| Component Units: | | | | |
| Capital assets not being depreciated: | | | | |
| Land | \$ 167,101 | \$ - | \$ - | \$ 167,101 |
| Construction in progress | - | 294,415 | - | 294,415 |
| | 167,101 | 294,415 | - | 461,516 |
| Capital assets being depreciated: | | | | |
| Buildings and improvements | 7,540 | - | - | 7,540 |
| Machinery and equipment | 9,074 | - | (9,074) | - |
| Furniture and fixtures | 5,516 | - | - | 5,516 |
| Infrastructure | 7,693,429 | - | - | 7,693,429 |
| | 7,715,559 | - | (9,074) | 7,706,485 |
| Accumulated depreciation: | | | | |
| Buildings and improvements | (7,540) | - | - | (7,540) |
| Machinery and equipment | (9,074) | - | 9,074 | - |
| Furniture and fixtures | (5,516) | - | - | (5,516) |
| Infrastructure | (2,933,123) | (192,336) | - | (3,125,459) |
| | (2,955,253) | (192,336) | 9,074 | (3,138,515) |
| Capital assets being depreciated, net | 4,760,306 | (192,336) | - | 4,567,970 |
| Component unit capital assets, net | \$ 4,927,407 | \$ 102,079 | \$ - | \$ 5,029,486 |

Depreciation expense was charged as direct expense to programs as follows:

| | |
|------------------------------------------------------|--------------|
| Governmental activities: | |
| General government | \$ 318,643 |
| Public safety | 930,319 |
| Public works | 5,612,004 |
| Culture and recreation | 277,066 |
| Total depreciation expense - governmental activities | \$ 7,138,032 |
| Business-type activities: | |
| Water and sewer | \$ 2,945,530 |
| Component units: | |
| Midlothian Development Authority | \$ 192,336 |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Construction Commitments

The City has active construction projects as of September 30, 2017. Total accumulated commitments for ongoing capital projects are composed of the following:

| | | |
|------------------------|----|-------------------------|
| General Fund | \$ | 69,510 |
| Capital Projects Funds | | 4,551,063 |
| Special Revenue Funds | | 51,200 |
| Enterprise Fund | | <u>793,615</u> |
| | \$ | <u><u>5,465,388</u></u> |

NOTE 7. LONG-TERM DEBT

The City issues general obligation bonds, certificates of obligation and tax notes to provide funds for the acquisition and construction of major capital facilities and infrastructure. General obligation bonds and certificates of obligation have been issued for both governmental and business-type activities while tax notes have been issued only for governmental activities.

General obligation bonds are direct obligations and pledge the full faith and credit of the City. General obligation bonds generally are issued as 20-year serial bonds, except for refunding issues, with level debt service requirements each year.

The City also issues certificates of obligation which are direct obligations of, and pledge the full faith and credit of the City, and are further secured by a limited pledge of the surplus net revenues of the City's combined waterworks and sewer system. Certificates of obligation are generally issued as 20 year serial bonds with level debt service requirements each year.

Revenue bonds are issued by the City and these bonds are secured by a pledge of income derived from acquired or constructed assets to pay debt service.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Detailed Bond Information

At September 30, 2017, the City's bonds payable consisted of the following:

| | Governmental | |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| Certificate of Obligation | | |
| \$2,850,000 Certificate of Obligation, Series 2014, 2.00%-4.00% final installment September 2024. | \$ <u>2,275,000</u> | |
| Total certificates of obligation | \$ <u>2,275,000</u> | |
| | | Business-type |
| Revenue Bonds | | |
| \$25,010,000 Waterworks and Sewer System Revenue Bonds, Series 2008, 1.0% - 3.3.% final installment due September 2028 | \$ <u>15,250,000</u> | |
| Total Revenue Bonds | \$ <u>15,250,000</u> | |
| | Governmental | Business-type |
| General Obligation Bonds | | |
| \$29,449,922 Combination Tax and Revenue Refunding Bonds, Series 2000, 5.00%-6.00%, final installment due September 2026. | \$ 4,549,935 | \$ - |
| \$17,390,000 General Obligation Refunding Bonds, Series 2006, 4.05%, final installment due Aug. 2019. | 4,705,000 | - |
| \$5,750,000 General Obligation Refunding Bonds, Series 2010, 2.00-3.50%, final installment due Aug. 2021. | 2,319,075 | 155,912 |
| \$6,925,000 General Obligation Refunding Bonds, Series 2012, 1.00-3.00%, final installment due Aug. 2025 | 2,535,000 | 1,575,000 |
| \$7,800,000 General Obligation Bonds Series 2013, 1.50- 3.00%, final installment due Feb. 2033 | 6,510,000 | - |
| \$3,530,000 General Obligation Refunding Bonds, Series 2014, 2.0%-3.125%, final installment due August 2029. | 3,060,000 | - |
| \$15,015,000 General Obligation Refunding Bonds Series 2014, 2.00-4.00%, final installment due Aug. 2029 | 8,224,999 | 3,845,000 |
| \$9,895,000 General Obligation Bonds Series 2015, 2.00-3.00%, final installment due Aug. 2034 | 9,090,000 | |
| \$7,940,000 General Obligation Refunding Bonds Series 2016, 2.00%, final installment due Sept. 2027 | 7,185,000 | 380,000 |
| \$6,040,000 General Obligation Refunding Bonds Series 2017, 2.00%-5.00%, final installment due Sept. 2033 | <u>-</u> | <u>5,350,000</u> |
| Total General Obligation Bonds | \$ <u>48,179,009</u> | \$ <u>11,305,912</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

| | Governmental |
|---------------------------------------------------------------------------------|---------------------|
| Tax Notes | |
| \$2,100,000 Tax Notes, Series 2012, 1.35%, final installment due March 2019. | \$ 565,000 |
| \$1,000,000 Tax Notes, Series 2016, 1.15%, final installment due February 2018. | 405,000 |
| \$1,100,000 Tax Notes, Series 2017, 1.50%, final installment due April 2018. | <u>1,100,000</u> |
| Total Tax Notes | <u>\$ 2,070,000</u> |

The annual requirements to amortize all debts outstanding as of September 30, 2017, are as follows:

General Obligation Bonds

| Year Ending September 30, | Governmental Activities | | Business-Type Activities | | Total |
|------------------------------|-------------------------|----------------------|--------------------------|---------------------|----------------------|
| | Principal | Interest | Principal | Interest | |
| 2018 | \$ 6,348,155 | \$ 1,198,522 | \$ 1,291,855 | \$ 394,144 | \$ 9,232,676 |
| 2019 | 6,536,901 | 1,016,321 | 1,333,102 | 366,529 | 9,252,853 |
| 2020 | 4,663,436 | 2,594,504 | 1,294,690 | 319,447 | 8,872,077 |
| 2021 | 4,273,471 | 2,547,674 | 1,271,265 | 269,406 | 8,361,816 |
| 2022 | 3,687,297 | 2,497,752 | 770,000 | 218,637 | 7,173,686 |
| 2023-2027 | 15,144,749 | 9,351,711 | 3,055,000 | 708,872 | 28,260,332 |
| 2028-2032 | 5,765,000 | 699,310 | 2,020,000 | 216,745 | 8,701,055 |
| 2033-2034 | <u>1,760,000</u> | <u>64,800</u> | <u>270,000</u> | <u>9,788</u> | <u>2,104,588</u> |
| | <u>\$ 48,179,009</u> | <u>\$ 19,970,594</u> | <u>\$ 11,305,912</u> | <u>\$ 2,503,568</u> | <u>\$ 81,959,083</u> |

Certificates of Obligation

| Year Ending September 30, | Governmental Activities | | Total |
|------------------------------|-------------------------|-------------------|---------------------|
| | Principal | Interest | |
| 2018 | \$ 300,000 | \$ 75,600 | \$ 375,600 |
| 2019 | 305,000 | 69,600 | 374,600 |
| 2020 | 315,000 | 60,450 | 375,450 |
| 2021 | 320,000 | 51,000 | 371,000 |
| 2022 | 330,000 | 41,400 | 371,400 |
| 2023-2024 | <u>705,000</u> | <u>42,600</u> | <u>747,600</u> |
| | <u>\$ 2,275,000</u> | <u>\$ 340,650</u> | <u>\$ 2,615,650</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Revenue Bonds

| Year Ending September 30, | Business-Type Activities | | Total |
|------------------------------|--------------------------|---------------------|----------------------|
| | Principal | Interest | |
| 2018 | \$ 1,205,000 | \$ 457,158 | \$ 1,662,158 |
| 2019 | 1,230,000 | 427,635 | 1,657,635 |
| 2020 | 1,265,000 | 395,655 | 1,660,655 |
| 2021 | 1,300,000 | 361,500 | 1,661,500 |
| 2022-2026 | 7,090,000 | 1,207,775 | 8,297,775 |
| 2027-2031 | <u>3,160,000</u> | <u>157,245</u> | <u>3,317,245</u> |
| | <u>\$ 15,250,000</u> | <u>\$ 3,006,968</u> | <u>\$ 18,256,968</u> |

| Year Ending September 30, | Governmental-Type Activities | | Total |
|------------------------------|------------------------------|------------------|---------------------|
| | Principal | Interest | |
| 2018 | \$ 1,785,000 | \$ 15,539 | \$ 1,800,539 |
| 2019 | <u>285,000</u> | <u>3,848</u> | <u>288,848</u> |
| | <u>\$ 2,070,000</u> | <u>\$ 19,387</u> | <u>\$ 2,089,387</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

The following is a summary of long-term debt transactions of the City for the year ended September 30, 2017:

| | Beginning Balance | Increases | Decreases | Ending Balance | Amount Due Within One Year |
|---------------------------------------|-----------------------------|-----------------------------|-------------------------------|-----------------------------|----------------------------------|
| Governmental activities | | | | | |
| General obligation bonds | \$ 54,330,253 | \$ - | \$(6,151,244) | \$ 48,179,009 | \$ 6,348,155 |
| Certificates of obligation | 2,565,000 | - | (290,000) | 2,275,000 | 300,000 |
| Capital lease obligations | 58,211 | - | (28,652) | 29,559 | - |
| Tax notes | 840,000 | 2,100,000 | (870,000) | 2,070,000 | 1,785,000 |
| Accreted interest | 7,220,425 | 705,798 | - | 7,926,223 | - |
| Bond premium | 1,647,670 | - | (171,924) | 1,475,746 | - |
| Compensated absences | 1,264,168 | 1,038,983 | (927,382) | 1,375,769 | 343,942 |
| Net pension liability | 6,913,118 | 3,031,161 | (2,758,645) | 7,185,634 | - |
| Net OPEB obligation | <u>1,366,582</u> | <u>207,147</u> | <u>(37,310)</u> | <u>1,536,419</u> | <u>-</u> |
| Total governmental activities | <u>\$ 76,205,427</u> | <u>\$ 7,083,089</u> | <u>\$(11,235,157)</u> | <u>\$ 72,053,359</u> | <u>\$ 8,777,097</u> |
| Business-type activities | | | | | |
| General obligation bonds | \$ 6,789,668 | \$ 6,040,000 | \$(1,523,756) | \$ 11,305,912 | \$ 1,291,855 |
| Revenue bonds | 22,595,000 | - | (7,345,000) | 15,250,000 | 1,205,000 |
| Bond premium | 291,464 | 362,389 | (58,536) | 595,317 | - |
| Compensated absences | 114,559 | 83,588 | (83,845) | 114,302 | 28,576 |
| Net pension liability | 949,599 | 387,481 | (428,553) | 908,527 | - |
| Net OPEB obligation | <u>408,200</u> | <u>88,777</u> | <u>(15,990)</u> | <u>480,987</u> | <u>-</u> |
| Total business-type activities | <u>\$ 31,148,490</u> | <u>\$ 6,962,235</u> | <u>\$(9,455,680)</u> | <u>\$ 28,655,045</u> | <u>\$ 2,525,431</u> |
| Component units | | | | | |
| Sales tax bonds | \$ 51,777,372 | \$ 23,180,000 | \$(27,440,241) | \$ 47,517,131 | \$ 3,915,316 |
| Net pension liability | 171,121 | 28,916 | (34,850) | 165,187 | - |
| Compensated absences | 13,012 | 25,887 | (20,455) | 18,444 | 2,602 |
| Promissory note | 1,748,000 | - | (150,252) | 1,597,748 | 155,236 |
| Note payable to primary government | 292,353 | - | (292,353) | - | - |
| Bond premium | <u>1,017,425</u> | <u>-</u> | <u>(845,346)</u> | <u>172,079</u> | <u>-</u> |
| Total component units | <u>\$ 55,019,283</u> | <u>\$ 23,234,803</u> | <u>\$(28,783,497)</u> | <u>\$ 49,470,589</u> | <u>\$ 4,073,154</u> |

The General Fund has been used to liquidate capital lease liabilities with respect to acquisition of governmental capital assets. Also, for the governmental activities, claims and judgments, compensated absences, and other post-employment benefits are generally liquidated by the General Fund.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Refunding

On December 6, 2016, the City issued \$6,040,000 of General Obligation Refunding Bonds, Series 2017 to refund \$6,170,000 of Waterworks & Sewer System Revenue Refunding Bonds, Series 2006. The refunding allowed the City to reduce future debt payments. The refunding resulted in a decrease in total debt service payments in the next 17 years by \$505,401, which equates to a \$392,239 present value savings or economic gain. The refunding provided resources that were placed in a separate irrevocable trust for the purpose of generating resources for all future debt service payments of the debt being refunded. As a result, the bonds are considered to be defeased and the liability has been removed from the statement of net position. The difference between the reacquisition price and the net carrying amount of the old debt (deferred amount on refunding of \$98,084) will be amortized over the remaining life of the original debt issued.

Pledged Revenue

In 2008, the City issued Waterworks and Sewer System Revenue Bonds, Series 2008. These bonds are being used to construct an 8.0 million gallon per day (MGD) water treatment plant expansion, a raw water pump station, a raw water pipeline, and treated water transmission pipelines. These Bonds constitute special obligations of the City and are payable from a first lien and pledge of the net revenues derived from the City's combined Waterworks and Sewer System. The City has not obligated itself to pay the bonds from monies raised or to be raised from taxation. At September 30, 2017, the remaining principal and interest on the bonds was \$15,250,000 and \$3,006,968 respectively. Principal and interest payments for the fiscal year was \$1,175,000 and \$484,183. The bonds mature on September 1, 2028.

Tax Notes

On October 5, 2016, the City issued a Tax Note Series 2016 \$1,000,000. This note is being used to purchase radios for the police departments new emergency simulcast system. The interest rate is 1.00-1.15% and final payment is February 15, 2018.

On September 6, 2017, the City issued Tax Notes Series 2017 \$1,100,000. The note is being used for street improvements, right-of-way and improvements to City park trails. The interest rate is 1.50% and final payment is April 1, 2018.

Capital Lease Obligations

The City has entered into capital lease agreements. The leased property under capital leases is classified as machinery and equipment with a net carrying value of approximately \$29,559 for governmental activities. Amortization expense has been included in depreciation expense for the year ended September 30, 2017.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The following is a schedule of future minimum payments under the capital lease together with the present value of the net minimum lease payments as of September 30, 2017:

| Year Ending September 30, | Governmental Activities |
|------------------------------------------------|----------------------------|
| 2018 | \$ 30,556 |
| | 30,556 |
| Less amount representing interest | (997) |
| Present value of net minimum lease payments | \$ 29,559 |

NOTE 8. DEFINED BENEFIT PENSION PLAN

Texas Municipal Retirement System

Plan Descriptions

The City participates as one of 872 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). 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 agency 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 Sections 401(a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tMrs.org.

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

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 over of seven payments 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.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The City grants monetary credits for service rendered of a theoretical amount equal to two times what would have been contributed by the employee, with interest. Monetary credits, also known as the matching ratio, are 200% of the employee's accumulated contributions and are only payable in the form of an annuity.

Beginning in 2010, the City granted an annually repeating (automatic) basis monetary credit referred to as an updated service credit (USC) which is a theoretical amount that takes into account salary increases or plan improvements. If at any time during their career an employee earns a USC, this amount remains in their account earning interest at 5% until retirement. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer match plus employer-financed monetary credits, such as USC, with interest were used to purchase an annuity. Additionally, initiated in 2010, the City provided on an annually repeating (automatic) basis cost of living adjustments (COLA) for retirees equal to a percentage of the change in the consumer price index (CPI).

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee with interest, prior to establishment of the plan. Monetary credits for service since the plan began are a percent (100%, 150%, or 200%) of the employee's accumulated contributions. In addition, the City can grant, as often as annually, another type of monetary credit referred to as an updated service credit which is a theoretical amount which, when added to the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and the City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity.

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes. Plan provisions for the City were as follows:

| | |
|-----------------------------------|------------------------------------------------|
| Employee deposit rate | 7% |
| Matching ratio (City to employee) | 2 to 1 |
| Years required for vesting | 5 years |
| Service retirement eligibility | 20 years to any age 5 years at 60 and above |
| Updated service credits | 100% repeating, transfers |
| Annuity increases to retirees | 70% of CPI, repeating |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Employees covered by benefit terms

At the December 31, 2016, valuation and measurement date, the following employees were covered by the benefit terms:

| | |
|------------------------------------------------------------------|-------------------|
| Inactive employees or beneficiaries currently receiving benefits | 83 |
| Inactive employees entitled to but not yet receiving benefits | 101 |
| Active employees | <u>209</u> |
| | <u><u>393</u></u> |

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the City matching percentages are with 100%, 150%, or 200%, both as adopted by the governing body of the city. Under the state law governing TMRS, the contributions 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 were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City were 14.74% and 14.20% in calendar years 2017 and 2016, respectively. The city's contributions to TMRS for the year ended September 30, 2017, were \$2,012,422 and were equal to the required contributions.

Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2016, 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, 2016, actuarial valuation was determined using the following actuarial assumptions:

| | |
|---------------------------|--------------------------------------------------------------------|
| Inflation | 2.5% per year |
| Overall payroll growth | 3.0% per year |
| Investment Rate of Return | 6.75%, net of pension plan investment expense, including inflation |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

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 Tables with Blue Collar Adjustment, 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 males 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, 2016, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering the 2009 through 2011, and the 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. 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 expenses 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). The target allocation and best estimates of arithmetic real rates return for each major assets class in fiscal year 2017 are summarized in the following table:

| <u>Asset Class</u> | <u>Target Allocation</u> | <u>Long-Term Expected Real Rate of Return (Arithmetic)</u> |
|-----------------------|--------------------------|----------------------------------------------------------------|
| Domestic Equity | 17.5% | 4.55% |
| International Equity | 17.5% | 6.35% |
| Core Fixed Income | 10.0% | 1.00% |
| Non-Core Fixed Income | 20.0% | 4.15% |
| Real Return | 10.0% | 4.15% |
| Real Estate | 10.0% | 4.75% |
| Absolute Return | 10.0% | 4.00% |
| Private Equity | 5.0% | 7.75% |
| Total | 100.0% | |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

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 period of projected benefit payments to determine the Total Pension Liability.

Changes in the Net Pension Liability

| | Increase (Decrease) | | |
|------------------------------------------------------------------|-----------------------------------|---------------------------------------|---------------------------------------|
| | Total Pension Liability (a) | Plan Fiduciary Net Position (b) | Net Pension Liability (a) - (b) |
| Balance at 12/31/2015 | \$ 37,960,113 | \$ 29,926,275 | \$ 8,033,838 |
| Changes for the year: | | | |
| Service cost | 2,200,728 | - | 2,200,728 |
| Interest | 2,593,138 | | 2,593,138 |
| Difference between expected and actual experience | 15,928 | - | 15,928 |
| Contributions - employer | | 1,724,855 | (1,724,855) |
| Contributions - employee | - | 859,659 | (859,659) |
| Net investment income | - | 2,023,811 | (2,023,811) |
| Benefit payments, including refunds of employee contributions | (1,287,236) | (1,287,236) | - |
| Administrative expense | - | (22,841) | 22,841 |
| Other changes | - | (1,200) | 1,200 |
| Net changes | <u>3,522,558</u> | <u>3,297,048</u> | <u>225,510</u> |
| Balance at 12/31/2016 | <u>\$ 41,482,671</u> | <u>\$ 33,223,323</u> | <u>\$ 8,259,348</u> |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The following presents the net pension liability of the City and the discretely presented Component Unit, calculated using the discount rate of 6.75%, as well as what the City's and Component Unit's net pension liability would be if they were calculated using a discount rate that is 1-percentage-point lower (5.75%) of 1-percentage-higher (7.75%) than the current rate:

| | <u>1% Decrease in Discount Rate (5.75%)</u> | | <u>Current Single Rate Assumption 6.75%</u> | | <u>1% Increase in Discount Rate (7.75%)</u> |
|----------------------------------------|-------------------------------------------------|----|-------------------------------------------------|----|-------------------------------------------------|
| City's net pension liability | \$ 14,955,254 | \$ | 8,094,161 | \$ | 2,585,710 |
| | | | | | |
| | <u>1% Decrease in Discount Rate (5.75%)</u> | | <u>Current Single Rate Assumption 6.75%</u> | | <u>1% Increase in Discount Rate (7.75%)</u> |
| Component Unit's net pension liability | \$ 305,209 | \$ | 165,187 | \$ | 52,770 |

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRs financial report. The report may be obtained on the Internet at www.tmr.org.

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

For the year ended September 30, 2017, the City recognized pension expense of \$2,433,991. At September 30, 2017, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

| Primary Government | <u>Deferred Outflows of Resources</u> | <u>Deferred Inflows of Resources</u> |
|-------------------------------------------------------------|-------------------------------------------|------------------------------------------|
| Differences between expected and actual economic experience | \$ 294,038 | \$ 131,907 |
| Changes in actuarial assumptions | - | 50,261 |
| Difference between projected and actual investment earnings | 1,294,532 | - |
| Contributions subsequent to the measurement date | <u>1,590,050</u> | <u>-</u> |
| Total | <u>\$ 3,178,620</u> | <u>\$ 182,168</u> |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

For the year ended September 30, 2017, the Component Unit recognized pension expense of \$48,680. At September 30, 2017, the Component Unit reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

| Discretely Presented Component Unit | <u>Deferred Outflows of Resources</u> | <u>Deferred Inflows of Resources</u> |
|-------------------------------------------------------------|-------------------------------------------|------------------------------------------|
| Differences between expected and actual economic experience | \$ 6,001 | \$ 2,692 |
| Changes in actuarial assumptions | - | 1,026 |
| Difference between projected and actual investment earnings | 26,419 | - |
| Contributions subsequent to the measurement date | <u>32,450</u> | <u>-</u> |
| Total | <u>\$ 64,870</u> | <u>\$ 3,718</u> |

For the primary government and component unit, respectively, \$1,622,500 and \$32,450 reported as deferred outflows of resources related to pension 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, 2018. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expenses as follows:

| <u>Year ended Dec 31</u> | <u>City</u> | <u>Component Unit</u> |
|--------------------------|---------------------|-----------------------|
| 2018 | \$ 468,605 | \$ 9,563 |
| 2019 | 468,606 | 9,563 |
| 2020 | 430,579 | 8,787 |
| 2021 | 36,651 | 748 |
| 2022 | <u>1,961</u> | <u>41</u> |
| Total | <u>\$ 1,406,402</u> | <u>\$ 28,702</u> |

NOTE 9. OTHER POST EMPLOYMENT RETIREMENT BENEFITS

Plan Description

The City offers its retired employees health insurance benefits through a single-employer defined benefit OPEB plan, under City policy. This plan is administered by the City and no separate audited financial statements are available. Eligible retirees received medical and dental benefits provided through Cigna Health and Life. The City pays a percentage of the current monthly contribution rate for individual coverage for retirees age 60-65 based on the years of service at normal retirement age. Retirees younger than age 60 pay 100% of the contribution for individual coverage. The retiree pays 100% of the contribution for elected dependent coverage and any balance of the required individual coverage contribution. All active employees who retire directly from the City and meet the eligibility criteria may participate. As of October 1, 2016, the City had 214 eligible active employees and 3 retiree participating in the City's plan.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by the Texas Municipal Retirement System (TMRS) known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance for retired employees and are insured for \$7,500; this coverage is an other post-employment benefit (OPEB). The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during the employee' entire careers. The City's contribution to the TMRS SDBF for the years ended 2017, 2016, and 2015 were \$19,578, \$17,340, \$14,608, respectively, which equaled the required contributions each year.

Funding Policy and Annual OPEB Cost

The City's annual other post-employment benefits (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameter of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years on an open basis. The City had its most recent OPEB actuarial valuation performed as of October 1, 2016, as required by GASB.

The City's annual OPEB cost for the current year is as follows:

| | |
|---------------------------------------------------|---------------------|
| Annual required contribution | \$ 325,576 |
| Interest on OPEB obligation | 70,991 |
| Adjustment to ARC | <u>(100,643)</u> |
| Annual OPEB cost (expense) end of year | 295,924 |
| Net employer contributions | <u>(53,300)</u> |
| Increase in net OPEB obligation (NOO) | 242,624 |
| Net OPEB obligation - as of beginning of the year | <u>1,774,782</u> |
| Net OPEB obligation - as of end of the year | <u>\$ 2,017,406</u> |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for the past three fiscal years were as follows:

| Fiscal Year Ending | Annual OPEB Cost | Annual Contribution Made | Percentage of Annual OPEB Cost Contributed | Net OPEB Obligation |
|--------------------------|---------------------|--------------------------------|-----------------------------------------------------|------------------------|
| 2015 | \$ 285,138 | \$ 22,782 | 8% | \$ 1,523,958 |
| 2016 | 267,873 | 17,049 | 6% | 1,774,782 |
| 2017 | 295,924 | 53,300 | 18% | 2,017,406 |

Funding Status and Funding Progress

The funded status of the City's retiree health care plan, under GASB Statement No. 45, as of October 1, 2016, is as follows:

| Actuarial Valuation Date | Actuarial Value of Assets (a) | Actuarial Accrued Liability (AAL) (b) | Unfunded AAL (UAAL) (b - a) | Funded Ratio (a / b) | Covered Payroll (c) | UAAL as a Percentage of Covered Payroll |
|--------------------------------|-------------------------------------|------------------------------------------------|-----------------------------------|----------------------------|---------------------------|-----------------------------------------------|
| 10/1/2016 | \$ - | \$ 2,061,263 | \$ 2,061,263 | 0.0% | \$ 11,545,640 | 17.85% |

As of October 1, 2016, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$2,061,263, all of which was unfunded. The covered payroll (annual payroll of active employees covered by the plan) was \$11,545,640, and the ratio of the unfunded actuarial accrued liability to the covered payroll was 17.85%.

Under the reporting parameters, the City's retiree health care plan is 0% funded with an estimated actuarial accrued liability exceeding actuarial assets by \$2,061,263 at October 1, 2016.

Actuarial Methods and Assumptions

The Projected Unit Credit actuarial cost method is used to calculate the GASB ARC for the City's retiree health care plan. Using the plan benefits, the present health care premiums, and a set of actuarial assumptions, the anticipated future payments are projected. The Projected Unit Credit method then provides for a systematic funding for these anticipated payments. The yearly ARC is computed to cover the cost of benefits being earned by covered members, as well as to amortize a portion of the unfunded accrued liability.

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

Projections of health benefits are based on the plan as understood by the City and include the types of benefits in force at the valuation date and the pattern of sharing benefits costs between the City and the City's employees to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status and the annual required contributions of the City's retiree health care plan are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress presented as required supplementary information provides multi-year trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

For the actuarial valuation dated October 1, 2016, the projected unit cost method was used. The actuarial assumptions include the following:

Actuarial Method: Projected Unit Cost Method.

Accumulated Post-retirement Benefit Obligation: The Actuarial Present Value of Benefits allocated to all periods prior to the valuation year.

Discount Rate: 4.00% (1.00% real rate of return plus 3.00% inflation).

Health Care Cost Trend - 7.50% for FY 2015 grading to 4.50% for FY 2021 and later.

Turnover rates varying by age, gender and service. Retirement rates vary by age, with an average retirement age of 61. Data assumptions for 100% of all retirees who currently have healthcare coverage will continue with individual only coverage upon retirement.

The City has used GASB accounting methodology to determine the postretirement medical benefit obligations, with amortization costs for the initial unfunded actuarial accrued liability is a level period for 30 years.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

Average Per Capita Claim Cost:

| Age | Health Care |
|-----|-------------|
| 50 | \$ 9,084 |
| 51 | 9,498 |
| 52 | 9,931 |
| 53 | 10,385 |
| 54 | 10,860 |
| 55 | 11,358 |
| 56 | 11,879 |
| 57 | 12,425 |
| 58 | 12,997 |
| 59 | 13,597 |
| 60 | 14,224 |
| 61 | 14,882 |
| 62 | 15,571 |
| 63 | 16,292 |
| 64 | 17,048 |

NOTE 10. INTERFUND TRANSFERS AND BALANCES

All interfund transfers between the various funds are approved supplements to the operations of those funds. The following is a schedule of fiscal year 2017 transfer activity:

| Transfer In | Transfer Out | Amount | Purpose |
|-----------------------|-----------------------|--------------|----------------------------|
| General Fund | Water and Sewer | \$ 2,765,674 | Overhead costs |
| Water and Sewer | Debt Service | 174,057 | Funds for debt service |
| Capital Projects | Water and Sewer | 634,941 | Equipment & construction |
| Capital Projects | General Fund | 1,710,804 | Funds for capital projects |
| Nonmajor Governmental | General Fund | 12,540 | Funds for capital projects |
| General Fund | Nonmajor Governmental | 39,550 | Personnel and equipment |
| | Totals | \$ 5,337,566 | |

At the end of fiscal year 2017 the City had the following interfund balances: this balance is funds received by the general fund, to transfer to the Police Imprest Fund resulting from an auction.

| Receivable Fund | Payable Fund | Amount |
|-----------------------|--------------|-----------|
| Nonmajor governmental | General Fund | \$ 17,914 |
| | Totals | \$ 17,914 |

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

NOTE 11. RISK MANAGEMENT

The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The City has purchased commercial insurance to protect against these various risks of loss. There was no significant reduction in insurance coverage from the previous year. Settled claims for risks have not exceeded insurance coverage for the past three years.

NOTE 12. JOINT VENTURE – MIDLOTHIAN/WAXAHACHIE AIRPORT

Pursuant to an inter-local agreement authorized by state statutes, the City of Waxahachie, Texas, joined the City of Midlothian, Texas, to construct and operate an airport for the mutual benefit of the two cities. The agreement established an Airport Board of seven members. Each city appoints three members to terms of three years. The seventh member is appointed for a two-year term. The cities alternate appointing the seventh member.

The Board is responsible for the supervision and operation of the airport assets, grounds, and improvements. Each year the Board shall prepare a budget for consideration by the cities. The Airport Budget is funded by equal contributions from each city, user fees, and a tax on fuel. The Cities of Midlothian and Waxahachie each have a 50 percent share of assets, liabilities and fund equity. Most of the construction of the airport was funded by grants from the Federal Aviation Administration.

The budget for FY 2017, required each city to contribute \$36,500 towards the operation of the airport. This amount is expected to decrease in the future as other revenues increase. The joint venture does not issue separate financial statements.

The following is summary financial information of the joint venture at September 30, 2017, and for the year then ended:

| | |
|----------------|----------------------|
| Balance Sheet: | |
| Assets | \$ 15,980,277 |
| Liabilities | (<u>120,036</u>) |
| Net position | \$ <u>15,860,241</u> |
| | |
| Revenues | \$ 483,426 |
| Expenses | (<u>864,738</u>) |
| Net loss | \$(<u>381,312</u>) |

CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS

NOTE 13. CONDUIT DEBT OBLIGATIONS

During the year ended September 30, 2010, the City of Midlothian Industrial Development Corporation issued Environmental Facilities Revenue Bonds to provide financial assistance to a private sector entity for the acquisition and construction of industrial and commercial facilities deemed to be in the public interest. The bonds are secured by the property financed and are payable solely from payments received on the underlying mortgage loans. Upon repayment of the bonds, ownership of the acquired facilities transfers to the private-sector entity served by the bond issuance. Neither the City, the State, nor any political subdivision thereof is obligated in any manner for repayment of the bonds. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements.

There is one series of Environmental Facilities Revenue Refunding Bonds outstanding, with an aggregate principal amount outstanding of \$26,700,000, maturing in 2034.

NOTE 14. TAX ABATEMENT

The City enters into economic development agreements designed to promote development and redevelopment within the City, spur economic improvement, stimulate commercial activity, generate additional sales tax and enhance the property tax base and economic improvement, stipulate commercial activity, generate additional sales tax and enhance the property tax base and economic vitality of the City. These programs abate or rebate property taxes and sales tax, and also include incentive payments and reductions in fees that are not tied to taxes. The City's economic development agreements are authorized under Chapter 380 of the Texas Local Government Code and Chapter 311 (Tax Increment Financing Act) and 312 (Property Redevelopment and Tax Abatement Act) of the Texas Tax Code.

Recipients may be eligible to receive economic assistance based on the employment impact, economic impact or community impact of the project requesting assistance. Recipients receiving assistance generally commit to building or remodeling real property and related infrastructure, demolishing and redeveloping outdated properties, expanding operations, renewing facility leases, or bringing targeted businesses to the City. Agreements generally contain recapture provisions which may require repayment or termination if recipients do not meet the required provisions of the economic incentives.

The City has two categories of economic development:

Tax Abatements – Tax Abatements under Chapter 312 of the Texas Tax Code allow the City to designate tax reinvestment zone and negotiate tax abatement agreements with applicants. These abatement agreements authorize the appraisal districts to reduce the assessed value of the taxpayer's property by a percentage specified in the agreement, and the taxpayer will pay taxes on the lower assessed value during the term of the agreement. Property taxes abated under this program were \$293,270 in fiscal year 2017.

**CITY OF MIDLOTHIAN, TEXAS
NOTES TO THE BASIC FINANCIAL STATEMENTS**

General Economic Development – The City enters into various agreements under Chapter 380 of the Texas Local Government Code to stimulate economic development. Agreements may rebate a flat amount or percentage of property taxes or sales tax received by the City, may result in fee reductions such as utility charges or building inspection fees, or make lump sum payments to offset moving expenses, infrastructure reimbursements, redevelopment costs or other expenses. For fiscal year 2017, the City rebated \$180,632 in taxes.

NOTE 15. SUBSEQUENT EVENTS

In November 2017, the citizens of the City approved a bond package for building a new fire station and firefighting training facility, constructing and improving streets, and park construction and improvements. The total approved issuances total \$47,400,000.

Financial Advisory Services
Provided By:

SAMCO CAPITAL MARKETS, INC.