



OFFICIAL STATEMENT

Dated August 16, 2012

Ratings:
Moody's: "Aa1"
S&P: "AAA"
(See "Other Information - Ratings" herein)

NEW ISSUE - Book-Entry-Only

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

THE BONDS ARE NOT DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS



\$22,590,000
TOWN OF ADDISON, TEXAS
(Dallas County)
GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS, SERIES 2012

Dated Date: August 15, 2012

Due: February 15, as shown below

PAYMENT TERMS . . . Interest on the \$22,590,000 Town of Addison, Texas, General Obligation Refunding and Improvement Bonds, Series 2012 (the "Bonds") will accrue from August 15, 2012 (the "Dated Date"), will be payable February 15 and August 15 of each year, commencing February 15, 2013, until maturity or prior redemption and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the owners thereof. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "The Bonds and Certificates - Book-Entry-Only System" herein. The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see "The Bonds and Certificates - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including particularly Chapters 1207 and 1331, Texas Government Code, as amended, Section 5.11 of the Town's Home Rule Charter, and elections held within the Town on February 12, 2000 and May 12, 2012 (together the "Election") and are direct obligations of the Town of Addison, Texas (the "Town"), payable from a continuing ad valorem tax levied annually on all taxable property within the Town, within the limits prescribed by law, as provided in the ordinance authorizing the issuance of the Bonds (the "Bond Ordinance" and together with the Certificate Ordinance, the "Ordinances") (see "The Bonds and Certificates - Authority for Issuance" and "The Bonds and Certificates - Security and Source of Payment").

PURPOSE . . . Proceeds from the sale of the Bonds, together with other available Town funds, will be used to (i) refund a portion of the Town's outstanding debt described in Schedule I attached to this Official Statement (the "Refunded Obligations") to lower the overall debt service requirements of the Town, (ii) making certain public improvements, including, to wit: (a) engineering, constructing, reconstructing, improving, developing, extending and expanding streets, thoroughfares, bridges, interchanges, intersections, grade separations, sidewalks and other public ways of the Town, including necessary and related storm drainage facilities and improvements, signalization and other traffic controls, street lighting and the acquisition or any needed rights-of-way therefor, (b) relocating utilities currently located adjacent to Belt Line Road and acquiring, constructing and developing Belt Line Road streetscape improvements, (c) Acquisition of high speed communications equipment and related wireless network infrastructure for connection to the Town's data network, including automated meter reading and live monitoring infrastructure for law enforcement and first responders, parks and neighborhoods and airport security, and (d) public park improvements and improvements to Town pedestrian/bicycle trails, including neighborhood lighting landscaping, signage and the acquisition of land therefore, and (iii) to pay the costs of issuing the Bonds.

MATURITY SCHEDULE

CUSIP Prefix (1): 006644

Table with 10 columns: Amount, Maturity, Rate, Yield, CUSIP Suffix (1), Amount, Maturity, Rate, Yield, CUSIP Suffix (1). Rows list bond amounts from \$375,000 to \$910,000 with corresponding maturity dates and yields.

(Accrued Interest from August 15, 2012 to be added)

(1) CUSIP numbers are included solely for the convenience of the owners of the Bonds. CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC 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. None of the Town, the Underwriters or the Financial Advisor shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.
(2) Yield shown is yield to first call date, February 15, 2022.

REDEMPTION . . . The Town reserves the right, at its option, to redeem Bonds having stated maturities on and after February 15, 2023, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on February 15, 2022, or any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption.

SEPARATE ISSUES . . . The Bonds are being offered by the Town concurrently with the "Town of Addison, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2012" (the "Certificates"), and such Bonds and Certificates are hereinafter sometimes referred to collectively as the "Obligations." The Bonds and Certificates are separate and distinct securities offerings being issued and sold independently except for the common Official Statement, and, while the Obligations share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for its payment, the rights of the holders, and other features.

LEGALITY . . . The Bonds are offered for delivery when, as and if issued and received by the Underwriters and subject to the approving opinion of the Attorney General of Texas and the opinion of Bracewell & Giuliani LLP, Bond Counsel, Dallas, Texas (see Appendix C, "Forms of Bond Counsel's Opinions"). Certain legal matters will be passed upon for the Underwriters by Fulbright & Jaworski L.L.P., San Antonio, Texas Counsel for the Underwriters.

DELIVERY . . . It is expected that the Bonds will be available for delivery through DTC on September 18, 2012.

STIFEL, NICOLAUS & COMPANY, INCORPORATED

BOSC, INC.

SAMCO CAPITAL MARKETS, INC.

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NEW ISSUE - Book-Entry-Only

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

THE CERTIFICATES ARE NOT DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS



\$14,835,000
TOWN OF ADDISON, TEXAS
(Dallas County)
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2012

Dated Date: August 15, 2012

Due: February 15, as shown below

PAYMENT TERMS . . . Interest on the \$14,835,000 Town of Addison, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2012 (the "Certificates") will accrue from August 15, 2012 (the "Dated Date"), will be payable February 15 and August 15 of each year, commencing February 15, 2013, until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Certificates will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Certificates may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. **No physical delivery of the Certificates will be made to the owners thereof.** Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Certificates. See "The Bonds and Certificates - Book-Entry-Only System" herein. The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see "The Bonds and Certificates - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE . . . The Certificates are issued pursuant to the Constitution and general laws of the State of Texas (the "State"), particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and Section 5.11 of the Town's Home Rule Charter, and constitute direct obligations of the Town of Addison, Texas (the "Town"), payable from a combination of (i) an annual ad valorem tax levied, within the limits prescribed by law, on all taxable property within the Town, and (ii) a limited pledge (not to exceed \$1,000) of surplus net revenues of the Town's Waterworks and Sewer System as provided in the ordinance authorizing the issuance of the Certificates (the "Certificate Ordinance" and together with the Bond Ordinance, the "Ordinances") (see "The Bonds and Certificates - Authority for Issuance" and "The Bonds and Certificates - Security and Source of Payment").

PURPOSE . . . Proceeds from the sale of the Certificates will be used for (a) acquiring and installing radio and telecommunication equipment for Town public safety operations, (b) designing, acquiring, improving, constructing, and renovating water, wastewater and street infrastructure improvements, including drainage infrastructure, within the Vitruvian Park area of the Town, (a) and (b) together, the "Project") and (c) paying professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

MATURITY SCHEDULE

CUSIP Prefix⁽¹⁾: 006644

Amount	Maturity	Rate	Yield	CUSIP Suffix ⁽¹⁾	Amount	Maturity	Rate	Yield	CUSIP Suffix ⁽¹⁾
\$ 200,000	2014	2.000%	0.400%	VX3	\$ 815,000	2024	4.000%	2.470% ⁽²⁾	WH7
190,000	2015	2.000%	0.500%	VY1	840,000	2025	3.000%	2.750% ⁽²⁾	WJ3
670,000	2016	1.500%	0.625%	VZ8	870,000	2026	3.000%	2.850% ⁽²⁾	WK0
680,000	2017	2.000%	0.850%	WA2	900,000	2027	3.000%	2.930% ⁽²⁾	WL8
700,000	2018	2.000%	1.150%	WB0	455,000	2028	3.000%	3.010%	WM6
710,000	2019	2.000%	1.410%	WC8	470,000	2029	3.000%	3.080%	WN4
720,000	2020	2.000%	1.680%	WD6	485,000	2030	3.000%	3.150%	WP9
735,000	2021	2.000%	1.880%	WE4	500,000	2031	3.000%	3.210%	WQ7
755,000	2022	3.000%	2.030%	WF1	515,000	2032	3.125%	3.270%	WR5
780,000	2023	4.000%	2.300% ⁽²⁾	WG9					

(Accrued Interest from August 15, 2012 to be added)

\$1,080,000 3.250% TERM CERTIFICATES DUE FEBRUARY 15, 2034 PRICED TO YIELD 3.40% - CUSIP #006644WS3
\$1,765,000 3.375% TERM CERTIFICATES DUE FEBRUARY 15, 2037 PRICED TO YIELD 3.55% - CUSIP #006644WT1

(1) CUSIP numbers are included solely for the convenience of the owners of the Certificates. CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC 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. None of the Town, the Underwriters or the Financial Advisor shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.

(2) Yield shown is yield to first call date, February 15, 2022.

REDEMPTION . . . The Town reserves the right, at its option, to redeem Certificates having stated maturities on and after February 15, 2023, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on February 15, 2022, or any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. The Certificates maturing on February 15, 2034 and February 15, 2037 (the "Term Certificates") are also subject to mandatory sinking fund redemption prior to maturity (see "The Bonds and Certificates - Mandatory Redemption").

SEPARATE ISSUES . . . The Certificates are being offered by the Town concurrently with the "Town of Addison, Texas, General Obligation Refunding and Improvement Bonds, Series 2012" (the "Bonds"), under a common Official Statement, and such Bonds and Certificates are hereinafter sometimes referred to collectively as the "Obligations." The Bonds and Certificates are separate and distinct securities offerings being issued and sold independently except for the common Official Statement, and, while the Obligations share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for its payment, the rights of the holders, and other features.

LEGALITY . . . The Certificates are offered for delivery when, as and if issued and received by the Underwriters and subject to the approving opinion of the Attorney General of Texas and the opinion of Bracewell & Giuliani LLP, Bond Counsel, Dallas, Texas (see Appendix C, "Forms of Bond Counsel's Opinions"). Certain legal matters will be passed upon for the Underwriters by Fulbright & Jaworski L.L.P., San Antonio, Texas Counsel for the Underwriters.

DELIVERY . . . It is expected that the Certificates will be available for delivery through DTC on September 18, 2012.

STIFEL, NICOLAUS & COMPANY, INCORPORATED

BOSC, INC.

SAMCO CAPITAL MARKETS, INC.

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This Official Statement, which includes the cover pages, 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 or representations must not be relied upon.

The information set forth herein has been obtained from the Town and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as a representation, promise or guarantee of the Financial Advisor or the Underwriters.

This Official Statement includes descriptions and summaries of certain events, matters and documents. Such descriptions and summaries do not purport to be complete and all such descriptions, summaries and references thereto are qualified in their entirety by reference to this Official Statement in its entirety and to each such document, copies of which may be obtained from the Financial Advisor. Any statements made in this Official Statement or the appendices hereto involving matters of opinion or estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of such opinions or estimates will be realized.

The Underwriters have reviewed the information in this Official Statement pursuant to their respective responsibilities to investors under the federal securities laws, but the Underwriters do not guarantee the accuracy or completeness of such information.

The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Town or other matters described herein. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the Town's undertaking to provide certain information on a continuing basis.

NONE OF THE TOWN, ITS FINANCIAL ADVISOR, OR THE UNDERWRITERS MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY ONLY SYSTEM.

IN CONNECTION WITH THE OFFERING OF THE OBLIGATIONS, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE OBLIGATIONS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE OBLIGATIONS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACT. THE REGISTRATION OR QUALIFICATION OF THE OBLIGATIONS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF SECURITIES LAW OF THE STATES IN WHICH THE OBLIGATIONS HAVE BEEN REGISTERED OR QUALIFIED, IF ANY, AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN OTHER STATES, IF ANY, CANNOT BE REGARDED AS A RECOMMENDATION THEREOF. THE OBLIGATIONS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

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

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The cover page hereof, this page, the schedule and the appendices included herein and any addenda, supplement, or amendment hereto, are part of the Official Statement.

OFFICIAL STATEMENT SUMMARY

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

THE TOWN The Town is a political subdivision and home-rule municipal corporation of the State, located in Dallas County, Texas. The Town covers approximately 4.4 square miles (see "Introduction - Description of the Town").

THE BONDS The \$22,590,000 General Obligation Refunding and Improvement Bonds, Series 2012 are issued as serial bonds scheduled to mature on February 15 in the years 2014 through 2032 (see "The Bonds and Certificates - Description of the Bonds and Certificates").

THE CERTIFICATES The \$14,835,000 Combination Tax and Revenue Certificates of Obligation, Series 2012 are issued as serial certificates scheduled to mature on February 15 in the years 2014 through 2032, and as Term Certificates maturing February 15, 2034 and February 15, 2037 (see "The Bonds and Certificates - Description of the Bonds and Certificates").

PAYMENT OF INTEREST Interest on the Bonds and Certificates accrues from August 15, 2012, and is payable February 15, 2013, and each August 15 and February 15 thereafter until maturity or prior redemption (see "The Bonds and Certificates - Description of the Bonds and Certificates" and "The Bonds and Certificates - Optional Redemption").

AUTHORITY FOR ISSUANCE

OF THE BONDS The Bonds are issued pursuant to the Constitution and general laws of the State, including particularly Chapters 1207 and 1331, Texas Government Code, as amended, Section 5.11 of the Town's Home Rule Charter, and elections held within the Town on February 12, 2000 and May 12, 2012, and the Bond Ordinance passed by the Town Council (see "The Bonds and Certificates - Authority for Issuance").

AUTHORITY FOR ISSUANCE

OF THE CERTIFICATES The Certificates are issued pursuant to the Constitution and general laws of the State, including particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, Section 51 of the Town's Home Rule Charter, and the Certificate Ordinance passed by the Town Council (see "The Bonds and Certificates - Authority for Issuance").

SECURITY FOR THE

BONDS The Bonds constitute direct obligations of the Town, payable from a direct and continuing ad valorem tax levied annually, within the limits prescribed by law, on all taxable property located within the Town (see "The Bonds and Certificates - Security and Source of Payment").

SECURITY FOR THE

CERTIFICATES The Certificates constitute direct obligations of the Town, payable from a combination of (i) a direct and continuing ad valorem tax levied annually, within the limits prescribed by law, on all taxable property within the Town, and (ii) a limited pledge (not to exceed \$1,000) of the surplus net revenues of the Town's Waterworks and Sewer System (see "The Bonds and Certificates - Security and Source of Payment").

REDEMPTION The Town reserves the right, at its option, to redeem Bonds and Certificates having stated maturities on and after February 15, 2023, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on February 15, 2022, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "The Bonds and Certificates - Optional Redemption"). The Certificates maturing on February 15 in each of the years 2034 and 2037 (the "Term Certificates") are also subject to mandatory sinking fund redemption prior to maturity (see "The Bonds and Certificates - Mandatory Redemption").

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

USE OF PROCEEDS..... Proceeds from the sale of the Bonds, together with other available Town funds, will be used to (i) refund a portion of the Town's outstanding debt described in Schedule I attached to this Official Statement (the "Refunded Obligations") to lower the overall debt service requirements of the Town, (ii) making certain public improvements, including, to wit: (a) engineering, constructing, reconstructing, improving, developing, extending and expanding streets, thoroughfares, bridges, interchanges, intersections, grade separations, sidewalks and other public ways of the Town, including necessary and related storm drainage facilities and improvements, signalization and other traffic controls, street lighting and the acquisition or any needed rights-of-way therefor, (b) relocating utilities currently located adjacent to Belt Line Road and acquiring, constructing and developing Belt Line Road streetscape improvements, (c) Acquisition of high speed communications equipment and related wireless network infrastructure for connection to the Town's data network, including automated meter reading and live monitoring infrastructure for law enforcement and first responders, parks and neighborhoods and airport security, and (d) public park improvements and improvements to Town pedestrian/bicycle trails, including neighborhood lighting landscaping, signage and the acquisition of land therefore, and (iii) to pay the costs of issuing the Bonds. A portion of the Bonds not being used to refund the Refunded Obligations constitute the final installment of bonds approved by the voters of the Town at the February 12, 2000 bond election. See "Table 11 – Authorized But Unissued General Obligation Bonds."

Proceeds from the sale of the Certificates will be used for (a) acquiring and installing radio and telecommunication equipment for Town public safety operations, (b) designing, acquiring, improving, constructing, and renovating water, wastewater and street infrastructure improvements, including drainage infrastructure, within the Vitruvian Park area of the Town, ((a) and (b) together, the "Project") and (c) paying professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

RATINGS The Obligations and the presently outstanding tax-supported debt of the Town are rated "Aa1" by Moody's Investors Service, Inc. ("Moody's") and "AAA" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business ("S&P") (see "Other Information - Ratings").

BOOK-ENTRY-ONLY SYSTEM..... The definitive Bonds and Certificates will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds and Certificates may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds and Certificates will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds and Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds and Certificates (see "The Bonds and Certificates - Book-Entry-Only System").

PAYMENT RECORD The Town has never defaulted on the payment of its tax-supported indebtedness.

SELECTED FINANCIAL INFORMATION

Fiscal Year Ended 9/30	Estimated City Population	Taxable Assessed Valuation	Per Capita Taxable Assessed Valuation	Net Funded Tax Debt Outstanding ⁽⁴⁾	Per Capita Funded Tax Debt	Ratio Funded	
						Tax Debt to Assessed Valuation	% of Total Tax Collections to Tax Levy
2008	15,250 ⁽¹⁾	\$ 3,481,842,177	\$ 228,318	\$ 58,272,000	\$ 3,821	1.67%	94.70%
2009	13,400 ⁽¹⁾⁽³⁾	3,724,826,923	277,972	54,671,900	4,080	1.47%	92.40%
2010	13,056 ⁽²⁾	3,311,049,800	253,604	50,837,380	3,894	1.54%	96.60%
2011	13,060 ⁽¹⁾	3,058,773,717	234,209	47,518,770	3,638	1.55%	97.00%
2012	13,700 ⁽¹⁾	3,028,042,568	221,025	73,739,314 ⁽⁵⁾	5,382	2.44%	99.19% ⁽⁶⁾

- (1) Source: North Central Texas Council of Governments ("NCTCOG")
- (2) Source: U.S. Census Bureau.
- (3) The decline in population is a result of a private urban renewal project that demolished approximately 1,300 apartment units to make way for a new mixed-use development that will eventually include 5,000 residential units.
- (4) The above statement of indebtedness does not include currently outstanding convention center revenue bonds payable from a hotel occupancy tax and revenues of the convention center, as provided in the ordinance authorizing such bonds and general obligation debt for which repayment is provided from revenues of the waterworks and sewer system and the airport fund ("self-supporting debt"). See "Table 1 – Valuation, Exemptions and General Obligation Debt" and "Table 10 – Computation of Self-Supporting Debt" herein.
- (5) Includes the Bonds and Certificates. Excludes the Refunded Obligations.
- (6) Collections for part year only, through July 1, 2012.

TOWN OFFICIALS, STAFF, AND CONSULTANTS

ELECTED OFFICIALS

<u>City Council</u>	<u>Length of Service</u>	<u>Term Expires</u>	<u>Occupation</u>
Todd Meier Mayor	1 Year	May, 2013	Business Person/Attorney
Blake W. Clemens Mayor Pro Tempore	3 Years	May, 2013	Corporate Real Estate
Bruce Arfsten Deputy Mayor Pro Tempore	1 Year	May, 2013	Residential Real Estate
Chris DeFrancisco Councilmember	1 Year	May, 2013	Commerical Banking
Margie Gunther Councilmember	Newly Elected	May, 2014	Executive Director of Education Retired
Janelle Moore Councilmember	Newly Elected	May, 2014	Consultant and Business Development
Neil Resnik Councilmember	2 Years	May, 2014	Financial Services/Life Insurance

SELECTED ADMINISTRATIVE STAFF

<u>Name</u>	<u>Position</u>	<u>Length of Service</u>
Ronald Whitehead	City Manager	30 Years
Lea Dunn	Deputy City Manager	17 Years
Chris Terry	Assistant City Manager	19 Years
Eric Cannon, CPA, CGFO	Chief Financial Officer	2 Months

CONSULTANTS AND ADVISORS

Certified Public Accountants Weaver and Tidwell LLP
Dallas, Texas

Bond Counsel Bracewell & Giuliani LLP
Dallas, Texas

Financial Advisor First Southwest Company
Fort Worth, Texas

For additional information regarding the Town, please contact:

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OFFICIAL STATEMENT

RELATING TO

\$22,590,000

TOWN OF ADDISON, TEXAS

**GENERAL OBLIGATION REFUNDING
AND IMPROVEMENT BONDS, SERIES 2012**

\$14,835,000

TOWN OF ADDISON

**COMBINATION TAX AND REVENUE
CERTIFICATES OF OBLIGATION, SERIES 2012**

INTRODUCTION

This Official Statement, which includes the Schedule and Appendices hereto, provides certain information regarding the issuance of \$22,590,000 Town of Addison, Texas, General Obligation Refunding and Improvement Bonds, Series 2012 (the "Bonds") and \$14,835,000 Town of Addison, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2012 (the "Certificates") (collectively, the "Obligations"). The Obligations are separate and distinct securities offerings being authorized for issuance under separate ordinances (the "Bond Ordinance" and the "Certificate Ordinance", and collectively the "Ordinances") adopted by the Town Council of the Town, but are being offered and sold pursuant to a common Official Statement, and while the Bonds and Certificates share certain common attributes, each issue is separate and apart from the other and should be reviewed and analyzed independently, including the kind and type of obligation being issued, its terms of payment, the security for its payment, the rights of the holders and the covenants and agreements made with respect thereto. Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinances adopted on the date of sale of the Obligations, except as otherwise indicated herein.

There follows in this Official Statement descriptions of the Bonds and Certificates and certain information regarding the Town and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the Town's Financial Advisor, First Southwest Company, Dallas, Texas.

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

DESCRIPTION OF THE TOWN . . . The Town is a political subdivision and municipal corporation of the State, duly organized and existing under the laws of the State, including the Town's Home Rule Charter. The Town's Home Rule Charter originally adopted in 1978, was last amended in 1993. The Town operates under the Council/Manager form of government with a City Council comprised of the Mayor and six Councilmembers. The term of office for Councilmembers is two years with the terms of the Mayor and three of the Councilmembers expiring in odd-numbered years and the terms of the other three Councilmembers expiring in even-numbered years. The City Manager is the chief administrative officer for the Town. Some of the services that the Town provides are: public safety (police and fire protection), highways and streets, water and sanitary sewer utilities, culture-recreation, public improvements, planning and zoning, and general administrative services. The 2010 Census population for the Town was 13,056, and the estimated 2012 population is 13,700. The Town covers approximately 4.4 square miles and is located within the Dallas, Texas, Standard Metropolitan Statistical Area (SMSA).

PLAN OF FINANCING

PURPOSE . . .

The Bonds . . . Proceeds from the sale of the Bonds, together with other available Town funds, will be used to (i) refund a portion of the Town's outstanding debt described in Schedule I attached to this Official Statement (the "Refunded Obligations") to lower the overall debt service requirements of the Town, (ii) making certain public improvements, including, to wit: (a) engineering, constructing, reconstructing, improving, developing, extending and expanding streets, thoroughfares, bridges, interchanges, intersections, grade separations, sidewalks and other public ways of the Town, including necessary and related storm drainage facilities and improvements, signalization and other traffic controls, street lighting and the acquisition or any needed rights-of-way therefor, (b) relocating utilities currently located adjacent to Belt Line Road and acquiring, constructing and developing Belt Line Road streetscape improvements, (c) Acquisition of high speed communications equipment and related wireless network infrastructure for connection to the Town's data network, including automated meter reading and live monitoring infrastructure for law enforcement and first responders, parks and neighborhoods and airport security, and (d) public park improvements and improvements to Town pedestrian/bicycle trails, including neighborhood lighting landscaping, signage and the acquisition of land therefore, and (iii) to pay the costs of issuing the Bonds.

The Certificates . . . Proceeds from the sale of the Certificates will be used for (a) acquiring and installing radio and telecommunication equipment for Town public safety operations, (b) designing, acquiring, improving, constructing, and renovating water, wastewater and street infrastructure improvements, including drainage infrastructure, within the Vitruvian Park area of the Town, ((a) and (b) together, the "Project") and (c) paying professional services of attorneys, financial advisors and other professionals in connection with the Project and the issuance of the Certificates.

REFUNDED OBLIGATIONS . . . The principal and interest due on the Refunded Obligations are to be paid on the scheduled interest payment dates and the respective redemption dates of such Refunded Obligations, from funds to be deposited pursuant to an escrow agreement with respect to the Bonds (the "Escrow Agreement") between the Town and The Bank of New York Mellon Trust Company, N.A. (the "Escrow Agent"). The Bond Ordinance provides that from the proceeds of the sale of the Bonds received from the Underwriters, the Town will deposit with the Escrow Agent the amount necessary to accomplish the discharge and final payment of the Refunded Obligations on their respective redemption dates. Such funds will be held by the Escrow Agent in a special escrow account (the "Escrow Fund") and used to purchase obligations authorized by Chapter 1207, Texas Government Code, as amended (the "Securities"). Under the Escrow Agreement, the Escrow Fund is irrevocably pledged to the payment of the principal of and interest on the Refunded Obligations.

Grant Thornton LLP, certified public accountants, a nationally recognized accounting firm, will verify at the time of delivery of the Bonds to the Underwriters thereof the mathematical accuracy of the schedules that demonstrate the Securities will mature and pay interest in such amounts which, together with uninvested funds, if any, in the Escrow Funds, will be sufficient to pay, when due, the principal of and interest on the Refunded Obligations. Such maturing principal of and interest on the Securities will not be available to pay the Bonds or the Certificates (see "Other Information – Verification of Arithmetical and Mathematical Computations").

By deposit of the Securities and cash, if necessary, with the Escrow Agent pursuant to the Escrow Agreement, the Town will have effected the defeasance of all the Refunded Obligations in accordance with the law. It is the opinion of Bond Counsel that as a result of such defeasance and in reliance upon the report of Grant Thornton LLP, certified public accountants, the Refunded Obligations will be outstanding only for the purpose of receiving payments from the Securities and any cash held for such purpose by the Escrow Agent and such Refunded Obligations will not be deemed as being outstanding obligations of the Town payable from taxes nor for the purpose of applying any limitation on the issuance of debt.

SOURCES AND USES OF PROCEEDS . . . The proceeds from the sale of the Obligations, together with other available funds, will be applied approximately as follows:

Sources:	The Bonds	The Certificates
Principal Amount of Bonds	\$ 22,590,000.00	\$ 14,835,000.00
Accrued Interest	83,689.95	38,643.23
Original Issue Premium	3,190,275.15	455,484.20
Total Sources of Funds	<u>\$ 25,863,965.10</u>	<u>\$ 15,329,127.43</u>
Uses:		
Original Issue Discount	\$ 67,928.90	\$ 115,020.15
Deposit to Escrow Fund	5,605,177.61	-
Deposit to Construction Fund	19,830,000.00	15,000,000.00
Deposit to Debt Service Fund	83,689.95	38,643.23
Costs of Issuance ⁽¹⁾	277,168.64	175,464.05
Total Uses of Funds	<u>\$ 25,863,965.10</u>	<u>\$ 15,329,127.43</u>

(1) Including Underwriters' Discount.

THE BONDS AND CERTIFICATES

DESCRIPTION OF THE BONDS AND CERTIFICATES . . . The Obligations are dated August 15, 2012 (the "Dated Date"), and mature on February 15 in each of the years and in the amounts shown on the cover page and page 3 hereof. Interest on the Obligations will accrue from the Dated Date, will be computed on the basis of a 360-day year of twelve 30-day months, and will be payable on August 15 and February 15 of each year, commencing February 15, 2013, until maturity or prior redemption. The definitive Bonds and Certificates will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. **No physical delivery of the Bonds and Certificates will be made to the owners thereof.** Principal of, premium, if any, and interest on the Bonds and Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds and Certificates. See "The Bonds and Certificates - Book-Entry-Only System" herein.

AUTHORITY FOR ISSUANCE . . . The Bonds are being issued pursuant to the Constitution and general laws of the State of Texas, particularly Chapters 1207 and 1331, Texas Government Code, as amended, Section 5.11 of the Town's Home Rule Charter, the Election; and the Bond Ordinance. The portion of the Bonds not being used to refund the Refunded Obligations constitute the final installment of bonds approved by the voters of the Town at the February 12, 2000 and May 12, 2012 bond elections. See "Table 11 – Authorized But Unissued General Obligation Bonds."

The Certificates are being issued pursuant to the Constitution and general laws of the State of Texas, particularly Subchapter C of Chapter 271, Texas Local Government Code (the Certificate of Obligation Act of 1971), and the Certificate Ordinance.

SECURITY AND SOURCE OF PAYMENT . . .

The Bonds . . . The Bonds constitute direct obligations of the Town and the principal thereof and interest thereon are payable from an annual ad valorem tax levied annually by the Town, within the limits prescribed by law, upon all taxable property in the Town, as provided in the Bond Ordinance.

The Certificates . . . The Certificates constitute direct obligations of the Town and the principal thereof and interest thereon are payable from an annual ad valorem tax levied annually by the Town, within the limits prescribed by law, upon all taxable property in the Town, and are additionally secured by and payable from a limited pledge (not to exceed \$1,000) of the surplus net revenues of the Town's Waterworks and Sewer System remaining after payment of all operation and maintenance expenses thereof, and all debt service, reserve and other requirements in connection with all of the Town's revenue obligations (now or hereafter outstanding) that are payable from all or part of said revenues, all as provided in the Certificate Ordinance.

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

OPTIONAL REDEMPTION . . . The Town reserves the right, at its option, to redeem the Obligations, or both, having stated maturities on and after February 15, 2023 in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on February 15, 2022 or any date thereafter, at the par value thereof plus accrued interest to the date of redemption. If less than all the Obligations of any maturity are to be redeemed, the Paying Agent/Registrar (or DTC while the Obligations are in Book-Entry-Only form) shall determine by lot the Obligations, or portions thereof, within such maturity to be redeemed. If an Obligation (or any portion of the principal sum thereof) shall have been called for redemption and notice of such redemption shall have been given, such Obligation (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

MANDATORY REDEMPTION . . . The Certificates maturing on February 15, 2034 and February 15, 2037 (the "Term Certificates"), are subject to mandatory redemption in part at a price of par, plus accrued interest to the dates of redemption, on the date and in the principal amounts as follows:

Term Bonds Maturing February 15, 2034		Term Bonds Maturing February 15, 2037	
Redemption Date	Principal Amount	Redemption Date	Principal Amount
February 15, 2033	\$ 530,000	February 15, 2035	\$ 570,000
February 15, 2034*	550,000	February 15, 2036	585,000
		February 15, 2037*	610,000

* Maturity.

The Paying Agent/Registrar shall select by lot, or other customary method, the numbers of the Term Certificates to be redeemed. Any Term Certificates not selected for prior redemption shall be paid on the date of their Stated Maturity.

The principal amount of the Term Certificates of a maturity to be redeemed on each mandatory redemption date may be reduced, at the option of the Town by the principal amount of the Term Certificates of such maturity which, at least 45 days prior to the mandatory redemption date, (1) shall have been acquired by the Town at a price not exceeding the principal amount of such Term Certificates plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation, or (2) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory sinking fund redemption requirement.

NOTICE OF REDEMPTION . . . Not less than 30 days prior to a redemption date for the Obligations, the Town shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the registered owners of the Obligations to be redeemed, in whole or in part, at the address of the registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the business day next preceding the date of mailing such notice. ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN NOTWITHSTANDING WHETHER ONE OR MORE REGISTERED OWNERS MAY HAVE FAILED TO RECEIVE SUCH NOTICE.

In the Ordinances, the Town reserves the right in the case of an optional redemption to give notice of its election or direction to redeem Obligations conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date or (ii) the Town retains the right to rescind such notice at any time prior to the scheduled redemption date if the Town delivers a certificate of the Town to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Obligations subject to conditional redemption where redemption has been rescinded shall remain Outstanding, and the rescission shall not constitute an event of default. Further, in the case of a conditional redemption, the failure of the Town to make moneys and/or authorized securities available in part or in whole on or before the redemption date shall not constitute an event of default.

BOOK-ENTRY-ONLY SYSTEM . . . *This section describes how ownership of the Obligations are to be transferred and how the principal of, premium, if any, and interest on the Obligations are to be paid to and accredited by DTC while the Obligations 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 Town and the Underwriters believe the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

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

DTC will act as securities depository for the Obligations. The Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered security certificate will be issued for each maturity of the Obligations in the aggregate principal amount thereof 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"). DTC has a Standard & Poor's rating of "AA+". The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

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

To facilitate subsequent transfers, all Obligations 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 Obligations 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 Obligations; DTC's records reflect only the identity of the Direct Participant to whose account such Obligations 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 Obligations may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Obligations, such as redemptions, tenders, defaults, and proposed amendments to the Obligation documents. For example, Beneficial Owners of Obligations may wish to ascertain that the nominee holding the Obligations 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 registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Obligations 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 issue to be redeemed.

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

Payments on the Obligations will be made to DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the Town or the Paying Agent/Registrar on payable dates in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as in the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent/Registrar or the Town, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment to DTC is the responsibility of the Town, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

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

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

Use of Certain Terms in Other Sections of this Official Statement. In reading this Official Statement it should be understood that while the Obligations 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 Obligations, 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 Ordinances will be given only to DTC.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by the Town, the Financial Advisor or the Underwriters.

Effect of Termination of Book-Entry-Only System. In the event that the Book-Entry-Only System is discontinued by DTC or the use of the Book-Entry-Only System is discontinued by the Town, printed Certificates will be issued to the holders and the Obligations will be subject to transfer, exchange and registration provisions as set forth in the Ordinances and summarized under "The Obligations - Transfer, Exchange and Registration" below.

PAYING AGENT/REGISTRAR . . . The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas. In the Ordinances, the Town retains the right to replace the Paying Agent/Registrar. The Town covenants to maintain and provide a Paying Agent/Registrar at all times until the Obligations are duly paid and any successor Paying Agent/Registrar shall be a commercial bank or trust company organized under the laws of the State of Texas or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar for the Obligations. Upon any change in the Paying Agent/Registrar for the Obligations, the Town agrees to promptly cause a written notice thereof to be sent to each registered owner of the Obligations by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

PAYMENT . . . Interest on the Obligations shall be paid to the registered owners appearing on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (defined below), and such interest shall be paid (i) by check sent United States Mail, first class postage prepaid to the address of the registered owner recorded in the registration books of the Paying Agent/Registrar or (ii) by such other method, acceptable to the Paying Agent/Registrar requested by, and at the risk and expense of, the registered owner. Principal of the Obligations will be paid to the registered owner at their stated maturity or earlier redemption upon presentation to the designated payment/transfer office of the Paying Agent/Registrar. If the date for the payment of the principal of or interest on the Obligations 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

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.

TRANSFER, EXCHANGE AND REGISTRATION . . . In the event the Book-Entry-Only System should be discontinued, printed certificates will be delivered to the registered owners and thereafter the Obligations may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender to the Paying Agent/Registrar and such transfer or exchange 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, exchange and transfer. Obligations may be assigned by the execution of an assignment form on the respective Obligations or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. New Obligations will be delivered by the Paying Agent/Registrar, in lieu of the Obligations being transferred or exchanged, at the designated office of the Paying Agent/Registrar, or sent by United States mail, first class, postage prepaid, to the new registered owner or his designee. To the extent possible, new Obligations issued in an exchange or transfer of Obligations will be delivered to the registered owner or assignee of the registered owner in not more than three business days after the receipt of the Obligations to be canceled, 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 Obligations registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000 for any one maturity and for a like aggregate principal amount as the Obligations surrendered for exchange or transfer. See "The Bonds and Certificates – Book-Entry-Only System" herein for a description of the system to be utilized initially in regard to ownership and transferability of the Obligations. Neither the Town nor the Paying Agent/Registrar shall be required to transfer or exchange any Obligation called for redemption, in whole or in part, within 45 days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of an Obligation.

RECORD DATE FOR INTEREST PAYMENT . . . The record date ("Record Date") for the interest payable on the Obligations on any interest payment date means the close of business on the last business day of the preceding month.

In the event of a non payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the Town. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date", which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each Holder of an Obligation 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.

AMENDMENTS . . . The Town, may, without the consent of or notice to any Owners, from time to time and at any time, amend the Bond Ordinance or the Certificate Ordinance, as applicable, in any manner not detrimental to the interests of the Owners, to cure any ambiguity, inconsistency, or formal defect or omission therein and to provide additional security for the payment of the Bonds or Certificates, as applicable. In addition, the Town may, with the written consent from the owners holding a majority in aggregate principal amount of the Bonds or Certificates, as applicable, then Outstanding (excluding Bonds or Certificates acquired by or held for the account of the Town) affected thereby, amend, add to, or rescind any of the provisions of the Bond Ordinance or Certificate Ordinance, as applicable; provided that, without the written consent of all Owners of Bonds or Certificates, as applicable, then Outstanding, no such amendment, addition, or rescission shall (1) extend the time or times of payment of the Bonds or Certificates, reduce the principal amount thereof, the redemption price therefor, or the rate of interest thereon, or in any other way modify the terms of payment of the principal of or interest on the Bonds or Certificates, (2) give any preference to any Bond or Certificate over any other Bond or Certificate, or (3) reduce the aggregate principal amount of Bonds or Certificates required to be held for consent to any such amendment, addition, or rescission.

DEFEASANCE . . . The Ordinances provide that the Town may discharge its obligations to the registered owners of any or all of the Obligations, as applicable, to pay principal and interest thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Paying Agent/Registrar or other lawfully authorized entity a sum of money equal to the principal of and all interest to accrue on such Obligations to maturity or redemption or (ii) by depositing with the Paying Agent/Registrar or other lawfully authorized entity amounts sufficient, together with the investments earnings thereon, to provide for the payment and/or redemption of such Obligations; provided that such deposits may be invested and reinvested only in (a) direct non-callable 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, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the Town adopts or approves the proceedings authorizing the issuance of refunding obligations, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the Town adopts or approves the proceedings authorizing the issuance of refunding obligations to refund the Obligations, as applicable, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent. The foregoing obligations may be in book-entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Obligations, as the case may be. If any of such Obligations are to be redeemed prior to their respective dates of maturity, provision must have been made for the payment to the registered owners of such Obligations at the date of maturity or prior redemption of the full amount to which such owner would be entitled and for giving notice of redemption as provided in the Ordinances, as applicable.

Upon such deposit as described above, such Obligations 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 Obligations have been made as described above, all rights of the Town to initiate proceedings to call such Obligations for redemption or take any other action amending the terms of such Obligations are extinguished; provided, however, that the right to call such Obligations for redemption is not extinguished if the Town: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call such Obligations for redemption; (ii) gives notice of the reservation of that right to the owners of such Obligations immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

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

OBLIGATIONHOLDERS' REMEDIES . . . The Ordinances establish as "events of default" (i) the failure to make payment of principal of or interest on any of the Obligations when due and payable; or (ii) default in the performance or observance of any other covenant, agreement or obligation of the Town, which default materially and adversely affects the rights of the Owners, including but not limited to their prospect or ability to be repaid in accordance with the Ordinances, and the continuation thereof for a period of sixty days after notice of such default is given by any Owner to the Town. Under State law there is no right to the acceleration of maturity of the Obligations upon the failure of the Town to observe any covenant under the Ordinances. Although a registered owner of Obligations could presumably obtain a judgment against the Town if a default occurred in the payment of principal of or interest on any such Obligations, such judgment could not be satisfied by execution against any property of the Town. Such registered owner's only practical remedy, if a default occurs, is to seek to enforce the covenants of the Town through an action for specific performance or mandamus. The enforcement of any such remedy may be difficult and time consuming and a registered owner could be required to enforce such remedy on a periodic basis.

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

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

TAX INFORMATION

AD VALOREM TAX LAW . . . The appraisal of property within the Town is the responsibility of the Dallas Central Appraisal District (the "Appraisal District"). Excluding agricultural and open-space land, which may be taxed on the basis of productive capacity, the Appraisal District is required under Title I of the Texas Tax Code, as amended (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 market data comparison method of appraisal, and the method considered most appropriate by the chief appraiser is to be used. The market value of a residence homestead shall be determined solely on the basis of the property's value as a residence homestead, regardless of whether the residential use of the property by the owner is considered to be the highest and best use of the property. State law further limits the appraised value of a residence homestead for a tax year to an amount not to exceed the lesser of (1) the property's market value in the most recent tax year that the market value was determined by the appraisal district or (2) the sum of (a) 10% of the property's appraised value in the preceding tax year, plus (b) the property's appraised value the preceding tax year, plus (c) the market value of all new improvements to the property. The value placed upon property within the Appraisal District is subject to review by an Appraisal Review Board, consisting of three members appointed by the Board of Directors of the Appraisal District. The Appraisal District is required to review the value of property within the Appraisal District at least every three years. The Town may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the Town by petition filed with the Appraisal Review Board.

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.

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

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

In addition to any other exemptions provided by the Property Tax Code, the governing body of a political subdivision, at its option, may 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 Article VIII, Section 1-b, 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. Homeowners who turn 65 during a tax year qualify immediately for the over-65 homestead exemption.

State law and Article VIII, Section 2, mandate an additional property tax exemption for disabled veterans or the surviving spouse (for so long as the surviving spouse remains unmarried) or children (under 18 years of age) 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 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. Furthermore, subject to the approval by the voters at the November 8, 2011 election of Senate Joint Resolution 14, effective January 1, 2012, 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.

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

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 Sections 1-d and 1-d-1.

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

Article VIII, Section 1-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.

Article VIII, Section 1-1, provides for the exemption from ad valorem taxation of certain property used to control the pollution of air, water or land. A person is entitled to an exemption from taxation of all or part of real and personal property that the person owns and that is used wholly or partly as a facility, device or method for the control of air, water or land pollution.

Under Section 11.25 of the Property Tax Code, the governing body of a taxing 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 archeological site, if the structure or archeological site is: (1) designated as a Recorded Texas Historic Landmark under Chapter 442, Texas Government Code, or a state archeological landmark under Chapter 191, Texas Natural Resources Code, by the Texas Historical Commission; or (2) designated as a historically or archeologically significant site in need of tax relief to encourage its preservation pursuant to an ordinance or other law adopted by the governing body of the unit.

Under Section 11.253 of the Property Tax Code, "goods-in-transit" are exempt from taxation unless a taxing unit opts out of the exemption. Goods-in-transit are defined as tangible personal property that: (i) is acquired in or imported into the state to be forwarded to another location in the State or outside of the State; (ii) is detained at a location in the State in which the owner of the property does not have a direct or indirect ownership interest for assembling, storing, manufacturing, processing, or fabricating purposes by the person who acquired or imported the property; (iii) is transported to another location in the State or outside the State not later than 175 days after the date the person acquired the property in or imported the property into the State; and (iv) does not include oil, natural gas, petroleum products, aircraft, dealer's motor vehicle inventory, dealer's vessel and outboard motor inventory, dealer's heavy equipment inventory, or retail manufactured housing inventory. Senate Bill 1, passed by the 82nd Texas Legislature, 1st Called Session, requires again that the governmental entities take affirmative action prior to December 31, 2011 to continue its taxation of goods-in-transit in the 2012 tax year and beyond.

A municipality may utilize tax increment financing ("TIF"), pursuant to the Tax Increment Financing Act, Texas Tax Code, Chapter 311, to encourage development and redevelopment within a designated reinvestment zone. Taxes collected from increases in valuation above the base value (the "captured appraised value") by each taxing unit that levies ad valorem taxes on real property in the reinvestment zone may be used to pay costs of infrastructure or other public improvements in the reinvestment zone and to supplement or act as a catalyst for private development in the defined area of the reinvestment zone. The tax increment base value for a taxing unit is the total appraised value of all real property taxable by the taxing unit and located in the reinvestment zone as of January 1 of the year in which the municipality created the reinvestment zone. Each taxing unit can choose to dedicate all, any portion or none of its taxes collected from the captured appraised value to the costs of improvements in the reinvestment zone. The amount of a taxing unit's tax increment for a year is the amount of property taxes levied by the taxing unit for that year on the captured appraised value of real property taxable by the taxing unit and located in the reinvestment zone, multiplied by the taxing unit's percentage level of participation. The Town's tax increment for any TIF is not available for general Town use but is restricted to paying for improvements in the reinvestment zone.

The Town 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 Town 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 Town is 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 Town. In accordance with a program established pursuant to Chapter 380, the Town may make loans or grants of public funds for economic development purposes, however no obligations secured by ad valorem taxes may be issued for such purposes unless approved by voters of the Town. The Town 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 . . . By the later of September 30 or 60 days following the receipt by the Town of the Certified Appraisal Roll, the Town Council is required to adopt a tax rate per \$100 taxable value for the current year. The tax rate consists of two components: (1) a rate for funding of maintenance and operation expenditures, and (2) a rate for debt service. Under the Property Tax Code, the Town must annually calculate and publicize its "effective tax rate" and "rollback tax rate." The Town 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 hearing (including the requirement that notice be posted on the Town's website if the Town owns, operates or controls an internet website and public notice be given by television if the Town has free access to a television channel) and the Town 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 Town 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.

If the Town Council does not adopt a tax rate by such required date, the tax rate for that tax year is the lower of the effective tax rate calculated for that tax year or the tax rate adopted by the Town for the preceding tax year.

"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.

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

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

PROPERTY ASSESSMENT AND TAX PAYMENT . . . Property within the Town is generally assessed as of January 1 of each year. 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 an average of the daily price of oil and gas for the prior year. Taxes become due October 1 of the same year, and become delinquent on February 1 of the following year. Taxpayers 65 years old or older are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and the final installment due on August 1.

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

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

After July, penalty remains at 12%, and interest increases at the rate of 1% each month. In addition, if an account is delinquent in July, an attorney's collection fee of up to 20% may be added to the total tax penalty and interest charge.

Taxes levied by the Town are a personal obligation of the owner of the property. On January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties and interest ultimately imposed for the year on the property. The lien exists in favor of the State and each taxing unit, including the Town, having the power to tax the property. The Town's tax lien is on a parity with tax liens of all other such taxing units. A tax lien on real property has 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. 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 Town 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 Town must join other taxing units that have claims for delinquent taxes against all or part of the same property. The ability of the Town to collect delinquent taxes by foreclosure may be adversely affected by the amount of taxes owed to other taxing units, adverse market conditions, taxpayer redemption rights, or bankruptcy proceedings which restrain the collection of a taxpayer's debt. 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 Ordinance 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 Ordinance of the bankruptcy court.

TOWN APPLICATION OF TAX CODE . . . The Town grants an exemption to the market value of the residence homestead of persons 65 years of age or older of \$50,000. The disabled are also granted an exemption of \$60,000.

To those who apply, the Town grants an additional exemption of 20% of the market value of residence homesteads with a minimum exemption of \$5,000.

See Table 1 for a listing of the amounts of the exemptions described above.

Ad valorem taxes are not levied by the Town against the exempt value of residence homesteads for the payment of debt.

The Town does not tax nonbusiness personal property or aircraft.

The Town contracts with the County Tax Assessor to collect its taxes. Prior to 2004, the Town collected its own taxes.

The Town does not permit split payments, and discounts are not allowed.

The Town does tax freeport property.

The Town does tax goods-in-transit.

The Town does not collect the additional one-half cent sales tax for reduction of ad valorem taxes.

The Town has not adopted a tax abatement policy.

The Town has not adopted the freeze for elderly and disabled homeowners.

TABLE 2 - TAXABLE ASSESSED VALUATIONS BY CATEGORY

Category	Taxable Appraised Value for Fiscal Year Ended September 30.					
	2012		2011		2010	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real, Residential Single Family	\$ 587,685,260	17.03%	\$ 593,174,490	17.07%	\$ 600,829,690	16.11%
Real, Residential Multi-Family	387,558,770	11.23%	327,367,980	9.42%	348,397,310	9.34%
Real, Vacant Lots/Tracts	139,255,040	4.04%	157,077,060	4.52%	164,892,620	4.42%
Real, Commercial and Industrial	1,747,060,700	50.63%	1,792,641,490	51.60%	1,978,850,900	53.07%
Real, Railroad	1,983,810	0.06%	1,755,230	0.05%	1,626,950	0.04%
Real and Tangible Personal, Utilities	19,569,570	0.57%	20,103,170	0.58%	21,034,860	0.56%
Tangible Personal, Aircraft	116,861,760	3.39%	146,420,100	4.21%	142,963,430	3.83%
Tangible Personal, Commercial	384,851,390	11.15%	374,004,410	10.76%	421,250,640	11.30%
Tangible Personal, Industrial	59,201,990	1.72%	54,784,770	1.58%	42,247,360	1.13%
Tangible Personal, Other	6,832,220	0.20%	7,119,040	0.20%	6,477,340	0.17%
Total Appraised Value Before Exemptions	\$ 3,450,860,510	100.00%	\$ 3,474,447,740	100.00%	\$ 3,728,571,100	100.00%
Less: Total Exemptions/Reductions	(422,817,942)		(415,674,023)		(417,521,300)	
Taxable Assessed Value	<u>\$ 3,028,042,568</u>		<u>\$ 3,058,773,717</u>		<u>\$ 3,311,049,800</u>	

Category	Taxable Appraised Value for Fiscal Year Ended September 30.			
	2009		2008	
	Amount	% of Total	Amount	% of Total
Real, Residential Single Family	\$ 599,285,880	14.70%	\$ 575,950,630	15.20%
Real, Residential Multi-Family	365,189,030	8.96%	323,906,280	8.55%
Real, Vacant Lots/Tracts	143,950,450	3.53%	139,016,470	3.67%
Real, Commercial and Industrial	2,205,639,260	54.12%	2,092,400,340	55.24%
Real, Railroad	1,335,690	0.03%	1,229,970	0.03%
Real and Tangible Personal, Utilities	21,878,440	0.54%	22,249,120	0.59%
Tangible Personal, Aircraft	213,069,020	5.23%	153,630,640	4.06%
Tangible Personal, Commercial	468,845,900	11.50%	436,804,690	11.53%
Tangible Personal, Industrial	47,317,570	1.16%	35,399,880	0.93%
Tangible Personal, Other	9,047,360	0.22%	7,507,560	0.20%
Total Appraised Value Before Exemptions	\$ 4,075,558,600	100.00%	\$ 3,788,095,580	100.00%
Less: Total Exemptions/Reductions	(350,731,677)		(306,253,403)	
Taxable Assessed Value	<u>\$ 3,724,826,923</u>		<u>\$ 3,481,842,177</u>	

NOTE: Valuations shown are certified taxable assessed values reported by the Dallas Central Appraisal District to the State Comptroller of Public Accounts. Certified values are subject to change throughout the year as contested values are resolved and the Appraisal District updates records.

TABLE 3 - VALUATION AND GENERAL BOND DEBT HISTORY

Fiscal Year Ended	Estimated Population	Taxable Assessed Valuation	Taxable Assessed Valuation Per Capita	Net Funded Tax Debt Outstanding ⁽⁴⁾	Ratio Tax Debt to Taxable Assessed Valuation	Net Funded Debt Per Capita
2008	15,250 ⁽¹⁾	\$ 3,481,842,177	\$ 228,318	\$ 58,272,000	1.67%	\$ 3,821
2009	13,400 ⁽¹⁾⁽³⁾	3,724,826,923	277,972	54,671,900	1.47%	4,080
2010	13,056 ⁽²⁾	3,311,049,800	253,604	50,837,380	1.54%	3,894
2011	13,060 ⁽¹⁾	3,058,773,717	234,209	47,518,770	1.55%	3,638
2012	13,700 ⁽¹⁾	3,028,042,568	221,025	73,739,314 ⁽⁵⁾	2.44%	5,382

(1) Source: North Central Texas Council of Governments ("NCTCOG").

(2) Source: U.S. Census Bureau.

(3) The decline in population is a result of a private urban renewal project that demolished approximately 1,300 apartment units to make way for a new mixed-use development that will eventually include 5,000 residential units.

(4) The above statement of indebtedness does not include currently outstanding convention center revenue bonds payable from a hotel occupancy tax and revenues of the convention center, as provided in the ordinance authorizing such bonds and general obligation debt for which repayment is provided from revenues of the waterworks and sewer system and the airport fund ("self-supporting debt"). See "Table 1 – Valuation, Exemptions and General Obligation Debt" and "Table 10 – Computation of Self-Supporting Debt" herein.

(5) Projected. Includes the Bonds and Certificates. Excludes the Refunded Obligations.

TABLE 4 - TAX RATE, LEVY, AND COLLECTION HISTORY

Fiscal Year Ended 9/30	Tax Rate	Distribution		Tax Levy	% of Current Tax Collections to Tax Levy	% of Total Tax Collections to Tax Levy ⁽¹⁾
		Operations & Maintenance	Interest & Sinking			
2008	\$ 0.4337	\$ 0.2990	\$ 0.1347	\$ 15,100,750	94.60%	94.70%
2009	0.4535	0.2828	0.1707	16,892,090	92.50%	92.40%
2010	0.4960	0.3360	0.1600	16,422,810	96.60%	96.60%
2011	0.5300	0.3479	0.1821	16,211,500	96.70%	97.00%
2012	0.5800	0.3819	0.1981	17,562,650	98.60% ⁽²⁾	99.19% ⁽²⁾

(1) Total tax collections in Fiscal Year Ended 2008-09 are less than current tax collections as a result of a refund of prior year taxes due to reduced property values ordered by district court judgments.

(2) Collections for part year only, through July 1, 2012.

TABLE 5 - TEN LARGEST TAXPAYERS ⁽¹⁾

Name of Taxpayer	Nature of Property	2011/12 Taxable Assessed Valuation	% of Total Taxable Assessed Valuation
Post Addison Circle	Mixed Development	\$ 111,250,000	3.67%
SP US V5 Colonnade LP	Land, Office Buildings	105,185,040	3.47%
Richmont Properties	Land, Office Buildings	61,454,040	2.03%
DCO Savoye LLC	Apartments	46,500,000	1.54%
MHSS-Addison LP	Hospital	45,867,160	1.51%
MBNA Texas Properties Inc.	Land, Office Buildings	44,742,720	1.48%
Behringer Harvard Addison Circle	Apartments	43,119,330	1.42%
COP Spectrum Center LLC	Land, Office Buildings	42,098,250	1.39%
VOP LP	Land, Office Buildings	42,089,850	1.39%
Fairfield Addison Circle	Apartments	37,300,000	1.23%
		<u>\$ 579,606,390</u>	<u>19.14%</u>

(1) As shown in the table above, the top ten taxpayers in the Town currently account for in excess of 19% of the Town's tax base. Adverse developments in economic conditions, could adversely impact the businesses of these taxpayers and the tax values in the Town, resulting in less local tax revenue. If any of these taxpayers were to default in the payment of their taxes, the ability of the Town to make timely payment of debt service on the Obligations will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process, or, perhaps, to sell tax anticipation notes until such amounts could be collected, if ever. See "The Bonds and Certificates- Obligationholders' Remedies" and "Tax Information" herein.

GENERAL OBLIGATION DEBT LIMITATION . . . No general obligation debt limitation is imposed on the Town under current State law or the Town's Home Rule Charter (see "Tax Rate Limitation").

TABLE 6 - TAX ADEQUACY ⁽¹⁾

2012 Net Principal and Interest Requirements for Debt	\$ 5,784,247
\$0.1940 Tax Rate at 98.50% Collection Produces	\$ 5,786,287
Average Annual Net Principal and Interest Requirements for Debt, 2012 - 2037	\$ 4,881,090
\$0.1637 Tax Rate at 98.50% Collection Produces	\$ 4,882,552
Maximum Net Principal and Interest Requirements for Debt, 2013	\$ 6,848,641
\$0.2297 Tax Rate at 98.50% Collection Produces	\$ 6,851,083

(1) Includes the Bonds and Certificates. Excludes the Refunded Obligations and self-supporting debt.

TABLE 7 - ESTIMATED CONSOLIDATED OVERLAPPING DEBT

Expenditures of the various taxing entities within the territory of the Town are paid out of ad valorem taxes levied by such entities on properties within the Town. Such entities are independent of the Town and may incur borrowings to finance their expenditures. This statement of direct and estimated overlapping ad valorem tax bonds ("Tax Debt") was developed from information contained in "Texas Municipal Reports" published by the Municipal Advisory Council of Texas. Except for the amounts relating to the Town, the Town has not independently verified the accuracy or completeness of such information, and no person should rely upon such information as being accurate or complete. Furthermore, certain of the entities listed may have issued additional bonds since the date hereof, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot be determined. The following table reflects the estimated share of overlapping Tax Debt of the Town.

Taxing Jurisdiction	2011/12	2011/12	Total	Estimated	Overlapping	Authorized
	Taxable Assessed					Tax
	Value	Rate	Debt	%	As of 7-1-12	7-1-12
Town of Addison	\$ 3,028,042,568	\$ 0.58000	\$ 73,739,314 ⁽¹⁾	100.00%	\$ 73,739,314	\$ 46,000,000 ⁽²⁾
Carrollton/Farmers Branch Independent School District	10,991,324,500	1.35680	317,180,000	4.34%	13,765,612	45,865,000
Dallas County	155,514,580,710	0.24310	139,062,642	1.93%	2,683,909	6,200,000
Dallas County Community College District	161,907,911,382	0.09967	374,265,000	1.93%	7,223,315	-
Dallas County Hospital District	155,681,997,312	0.27100	705,000,000	1.93%	-	42,000,000
Dallas Independent School District	74,661,069,947	1.29030	2,565,165,000	3.44%	<u>88,241,676</u>	-
Total Direct and Overlapping G.O. Debt					<u>\$ 185,653,826</u>	
Ratio of Direct and Overlapping G.O. Debt to Taxable Assessed Valuation						6.13%
Per Capita Overlapping G.O. Debt						\$ 13,551.37

- (1) Net of self-supporting debt. Includes the Bonds and Certificates. Excludes the Refunded Obligations.
(2) Reflects remaining authorization after the issuance of the Bonds.

TABLE 8 - PRO FORMA GENERAL BOND DEBT SERVICE REQUIREMENTS

Fiscal Year	Outstanding Debt Service Requirements ⁽¹⁾		The Bonds ⁽²⁾		The Certificates ⁽³⁾		Total Debt Service Requirements	Less: Airport Self-Supporting Debt Service Requirements	Less: Hotel Self-Supporting Debt Service Requirements	Less: W&S Self-Supporting Debt Service Requirements	Total Net Tax Supported Debt Service Requirements	% of Principal Retired
	Principal	Interest	Principal	Interest	Principal	Interest						
2012	\$ 7,745,000	\$ 2,479,145	\$ -	\$ -	\$ -	\$ -	\$ 10,224,145	\$ 389,785	\$ 727,969	\$ 3,322,145	\$ 5,784,247	
2013	7,870,000	2,015,754	-	912,981	-	421,563	11,220,298	393,485	703,363	3,274,809	6,848,641	
2014	4,835,000	1,798,929	375,000	909,231	200,000	419,563	8,537,723	391,685	711,650	597,097	6,837,291	
2015	4,225,000	1,645,235	1,175,000	887,856	190,000	415,663	8,538,754	394,385	710,800	599,484	6,834,085	
2016	3,380,000	1,511,385	1,630,000	845,781	670,000	408,738	8,445,904	391,585	711,300	601,352	6,741,667	32.74%
2017	3,500,000	1,386,285	1,690,000	795,981	680,000	396,913	8,449,179	393,285	711,200	600,057	6,744,636	
2018	2,370,000	1,275,458	1,740,000	735,831	700,000	383,113	7,204,401	394,208	710,500	600,607	5,499,087	
2019	1,750,000	1,196,103	1,820,000	664,631	710,000	369,013	6,509,746	394,253	-	603,231	5,512,263	
2020	1,835,000	1,123,638	885,000	610,531	720,000	354,713	5,528,881	398,288	-	605,240	4,525,354	
2021	1,510,000	1,055,306	920,000	574,431	735,000	340,163	5,134,900	-	-	606,412	4,528,488	54.60%
2022	1,585,000	990,481	875,000	538,531	755,000	321,488	5,065,500	-	-	608,817	4,456,683	
2023	1,660,000	921,525	910,000	498,281	780,000	294,563	5,064,369	-	-	610,246	4,454,123	
2024	1,735,000	842,875	955,000	451,656	815,000	262,663	5,062,194	-	-	609,383	4,452,811	
2025	1,820,000	759,688	1,010,000	402,531	840,000	233,763	5,065,981	-	-	609,811	4,456,170	
2026	1,905,000	677,013	1,060,000	350,781	870,000	208,113	5,070,906	-	-	610,361	4,460,545	72.41%
2027	1,995,000	584,275	1,115,000	296,406	900,000	181,563	5,072,244	-	-	609,714	4,462,530	
2028	2,090,000	487,375	1,170,000	239,281	455,000	161,238	4,602,894	-	-	609,265	3,993,629	
2029	1,715,000	401,763	1,230,000	179,281	470,000	147,363	4,143,406	-	-	500,381	3,643,026	
2030	1,795,000	321,666	1,295,000	116,156	485,000	133,038	4,145,859	-	-	500,358	3,645,502	
2031	1,880,000	233,156	1,350,000	63,531	500,000	118,263	4,144,950	-	-	499,528	3,645,422	91.11%
2032	1,965,000	140,716	1,385,000	21,641	515,000	102,716	4,130,072	-	-	497,769	3,632,303	
2033	2,060,000	47,638	-	-	530,000	86,056	2,723,694	-	-	498,224	2,225,470	
2034	-	-	-	-	550,000	68,506	618,506	-	-	-	618,506	
2035	-	-	-	-	570,000	49,950	619,950	-	-	-	619,950	
2036	-	-	-	-	585,000	30,459	615,459	-	-	-	615,459	99.38%
2037	-	-	-	-	610,000	10,294	620,294	-	-	-	620,294	100.00%
	<u>\$ 61,225,000</u>	<u>\$ 21,895,405</u>	<u>\$ 22,590,000</u>	<u>\$ 10,095,335</u>	<u>\$ 14,835,000</u>	<u>\$ 5,919,469</u>	<u>\$ 136,560,209</u>	<u>\$ 3,540,958</u>	<u>\$ 4,986,781</u>	<u>\$ 18,174,289</u>	<u>\$ 109,858,181</u>	

DEBT INFORMATION

(1) Does not include lease/purchase obligations, includes self-supporting debt and net of Refunded Obligations.

(2) Average life of the issue - 10.430 years. Interest on the Bonds has been calculated at the rates illustrated on the cover page hereof.

(3) Average life of the issue - 12.926 years. Interest on the Certificates has been calculated at the rates illustrated on page 3 hereof.

TABLE 9 - INTEREST AND SINKING FUND BUDGET PROJECTION

General Purpose Debt Service Requirements, Fiscal Year Ending 9/30/12.....		\$ 5,784,247
Interest and Sinking Fund Balance, as of 9/30/11	\$ 1,295,119	
Budgeted Interest and Sinking Fund Tax Levy @ 98% Collections.....	5,878,580	
Other Revenues and Income	<u>25,610</u>	<u>7,199,309</u>
Ending Fund Balance, 9/30/12		<u><u>\$ 1,415,062</u></u>

TABLE 10 - COMPUTATION OF SELF-SUPPORTING DEBT**Waterworks and Sewer System**

Net Revenues Available from Waterworks and Sewer System, Fiscal Year 9-30-11	\$ 3,702,433
Less: Revenue Bond Requirements, 2012 Fiscal Year	<u>-</u>
Balance	\$ 3,702,433
Less: System General Obligation Bond Requirements, 2012 Fiscal Year	<u>3,322,145</u>
Balance	<u><u>\$ 380,288</u></u>
Percentage of System General Obligation Bonds Self-Supporting	100.00%

Hotel Special Revenue Fund

Hotel Special Revenue Fund Balance, Fiscal Year 9-30-11	\$ 2,131,831
Less: System General Obligation Bond Requirements, 2012 Fiscal Year	<u>727,969</u>
Balance	<u><u>\$ 1,403,862</u></u>
Percentage of System General Obligation Bonds Self-Supporting	100.00%

Airport Enterprise Fund

Net Revenues Available from Airport Revenue, Fiscal Year 9-30-11	\$ 1,321,684
Less: System General Obligation Bond Requirements, 2012 Fiscal Year	<u>389,785</u>
Balance	<u><u>\$ 931,899</u></u>
Percentage of System General Obligation Bonds Self-Supporting	100.00%

TABLE 11 - AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS

<u>Purpose</u>	<u>Date</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Unissued</u>
	<u>Authorized</u>	<u>Authorized</u>	<u>Heretofore</u>	<u>Being</u>	<u>Balance</u>
			<u>Issued</u>	<u>Issued</u>	
Street Improvements	2/12/2000	\$ 11,500,000	\$ 9,300,000	\$ 2,200,000	\$ -
Road Utilities/Streetscape	2/12/2000	11,000,000	2,370,000	8,630,000	-
Street Improvements	5/12/2012	29,500,000	-	3,500,000	26,000,000
Road Utilities	5/12/2012	10,000,000	-	-	10,000,000
Airport Improvements	5/12/2012	7,000,000	-	-	7,000,000
Parking Facilities	5/12/2012	3,000,000	-	-	3,000,000
Communications System	5/12/2012	2,000,000	-	2,000,000	-
Parks	5/12/2012	3,500,000	-	3,500,000	-
		<u>\$ 77,500,000</u>	<u>\$ 11,670,000</u>	<u>\$ 19,830,000</u>	<u>\$ 46,000,000</u>

ANTICIPATED ISSUANCE OF TAX SUPPORTED DEBT . . . The Town anticipates the issuance of approximately \$16 million of additional bonds in 2013.

TABLE 12- OTHER OBLIGATIONS

As of September 30, 2011, the Town has no unfunded debt outstanding.

PENSION FUND . . . The Town provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of over 833 administered by TMRS, an agent multiple-employer public employee retirement system. The service retirement eligibilities for the Town are: 5 years/age 60, 20 years/any age. A member is vested after 5 years. The Town's annual pension cost of \$2,238,741 was equal to the required contribution. As of December 31, 2011, the most recent actuarial valuation date, the plan was 98.6% funded. The actuarial accrued liability for benefits was \$90,615,578, and the actuarial value of assets was \$89,359,781, resulting in a unfunded actuarial accrued liability (UAAL) of \$1,255,797. At its December 8, 2007 meeting, the TMRS Board adopted the Projected Unit Credit (PUC) actuarial funding method, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually repeating basis. For the December 31, 2007 valuation and subsequent annual valuations, the TMRS Board determined that the PUC method would be used.

In addition to the change in funding methods, the Board also adopted a change in the amortization period from a 25-year "open" to a 25-year "closed" period. For cities with repeating features, these changes will likely result in higher required contributions and lower funded ratios. To assist in this transition to higher rates, the Board also approved an optional eight-year phase-in period, which would allow cities the opportunity to increase their contributions gradually to their full, or required contribution, rate.

At its December 30, 2008 meeting, the Town Council decided to withdraw the automatic repeating annuity increases to retirees, electing to approve these benefits on an ad hoc, or annual, basis in order to reduce the required contribution rate and improve funded status. The Town Council approved annuity increases for calendar year 2010 at its December 8, 2009 meeting.

OTHER POST-EMPLOYMENT BENEFITS . . . The Town's annual other post-employment benefit (OPEB) cost (expense) for the health plan is calculated based on the annual required contribution (ARC) of the Town, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The Town's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2009, 2010 and 2011 were as follows:

Fiscal Year	Annual OPEB Costs	Actual Contributions	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2009	\$ 254,772	\$ 22,950	9.00%	\$ 231,822
2010	254,772	22,125	8.70%	232,647
2011	177,978	290,457 ⁽¹⁾	163.20%	351,990

(1) Employer contributions for the fiscal year ending September 30, 2011 includes historical implicit subsidies which were not reflected in prior years.

As of December 31, 2008, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$2,749,111, none of which is funded. Because the majority of the actuarial accrued liability is the "implicit rate subsidy" of retiree blended health plan premiums, the Town believes that its actual health plan postemployment benefit will not significantly grow over time and will continue to fund these benefits on a pay-as-you-go method.

FINANCIAL INFORMATION

TABLE 13 - CHANGES IN NET ASSETS – GOVERNMENTAL ACTIVITIES

	Fiscal Year Ended September 30,				
	2011	2010	2009	2008	2007
Revenues:					
<u>Program Revenues</u>					
Charges for Services	\$ 7,671,920	\$ 5,820,732	\$ 5,237,294	\$ 5,804,238	\$ 5,462,170
Operating Grants and Contributions	223,792	230,290	2,044,979	561,992	369,544
Capital Grants and Contributions	3,429,804	1,348,141	-	-	-
<u>General Revenues</u>					
Property Taxes	15,772,858	15,900,631	15,711,056	14,310,671	13,587,051
Other Taxes	17,398,190	16,232,374	17,558,644	19,379,811	19,510,370
Other	921,242	2,814,471	1,709,377	2,013,254	2,075,074
Total Revenues	<u>\$ 45,417,806</u>	<u>\$ 42,346,639</u>	<u>\$ 42,261,350</u>	<u>\$ 42,069,966</u>	<u>\$ 41,004,209</u>
Expenses:					
General Government	\$ 6,709,095	\$ 6,876,385	\$ 6,527,735	\$ 6,405,494	\$ 5,769,960
Public Safety	14,914,759	14,550,333	14,743,542	13,994,387	13,452,066
Development Services	866,023	938,059	856,793	940,555	833,330
Street and Sanitation	4,913,524	5,277,938	4,998,440	5,269,124	5,072,907
Parks and Recreation	4,742,946	4,502,295	5,119,320	4,759,378	4,054,147
Visitor Services	6,431,136	6,027,442	6,687,392	6,928,724	6,370,107
Interest on Long-term Debt	2,261,571	2,423,732	2,420,908	2,127,985	1,598,951
Total Expenses	<u>\$ 40,839,054</u>	<u>\$ 40,596,184</u>	<u>\$ 41,354,130</u>	<u>\$ 40,425,647</u>	<u>\$ 37,151,468</u>
Increase (Decrease) in Net Assets	\$ 4,578,752	\$ 1,750,455	\$ 907,220	\$ 1,644,319	\$ 3,852,741
Net Assets - October 1	<u>147,419,722</u>	<u>145,669,267</u>	<u>144,762,047</u>	<u>143,117,728</u>	<u>139,264,987</u>
Net Assets - September 30	<u><u>\$ 151,998,474</u></u>	<u><u>\$ 147,419,722</u></u>	<u><u>\$ 145,669,267</u></u>	<u><u>\$ 144,762,047</u></u>	<u><u>\$ 143,117,728</u></u>

TABLE 13A - GENERAL FUND REVENUES AND EXPENDITURE HISTORY

Revenues	Fiscal Year Ended September 30,				
	2011	2010	2009	2008	2007
Taxes	\$ 20,936,751	\$ 20,849,005	\$ 20,272,497	\$ 21,542,552	\$ 20,652,008
Franchise Fees	2,760,188	2,578,154	2,761,511	2,555,927	2,615,504
Licenses and Permits	1,210,058	833,178	429,681	798,006	743,201
Intergovernmental Revenues	-	-	101,300	-	-
Service Fees	1,414,120	1,491,528	1,400,529	1,420,244	1,229,291
Fines and Forfeitures	1,062,986	1,158,581	1,253,029	1,222,897	1,181,508
Interest Income	25,514	60,681	273,920	472,156	568,276
Rental and Other	266,926	291,491	230,754	310,270	287,001
Total Revenues	\$ 27,676,543	\$ 27,262,618	\$ 26,723,221	\$ 28,322,052	\$ 27,276,789
Expenditures					
General Government	\$ 6,353,784	\$ 6,323,891	\$ 6,357,501	\$ 6,412,823	\$ 5,699,206
Public Safety	14,553,921	13,477,643	14,290,988	14,101,619	13,259,037
Development Services	885,218	887,132	864,234	884,770	770,557
Streets	1,612,011	1,672,375	2,356,219	1,805,175	1,476,582
Parks and Recreation	4,061,666	3,698,831	4,055,278	4,105,900	3,562,422
Total Expenditures	\$ 27,466,600	\$ 26,059,872	\$ 27,924,220	\$ 27,310,287	\$ 24,767,804
Revenues Over (Under) Expenditures	\$ 209,943	\$ 1,202,746	\$ (1,200,999)	\$ 1,011,765	\$ 2,508,985
Other Sources (Uses), Net	(700,000)	(998,737)	157,811	-	-
Change in Fund Balance	\$ (490,057)	\$ 204,009	\$ (1,043,188)	\$ 1,011,765	\$ 2,508,985
Beginning Fund Balance	10,856,751	10,652,742	11,695,930	10,684,165	8,175,180
Ending Fund Balance	\$ 10,366,694 ⁽¹⁾	\$ 10,856,751	\$ 10,652,742	\$ 11,695,930	\$ 10,684,165

(1) Town administration anticipates that the unaudited General Fund balance for the period ending September 30, 2012 will be approximately \$11,067,720.

TABLE 14 - MUNICIPAL SALES TAX HISTORY

The Town has adopted the Municipal Sales and Use Tax Act, V.T.C.A., Tax Code, Chapter 321, which grants the Town the power to impose and levy a 1% Local Sales and Use Tax within the Town; the proceeds are credited to the General Fund and are not pledged to the payment of the Bonds. Collections and enforcements are effected through the offices of the Comptroller of Public Accounts, State of Texas, who remits the proceeds of the tax, after deduction of a 2% service fee, to the Town monthly.

Fiscal Year Ended 9/30	1% Total Collected	% of Ad Valorem Tax Levy	Equivalent of Ad Valorem Tax Rate	Per Capita
2008	\$ 10,649,989	70.53%	\$ 0.3059	\$ 698
2009	9,584,496	56.74%	0.2573	715
2010	9,155,849	55.75%	0.2765	701
2011	9,632,640	59.42%	0.3149	738
2012 ⁽¹⁾	8,235,777	46.89%	0.2720	601

(1) Collection for part year only, through July 1, 2012.

FINANCIAL POLICIES

The financial statements of the Town has been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

Government-wide and Fund Financial Statements ... The governmental-wide financial statement (i.e., the statement of net assets and the statement of activities) report information on all of the nonfiduciary activities of the primary government and its component units. For the most part, the effect of interfund activity has been removed from these statements. Government 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. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

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

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting and Basis of Presentation . . . The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements have been met.

Government fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 50 days of the end of the current fiscal period, with the exception of intergovernmental revenues, which have a one-year period of availability. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences, claims and judgments, landfill closer/post close costs, are recorded only when the liability has matured.

Property taxes, sales taxes, franchise fees and licenses, intergovernmental revenues, certain charges for services, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when the Town receives the cash as the resulting receivables are deemed immaterial.

Budgetary Procedures . . . The City Council follows these procedures in establishing the budgets reflected in the financial statements:

1. At least 60 days prior to the beginning of each fiscal year, the City Manager submits to the City Council a proposed budget for the fiscal year beginning on the following October 1. The operating budget includes proposed expenditures and the means of financing them.
2. Public hearings are conducted at which all interested persons' comments concerning the budget are heard.
3. The budget is legally enacted by the City Council through passage of an ordinance prior to the beginning of the fiscal year.
4. Transfers between expenditure accounts in one department may occur with the approval of the Finance Director. Transfers between operating departments may occur with the approval of the City Manager and Finance Director provided that a department's total budget is not changed by more than five percent. Transfers between fund or transfers between departments which change a department's total budget by more than five percent must be accomplished by budget amendment approved by the City Council. Budget amendments calling for new fund appropriations must also be approved by the City Council.

For all budgets of the Town, the Town Charter requires only that funds be certified as available for expenditure. Legally, expenditures may exceed budgeted appropriations as long as those expenditures are certified as funds being available.

Budgetary control is maintained at the individual expenditure account level by the review of all requisitions of estimated purchase amounts prior to the release of purchase Ordinances to vendors. Open encumbrances are reported as reservations of fund balance at September 30, 2011.

5. Budgets for the General, Special Revenue and Debt Service Funds are adopted on a basis consistent with generally accepted accounting principles (GAAP). Budgets for the Capital Project Funds are normally established pursuant to the terms of the related bond indentures, that is, project basis.

Budgeted amounts are as originally adopted or as amended by the City Council. Individual amendments were not material in relation to the original appropriations which were amended.

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement (the "Certificate") for Excellence in Financial Reporting to the Town of Addison, Texas for its comprehensive annual financial report for the fiscal year ended September 30, 2011. The Certificate is the highest form of recognition for excellence in state and local government financial reporting. A Certificate of Achievement is valid for a period of one year only.

In addition to the Certificate, the Town received GFOA's Award for Distinguished Budget Presentation (the "Award") for its fiscal year 2012 annual budget document. Together, the Award and the Certificate are evidence of the Finance department's dedication to producing documents which effectively communicate the Town's financial condition to elected officials, city administrators, and the general public.

INVESTMENTS

LEGAL INVESTMENTS . . . Under Texas law, the Town is authorized to invest in (1) obligations, including letter of credit, of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation 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) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, as amended (the "PFIA")) that are issued by or through an institution that either has its main office or a branch office in Texas, and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for Town deposits, or are invested by the Town through a depository institution that has its main office or a branch office in the State of Texas and otherwise meet the requirements of the PFIA, (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured a combination of cash and obligations described in clause (1) which are pledged to the Town, held in the Town's name, and deposited at the time the investment is made with the Town or with a third party selected and approved by the Town and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State, (9) 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, (10) 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, (11) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of \$1 for each share, and (12) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, invest exclusively in obligations described in this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "AAA" or its equivalent. 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 Town 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 "AAA-m" or an equivalent by at least one nationally recognized rating service. The Town 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 Town retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the Town must do so by order, ordinance, or resolution. The Town 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.

Political subdivisions such as the Town 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 first paragraph under this subcaption, (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 (10) through (12) of the first paragraph under this subcaption, 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 Town or a third party designated by the Town; (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.

INVESTMENT POLICIES . . . Under Texas law, the Town 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 includes a list of authorized investments for Town funds, maximum allowable stated maturity of any individual investment, 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 Public Funds Investment Act. All Town funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each funds' 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, Town investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." At least quarterly the investment officers of the Town shall submit an investment report detailing: (1) the investment position of the Town, (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 during 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 strategy statements and (b) state law. No person may invest Town funds without express written authority from the Town Council.

ADDITIONAL PROVISIONS . . . Under Texas law the Town 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 Town to disclose the relationship and file a statement with the Texas Ethics Commission and the Town Council; (4) require the registered principal of firms seeking to sell securities to the Town to: (a) receive and review the Town's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the Town and the business organization that are not authorized by the Town's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the Town's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the Town's investment policy; (6) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the entity'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 Town.

TABLE 15 - CURRENT INVESTMENTS ⁽¹⁾

As of July 1, 2012, the Town's investable funds were invested in the following categories:

<u>Description</u>	<u>Percent</u>	<u>Book Value</u>	<u>Market Value</u>
TexPool	6.28%	\$ 2,251,686	\$ 2,251,686
TexStar	9.92%	3,559,525	3,559,525
Commercial Paper	30.59%	10,975,488	10,975,488
Agency Securities	34.91%	12,524,603	12,524,603
Certificates of Deposit	18.29%	6,563,017	6,563,017
	<u>100.00%</u>	<u>\$ 35,874,319</u>	<u>\$ 35,874,319</u>

TexSTAR is a local government investment pool for whom First Southwest Asset Management, Inc., an affiliate of First Southwest Company, provides customer service and marketing for the pool. TexSTAR currently maintains a "AAAm" rating from Standard & Poor's 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 is allowed by the participants.

TAX MATTERS

TAX EXEMPTION

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

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

Bond Counsel's opinion will assume continuing compliance with the covenants of the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Obligations for federal income tax purposes and, in addition, will rely on representations by the Town, the Town's Financial Advisor and the Underwriters with respect to matters solely within the knowledge of the Town, the Town's Financial Advisor and the Underwriters, respectively, which Bond Counsel has not independently verified. Bond Counsel will further rely on the report (the "Report") of Grant Thornton LLP, certified public accountants, regarding the mathematical accuracy of certain computations. If the Town should fail to comply with the covenants in the Ordinance or if the foregoing representations or the Report should be determined to be inaccurate or incomplete, interest on the Obligations could become includable in gross income from the date of delivery of the Obligations, regardless of the date on which the event causing such inclusion occurs.

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

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

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

ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS

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

Tax Accounting Treatment of Original Issue Premium . . . The issue price of a portion of the Obligations exceeds the stated redemption price payable at maturity of such Obligations. Such Obligations (the "Premium Obligations") are considered for federal income tax purposes to have "premium" equal to the amount of such excess. The basis of a Premium Obligation in the hands of an initial owner is reduced by the amount of such excess that is amortized during the period such initial owner holds such Premium Obligation in determining gain or loss for federal income tax purposes. This reduction in basis will increase the amount of any gain or decrease the amount of any loss recognized for federal income tax purposes on the sale or other taxable disposition of a Premium Obligation by the initial owner. No corresponding deduction is allowed for federal income tax purposes for the reduction in basis resulting from amortizable bond premium. The amount of premium on a Premium Obligation that is amortizable each year (or shorter period in the event of a sale or disposition of a Premium Obligation) is determined using the yield to maturity on the Premium Obligation based on the initial offering price of such Obligation.

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

Tax Accounting Treatment of Original Issue Discount Obligations . . . The issue price of a portion of the Obligations is less than the stated redemption price payable at maturity of such Obligations (the "Original Issue Discount Obligations"). In such case, the difference between (i) the amount payable at the maturity of each Original Issue Discount Obligation, and (ii) the initial offering price to the public of such Original Issue Discount Obligation constitutes original issue discount with respect to such Original Issue Discount Obligation in the hands of any owner who has purchased such Original Issue Discount Obligation in the initial public offering of the Obligations. Generally, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Obligation equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Obligation continues to be owned by such owner. Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Obligations under the sub-captions "Tax Exemption", "Additional Federal Income Tax Considerations - Collateral Tax Consequences" and "Additional Federal Income Tax Considerations – Tax Legislative Changes" generally applies, and should be considered in connection with the discussion in this portion of the Official Statement.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Obligation prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Obligation 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 Obligation was held by such initial owner) is includable in gross income.

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

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

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

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

CONTINUING DISCLOSURE OF INFORMATION

In each of the Ordinances the Town has made the following agreement for the benefit of the holders and beneficial owners of the respective series of Obligations. The Town is required to observe each agreement while it remains obligated to advance funds to pay such Obligations. Under each agreement, the Town will be obligated to provide certain updated financial information and operating data annually, and the timely notice of specified events to the Municipal Securities Rulemaking Board ("MSRB"). This information will be available free of charge from the MSRB via the Electronic Municipal Market Access ("EMMA") system at www.emma.msrb.org.

ANNUAL REPORTS . . . The Town will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the Town of the general type included in this Official Statement under Tables numbered 1 through 6 and 8 through 15 and in Appendix B. The Town will update and provide this information within six months after the end of each fiscal year ending in or after 2012. The Town will provide the updated information to the MSRB.

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 Web site or filed with the United States Securities and Exchange Commission (the "SEC"), as permitted by SEC Rule 15c2-12 (the "Rule"). The updated information will include audited financial statements, if the Town commissions an audit and it is completed by the required time.

If audited financial statements are not available by the required time, the Town will provide unaudited financial information of the type described in the preceding paragraph by the required time and audited financial statements when and if such audited financial statements become available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix B or such other accounting principles as the Town may be required to employ from time to time pursuant to State law or regulation.

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

NOTICE OF CERTAIN EVENTS . . . The Town will also provide timely notices of certain events to the MSRB. The Town will provide notice of any of the following events with respect to the Obligations 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 Obligations, or other material events affecting the tax status of the Obligations; (7) modifications to rights of holders of the Obligations, if material; (8) Obligation calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Obligations, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the Town, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the Town 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. Neither the Obligations nor the Ordinances make any provision for debt service reserves, credit enhancements, or liquidity enhancement. In addition, the Town will provide timely notice of any failure by the Town to provide annual financial information in accordance with their agreement described above under "Annual Reports".

For these purposes, any event described in (12) in the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the Town 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 Town, 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 Town.

LIMITATIONS AND AMENDMENTS . . . The Town has agreed to update information and to provide notices of specified events only as described above. The Town 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 Town makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Obligations at any future date. The Town disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Obligations may seek a writ of mandamus to compel the Town to comply with its agreement.

The Town may amend its continuing disclosure agreement for either or both of the Bonds and Certificates from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Town, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds or Certificates, as the case may be, in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds or Certificates, as the case may be, consent to the amendment or (b) any person unaffiliated with the Town (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds or Certificates, as the case may be. The Town may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Obligations in the primary offering of the Obligations. If the Town so amends the agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

COMPLIANCE WITH PRIOR UNDERTAKINGS . . . During the last five years, the Town has complied in all material respects with all continuing disclosure agreements made by it in accordance with SEC Rule 15c2-12.

OTHER INFORMATION

RATINGS

The Obligations and the outstanding tax-supported debt of the Town are rated "Aa1" by Moody's and "AAA" by S&P, in each case without regard to credit enhancement. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the Town makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating companies, if in the judgment of any or all companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings, by any rating company, may have an adverse effect on the market price of the Obligations.

LITIGATION

It is the opinion of the Town Attorney and Town Staff that there is no pending, or to their knowledge, threatened litigation or other proceeding against the Town that would have a material adverse financial impact upon the Town or its operations.

At the time of the initial delivery of the Obligations, the Town Attorney will notify the Underwriters if there has been any lawsuit or claim challenging the issuance of the Obligation or that affects the payment, delivery or security of the Obligations of which the Town Attorney has been notified.

REGISTRATION AND QUALIFICATION OF OBLIGATIONS FOR SALE

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

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 Obligations are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State of Texas. With respect to investment in the Obligations by municipalities or other political subdivisions or public agencies of the State of Texas, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Obligations be assigned a rating of at least "A" or its equivalent as to investment quality by a national rating agency. See "Other Information - Ratings" herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Obligations are legal investments for state banks, savings banks, trust companies with capital of at least one million dollars or more, and savings and loan associations. The Obligations are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value. No review by the Town has been made of the laws in other states to determine whether the Obligations are legal investments for various institutions in those states.

LEGAL OPINIONS

The Town will furnish a complete transcript of proceedings had incident to the authorization and issuance of each series of the Obligations, including the unqualified approving legal opinions of the Attorney General of Texas approving the Initial Obligation and Initial Certificate of each series and to the effect that the Obligations are valid and legally binding obligations of the Town, and based upon examination of such transcripts of proceedings, the approving legal opinions of Bond Counsel, to like effect and to the effect that the interest on the Obligations will be excludable from gross income for federal income tax purposes under Section 103(a) of the Code, subject to the matters described under "Tax Matters" herein, including the alternative minimum tax on corporations. Bond Counsel was not requested to participate, and did not take part, in the preparation of 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 under the captions "Plan of Financing" (except under the subcaption "Sources and Uses of Proceeds"), "The Obligations" (exclusive of the subcaptions "Book-Entry-Only System" and "Obligationholders' Remedies"), "Tax Matters" and "Continuing Disclosure of Information" (exclusive of the subcaption "Compliance with Prior Undertakings") and the subcaptions "Legal Opinions" (except for the last sentence of the first paragraph thereof), "Registration and Qualification of Obligations for Sale," and "Legal Investments and Eligibility to Secure Public Funds in Texas" under the caption "Other Information" in the Official Statement, and such firm is of the opinion that the information relating to the Obligations and the legal issues contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein and, with respect to the Obligations, such information conforms to the Ordinances. The legal fee to be paid to Bond Counsel for services rendered in connection with the issuance of the Obligations is contingent on the sale and delivery of the Obligations. The legal opinions will accompany the Obligations deposited with DTC or will be printed on the Obligations in the event of the discontinuance of the Book-Entry-Only System. Certain legal matters will be passed upon for the Underwriters by Fulbright & Jaworski L.L.P., San Antonio, Texas, Counsel to the Underwriters, whose legal fees are contingent upon the sale and delivery of the Obligations.

The various legal opinions to be delivered concurrently with the delivery of the Obligations 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.

AUTHENTICITY OF FINANCIAL DATA AND OTHER INFORMATION

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

FINANCIAL ADVISOR

First Southwest Company is employed as Financial Advisor to the Town in connection with the issuance of the Obligations. The Financial Advisor's fee for services rendered with respect to the sale of the Obligations is contingent upon the issuance and delivery of the Obligations. First Southwest Company, in its capacity as Financial Advisor, has relied on the opinion of Bond Counsel and has not verified and does not assume any responsibility for the information, covenants, and representations contained in any of the legal documents with respect to the federal income tax status of the Obligations, or the possible impact of any present, pending, or future actions taken by any legislative or judicial bodies.

The Financial Advisor to the Town has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the Town and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

VERIFICATION OF ARITHMETICAL AND MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations included in the schedules provided by First Southwest Company on behalf of the Town relating to (a) computation of forecasted receipts of principal and interest on the forecasted payments of principal and interest to redeem the Refunded Obligations and (b) computation of the yields of the Obligations and the restricted Securities were verified by Grant Thornton LLP, certified public accountants. Such computations were based solely on assumptions and information supplied by First Southwest Company on behalf of the Town. Grant Thornton LLP has restricted its procedures to verifying the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information on which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome. Such verification will be relied upon by Bond Counsel in rendering its opinions with respect to the exclusion from gross income of interest on the Obligations for federal income tax purposes and with respect to defeasance of the Refunded Obligations.

UNDERWRITING

The Underwriters have agreed, subject to certain conditions, to purchase the Bonds from the Town, at an underwriting discount of \$131,439.30. The Underwriters have agreed, subject to certain conditions, to purchase the Certificates from the Town, at an underwriting discount of \$90,219.70. The Underwriters will be obligated to purchase all of the respective Obligations if any respective Obligations are purchased. The Obligations to be offered to the public may be offered and sold to certain dealers (including the Underwriters and other dealers depositing Obligations into investment trusts) at prices lower than the public offering prices of such Obligations and such public offering prices may be changed, from time to time, by the Underwriters.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of the information.

One of the Underwriters is BOSC, Inc., which is not a bank, and the Obligations are not deposits of any bank and are not insured by the Federal Deposit Insurance Corporation.

FORWARD-LOOKING STATEMENTS DISCLAIMER

The statements contained in this Official Statement, and in any other information provided by the Town, that are not purely historical, are forward-looking statements, including statements regarding the Town'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 Town on the date hereof, and the Town assumes no obligation to update any such forward-looking statements. The Town'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 Town. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

MISCELLANEOUS

The Ordinances authorizing the issuance of the Obligations approved the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorized its further use in the reoffering of the Obligations by the Underwriters.

TODD MEIER
Mayor
Town of Addison, Texas

ATTEST:

CHRIS TERRY
Town Secretary

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SCHEDULE OF REFUNDED OBLIGATIONS

Schedule I

General Obligation Bonds, Series 2004

<u>Original Dated Date</u>	<u>Original Maturity</u>	<u>Interest Rate</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Refunded</u>
8/15/2004	2/15/2015	4.000%	\$ 805,000	\$ 805,000
	2/15/2016	4.000%	840,000	840,000
	2/15/2017	4.500%	880,000	880,000
	2/15/2018	4.500%	920,000	920,000
	2/15/2019	4.500%	965,000	965,000
			<u>\$ 4,410,000</u>	<u>\$ 4,410,000</u>

The 2015 – 2019 maturities will be redeemed prior to original maturity on February 15, 2014 at par.

General Obligation Refunding and Improvement Bonds, Series 2005

<u>Original Dated Date</u>	<u>Original Maturity</u>	<u>Interest Rate</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Refunded</u>
11/1/2005	2/15/2014	4.000%	\$ 1,020,000	\$ 100,000
	2/15/2015	4.000%	1,060,000	100,000
	2/15/2016	4.000%	105,000 ⁽¹⁾	105,000
	2/15/2017	4.000%	110,000 ⁽¹⁾	110,000
	2/15/2018	4.000%	115,000 ⁽²⁾	115,000
	2/15/2019	4.000%	120,000 ⁽²⁾	120,000
	2/15/2020	4.000%	125,000 ⁽³⁾	125,000
	2/15/2021	4.000%	130,000 ⁽³⁾	130,000
			<u>\$ 2,785,000</u>	<u>\$ 905,000</u>

Portions of the 2014 and 2015 maturities and the 2017, 2019 and 2021 maturities will be redeemed prior to original maturity on February 15, 2013 at par.

- (1) Represents a scheduled mandatory sinking fund redemption of a term certificate with a final maturity of February 15, 2017.
 (2) Represents a scheduled mandatory sinking fund redemption of a term certificate with a final maturity of February 15, 2019.
 (3) Represents a scheduled mandatory sinking fund redemption of a term certificate with a final maturity of February 15, 2021.

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APPENDIX A

GENERAL INFORMATION REGARDING THE TOWN

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DESCRIPTION OF THE TOWN . . . The Town of Addison (4.4 square miles in area), incorporated in 1953, is located in Dallas County 12 miles north of downtown Dallas. Addison is bounded on the east by the extension of the Dallas North Tollway and is bisected east to west by Belt Line Road.

GOVERNMENT . . . The Town is governed by a City Council composed of six councilmembers and the Mayor. The Mayor and councilmembers serve staggered two-year terms. The day-to-day operations of Addison are conducted by a Town Manager who is selected by the City Council. The Town's Home Rule Charter was adopted in 1978 and was last amended in January, 1993. The charter provides for a City Council comprised of the Mayor and six councilmembers. Under the charter the Mayor may vote on all items coming before the Council.

POPULATION . . . The U.S. Census Bureau set the 1970 population at 550, the 1980 population at 5,553, the 1990 population at 8,783 and the 2010 population at 13,056, and the NCTCOG estimates the 2012 population to be 13,700.

ECONOMY . . . Addison is located in the "platinum corridor" of North Dallas and has been called the "epicenter of a new downtown uptown". The Dallas area has become a major financial center of the nation and is rapidly emerging as a national leader in the areas of corporate headquarter locations, product distribution centers, light "clean" manufacturing in such areas as electronics and data processing, and as a principal fashion center. Addison manifests the best features of the area by creating an environment conducive to office, retail and residential uses. With its beautifully landscaped boulevards and strict enforcement of building, sign and landscaping codes, the Town has attracted quality development without the nuisances usually associated with rapid urbanization. Fine restaurants, boutiques and specialty stores are located in the Town to serve the growing work force and the affluent Addison-North Dallas area. Addison is a prime and desirable location for many businesses seeking relocation in the area.

Among the top employers in the Town are the following:

<u>Company</u>	<u>Type of Business</u>	<u>Estimated Number of Employees</u>
Bank of America MBNA	Credit Clearinghouse	3,400
Mary Kay Cosmetics Inc.	Cosmetics	1,070
Barrett Daffin Frapier Turner and Engle	Real Estate/Litigation	566
Rexel	Industrial Electrical Supplies	500
United Surgical Partners	Health Services	360
Hilton International	Hotel	319
Glazer's Family of Companies	Beverage/Spirits Distributor	280
Greenhill School	Education	256
Hotel Intercontinental	Hotel	250
Behringer Harvard	Real Estate/Finance	230

Source: Addison Town staff.

AIRPORT . . . The Town of Addison owns a general aviation airport, a single runway facility ranked by the Federal Aviation Administration as the busiest airport of its kind. The runway is 7,200 feet in length and can accommodate general aviation aircraft through 120,000 pounds gross weight including Boeing 737's and DC9's. The airport is home to 291 aircraft valued at over \$88 million and houses several fixed base operations, which provide fuel and maintenance services. The airport is used extensively by corporate executives who wish to conduct business in offices located in the north Dallas area.

TRANSPORTATION . . . Direct access to downtown Dallas is afforded via the Dallas North Tollway. Nearby highways and freeways provide convenient access to the entire Dallas/Fort Worth Metroplex including the Richardson telecommunications corridor, the Plano corporate campus, and the Dallas/Fort Worth International Airport.

In addition to Addison Airport, commercial air transportation is available at Dallas' Love Field and at the Dallas/Fort Worth International Airport. Rail service for Addison is provided by the Cotton Belt Railroad and numerous motor freight lines from nearby Dallas are available.

EDUCATIONAL FACILITIES . . . Addison is served by the Dallas Independent School District and the Carrollton-Farmers Branch Independent School District, it is also served by two private schools, Trinity Christian Academy and Greenhill School; all serve the K/12 grades. Brookhaven Community College, a part of the Dallas County Community College, Ordinance the Town and seven major colleges and universities are located within a 40-mile radius of the Town and include University of North Texas, Southern Methodist University, Texas Christian University, University of Texas at Dallas and University of Texas at Arlington.

BUILDING PERMITS

<u>Fiscal Year</u>	<u>Number of Permits</u>	<u>Commercial</u>	<u>Residential</u>	<u>Total Value</u>
2007	1,106	\$ 31,471,780	\$ 68,794,869	\$ 100,266,649
2008	1,024	70,073,523	53,544,246	123,617,769
2009	803	28,978,561	1,638,405	30,616,966
2010	1,125	82,918,102	57,494,260	140,412,362
2011	1,450	41,600,000	68,100,000	109,700,000

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APPENDIX B

EXCERPTS FROM THE
TOWN OF ADDISON, TEXAS
COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Year Ended September 30, 2011

The information contained in this Appendix consists of excerpts from the Town of Addison, Texas Comprehensive Annual Financial Report for the Year Ended September 30, 2011, and is not intended to be a complete statement of the Town's financial condition. Reference is made to the complete Report for further information.



INDEPENDENT AUDITOR'S REPORT

Honorable Mayor and
Members of the Town Council
of the Town of Addison
Addison, Texas

We have audited the accompanying financial statements of the governmental activities, business type activities, each major fund, and the aggregate remaining fund information of the Town of Addison, Texas (the Town) as of and for the year ended September 30, 2011, which collectively comprise the Town's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Town's administration. Our responsibility is to express an opinion on these basic 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 basic financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the basic financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, business type activities, each major fund, and the aggregate remaining fund information of the Town as of September 30, 2011, and the respective changes in financial position and the cash flows, where applicable, and the respective budgetary comparison for the General Fund and the Hotel Fund, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note D, Assets, Liabilities, and Net Assets or Equity to the basic financial statements, the Town implemented Government Accounting Standards Board Statement No. 54 "Fund Balance Reporting and Governmental Fund Type Definitions".

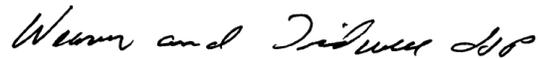
The information identified in the accompanying table of contents as *management's discussion and analysis, Texas Municipal Retirement System Analysis of Funding Progress, and the Retiree Health Plan Analysis of Funding Progress* are not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Town of Addison

Page 2

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The combining and individual fund financial statements and schedules listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements of the Town. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The statistical information listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements of the Town. Such statistical information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and, accordingly we express no opinion on it.

A handwritten signature in cursive script that reads "Weaver and Tidwell LLP".

WEAVER AND TIDWELL, L.L.P.

March 1, 2012
Dallas, Texas

Addison!®

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

As management of the Town of Addison, we offer readers of these financial statements this narrative overview and analysis of the financial activities of the Town of Addison for the fiscal year ended September 30, 2011. Readers are encouraged to read this narrative in conjunction with the transmittal letter at the front of this report and the Town's financial statements, which follow this section. **All amounts reported in this MD&A, unless otherwise indicated, are expressed in thousands of dollars.**

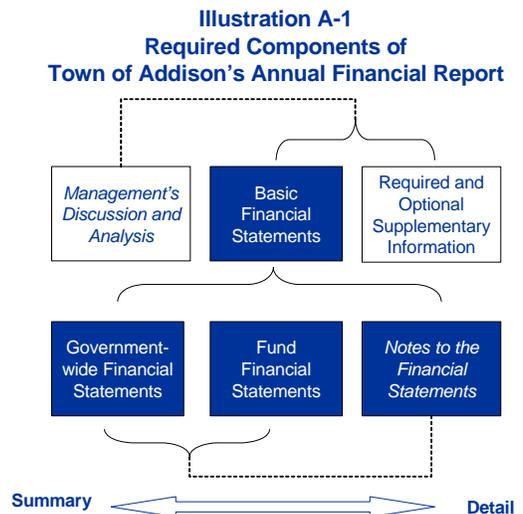
Financial Highlights

- The Town's assets exceeded its liabilities at the close of the 2011 fiscal year by \$212,947. This amount represents an increase over the previous year by \$16,487. The increase is attributed to governmental revenue from taxes and charges for services exceeding the cost of government activities and program revenues and capital grants exceeding expenses with the Town's business-type activities related to airport and utility operations.
- As of September 30, 2011, the Town's governmental funds reported combined ending fund balances of \$22,910, a decline of \$14,922. Most of the decline is due to the application of bond proceeds in the capital project funds to the construction of infrastructure throughout the city.
- At the end of the 2011 fiscal year, fund balance for the General Fund was \$10,367, or 37.7 percent of total fund expenditures. Fund balance decreased \$490 during the year.
- At year-end, the Town of Addison's outstanding debt totals \$66,470, a decline of \$6,650 from the previous year which is attributed to the scheduled retirement of debt and no issuance of new debt during the year.

Overview of Financial Statements

This annual report is comprised of four segments as dictated by generally accepted accounting principles (GAAP): *management's discussion and analysis* (this section), the *basic financial statements*, *required supplementary information* and *other supplementary information*. The basic financial statements include two kinds of statements that present different views of the Town.

- The *government-wide financial statements* provide both long-term and short-term information about the Town's overall financial status.
- The fund financial statements focus on individual parts of Addison's government, reporting the Town's operations in more detail than the government-wide statements.
 - The *governmental funds statements* explain how general government services like public safety were financed in the short-term as well as what remains for future spending.
 - *Proprietary fund statements* offer short-term and long-term financial information about the activities the government operates like businesses, such as the airport.



The financial statements also include *notes*, which elaborate on some of the information in the financial statements and that provide more detailed data. These financial statements are followed by a section of required supplementary information that further explains and supports the information in the financial statements. Illustration A-1 shows how the required parts of this annual report are arranged and relate to one another. In addition to these required elements, we have included other information such as the Town's long-term debt schedules and a statistical section, which, through the use of tables, presents comparative economic and financial data to give users of this report a perspective of the Town's financial performance over a number of years.

Illustration A-2 summarizes the major features of the Town’s financial statements. The remainder of this overview section of the management’s discussion and analysis explains the structure and contents of each of the statements.

Illustration A-2			
Major Features of Town of Addison's Government-wide and Fund Financial Statements			
	<u>Government-wide Statements</u>	<u>Fund Statements</u>	
		<u>Governmental Funds</u>	<u>Proprietary Funds</u>
Scope	Entire Town government	Activities of the Town that are not proprietary, such as police, fire, and parks	Activities the Town operates similar to private businesses: airport, water/sewer utility
Required financial statements	* Statement of net assets * Statement of activities	* Balance sheet * Statement of revenues, expenditures, and changes in fund balances	* Statement of net assets * Statement of revenues, expenses, and changes in net assets * Statement of cash flows
Accounting basis and measurement focus	Accrual accounting and economic resources focus	Modified accrual accounting and current financial resources focus	Accrual accounting and economic resources focus
Type of asset/liability information	All assets and liabilities, both financial and capital, short-term and long-term	Only assets expected to be used up and liabilities that come due during the year or soon thereafter; no capital assets included	All assets and liabilities, both financial and capital, short-term and long-term
Type of inflow/outflow information	All revenues and expenses during year, regardless of when cash is received or paid	Revenues for which cash is received during or soon after the end of the year; expenditures when goods or services have been received and payment is due during the year or soon thereafter	All revenues and expenses during year, regardless of when cash is received or paid

Government-wide Financial Statements

The *government-wide financial statements* are designed to provide readers with a broad overview of the Town of Addison’s finances in a manner similar to a private-sector business. These statements can be located on pages 23-24 of this document.

- The *statement of net assets* presents information on all of the Town’s assets and liabilities, with the difference between the two reported as *net assets*. Over time, increases or decreases in net assets **may** indicate the improvement or deterioration of the Town’s financial position.
- The *statement of activities* presents information showing how the Town’s net assets changed during the concluded fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows.

The government-wide financial statements of the Town are divided into two categories:

- *Governmental activities* – These are functions such as fire, police, and visitor services that are principally supported by taxes and intergovernmental revenue.
- *Business-type activities* – These functions are intended to recover all or a significant portion of their costs through user fees and charges. The Town’s airport and utility system fall within this category.

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 Town of Addison, 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 Town 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*. However, unlike the government-wide financial statements, governmental fund financial statements focus on **short-term** inflows and outflows 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 short-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 **short-term financing** decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental *funds* and governmental *activities*.

The Town of Addison maintains 15 individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for all these funds, with the exception of the Economic Development Fund, Municipal Court Fund, Public Safety Fund, and various grant and capital project funds, which are considered minor funds and are combined into a single, aggregated presentation. Individual fund data for each of these minor funds is provided in the form of combining statements elsewhere in this report.

The Town adopts an annual appropriated budget for all its governmental funds. A budgetary comparison statement is provided for each fund to demonstrate compliance with this budget.

Proprietary Funds – Services for which the Town charges customers a fee are generally reported in the proprietary funds. Proprietary funds provide the same type of information as the government-wide statements, only in more detail. The Town of Addison maintains two different types of proprietary funds.

- *Enterprise funds* are used to report the same functions presented as *business-type activities* in the government-wide financial statements. The Town uses enterprise funds to account for its general aviation airport and its utility (water and sewer) system.
- *Internal service funds* are an accounting device used to accumulate and allocate costs internally among the Town’s various functions. The Town uses internal service funds to account for its fleet of vehicles and for its management information systems. Because both of these services predominantly benefit governmental rather than business-type functions, they have been included within *governmental activities* in the government-wide financial statements.

The proprietary fund financial statements provide separate information for Addison’s airport and utility system, both of which are considered to be major funds of the Town of Addison. Conversely, both internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the internal service funds is provided in the form of combining statements elsewhere in this report.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data presented in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 35-59 of this report.

Other Information

In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the Town of Addison's funding of its obligations to provide pension benefits to Town employees through the Texas Municipal Retirement System and to provide other postemployment benefits to Town employees upon retirement.

The combining statements referred to earlier in connection with minor governmental funds and internal service funds are presented on pages 109-110 and 131-133.

Government-wide Financial Analysis

As of the close of the 2011 fiscal year, the Town's net assets (assets exceeding liabilities) totaled \$212,947 (see Table A-1). Of this amount \$180,376, or 84.7 percent, represents the Town's investment in capital assets (e.g. land, buildings, machinery, and equipment), less any related outstanding debt used to acquire those assets. Because the Town of Addison uses these capital assets to provide services to the community, these assets are not available for future spending. A portion of net assets (\$1,007) has been restricted for retiring the Town's long-term general obligation debt. The remaining amount of net assets is labeled as unrestricted and totals \$31,564. This amount is available to meet the Town's ongoing obligations to citizens and creditors.

At the end of the current fiscal year, the Town of Addison is able to report positive balances in these two categories of net assets, both for the government as a whole, as well as for its separate governmental and business-type activities.

Table A-1
Town of Addison's Net Assets

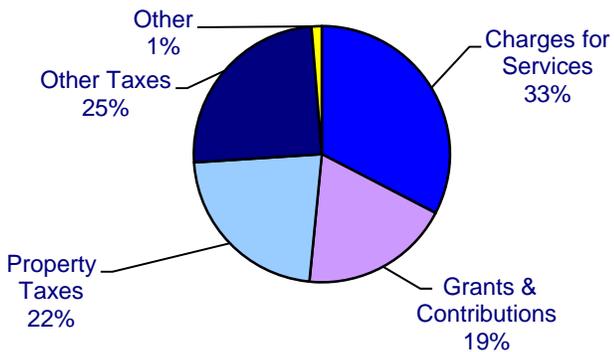
	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Assets:						
Current and Other Assets	\$ 37,881	\$ 50,386	\$ 17,346	\$ 19,947	\$ 55,227	\$ 70,333
Capital Assets	171,467	158,636	60,200	47,949	231,667	206,585
Total Assets	209,348	209,022	77,546	67,896	286,894	276,918
Liabilities:						
Long-Term Liabilities Outstanding	53,314	57,293	14,360	17,104	67,674	74,397
Other Liabilities	4,036	4,309	2,237	1,752	6,273	6,061
Total Liabilities	57,350	61,602	16,597	18,856	73,947	80,458
Net Assets:						
Invested in Capital Assets, Net of Related Debt	129,262	123,041	51,114	36,300	180,376	159,341
Restricted for Debt Service	1,007	997	-	-	1,007	997
Unrestricted	21,729	23,382	9,835	12,740	31,564	36,122
Total Net Assets	\$ 151,998	\$ 147,420	\$ 60,949	\$ 49,040	\$ 212,947	\$ 196,460

As reflected in Table A-2, the Town's net assets increased \$16,487, or 8.4 percent during the 2011 fiscal year. The increase is primarily due to capital grants and developer contributions associated with the Vitruvian Park development, intersection improvements at Spring Valley Road, and improvements at the Addison Airport.

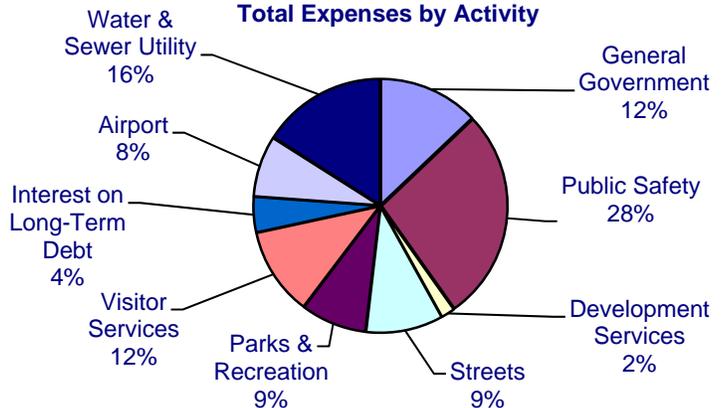
**Table A-2
Town of Addison's Changes in Net Assets**

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Revenues:						
Program Revenues:						
Charges for Services	\$ 7,672	\$ 5,821	\$ 15,267	\$ 13,095	\$ 22,939	\$ 18,916
Grants & Contributions	3,654	1,578	9,668	1,103	13,322	2,681
General Revenues:						
Property Taxes	15,773	15,901	-	-	15,773	15,901
Other Taxes	17,398	16,232	-	-	17,398	16,232
Other	921	2,815	(6)	30	915	2,845
Total Revenues	45,418	42,347	24,929	14,228	70,347	56,575
Expenses:						
General Government	6,709	6,876	-	-	\$ 6,709	\$ 6,876
Public Safety	14,915	14,550	-	-	14,915	14,550
Development Services	866	938	-	-	866	938
Streets	4,914	5,278	-	-	4,914	5,278
Parks & Recreation	4,743	4,502	-	-	4,743	4,502
Visitor Services	6,431	6,028	-	-	6,431	6,028
Interest on Long-Term Debt	2,262	2,424	-	-	2,262	2,424
Airport	-	-	4,387	4,181	4,387	4,181
Water & Sewer Utility	-	-	8,633	8,530	8,633	8,530
Total Expenses	40,840	40,596	13,020	12,711	53,860	53,307
Increase/(Decrease) in Net Assets	4,578	1,751	11,909	1,517	16,487	3,268
Net Assets - 10/01/10	147,420	145,669	49,040	47,523	196,460	193,192
Net Assets - 09/30/11	\$ 151,998	\$ 147,420	\$ 60,949	\$ 49,040	\$ 212,947	\$ 196,460

**Illustration A-3
Total Sources of Revenue**



**Illustration A-4
Total Expenses by Activity**



Governmental Activities

Governmental activities increased the Town of Addison’s net assets by \$4,578.

Business-Type Activities

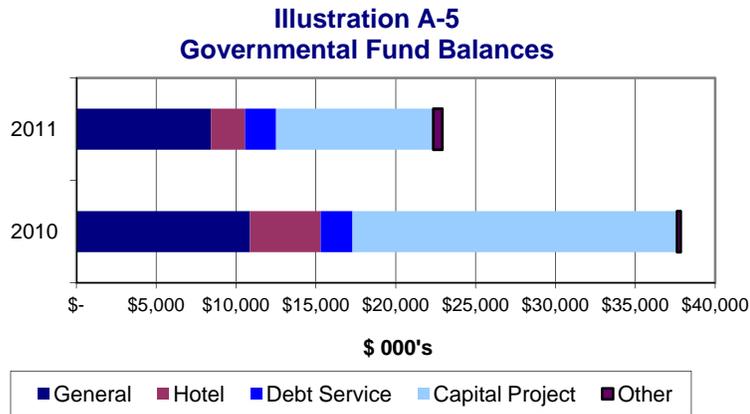
The Town’s business-type activities experienced an \$11,909 increase in net assets with the Airport Fund recording an increase of \$9,801, while the Utility Fund posted a gain of \$2,108. Of the Airport Fund’s increase, \$9,595 is attributed to capital grants for improvements at the Addison Airport.

Financial Analysis of the Government Funds

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

As of September 30, 2011, the Town’s governmental funds reported combined ending fund balances of \$22,910, a decline of \$14,922 compared to balances a year earlier. Illustration A-5 graphically presents the composition of the various fund balances. Of the ending balance, \$10,266 or 44.8 percent is *unassigned* and is available to the Town for future spending. Most of the remaining fund balance is *restricted* for future capital projects (\$9,852) and debt service (\$1,945). Components of the net decrease of total fund balance are:

- In the General Fund, expenditures totaled \$27,467 compared to revenues of \$27,677. Revenues increased \$414 from the previous year. Most of the increase was due to receiving an additional \$486 in non-property (sales) taxes and an additional \$377 in licenses and permits, offset by a \$398 decline in property tax. Expenditures increased \$1,407 from the 2010 fiscal year. The increase is primarily due to resuming contributions to the capital replacement internal service funds after a one-year suspension.
- In the Hotel Fund, expenditures and transfers out to other funds totaled \$8,326 compared to revenues of \$6,026. Fund revenues increased a \$126 from the previous year. Expenditures increased \$2,214 from fiscal year 2010 due in large part to making ready the Visitor Services offices and the Visit Addison facilities at Village on the Parkway.
- Capital project funds recorded a net decline in fund balance of \$10,483 due to scheduled application of funds for capital projects.



Proprietary funds - The Town of Addison’s proprietary funds provide the same type of information found in the government-wide financial statements. Unrestricted net assets of the Airport Fund at the end of the fiscal year amounted to \$2,311 while the Utility Fund reported unrestricted net assets of \$7,524. Issues relating to these two funds were discussed in the preceding narrative of the Town’s business-type activities.

General Fund Budgetary Highlights

Major differences between the original budget and the final amended budget are described below:

- Revenues were amended to recognize decreased property tax revenue (\$110), and decreased court fine revenue (\$200). All revenue amendments resulted in a net budget decline of \$327. Allocations to various departments were made that resulted in a net increase to appropriations of \$710.

The adjustments resulted in decreasing budgeted revenue 1.2 percent and increasing expenditures by 2.6 percent. The projected deficit of expenditures and other uses exceeding revenues increased from \$1,612 to \$2,649. Fund balance actually decreased only \$490.

Capital Asset and Debt Administration

Capital assets – As detailed in Table A-3 below, the Town of Addison’s investment in capital assets for its governmental and business-type activities as of September 30, 2011, totals \$231,667 (net of accumulated depreciation). This amount represents a \$25,082 increase from the previous year and is attributed to investment in new assets exceeding depreciation of existing assets. Projects that are in progress include the Belt Line Streetscape, Redding Trail Extension, Spring Valley intersection, and Vitruvian Park infrastructure improvements. More information related to the Town’s capital assets can be found in Sections I, D, 4 and III, D of the Notes to Financial Statements.

Table A-3
Town of Addison's Capital Assets
(Net of Depreciation)

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Land	\$ 66,233	\$ 65,784	\$ 10,224	\$ 10,223	\$ 76,457	\$ 76,007
Buildings	11,644	12,200	1,468	1,531	13,112	13,731
Improvements other than Buildings	56,276	58,602	31,693	32,785	87,969	91,387
Machinery and Equipment	3,566	4,112	851	879	4,417	4,991
Construction in Progress	33,748	17,938	15,964	2,531	49,712	20,469
Total Capital Assets	\$ 171,467	\$ 158,636	\$ 60,200	\$ 47,949	\$ 231,667	\$ 206,585

Long-term debt – At the end of the 2011 fiscal year, the Town of Addison had total bonded debt outstanding of \$66,470 as detailed in Table A-4. No new debt was issued during 2011. The Town of Addison maintains an underlying bond rating of “AAA” from Standard & Poor’s and “Aa1” from Moody’s. Other than the 2008 issue, all of the Town’s outstanding debt is insured; however the insurers’ ratings have been downgraded in the past few years. Of the Town’s insurers as of September 30, 2011 MBIA carries a rating of “B” from Standard & Poor’s. Ambac’s rating was withdrawn by S&P on November 30, 2010. The insurer FSA changed its name to Assured Guaranty Municipal Corporation (AGM) and currently holds a rating of “AA-” by S&P. Because of the strength of the Town’s own credit ratings, future bond sales should obtain competitive bids with relatively low financing rates. More information related to the Town’s long-term debt can be found in Section III, F of the Notes to Financial Statements.

Table A-4
Town of Addison's Outstanding Debt
General Obligation Bonds and Certificates of Obligation

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
General Obligation Bonds	\$ 19,575	\$ 22,775	\$ 5,275	\$ 7,760	\$ 24,850	\$ 30,535
Certificates of Obligation	32,444	33,117	9,176	9,468	41,620	42,585
Total Debt Outstanding	\$ 52,019	\$ 55,892	\$ 14,451	\$ 17,228	\$ 66,470	\$ 73,120

Economic Factors and Next Year's Budget and Rates

- The Texas Workforce Commission no longer maintains individual statistics for cities with a population of less than 25,000, and therefore information related to Addison employment is unavailable. However, the average unemployment rate for the adjacent cities of Carrollton and Farmers Branch as of December 2011 averaged 6.6 percent, somewhat lower than the 7.4 percent rate recorded a year earlier. This unemployment rate is less than that of the Dallas/Plano/Irving Metro Division, which recorded a 7.2 percent rate. The December 2011 rate for the State of Texas was 7.2 percent, lower than the 8.0 percent in December 2010.¹
- Sales tax collections for the Town were up 5.2 percent from the amount collected in 2010 after two consecutive years of decreases in annual collections. This increase appears to indicate a modestly improving economy.
- Hotel occupancy tax collections increased 9.1 percent from the previous year after two consecutive years of decreases in annual collections, although collections are still down 23.1 percent from the 2008 fiscal year.
- In July 2011 Addison received its certified property tax roll from the Dallas Central Appraisal District. This certified roll is what Texas local governments use to levy taxes for the 2011-12 fiscal year. Certified taxable property values in Addison totaled \$3,028,043, which represented a 1.0 percent decline from the previous year, and was the third consecutive year of decline following four consecutive years of increased values.

These various factors were taken into consideration in development of the Town's 2011-12 annual budget. The annual budget is adopted within context of five-year financial plans for the General, Hotel, Airport, and Utility funds. The long-term financial plans project operating revenues and expenses and changes in fund balances related to the Town's adopted financial policy to work to maintain a minimum 25% fund balance for these funds. Major aspects of the adopted 2011-12 budget include:

- The property tax rate was increased 5.0¢ to \$.5800 per \$100 appraised value. The increase offset the decline in property values and provided an additional \$458 for the Town's annual debt service. Of the 2012 budget tax rate, \$.3819 was levied for operation/maintenance (including \$.0185 for economic development funding) and \$.1981 for debt service. This compares to the 2011 distribution of \$.3479 and \$.1821 respectively. (*Note: The preceding tax rates are not reflected in \$000's of dollars*).
- The General Fund balance is projected to decline \$405 from the actual beginning fund balance of \$10,367 to \$9,962. The projected ending fund balance is 36.1 percent of operating expenditures.
- The Hotel Fund balance is projected to decline \$601 from the actual beginning fund balance to \$1,530. The projected ending fund balance is only 23.4 percent of operating expenditures, but the long-term financial plan for the fund restores fund balance to 25% of operating expenditures within the planning horizon.
- The budget included a five percent increase in water and sewer rates and established a library card fee and a business license fee.

Requests for Information

This financial report is designed to provide a general overview of the Town of Addison's finances for all interested parties. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the following:

Department of Financial and Strategic Services
Town of Addison
P.O. Box 9010
Addison, TX 75001
Telephone: (972) 450-7064
Email: mperry@addisontx.gov

¹ Source: Texas Workforce Commission (December 2011 and 2010 data)

Basic Financial Statements

Addison!®

Town of Addison, Texas
Basic Financial Statements

TOWN OF ADDISON
STATEMENT OF NET ASSETS
SEPTEMBER 30, 2011

	Primary Government			Summarized 2010 Total
	Governmental Activities	Business-type Activities	Total	
ASSETS				
Cash and Investments	\$ 29,464,546	\$ 7,097,065	\$ 36,561,611	\$ 54,805,426
Receivables, Net of Allowances for Uncollectibles	8,026,125	2,630,939	10,657,064	7,690,735
Inventories, at Cost	87,835	16	87,851	106,540
Prepaid Items	110,329	230,275	340,604	41,600
Deferred Charges	192,037	149,204	341,241	395,475
Investment in Joint Venture	-	7,238,882	7,238,882	7,293,066
Capital Assets, Net of Accumulated Depreciation				
Land	66,233,099	10,223,421	76,456,520	76,007,544
Buildings	11,643,535	1,468,265	13,111,800	13,730,913
Improvements other than Buildings	56,276,141	31,693,205	87,969,346	91,387,352
Machinery and Equipment	3,566,079	850,515	4,416,594	4,990,432
Construction in Progress	33,748,347	15,964,000	49,712,347	20,468,909
Total Assets	\$ 209,348,073	\$ 77,545,787	\$ 286,893,860	\$ 276,917,992
LIABILITIES AND NET ASSETS				
LIABILITIES:				
Accounts Payable and Accrued Liabilities	\$ 3,374,334	\$ 1,335,444	\$ 4,709,778	\$ 4,771,752
Contracts and Retainage Payable	583,613	-	583,613	254,301
Intergovernmental Payable	55,557	-	55,557	140,207
Customer Deposits	22,441	901,324	923,765	894,920
Non-Current Liabilities:				
Due within One Year	5,451,278	2,985,038	8,436,316	7,514,913
Due in More Than One Year	47,862,376	11,375,476	59,237,852	66,882,364
Total Liabilities	57,349,599	16,597,282	73,946,881	80,458,457
NET ASSETS:				
Invested in Capital Assets, Net of Related Debt	129,261,976	51,113,892	180,375,868	159,341,142
Restricted for Debt Service	1,007,330	-	1,007,330	996,614
Unrestricted	21,729,168	9,834,613	31,563,781	36,121,779
Total Net Assets	151,998,474	60,948,505	212,946,979	196,459,535
Total Liabilities and Net Assets	\$ 209,348,073	\$ 77,545,787	\$ 286,893,860	\$ 276,917,992

See accompanying notes to basic financial statements.

**Town of Addison, Texas
Basic Financial Statements**

**TOWN OF ADDISON
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2011**

Functions/Programs	Program Revenues			Net (Expense)/Revenue and Changes in Net Assets			
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Primary Government		Total
					Governmental Activities	Business - Type Activities	
Primary Government:							
Governmental Activities:							
General Government	\$ 6,709,095	\$ 143,529	\$ -	\$ -	\$ (6,565,566)	\$ -	\$ (6,565,566)
Public Safety	14,914,759	1,899,711	223,792	-	(12,791,256)	-	(12,791,256)
Development Services	866,023	1,213,741	-	-	347,718	-	347,718
Streets	4,913,524	2,299,731	-	3,429,804	816,011	-	816,011
Parks and Recreation	4,742,946	107,387	-	-	(4,635,559)	-	(4,635,559)
Visitor Services	6,431,136	2,007,821	-	-	(4,423,315)	-	(4,423,315)
Interest on Long-Term Debt	2,261,571	-	-	-	(2,261,571)	-	(2,261,571)
Total Governmental Activities	40,839,054	7,671,920	223,792	3,429,804	(29,513,538)	-	(29,513,538)
Business-Type Activities:							
Airport	4,387,384	4,526,593	-	9,654,165	-	9,793,374	9,793,374
Utilities	8,633,217	10,740,568	-	14,000	-	2,121,351	2,121,351
Total Business-Type Activities	13,020,601	15,267,161	-	9,668,165	-	11,914,725	11,914,725
Total Primary Government	\$ 53,859,655	\$ 22,939,081	\$ 223,792	\$ 13,097,969	\$ (29,513,538)	\$ 11,914,725	\$ (17,598,813)
GENERAL REVENUES:							
Taxes:							
Property Taxes, Levied for General Purposes					15,772,858	-	15,772,858
Sales Taxes					10,604,803	-	10,604,803
Franchise Taxes					2,792,601	-	2,792,601
Hotel/Motel Taxes					4,000,786	-	4,000,786
Interest on Investments					148,966	(16,178)	132,788
Miscellaneous					772,276	10,145	782,421
Total General Revenues					34,092,290	(6,033)	34,086,257
Change in Net Assets					4,578,752	11,908,692	16,487,444
NET ASSETS, Beginning of Year					147,419,722	49,039,813	196,459,535
NET ASSETS, End of Year					\$ 151,998,474	\$ 60,948,505	\$ 212,946,979

See accompanying notes to basic financial statements.

**Town of Addison, Texas
Basic Financial Statements**

**Governmental Funds
Balance Sheet
September 30, 2011**

	General	Hotel	General Obligation Debt Service	Hotel Debt Service	Capital Project Fund	Reimbursement Grant Fund	Non-Major Governmental Funds	Total Governmental Funds
ASSETS:								
Cash and Investments	\$ 7,770,156	\$ 1,990,959	\$ 1,159,139	\$ 815,200	\$ 10,885,059	\$ -	\$ 922,038	\$ 23,542,551
Receivables:								
Ad Valorem Taxes, Including Interest and Penalties	300,166	-	133,032	-	-	-	-	433,198
Non-Property Taxes	1,925,207	297,082	-	-	-	-	-	2,222,289
Franchise Fees	657,399	-	-	-	-	-	-	657,399
Service Fees	1,038,818	-	-	-	-	-	-	1,038,818
Ambulance	198,522	-	-	-	-	-	-	198,522
Interest	26,581	5,044	2,948	2,073	18,313	-	5,196	60,155
Interfund	2,770,112	-	-	-	-	-	-	2,770,112
Other	-	121,783	-	-	56,394	3,086,241	53,458	3,317,876
Prepaid Items	67,135	43,194	-	-	-	-	-	110,329
Inventories, at Cost	87,835	-	-	-	-	-	-	87,835
Total Assets	\$ 14,841,931	\$ 2,458,062	\$ 1,295,119	\$ 817,273	\$ 10,959,766	\$ 3,086,241	\$ 980,692	\$ 34,439,084
LIABILITIES AND FUND BALANCE:								
Liabilities:								
Accounts Payable and Accrued Liabilities	\$ 1,543,852	\$ 300,512	\$ -	\$ -	\$ 565,114	\$ 366,695	\$ 327,973	\$ 3,104,146
Contracts and Retainage Payable	-	-	-	-	542,890	-	40,723	583,613
Deferred Revenue	2,897,157	-	149,687	-	-	1,945,467	859	4,993,170
Intergovernmental Payable	32,487	5,469	17,601	-	-	-	-	55,557
Customer Deposits	1,741	20,700	-	-	-	-	-	22,441
Interfund Payable	-	-	-	-	-	2,719,440	50,672	2,770,112
Total Liabilities	4,475,237	326,681	167,288	-	1,108,004	5,031,602	420,227	11,529,039
Fund Balances:								
Nonspendable:								
Inventories	87,835	-	-	-	-	-	-	87,835
Prepaid Items	67,135	43,194	-	-	-	-	-	110,329
Restricted:								
Debt Service	-	-	1,127,831	817,273	-	-	-	1,945,104
Capital Projects	-	-	-	-	9,851,762	-	-	9,851,762
Court Technology	-	-	-	-	-	-	83,827	83,827
Building Security	-	-	-	-	-	-	72,462	72,462
Other Purposes	-	-	-	-	-	-	45,500	45,500
Committed:								
Economic Development	-	-	-	-	-	-	358,676	358,676
Assigned:								
Other Purposes	61,193	27,603	-	-	-	-	-	88,796
Unassigned	10,150,531	2,060,584	-	-	-	(1,945,361)	-	10,265,754
Total Fund Balance	10,366,694	2,131,381	1,127,831	817,273	9,851,762	(1,945,361)	560,465	22,910,045
Total Liabilities and Fund Balance	\$ 14,841,931	\$ 2,458,062	\$ 1,295,119	\$ 817,273	\$ 10,959,766	\$ 3,086,241	\$ 980,692	\$ 34,439,084

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

TOWN OF ADDISON
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET ASSETS
FOR THE YEAR ENDED SEPTEMBER 30, 2011

Total Fund Balances - Governmental Funds	\$ 22,910,045
The Town uses internal service funds to charge the costs of certain activities such as replacement of capital assets and information technology to appropriate functions in other funds. The assets and liabilities of the internal service funds are included in governmental activities in the government-wide statement of net assets. The effect of this consolidation is to increase net assets.	9,071,030
Capital assets used in governmental activities, including infrastructure and developer contributions, are not financial resources and therefore are not reported in fund financial statements. Capital assets of \$252,132,578, net of accumulated depreciation of \$83,716,544, exclusive of the capital assets of internal service funds with a net carrying value of \$3,051,167, included above increased net assets in the government-wide financial statements.	168,416,034
Debt issue costs have been reflected net of amortization in the government-wide financial statements.	192,037
Bonds payable, contractual obligations, and related premium and deferred refunding amounts have not been included in the fund financial statements.	(52,056,987)
Accrued liabilities for compensated absences have not been reflected in the fund financial statements.	(904,677)
Net OPEB obligation is not reflected in the fund financial statements.	(351,990)
Interest payable on outstanding debt is accrued in the government-wide financial statements, whereas in the fund financial statements an interest expenditure is reported when due. The effect of recording accrued interest is to decrease net assets.	(270,188)
Revenue from property taxes, sales taxes, franchise fees, court bonds, ambulance billing, and intergovernmental grants is deferred in the fund financial statements until it is considered available to finance current expenditures, but such revenues are recognized when assessed, net of an allowance for uncollectible accounts, in the government-wide statements.	<u>4,993,170</u>
Net Assets of Governmental Activities	<u><u>\$ 151,998,474</u></u>

See accompanying notes to basic financial statements.

**Town of Addison, Texas
Basic Financial Statements**

**Governmental Funds
Statement of Revenues, Expenditures, and Changes in Fund Balances
Year Ended September 30, 2011**

	General	Hotel	General Obligation Debt Service	Hotel Debt Service	Capital Project Fund	Reimbursement Grant Fund	Non-Major Governmental Funds	Total Governmental
REVENUES:								
Ad Valorem Taxes	\$ 10,373,352	-	\$ 5,430,048	\$ -	\$ -	\$ -	\$ -	\$ 15,803,400
Non-Property Taxes	10,563,399	4,000,786	-	-	-	-	-	14,564,185
Franchise Fees	2,760,188	-	-	-	-	-	-	2,760,188
Licenses and Permits	1,210,058	-	-	-	-	-	-	1,210,058
Intergovernmental	-	-	-	-	-	1,711,914	1,831,443	3,543,357
Service Fees	1,414,120	1,426,197	-	-	-	-	-	2,840,317
Fines and Forfeitures	1,062,986	-	-	-	-	-	41,491	1,104,477
Earnings on Investments	25,514	9,934	10,111	3,336	66,210	(189)	7,212	122,128
Rental Charges	152,333	581,624	-	-	-	-	-	733,957
Recycling Proceeds	22,608	-	-	-	-	-	-	22,608
Other	91,985	7,836	-	-	419,888	-	11,440	531,149
Total Revenues	27,676,543	6,026,377	5,440,159	3,336	486,098	1,711,725	1,891,586	43,235,824
EXPENDITURES:								
Current:								
General Government	6,353,784	-	-	-	-	-	-	6,353,784
Public Safety	14,553,921	-	-	-	-	14,462	288,640	14,857,023
Development Services	885,218	-	-	-	-	-	-	885,218
Streets	1,612,011	-	-	-	-	-	-	1,612,011
Parks and Recreation	4,061,666	-	-	-	-	-	-	4,061,666
Visitor Services	-	7,655,939	-	-	-	-	-	7,655,939
Economic Development	-	-	-	-	-	-	342,200	342,200
Debt Service:								
Principal Retirement	-	-	3,318,610	555,000	-	-	-	3,873,610
Interest and Fiscal Charges	-	-	2,119,787	164,987	-	-	-	2,284,774
Capital Projects:								
Maintenance and Materials	-	-	-	-	9,870	-	-	9,870
Engineering and Contractual Services	-	-	-	-	1,683,926	-	162,993	1,846,919
Construction and Equipment	-	-	-	-	9,260,723	3,657,075	1,457,412	14,375,210
Total Expenditures	27,466,600	7,655,939	5,438,397	719,987	10,954,519	3,671,537	2,251,245	58,158,224
Excess/(Deficiency) of Revenues over Expenditures	209,943	(1,629,562)	1,762	(716,651)	(10,468,421)	(1,959,812)	(359,659)	(14,922,400)
OTHER FINANCING SOURCES/(USES):								
Transfers In	-	-	-	670,000	-	14,156	700,000	1,384,156
Transfers Out	(700,000)	(670,000)	-	-	(14,156)	-	-	(1,384,156)
Net Change in Fund Balance	(490,057)	(2,299,562)	1,762	(46,651)	(10,482,577)	(1,945,656)	340,341	(14,922,400)
Fund Balances at Beginning of Year	10,856,751	4,430,943	1,126,069	863,924	20,334,339	295	220,124	37,832,445
Fund Balances at End of Year	\$ 10,366,694	\$ 2,131,381	\$ 1,127,831	\$ 817,273	\$ 9,851,762	\$ (1,945,361)	\$ 560,465	\$ 22,910,045

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

TOWN OF ADDISON
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2011

Total Net Change in Fund Balances - Governmental Funds \$ (14,922,400)

The Town uses internal service funds to charge the costs of certain activities such as replacement of capital assets and information technology to appropriate functions in other funds. The revenues and expenses of the internal service funds are included in governmental activities in the government-wide statement of activities. The effect of this consolidation is to increase net assets. 262,753

Current year capital outlays are expenditures in the fund financial statements, but they are shown as increases in capital assets in the government-wide financial statements. Developer contributions are recorded as capital contributions in the government-wide financial statements. The effect of removing the capital outlays and recording the developer contributions is to increase net assets. 18,174,139

Depreciation is not recognized as an expense in governmental funds since it does not require the use of current financial resources. The effect of recording the current year's depreciation is to decrease net assets. (4,873,375)

Amortization of costs associated with debt issuances is not recognized as an expense in governmental funds since it does not require the use of current financial resources. The effect of recording the current year's amortization is to decrease net assets. (22,552)

Current year long-term debt principal payments on contractual obligation bonds payable are expenditures in the fund financial statements, but are shown as reductions in long-term debt in the government-wide financial statements. 3,873,610

The change in compensated absences liability is not shown in the fund financial statements. The net effect of the current year's increase in liability is to decrease net assets. (5,216)

The change in the net OPEB obligation is not shown in the fund financial statements. The effect of recording the decrease in liability is to increase net assets. 112,479

Interest is accrued on outstanding debt in the government-wide financial statements, whereas in the fund financial statements an interest expenditure is reported when due. The effect of recording the decrease in accrued interest is to increase net assets. 23,203

Revenue from property taxes, sales taxes, franchise fees, court bonds, ambulance billing, and intergovernmental grants not recognized in fund financial statements on the modified accrual basis is recognized on the accrual basis in the government-wide financial statements. 1,956,111

Change in Net Assets of Governmental Activities \$ 4,578,752

See accompanying notes to basic financial statements.

Town of Addison, Texas

Basic Financial Statements

General Fund
Statement of Revenues, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended September 30, 2011

	Budget		Actual GAAP Basis	Variance with Final Budget
	Original	Final		Positive (Negative)
REVENUES:				
Ad Valorem Taxes	\$ 10,386,590	\$ 10,276,590	\$ 10,373,352	\$ 96,762
Non-Property Taxes	10,337,780	10,337,780	10,563,399	225,619
Franchise Fees	2,607,960	2,602,960	2,760,188	157,228
Licenses and Permits	621,080	621,080	1,210,058	588,978
Service Fees	1,346,600	1,346,600	1,414,120	67,520
Fines and Forfeitures	1,225,000	1,025,000	1,062,986	37,986
Earnings on Investments	80,000	35,000	25,514	(9,486)
Rental Charges	153,000	153,000	152,333	(667)
Recycling Proceeds	20,000	20,000	22,608	2,608
Other	37,990	70,990	91,985	20,995
<i>Total Revenues</i>	<u>26,816,000</u>	<u>26,489,000</u>	<u>27,676,543</u>	<u>1,187,543</u>
EXPENDITURES:				
General Government	6,449,120	6,706,120	6,353,784	352,336
Public Safety	14,567,150	14,779,850	14,553,921	225,929
Development Services	898,680	898,680	885,218	13,462
Streets	1,794,880	1,779,880	1,612,011	167,869
Parks and Recreation	4,018,140	4,273,140	4,061,666	211,474
<i>Total Expenditures</i>	<u>27,727,970</u>	<u>28,437,670</u>	<u>27,466,600</u>	<u>971,070</u>
Excess/(Deficiency) of Revenues over Expenditures	(911,970)	(1,948,670)	209,943	2,158,613
OTHER FINANCING SOURCES/(USES):				
Transfers Out	<u>(700,000)</u>	<u>(700,000)</u>	<u>(700,000)</u>	<u>-</u>
Net Change in Fund Balance	(1,611,970)	(2,648,670)	(490,057)	2,158,613
Fund Balances at Beginning of Year	<u>10,856,751</u>	<u>10,856,751</u>	<u>10,856,751</u>	<u>-</u>
Fund Balances at End of Year	<u>\$ 9,244,781</u>	<u>\$ 8,208,081</u>	<u>\$ 10,366,694</u>	<u>\$ 2,158,613</u>

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

Hotel Fund
Statement of Revenues, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended September 30, 2011

	Budget		Actual GAAP Basis	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES:				
Hotel/Motel Occupancy Taxes	\$ 3,550,000	\$ 4,000,000	\$ 4,000,786	\$ 786
Proceeds from Special Events	1,680,500	1,547,500	1,426,197	(121,303)
Conference Centre Rental	500,100	425,100	428,777	3,677
Theatre Centre Rental	303,540	78,000	82,107	4,107
Visitor Centre Rental	-	94,540	70,740	(23,800)
Earnings on Investments	13,000	13,000	9,934	(3,066)
Other	700	700	7,836	7,136
<i>Total Revenues</i>	<u>6,047,840</u>	<u>6,158,840</u>	<u>6,026,377</u>	<u>(132,463)</u>
EXPENDITURES:				
Visitor Services	1,098,570	1,098,570	1,008,029	90,548
Visit Addison	440,110	1,995,110	1,978,750	16,360
Conference Centre	1,028,370	1,053,370	1,007,162	46,205
Marketing	731,460	731,460	727,291	4,166
Special Events	2,392,720	2,392,720	2,405,602	(12,882)
Performing Arts	552,950	552,950	529,105	23,844
<i>Total Expenditures</i>	<u>6,244,180</u>	<u>7,824,180</u>	<u>7,655,939</u>	<u>168,241</u>
Excess/(Deficiency) of Revenues over Expenditures	(196,340)	(1,665,340)	(1,629,562)	35,778
OTHER FINANCING SOURCES/(USES):				
Transfers Out	(670,000)	(670,000)	(670,000)	-
Net Change in Fund Balance	(866,340)	(2,335,340)	(2,299,562)	35,778
Fund Balances at Beginning of Year	<u>4,430,943</u>	<u>4,430,943</u>	<u>4,430,943</u>	<u>-</u>
Fund Balances at End of Year	<u>\$ 3,564,603</u>	<u>\$ 2,095,603</u>	<u>\$ 2,131,381</u>	<u>\$ 35,778</u>

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

Proprietary Funds
Statement of Net Assets
September 30, 2011

	Business Type Activities - Enterprise Funds			Governmental Activities
	Airport	Utility	Total	Internal Service
ASSETS:				
Current Assets:				
Cash and Investments	\$ 2,133,522	\$ 4,963,543	\$ 7,097,065	\$ 5,921,995
Interest Receivable	5,519	12,793	18,312	15,059
Accounts Receivable	388,217	2,224,410	2,612,627	82,809
Inventory	16	-	16	-
Prepaid Items	166,277	63,998	230,275	-
Total Current Assets	2,693,551	7,264,744	9,958,295	6,019,863
Non-Current Assets:				
Deferred Charges	23,246	125,958	149,204	-
Capital Assets:				
Land	8,911,357	1,312,064	10,223,421	-
Buildings	1,386,047	1,728,905	3,114,952	-
Improvements other than Buildings	23,248,622	42,105,840	65,354,462	-
Machinery and Equipment	1,263,834	2,085,558	3,349,392	11,595,480
Accumulated Depreciation	(16,231,434)	(21,575,387)	(37,806,821)	(8,544,313)
Total Capital Assets, Net of Accumulated Depreciation	18,578,426	25,656,980	44,235,406	3,051,167
Construction in Progress	10,601,347	5,362,653	15,964,000	-
Net Property, Plant, and Equipment	29,179,773	31,019,633	60,199,406	3,051,167
Investment in Joint Venture	-	7,238,882	7,238,882	-
Total Assets	\$ 31,896,570	\$ 45,649,217	\$ 77,545,787	\$ 9,071,030
LIABILITIES:				
Current Liabilities:				
Accounts Payable and Accrued Liabilities	\$ 231,505	\$ 1,030,898	\$ 1,262,403	\$ -
Current Maturities of Bonds Payable	275,000	2,710,038	2,985,038	-
Accrued Interest Payable	15,036	58,005	73,041	-
Customer Deposits	159,016	742,308	901,324	-
Total Current Liabilities	680,557	4,541,249	5,221,806	-
Long-Term Debt, Net of Current Portion:				
General Obligation Bonds and Certificates of Obligation Payable	2,685,000	8,690,476	11,375,476	-
Total Liabilities	3,365,557	13,231,725	16,597,282	-
NET ASSETS:				
Invested in Capital Assets, Net of Related Debt	26,219,773	24,894,119	51,113,892	3,051,167
Unrestricted	2,311,240	7,523,373	9,834,613	6,019,863
Total Net Assets	\$ 28,531,013	\$ 32,417,492	\$ 60,948,505	\$ 9,071,030

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

Proprietary Funds
Statement of Revenues, Expenses, and Changes in Fund Net Assets
Year Ended September 30, 2011

	Business Type Activities - Enterprise Funds			Governmental Activities
	Airport	Utility	Total	Internal Service
OPERATING REVENUES:				
Water	\$ -	\$ 6,140,865	\$ 6,140,865	\$ -
Sewer	-	4,496,894	4,496,894	-
Penalties	-	71,834	71,834	-
Water and Sewer Taps and Other Fees	-	17,845	17,845	-
Fuel Flowage Fees	657,159	-	657,159	-
Customs Agent Fees	50,842	-	50,842	-
Rental Charges	3,481,639	-	3,481,639	-
Other Income	336,953	13,130	350,083	1,160,000
<i>Total Operating Revenues</i>	<u>4,526,593</u>	<u>10,740,568</u>	<u>15,267,161</u>	<u>1,160,000</u>
OPERATING EXPENSES:				
Salaries and Fringe Benefits	264,010	1,371,308	1,635,318	-
Supplies	19,695	115,407	135,102	-
Maintenance and Materials	2,061,944	415,161	2,477,105	-
Contractual Services	864,493	569,029	1,433,522	29,956
Water Purchases	-	2,520,302	2,520,302	-
Wastewater Purchases	-	1,889,041	1,889,041	-
Bad Debts Expense	-	-	-	-
<i>Total Operating Expenses (Excluding Depreciation)</i>	<u>3,210,142</u>	<u>6,880,248</u>	<u>10,090,390</u>	<u>29,956</u>
Depreciation	1,050,854	1,098,741	2,149,595	982,922
<i>Total Operating Expenses</i>	<u>4,260,996</u>	<u>7,978,989</u>	<u>12,239,985</u>	<u>1,012,878</u>
OPERATING INCOME/LOSS	<u>265,597</u>	<u>2,761,579</u>	<u>3,027,176</u>	<u>147,122</u>
NON-OPERATING REVENUES/(EXPENSES):				
Investment Income	7,558	(23,736)	(16,178)	26,837
Sale of Assets	-	10,145	10,145	88,794
Gain/(Loss) of the Joint Venture	-	(54,184)	(54,184)	-
Interest Expense	(124,063)	(509,932)	(633,995)	-
Amortization Expense	(2,325)	(80,713)	(83,038)	-
Fiscal Fees	-	(9,399)	(9,399)	-
<i>Total Non-Operating Revenues/(Expenses)</i>	<u>(118,830)</u>	<u>(667,819)</u>	<u>(786,649)</u>	<u>115,631</u>
NET INCOME/(LOSS) BEFORE TRANSFERS AND CAPITAL CONTRIBUTIONS	146,767	2,093,760	2,240,527	262,753
Capital Contributions and Grants	9,654,165	14,000	9,668,165	-
CHANGE IN NET ASSETS	9,800,932	2,107,760	11,908,692	262,753
Net Assets at Beginning of Year	18,730,081	30,309,732	49,039,813	8,808,277
Net Assets at End of Year	<u>\$ 28,531,013</u>	<u>\$ 32,417,492</u>	<u>\$ 60,948,505</u>	<u>\$ 9,071,030</u>

See accompanying notes to basic financial statements.

Town of Addison, Texas
Basic Financial Statements

Proprietary Funds
Statement of Cash Flows
Year Ended September 30, 2011

	Business-Type Activities - Enterprise Funds			Governmental Activities
	Airport	Utility	Total	Internal Service
CASH FLOWS FROM OPERATING ACTIVITIES:				
Cash Received from Customers	\$ 4,492,483	\$ 10,226,476	\$ 14,718,959	\$ 1,160,000
Payments to Suppliers	(3,131,430)	(4,909,521)	(8,040,951)	(29,956)
Payments to Employees for Services	(264,010)	(1,371,308)	(1,635,318)	-
<i>Net Cash Provided/(Used) by Operating Activities</i>	<u>1,097,043</u>	<u>3,945,647</u>	<u>5,042,690</u>	<u>1,130,044</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:				
Acquisition and Construction of Capital Assets	(10,690,520)	(3,695,338)	(14,385,858)	(513,353)
Principal Paid on Certificates of Obligation and General Obligation Bonds	(265,000)	(2,478,842)	(2,743,842)	-
Interest Paid on Certificates of Obligation and General Obligation Bonds	(125,222)	(574,979)	(700,201)	-
Proceeds from Sale of Capital Assets	-	10,145	10,145	5,985
Capital Grants	9,654,165	-	9,654,165	-
Fiscal Fees Related to Outstanding Debt	-	(9,399)	(9,399)	-
<i>Net Cash Provided/(Used) by Capital and Related Financing Activities</i>	<u>(1,426,577)</u>	<u>(6,748,413)</u>	<u>(8,174,990)</u>	<u>(507,368)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:				
Interest on Cash and Investments	<u>7,080</u>	<u>(20,533)</u>	<u>(13,453)</u>	<u>22,583</u>
<i>Net Increase/(Decrease) in Cash and Cash Investments</i>	(322,454)	(2,823,299)	(3,145,753)	645,259
Cash and Cash Investments, October 1	2,455,976	7,786,842	10,242,818	5,276,736
Cash and Cash Investments, September 30	<u>\$ 2,133,522</u>	<u>\$ 4,963,543</u>	<u>\$ 7,097,065</u>	<u>\$ 5,921,995</u>
Reconciliation of Income/(Loss) from Operations to Net Cash Provided/(Used) by Operating Activities:				
Operating Income/(Loss)	\$ 265,597	\$ 2,761,579	\$ 3,027,176	\$ 147,122
Adjustments to Reconcile Income/(Loss) from Operations to Net Cash Provided/(Used) by Operating Activities:				
Depreciation	1,050,854	1,098,741	2,149,595	982,922
Change in Assets and Liabilities:				
(Increase)/Decrease in Accounts Receivables	134,287	(539,692)	(405,405)	-
(Increase)/Decrease in Inventories	(16)	-	(16)	-
(Increase)/Decrease in Prepaid Items	(166,277)	(63,998)	(230,275)	-
Increase/(Decrease) in Accounts Payable	(185,282)	663,417	478,135	-
Increase/(Decrease) in Customer Deposits	(2,120)	25,600	23,480	-
Net Cash Provided/(Used) by Operating Activities	<u>\$ 1,097,043</u>	<u>\$ 3,945,647</u>	<u>\$ 5,042,690</u>	<u>\$ 1,130,044</u>
NON-CASH CAPITAL AND RELATED FINANCING ACTIVITIES:				
Capital Contributions	\$ 59,303	\$ -	\$ 59,303	\$ -
Gain/(Loss) of Joint Venture	-	(54,184)	(54,184)	-
<i>Net Non-Cash Items from Capital and Related Financing Activities</i>	<u>\$ 59,303</u>	<u>\$ (54,184)</u>	<u>\$ 5,119</u>	<u>\$ -</u>

See accompanying notes to the basic financial statements.

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NOTES TO FINANCIAL STATEMENTS
September 30, 2011

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Town of Addison, Texas ("Town"), relating to the funds included in the accompanying financial statements, conform to the generally accepted accounting principles applicable to state and local governments. The following represent the more significant accounting and reporting policies and practices used by the Town.

A. Reporting Entity

The Town is a municipal corporation incorporated on June 15, 1953, under the Constitution of the State of Texas (Home Rule Amendment). The Town's charter was amended by an election on January 16, 1993. The Town operates as a Council-Manager form of government and provides such services as are authorized by its charter to advance the welfare, health, comfort, safety, and convenience of the Town and its inhabitants.

The Town is a financial reporting entity as defined by GASB Statement No. 14, "*The Financial Reporting Entity*," as amended by GASB Statement No. 39 "*Determining Whether Certain Organizations Are Component Units*." The Town's financial statements include the accounts of all Town operations. As required by generally accepted accounting principles (GAAP), these financial statements present the Town and its component units, entities for which the Town is considered to be financially accountable. The Town (the primary government) is financially accountable if it appoints a voting majority of organization's governing board, and (1) it has the ability to impose its will on the organization, or (2) there is potential for the organization to provide a financial benefit or impose a financial burden on the Town. The Town is required to consider 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 statement to be misleading or incomplete.

B. Basic Financial Statements

The basic financial statements include both government-wide financial statements (based on the Town as a whole) and fund financial statements. Both sets of financial statements classify activities as either governmental activities, which are supported by taxes and intergovernmental revenues, or business-type activities, which rely on fees and charges for support.

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

Separate financial statements are provided for governmental and proprietary funds. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. "Measurement focus" refers to what is being measured, and "basis of accounting" refers to the timing of revenue and expenditure recognition in financial statements. The government-wide financial statements and the proprietary funds are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are reported when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenue in the year in which they are levied.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

The governmental funds are accounted for using a current financial resources measurement focus and the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual (i.e., 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 Town considers all revenues available if they are collected within thirty (30) days after year-end. Expenditures are recognized when the related fund liability is incurred, if measurable, except for principal and interest on general long-term debt, which are recorded when due, and compensated absences, which are recorded when payable from currently available financial resources.

Ad Valorem (property), sales, and hotel taxes, as well as franchise fees, recorded in the General Fund and Ad Valorem tax revenues recorded in the Economic Development Fund and General Obligation Debt Service Fund are recognized under the susceptible to accrual concept. Licenses and permits, charges for services, fines and forfeitures, and miscellaneous revenues (except earnings on investments) are recorded as revenues when received in cash because they are generally not measurable until actually received. Investment earnings are recorded as earned since they are measurable and available.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the Town's airport and utility functions and various other functions of the Town, and charges of the internal service funds to the Airport and Utility funds. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided; 2) operating grants and contributions; and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services or producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating expenses of the Town's enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

The Town reports the following major governmental funds:

General Fund – The General Fund is used to account for all financial resources traditionally associated with government which are not required legally or by sound financial management to be accounted for in another fund. Revenues which are not allocated by law or contractual agreement to other funds are accounted for in this fund.

Hotel Fund – The Hotel Fund is used to account for tax revenues received from local hotels. Expenditures must fall within the guidelines set forth in the Texas Hotel Occupancy Tax Act (Article 1269: Vernon's Texas Civil Statutes).

General Obligation Debt Service Fund – The General Obligation Debt Service Fund accounts for the accumulation of resources to be used for the payment of principal and interest on the general obligation bonded debt of the Town.

Hotel Debt Service Fund – The Hotel Debt Service Fund accounts for the accumulation of resources to be used for the payment of principal and interest on the Hotel Occupancy Tax Revenue certificates of obligation.

Capital Projects Fund – The Capital Projects Fund is used to account for financial resources related to the acquisition, construction, or improvements of major capital assets.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

Reimbursement Grant Fund – The Reimbursement Grant Fund accounts for expenditures for which the Town expects to be reimbursed. For any reimbursements not received prior to the fiscal year end, the Town will record a receivable. Amounts not received within 30 days of the fiscal year end are reported as deferred revenue.

Additionally, the Town reports the following non-major governmental funds:

Municipal Court Fund – The Municipal Court Fund accounts for the Town's court building security and technology fees that are generated from court citation fines. According to state law, the revenue generated from these fees may only be spent on the municipal court function.

Public Safety Fund – The Public Safety Fund accounts for awards of monies or property by the courts relating to cases that involve the Addison Police Department. In prior years, this fund was classified as an expendable trust fund.

Advanced Funding Grant Fund – The Advanced Funding Grant Fund accounts for grant monies that are received prior to the related expenditure, and therefore the fund may carry a balance from year to year if the Town does not expend the monies within the fiscal year.

American Recovery and Reinvestment Act (ARRA) Grant Fund – The American Recovery and Reinvestment Act (ARRA) Grant Fund accounts for receipts and expenditures of ARRA grant monies. The Act requires the separation of ARRA funds from other grant monies.

Economic Development Fund – The Economic Development Fund accumulates resources to support efforts that attract commercial enterprises to Addison and encourage existing businesses to remain in Addison.

The Town reports the following major proprietary funds:

Airport Fund – The Airport Fund accounts for all revenue generated by the Town's general aviation airport. The Town is required to spend this revenue on airport functions. The airport's operating, maintenance, and capital expenses are supported solely by airport income.

Utility Fund – The Utility Fund provides water and sewer services to the residents and businesses of the Town. All activities necessary to provide such services are accounted for in this fund including, but not limited to, administration, operations, maintenance, financing and related debt service, and billing.

Additionally, the Town reports the following internal service funds:

Capital Replacement Fund – The Capital Replacement Fund is used to accumulate sufficient resources to replace existing capital equipment that have reached or exceeded their useful lives. Resources are acquired through charges to operating departments in the governmental funds. The charges are calculated using a straight-line amortization of each piece of equipment based upon the item's expected life. The funds are used to finance replacement equipment when needed.

Information Technology Replacement Fund – The Information Technology Replacement Fund is used to accumulate sufficient resources to replace existing information technology systems. Resources are acquired through charges to operating departments in the governmental funds. The charges are calculated using a straight-line amortization of each component of a system based upon the component's expected life. The funds are used to finance replacement equipment when needed.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

Private-sector standards of accounting and financial reporting issued after November 30, 1989, generally are followed in the government-wide financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The Town has elected not to follow subsequent private-sector guidance.

D. Assets, Liabilities, and Net Assets or Equity

1) Cash and Investments

The Town's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition. To maximize investment opportunities, all funds participate in a pooling of cash and value.

Statutes authorize the Town to invest in obligations of the U.S. Treasury, agencies and instrumentalities; obligations of the State of Texas and related agencies; obligations of state, agencies, counties, cities and other political subdivisions of any state rated A or above by Standard & Poor's Corporation or Moody's Investors Service; certificates of deposit issued by state or national banks and savings banks domiciled in Texas; fully collateralized direct repurchase agreements; prime domestic banker's acceptances (BA's); commercial paper with a stated maturity of 180 days or less and a rating of not less than A-1+ or its equivalent; and state or local government investment pools.

Investments for the Town are reported at fair value. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties. The Town considers quoted market price at September 30, 2011 to be the fair value of investments. The government investment pools, TexPool and TexSTAR, operate in accordance with state laws and regulations. The reported value of the pool is the same as the fair value of pool shares.

2) Receivables and Payables

All receivables for the Town are reported net of an allowance for uncollectibles. The allowances are based on historical collections data and evaluated periodically.

The Town's property tax lien is levied each October 1 on the assessed value listed as of the prior January 1 for all real and business personal property located in the Town. Values are assessed at 100% of the estimated market value. Taxes are due by January 31 following the October 1 levy date and are considered delinquent after January 31 of each year. Taxes unpaid as of February 1 are subject to penalty and interest as the City Council provides by ordinance.

3) Inventories and Prepaid Items

In accordance with the consumption method of accounting, both inventories and prepaid items are recorded as expenditures when consumed rather than when purchased.

Inventories are stated at cost. Cost is determined for inventories of supplies and fuel using the moving-average method.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid in the government-wide and fund financial statements. The prepaid items of the Town consist primarily of prepaid software licensing agreements and postage.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

4) Capital Assets

Capital assets include land, buildings, equipment, and improvements. Improvements include upgrading facilities other than buildings such as streets or sewers and infrastructure, including pavement, storm sewers, and right-of-way contributed by developers. Capital expenditures are defined as purchases that meet specific guidelines as listed below:

- Expected useful life must be one year or more.
- Original unit cost of the item should be \$5,000 or greater and includes all costs enabling the item into operation, such as freight, installation, and accessories.
- The item should not be consumed, unduly altered, or materially reduced in value immediately by use.
- Bulk purchases of smaller equipment with a useful life of at least one year will be capitalized if the total amount of the purchase exceeds \$25,000.

The Land and Improvements other than Buildings categories associated with governmental activities include amounts for infrastructure. Related accumulated depreciation of Improvements other than Buildings includes amounts associated with infrastructure. Subsequently, infrastructure is tracked and reported as a separate component of general capital assets associated with governmental activities.

The internal service funds may record assets that have an original cost of \$5,000 or less as assets are considered part of an overall system. Individual items may be retired and replaced as parts of the larger system.

Contributed assets are recorded at fair market value as of the date donated. Depreciation of property, plant, and equipment by major classes is provided by the straight-line method based on the following estimated useful lives by major class of depreciable capital assets:

Buildings.....	50 years
Improvements other than Buildings.....	20-50 years
Equipment.....	3-50 years

Depreciation of current year additions and retirements is computed at one-half the straight-line rate.

5) Compensated Absences

Vacation, holiday, and sick pay costs are charged to operations when taken by the employees of the Town. In the event of termination, an employee is reimbursed for all accumulated vacation and holiday days not exceeding two years' accumulation. The amounts of such liabilities have been provided for in the government-wide financial statements. No reimbursements upon termination are made for accumulated sick leave; accordingly, no liability for unused sick leave has been provided. The Town's liability for compensated absences increased \$5,216 for a total liability of \$904,677.

6) Grants and Contributions

Included in capital grants and contributions in the government-wide financial statements is \$9,594,862 of grants and \$59,303 of developer contributions for improvements at the Addison Airport; \$1,821,810 for intersection improvements at Spring Valley Road; \$1,135,648 for the Vitruvian Park urban residential development, and \$486,346 for other various projects. Operating grants included \$191,200 for the Community Oriented Policing Services grant and \$32,592 of funding for public safety initiatives.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

7) Fund Equity

The Town reports governmental fund balances per GASB 54 definitions as follows:

Nonspendable – Amounts that are not in spendable form or are required to be maintained intact, such as inventory or permanent funds

Restricted – Amounts that can be spent only for specific purposes stipulated by external parties, such as grants, court technology fees, and court building security fees

Committed – Amounts that can be used only for specific purposes set by resolution of the City Council, such as economic development funding

Assigned – Amounts intended to be used for specific purposes, such as encumbrances. The City Council has delegated the responsibility to assign funds to the CFO or his designee. Assignments may occur subsequent to fiscal year end.

Unassigned – Amounts not contained in other classifications that can be used for any purpose

The Town will utilize funds for expenditures from the most restrictive fund balance first when more than one fund balance classification is available.

8) Comparative Data/Reclassification

The basic financial statements include certain prior-year summarized comparative information in total but not at the level of detail required for a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the government's financial statements for the year ended September 30, 2010, from which the summarized information was derived.

II. STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

A. Budgetary Information

Budget Policy – The City Council follows these procedures in establishing the budget reflected in the financial statements:

- 1) Prior to August 1 each year, the City Manager submits to the City Council a proposed budget for the fiscal year beginning on the following October 1. The operating budget includes proposed expenditures and the means to finance them.
- 2) Public hearings are conducted where all interested persons' comments concerning the budget are heard.
- 3) The budget is legally enacted by the City Council through passage of an ordinance prior to the beginning of the fiscal year.
- 4) The department level is the legal level of control enacted by the Town Charter. The Town has also adopted a budget amendment policy delineating responsibility and authority for the amendment process. Transfers between expenditure accounts in one department may occur with the approval of the Chief Financial Officer. Transfers between operating departments may occur with the approval of the City Manager and Chief Financial Officer provided a department's total budget is not changed by more than five percent. Transfers between funds or transfers between departments that change a department's total budget by more than five percent must be accomplished by budget amendment approved by the City Council. Budget amendments calling for new fund appropriations must also be approved by the City Council.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

Budgetary control is maintained at the individual expenditure account level by the review of all requisitions of estimated purchase amounts prior to the release of purchase orders to vendors. Open encumbrances are reported as assignments of fund balance.

- 5) Budgets for the General, Special Revenue, and Debt Service funds are adopted on a basis consistent with generally accepted accounting principles (GAAP). Budgets for the Capital Project funds are normally established pursuant to the terms of the related bond indentures, that is, project basis.

Budget Data – The budget amounts presented in the statements reflect original and amended budget amounts. During the fiscal year, several budget amendments were approved by the City Council. The most notable amendments are described in the remainder of this section. In the General Fund, revenue decreased \$110,000 in Ad Valorem tax for the fiscal year due to appeals of property valuations, and court fine revenue was reduced by \$200,000 as a result of limited enforcement by motorcycle officers due to wet weather and workers compensation injuries. Contractual services expenditures for the City Manager’s Office were increased \$100,000 for the cost of a project coordinator for special projects. The Police budget was increased \$112,700 for additional overtime costs associated with special one-time events, increased outside agency costs, and the acquisition of animal control responsibilities from the Streets department. The Fire budget was increased \$100,000 due to increased vehicle maintenance costs, and the Parks budget was increased \$175,000 for additional water usage caused by the unseasonably dry weather. Hotel Fund revenue was increased \$450,000 for additional hotel occupancy tax revenue but was offset by a decrease in special event revenue (\$133,000) due to inclement weather at events which hampered attendance and a decrease in rental revenue (\$206,000). The budget for Visit Addison was increased \$1,555,000 to account for make-ready costs of the new offices and visitor center at the Village on the Parkway. Budget amendments recognized the shifting of intergovernmental revenue and expenditures previously budgeted in the Advanced Funding Grant Fund to the Reimbursement Grant Fund (\$1,000,000) and recognized an additional \$830,000 in grant funding for capital projects in the Reimbursement Grant Fund and \$115,000 of public safety grant funding in the ARRA Grant Fund. Expenditures for the Belt Line Streetscape project were increased \$1,044,000 in the 2002 Capital Project Fund and \$187,000 in the 2004 Capital Project Fund. Developer contributions of \$267,000 were recognized in the 2008 Capital Project Fund as well as an additional \$478,000 in capital costs for the Spring Valley intersection improvements.

Excess of Expenditures over Appropriations – For the year ended September 30, 2011, expenditures in the General Fund’s City Council Special Projects department exceeded appropriations by \$17,200 due primarily to additional rental charges for special meetings held outside Council chambers. Police expenditures exceeded appropriations by \$23,356 due to increased benefit costs. In the Hotel Fund, Special Event expenditures exceeded appropriations by \$12,882 due to the purchase of an online automation system approved by the City Council. Available fund balance was sufficient to provide for the excess expenditures.

Encumbrance accounting is employed in governmental funds. Encumbrances outstanding at year-end are reported as assignments of fund balances and do not constitute expenditures or liabilities because the amounts will be expended the subsequent fiscal year.

III. DETAILED NOTES ON ALL FUNDS

A. Cash and Investments

The Town has five bank accounts: the Operating Account, Controlled Disbursement Account, Payroll Account, ACH/Wire Account, and Benefits Account. The Controlled Disbursements and Payroll accounts are zero-balance accounts. The ACH/Wire Account is used for all receipts and expenditures made by ACH or wire transfer. The Town uses the Operating Account as an investment pool available for all funds. Each fund type’s portion of this pool is reported on the Combined Balance Sheet as “Cash and Investments.” The other demand accounts are reported in the same manner.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

The investment policies of the Town are governed by state statutes and an Investment Policy Ordinance adopted by the City Council. Major provisions of the Town's investment policy include: responsibility for investments, authorized investments, bank and security dealer selection and qualifying procedures, safekeeping and custodial procedures, statement of investment objectives, and investment reporting procedures.

Cash

State statutes require that all deposits in financial institutions be fully collateralized by U.S. Government obligations or its agencies and instrumentalities or direct obligations of Texas or its agencies or instrumentalities that have a market value of not less than the principal amount of the deposits. The Town's deposits were fully insured or collateralized as required by the state statutes at September 30, 2011. Included in Cash and Investments is \$6,264 of petty cash. At year-end, the carrying amount of the Town's deposits was a credit balance of \$1,113,794 primarily consisting of outstanding checks. The respective bank balance totaled \$779,853. The general ledger account balance is negative due to the cash management policy of the Town. Under this policy, idle cash is invested until checks are presented to the Town's bank. The balance, therefore, is reflective of the timing differences of when checks were issued and presented to the bank. The full bank balance was covered by Federal Deposit Insurance. In addition, collateral with a market value of \$1,685,089 was held by the pledging financial institution's account at the Federal Reserve Bank in the Town's name.

In order to maximize interest earnings, the Town utilizes a controlled disbursement account that allows the Town to deposit only as much money needed to fund checks presented for payment each day. The amount required is withdrawn from the investment pool.

External Investment Pools

The Town's pool investments as of September 30, 2011 were invested in TexPool and TexSTAR (Texas Short Term Asset Reserve program).

Federated Investors is the full service provider for the TexPool program. As the provider, the responsibilities include managing the assets, providing participant services, and arranging for all custody and other functions in support of the operations under a contract with the State Comptroller of Public Accounts. JPMorgan Fleming Asset Management, Inc. and First Southwest Asset Management, Inc. serve as co-administrators for TexSTAR under an agreement with the TexSTAR board of directors. JPMFAM provides investment management, fund accounting, transfer agency and custodial services, and FSAM provides administrative, marketing and participant services.

TexPool and TexSTAR are not registered with the Securities and Exchange Commission (SEC) as investment companies. TexPool and TexSTAR are investment pools that have been organized in conformity with the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code, and the Public Funds Investment Act, Chapter 2256 of the Texas Government Code.

The fair value of the Town's position in the external investment pool is the same as the value of the pool shares.

Town of Addison, Texas
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NOTES TO FINANCIAL STATEMENTS
September 30, 2011

Investments

As of September 30, 2011, the Town held the following investments:

	Fair Value	Average Maturity (Days)
Agency Securities	\$ 14,238,317	309
Treasuries	4,016,800	213
Commercial Paper	4,998,380	34
Certificate of Deposit	7,063,176	156
<i>Total Investment in Securities</i>	<u>30,316,673</u>	
TexStar	3,597,315	
TexPool	3,755,153	
<i>Total Investment in Pools</i>	<u>7,352,468</u>	1
<i>Total Investments</i>	<u>\$ 37,669,141</u>	227

In accordance with GASB Statement No. 31, "Accounting and Financial Reporting for Certain Investments and for External Investment Pools," the Town records investments at fair value. However, for investments with maturities of one year or less at time of purchase, the Town reports these investments at book value. The book value of the Town's investments at September 30, 2011 was \$37,670,096, of which \$14,387,569 had maturities of less than one year.

Interest Rate Risk – In accordance with its investment policy, the Town manages its exposure to declines in fair value by limiting the weighted average days to maturity of its investment portfolio to 18 months (540 days).

Credit Risk – The reported investments meet the criteria specified in the Town's investment policy related to the specific types of instruments presented.

- a) Debt obligations with a maturity not to exceed five years from the date of purchase issued by, guaranteed by, or for which the credit of any of the following Federal Agencies and Instrumentalities is pledged for payment: Federal National Mortgage Association (FNMA), Federal Home Loan Bank (FHLB), Federal Farm Credit Bank (FFCB), and Federal Home Loan Mortgage Corporation (FHLMC). The Town's investments in bonds of U.S. Agencies were rated Aaa by Moody's Investors Service and AAA by Standard and Poor's. Mortgage-backed securities may be held as collateral although principal-only and interest-only mortgage-backed securities as well as all types of collateralized mortgage obligations (CMO) and real estate mortgage investment conduits (REMICs) are expressly prohibited.
 - b) Prime commercial paper with an original maturity of one hundred eighty days or less which at the time of purchase, is rated at least A-1 by Standard and Poor's, P-1 by Moodys or F1 by Fitch.
 - (1) At the time of purchase, the commercial paper must be rated by at least two of the above stated ratings agencies at the above stated minimum credit rating.
 - (2) If more than two of the above rated agencies rates an issuer, all the rating agencies must rate the issuer in accordance with the above stated minimum credit criteria.
 - (3) If the commercial paper issuer has senior debt* outstanding, the senior debt must be rated by each service that publishes a rating of the issue at least:
 - A-1 by Moodys
 - A+ by Standard and Poor's
 - A+ by Fitch
- (*Senior Debt is defined as the most senior secured or unsecured debt of an issuer with an original maturity exceeding one year)

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

If the commercial paper issuer is given a “plus (+) rating”, the maximum maturity of 270 days or less will be allowed.

- c) Time Certificates of Deposit with a maturity not to exceed three years from the date of purchase, insured by the Federal Deposit Insurance Corporation (FDIC) or its successor, in depository institutions that have a main office or a branch in the state of Texas which have been approved by the Town in accordance with its Investment Policy. In addition, separate CDs issued by depositories wherever located, bundled together into a single investment with the full amount of principal and interest of each CD federally insured may be purchased through a selected depository institution with its main office or branch office in Texas. This depository shall act as the custodian for the various certificates on behalf of the Town.
- d) State and Local Investment Pools organized under the Interlocal Cooperation Act that meet the requirements of Chapter 2256 Texas Government Code and have been specifically approved by the CFO and authorized by the City Council. TexPool and TexSTAR are both currently rated AAAM by Standard and Poor's.

Concentration of Credit Risk – It is the Town's policy to avoid a concentration of assets in a specific maturity, a specific issue, or a specific class of securities. The applicable limits on the Town's current investments are Instrumentality Securities (70%) of which the Town's portfolio is currently at 37.8%, Commercial Paper (30%) of which the Town's portfolio is currently at 13.3%, Certificates of Deposit (30%) of which the Town's portfolio is currently at 18.8%, and Local Government Investment Pools (40%) of which the Town's portfolio is currently at 19.5%. In addition, treasuries comprised 10.6% of the Town's portfolio.

B. Ad Valorem (Property) Taxes

Property taxes attach as an enforceable lien on property as of January 1. The Town's property tax is levied on the assessed value listed as of the prior January 1 for all real and business personal property located in the Town. Assessed values are established by Dallas Central Appraisal District at 100% of the estimated market value and certified by the Appraisal Review Board. The assessed taxable value for the roll of January 1, 2010, upon which the fiscal year 2011 levy is based, was \$3,058,773,717

The Town is permitted by Article XI, Section 5 of the State of Texas Constitution to levy taxes up to \$2.50 per \$100 of assessed valuation for general governmental services including the payment of principal and interest on general obligation long-term debt. The tax rate for the year ended September 30, 2011 was \$.5300 per \$100, of which \$.3479 was allocated for general government and \$.1821 was allocated for the payment of principal and interest on general obligation and certificates of obligation long-term debt.

Taxes are due by January 31 following the October 1 levy date and are considered delinquent after January 31 of each year. Taxes unpaid as of February 1 are subject to penalty and interest as the City Council provides by ordinance. Current tax collections for the year ended September 30, 2011 were 96.7% of the original tax levy. In Texas, countywide central appraisal districts are required to assess all property within the appraisal district on the basis of 100% of its appraised value and are prohibited from applying any assessment ratios. The value of property within the appraisal district must be reviewed every three years; however, the Town may at its own expense require annual reviews of appraised values. The Town may challenge appraised values established by the appraisal district through various appeals and, if necessary, legal action. Under this arrangement, the Town continues to set tax rates on Town property. However, if the effective tax rate, excluding tax rates for retirement of bonds and other contractual obligations, adjusted for new improvements, exceeds the rate for the previous year by more than 8%, qualified voters of the Town may petition for an election to determine whether to limit the tax rate to no more than 8% above the tax rate of the previous year. This legislation also provides that, if approved by the qualified voters in the Town, both the appraisal and collection functions may be placed with the appraisal district.

Town of Addison, Texas
Basic Financial Statements

NOTES TO FINANCIAL STATEMENTS
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Taxes are recognized as revenue beginning on the date of levy when they become available. "Available" means collected within the current period or expected to be collected soon enough thereafter to be used to pay current liabilities. Taxes not expected to be collected within thirty (30) days of the fiscal year ending are recorded as deferred revenues and recognized as they become available. Taxes collected prior to the levy date to which they apply are recorded as deferred revenues and recognized as revenue of the period to which they apply. An allowance for uncollectible taxes, including principal and interest, is provided based on an analysis of historical trends. The allowance for uncollectible taxes at September 30, 2011 was \$153,572.

C. Receivables

As of September 30, 2011, receivables for the Town's individual major governmental funds, non-major governmental funds, and internal service funds in the aggregate, including the applicable allowance for uncollectible accounts, are as follows:

	<u>General</u>	<u>Hotel</u>	<u>Debt Service</u>	<u>Hotel Debt Service</u>	<u>Capital Projects</u>	<u>Reimbursement Grant Fund</u>	<u>Non-Major and Internal Service Funds</u>	<u>Total</u>
Taxes:								
Ad Valorem	\$ 400,971	\$ -	\$ 185,799	\$ -	\$ -	\$ -	\$ -	\$ 586,770
Non-Property	1,925,207	297,082	-	-	-	-	-	2,222,289
Franchise Fees	657,399	-	-	-	-	-	-	657,399
Service Fees	3,347,365	-	-	-	-	-	-	3,347,365
Ambulance	383,931	-	-	-	-	-	-	383,931
Interest	26,581	5,044	2,948	2,073	18,313	-	20,255	75,214
Interfund	2,770,112	-	-	-	-	-	-	2,770,112
Other	-	121,783	-	-	56,394	3,086,241	136,267	3,400,685
Gross Receivables	\$ 9,511,566	\$ 423,909	\$ 188,747	\$ 2,073	\$ 74,707	\$ 3,086,241	\$ 156,522	\$ 13,443,765
Less: Allowance for Uncollectibles	2,594,761	-	52,767	-	-	-	-	2,647,528
Net Receivables	<u>\$ 6,916,805</u>	<u>\$ 423,909</u>	<u>\$ 135,980</u>	<u>\$ 2,073</u>	<u>\$ 74,707</u>	<u>\$ 3,086,241</u>	<u>\$ 156,522</u>	<u>\$ 10,796,237</u>

The allowance for uncollectible accounts represents reserves for ambulance (\$185,409), court warrants (\$2,308,547), and property taxes (\$153,572). Of the \$3,086,241 intergovernmental receivable recorded in the Reimbursement Grant Fund, \$1,140,774 was received within 30 days from year end; the remaining \$1,945,467 is recorded as deferred revenue at year end.

Town of Addison, Texas
Basic Financial Statements

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

D. Capital Assets

Capital Asset activity for the year ended September 30, 2011 was as follows:

	Beginning Balance	Increases	Decreases	Transfers	Ending Balance
Governmental Activities:					
Capital Assets, not Depreciable:					
Land	\$ 65,784,123	\$ 448,976	\$ -	\$ -	\$ 66,233,099
Construction in Progress	17,937,565	15,810,782	-	-	33,748,347
<i>Total Capital Assets, not Depreciable</i>	<u>83,721,688</u>	<u>16,259,758</u>	<u>-</u>	<u>-</u>	<u>99,981,446</u>
Capital Assets, Depreciable:					
Buildings	21,409,464	-	-	-	21,409,464
Improvements other than Buildings	126,487,627	1,765,762	-	-	128,253,389
Machinery and Equipment	13,919,774	661,972	(497,987)	-	14,083,759
<i>Total Capital Assets, Depreciable</i>	<u>161,816,865</u>	<u>2,427,734</u>	<u>(497,987)</u>	<u>-</u>	<u>163,746,612</u>
Less Accumulated Depreciation for:					
Buildings	(9,209,115)	(556,814)	-	-	(9,765,929)
Improvements other than Buildings	(67,885,074)	(4,092,174)	-	-	(71,977,248)
Machinery and Equipment	(9,808,358)	(1,207,309)	497,987	-	(10,517,680)
<i>Total Accumulated Depreciation</i>	<u>(86,902,547)</u>	<u>(5,856,297)</u>	<u>497,987</u>	<u>-</u>	<u>(92,260,857)</u>
<i>Total Capital Assets, Depreciable, net</i>	<u>74,914,318</u>	<u>(3,428,563)</u>	<u>-</u>	<u>-</u>	<u>71,485,755</u>
<i>Governmental Activities Capital Assets, net</i>	<u>\$ 158,636,006</u>	<u>\$ 12,831,195</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 171,467,201</u>
Business-type Activities:					
Capital Assets, not Depreciable:					
Land	\$ 10,223,421	\$ -	\$ -	\$ -	\$ 10,223,421
Construction in Progress	2,531,344	14,184,957	-	(752,301)	15,964,000
<i>Total Capital Assets, not Depreciable</i>	<u>12,754,765</u>	<u>14,184,957</u>	<u>-</u>	<u>(752,301)</u>	<u>26,187,421</u>
Capital Assets, Depreciable:					
Buildings	3,114,952	-	-	-	3,114,952
Improvements other than Buildings	64,542,858	59,303	-	752,301	65,354,462
Machinery and Equipment	3,211,797	155,597	(18,002)	-	3,349,392
<i>Total Capital Assets, Depreciable</i>	<u>70,869,607</u>	<u>214,900</u>	<u>(18,002)</u>	<u>752,301</u>	<u>71,818,806</u>
Less Accumulated Depreciation for:					
Buildings	(1,584,388)	(62,299)	-	-	(1,646,687)
Improvements other than Buildings	(31,758,059)	(1,903,198)	-	-	(33,661,257)
Machinery and Equipment	(2,332,781)	(184,098)	18,002	-	(2,498,877)
<i>Total Accumulated Depreciation</i>	<u>(35,675,228)</u>	<u>(2,149,595)</u>	<u>18,002</u>	<u>-</u>	<u>(37,806,821)</u>
<i>Total Capital Assets, Depreciable, net</i>	<u>35,194,379</u>	<u>(1,934,695)</u>	<u>-</u>	<u>752,301</u>	<u>34,011,985</u>
<i>Business-type Activities Capital Assets, net</i>	<u>\$ 47,949,144</u>	<u>\$ 12,250,262</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 60,199,406</u>

Town of Addison, Texas
Basic Financial Statements

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September 30, 2011

Depreciation expense was charged to departments of the Town as follows:

	Governmental Activities	Business-type Activities
General Government	\$ 329,576	\$ -
Public Safety	817,984	-
Development Services	22,907	-
Streets	3,244,269	-
Parks and Recreation	794,589	-
Visitor Services	646,972	-
Airport Fund	-	1,050,854
Utility Fund	-	1,098,741
	<u>\$ 5,856,297</u>	<u>\$ 2,149,595</u>

The following tabulation presents the estimated significant commitment under unfinished capital construction contracts that are fully funded as of September 30, 2011:

Project	Estimated Commitments	Less Expenditures to Date	Total Unfinished Commitments
Governmental Activities			
Belt Line Streetscape	\$ 3,000,000	\$ 1,644,178	\$ 1,355,822
UDR Infrastructure – Phase 1	27,500,000	24,564,954	2,935,046
Spring Valley Intersection Improvements	4,500,000	4,191,908	308,092
	<u>35,000,000</u>	<u>30,401,040</u>	<u>4,598,960</u>
Business-type Activities			
UDR Infrastructure – Water/Sewer	1,600,000	1,587,120	12,880
Elevated Water Storage Tank	6,500,000	3,495,558	3,004,442
	<u>8,100,000</u>	<u>5,082,678</u>	<u>3,017,322</u>
	<u>\$ 43,100,000</u>	<u>\$ 35,483,718</u>	<u>\$ 7,616,282</u>

E. Interlocal Sanitary Sewer Interceptor Agreement

The Town is party to an interlocal agreement, which establishes a non-profit water supply corporation (North Dallas County Water Supply Corporation) for the purpose of constructing, maintaining, and operating a joint sanitary sewer interceptor with the City of Farmers Branch. The non-profit water supply corporation is governed by a six-member board composed of three appointees from each entity. The Town was obligated for construction costs of the project in proportion to its percentage of allocated flows for each specific portion of the project as set forth in the agreement. The Town is also obligated to pay 55% of all general overhead costs. Operating and maintenance costs since the project became operational shall be paid in accordance with respective percentages of allocated flows as set forth in the agreement.

The Town's net investment and its share of general overhead expenses are reported in the Town's Utility Fund (an enterprise fund). The Town's equity interest in the North Dallas County Water Supply Corporation of \$7,238,882, net of \$5,275,000 of related debt, is included in Unrestricted Net Assets. Complete financial statements for the North Dallas County Water Supply Corporation can be obtained from Charles Cox, Secretary/Treasurer, North Dallas County Water Supply Corporation, 13000 William Dodson Parkway, Farmers Branch, Texas.

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

F. Long-Term Debt

The long-term debt of the Town consisted of the following as of September 30, 2011:

	<u>Governmental</u> <u>Activities</u>	<u>Business-type</u> <u>Activities</u>
General Obligation Refunding Bonds Series of 2001		
A series of 3,213 bonds at \$5,000 each, dated August 15, 2001. The bonds were issued to refund a portion of the Town's outstanding Combination Tax and Revenue Certificates of Obligation, Series 1993; General Obligation Bonds, Series 1995; and Combination Tax and Revenue Certificates of Obligation, Series 1997; for interest savings, and costs of issuance associated with the sale of the bonds. The bonds mature serially through 2013 with interest rates ranging from 4.0% to 4.35%. The bonds are callable at par plus accrued interest on or after February 15, 2011. Bonds and interest are payable from Ad Valorem taxes. Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; FGIC Insured	1,300,000	
General Obligation Refunding and Improvement Bonds Series of 2002		
A series of 5,075 bonds at \$5,000 each dated September 15, 2002. The bonds were issued to fund various public improvements, refund the Town's outstanding Combination Tax and Revenue Certificates of Obligation, Series 1993; and Waterworks and Sewer Revenue Refunding Bonds, Series 1993; and costs of issuance associated with the sale of the bonds. The bonds mature serially through 2017 with interest rates ranging from 2.0% to 5.0%. The bonds are callable at par plus accrued interest on or after August 15, 2012 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from Ad Valorem taxes. Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; FGIC Insured	6,960,000	5,275,000
Combination Tax and Revenue Certificates of Obligation Series of 2003		
A series of 1,600 bonds at \$5,000 each dated June 1, 2003. The bonds were issued for the purpose of additions and improvements to the Addison Conference Center facilities and to pay costs associated with the issuance of the bonds. The bonds mature serially through 2018 with interest rates ranging from 3.0% to 3.75%. The bonds are callable at par plus accrued interest on or after February 15, 2014 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from a combination of Ad Valorem taxes and hotel occupancy taxes. Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; AMBAC Insured	4,500,000	
General Obligation Bonds Series of 2004		
A series of 2,139 bonds at \$5,000 each dated August 15, 2004. The bonds were issued for the purpose of constructing an extension of Arapaho Road from Addison Road to Surveyor Road including construction of a bridge over Midway Road with related pedestrian walkways, for resurfacing Belt Line Road and for engineering and design of improvements to the Belt Line Road/Dallas Parkway intersection, and to pay costs associated with the issuance of the bonds. The bonds mature serially through 2018 with interest rates ranging from 3.5% to 4.5%. The bonds are callable at par plus accrued interest on or after February 15, 2015 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from Ad Valorem taxes. Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; FSA Insured	6,605,000	

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	<u>Governmental Activities</u>	<u>Business-type Activities</u>
Combination Tax and Revenue Certificates of Obligation Series of 2004		
<p>A series of 880 bonds at \$5,000 each dated November 15, 2004. The bonds were issued for the purpose of constructing improvements to and expanding the Addison Airport including improvements to runways, taxiways, lighting, drainage systems and facilities, the construction, design and engineering of a fuel farm, and to pay costs associated with the issuance of the certificates. The bonds mature serially through 2020 with interest rates ranging from 3.5% to 4.25%. The bonds are callable at par plus accrued interest on or after February 15, 2015 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from Ad Valorem taxes.</p> <p>Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; MBIA Insured</p>		
		2,960,000
General Obligation Refunding and Improvement Bonds Series of 2005		
<p>A series of 1,571 bonds at \$5,000 each dated November 1, 2005. The bonds were issued to fund various public improvement projects up to \$1,500,000 to include engineering and other professional services, refund the Town's outstanding General Obligation Bonds, Series 1995; Combination Tax and Revenue Certificates of Obligation, Series 1997; \$4,335,000 of General Obligation Bonds, Series 2000; and costs of issuance associated with the sale of the bonds. The bonds mature serially through 2021 with interest rates ranging from 3.5% to 4.0%. The bonds are callable at par plus accrued interest on or after February 15, 2013 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from Ad Valorem taxes.</p> <p>Ratings: Moody's "Aa1"; Standard & Poor's "AAA"; AMBAC Insured</p>		
	4,710,000	
Combination Tax and Revenue Certificates of Obligation Series of 2008		
<p>A series of 6,900 bonds at \$5,000 each dated May 1, 2008. The bonds were issued for the purpose of constructing improvements to (i) water, sewer, drainage, park and streets including sidewalks, street lighting, landscaping, extensions and relocations, and acquisition of land and rights-of-way; (ii) acquisition and construction of a water tower; (iii) acquisition of land for street and other municipal purposes (collectively with items (i) and (ii)); and (iv) payment of professional services of attorneys, financial advisors and other professionals in connection with the issuance of the certificates. The bonds mature serially through 2033 with interest rates ranging from 4% to 5%. The bonds are callable at par value plus accrued interest on or after February 15, 2018 in whole or in part in principal amounts of \$5,000. Bonds and interest are payable from a combination of Ad Valorem taxes and a limited pledge (not to exceed \$1,000) of surplus net revenues of the Town's Utility Fund.</p> <p>Ratings: Moody's "Aa1"; Standard & Poor's "AAA"</p>		
	<u>27,943,770</u>	<u>6,216,230</u>
Total Long-Term Debt Outstanding	<u>\$ 52,018,770</u>	<u>\$ 14,451,230</u>

Town of Addison, Texas
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Changes in Long-Term Liabilities

A summary of long-term liability activity for the year ended September 30, 2011 was as follows (in thousands of dollars):

	Beginning Balance	Additions	Retirements	Ending Balance	Due Within One Year
Governmental Funds:					
General Obligation Bonds	\$ 22,775	\$ -	\$ (3,200)	\$ 19,575	\$ 3,330
Premium on General Obligation Refunding Bonds	74	-	(15)	59	6
Deferred Loss on Refunding Amount on G.O. Bonds	(63)	-	19	(44)	(4)
Certificates of Obligation	33,117	-	(674)	32,443	1,213
Premium on Certificates of Obligation	25	-	(1)	24	1
Compensated Absences	899	1,141	(1,135)	905	905
Net OPEB Obligation	464	-	(112)	352	-
Long-Term Liabilities – Governmental Activities	<u>\$ 57,291</u>	<u>\$ 1,141</u>	<u>\$ (5,118)</u>	<u>\$ 53,314</u>	<u>\$ 5,451</u>
Proprietary Funds:					
General Obligation Bonds	\$ 7,760	\$ -	\$ (2,485)	\$ 5,275	\$ 2,590
<i>(Payable from utility system revenues)</i>					
Premium on General Obligation Refunding Bonds	16	-	(16)	-	-
Discount on General Obligation Refunding Bonds	(42)	-	7	(35)	(7)
Deferred Loss on Refunding Amount on G.O. Bonds	(103)	-	42	(61)	(15)
Combination Tax and Revenue Certificates of Obligation	3,225	-	(265)	2,960	275
<i>(Payable from levy of Ad Valorem tax)</i>					
Combination Tax and Revenue Certificates of Obligation	6,243	-	(27)	6,216	142
<i>(Payable from utility system revenues)</i>					
Premium on Combination Tax and Revenue C.O.	6	-	(1)	5	-
Long-Term Liabilities – Business-type Activities	<u>\$ 17,105</u>	<u>\$ -</u>	<u>\$ (2,745)</u>	<u>\$ 14,360</u>	<u>\$ 2,985</u>

The Town intends to retire all of its general obligation bonds (other than those recorded in the enterprise funds), plus interest, from future Ad Valorem tax levies, interest income, and transfers from other funds. The Town is required by ordinance to create from such tax revenues a sinking fund sufficient to pay the current interest due thereon and each installment of principal as it becomes due. There is \$1,127,831 available in the General Obligation Debt Service Fund to service the general obligation bonds.

Proprietary fund-type debt is to be repaid from net revenues of the enterprise funds and is, accordingly, recorded as enterprise fund debt.

There are a number of limitations and restrictions contained in the various general obligations, certificates of obligation, and revenue bond indentures. The Town is in compliance with all significant limitations and restrictions at September 30, 2011.

For the governmental activities, compensated absences are generally liquidated in the General Fund and Hotel Fund. The net OPEB obligation is generally liquidated in the General Fund.

Town of Addison, Texas
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The debt service requirements on the aforementioned bonded debt are as follows:

	Governmental Activities		Business-type Activities	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
General Obligation Bonds:				
2012	\$ 3,330,000	\$ 748,141	\$ 2,590,000	\$ 142,656
2013	3,455,000	622,608	2,685,000	48,666
2014	2,910,000	501,912	-	-
2015-2019	9,625,000	916,888	-	-
2020-2022	255,000	10,300	-	-
	<u>\$ 19,575,000</u>	<u>\$ 2,799,849</u>	<u>\$ 5,275,000</u>	<u>\$ 191,322</u>
Certificates of Obligation:				
2012	\$ 1,213,040	\$ 1,375,000	\$ 416,960	\$ 388,003
2013	1,265,760	1,329,068	439,240	370,879
2014	1,515,710	1,277,251	499,290	352,109
2015-2019	7,867,490	5,442,134	2,852,510	1,428,594
2020-2024	6,490,830	4,029,090	1,834,170	904,735
2025-2033	14,090,940	2,988,389	3,134,060	664,898
	<u>\$ 32,443,770</u>	<u>\$ 16,440,932</u>	<u>\$ 9,176,230</u>	<u>\$ 4,109,218</u>

G. Property Under Operating Leases

The Town leases land with a book value of \$63,560 to tenants under non-cancelable lease agreements. The following is a schedule by year of minimum lease rental receipts as of September 30, 2011.

<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Thereafter</u>	<u>Total</u>
\$ 156,667	\$ 137,500	\$120,000	\$120,000	\$200,000	\$ 734,167

H. Interfund Receivables, Payables, and Transfers

A summary of interfund receivables and payables at September 30, 2011 is as follows:

	<u>Interfund Receivables:</u>	
<u>Interfund Payables:</u>	<u>General Fund</u>	
Reimbursement Grant Fund	\$ 2,719,440	Loan for grant expenditures, reimbursement expected in subsequent year
ARRA Grant Fund	50,672	Loan for grant expenditures, reimbursement expected in subsequent year
Total	<u>\$ 2,770,112</u>	

Transfers between funds during the year ended September 30, 2011 were comprised of the following:

<u>Fund</u>	<u>Transfers In</u>	<u>Transfers Out</u>	<u>Purpose of Transfer</u>
Reimbursement Grant Fund	\$ 14,156	\$ -	Reimbursement of Reimbursement Grant Fund expense
Street Capital Projects Fund	-	14,156	Reimbursement of Reimbursement Grant Fund expense
General Fund	-	700,000	To establish Economic Development Fund
Economic Development Fund	700,000	-	To establish Economic Development Fund
Hotel Fund	-	670,000	For payment of debt service
Hotel Debt Service Fund	670,000	-	For payment of debt service
<i>Total Transfers</i>	<u>\$ 1,384,156</u>	<u>\$ 1,384,156</u>	

NOTES TO FINANCIAL STATEMENTS
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IV. OTHER INFORMATION

A. Risk Management

The Town 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. During fiscal year 2011, the Town maintained workers compensation, general liability and property coverage through the Texas Municipal League Intergovernmental Risk Pool (TMLIRP). The Town pays an annual premium to TMLIRP for such coverage. TMLIRP purchases reinsurance, and the Town does not retain risks of loss exceeding deductibles. The Town's general liability coverage is \$5,000,000 and \$10,000,000 in the aggregate. Settled claims have not exceeded insurance coverage in each of the past three years.

Prior to the 2001 fiscal year, the Town participated in a retained-risk program with TMLIRP under which the Town assumed the risk of paying for all individual claims with a specific stop-loss of \$175,000 and an annual aggregate stop-loss of \$525,000. Outstanding claims associated with the risk retention program are accounted for in the General Fund and are recorded as Accounts Payable. During fiscal year 2008, the one remaining claim met the stop-loss of \$175,000, and the Town has no future liability for this claim.

The Town offers health benefits through one of two plans operated by Blue Cross Blue Shield. Employees may choose either an HMO (health maintenance organization) plan or a PPO (preferred provider organization) plan. The Town also offers a dental plan through Delta Dental. The HMO, PPO, and dental plans are funded by joint contributions from the employees and the Town and are accounted for in the respective operating funds. The Blue Cross and Delta Dental plans are fully insured contracts. Monthly premiums paid to Blue Cross and Delta Dental are based upon fixed employee and dependent rates that are established each year.

B. Employee's Retirement System

1) Pension Plan

Plan Description

The Town provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 833 administered by TMRS, an agent multiple-employer public employee retirement system. Each of the municipalities has an annual individual actuarial valuation performed. All assumptions for the December 31, 2009 valuations are contained in the 2009 TMRS Comprehensive Annual Financial Report, a copy of which may be obtained by writing to P.O. Box 149153, Austin, Texas 78714-9153. The report is also available on the System's web site at: <http://www.tMrs.org/publications.php>

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and the Town-financed monetary credits, with interest. At the date the plan began, the Town granted monetary credits for services rendered before the plan began based on a theoretical amount equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are 200 percent of the employee's accumulated contributions. Beginning in 1994, the Town adopted on an annually repeating basis 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 Town 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

NOTES TO FINANCIAL STATEMENTS
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purchase an annuity. Also in 1994, the Town adopted annually repeating annuity increases for its retirees equal to 70% of the change in the consumer price index.

The plan provisions are adopted by the governing body of the Town, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes. Members can retire at certain ages, based on the years of service with the Town. The service retirement eligibilities for the Town are: 5 years/age 60, 20 years/any age. Plan provisions for the Town are as follows:

Deposit Rate:	7%
Matching Ratio (Town to Employee):	2 to 1
A member is vested after:	5 years

Funding Policy

Under the state law governing TMRS, the actuary annually determines the Town contribution rate on a calendar year basis. The rate for calendar year 2010 is 14.35%, and the rate for 2011 is 15.01%. This rate consists of the normal cost contribution rate and the prior service contribution rate, both of which are calculated to be a level percent of payroll from year to year. The normal cost contribution rate finances the currently accruing monetary credits due to the Town matching percent, which are the obligation of the Town as of an employee's retirement date, not at the time the employee's contributions are made. The normal cost contribution rate is the actuarially determined percent of payroll necessary to satisfy the obligation of the Town to each employee at the time his/her retirement becomes effective. The prior service contribution rate amortizes the unfunded (over-funded) actuarial liability (asset) over the remainder of the plan's amortization period. Both the employees and the Town make contributions monthly. Since the Town needs to know its contribution rate in advance for budgetary purposes, there is a one-year delay between the actuarial valuation that is the basis for the rate and the calendar year when the rate goes into effect (i.e. December 31, 2011 valuation is effective for rates beginning January 2013).

Annual Pension Cost and Net Pension Obligation

The Town's annual pension cost of \$2,328,673 was equal to the required contribution. As reflected in the schedule, the Town satisfied its requirements for all three years; therefore there is no net pension obligation. The analysis of funding progress, included as required supplementary information following the notes to the financial statements, presents multiyear trend information about the actuarial value of plan assets in relation to the actuarial accrued liability for benefits.

	<u>Fiscal Year Ending September 30</u>		
	<u>2009</u>	<u>2010</u>	<u>2011</u>
Annual Pension Cost	\$ 2,240,980	\$ 2,238,741	\$ 2,328,673
Contributions Made	<u>2,240,980</u>	<u>2,238,741</u>	<u>2,328,673</u>
Net Pension Obligation (NPO) at End of Year	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Contributions as a % of Annual Pension Cost	100%	100%	100%

NOTES TO FINANCIAL STATEMENTS
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Funding Status and Funding Progress

As of December 31, 2010, the most recent actuarial valuation date, the plan was 96.4% funded. The actuarial accrued liability for benefits was \$86,525,773, and the actuarial value of assets was \$83,398,352, resulting in an unfunded actuarial accrued liability (UAAL) of \$3,127,421. The covered payroll (annual payroll of active employees covered by the plan as of the valuation date) was \$16,680,756, and the ratio of the UAAL to the covered payroll was 18.7%.

Changes in Actuarial and Amortization Methods

Since its inception, TMRS used the traditional Unit Credit actuarial funding method. This method accounted for the liability accrued as of the valuation date but did not project the potential future liability of provisions adopted by a city. The Town, as well as the majority of cities participating in TMRS, had adopted the Updated Service Credit and Annuity Increases provisions on an annually repeating basis. These provisions are considered to be “committed” benefits (or likely to be guaranteed); as such, at its December 8, 2007 meeting, the TMRS Board adopted the Projected Unit Credit (PUC) actuarial funding method, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually repeating basis. For the December 31, 2007 valuation and subsequent annual valuations, the TMRS Board determined that the PUC method would be used.

In addition to the change in funding methods, the Board also adopted a change in the amortization period from a 25-year “open” to a 25-year “closed” period. TMRS Board of Trustee rules provide that, whenever a change in actuarial assumptions or methods results in a contribution rate increase in an amount greater than 0.5%, the amortization period may be increased up to 30 years unless a city requests that the period remain at 25 years. For cities with repeating features, these changes will likely result in higher required contributions and lower funded ratios. To assist in this transition to higher rates, the Board also approved an optional eight-year phase-in period, which would allow cities the opportunity to increase their contributions gradually to their full, or required contribution, rate.

At its December 30, 2008 meeting, the City Council decided to withdraw the automatic repeating annuity increases to retirees, electing to approve these benefits on an ad hoc, or annual, basis in order to reduce the required contribution rate and improve funded status. The City Council approved annuity increases for calendar year 2010 at its December 8, 2009 meeting and approved increases for calendar year 2011 at its November 23, 2010 meeting.

	<u>2008</u>	<u>2009</u>	<u>2010</u>
Actuarial Assumptions:			
Actuarial Cost Method	Projected Unit Credit	Projected Unit Credit	Projected Unit Credit
Amortization Method	Level Percent of Payroll	Level Percent of Payroll	Level Percent of Payroll
Remaining Amortization Period	29 Yrs - Closed	28 Yrs - Closed	22 Yrs - Closed
Asset Valuation Method	Amortized Cost	10-Year Smoothed Market	10-Year Smoothed Market
Investment Rate of Return	7.5%	7.5%	7.0%
Inflation	3%	3%	3%
Projected Salary Increases	Varies by Age and Service	Varies by Age and Service	Varies by Age and Service
Cost-of-Living Adjustments	2.1%	2.1%	2.1%

NOTES TO FINANCIAL STATEMENTS
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2) Postemployment Benefits

Plan Description

In addition to the pension benefits described above, as required by state law and defined by Town Policy, the Town makes available health care benefits to all employees who retire from the Town and who are receiving benefits from a Town-sponsored retirement program (Texas Municipal Retirement System and/or a Section 457 Deferred Compensation Plan) through a single-employer defined benefit healthcare plan. This healthcare plan provides lifetime insurance, or until age 65 if eligible for Medicare, to eligible retirees, their spouses and dependents through the Town's group health insurance plan, which covers both active and retired members. Current retirees in the health plan and active employees with 20 years or more of service or at age 60 or more with five years or more of service at retirement are eligible to remain in the health plan at the total blended contribution rate for active and retiree participants. Since an irrevocable trust has not been established, the plan is not accounted for as a trust fund. The plan does not issue a separate financial report. Benefit provisions for retirees are not mandated by any form of employment agreement. The continued provision of these benefits is based entirely on the discretion of the Town of Addison City Council.

Funding Policy

Before age 65, the Town will pay a \$150 monthly stipend toward the retiree's healthcare premium if the retiring employee meets the eligibility criteria at the time of termination and elects coverage in the health plan. For members who retire after 65 or were eligible for the \$150 stipend before age 65, the Town will pay a \$75 monthly stipend directly to the retiree. Current retirees contribute to the health plan the total blended premium for active and retired participants, less the \$150 stipend provided by the Town. The Town contribution to the health plan consists of total premiums in excess of retiree contributions. Retirees receiving medical benefits during fiscal year 2011 contribute \$496 to \$1,986 per month depending on coverage levels selected. In fiscal year 2011, total retiree contributions were \$101,135. The Town contributions to the plan for fiscal year 2011, which are also equal to premiums paid in excess of premiums collected from retirees, were \$26,414.

Annual OPEB Cost and Net OPEB Obligation

The Town's annual other postemployment benefit (OPEB) cost (expense) for the health plan is calculated based on the annual required contribution (ARC) of the Town, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The Town of Addison utilized the actuarial services of Gabriel, Roeder, Smith & Company (GRS), a company who has been providing actuarial consulting services since 1938, under the shared services arrangement provided by GRS and North Central Texas Council of Governments. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows the Town's annual OPEB cost for the year, the amount actually contributed to the plan, and the net OPEB obligation for 2011.

Annual Required Contribution	\$ 176,442
Interest on OPEB Obligation	20,901
Adjustment to ARC	<u>(19,365)</u>
Annual OPEB Cost (Expense)	177,978
Contributions Made	<u>(290,457)</u>
Change in OPEB Obligation	(112,479)
Net OPEB Obligation (Asset) – Beginning of Year	<u>464,469</u>
Net OPEB Obligation (Asset) – End of Year	<u>\$ 351,990</u>

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The Town’s annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for the fiscal year ending September 30, 2011 and the preceding two fiscal years were as follows:

Fiscal Year	Annual OPEB Costs	Actual Contributions	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2009	\$ 254,772	\$ 22,950	9.0%	\$ 231,822
2010	254,772	22,125	8.7%	464,469
2011	177,978	290,457*	163.2%	351,990

* Employer contributions for the fiscal year ending September 30, 2011 includes historical implicit subsidies which were not reflected in prior years.

Funded Status and Funding Progress

As of December 31, 2010, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$1,968,533, none of which is funded. The covered payroll (annual payroll of active employees covered by the plan) was \$15,557,784, and the ratio of the unfunded actuarial accrued liability to the covered payroll was 12.65%. Of the total actuarial accrued liability, \$1,436,129, or 73.0%, comprises the implied subsidy of health care for current retirees and active employees upon retirement. As noted previously, qualified retirees pay the blended cost of their health coverage, less the \$150 monthly stipend. However, GASB 45 requires governments to report the “implicit rate subsidy” that is provided to retirees who remain with the health plan provided to employees. It is assumed by actuaries that the cost of health care increases with the age of the covered employee or retiree. Since the Town’s health plan includes a blended rate that is the same for active employees and retirees, actuaries must estimate the amount the Town is subsidizing for retirees to pay the blended health plan premiums. For example, the actuarial estimated monthly cost for a 40 year old male employee’s health care benefit is \$372.87. The estimate for a male employee or retiree who is 60 years old is \$1,125.39. The difference in these costs not covered by the health plan premium is considered to be the “implicit rate subsidy.”

Actuarial values of the program involve estimates of the value of reported amounts and assumptions of the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the trend of healthcare costs. Amounts determined regarding the funded status of the program and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The analysis of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. As the Town chose to not establish an irrevocable trust, plan assets will always be reported under GASB Statement 45 as zero. Because the majority of the actuarial accrued liability is the “implicit rate subsidy” of retiree blended health plan premiums, the Town believes that its actual health plan postemployment benefit will not significantly grow over time and will continue to fund these benefits on a pay-as-you-go method. Changes to how future healthcare benefits are funded on a national basis may cause the Town to reexamine this funding method.

Actuarial Methods and Assumptions

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

NOTES TO FINANCIAL STATEMENTS
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In the December 31, 2010 actuarial valuation, the most recent valuation, the Projected Unit Credit Cost Method was used. The actuarial assumptions include a 4.5% investment rate of return (compounded annually net after investment expenses) and an annual healthcare cost trend of 9%, reduced by decrements to an ultimate rate of 4.5% after 10 years. Both rates include a 3% inflation assumption. The Town's unfunded actuarial accrued liability is being amortized as a level percent of active member payroll over an open period. The remaining amortization period at December 31, 2010 was 30 years.

C. Contingencies

As of September 30, 2011, litigation is pending with respect to matters arising in the normal course of the Town's operations. The Town's management is of the opinion that the settlement of the other pending litigation will not have a material adverse effect on the Town's financial statements.

D. Keller Springs Tollway

In 1999, the North Texas Tollway Authority completed a toll tunnel that connects Midway Road and the North Dallas Tollway. The project benefits the Town by diverting traffic from Belt Line Road, which is at capacity. The project's cost was approximately \$25 million which will be funded by revenue bonds issued by the Authority. Through an agreement with the Authority, the Town has pledged to be a guarantor of the debt service associated with approximately \$2.5 million of the revenue bonds in the event the authority defaults on the bonds. Because the Authority is an extremely viable state agency, the likelihood of a default is negligible.

E. Subsequent Event

In October 2011, the Town issued \$8,890,000 in General Obligation Refunding Bonds. The full amount of the issuance will be used to refund portions of the Town's outstanding debt.

Town of Addison, Texas
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NOTES TO FINANCIAL STATEMENTS
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F. Statement of Working Capital

Statements of Working Capital for proprietary funds for the year ended September 30, 2011 are below. Working capital, which is equal to current assets less current liabilities, is similar to fund balance and is useful for assessing the near-term financing situation of proprietary funds.

SUMMARY OF CHANGES IN WORKING CAPITAL FOR PROPRIETARY FUNDS

	<u>2011</u>	<u>2010</u>
<u>AIRPORT FUND</u>		
Net Income (Excluding Depreciation)	\$ 10,851,786	\$ 1,257,826
Net Additions to Capital Assets	(10,690,520)	(49,752)
Net Retirement of Long-Term Debt	(265,000)	(255,000)
Net Increase/(Decrease) of Restricted Assets	(10,000)	(10,000)
Net Increase/(Decrease) in Other	2,325	2,325
Working Capital at the Beginning of the Year	<u>2,124,403</u>	<u>1,179,004</u>
Working Capital at the End of the Year	<u><u>\$ 2,012,994</u></u>	<u><u>\$ 2,124,403</u></u>
<u>UTILITY FUND</u>		
Net Income (Excluding Depreciation)	\$ 3,206,501	\$ 2,381,875
Net Additions to Capital Assets	(3,709,338)	(1,607,539)
Net Retirement of Long-Term Debt	(2,478,842)	(2,182,932)
Net Increase/(Decrease) of Restricted Assets	(220,570)	(295,910)
Net Increase/(Decrease) in Other	85,147	85,161
Working Capital at the Beginning of the Year	<u>5,851,222</u>	<u>7,470,567</u>
Working Capital at the End of the Year	<u><u>\$ 2,734,120</u></u>	<u><u>\$ 5,851,222</u></u>
<u>CAPITAL REPLACEMENT FUND</u>		
Net Income (Excluding Depreciation)	\$ 606,676	\$ 79,343
Net Additions to Capital Assets	(254,948)	(702,353)
Working Capital at the Beginning of the Year	<u>3,207,561</u>	<u>3,830,571</u>
Working Capital at the End of the Year	<u><u>\$ 3,559,289</u></u>	<u><u>\$ 3,207,561</u></u>
<u>INFORMATION TECHNOLOGY REPLACEMENT FUND</u>		
Net Income (Excluding Depreciation)	\$ 638,998	\$ 7,189
Net Additions to Capital Assets	(258,404)	(75,780)
Working Capital at the Beginning of the Year	<u>2,079,980</u>	<u>2,148,571</u>
Working Capital at the End of the Year	<u><u>\$ 2,460,574</u></u>	<u><u>\$ 2,079,980</u></u>

NOTES TO FINANCIAL STATEMENTS
September 30, 2011

G. New Accounting Pronouncements

The Town implemented GASB Statement 54, "Fund Balance Reporting and Governmental Fund Type Definitions," beginning with fiscal year 2011. This statement establishes new categories for reporting fund balance and revises the definitions for governmental fund types. Changes to the governmental fund balance types are reflected in the financial statements and schedules. See Note D, 7, of Section I for information on the governmental fund balance types reported by the Town.

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Required Supplementary Information

Town of Addison, Texas
Required Supplementary Information

REQUIRED SUPPLEMENTARY INFORMATION
Texas Municipal Retirement System
Analysis of Funding Progress (Unaudited)
September 30, 2011

	(1)	(2)	(3) = (1)/(2)	(4) = (2) - (1)	(5)	(6) = (4)/(5)			
Fiscal Year	Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Percentage Funded	Unfunded Actuarial Liability (UAAL)	Covered Payroll	UAAL as a Percentage of Covered Payroll	Annual Required Contributions	Actual Contributions
2006	12/31/05	\$ 44,500,440	\$ 54,187,138	82.12%	\$ 9,686,698	\$ 13,330,709	72.66%	\$ 1,885,203	\$ 1,885,203
2007	12/31/06	45,023,526	55,786,598	80.71%	10,763,072	13,753,045	78.26%	1,884,965	1,884,965
2008	12/31/07	44,895,953	57,197,193	78.49%	12,301,240	14,455,362	85.10%	1,974,491	1,974,491 *
2008	12/31/07	44,895,953	67,325,269	66.69%	22,429,316	14,455,362	155.16%	1,974,491	1,974,491 *
2009	12/31/08	48,391,009	59,542,189	81.27%	11,151,180	16,237,145	68.68%	2,123,822	2,123,822
2010	12/31/09	53,138,426	65,266,945	81.42%	12,128,519	16,810,483	72.15%	2,240,980	2,240,980
2011	12/31/10	83,398,352	86,525,773	96.39%	3,127,421	16,680,756	18.75%	2,238,741	2,238,741

Six-year historical trend information is designed to provide information about the fund's progress made in accumulating sufficient assets to pay benefits when due for plan years 2006-2011. This information can be referred to in separately issued financial reports of the pension fund.

* For fiscal year 2008, the Town has presented two lines of information. Please see the Notes section of the CAFR for a brief explanation of the actuarial changes adopted by TMRS in calculating the Actuarial Accrued Liability (AAL). These changes became effective with the reporting period ending December 31, 2007. The first 2008 line presents the Actuarial Accrued Liability (AAL) using the old TMRS actuarial assumptions. The second 2008 line presents the Actuarial Accrued Liability (AAL) using the new TMRS actuarial assumptions.

Town of Addison, Texas
Required Supplementary Information

REQUIRED SUPPLEMENTARY INFORMATION
 Retiree Health Plan
 Analysis of Funding Progress (Unaudited)
 September 30, 2011

		(1)	(2)		(3) = (2) - (1)	(4)	(5) = (3)/(4)
Fiscal Year	Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Funded Ratio	Unfunded Actuarial Accrued Liability (UAAL)	Covered Payroll	UAAL as a Percentage of Covered Payroll
2009	12/31/08	\$ -	\$2,749,111	0.00%	\$2,749,111	\$15,764,082	17.44%
2011	12/31/10	-	\$1,968,533	0.00%	1,968,533	15,557,784	12.65%

Note: Fiscal year 2009 was the first year the Town implemented GASB Statement No. 45.

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APPENDIX C

FORMS OF BOND COUNSEL'S OPINIONS

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[Form of Bond Counsel Opinion]

[Closing Date]

\$22,590,000

TOWN OF ADDISON, TEXAS
GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS
SERIES 2012

WE HAVE represented the Town of Addison, Texas (the “Town”), as its Bond Counsel in connection with an issue of bonds (the “Bonds”) described as follows:

TOWN OF ADDISON, TEXAS, GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS, SERIES 2012, dated August 15, 2012, issued in the principal amount of \$22,590,000.

The Bonds mature and bear interest, are subject to redemption prior to maturity, and may be transferred and exchanged as set out in the Bonds and in the ordinance adopted by the City Council of the Town authorizing their issuance (the “Ordinance”).

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

IN OUR CAPACITY as Bond Counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Bonds, on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Town; an escrow agreement (the “Escrow Agreement”) between the Town and The Bank of New York Mellon Trust Company, National Association, as escrow agent (the “Escrow Agent”); a report (the “Report”) of Grant Thornton LLP, Certified Public Accountants (the “Verification Agent”), verifying the sufficiency of the deposits made with the Escrow Agent for defeasance of the obligations being refunded (the “Refunded Obligations”) and the mathematical accuracy of

certain computations of the yield on the Bonds and obligations acquired with the proceeds of the Bonds; customary certificates of officers, agents and representatives of the Town and other public officials and other certified showings relating to the authorization and issuance of the Bonds. We have further examined such applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), court decisions, Treasury Regulations, and published rulings of the Internal Revenue Service (the "Service") as we have deemed relevant. We have also examined executed Bond No. 1 of this issue.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION THAT:

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

(2) A continuing ad valorem tax upon all taxable property within the Town necessary to pay the principal of and interest on the Bonds, has been levied and pledged irrevocably for such purposes, within the limit prescribed by law, and the total indebtedness of the Town, including the Bonds, does not exceed any constitutional, statutory or other limitations; and

(3) Firm banking and financial arrangements have been made for the discharge and final payment of the Refunded Obligations pursuant to the Escrow Agreement, and therefore, the Refunded Obligations are deemed to be fully paid and no longer outstanding except for the purpose of being paid from the funds provided therefor in such Escrow Agreement.

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

IT IS OUR FURTHER OPINION THAT:

(1) Interest on the Bonds is excludable from gross income for federal income tax purposes under existing law; and

(2) The Bonds are not "private activity bonds" within the meaning of the Code, and as such, interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except that interest on the Bonds will be included in the "adjusted current earnings" of a corporation (other than an S corporation, regulated investment company, REIT or REMIC) for purposes of computing its alternative minimum tax liability.

In providing such opinions, we have relied on representations of the Town, the Town's financial advisor and the underwriters of the Bonds with respect to matters solely within the knowledge of the Town, the Town's financial advisor and the underwriters, respectively, which we have not independently verified. In addition, we have assumed continuing compliance with the covenants in the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Bonds for federal income tax purposes. We have further relied on the Report of the Verification Agent. If such representations or the Report are determined to be inaccurate or incomplete or the Town fails to comply with the foregoing provisions of the Ordinance, interest on the Bonds could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

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

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

The opinions set forth above are based on existing law which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures, the Service is likely to treat the Town as the taxpayer. We observe that the Town has covenanted in the Ordinance not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

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[Form of Bond Counsel Opinion]

[Closing Date]

\$14,835,000

TOWN OF ADDISON, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION
SERIES 2012

WE HAVE represented the Town of Addison, Texas (the “Town”), as its bond counsel in connection with an issue of certificates of obligation (the “Certificates”) described as follows:

TOWN OF ADDISON, TEXAS, COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2012, dated August 15, 2012, issued in the principal amount of \$14,835,000.

The Certificates mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Certificates and in the ordinance adopted by the City Council of the Town authorizing their issuance (the “Ordinance”).

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

IN OUR CAPACITY as bond counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Certificates, on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Town, customary certificates of officers, agents and representatives of the Town and other public officials and other certified showings relating to the authorization and issuance of the Certificates. We have further examined such applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), court decisions, United States

[Closing Date]

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Department of Treasury regulations, and rulings of the Internal Revenue Service (the "Service") as we have deemed relevant. We have also examined executed Certificate No. 1 of this issue.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION THAT:

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

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

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

IT IS OUR FURTHER OPINION THAT:

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

In providing such opinions, we have relied on representations of the Town, the Town's financial advisor and the underwriters of the Certificates with respect to matters solely within the knowledge of the Town, the Town's financial advisor and the underwriters, respectively, which we have not independently verified, and have assumed continuing

[Closing Date]

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compliance with the covenants in the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Certificates for federal income tax purposes. If such representations are determined to be inaccurate or incomplete or the Town fails to comply with the foregoing provisions of the Ordinance, interest on the Certificates could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

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

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

The opinions set forth above are based on existing law which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Certificates. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the Town as the taxpayer. We observe that the Town has covenanted in the Ordinance not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Certificates as includable in gross income for federal income tax purposes.

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