



**COMPREHENSIVE
ANNUAL
FINANCIAL REPORT**

FOR THE FISCAL YEAR ENDED

SEPTEMBER 30, 2008

MIDLAND, TEXAS

THE CITY OF MIDLAND, TEXAS

**COMPREHENSIVE
ANNUAL
FINANCIAL REPORT**

**FOR THE FISCAL YEAR ENDED
SEPTEMBER 30, 2008**

Prepared By:

Finance Department

Robert McNaughton, Director of Finance

Brenda C. Brown, Comptroller

Thomas R. Howell, Accounting Manager

City of Midland
 Comprehensive Annual Financial Report
 For the Fiscal Year Ended September 30, 2008

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Office of
City Manager

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February 24, 2009

Honorable Mayor
and Members of the City Council
City of Midland, Texas

Dear Mayor and Council:

The Comprehensive Annual Financial Report (CAFR) for the City of Midland (the City) for the year ended September 30, 2008 is submitted herewith in compliance with Article IV, Section 29, of the City Charter. This report is published to give our citizens convenient access to a report of the financial condition of our City, its resources during the past fiscal year and uses made of such resources, the results of operations of the various proprietary funds, and comparative and statistical information. The information contained herein will also serve our City Council, management, and staff as a guide in formulating policies and conducting the City's day-to-day affairs. The City's Finance Department is responsible for the accuracy of the data presented and the completeness and fairness of the presentation.

We believe the data presented is accurate in all material aspects and that all disclosures necessary to enable the reader to acquire an understanding of the City's financial activity have been provided.

Independent audits are an essential element of financial control and accountability. The City Charter requires an annual audit to be made of the financial records of the City by a competent public accountant selected by the City Council. Federal guidelines established for local governments receiving federal assistance require that programs receiving federal assistance be audited in conjunction with the local government's annual audit under the "single audit" concept. The City has complied with these requirements. The independent auditors' report is located at the front of the financial section of this report.

Management's Discussion and Analysis (MD&A) provides a narrative introduction, overview, and analysis of the basic financial statements, including comparative data from past year. It can be found immediately following the independent auditors' report. MD&A complement this letter of transmittal and should be read in conjunction with it.

PROFILE OF THE GOVERNMENT

The City was incorporated on January 11, 1911, under the provisions of H.B. 901 of the Texas Legislature. It was subsequently chartered on November 5, 1940 (amended May 4, 1996) and operates under a Council-Manager form of government. The City Council comprises a Mayor and seven members and is responsible for enacting ordinances, resolutions, and regulations governing the City, as well as appointing the members of various statutory and advisory boards, the City Manager, City Attorney, City Secretary, and Municipal Judge. The City Manager is

"Hometown of President George W. & Laura Bush"

the chief administrative officer of the government and is responsible for the enforcement of laws and ordinances, the appointment and supervision of department managers, and the performance of functions within the municipal organization.

The financial reporting entity contains all funds of the primary government (i.e., the City of Midland as legally defined), as well as its component units. Component units are legally separate entities for which the primary government is financially accountable. The City provides a wide range of services to the citizens, including police and fire protection, health and social services, public improvements, streets, traffic control, planning and zoning, water and sewer, solid waste, airports, parks and recreation facilities and general administrative services.

Discretely presented component units are reported in a separate column in the government-wide financial statements to emphasize that they are legally separate from the primary government and to differentiate their financial position, results of operations and cash flows from those of the primary government. The Midland Football/Soccer and Baseball Complex Development Corporation (SCDC) and the Midland Development Corporation (MDC) are reported as discretely presented component units.

LOCAL ECONOMY

Midland is located midway between Fort Worth and El Paso, along Interstate 20, in West Texas. The city has remained a management center, reflecting a unique concentration of highly trained and educated personnel. According to the U.S. Census Bureau 2007 American Community Survey, bachelor's degrees or higher are held by 28.7% of the population 25 years and older, and graduate or professional degrees are held by 6.9%. Attributes, such as the educational levels of the populace, in conjunction with good weather, the high quality of life, low cost of living and the central location, which facilitates travel and shipping to both coasts, have made Midland a viable candidate in the recruitment of new or relocating businesses.

With over 7.5 million square feet of office space, Midland ranks near the top in the state and serves as a regional administrative center for petroleum production.

In general, the economic outlook for the City is good. According to the Texas Workforce Commission, Midland has reported the lowest unemployment in the state since January 2005. In September 2008, the rate was 3.2%. During the past year, Midland received two number one rankings related to economic performance. Inc., a magazine for entrepreneurs, rated Midland as the best place to do business because of its more than 15 percent industrial growth since 2000 and its low unemployment. The Milken Institute/Greenstreet Real Estate Partners Best Performing Cities Index also gave Midland top ranking among small cities based on the city's rapid job and salary growth. Midland is doing an excellent job of utilizing economic development resources, primarily economic development tax funds, to expand the economic base by attracting new companies and also assisting local existing businesses with funding expansion projects.

The Tax Increment Reinvestment Zone (the TIRZ) for downtown Midland was created to fuel growth in the downtown portion of the City by reinvesting the tax revenues from the increased values in the TIRZ back into downtown. It is anticipated that improvements will significantly enhance the zone and benefit the whole city. Nearly 28 million in improvements is forecast to be spent over the projected 30 year life of the TIRZ. During 2008, the downtown area experienced significant growth in assessed value of real property, as did the city as a whole.

The city's residential, commercial and industrial growth has been influenced by the development of two city airports, Midland International Airport and Midland Airpark. Midland International Airport is the hub of aviation activity for a 41 county area of West Texas and southeast New Mexico. A full service Foreign Trade Zone (FTZ) has also been established at the Midland

International Airport, which will assist in the development of a diversified economy. Midland International is also a designated Port of Entry and has a U.S. Customs Office.

The Midland-Odessa area is a participant in a pilot-study for the Texas Department of Transportation (TxDOT) Project 0-4083 "Impact of Rural Ports on Trade Flows and Transportation in Texas" (Inland Ports). An Inland Port (IP) is a designated area for enhancement of trade and border crossing relief with a strong inter-modal transportation network.

The city's population, estimated to be 106,499, has been growing steadily. Weakening energy prices, however, may slow the demand for labor and growth in the population base. A steady growth in the number of utility connections and annexations has created more demand on the water system and revenues remain strong to help meet the demands of a growing city. This growth will continue to present major opportunities in commercial, industrial and residential areas. The past several years have seen the opening of a number of new national chain retail and service businesses. Slow growth is expected in the property tax base for Fiscal Year 2010; however, the growth rate for sales tax receipts will moderate due to weaker energy prices.

LONG-TERM FINANCIAL PLANNING

Every year, the City Council sets a list of priorities as targets for action during the next year. The list is a product of the Strategic Planning Session where City Council and City Staff come together and design a blueprint for action. This includes examining where we have been as well as planning and preparing for future needs of the City.

The first Policy Agenda goal addresses infrastructure rehabilitation and improvement. Focus will be placed on existing streets in need of repair, paving certain unpaved streets, and improving the I-20/Loop 250 intersection to support pending/future development. Preparation will be made to meet federally mandated requirements of the Phase II Stormwater Program, including exploration of funding sources for upgrades. Attention will also be given to stabilizing the bank of Jal Draw, as well as rehabilitating old sewer lines and placing new lines. City facilities in need of upgrades or replacement will be identified and the needs prioritized. Upgrades to water treatment facilities and technology enhancement will help meet changing Environmental Protection Agency guidelines. The City will also explore nontraditional infrastructure needs such as parking garages, parks, and sports venues.

Economic development is the core of the second Policy Agenda goal. Issues include evaluating the effectiveness of current economic development efforts and exploring new options for utilization of Economic Development funds, further revitalization of the downtown area, and recruiting "green" businesses to locate in Midland. Recruitment efforts would also include new energy type businesses, which would take advantage of local expertise to encourage development of an "energy epicenter".

The recent growth experienced by the area has resulted in housing shortages in Midland, which is the focus of the third goal of the Policy Agenda. Various avenues are being explored as a means of eliminating this shortage, including support of developers in terms of infrastructure, importing workers to temporarily assist the construction industry, allowing the free market to determine housing development, and encouraging business to invest in the construction of homes for their employees. Another possibility involves offering incentives to those who choose to rehabilitate existing homes in older areas of Midland. Also, the market will be explored for possible development of condominiums in Midland and the determination of the City's role in such a venture.

Finally, several funding issues are being examined, including expansion of 4B fund usage, the financial impact of Homestead Exemption for property taxes, and a detailed review and comparative study of all General and Enterprise Fund fees.

ACCOUNTING SYSTEM AND BUDGETARY CONTROL

The accrual basis of accounting is used to report all City financial activity in the government-wide financial statements. Under the accrual basis, revenues are recognized in the accounting period in which they are earned. Expenses are recorded in the accounting period incurred.

The City uses the modified accrual basis of accounting for all Governmental Funds (General, Special Revenue, Debt Service, and Capital Projects), and the financial statements for these funds have been prepared on this basis. Under this basis, expenditures are recorded when liabilities are incurred and revenues are recorded when they become both measurable and available.

The accrual basis of accounting is followed for the Enterprise and Internal Service Funds. The financial statements for these funds are presented on that basis. Under the accrual basis, revenues are recognized in the accounting period in which they are earned. Expenses are recorded in the accounting period incurred.

The City Manager, through his appointee, the Director of Finance, is responsible for maintaining an adequate and effective system of accounts and for establishing and maintaining an internal accounting control system that gives reasonable assurance that assets are being safeguarded against loss from unauthorized use or disposition, and that the financial records can be relied upon for preparing financial statements and maintaining accountability for assets.

We believe that the City's internal controls adequately safeguard assets and provide reasonable assurance of proper recording of financial transactions. 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, which represents the financial plan for the ensuing fiscal year, includes proposed expenditures and the means of financing them. Public hearings are conducted at which comments from all interested persons concerning the budget are heard. The budget is legally enacted by the City Council through passage of an ordinance.

Appropriations are legally adopted at the division level for the General Fund and Debt Service Fund on a basis consistent with generally accepted accounting principles. Budgetary controls are maintained at the major category of expenditure level within each operating division. All anticipated expenditures are budgeted for control purposes. Encumbrances are used for managerial control through the year. Budget appropriations and encumbrances other than project appropriations lapse at the end of the fiscal year.

FINANCIAL PRACTICES

The City adheres to the following financial and managerial practices:

1. Prudent budgeting and effective budget control. Budgeting replacement of capital equipment as the need arises (office machines, automobiles, heavy equipment, etc.).
2. Prudent use of federal funds when available.
3. Pay-as-you-go financing of capital improvements where feasible.
4. Scheduling bond issues so that retirements over the life of the issues produce a total debt service schedule with a declining balance.
5. Plan capital improvements on a five-year plan, updated annually.
6. Passing a share of the cost of extending utilities and improvements in subdivisions to property owners of the subdivisions rather than to the general public.

7. Providing working capital in all funds sufficient to meet current operating needs.
8. Protection of investment principal, including required pledging of collateral to protect deposits within our depository bank.
9. Accounting and reporting in accordance with methods prescribed by the Governmental Accounting Standards Board (GASB), and making such reports available to bond rating agencies and other financially interested organizations.

MAJOR INITIATIVES

Service to the citizenry is a priority of governments. Maintaining and improving infrastructure and quality of life are a large part of that service. The City issued \$55,505,000 certificates of obligation during 2007 for the purpose of financing improvements and expansion to various City facilities and systems. As a part of those improvements, construction began in July 2007 on the Edgewood Booster Pump Station, estimated for completion in the second quarter of 2009 with an estimated cost of \$4.1 million. The Water Pollution Control Plant Digester Rehabilitation and Upgrades Project, with an estimated cost of \$8.1 million, was begun in September 2008. It is scheduled for completion in the first quarter of 2010.

In a continuing effort to improve service to the region's travelers, construction of Runway 10/28 Shoulders project was substantially completed during Fiscal Year 2008. Total project costs are an estimated \$2.4 million.

GENERAL GOVERNMENTAL FUNCTIONS

All eligible property within the City is subject to assessment, levy, and collection by the City of a continuing, direct ad valorem tax sufficient to provide for the payment of principal and interest on outstanding bonds within the limits prescribed by law, and the payment of operation and maintenance costs as approved by the City Council. According to Article V, Section 2, of the City Charter, the maximum tax levy is \$2.00 per \$100.00 of assessed valuation, which includes debt service. Based upon an assessed valuation of 100% of market valuation, the tax rate for Fiscal Year 2009 was established at 48.59 cents per \$100.00 of assessed valuation.

A comparison of tax rates, together with allocations to the General Fund and the Debt Service Fund are as follows:

Roll Year	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Fiscal Year	08/09	07/08	06/07	05/06	04/05
General Fund	\$.4352	\$.4633	\$.5102	\$.5545	\$.5604
Debt Service	<u>.0507</u>	<u>.0753</u>	<u>.0768</u>	<u>.0875</u>	<u>.0820</u>
Total	<u>\$.4859</u>	<u>\$.5386</u>	<u>\$.5870</u>	<u>\$.6420</u>	<u>\$.6424</u>

The City sales tax rate is 1%. Sales taxes are collected by the State of Texas (the State) and remitted to the City monthly. This source of revenue amounted to \$25,776,037, which was an increase of 12.6% from the prior fiscal year. Growth is expected to be moderate due to a deteriorating national economy and lower oil and gas prices.

Gross receipt taxes included franchise taxes levied on the electric, gas, telephone, water, sanitation, and cable television utilities. A hotel occupancy tax partially funds the operation of the Midland Center as well as funding economic development and promotion of tourism. The hotel occupancy tax was particularly strong during 2008, exceeding budget by \$660,000, or 37%.

DEBT ADMINISTRATION

The City's strong, positive, and responsive management is reflected by the fact the City has maintained and improved its strong ratings through the challenges of changing economies.

The City of Midland has never defaulted on any required debt payment or other debt obligation. Additional information regarding bonded debt is presented in the supplementary information in the statistical tables.

The following summary represents the ratings currently assigned to the City of Midland debt obligations by the major rating agencies:

	<u>Moody's Investment Service</u>	<u>Standard & Poor's</u>
General Obligation Bonds	Aa3	AA
Water and Sewer Revenue Bonds	Aa3	AA
Water and Sewer Variable Rate Junior Lien Revenue Bonds	A1	AA-

INVESTMENT POLICY

The City's investment policy has the following key objectives, which must be a part of any prudent investment strategy involving public funds:

1. To insure the highest degree of safety and security of public funds;
2. To insure that all obligations of the City are met on a timely basis, with the assistance of reliable, dependable, and timely commercial bank services; and
3. To obtain the highest return on cash balances not required for current obligations that can be obtained consistent with federal and state law, City Charter, and the City's investment policy.

The City's policy and procedures are in full compliance with the State's Public Funds Investment Act.

CASH MANAGEMENT

Cash temporarily idle during the year was invested in Agency Securities and in three 2a7-like pools. The City's cash management goal is to keep all funds fully invested. The average yield on these investments at September 30, 2008 was 2.864%. Investment income includes changes in the fair value of investments. Changes in fair value during the current year, however, do not necessarily represent trends that will continue; nor is it always possible to realize such amounts, especially in the case of temporary changes in the fair value of investments that the government intends to hold to maturity.

FISCAL RESPONSIBILITIES

The City adheres to a policy of a balanced budget and careful and conservative management of the City's resources, primarily on a pay-as-you-go basis. Because of this, the City has maintained and will maintain a strong financial condition for the benefit of its citizens.

AWARDS AND ACKNOWLEDGMENTS

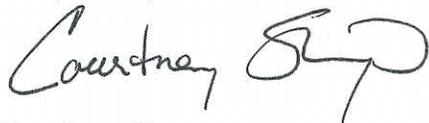
The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Midland, Texas, for its comprehensive annual financial report for the fiscal year ended September 30, 2007. This was the twenty-second consecutive year that the government has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

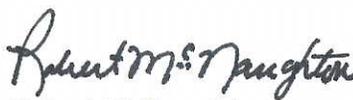
The preparation of this report, and the maintenance of the records upon which it is based, required the services and cooperation of the staff of the Accounting Division, together with assistance from other departments and divisions of the City, and the assistance of the City's independent auditors. All of these efforts are greatly appreciated.

We also wish to thank the Mayor and members of the City Council for their responsible manner of conducting the financial operations of the City.

Respectfully submitted,



Courtney Sharp
City Manager



Robert McNaughton
Director of Finance

Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Midland
Texas

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
September 30, 2007

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.



A handwritten signature in black ink, appearing to read "M. L. Post".

President

A handwritten signature in black ink, appearing to read "Jeffrey R. Emer".

Executive Director



CITIZENS OF MIDLAND

CITY COUNCIL

BOARDS & COMMISSIONS

INTERIM CITY MANAGER

INTERNAL AUDIT

BUDGET

CITY SECRETARY

CITY ATTORNEY

MUNICIPAL JUDGE

ASSISTANT CITY MANAGER

DEVELOPMENT SERVICES

COMMUNITY SERVICES

UTILITIES

FIRE

AIRPORTS

COMMUNICATIONS & INFORMATION SYSTEMS

PUBLIC INFORMATION

FINANCE

POLICE

FACILITIES & FLEET MANAGEMENT

ADMINISTRATIVE SERVICES

TRAFFIC ENGINEERING

HEALTH & SENIOR SERVICES

WATER & WASTE WATER MAINTENANCE

FIRE SUPPRESSION

INTERNATIONAL AIRPORT

INFORMATION SYSTEMS

ACCOUNTING

ADMINISTRATION

PURCHASING

PERSONNEL

ENGINEERING SERVICES

ANIMAL SERVICES

WATER & WASTE WATER OPERATIONS

EMERGENCY MEDICAL SERVICES

AIRPARK

COMMUNICATIONS MAINTENANCE

CUSTOMER SERVICE

FIELD OPERATIONS

WAREHOUSE

EMPLOYEE SAFETY & HEALTH

STREET MAINTENANCE

GOLF COURSE

SOLID WASTE

FIRE PREVENTION

INDUSTRIAL PARK

COMMUNICATIONS

PAYROLL

INVESTIGATIVE SERVICES

GARAGE

CODE ADMINISTRATION

PARKS & RECREATION

SANITARY LANDFILL

AIRPORT

INVESTMENTS

SUPPORT SERVICES

VEHICLE SERVICES

PLANNING

SCHARBAUER SPORTS COMPLEX

EMERGENCY MANAGEMENT

FACILITIES SERVICES

COMMUNITY DEVELOPMENT



XI

CITY OF MIDLAND
PRINCIPAL OFFICIALS

CITY COUNCIL

The Honorable W. Wesley Perry Mayor
A. Scott Dufford At Large Council Member
Jerry F. Morales At Large Council Member
LuAnn Morgan District 1 Mayor Pro Tem
Vicky Hailey District 2 Council Member
John H. James District 3 Council Member
Michael B. Trost District 4 Council Member

OTHER PRINCIPAL OFFICERS

Tommy T. Hudson Interim City Manager
Marcus Johnston Assistant City Manager
Keith Stretcher City Attorney
Kaylah J. McCord City Secretary
Price Robinson Interim Chief of Police
Russell Conley Fire Chief
Robert McNaughton Director of Finance
Monette Burke Director of Community Services
Marv Esterly Director of Airports
Charles Swallow Director of Development Services
Stuart Purvis Interim Director of Utilities
Mark Phillips Director of Facilities and Fleet Management



KPMG LLP
Suite 3100
717 North Harwood Street
Dallas, TX 75201-6585

Independent Auditors' Report

The Honorable Mayor, City Council, and City Manager
City of Midland, Texas:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Midland, Texas (the City), as of and for the year ended September 30, 2008, which collectively comprise the City's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Midland, Texas, as of September 30, 2008, and the respective changes in financial position and, where applicable, cash flows, thereof for the year ended in conformity with U.S. generally accepted accounting principles.

As described in note 1M to the basic financial statements, the City adopted Governmental Accounting Standards Board (GASB) Statement No. 50, *Pension Disclosures, an amendment of GASB Statements No. 25 and 27*, in fiscal year 2008.

In accordance with *Government Auditing Standards*, we have also issued our report dated February 24, 2009 on our consideration of the City's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis, Budgetary Comparison Schedule and Schedules of Funding Progress and Contributions on pages 3 through 18 and 87 through 91, respectively, are not a required part of the basic financial statements but are supplementary information required by U.S. generally accepted accounting principles. 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Midland's basic financial statements. The introductory section, combining and individual fund financial statements and schedules, statistical section, and supplemental section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The combining and individual fund financial statements and schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects, in relation to the basic financial statements taken as a whole. The introductory section, statistical section, and supplemental section have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we express no opinion on them.

KPMG LLP

February 24, 2009

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2008
(Unaudited)

As management of the City of Midland, Texas (City of Midland or City), we offer readers of the City's basic financial statements this narrative overview and analysis of the financial activities of the City of Midland for the fiscal year ended September 30, 2008. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in our letter of transmittal, which can be found on pages i-vii of this report. All amounts, unless otherwise indicated, are expressed in millions of dollars.

Financial Highlights

- The assets of the City of Midland exceeded its liabilities at the close of the most recent fiscal year by \$354 million (net assets). Unrestricted net assets of \$133.4 million, an increase of \$19.7 million from the prior year, may be used to meet the government's ongoing obligations to citizens and creditors.
- As of the close of the current fiscal year, the City of Midland governmental activities reported combined net assets of \$120.8 million, an increase of \$14.5 million in comparison with the prior year. Factors include \$3.2 million increase in sales taxes, \$0.5 million increase in hotel-motel taxes, \$1.8 million additional property tax revenue, \$0.9 decrease in investment earnings, \$0.9 million increase in charges for services and \$6.6 million in developer contributions. Approximately 48% of this total amount, \$58.0 million, is available for spending at the government's discretion (unrestricted net assets).
- As of September 30, 2008, unreserved fund balance for the General Fund was \$32.5 million, or 47.6% of total General Fund expenditures. At the close of the prior fiscal year, unreserved fund balance for the General Fund was \$29.8 million or 47.5% of that year's expenditures.
- The government's business-type activities total net assets increased from \$215.1 million in Fiscal Year 2007 to \$232.9 million in the current year, a change of 8.3%. Factors in this change were an \$8.3 million increase in charges for services, grants and contributions of \$4 million and \$2.2 million in unrestricted investment income.
- The City of Midland's total debt decreased by \$7.4 million during the current fiscal year. The source of this decrease was the retirement of \$7.4 million in debt principal.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the City of Midland's basic financial statements. The City of Midland's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to basic financial statements. This report also contains other required supplementary information in addition to the basic financial statements.

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
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(Unaudited)

Government-wide Financial Statements

The statement of net assets presents information on all of the City of Midland's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the City of Midland is improving or deteriorating.

The statement of activities presents information showing how the government's net assets changed during the most recent 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. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the City of Midland that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the City of Midland include general government, development services, community services, police and fire. The business-type activities of the City of Midland include airport, water and sewer, sanitation, sports complex and golf course operations.

The government-wide financial statements include not only the City of Midland itself (known as the primary government), but also a legally separate sports complex development corporation and a legally separate economic development corporation for which the City of Midland is financially accountable. Financial information for these component units is reported separately from the financial information presented for the primary government itself.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City of Midland, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City of Midland can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

1. Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-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 near-term financing requirements.

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Fund Financial Statements (continued)

1. Governmental Funds (continued)

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental 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 City of Midland maintains 21 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 the General Fund and the Debt Service Fund, both of which are considered to be major funds. Data from the other 19 governmental funds is combined into a single, aggregated presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

2. Proprietary Funds

The City of Midland 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 City of Midland uses enterprise funds to account for its airport, water and sewer, sanitation, sports complex and golf course operations. Internal Service Funds are an accounting device used to accumulate and allocate costs internally among the City of Midland's various functions. The City of Midland uses internal service funds to account for its warehouse, garage and three self-insurance funds. Because the warehouse services predominantly benefit business-type rather than governmental functions, the Warehouse Fund has been included within business-type activities in the government-wide financial statements. The remaining internal service funds predominantly benefit governmental rather than business-type functions and have been included within governmental activities in the government-wide financial statements.

Proprietary funds provide the same type of information as the business-type activities in the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for the Airport Fund, the Water and Sewer Fund, the Sanitation Fund and for the Scharbauer Sports Complex Fund, each of which is considered to be a major fund of the City of Midland.

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Fund Financial Statements (continued)

2. Proprietary Funds (continued)

Although it does not meet the criteria for a major fund, the Golf Course Fund is also presented separately since it is the only remaining enterprise fund. Conversely, all 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 Basic Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Other Information

In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City of Midland's progress in funding its obligation to provide pension benefits to its employees and budgetary comparison schedules. The City of Midland adopts annual appropriated budgets for its General and Debt Service funds. A budgetary comparison schedule is presented as required supplementary information for the General Fund to demonstrate budgetary compliance.

The combining statements referred to earlier in connection with nonmajor governmental funds and internal service funds are presented immediately following the required supplementary information on pensions.

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the City of Midland, assets exceeded liabilities by \$354 million at the close of the most recent fiscal year and by \$321 million at the close of the previous fiscal year.

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
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Government-wide Financial Analysis (continued)

By far the largest portion of the City of Midland's net assets, 60%, reflects its investment in capital assets (e.g., infrastructure, land, buildings, machinery, and equipment), less any related debt used to acquire those assets that is still outstanding. The City of Midland uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City of Midland's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Table 1
City of Midland's Net Assets
(In Thousands)

	Governmental Activities		Business-type Activities		Totals	
	2008	2007	2008	2007	2008	2007
Current and other assets	\$78,060	\$77,542	\$142,821	\$134,396	\$220,881	\$211,938
Capital assets	82,411	70,591	221,444	213,506	303,855	284,097
Total assets	<u>160,471</u>	<u>148,133</u>	<u>364,265</u>	<u>347,902</u>	<u>524,736</u>	<u>496,035</u>
Long-term liabilities outstanding	33,738	36,530	120,208	124,551	153,946	161,081
Other liabilities	5,903	5,312	11,145	8,216	17,048	13,528
Total liabilities	<u>39,641</u>	<u>41,842</u>	<u>131,353</u>	<u>132,767</u>	<u>170,994</u>	<u>174,609</u>
Net assets:						
Invested in capital assets, net of related debt	62,688	53,379	149,715	146,453	212,403	199,832
Restricted	156	35	7,826	7,826	7,982	7,861
Unrestricted	<u>57,986</u>	<u>52,877</u>	<u>75,371</u>	<u>60,856</u>	<u>133,357</u>	<u>113,733</u>
Total net assets	<u><u>\$120,830</u></u>	<u><u>\$106,291</u></u>	<u><u>\$232,912</u></u>	<u><u>\$215,135</u></u>	<u><u>\$353,742</u></u>	<u><u>\$321,426</u></u>

The restricted portion of the City of Midland's net assets (\$8 million) represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net assets, \$133.4 million, may be used to meet the government's ongoing obligations to citizens and creditors.

At the end of the current fiscal year, the City of Midland is able to report positive balances in all three categories of net assets, both for the government as a whole, as well as for its separate governmental and business-type activities. The same situation held true for the prior fiscal year.

The government's net assets increased \$32.3 million during the current fiscal year. Net assets of governmental activities increased \$14.5 million while net assets of business-type activities increased \$17.8 million. The increase in governmental activities net assets is the product of increased revenue from sales taxes and property taxes, in addition to assets contributed by developers. The increase in the net assets of business type activities is attributable to assets contributed by developers, contributions associated with grants received and higher revenues in charges for services due to an increased population.

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Government-wide Financial Analysis (continued)

Table 2
City of Midland's Changes in Net Assets
(in Thousands)

	Governmental Activities		Business-type Activities		Totals	
	2008	2007	2008	2007	2008	2007
Revenues:						
Program revenues:						
Charges for services	\$8,624	\$7,724	\$69,607	\$61,287	\$78,231	\$69,011
Operating grants and contributions	1,504	1,619	363	441	1,867	2,060
Capital grants and contributions	7,295	4,409	3,641	6,447	10,936	10,856
General revenues:						
Property taxes	28,207	26,420	-	-	28,207	26,420
Sales taxes	25,776	22,536	-	-	25,776	22,536
Other taxes	13,945	12,211	-	-	13,945	12,211
Other	1,935	2,978	2,216	3,217	4,151	6,195
Total revenues	<u>87,286</u>	<u>77,897</u>	<u>75,827</u>	<u>71,392</u>	<u>163,113</u>	<u>149,289</u>
Expenses:						
General government:						
Administration	847	989	-	-	847	989
Support services	9,718	9,735	-	-	9,718	9,735
Fiscal management	1,614	1,505	-	-	1,614	1,505
Other	4,248	3,687	-	-	4,248	3,687
Development services	11,222	11,318	-	-	11,222	11,318
Community services	9,201	7,964	-	-	9,201	7,964
Police	18,938	17,502	-	-	18,938	17,502
Fire	16,391	15,132	-	-	16,391	15,132
Interest on long-term debt	1,085	1,071	-	-	1,085	1,071
Airport	-	-	8,047	7,541	8,047	7,541
Water and sewer	-	-	34,615	31,283	34,615	31,283
Sanitation	-	-	9,116	7,299	9,116	7,299
Sports complex	-	-	4,277	4,320	4,277	4,320
Golf course	-	-	1,478	1,503	1,478	1,503
Total expenses	<u>73,264</u>	<u>68,903</u>	<u>57,533</u>	<u>51,946</u>	<u>130,797</u>	<u>120,849</u>
Increase in net assets before transfers	14,022	8,994	18,294	19,446	32,316	28,440
Transfers	517	3,582	(517)	(3,582)	-	-
Increase in net assets	14,539	12,576	17,777	15,864	32,316	28,440
Net assets - October 1	106,291	93,715	215,135	199,271	321,426	292,986
Net assets - September 30	<u>120,830</u>	<u>106,291</u>	<u>\$232,912</u>	<u>\$215,135</u>	<u>\$353,742</u>	<u>\$321,426</u>

CITY OF MIDLAND, TEXAS
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Governmental Activities

Table 3
City of Midland's General Revenues
(in Thousands)

	2008	2007	Increase (decrease)
Property taxes	\$28,207	\$26,420	\$1,787
Sales taxes	25,776	22,536	3,240
Gross receipts taxes	11,082	9,906	1,176
Hotel/motel taxes	2,460	1,960	500
Other taxes	403	345	58
Unrestricted investment earnings	1,894	2,952	(1,058)
Miscellaneous	41	26	15
 Total general revenues	 <u>\$69,863</u>	 <u>\$64,145</u>	 <u>\$5,718</u>

The City's general revenues provided \$69.9 million, an increase of \$5.7 million from fiscal year 2007, to fund the costs associated with activities that are not self-supporting. It is anticipated that governmental activities will not be self-supporting and be paid for through general revenues.

Revenues for governmental activities were \$87.3 million, excluding transfers from other funds of \$0.5 million, and were used to pay for expenses associated with governmental activities of \$73.3 million. This is compared with revenues in Fiscal Year 2007 for governmental activities of \$77.9 million, excluding transfers from other funds of \$3.6 million, paying for governmental activities of \$68.9 million in that year.

The primary sources of revenue for governmental activities are taxes, fees, investment earnings and grants and contributions. During fiscal year 2008, property taxes generated \$28.2 million, an increase of \$1.8 million over the previous year, and were derived from a property tax base of \$5.955 billion, up from \$4.831 billion the previous year, combined with a property tax rate of 53.86 cents per hundred dollars valuation, down 0.0484 cents from the previous year. An economy driven by high oil prices, with related job growth, and the lowest unemployment rate in the state generated sales taxes of \$25.8 million, exceeding budget by approximately \$4.0 million, and an increase from the previous year of \$3.2 million. Gross receipts taxes, or franchise fees, contributed \$11.1 million to operations. Operating grants and contributions provided \$1.5 million, while capital grants and contributions provided another \$7.3 million. Developer contributions comprised \$6.6 million, or 90%, of the total capital contributions. Investment income provided \$1.9 million, a decrease of \$1.1 million. This was due to lower interest rates on the funds available for investment.

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Governmental Activities (continued)

The most significant expenses of governmental activities are those associated with providing police protection, fire protection, development services, community services and the support services necessary to provide these services. Police protection, \$18.9 million, and fire protection, \$16.4 million, represent a combined 48% of all governmental activities expenses this year, an increase of 1% over the previous year.

Development services, \$11.2 million, followed by the support services for all City functions, \$9.7 million, and community services, \$9.2 million, are the largest governmental activities expenses outside of public safety related costs. The governmental activities expenses were funded with \$8.6 million charged for services rendered, \$1.5 million received as operating grants and contributions, and \$70.4 million in general revenues and transfers. During Fiscal Year 2007, development services, \$11.3 million, followed by the support services for all City functions, \$9.7 million, and community services, \$8.0 million, were the largest governmental activities expenses outside of public safety related costs. The governmental activities expenses for Fiscal Year 2007 were funded with \$7.7 million charged for services rendered, \$1.6 million received as operating grants and contributions, and \$67.7 million in general revenues and transfers.

Business-Type Activities

Fiscal Year 2008 revenues of business-type activities contributed \$75.8 million to the operations of the City of Midland. Expenses of these activities were \$57.5 million before transfers of \$0.5 million, resulting in an increase to the City's net assets of \$17.8 million from business-type activities. Fiscal Year 2007 revenues of business-type activities contributed \$71.4 million to the operations of the City of Midland. Fiscal Year 2007 expenses of these activities were \$51.9 million before transfers of \$3.6 million, resulting in an increase to the City's net assets of \$15.9 million from business-type activities.

Charges for services for business-type activities increased 13.6%. Water and Sewer revenue accounts for the largest portion of this increase. A dry year, an increasing customer base and a rate increase of 1.25% in October 2007 generated \$6.5 million more in fiscal year 2008 than the previous year. Airport charges for services increased \$0.5 million due to positive growth in passenger numbers. Sanitation, the Scharbauer Sports Complex and Golf Course provided the remainder of business-type activity charges for services.

Grants and contributions, \$4.0 million, and investment earnings, \$2.2 million, were the other components of business-type activity revenue for the City. During fiscal year 2007, these two revenue streams were \$6.9 million and \$3.2 million, respectively. \$2.3 million of the decline in grant revenues is related to the completion of two large Airport projects in Fiscal Year 2008 with the majority of expenses in 2007. The \$1.0 million decrease in investment earnings is a result of decreased interest rates and the amount of investable funds.

Expenses of business-type activities, except Sanitation and the Golf Course, were less than revenues. The Water and Sewer system had \$34.6 million in expenses, prior to \$2.2 million in transfers, Airport expenses were \$8.0 million, and Sanitation had \$9.1 million in expenses. Expenses were \$4.3 million and \$1.5 million, respectively, for the Scharbauer Sports Complex and Golf Course. Sanitation losses are tied to high fuel costs, the purchase of additional containers for a growing population, and accelerated depreciation costs due to demolition of several large buildings. Net assets of all business-type activities, except Sanitation, increased from Fiscal Year 2007.

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Financial Analysis of the Government's Funds

As noted earlier, the City of Midland uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

1. Governmental Funds

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

As of the end of the current fiscal year, the City of Midland's governmental funds reported combined ending fund balance of \$47.5 million, a decrease of \$0.9 million in comparison with the prior year. Approximately 81.5% (\$38.7 million) of this total amount constitutes unreserved fund balance and is available for spending at the government's discretion. The remainder of fund balance is reserved to indicate that it is not available for new spending because it has already been committed 1) to liquidate contracts and purchase orders of the prior period (\$7.8 million), 2) to pay debt service (\$0.2 million), or 3) for a variety of other restricted purposes (\$0.8 million).

The General Fund is the chief operating fund of the City of Midland. At the end of the current fiscal year, unreserved fund balance of the General Fund was \$32.5 million, compared with \$29.8 million last year, while 2008 total fund balance increased to \$38.1 million from \$34.9 million in 2007. As a measure of the General Fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. Unreserved fund balance currently represents 47.6% of total General Fund expenditures, up from 47.5% in 2007, while total fund balance represents 55.8%, compared with 55.6% in 2007, of that same amount.

The fund balance of the City of Midland's General Fund increased by \$3.2 million during the current fiscal year. Key factors in this increase are as follows:

Sales taxes received were \$4.0 million greater than budget. Sales tax receipts are driven by numerous economic conditions. These receipts were up in accordance with continued growth in the local economy largely due to higher oil prices. Investment income, however, was \$0.3 million less than budget due to interest rates that were lower than anticipated. Intergovernmental grants were also \$0.2 million less than budget, due to less than anticipated expenditures for grant reimbursement. Licenses and permits reflected \$0.3 million over budget, while fines and forfeitures surpassed budget by \$0.7 million. The current housing shortage was the driving factor behind increased building permits, while improved collection of municipal court fines was the major factor in additional fines and forfeitures.

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Financial Analysis of the Government's Funds (continued)

1. Governmental Funds (continued)

Although the operating portion of the budget was \$2.2 million less than original budget, expenditures in total exceeded original budget by \$1.8 million. The components of this increase included capital project expenditures that were \$2 million greater than budget, \$0.7 million of which were funded by grant dollars or contributions, and \$2.6 million additional transfers to the Scharbauer Sports Complex to cover inception-to-date operating deficits. Detail of these expenditures by activity is listed in General Fund Budgetary Highlights below.

The Debt Service Fund has a total fund balance of \$0.2 million, down \$0.1 million from Fiscal Year 2007, all of which is reserved for the payment of debt service.

2. Proprietary Funds

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

Unrestricted net assets of the Water and Sewer Fund at the end of the year amounted to \$51.5 million, an increase of \$6.6 million from 2007. The change in Water and Sewer total net assets was \$11.1 million. Water and sewer revenue was \$6.4 million more than 2007, related to a dry year, larger customer numbers and a 1.25% increased rate for water and sewer. The fund received \$0.5 million less in developer contributions than in the prior year. Investment income also decreased by \$0.9 million due to lower interest rates and less investable cash.

Airport Fund unrestricted net assets amounted to \$8.1 million, up from \$6.4 million in Fiscal Year 2007. Airport Fund net assets invested in capital assets, net of related debt, decreased by \$0.6 million. The major source of the \$1.2 million change in Airport total net assets was \$1.7 million in capital grants.

Unrestricted net assets of the Sanitation Fund at the end of the year amounted to \$3.1 million, down from \$3.5 million in 2007. In addition, Sanitation Fund net assets invested in capital assets, net of related debt, decreased by \$1 million. The resulting change in total net assets of \$(1.3) million is mainly attributable to additional closure/postclosure care and depreciation related to accelerated use of the landfill to dispose of several large structures demolished downtown.

The Scharbauer Sports Complex Fund unrestricted net assets increased by \$5.9 million and total net assets increased by \$6.3 million compared with the prior fiscal year. The major component of this increase, \$3.4 million, was a transfer from the General Fund. Another \$0.8 million involves the Sports Complex Development Corporation contract revenue, which is a result of increased sales tax revenue to this component unit of the City of Midland.

Unrestricted net assets of the Golf Course Fund at the end of the year amounted to \$(0.8) million, up \$0.2 million from the previous fiscal year.

Other factors concerning the finances of these five funds have already been addressed in the discussion of the City of Midland's business-type activities.

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General Fund Budgetary Highlights

Differences between the original budget and the final amended budget resulted in a decrease in appropriations of \$0.14 million and can be briefly summarized, in thousands of dollars, as follows:

\$ (513)	miscellaneous changes in general government activities
\$ 537	increases allocated to development services
\$ 537	increases allocated to community services
\$(1,245)	decreases allocated to the police department
\$ 523	increases allocated to the fire department
\$ 22	increases allocated to other

The decrease of \$1.2 million in the police department is attributable to reduced personnel costs related to open positions (\$0.6 million) and costs for lodging prisoners (\$0.5 million), which were not estimable at September 30 due to changes in the contract with Midland County. Personnel shortages also accounted for \$(0.4) million of the decreased budget in general government. Capital project costs drove the increase in development services, whereas lack of rainfall caused an increase of \$0.3 million in the water budget for parks in community services. The increase in the fire department is tied to both personnel costs (\$0.3 million) and the expenditure of funds for capital projects (\$0.3 million) not in the original budget. There were also reallocations of original budget amounts among the various activities, including minor capital projects that had a zero dollar net effect.

With the adjustments made during Fiscal Year 2008, the actual-on-a-budgetary-basis expenditures were \$68.4 million, \$62.9 million in fiscal year 2007, compared to the re-estimated budget amount of \$68.4 million, \$62.9 million in Fiscal year 2007.

The City of Midland has an actual-on-a-budgetary-basis General Fund balance of \$38.1 million as of the fiscal year-end (\$34.9 million in Fiscal Year 2007), compared with the re-estimated budget fund balance of \$32.9 million (\$28.1 million in Fiscal Year 2007). The variance in the fund balance is due to the fact that the City of Midland does not adjust budget estimates for revenue items.

Capital Assets and Debt Administration

Capital Assets

The City of Midland's investment in capital assets for its governmental and business type activities as of September 30, 2008, amounts to \$303.9 million (net of accumulated depreciation), \$284.1 million (net of accumulated depreciation) at September 30, 2007. This investment in capital assets includes land, buildings, improvements, machinery and equipment, park facilities, roads and highways, water lines, and drainage improvements.

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Capital Assets and Debt Administration (continued)

Capital Assets (continued)

Table 4
Capital Assets at September 30, 2008
(Net of Depreciation, in Thousands)

	Governmental		Business-type		Totals	
	Activities		Activities			
	2008	2007	2008	2007	2008	2007
Land	\$ 3,637	\$ 3,637	\$ 9,542	\$ 9,542	\$ 13,179	\$ 13,179
Buildings	12,537	12,677	35,308	36,512	47,845	49,189
Improvements other than buildings	5,011	5,309	42,619	45,312	47,630	50,621
Machinery and equipment	12,893	11,995	4,247	3,307	17,140	15,302
Infrastructure	40,252	30,855	105,841	104,126	146,093	134,981
Other	389	507	1,411	1,481	1,800	1,988
Construction in progress	7,692	5,611	22,476	13,226	30,168	18,837
Totals	<u>\$ 82,411</u>	<u>\$ 70,591</u>	<u>\$ 221,444</u>	<u>\$ 213,506</u>	<u>\$ 303,855</u>	<u>\$ 284,097</u>

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

Development Services – Holiday Hill Road Extension northward from Briarwood Avenue to the new Reliever Route, which includes two lanes of arterial street, was brought to about 80% completion during 2008. Estimated to cost \$3.2 million, the project is administered by the Texas Department of Transportation and partially funded by the City.

Wadley Avenue resurfacing was completed from Loop 250 to Godfrey Ave at a cost of \$2.9 million.

Utilities – Construction continued on the Edgewood Booster Pump Station, estimated for completion in the second quarter of 2009 with an estimated cost of \$4.1 million.

Construction began in September of 2008 on the Water Pollution Control Plant Digester Rehabilitation and Upgrades Project. It is scheduled for completion in the first quarter of 2010 with an estimated cost of \$8.1 million.

Airport Projects – Construction of Runway 10/28 Shoulders was substantially complete at September 30. Final project cost is estimated to be \$2.4 million.

Snow removal/airfield sweepers were delivered, final payment pending acceptance by the City. Total estimated cost is \$656,757.

The Flight Information Display System Upgrade was completed at a total cost of \$550,858.

Additional information regarding capital asset activity of the City of Midland may be found in note #6 in the Notes to Basic Financial Statements.

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2008
(Unaudited)

Capital Asset and Debt Administration (continued)

Long-Term Debt

At the end of the current fiscal year, the City of Midland had total bonded debt outstanding of \$136.9 million. Of this amount, \$24.5 million is general government debt, \$23.9 million supported through the interest and sinking fund levy on property taxes and \$0.6 million supported by Water and Sewer system revenues. Business-type activity debt is supported by Water and Sewer system revenues, \$71.5 million, Golf Course revenues, \$0.6 million, a combination of Airport revenues and Airport passenger facility charges, \$11.0 million, and a contract with the Midland Football/Soccer and Baseball Development Corporation, \$29.3 million.

Table 5
Outstanding Bonded Debt, at Year-end
(in Thousands)

	Governmental Activities		Business-type Activities		Totals	
	2008	2007	2008	2007	2008	2007
	General Obligation Bonds serviced by tax revenues	\$ -	\$ 935	\$ -	\$ -	\$ -
Certificates of Obligation serviced by tax revenues	23,949	25,771	-	-	23,949	25,771
Notes Payable	595	665	40	44	635	709
Certificates of Obligation serviced by enterprise funds revenues	-	-	58,212	59,538	58,212	59,538
General Obligation Bonds serviced by enterprise funds revenues	-	-	36,698	38,477	36,698	38,477
Revenue Bonds	-	-	17,385	18,810	17,385	18,810
	<u>\$ 24,544</u>	<u>\$ 27,371</u>	<u>\$ 112,335</u>	<u>\$ 116,869</u>	<u>\$ 136,879</u>	<u>\$ 144,240</u>

The City of Midland's total bonded debt decreased by \$7.4 million during the current fiscal year. Debt serviced by tax revenues decreased by \$2.8 million and debt serviced by Enterprise Fund revenues decreased by \$4.6 million.

The City maintains Aa3 rating with Moody's Investment Service and AA rating with Standard & Poor's on both tax-supported debt and water and sewer revenue debt. Water and Sewer Junior Lien debt is rated A1 and AA- by the two agencies, respectively.

The City of Midland carefully plans debt acquisition to fund only capital replacement and new construction. This process includes matching the maturity of the debt to the useful lives of the assets to be funded, as closely as possible. This allows for the use of debt to compliment operations by allowing for matching the cash flows of asset cost to the period deriving the benefit from the asset.

Additionally, this allows the City to plan for and structure debt payments in such a manner that debt service tends to be generally declining across the years creating a known, decreasing demand upon resources for debt service and limiting the demand upon resources to a managed level. As a result of the development and refinement of this process, the impact of current debt upon present and future operations is minimized and annual operations can be based upon a known level of expendable, available resources to respond to the immediate needs of the City.

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2008
(Unaudited)

Capital Asset and Debt Administration (continued)

Long-Term Debt (continued)

The Constitution and Statutes of the State of Texas and the Charter of the City of Midland do not provide for a legal debt limit. However, the 8% debt limit rate used to calculate debt margin of \$284.6 million is that adopted by the City Council as a safe debt limit.

Additional information concerning the City's long-term debt may be found in note #9 in the Notes to Basic Financial Statements.

Economic Factors and Next Year's Budgets and Rates

The budgetary process for Fiscal Year 2009 focused on the allocation of limited resources to maintenance of the current level of City services and prioritizing supplemental requests for expanded or enhanced services, and decreasing the combined property tax rate to 48.59 cents per \$100 valuation. The budget presented for all City operations for the 2009 fiscal year totals \$167.4 million. This is an 11.1% increase from the Fiscal Year 2008 budget of \$150.7 million.

The Fiscal Year 2009 operating budget is supported by combined revenues of \$159.4 million, up \$14.9 million from budgeted Fiscal Year 2008. Sales tax and water and sewer revenue reflect the largest amount of increase over Fiscal Year 2008, at \$2.4 million and \$2.1 million, respectively. Water and sewer revenue is related to both increased customer numbers and a 1.25% increase in rates for water sales. Other major components of this increase include \$1.2 million increase in property tax collections and \$0.7 million additional franchise fees. Interest income is expected to decline \$0.5 million due to decreasing rates and a reduction in investable cash.

Total General Fund revenues for Fiscal Year 2009 are budgeted at \$79.68 million, an increase of \$9.71 million for Fiscal Year 2009 over budgeted Fiscal Year 2008 revenues. This amount mainly comprises a \$2.4 million increase in sales tax collections, \$2 million in increased property taxes collections, and \$2 million in governmental contributions.

The increased collections from property taxes are the result of a larger property tax base with a decreased tax rate of 48.59 cents per \$100 valuation, compared with a rate of 53.86 in Fiscal Year 2008. There was a decrease in the actual maintenance and operations tax rate from 46.33 to 43.52 cents per \$100 valuation. The increase in budgeted sales tax revenue is driven by numerous economic conditions. These receipts were up in accordance with a continued growth in the economy in Fiscal Year 2008. The growth of new businesses in the City and an increasing population also generated a positive influence. Gross receipts taxes are calculated as a percentage of revenue for various utilities. As their rates increase, so do the associated gross receipts taxes.

The expenditures budget for the General Fund is \$79.68 million. This yields a balanced budget for the 2009 fiscal year. The General Fund Unappropriated Fund Balance at its current level in

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2008
(Unaudited)

Economic Factors And Next Year's Budgets And Rates (continued)

relation to expenditures is essential for bond ratings, self-insurance considerations, disaster recovery and major economic or regulatory changes.

The Water and Sewer Fund revenues were budgeted to increase by 6.6% over budgeted 2008 revenues. This increase is based upon consideration of several factors, including increased customer numbers and a 1.25% increase in rates in October 2008. Annual water and sewer revenues should provide adequate cash flow for the fund. Also, this fund is required by debt covenants to maintain a net revenue to debt ratio of 1.5. The current rate structure should provide adequate revenues to meet this requirement.

Water and Sewer Fund expenses were budgeted \$2.0 million higher, or 5.06%, from the previous fiscal year. The largest single component of this increase is associated with the cost of water delivery to the City, which increased by \$1.0 million. Debt service also increased by \$0.4 million due to the first required principal payment on certificates of obligation for capital improvements to the water and sewer purification and distribution system. In addition, the rising price of fuel also had an impact on budgeted expenses.

Sanitation Fund revenues were budgeted to increase by 6.28% during Fiscal Year 2009 mainly attributable to growth within the City, including several annexed areas. This is expected to produce an additional \$340,000 and \$564,000 over 2008 budgeted revenue for garbage collection fees and landfill charges, respectively.

Expenses of this fund, exclusive of expenses to be incurred through expenditure of the Litter Abatement Contributions, increased by 7.8% mainly due to replacement of equipment and increased fuel costs. A portion of the landfill costs result from unfunded, federally mandated regulations and are mainly reflected in depreciation of capitalized costs and landfill closure costs.

The Sanitation Fund derives revenue from Litter Abatement Contributions and incurs expenses for litter abatement programs. These fines and fees were established by the City to assist with litter abatement through a program of voluntary contributions by citizens through their utility bills and fines levied against the owners of offending properties. The contribution rate is currently \$0.50 per month. Revenues of \$125,000 and expenses of \$325,550 are budgeted for this program.

Golf Course revenues are budgeted at \$1.48 million, reflecting a 7.4% increase as compared with Fiscal Year 2008 budgeted revenues, because of the maturity of the additional nine holes. Expenses are budgeted to increase by 6.47%.

The Golf Course Player Facility Charge (GPFC) is currently \$3.75 per round. One dollar of this amount is being used to assist with debt service costs associated with construction of the additional nine holes and expansion of other golf course facilities. The remaining \$2.75 is being used to pay for costs associated with a new irrigation system and other course improvements of \$2.1 million. The GPFC revenue is not available for general golf course operations and is not reflected in the revenue estimates. Each \$1.00 of the GPFC charge is estimated to raise approximately \$60,000 per year.

CITY OF MIDLAND, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2008
(Unaudited)

Economic Factors and Next Year's Budgets and Rates (continued)

Budgeted Airport Fund revenues reflect a \$455,015 increase due to greater usage of the parking lot and terminal building facilities with positive growth of enplanements and increased landing fee income. Airport Passenger Facility Charge revenues to be used in capital construction projects and the repayment of a major portion of the debt issued for construction of the new terminal building at the airport are not included in this total due to use restrictions.

Budgeted Airport expenses are up by \$237,395 or 2.5%. The primary source of this increase is light and power, which reflects \$154,300 more than fiscal year 2008. This is due to the rising cost of fuel and the associated impact on utilities. A reimbursement of \$1.4 million was budgeted to the General Fund for the cost of Fire and Police personnel assigned to the Airport, as well as other administrative costs. This charge was based upon a cost allocation study prepared by DMG Maximus in accordance with Office of Management and Budget Circular A-87 (OMB A-87).

The Scharbauer Sports Complex Fund was established to account for all facets of the operations of the Scharbauer Sports Complex. Fiscal year 2009 revenues of \$1.4 million are budgeted to cover expenses of \$3.1 million, after consideration of \$1.6 million in depreciation.

Request for Information

This financial report is designed to provide a general overview of the City of Midland's finances for all those with an interest in the government's finances. Questions concerning information provided in this report or requests for additional financial information should be addressed to the Finance Director, City of Midland, P.O. Box 1152, 300 N. Loraine, Midland, TX 79702-1152.

CITY OF MIDLAND, TEXAS
Statement of Net Assets
September 30, 2008

	Primary Government			Component Units	
	Governmental Activities	Business-Type Activities	Total	Sports Complex Development	Midland Development Corporation
ASSETS					
Cash and cash equivalents	\$ 53,872,838	\$ 63,598,168	\$ 117,471,006	\$ -	\$ 17,644,296
Investments	10,460,080	12,158,578	22,618,658	-	-
Receivables (net of allowance for uncollectibles)	11,916,351	5,419,694	17,336,045	1,217,667	1,416,388
Interest receivable	65,431	133,692	199,123	-	-
Due from component unit	-	1,217,667	1,217,667	-	-
Internal balances	5,123	(5,123)	-	-	-
Inventories	238,415	244,118	482,533	-	-
Prepaid items and other assets	95,355	38,842	134,197	-	-
Notes receivable	-	463,367	463,367	-	-
Deferred charges	161,938	1,253,436	1,415,374	-	-
Investment in Joint Venture	1,015,945	-	1,015,945	-	-
Restricted assets:					
Cash and cash equivalents	187,853	56,012,215	56,200,068	-	-
Investments	41,167	2,285,775	2,326,942	-	-
Interest receivable	-	185	185	-	-
Capital assets not being depreciated:					
Land	3,637,454	9,542,268	13,179,722	-	727,969
Construction in progress	7,691,742	22,475,960	30,167,702	-	-
Capital assets net of accumulated depreciation:					
Buildings	12,536,801	35,307,574	47,844,375	-	1,190,794
Improvements other than buildings	5,011,382	42,618,659	47,630,041	-	442,853
Machinery and equipment	12,892,791	4,247,318	17,140,109	-	2,544
Infrastructure	40,251,647	105,841,049	146,092,696	-	456,464
Other	388,909	1,411,138	1,800,047	-	-
Total assets	160,471,222	364,264,580	524,735,802	1,217,667	21,881,308
LIABILITIES					
Accounts payable and other current liabilities	5,712,821	7,130,138	12,842,959	-	226,685
Customer deposits	-	2,435,517	2,435,517	-	-
Accrued interest payable	88,943	529,515	618,458	-	-
Due to primary government	-	-	-	1,217,667	-
Unearned revenue	101,120	1,049,981	1,151,101	-	-
Noncurrent liabilities:					
Due within one year	8,088,210	6,021,041	14,109,251	-	-
Due in more than one year	25,649,987	114,186,877	139,836,864	-	-
Total liabilities	39,641,081	131,353,069	170,994,150	1,217,667	226,685
NET ASSETS					
Invested in capital assets, net of related debt	62,688,027	149,714,918	212,402,945	-	2,820,624
Restricted for:					
Debt service	156,130	2,826,071	2,982,201	-	-
Rate stabilization	-	5,000,000	5,000,000	-	-
Unrestricted	57,985,984	75,370,522	133,356,506	-	18,833,999
Total net assets	\$ 120,830,141	\$ 232,911,511	\$ 353,741,652	\$ -	\$ 21,654,623

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

CITY OF MIDLAND, TEXAS
Statement of Activities
For the Year Ended September 30, 2008

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		Component Units		
					Governmental Activities	Business-type Activities	Total	Sports Complex Development	Midland Development Corporation
Primary government:									
Governmental activities:									
General government:									
Administration	\$ 846,971	\$ 132,230	\$ -	\$ -	\$ (714,741)	\$ -	\$ (714,741)	\$ -	\$ -
Support services	9,718,018	325,548	-	-	(9,392,470)	-	(9,392,470)	-	-
Fiscal management	1,614,136	69,979	-	-	(1,544,157)	-	(1,544,157)	-	-
Other	4,247,860	-	-	-	(4,247,860)	-	(4,247,860)	-	-
Development services	11,221,695	1,378,365	607,362	7,182,908	(2,053,060)	-	(2,053,060)	-	-
Community services	9,200,826	1,001,491	408,612	8,023	(7,782,700)	-	(7,782,700)	-	-
Police	18,937,778	3,741,616	291,356	-	(14,904,806)	-	(14,904,806)	-	-
Fire	16,391,606	1,974,577	196,770	104,070	(14,116,189)	-	(14,116,189)	-	-
Interest on long-term debt	1,085,505	-	-	-	(1,085,505)	-	(1,085,505)	-	-
Total governmental activities	<u>73,264,395</u>	<u>8,623,806</u>	<u>1,504,100</u>	<u>7,295,001</u>	<u>(55,841,488)</u>	<u>-</u>	<u>(55,841,488)</u>	<u>-</u>	<u>-</u>
Business-type activities:									
Airport	8,047,073	8,663,825	183,054	1,712,366	-	2,512,172	2,512,172	-	-
Water and sewer	34,615,012	44,267,408	231	1,928,353	-	11,580,980	11,580,980	-	-
Sanitation	9,115,773	7,906,457	179,325	-	-	(1,029,991)	(1,029,991)	-	-
Sports complex	4,276,725	7,278,806	-	-	-	3,002,081	3,002,081	-	-
Golf course	1,478,505	1,491,119	-	-	-	12,614	12,614	-	-
Total business-type activities	<u>57,533,088</u>	<u>69,607,615</u>	<u>362,610</u>	<u>3,640,719</u>	<u>-</u>	<u>16,077,856</u>	<u>16,077,856</u>	<u>-</u>	<u>-</u>
Total primary government	<u>\$ 130,797,483</u>	<u>\$ 78,231,421</u>	<u>\$ 1,866,710</u>	<u>\$ 10,935,720</u>	<u>(55,841,488)</u>	<u>16,077,856</u>	<u>(39,763,632)</u>	<u>-</u>	<u>-</u>
Component units:									
Sports Complex Development Corporation	\$ 6,447,309	\$ -	\$ 3,300	\$ -	-	-	-	(6,444,009)	-
Midland Economic Development Corporation	2,733,810	-	-	-	-	-	-	-	(2,733,810)
Total component units	<u>\$ 9,181,119</u>	<u>\$ -</u>	<u>\$ 3,300</u>	<u>\$ -</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(6,444,009)</u>	<u>(2,733,810)</u>
General revenues:									
Property taxes					28,207,188	-	28,207,188	-	-
Sales taxes					25,776,037	-	25,776,037	6,444,009	6,444,009
Gross receipts taxes					11,082,067	-	11,082,067	-	-
Hotel-motel taxes					2,459,814	-	2,459,814	-	-
Other taxes					403,169	-	403,169	-	-
Unrestricted investment earnings					1,894,550	2,215,935	4,110,485	-	468,032
Miscellaneous					40,819	-	40,819	-	-
Transfers					517,195	(517,195)	-	-	-
Total general revenues and transfers					<u>70,380,839</u>	<u>1,698,740</u>	<u>72,079,579</u>	<u>6,444,009</u>	<u>6,912,041</u>
Change in net assets					14,539,351	17,776,596	32,315,947	-	4,178,231
Net assets – beginning					<u>106,290,790</u>	<u>215,134,915</u>	<u>321,425,705</u>	<u>-</u>	<u>17,476,392</u>
Net assets – ending					<u>\$ 120,830,141</u>	<u>\$ 232,911,511</u>	<u>\$ 353,741,652</u>	<u>\$ -</u>	<u>\$ 21,654,623</u>

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

CITY OF MIDLAND, TEXAS
Balance Sheet
Governmental Funds
September 30, 2008

	<u>General</u>	<u>Debt Service</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
ASSETS				
Cash and cash equivalents	\$ 28,012,740	\$ 187,853	\$ 8,858,896	\$ 37,059,489
Investments	6,053,248	41,167	786,218	6,880,633
Receivables (net of allowance for uncollectibles):				
Interest receivable	58,447	725	6,259	65,431
Property taxes	689,933	134,653	44,610	869,196
Sales taxes	4,870,669	-	-	4,870,669
Accounts receivable	3,983,093	3,445	834,057	4,820,595
Assessments receivable	-	-	523,134	523,134
Intergovernmental receivable	374,464	-	84,151	458,615
Prepaid items and other assets	73,357	-	-	73,357
Due from other funds	141,455	-	-	141,455
Advances to other funds	688,395	-	-	688,395
	<u>\$ 44,945,801</u>	<u>\$ 367,843</u>	<u>\$ 11,137,325</u>	<u>\$ 56,450,969</u>
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$ 1,801,900	\$ -	\$ 579,485	\$ 2,381,385
Accrued payroll	1,757,963	-	-	1,757,963
Retainage payable	-	-	18,439	18,439
Due to other funds	-	-	48,470	48,470
Deferred revenue	2,780,896	122,770	1,298,104	4,201,770
Unearned revenue	88,724	-	12,396	101,120
Other liabilities	454,421	-	573	454,994
Total liabilities	<u>6,883,904</u>	<u>122,770</u>	<u>1,957,467</u>	<u>8,964,141</u>
Fund balances:				
Reserved for:				
Prepayments	68,356	-	-	68,356
Advances	688,395	-	-	688,395
Encumbrances	4,845,103	-	2,930,939	7,776,042
Debt service	-	245,073	-	245,073
Unreserved, reported in:				
General fund	32,460,043	-	-	32,460,043
Special revenue funds	-	-	3,929,760	3,929,760
Capital projects funds	-	-	2,319,159	2,319,159
Total fund balances	<u>38,061,897</u>	<u>245,073</u>	<u>9,179,858</u>	<u>47,486,828</u>
Total liabilities and fund balances	<u>\$ 44,945,801</u>	<u>\$ 367,843</u>	<u>\$ 11,137,325</u>	

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	69,021,227
The City has an equity interest in a joint venture. This investment is not a current financial resource and, therefore, is not reported in the funds.	1,015,945
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.	4,363,708
Internal service funds are used by management to charge the costs of fleet management and self-insurance costs to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets (net of amount allocated to business-type activities of \$3,428,223)	
Cash	\$ 17,001,202
Investments	3,620,614
Receivables	374,142
Capital assets net of depreciation	13,389,499
Internal balances	(776,257)
Other assets	260,413
Current liabilities	(1,100,040)
Noncurrent liabilities	(4,784,984)
	27,984,589
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.	(29,042,156)
Net assets of governmental activities	<u>\$ 120,830,141</u>

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

CITY OF MIDLAND, TEXAS
Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
For the Year Ended September 30, 2008

	<u>General</u>	<u>Debt Service</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
REVENUES				
Taxes:				
Property	\$ 24,122,300	\$ 3,866,703	\$ 348,303	\$ 28,337,306
Sales	25,776,037	-	-	25,776,037
Gross receipts	11,082,067	-	-	11,082,067
Mixed beverage	319,331	-	-	319,331
Hotel-motel	-	-	2,459,814	2,459,814
Miscellaneous	83,838	-	-	83,838
Licenses and permits	1,175,585	-	285,735	1,461,320
Fines and forfeitures	3,166,584	-	-	3,166,584
Charges for services	2,289,241	-	-	2,289,241
Rentals	16,694	-	203,589	220,283
Assessments	-	-	120,613	120,613
Intergovernmental	970,550	-	964,422	1,934,972
Investment earnings:				
Interest income	1,262,683	34,408	359,928	1,657,019
Net decrease in the fair value of investments	(23,208)	(191)	(2,075)	(25,474)
Contributions and donations	205,805	-	-	205,805
Miscellaneous	224,288	-	249,638	473,926
Total revenues	<u>70,671,795</u>	<u>3,900,920</u>	<u>4,989,967</u>	<u>79,562,682</u>
EXPENDITURES				
Current:				
General government:				
Administration	734,604	-	-	734,604
Support services	9,855,289	-	-	9,855,289
Fiscal management	1,623,328	-	-	1,623,328
Development services	9,410,143	-	-	9,410,143
Community services	8,595,533	-	-	8,595,533
Police	19,210,537	-	-	19,210,537
Fire	16,466,900	-	-	16,466,900
Other	2,298,884	-	2,637,448	4,936,332
Debt service:				
Principal	-	2,808,488	-	2,808,488
Interest	-	1,282,233	-	1,282,233
Paying agents' fees	-	3,143	-	3,143
Capital outlay	-	-	6,336,797	6,336,797
Total expenditures	<u>68,195,218</u>	<u>4,093,864</u>	<u>8,974,245</u>	<u>81,263,327</u>
Excess (deficiency) of revenues over (under) expenditures	<u>2,476,577</u>	<u>(192,944)</u>	<u>(3,984,278)</u>	<u>(1,700,645)</u>
OTHER FINANCING SOURCES (USES)				
Transfers in	4,307,920	109,476	6,517	4,423,913
Transfers out	<u>(3,594,977)</u>	<u>-</u>	<u>(18,049)</u>	<u>(3,613,026)</u>
Total other financing sources (uses)	<u>712,943</u>	<u>109,476</u>	<u>(11,532)</u>	<u>810,887</u>
Net change in fund balances	3,189,520	(83,468)	(3,995,810)	(889,758)
Fund balances – beginning	<u>34,872,377</u>	<u>328,541</u>	<u>13,175,668</u>	<u>48,376,586</u>
Fund balances – ending	<u>\$ 38,061,897</u>	<u>\$ 245,073</u>	<u>\$ 9,179,858</u>	<u>\$ 47,486,828</u>

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

CITY OF MIDLAND, TEXAS
Reconciliation of the Statement of Revenues,
Expenditures, and Changes in Fund Balances of Governmental Funds
to the Statement of Activities
For the Year Ended September 30, 2008

Amounts reported for governmental activities in the statement of activities (page 20) are different because:

Net change in fund balances—total governmental funds (page 22)	\$ (889,758)
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	3,737,911
The net effect of various miscellaneous transactions involving capital assets (i.e., sales, trade-ins, and donations) is to increase net assets.	6,600,843
Governmental funds report investment in joint venture as an expenditure. However, in the statement of activities, this investment is treated as an asset.	235,000
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds (i.e., deferred revenues and earned but unavailable revenues).	421,452
The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	2,808,488
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.	73,196
Internal service funds are used by management to charge the costs of the garage, warehouse and three self-insurance funds to individual funds. The net revenue of certain activities of internal service funds is reported with governmental activities.	<u>1,552,219</u>
Change in net assets of governmental activities (page 20)	\$ <u>14,539,351</u>

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

CITY OF MIDLAND, TEXAS
Statement of Net Assets
Proprietary Funds
September 30, 2008

	Business-Type Activities—Enterprise Funds					Totals	Governmental Activities— Internal Service Funds
	Airport Fund	Water and Sewer Fund	Sanitation Fund	Scharbauer Sports Complex Fund	Nonmajor Fund		
ASSETS							
Current assets:							
Cash and cash equivalents	\$ 6,074,421	\$ 40,175,426	\$ 8,770,585	\$ 6,633,999	\$ 1,391,076	\$ 63,045,507	\$ 17,553,863
Investments	987,968	7,996,795	1,892,298	865,665	296,921	12,039,647	3,739,545
Interest receivable	9,469	94,303	18,138	7,732	2,997	132,639	34,431
Accounts receivable (net of allowance for uncollectibles)	487,750	4,615,220	300,724	16,000	-	5,419,694	340,764
Notes receivable	-	-	-	-	-	-	93,000
Inventories	-	-	-	-	-	-	482,533
Prepaid items and other assets	1,964	34,626	-	-	2,252	38,842	21,998
Due from component unit	-	-	-	1,217,667	-	1,217,667	-
Restricted assets:							
Customer deposits:							
Cash and cash equivalents	-	2,003,262	-	-	-	2,003,262	-
Investments	-	431,096	-	-	-	431,096	-
Bond construction fund:							
Cash and cash equivalents	289,044	44,603,375	-	9,736	2,081	44,904,236	-
Investments	18,053	1,135	-	83	99	19,370	-
Interest receivable	173	-	-	-	1	174	-
Bond debt service:							
Cash and cash equivalents	577,754	1,149,483	-	828,874	44,720	2,600,831	-
Investments	146,033	366,058	-	-	1,044	513,135	-
Total current assets	8,592,629	101,470,779	10,981,745	9,579,756	1,741,191	132,366,100	22,266,134
Noncurrent assets:							
Restricted assets:							
Bond retirement reserve:							
Cash and cash equivalents	-	2,825,954	-	-	-	2,825,954	-
Investments	-	106	-	-	-	106	-
Interest receivable	-	11	-	-	-	11	-
Rate stabilization funds:							
Cash and cash equivalents	-	3,677,932	-	-	-	3,677,932	-
Investments	-	1,322,068	-	-	-	1,322,068	-
Total restricted assets	-	7,826,071	-	-	-	7,826,071	-
Capital assets:							
Land	1,571,906	8,460,181	-	227,240	-	10,259,327	45,541
Buildings	46,877,355	1,405,407	275,117	-	374,304	48,932,183	1,777,640
Improvements other than buildings	6,140,339	5,683,033	9,568,658	43,914,200	4,460,640	69,766,870	114,615
Infrastructure	62,444,211	154,849,315	-	-	-	217,293,526	-
Machinery and equipment	5,412,838	2,036,919	191,460	1,564,060	6,272	9,211,549	33,053,205
Other	430,999	2,020,667	119,969	-	16,372	2,588,007	1,255,200
Construction in progress	3,875,638	18,342,725	60,299	197,299	-	22,475,961	928,224
Less accumulated depreciation	(54,781,699)	(81,670,094)	(9,777,082)	(10,833,039)	(2,021,543)	(159,083,457)	(23,784,926)
Total capital assets (net of accumulated depreciation)	71,971,587	111,128,153	438,421	35,069,760	2,836,045	221,443,966	13,389,499
Other noncurrent assets:							
Notes receivable	-	463,367	-	-	-	463,367	1,668,112
Debt origination fees	119,252	698,948	-	433,476	1,760	1,253,436	-
Total noncurrent assets	72,090,839	120,116,539	438,421	35,503,236	2,837,805	230,986,840	15,057,611
Total assets	80,683,468	221,587,318	11,420,166	45,082,992	4,578,996	363,352,940	37,323,745

LIABILITIES

Current liabilities:

Accounts payable	370,412	5,373,572	222,673	40,011	43,630	6,050,298	1,064,677
Accrued payroll	57,408	183,117	77,882	-	14,172	332,579	55,158
Retainage payable	20,915	550,716	2,479	-	-	574,110	-
Due to other funds	92,985	-	-	-	-	92,985	-
Customer deposits	-	2,435,517	-	-	-	2,435,517	-
Revenue bonds payable from unrestricted assets	-	869,167	-	-	-	869,167	-
General obligation bonds payable from unrestricted assets	487,500	-	-	519,167	-	1,006,667	-
Deferred amount on refunding	(2,190)	40,794	-	(192,889)	-	(154,285)	-
Certificates of obligation payable from unrestricted assets	-	737,917	-	475,417	61,067	1,274,401	-
Notes payable	-	3,300	-	-	93,000	96,300	-
Compensated absences	98,631	229,420	69,985	-	34,046	432,082	98,943
Estimated unpaid claims	-	-	-	-	-	-	2,009,124
Unearned revenue	-	999,769	25,212	25,000	-	1,049,981	-
Other liabilities	-	71,900	81,456	-	-	153,356	-

Current liabilities payable from
restricted assets:

Accrued interest payable	41,287	367,625	-	118,458	2,145	529,515	-
Revenue bonds payable	-	620,833	-	-	-	620,833	-
General obligation bonds payable	682,500	-	-	370,833	-	1,053,333	-
Certificates of obligation payable	-	527,083	-	339,583	43,619	910,285	-
Total current liabilities	<u>1,849,448</u>	<u>13,010,730</u>	<u>479,687</u>	<u>1,695,580</u>	<u>291,679</u>	<u>17,327,124</u>	<u>3,227,902</u>

Noncurrent liabilities:

Revenue bonds payable	-	15,895,000	-	-	-	15,895,000	-
General obligation bonds payable	9,790,000	-	-	26,390,000	-	36,180,000	-
Deferred amount on refunding	(7,666)	1,419,561	-	(1,339,480)	-	72,415	-
Certificates of obligation payable	-	51,400,000	-	2,710,000	456,840	54,566,840	-
Compensated absences	16,056	37,347	11,393	-	5,542	70,338	16,107
Estimated unpaid claims	-	-	-	-	-	-	2,666,924
Notes payable	-	36,550	-	-	1,668,112	1,704,662	-
Advances from other funds	-	-	-	-	688,395	688,395	-
Closure/postclosure care	-	-	7,364,878	-	-	7,364,878	-
Total noncurrent liabilities	<u>9,798,390</u>	<u>68,788,458</u>	<u>7,376,271</u>	<u>27,760,520</u>	<u>2,818,889</u>	<u>116,542,528</u>	<u>2,683,031</u>
Total liabilities	<u>11,647,838</u>	<u>81,799,188</u>	<u>7,855,958</u>	<u>29,456,100</u>	<u>3,110,568</u>	<u>133,869,652</u>	<u>5,910,933</u>

NET ASSETS

Invested in capital assets, net of related debt	60,916,962	80,468,775	438,421	5,614,059	2,276,701	149,714,918	13,389,499
Restricted for debt service	-	2,826,071	-	-	-	2,826,071	-
Restricted for rate stabilization	-	5,000,000	-	-	-	5,000,000	-
Unrestricted	<u>8,118,668</u>	<u>51,493,284</u>	<u>3,125,787</u>	<u>10,012,833</u>	<u>(808,273)</u>	<u>71,942,299</u>	<u>18,023,313</u>
Total net assets	<u>\$ 69,035,630</u>	<u>\$ 139,788,130</u>	<u>\$ 3,564,208</u>	<u>\$ 15,626,892</u>	<u>\$ 1,468,428</u>	<u>229,483,288</u>	<u>\$ 31,412,812</u>

Reconciliation to government-wide statement of net assets:

Adjustment to reflect the consolidation of Internal Service Fund activities related to Enterprise Funds.

3,428,223

Net assets of business-type activities

\$ 232,911,511

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

CITY OF MIDLAND, TEXAS
Statement of Revenues, Expenses, and Changes in Fund Net Assets
Proprietary Funds
For the Year Ended September 30, 2008

Business-Type Activities—Enterprise Funds

	Airport Fund	Water and Sewer Fund	Sanitation Fund	Scharbauer Sports Complex Fund	Nonmajor Fund	Totals	Governmental Activities— Internal Service Funds
Operating revenues:							
International Airport parking revenues	\$ 2,007,896	\$ -	\$ -	\$ -	\$ -	\$ 2,007,896	\$ -
International Airport building rentals	3,058,919	-	-	-	-	3,058,919	-
International Airport aviation rentals	240,575	-	-	-	-	240,575	-
International Airport landing fees	457,275	-	-	-	-	457,275	-
International Airport commercial rentals	121,803	-	-	-	-	121,803	-
International Airport fuel and oil commissions	96,305	-	-	-	-	96,305	-
Airpark rentals	142,097	-	-	-	-	142,097	-
Airpark fuel and oil commissions	17,474	-	-	-	-	17,474	-
Water sales	-	30,850,860	-	-	-	30,850,860	-
Sewer charges	-	8,721,080	-	-	-	8,721,080	-
Tap installations and service charges	-	330,177	-	-	-	330,177	-
Garbage collection fees	-	-	7,758,590	-	-	7,758,590	-
Penalties and Discounts taken	-	331,853	64,492	-	-	396,345	-
Bad debts	-	(75,000)	(15,000)	-	(1,609)	(91,609)	-
Course usage fees	-	-	-	-	723,295	723,295	-
Golf cart fees	-	-	-	-	472,933	472,933	-
Pro shop rentals	-	-	-	-	11,400	11,400	-
Snack bar concession rentals	-	-	-	-	52,785	52,785	-
Football-soccer stadium	-	-	-	262,846	-	262,846	-
Baseball stadium	-	-	-	328,322	-	328,322	-
Common areas	-	-	-	9,800	-	9,800	-
Public improvement district	-	1,062,610	-	-	-	1,062,610	-
Billings to other funds	-	-	-	-	-	-	7,792,688
Motor vehicle repair billings	-	-	-	-	-	-	3,114,020
Motor vehicle lease charges	-	-	-	-	-	-	3,359,935
Equipment lease—other	-	-	-	-	-	-	379,301
Charges for fuel	-	-	-	-	-	-	2,612,234
Employee payments	-	-	-	-	-	-	2,770,594
Miscellaneous	221,235	106,543	-	-	300	328,078	-
Total operating revenues	<u>6,363,579</u>	<u>41,328,123</u>	<u>7,808,082</u>	<u>600,968</u>	<u>1,259,104</u>	<u>57,359,856</u>	<u>20,028,772</u>
Operating expenses:							
Cost of goods sold	-	-	-	-	-	-	1,275,229
Salaries and fringe benefits	1,581,556	5,060,734	2,484,114	-	464,985	9,591,389	1,750,949
Contractual services	1,821,675	18,934,155	3,630,309	667,485	657,492	25,711,116	3,191,627
Maintenance of structure	116,312	287,597	5,803	46,369	54,782	510,863	11,011
Maintenance of equipment	57,173	404,643	29,753	2,163	19,065	512,797	1,249,528
Payment of claims	-	-	-	-	-	-	6,171,929
Franchise fees	-	2,393,628	318,444	-	-	2,712,072	-
Depreciation	3,680,895	3,502,808	1,118,829	1,685,799	201,108	10,189,439	2,276,884
Closure and postclosure care	-	-	866,914	-	-	866,914	-
Supplies	59,228	1,513,792	891,643	28,845	77,079	2,570,587	2,740,140
Other expenses	189,931	69,132	57,504	63,652	-	380,219	2,434
Total operating expenses	<u>7,506,770</u>	<u>32,166,489</u>	<u>9,403,313</u>	<u>2,494,313</u>	<u>1,474,511</u>	<u>53,045,396</u>	<u>18,669,731</u>

Operating income (loss)	<u>(1,143,191)</u>	<u>9,161,634</u>	<u>(1,595,231)</u>	<u>(1,893,345)</u>	<u>(215,407)</u>	<u>4,314,460</u>	<u>1,359,041</u>
Nonoperating revenues (expenses):							
Investment income:							
Interest income	224,120	3,482,825	344,362	179,909	50,963	4,282,179	759,449
Net increase (decrease) in the fair value of investments	(3,064)	(32,242)	(6,429)	(2,740)	(1,058)	(45,533)	(11,787)
Texas Small Business Industrial Development Corporation (TSBIDC) contract revenue	-	141,671	-	-	-	141,671	-
Interest expense	(545,918)	(2,548,296)	-	(1,779,479)	(109,346)	(4,983,039)	-
Rentals	-	84,141	-	-	-	84,141	-
Water royalties	69,970	-	-	-	-	69,970	-
Intergovernmental grants	183,054	231	43,786	-	-	227,071	-
Contributions	100,000	-	-	-	-	100,000	-
Gain on sale of capital assets	-	-	-	-	-	-	167,568
Recoveries of damages to City property	-	-	-	-	-	-	48,531
Passenger facility charge revenues	1,997,918	-	-	-	-	1,997,918	-
Player facility charge revenues	-	-	-	-	228,372	228,372	-
SCDC construction contract revenue	-	-	-	6,444,009	-	6,444,009	-
Litter abatement contributions	-	-	135,539	-	-	135,539	-
Other	8,209	1,018,209	98,375	15,577	614	1,140,984	38,439
Total nonoperating revenues	<u>2,034,289</u>	<u>2,146,539</u>	<u>615,633</u>	<u>4,857,276</u>	<u>169,545</u>	<u>9,823,282</u>	<u>1,002,200</u>
Income (loss) before contributions and transfers	<u>891,098</u>	<u>11,308,173</u>	<u>(979,598)</u>	<u>2,963,931</u>	<u>(45,862)</u>	<u>14,137,742</u>	<u>2,361,241</u>
Capital contributions	1,712,366	1,928,353	-	-	-	3,640,719	-
Transfers in	-	10,000	-	3,385,113	209,864	3,604,977	-
Transfers out	<u>(1,443,884)</u>	<u>(2,151,009)</u>	<u>(352,135)</u>	<u>(80,452)</u>	<u>(74,861)</u>	<u>(4,102,341)</u>	<u>(313,523)</u>
Change in net assets	1,159,580	11,095,517	(1,331,733)	6,268,592	89,141	17,281,097	2,047,718
Total net assets – beginning	<u>67,876,050</u>	<u>128,692,613</u>	<u>4,895,941</u>	<u>9,358,300</u>	<u>1,379,287</u>		<u>29,365,094</u>
Total net assets – ending	<u>\$ 69,035,630</u>	<u>\$ 139,788,130</u>	<u>\$ 3,564,208</u>	<u>\$ 15,626,892</u>	<u>\$ 1,468,428</u>		<u>\$ 31,412,812</u>

Reconciliation to government-wide statements of activities:

Adjustment to reflect the consolidation of Internal Service Fund activities related to Enterprise Funds.

495,499

Change in net assets of business-type activities

\$ 17,776,596

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

CITY OF MIDLAND, TEXAS
Statement of Cash Flows
Proprietary Funds
For the Year ended September 30, 2008

Business-Type Activities—Enterprise Funds

	Airport Fund	Water and Sewer Fund	Sanitation Fund	Scharbauer Sports Complex Fund	Nonmajor Fund	Total	Governmental Activities— Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES:							
Receipts from customers and users	\$ 7,623,166	\$ 41,635,060	\$ 7,865,264	\$ 603,883	\$ 1,259,104	\$ 58,986,477	\$ 3,332,344
Receipts from interfund services provided	130,610	-	-	-	-	130,610	17,258,178
Payments to suppliers	(2,065,014)	(20,205,493)	(4,866,326)	(847,148)	(820,343)	(28,804,324)	(14,535,031)
Payments to employees	(1,570,433)	(5,068,643)	(2,515,983)	-	(462,548)	(9,617,607)	(1,733,299)
Payments for interfund services used	-	(69,970)	-	-	-	(69,970)	-
Receipts from other operating revenues	8,209	1,102,350	98,375	15,577	614	1,225,125	-
Net cash provided (used) by operating activities	<u>4,126,538</u>	<u>17,393,304</u>	<u>581,330</u>	<u>(227,688)</u>	<u>(23,173)</u>	<u>21,850,311</u>	<u>4,322,192</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:							
Grants and contributions	283,054	231	179,325	-	-	462,610	9,829
Transfers from other funds	-	10,000	-	3,385,113	209,864	3,604,977	-
Transfers to other funds	(1,443,884)	(2,151,009)	(352,135)	(80,452)	(74,861)	(4,102,341)	(313,523)
Advances from other funds	-	-	-	-	69,263	69,263	-
Net cash provided (used) by noncapital financing activities	<u>(1,160,830)</u>	<u>(2,140,778)</u>	<u>(172,810)</u>	<u>3,304,661</u>	<u>204,266</u>	<u>34,509</u>	<u>(303,694)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:							
Capital contributions	1,712,366	-	-	-	-	1,712,366	-
Acquisition and construction of capital assets	(2,016,290)	(13,145,129)	(151,666)	(197,299)	-	(15,510,384)	(4,134,409)
Principal paid on capital debt, capital leases, and notes payable	(1,120,000)	(1,849,050)	-	(2,275,783)	(190,561)	(5,435,394)	-
Repayment of loans to other funds	-	-	-	-	-	-	89,049
Interest and fees paid on capital debt, capital leases, and notes payable	(518,150)	(4,682,984)	-	(1,509,693)	(108,977)	(6,819,804)	-
TSBIDC contract revenue	-	141,671	-	-	-	141,671	-
Proceeds from sales of capital assets	-	-	-	-	-	-	544,458
Passenger facility charge revenues	1,997,918	-	-	-	-	1,997,918	-
Player facility charge revenues	-	-	-	-	228,372	228,372	-
SCDC contract revenue	-	-	-	6,235,117	-	6,235,117	-
Net cash provided (used) by capital and related financing activities	<u>55,844</u>	<u>(19,535,492)</u>	<u>(151,666)</u>	<u>2,252,342</u>	<u>(71,166)</u>	<u>(17,450,138)</u>	<u>(3,500,902)</u>

CASH FLOWS FROM INVESTING ACTIVITIES:

Purchase of investments	(1,152,054)	(10,117,258)	(1,892,298)	-	(298,064)	(13,459,674)	(3,739,545)
Proceeds from maturities of investments	232,416	3,706,106	721,965	(865,715)	83,561	3,878,333	1,433,170
Interest received	<u>214,386</u>	<u>3,389,384</u>	<u>326,094</u>	<u>168,929</u>	<u>47,766</u>	<u>4,146,559</u>	<u>726,638</u>
Net cash used by investing activities	<u>(705,252)</u>	<u>(3,021,768)</u>	<u>(844,239)</u>	<u>(696,786)</u>	<u>(166,737)</u>	<u>(5,434,782)</u>	<u>(1,579,737)</u>
Net increase (decrease) in cash and cash equivalents	2,316,300	(7,304,734)	(587,385)	4,632,529	(56,810)	(1,000,100)	(1,062,141)
Cash and cash equivalents at beginning of year	<u>4,624,919</u>	<u>101,740,166</u>	<u>9,357,970</u>	<u>2,840,080</u>	<u>1,494,687</u>	<u>120,057,822</u>	<u>18,616,004</u>
Cash and cash equivalents at end of year	\$ <u>6,941,219</u>	\$ <u>94,435,432</u>	\$ <u>8,770,585</u>	\$ <u>7,472,609</u>	\$ <u>1,437,877</u>	\$ <u>119,057,722</u>	\$ <u>17,553,863</u>

Reconciliation of operating income to net cash provided (used) by operating activities:

Operating income (loss)	\$ <u>(1,143,191)</u>	\$ <u>9,161,634</u>	\$ <u>(1,595,231)</u>	\$ <u>(1,893,345)</u>	\$ <u>(215,407)</u>	\$ <u>4,314,460</u>	\$ <u>1,359,041</u>
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:							
Depreciation expense	3,680,895	3,502,808	1,118,829	1,685,799	201,108	10,189,439	2,276,884
Other income	78,179	1,102,350	98,375	15,577	614	1,295,095	77,141
Change in assets and liabilities:							
(Increase) decrease in accounts receivable	1,262,851	(215,116)	60,874	2,915	-	1,111,524	484,609
Increase in inventories	-	-	-	-	-	-	(27,469)
(Increase) decrease in prepaid items and other assets	(1,964)	54,581	260	-	4,700	57,577	(16,548)
Increase in public improvement district	-	(426,120)	-	-	-	(426,120)	-
Increase (decrease) in accounts payable	257,709	2,839,640	64,391	(38,634)	(16,625)	3,106,481	273,895
Increase (decrease) in accrued payroll	(5,710)	10,594	(920)	-	(983)	2,981	5,266
Increase (decrease) retainage payable	(76,440)	433,263	2,479	-	-	359,302	-
Increase in due to other funds	60,640	-	-	-	-	60,640	-
Increase in customer deposits	-	121,024	-	-	-	121,024	-
Decrease in estimated unpaid claims	-	-	-	-	-	-	(120,788)
Increase in unearned revenue	-	999,769	4,558	-	-	1,004,327	-
Increase (decrease) in compensated absences	16,833	(18,503)	(30,949)	-	3,420	(29,199)	12,384
Increase in closure/postclosure care	-	-	866,914	-	-	866,914	-
Decrease in other liabilities	<u>(3,264)</u>	<u>(172,620)</u>	<u>(8,250)</u>	<u>-</u>	<u>-</u>	<u>(184,134)</u>	<u>(2,223)</u>
Total adjustments	<u>5,269,729</u>	<u>8,231,670</u>	<u>2,176,561</u>	<u>1,665,657</u>	<u>192,234</u>	<u>17,535,851</u>	<u>2,963,151</u>
Net cash provided (used) by operating activities	\$ <u>4,126,538</u>	\$ <u>17,393,304</u>	\$ <u>581,330</u>	\$ <u>(227,688)</u>	\$ <u>(23,173)</u>	\$ <u>21,850,311</u>	\$ <u>4,322,192</u>

Noncash investing, capital, and financing activities:

Change in fair value of investments	\$ (3,064)	\$ (32,242)	\$ (6,429)	\$ (2,740)	\$ (1,058)	\$ (45,533)	\$ (11,787)
Contributions of capital assets	-	1,928,353	-	(221,625)	-	1,706,728	-

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



CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2008

1. Summary of Significant Accounting Policies

The City of Midland, Texas (the City) is a municipal corporation incorporated under the laws of the State of Texas (the State). The City operates under 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 City and its inhabitants.

The accounting policies of the City of Midland, as reflected in the accompanying financial statements, conform to generally accepted accounting principles for local government units as prescribed by the Governmental Accounting Standards Board (GASB), the accepted body for promulgating governmental accounting and reporting principles.

GASB Statement No. 34, as amended by GASB Statements No. 37 and 38, requires that the basic financial statements and required supplementary information (RSI) for general purpose governments should consist of:

- Management's Discussion and Analysis (MD&A) – MD&A is RSI presented before the basic financial statements, which introduces the basic financial statements and provides an analytical overview of the government's financial activities.
- Basic Financial Statements – The basic financial statements, including notes to the basic financial statements that are essential to a user's understanding of the statements, are presented at two basic levels:
 - A. The government-wide level where all statements are prepared using the economic resources measurement focus and the accrual basis of accounting. These statements present all assets, liabilities, revenues, expenses and gains and losses of the City and distinguish between governmental and business type activities of the City and activities of the City's discretely presented component units.
 - B. The fund level, where governmental fund statements are prepared using the current financial resources measurement focus and the modified-accrual basis of accounting, and proprietary fund statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Agency funds have no measurement focus.

These statements focus on information about the City's major governmental and enterprise funds.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

- RSI – Other than MD&A, RSI includes budgetary comparison schedules for the General Fund and any major Special Revenue Funds and other data, such as pension-related data, required by GASB statements.

A. The Financial Reporting Entity

The financial reporting entity presented in the basic financial statements of the City of Midland includes the primary government, the City of Midland, and its component units. Component units are legally separate organizations for which the City is financially accountable and organizations which, if excluded, would cause the City's basic financial statements to be misleading or incomplete. GASB Statement No. 14, as amended by GASB Statement No. 39, establishes the criteria to be considered in determining component units of a primary government.

These criteria are financial accountability, appointment of board members, imposition of will, financial burden on or benefit to the primary government, dependency, and accuracy and completeness of the reporting entity's financial statements. In the absence of financial accountability, if the organization is a legally separate, tax-exempt entity meeting the following criteria, it should also be discretely presented as a component unit:

1. The resources of the organization are entirely or almost entirely for the direct benefit of the City, its component units, or its constituents.
2. The City, or its component units, is entitled to, or has access to a majority of the resources of the organization.
3. The resources of the organization are significant to the City.

The Midland Football/Soccer and Baseball Complex Development Corporation (SCDC) and the Midland Development Corporation (MDC) are the only component units of the City and are discretely presented. The SCDC is discretely presented because it is a legally separate entity with a majority of its board appointed by the City and the City can impose its will upon the SCDC. Additionally, the City Council and the SCDC boards are not substantively the same and the SCDC does not provide services entirely or almost entirely to the City.

The SCDC is a legally separate nonprofit corporation organized under the Texas Development Corporation Act of 1979, Article 5190.6 Vernon's Texas Revised Civil Statutes Annotated as amended and governed by Section 4B of the Act. The purpose of the SCDC is to improve the quality of life and the public welfare of, for, and on behalf of the City by developing, implementing, providing, and financing the construction of a football-soccer stadium and baseball stadium and related infrastructure, streets, water and sewer facilities, landscaping, land

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

A. The Financial Reporting Entity (continued)

acquisition, automobile parking facilities and other related infrastructure and improvements. Complete audited financial statements of the SCDC may be examined at City of Midland, City Hall, 300 North Loraine, Room 320, Midland, Texas.

The MDC is discretely presented because it is a legally separate entity with a majority of its board appointed by the City and the City can impose its will upon the MDC. Additionally, the City Council and the MDC boards are not substantively the same and the MDC does not provide services entirely or almost entirely to the City.

The MDC is a legally separate nonprofit corporation organized under the Texas Development Corporation Act of 1979, Article 5190.6 Vernon's Texas Revised Civil Statutes Annotated as amended and governed by Section 4A of the Act. The purposes of the MDC include, but are not limited to, keeping existing jobs and businesses in the City, expansion of current and attraction of new business to the City, providing long-term employment opportunities, and other such purposes as delineated in Article 4 of the Articles of Incorporation of the MDC. Complete audited financial statements of the SCDC and MDC may be examined at City of Midland, City Hall, 300 North Loraine, Room 320, Midland, Texas.

B. Government-wide and Fund Financial Statements

As previously discussed, the basic financial statements of the City are presented at two basic levels, the government-wide level and the fund level. These statements focus on the City as a whole at the government-wide level and on major funds at the fund level. The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the nonfiduciary activities for the financial reporting entity of the City.

Although the effect of indirect interfund activity has been removed from these statements, interfund services provided and used are not eliminated in the process of consolidation. Governmental activities, which are normally supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for services. Likewise, the City is reported separately from certain legally separate component units that meet the criteria for discrete presentation as set forth in GASB Statements No. 14 and 39. The government-wide statement of net assets reports all financial and capital resources of the City and is presented in an "assets minus liabilities equal net assets" format. Assets and liabilities are presented in relative order of liquidity with liabilities that have an average maturity of more than one year separated into the amount due within one year and the amount due in more than one year.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

B. Government-wide and Fund Financial Statements (continued)

The government-wide statement of activities identifies the relative financial burden of each of the City's functions (Development Services, Community Service, Fire, Police, etc.) or segments (Water and Sewer, Sanitation, Golf Course, Airport, etc.) on the taxpayers by identifying direct expenses and the extent of self-support through program revenues. Direct expenses are clearly identifiable expenses that can be specifically associated with a function or segment. Program revenues are revenues derived directly from the function or segment, or from other sources that reduce the net cost of the function to be financed from general government revenues.

Program revenues are 1) charges to customers who purchase, use, or directly benefit from services provided by a function or segment and which are generated by that function, 2) grants and contributions restricted to operating requirements of a function or segment and 3) grants and contributions restricted to capital requirements of a function or segment. Items such as taxes, investment earnings and nonspecific grants are not included as program revenues but are instead reported as general revenues, which normally cover the net cost of a function or segment.

Internal service funds report activities that provide goods or services to the financial reporting entity on a cost-reimbursement basis. Any net profit or loss from these activities is allocated back to the function or segment that benefited from the goods or services provided based upon their proportionate benefit, to the extent possible. The effect of internal service fund activities in the government-wide statements is eliminated, as necessary, to avoid the effect of "doubling up" internal service fund activity. Any residual assets of internal service funds, except the Warehouse Fund, are reported with governmental activities at the entity-wide level. Residual assets of the Warehouse Fund are reported with business-type activities at the entity-wide level because the Warehouse Fund provides support predominantly to the enterprise funds.

Separate fund level financial statements are presented for governmental funds and proprietary funds. The financial information for each major fund is presented in a separate column, with nonmajor funds aggregated and displayed in a single column, on either the governmental or proprietary fund financial statements. A major fund is defined by GASB Statement No. 34, paragraph 76, as amended by GASB Statement No. 37, paragraph 15, as a fund meeting certain specific asset, liability, revenue, or expenditure/expense criteria relative to all funds of that type and relative to the total for all governmental and enterprise funds combined. Additionally, any fund deemed particularly important by the City may be reported as a major fund.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)B. Government-wide and Fund Financial Statements (continued)

Internal Service Funds, which traditionally provide services primarily to other funds of the government, are presented in summary form as part of the proprietary fund financial statements.

C. Measurement Focus and Basis of Accounting

The government-wide statements and proprietary fund statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Exchange and exchange-like transactions, transactions in which the City gives or receives value and receives or gives equal value, that create revenues, expenses, gains, losses, assets or liabilities are recognized when the exchange occurs. Nonexchange transactions, transactions in which the City gives or receives value without receiving or giving equal value in exchange, that result in revenues, expenses, gains, losses, assets or liabilities are recognized in accordance with GASB Statement No. 33, as amended by GASB Statements No. 34 and 36. The treatment of nonexchange transactions is grouped in four classes based upon the principal characteristics of the transaction and reported according to those characteristics. Property taxes are recognized 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. Capital assets are reported at historical cost and depreciated, except for inexhaustible assets such as land, in accordance with the City's depreciation policy. Governmental fund financial statements are reported using a current financial resources measurement focus and modified-accrual basis of accounting. Under the modified-accrual basis of accounting, revenues are recognized when susceptible to accrual, that is, 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. In the case of property and sales taxes, available means due within the current period and collected within the current period or soon enough thereafter to be used to pay liabilities of the current period. Such time thereafter shall not exceed 60 days. Ambulance and grant revenues are considered to be available if they are to be received within one year.

Expenditures are generally recorded when a liability is incurred. However, expenditures related to general long-term debt, compensated absences, and claims and judgments are recorded only when payment is due.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

C. Measurement Focus and Basis of Accounting (continued)

Governmental fund-level revenues that have been accrued based upon the susceptible to accrual concept are:

General Fund – ad valorem taxes, sales taxes, ambulance, interest and federal and state grant proceeds, except where such grants are expenditure driven and other requirements related to the grant have not been met.

Special Revenue Funds – ad valorem taxes, federal and state grant proceeds and interest, except where such grants are expenditure driven and other requirements related to the grant have not been met.

Debt Service Fund – ad valorem taxes and interest.

Capital Projects Fund – interest. Deferred revenue is recorded for assessments that are not available to meet liabilities of the current period. This deferred revenue is offset against assessments receivable to present a net amount that is both measurable and available to meet the liabilities of the current period.

Proprietary fund activities are accounted for using the economic resources measurement focus and the accrual basis of accounting. This measurement focus includes all assets and liabilities on the balance sheet. Operating statements using this focus present a net total assets view of increases (revenues) and decreases (expenses) in the fund.

Enterprise funds apply all applicable GASB pronouncements as well as all Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions and Accounting Research Bulletins issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The City has elected not to apply pronouncements of FASB issued after November 30, 1989, in accordance with GASB Statement No. 20. Proprietary fund operating statements distinguish between operating and nonoperating revenues and expenses. Operating revenues and expenses generally are the result of providing or delivering goods or services in association with the fund's principal ongoing operations.

The principal operating revenues of the City's water and sewer, sanitation, golf course, airport and sports complex fund are charges of this type. Operating expenses include the costs of administration, sales, services and depreciation. Transactions resulting in nonoperating revenues and expenses are normally created by such items as cash flows from capital and related financing activities, noncapital financing activities, investing activities, and include most nonexchange and exchange-like revenues such as the Passenger Facility Charges (PFC) reported in the Airport Fund. It is the City's general policy to first use restricted

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

C. Measurement Focus and Basis of Accounting (continued)

assets, such as the PFC revenues, for costs that meet the resource restrictions and then unrestricted assets as needed.

Internal service funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the government and other government units, on a cost-reimbursement basis. These activities include, but are not limited to, warehouse, garage, and self-insurance services for workers' compensation, medical/dental and general liability.

The following major funds are used by the City:

1. Governmental Funds

- a. General Fund – The principal operating unit of the City, this fund accounts for the primary activities of the City, such as police protection, fire protection, public works, maintenance of parks and general administration, which are not accounted for in any other fund.
- b. Debt Service Fund – This fund is used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest, and related costs.
- c. Other Governmental Funds – This is a summarization of all of the nonmajor governmental funds. Included are the following funds:
 1. Special Revenue Funds – These funds are used to account for specific revenues that are legally restricted to expenditure for a specific purpose.
 2. Capital Projects Funds – These funds account for financial resources to be used for the acquisition or construction of major capital assets other than those financed by business-type activities.

2. Proprietary Funds

- a. Water and Sewer Fund – This fund is used to account for the operation of the City's water and sewer utility. Activities of the fund include administration, operation and maintenance of the water and sewer system, and billing and collection for water and sewer services. The fund is also used to accumulate resources for

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

C. Measurement Focus and Basis of Accounting (continued)

2. Proprietary Funds (continued)

a. Water and Sewer Fund (continued)

certain capital projects and to meet the requirements of bond indentures, obligations for capital leases and other long-term obligations of the system. Charges to customers, based upon rates that are reviewed on a regular basis, and investment income provide the revenue stream to finance these costs.

b. Sanitation Fund – This fund is used to account for the collection of refuse, delivery of refuse to the landfill and landfill operations. The fund is also used to accumulate resources for certain capital projects and to meet the obligations for capital leases and other long-term obligations of the system. Charges to customers, based upon rates that are reviewed on a regular basis, and investment income provide the revenue stream to finance these costs.

c. Airport Fund – This fund is used to account for the operation and maintenance of the airfield, terminal building, parking facilities, general aviation airport, and industrial park. The fund is also used to accumulate resources for certain capital projects and to meet the requirements of bond indentures and other long-term obligations of the airport. Charges to customers provide the revenue stream to finance operating costs, some capital projects costs, and other long-term obligations of the airport. The Passenger Facility Charge, which is nonoperating revenue, is used to supplement charges to customers in supporting the requirements of bond indentures and certain capital projects.

d. Scharbauer Sports Complex Fund – This fund is used to account for the operation and maintenance of the sports complex, accumulate resources for capital projects, and meet the requirements of bond indentures, obligations for capital leases and other long-term obligations of the system. Operations, maintenance costs and obligations for capital leases are financed through user charges. Revenues to provide for the retirement of long-term debt associated with the construction of the complex are provided from a contract with the Midland Football/Soccer and Baseball Development Corporation.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

C. Measurement Focus and Basis of Accounting (continued)

2. Proprietary Funds (continued)

- e. Golf Course Fund – This fund does not meet the criteria for inclusion as a major fund. However, this is the only remaining proprietary fund of the City and as such is presented in a separate column. This fund is used to account for the operation and maintenance of the golf course, accumulate resources for capital projects, and meet the requirements of bond indentures and other long-term obligations of the system. All costs are financed through user charges.

3. Other Fund Types

Internal Service Funds – account for fleet management services, provision of goods through a warehouse, and self-insurance activities in the areas of workers' compensation, health and general liability to the financial reporting entity on a cost- reimbursement basis.

D. Cash, Cash Equivalents and Investments

Cash and cash equivalents include any cash on hand, demand deposits and any highly liquid investments that have an original maturity of three months or less from date of purchase. Investments in TexPool, LOGIC, and TexStar, 2a7-like pools are considered cash equivalents as the amounts are available on demand. Investments, other than investments in 2a7-like pools, are recorded at fair value based upon verifiable market prices.

E. Inventories and Prepaid Items

Inventories are valued at average cost. Inventories for all funds consist of expendable supplies and are recorded as expenditures or expenses, as appropriate, when consumed.

The City makes certain payments to vendors in the current year for expenses/ expenditures applicable to future accounting periods. A reserve for inventories and prepayments in governmental funds is recognized at the fund level to indicate that a portion of the fund balance is not appropriate for expenditure.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)F. Receivables, Payables and Interfund Transactions

Short-term loans between funds are reported as interfund receivables in the fund making the loan and as interfund payables in the fund receiving the loan. Arms-length transactions between funds for goods and services are reported as revenues in the selling fund and as expenses/expenditures in the acquiring fund. Any unpaid amounts are appropriately recorded as interfund receivables/payables when liquidation is expected within one year. If anticipated repayment is longer than one year, amounts are classified as advances to/from other funds. Flows of assets from one fund to another with no requirement for repayment or without an equivalent flow of assets in return are accounted for as transfers.

G. Capital Assets

Capital assets are defined as a purchase or other acquisition of any equipment, facilities or other similar assets or the cost of construction of such asset the cost of which is in excess of \$5,000 and has a useful life of more than one year. These assets include property, plant, equipment, infrastructure, and all other tangible and intangible assets purchased or acquired. Purchased or constructed assets are carried at historical cost or estimated historical cost. Infrastructure assets, which include streets and associated drainage, sidewalks, bridges, drainage systems, water and sewer systems, runways and taxiways, lighting systems and other similar type assets, have been recorded at historical cost for all assets acquired after April 1986. Infrastructure assets prior to April 1986 and after June 1980 were capitalized based upon estimated historical cost obtained from bond documents used to obtain financing for construction of infrastructure assets. Contributed assets are recorded at estimated fair value at the time of acquisition.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets for business-type activities is capitalized as part of the value of the asset. Capitalized interest in the amount of \$689,161 is included in the value of Water and Sewer Fund assets for Fiscal Year 2008. Depreciable capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Asset Classification</u>	<u>Years</u>
Buildings	10–40
Infrastructure	20–50
Improvements other than buildings	2–50
Machinery and equipment	4–30
Other	3–15

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

H. Compensated Absences

The City's employees earn vacation, which may either be taken or accumulated, subject to a specified maximum, until paid upon retirement or termination. For employees whose service date is prior to January 1, 1985, unused sick leave is accumulated up to certain limits, which are subject to specific reductions if paid in cash upon retirement or death. The City's employees are allowed to accumulate compensatory time up to a specified maximum.

The City has accrued vacation, sick leave, compensatory time and related salary payments based on the criteria set forth in GASB Statement No. 16. This liability has been accrued in the government-wide and proprietary fund statements. Governmental funds report liabilities only for the matured portion of these liabilities.

I. Federal and State Grants

Community Development Block Grants, Texas Department of Housing and Community Affairs Home Program Grants, Federal and State of Texas Equitable Property Sharing proceeds and certain other public safety grants are accounted for within special revenue funds. Other grants and entitlements received for purposes normally financed through the general government are accounted for within the General Fund. Grant revenues are recognized when the expenditures are accrued and other related requirements are met. Airport Improvement Program (AIP) grants are accounted for within the Airport Fund, which is an enterprise fund. Grant revenues are recognized on an accrual basis.

J. Long-Term Debt

General Obligation Bonds and Certificates of Obligation that have been issued to fund capital projects of the general government that are to be repaid from tax revenues of the City are reported in the government-wide statement of net assets.

Certificates of Obligation, which are secured by tax revenues, and Revenue Bonds, which have been issued to fund capital projects of proprietary funds that are to be repaid with funds from proprietary fund assets, are reported in the proprietary funds. Bonds payable are reported net of the associated premium or discount at the government-wide level and in the fund level proprietary fund statements.

The government-wide and proprietary fund level statements defer bond premiums, discounts and issuance costs and amortize these items over the life of the issue using the effective interest rate method. In the fund level statements, governmental fund types recognize these items in the current period.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies (continued)

K. Retirement Plans

The City has two separate defined-benefit retirement plans that cover substantially all employees. The Texas Municipal Retirement System provides benefits for all full-time employees who are not firefighters. The Midland Firemen's Relief and Retirement Fund provides benefits for all full-time firefighters. The City's contributions to both funds are recorded on an accrual basis.

L. Indirect and Centralized Expenses

The City does not allocate indirect expenses among functions. The City charges proprietary type funds for "centralized" expenses, which include an administrative overhead component, provided by the General Fund. These costs are determined on an annual basis through a full cost allocation study, except in the case of the Airport Fund. Airport Fund costs are determined in accordance with Office of Management and Budget (OMB) Circular A-87. However, the City does not charge the full cost determined through the OMB Circular A-87 study to the Airport Fund. All charges for these "centralized" expenses are treated as transfers in the proprietary funds.

M. Implementation of New Accounting Principles

In the preparation of the Fiscal Year 2008 basic financial statements, the City adopted the following accounting standards by the GASB:

GASB Statement No. 50 (GASB 50), *Pension Disclosures – An Amendment of GASB Statements No. 25 and No. 27*. This statement more closely aligns the financial reporting requirements for pensions with those for other postemployment benefits (OPEB), and in doing so, enhances information disclosed in notes to basic financial statements or presented as RSI by pension plans and by employers that provide pension benefits. The disclosures required by GASB 50 are included in note 7.

2. Reconciliation of Government-Wide and Fund Financial Statements

A. Explanation of Certain Differences between the Governmental Fund Balance Sheet and the Government-Wide Statement of Net Assets

The governmental fund balance sheet includes a reconciliation between fund balance – total government funds and net assets – governmental activities as reported in the government-wide statement of net assets. One element of that reconciliation explains that "long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds."

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

2. Reconciliation of Government-Wide and Fund Financial Statements (continued)A. Explanation of Certain Differences between the Governmental Fund Balance Sheet and the Government-Wide Statement of Net Assets (continued)

The details of this \$29,042,156 difference are as follows:

Bonds, notes payable and certificates of obligation payable	\$24,544,136
Accrued interest payable	88,943
Compensated absences	<u>4,409,077</u>
Net adjustment to reduce <i>fund balance – total governmental funds</i> to arrive at <i>net assets – governmental activities</i>	<u>\$29,042,156</u>

Another element of that reconciliation states that “Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred funds.”

The details of this \$4,363,708 difference are as follows:

Property taxes receivable	\$ 722,967
Lot clearing and paving liens receivable	1,456,737
Municipal court fines receivable	1,777,066
Ambulance receivable	245,000
Unamortized debt issuance costs	<u>161,938</u>
Net adjustment to increase <i>fund balance – total governmental funds</i> to arrive at <i>net assets – governmental activities</i>	<u>\$ 4,363,708</u>

B. Explanation of Certain Differences Between the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances and the Government-Wide Statement of Activities

The governmental fund statement of revenues, expenditures, and changes in fund balance includes a reconciliation between *net changes in fund balances – total governmental funds* and *changes in net assets of governmental activities* as reported in the government-wide statement of activities. One element of that reconciliation explains that “Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.”

The details of this \$3,737,911 difference are as follows:

Capital outlay	\$ 8,105,342
Depreciation expense	<u>(4,367,431)</u>
Net adjustment to increase <i>net changes in fund balance – total governmental funds</i> to arrive at <i>changes in net assets of governmental activities</i>	<u>\$ 3,737,911</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

2. Reconciliation of Government-Wide and Fund Financial Statements (continued)

B. Explanation of Certain Differences Between the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances and the Government-Wide Statement of Activities (continued)

Another element of that reconciliation states that “The net effect of various miscellaneous transactions involving capital assets (i.e., sales, trade-ins, and donations) is to increase net assets.”

The details of this \$6,600,843 difference are as follows:

Donations of capital assets increase net assets in the statement of activities, but do not appear in the governmental funds because they are not financial resources.	\$6,638,044
In the statement of activities, only the <i>gain</i> on the sale of capital assets is reported. However, in the governmental funds, the proceeds from the sale increase financial resources. Thus, the change in net assets differs from the change in fund balance by the cost of the capital assets sold.	(3,241)
Losses resulting from the disposition of assets are reflected in the statement of activities, whereas governmental funds do not report any loss associated with such dispositions.	<u>(33,960)</u>
Net adjustment to increase <i>net changes in fund balances – total governmental funds to arrive at changes in net assets of governmental activities</i>	<u>\$6,600,843</u>

Another element of that reconciliation states that, “The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets.”

Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.”

The details of this \$2,808,488 difference are as follows:

Principal repayments:	
General obligation debt	\$ 935,000
Certificates of obligation	1,803,488
Notes payable	<u>70,000</u>
Net adjustment to increase <i>net changes in fund balances – total governmental funds to arrive at changes in net assets of governmental activities</i>	<u>\$ 2,808,488</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

2. Reconciliation of Government-Wide and Fund Financial Statements (continued)

B. Explanation of Certain Differences Between the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances and the Government-Wide Statement of Activities (continued)

Another element of that reconciliation states that “Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.”

The details of this \$73,196 difference are as follows:

Reversal of prior year interest accrual	\$ 293,731
Accrued interest	(88,943)
Reversal of rebatable arbitrage	17,287
Amortization of issuance costs	(4,917)
Change in compensated absences	<u>(143,962)</u>
Net adjustment to increase <i>net changes in fund balances – total governmental funds to arrive at changes in net assets of governmental activities</i>	<u>\$ 73,196</u>

3. Deposits and Investments

Deposits – State statute requires that public funds in the City’s depository institution be secured by eligible securities, as defined in V.T.C.A., Local Government Code Chapter 2257, in an amount not less than the amount on deposit plus any accrued interest less any amount provided for by insurance of the United States or an instrumentality thereof.

The City’s depository agreement further restricts acceptable collateral, 65% secured by direct obligations of the United States and 35% meeting the requirements of Chapter 2257, and the level of collateral to 102% of City funds on deposit or the amount of City funds on deposit plus \$1,000,000, whichever is greater. City deposits were fully insured or collateralized as of September 30, 2008. At September 30, 2008, the carrying amount of cash for the City and MDC was \$447,941 and \$629,808, respectively. The bank balance of \$1,572,917 was insured by the Federal Deposit Insurance Corporation (FDIC) for \$100,000. The remaining bank balance was collateralized by securities, fair value of \$8,855,017 at September 30, 2008, held in the City’s name by the Federal Reserve Bank of Minneapolis as agent for the City.

In addition to these bank balances, the Federal Reserve Bank serves as Custodian for eligible federal treasury and agency securities in the amount of \$24,945,600.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

3. Deposits and Investments (continued)

Investments – The City's investment policies are governed by State statutes. The City's investment policies further limit State statutes such that eligible investments include the following:

A. Obligations of the United States or Its Agencies and Instrumentalities

1. United States of America Treasury Securities;
2. Government National Mortgage Association (Ginnie Mae or GNMA) fully modified pass through mortgage-backed obligations;
3. Farmers Home Administration (FmHA) obligations backed by the full faith and credit of the United States;
4. Small Business Administration (SBA) obligations backed by the full faith and credit of the United States;
5. Federal Home Loan Bank (FHLB) bonds;
6. Federal National Mortgage Association (Fannie Mae or FNMA) notes and debentures;
7. Farm Credit System obligations;
8. Student Loan Marketing Association (Sallie Mae) obligations;
9. Federal Home Loan Mortgage Corporation (Freddie Mac or FHLMC) obligations, i.e. discount notes or debentures.

B. Direct Obligations of the State of Texas or Its Agencies

Texas State, City, County, or School District General Obligation Bonds with a remaining maturity of ten years or less having been rated as to investment quality by Moody's or Standard and Poor's (nationally recognized investment rating firms) and having received a rating of no less than "A" or its equivalent.

C. Certificates of Deposit Issued by State and National Banks Domiciled in This State

Certificates of Deposit issued by state and national banks domiciled in this state that are: (1) guaranteed or insured by the Federal Deposit Insurance Corporation, or its successor; or (2) secured by obligations that are described in V.T.C.A., Local Government Code Sections 105.001 et seq.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

3. Deposits and Investments (continued)

D. Fully Collateralized Repurchase Agreements Having a Defined Termination Date

Fully collateralized direct repurchase agreements and reverse repurchase agreements with a defined termination date of no more than 90 days from the date such investment is purchased, and secured by obligations of the United States or its agencies and instrumentalities with a market value of not less than the amount of the funds disbursed and held by a custodian for the City.

Repurchase agreements must be purchased through a primary government securities dealer, as defined by the Federal Reserve, or a bank domiciled in Texas. Money received under the terms of a reverse repurchase agreement shall be used to acquire additional eligible investments whose maturity does not exceed the expiration date of the reverse repurchase agreement.

E. Money Market Funds

Money Market Funds fully authorized by State statute of both public and private sponsorship.

F. Other Securities or Obligations Approved by the City Council

Other such securities or obligations as authorized by State statute and approved by the City Council.

Investments of the City, other than for 2a7-like pools, are valued based upon quotes obtained from Bloomberg. Investments in 2a7-like pools are valued based upon the value of pool shares. No investments are reported at amortized cost. The City invests in three 2a7-like pools; the Local Government Investment Cooperative (LOGIC), TexStar, and the Texas Local Government Investment Pool (TexPool), all of which were created under the Interlocal Cooperation Act, Texas Government Code Ann. ch. 791 and the Texas Government Code Ann. ch. 2256.

LOGIC is governed by a five-member Board of Directors comprising three government officials or employees and two other persons with expertise in public finance representing the General Manager of LOGIC. Additionally, LOGIC has an 18- to 24-member advisory board. The Texas Treasury Safekeeping Trust Company (the Trust) is trustee of TexPool and is a limited purpose trust company authorized pursuant to Texas Government Code Ann. Section 404.103 for which the Texas State Comptroller is the sole officer, director and shareholder. The advisory board of TexPool is composed of members appointed pursuant to the requirements of the Public Funds Investment Act, Texas Government Code Ann. ch. 2256. TexStar is governed by a five-member Board of Directors comprising three government officials or employees and two other persons with expertise in public finance. Additionally, TexStar has an eight-member advisory board.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

3. Deposits and Investments (continued)

Fair value of the City's position in all three pools is, in all material respects, the same as the value of the pool shares. Investment income earned on pooled cash and investments is allocated to each fund based upon each fund's weighted average daily cash and investment balances.

State statutes permit the City to enter into reverse repurchase agreements, that is, a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. The market value of the securities underlying reverse repurchase agreements normally exceeds the cash received, providing the dealers a margin against a decline in market value of the securities. If the dealers default on their obligations to resell these securities to the City or provide securities or cash of equal value, the City would suffer an economic loss equal to the difference between the market value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. During the year ended September 30, 2008, the City invested in no reverse repurchase agreements.

Credit Risk – In compliance with the City's investment policy, as of September 30, 2008, the City minimized credit risk by limiting investments to the safest types of securities and diversifying the portfolio so that potential losses on individual securities were minimized. The 2a7-like pools (which represent approximately 87.4% of the portfolio) are rated AAAM by Standard and Poor's. The Federal Farm Credit Bank debt securities, Federal Home Loan Bank notes and Federal Home Loan Mortgage Corporation obligations were all rated AAA by Standard and Poor's.

Interest Rate Risk – As a means of minimizing risk of loss due to interest rate fluctuations, the City's investment policy requires that the portfolio remain sufficiently liquid to enable the City to meet operating requirements that might be reasonably anticipated. Liquidity shall be achieved by matching investment maturities with forecasted cash flow requirements. Liquidity and marketability will be ensured by investing in securities with active secondary markets. Final stated maturities may not exceed ten years with no more than 30% exceeding seven years and dollar weighted average portfolio maturity not to exceed five years in the investments listed above in sections A through F.

The City's investments carried at fair value as of September 30, 2008 are:

Investments:	Fair Value			Weighted Average Maturity (in years)
	Primary Government	Component Units	Total	
FHLB	\$ 9,939,100	\$ -	\$ 9,939,100	2.48
FHLMC	15,006,500	-	15,006,500	2.38
2a7-Like Pools	173,223,133	17,014,488	190,237,621	-
Total Fair Value	<u>\$ 198,168,733</u>	<u>\$ 17,014,488</u>	<u>\$ 215,183,221</u>	
Portfolio Weighted Average Maturity				2.40

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

3. Deposits and Investments (continued)

Concentration of Credit Risk – The City's investment policy states that the portfolio(s) shall be diversified by type of investment and maturities to reduce risks resulting from undue investment concentration. No more than 15% of the portfolio may be invested in any one, or more than 20% in the aggregate, of Farm Credit System obligations and Student Loan Marketing Association (Sallie Mae) obligations. At September 30, 2008, more than 5% of the City's investments are in Federal Home Loan Bank notes and Federal Home Loan Mortgage Corporation obligations. These investments are 5% and 7.6%, respectively, of the City's total portfolio. The investments in 2a7-like pools balance as of September 30, 2008, consisted of TexPool, LOGIC, and TexStar in the amounts of \$88,938,839, \$162,487, and \$84,121,807, respectively.

4. Property Taxes

Property taxes for the current fiscal year are levied on October 1; attach as an enforceable lien on property as of January 1; and become delinquent at January 31, unless the half-payment option is elected by the taxpayer, in which case one-half of the tax is due November 30, and the balance due the following June 30. On February 1, delinquent taxes are assessed a 6% penalty plus 1% interest. Penalty and interest rates each increase 1% per month through June. According to Article V, Section (2) of the City Charter, the maximum tax rate is \$2.00 per \$100.00 assessed valuation, which includes debt service. The combined tax rate of the 2007 tax roll or Fiscal Year 2007–2008 was \$0.5386 per \$100.00 assessed valuation, resulting in a tax levy in the amount of \$27,889,113 on an assessed valuation of \$5,178,075,141. The levy is composed of maintenance and operations levy of \$0.4633 and an interest and sinking fund (debt service) levy of \$0.0753 per \$100.00 assessed valuation. Property taxes are imposed nonexchange revenues and, as such, require different revenue recognition at the government-wide level and fund level.

In the government-wide statements, property taxes are recorded on an accrual basis with a receivable for any delinquent taxes and the associated revenue recognized at September 30 of each year. At the fund level, property tax revenues are recognized on the modified-accrual basis of accounting, meaning collected within the current period or soon enough thereafter, not to exceed 60 days, to be used to pay liabilities of the current period.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

5. Receivables

Receivables as of September 30, 2008 for the City's individual major and nonmajor funds, and internal service funds in the aggregate, including applicable allowances for uncollectible amounts, are as follows:

	General	Debt Service	Airport	Water and Sewer	Sanitation	Sports Complex	Nonmajor and Other Funds	Total
Receivables:								
Interest	\$ 58,447	\$ 725	\$ 9,642	\$ 94,314	\$ 18,138	\$ 7,732	\$ 43,688	\$ 232,686
Property Taxes	809,898	154,134	-	-	-	-	44,610	1,008,642
Sales Taxes	4,870,669	-	-	-	-	-	-	4,870,669
Accounts	4,594,663	3,445	415,149	5,666,281	415,852	16,000	1,174,821	12,286,211
Assessments	-	-	-	-	-	-	523,134	523,134
Intergovernmental	374,464	-	92,985	-	520	-	84,151	552,120
Gross receivables	10,708,141	158,304	517,776	5,760,595	434,510	23,732	1,870,404	19,473,462
Less: allowance for Uncollectibles	(731,535)	(19,481)	(20,384)	(1,051,061)	(115,648)	-	-	(1,938,109)
Net total receivables	<u>\$9,976,606</u>	<u>\$138,823</u>	<u>\$ 497,392</u>	<u>\$4,709,534</u>	<u>\$318,862</u>	<u>\$ 23,732</u>	<u>\$1,870,404</u>	<u>\$ 17,535,353</u>

The City reports deferred revenue, revenue earned but not available to liquidate liabilities of the current period, and unearned revenue, revenue received but not yet earned, in its governmental funds. At September 30, 2008, the composition of these revenues was as follows:

	<u>Unavailable</u>	<u>Unearned</u>
Delinquent property taxes receivable (General Fund)	\$ 600,197	\$ -
Lot clearing receivable (General Fund)	158,633	-
Municipal Court fines (General Fund)	1,777,066	-
Ambulance receivable	245,000	-
Delinquent property taxes receivable (Debt Service Fund)	122,770	-
Lot clearing receivable (other governmental funds)	774,970	-
Street paving liens receivable (other governmental funds)	523,134	-
Grant drawdowns prior to meeting all eligibility requirements	-	91,331
Prepayment of various charges	-	9,789
Total deferred/unearned revenue for governmental funds	<u>\$ 4,201,770</u>	<u>\$ 101,120</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

6. Capital Assets

Capital asset activity for the year ended September 30, 2008 was as follows:

Primary Government

	Beginning Balance	Additions/ Completions	Retirements/ Adjustments	Ending Balance
Governmental activities:				
Capital assets, not being depreciated:				
Land	\$ 3,637,454	\$ -	\$ -	\$ 3,637,454
Construction in progress	5,610,691	9,157,150	(7,076,099)	7,691,742
Total capital assets, not being depreciated	<u>9,248,145</u>	<u>9,157,150</u>	<u>(7,076,099)</u>	<u>11,329,196</u>
Capital assets, being depreciated:				
Buildings	19,911,880	477,590	-	20,389,470
Improvements other than buildings	10,554,502	224,222	-	10,778,724
Machinery and equipment	37,780,174	3,888,668	(2,920,660)	38,748,182
Infrastructure	66,304,661	12,162,350	-	78,467,011
Other	4,177,037	9,954	-	4,186,991
Total capital assets, being depreciated	<u>138,728,254</u>	<u>16,762,784</u>	<u>(2,920,660)</u>	<u>152,570,378</u>
Less accumulated depreciation for:				
Buildings	(7,234,385)	(618,284)	-	(7,852,669)
Improvements other than buildings	(5,245,376)	(521,966)	-	(5,767,342)
Machinery and equipment	(25,784,898)	(2,611,022)	2,540,529	(25,855,391)
Infrastructure	(35,450,159)	(2,765,205)	-	(38,215,364)
Other	(3,670,244)	(127,838)	-	(3,798,082)
Total accumulated depreciation	<u>(77,385,062)</u>	<u>(6,644,315)</u>	<u>2,540,529</u>	<u>(81,488,848)</u>
Total capital assets, being depreciated, net	<u>61,343,192</u>	<u>10,118,469</u>	<u>(380,131)</u>	<u>71,081,530</u>
Governmental activities capital assets, net	<u>\$ 70,591,337</u>	<u>\$ 19,275,619</u>	<u>\$ (7,456,230)</u>	<u>\$ 82,410,726</u>

	Beginning Balance	Additions/ Completions	Retirements/ Adjustments	Ending Balance
Business-Type activities:				
Capital assets, not being depreciated:				
Land	\$ 9,542,268	\$ -	\$ -	\$ 9,542,268
Construction in progress	13,226,012	16,100,939	(6,850,991)	22,475,960
Total capital assets, not being depreciated	<u>22,768,280</u>	<u>16,100,939</u>	<u>(6,850,991)</u>	<u>32,018,228</u>
Capital assets, being depreciated:				
Water rights	717,058	-	-	717,058
Buildings	48,932,171	7,900	-	48,940,071
Improvements other than buildings	69,261,427	505,445	-	69,766,872
Machinery and equipment	7,739,406	1,477,254	(5,112)	9,211,548
Infrastructure	210,481,175	6,812,352	-	217,293,527
Other	2,513,007	75,000	-	2,588,007
Total capital assets, being depreciated	<u>339,644,244</u>	<u>8,877,951</u>	<u>(5,112)</u>	<u>348,517,083</u>
Less accumulated depreciation for:				
Water rights	(717,058)	-	-	(717,058)
Buildings	(12,420,455)	(1,212,042)	-	(13,632,497)
Improvements other than buildings	(23,949,819)	(3,198,394)	-	(27,148,213)
Machinery and equipment	(4,432,246)	(537,096)	5,112	(4,964,230)
Infrastructure	(106,355,113)	(5,097,365)	-	(111,452,478)
Other	(1,032,327)	(144,542)	-	(1,176,869)
Total accumulated depreciation	<u>(148,907,018)</u>	<u>(10,189,439)</u>	<u>5,112</u>	<u>(159,091,345)</u>
Total capital assets, being depreciated, net	<u>190,737,226</u>	<u>(1,311,488)</u>	<u>-</u>	<u>189,425,738</u>
Business-type activities capital assets, net	<u>\$ 213,505,506</u>	<u>\$ 14,789,451</u>	<u>\$ (6,850,991)</u>	<u>\$ 221,443,966</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

6. Capital Assets (continued)

Depreciation expense was charged to functions/programs of the primary government as follows:

Governmental activities:	
General government	
Administration	\$ 99,321
Support services	181,988
Financial management	-
Development services	2,749,419
Community services	861,219
Police	175,003
Fire	300,481
Capital assets held by the government's internal service funds are charged to the various functions based on their usage of assets	<u>2,276,884</u>
Total depreciation expense – governmental activities	<u>\$ 6,644,315</u>
Business-type activities:	
Airport	\$ 3,680,895
Water and sewer	3,502,808
Sanitation	1,118,829
Scharbauer sports complex	1,685,799
Nonmajor fund	<u>201,108</u>
Total depreciation expense – business-type activities	<u>\$ 10,189,439</u>

Discretely Presented Component Units

Capital asset activity for MDC for the year ended September 30, 2008 was as follows:

	<u>Beginning Balance</u>	<u>Additions/ Completions</u>	<u>Retirements/ Adjustments</u>	<u>Ending Balance</u>
Capital assets, not being depreciated:				
Land	\$ 727,969	\$ -	\$ -	\$ 727,969
Construction in progress	-	-	-	-
Total capital assets, not being depreciated	<u>727,969</u>	<u>-</u>	<u>-</u>	<u>727,969</u>
Capital assets, being depreciated:				
Buildings	1,271,184	-	-	1,271,184
Improvements other than buildings	499,260	-	-	499,260
Machinery and equipment	8,120	-	-	8,120
Infrastructure	484,502	-	-	484,502
Total capital assets, being depreciated	<u>2,263,066</u>	<u>-</u>	<u>-</u>	<u>2,263,066</u>
Less accumulated depreciation for:				
Buildings	(48,547)	(31,843)	-	(80,390)
Improvements other than buildings	(31,394)	(25,013)	-	(56,407)
Machinery and equipment	(4,219)	(1,357)	-	(5,576)
Infrastructure	(18,329)	(9,709)	-	(28,038)
Total accumulated depreciation	<u>(102,489)</u>	<u>(67,922)</u>	<u>-</u>	<u>(170,411)</u>
Total capital assets, being depreciated, net	<u>2,160,577</u>	<u>(67,922)</u>	<u>-</u>	<u>2,092,655</u>
MDC capital assets, net	<u>\$ 2,888,546</u>	<u>\$ (67,922)</u>	<u>\$ -</u>	<u>\$ 2,820,624</u>

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit PlansA. Texas Municipal Retirement System1. Plan Description

The City provides pension benefits for all of its full-time employees who are not firefighters through a nontraditional, joint contributory, hybrid defined-benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 827 administered by TMRS, an agent multiple-employer public employee retirement system. Each of the 827 municipalities have an annual, individual actuarial valuation performed. All assumptions for the December 31, 2007 valuations are contained in the 2007 TMRS Comprehensive Annual Financial Report, a copy of which may be obtained by writing to P.O. Box 149153, Austin, TX 78714-9153.

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

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

Deposit rate:	7%
Matching ratio (City to employee)	2 to 1
A member is vested after	5 years
Members can retire at certain ages, based on the years of service with the City. The Service Retirement Eligibilities for the City are:	5 yrs/age 60, 20 yrs/any age

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)A. Texas Municipal Retirement System (continued)2. Funding Policy

Under the State law governing TMRS, the actuary annually determines the City's contribution rate. This rate consists of the normal cost contribution rate and the prior service cost contribution rate, both of which are calculated to be a level percentage of payroll from year to year. The normal cost contribution rate finances currently accruing monetary credits due to the City-matching percentage, such obligation related to an employee's retirement date, not when the employee's contributions are made. The normal cost contribution rate is the actuarially determined percentage of payroll necessary to satisfy the obligation of the City to each employee at the time his/her retirement becomes effective. The prior service contribution rate amortizes the unfunded (overfunded) actuarial liability (asset) over the remainder of the plan's 30-year amortization period. The projected-unit-credit-actuarial cost method (PUC) is used for determining the City's contribution rate. Both the employees and the City make contributions monthly. Since the City needs to know its contribution rate in advance for budgetary purposes, there is a one-year delay between the actuarial valuation that is the basis for the rate and the calendar year when the rate goes into effect (i.e., December 31, 2007 valuation is effective for rates beginning January 2009).

Contributions by the City were \$5,213,113 or 16.97% of covered payroll of \$30,719,577 as required by the actuarial valuation. Total payroll for Fiscal Year 2008 was \$42,579,842. Annual TMRS pension cost, net pension obligation (NPO) and related information for the last three years is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Annual required contribution (ARC)	\$ 5,213,113	\$ 4,762,096	\$ 4,477,462
Annual pension cost	5,213,113	4,762,096	4,477,462
Contributions made	5,213,113	4,762,096	4,477,462
Change in NPO	-	-	-
NPO, beginning of year	-	-	-
NPO, end of year	\$ -	\$ -	\$ -
Contributions as a percentage of annual pension cost	100%	100%	100%
Actuarial valuation date	December 31, 2007	December 31, 2006	December 31, 2005
Actuarial cost method	Projected Unit Credit	Unit Credit	Unit Credit
Amortization method	Level % of payroll	Level % of payroll	Level % of payroll
Asset valuation method	Amortized cost	Amortized cost	Amortized cost
Amortization period	30-year closed period	25-year open period	25-year open period
Actuarial assumptions:			
Investment rate of return	7%	7%	7%
Inflation rate	3.0%	3.5%	3.5%
Cost-of-living adjustments	1.5% (3.0% CPI)	None	None
Projected salary increases	3%	5%	5%

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)A. Texas Municipal Retirement System (continued)2. Funding Policy (continued)

At its December 8, 2007 meeting, the TMRS Board of Trustees (Board) adopted actuarial assumptions to be used in the actuarial valuation for the year ended December 31, 2007. A summary of actuarial assumptions and definitions can be found in the December 31, 2007 TMRS Comprehensive Annual Financial Report (CAFR).

Since its inception, TMRS has used the Unit-Credit-actuarial-funding method. This method accounts for liability accrued as of the valuation date, but does not project the potential future liability of provisions adopted by a city. Two-thirds of the cities participating in TMRS, including the City of Midland, have adopted the Updated Service Credit and Annuity Increases provisions on an annually repeating basis. For the December 31, 2007 valuation, the TMRS Board determined that the Projected Unit Credit funding method should be used, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually repeating basis.

In addition, the Board also adopted a change in the amortization period from a 25-year "open" to a 25-year "closed" period. TMRS Board 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 will be increased to 30 years, unless a city requests that the period remain at 25 years. For cities with repeating features, these changes would likely result initially in higher required contributions and lower funded ratios; however, the funded ratio should show steady improvement over time. To assist in this transition to higher rates, the Board also approved an 8-year phase-in period, which will allow cities the opportunity to increase their contributions gradually (approximately 12.5% each year) to their full rate (or their required contribution rate).

If the changes in actuarial funding method and assumptions had not been adopted for the 2007 valuation, the City's unfunded actuarial accrued liability would have been \$37,823,559 and the funded ratio would have been 72.2%.

In addition, TMRS is currently working on its legislative package for 2009. There is a possibility that the investment rate of return (IRR) assumption of 7% would need to be lowered if desired legislation for the 2009 session is unsuccessful. Maintaining a 7% IRR assumption is contingent in part on the continued diversification of the TMRS portfolio, from an almost exclusive bond portfolio to a portfolio that includes equities as well. If

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)

A. Texas Municipal Retirement System (continued)

2. Funding Policy (continued)

state legislation needed to facilitate the continued diversification is not enacted, TMRS may have to revisit the continued diversification of the portfolio and consider reducing the assumed IRR. A reduction in the IRR would result in increased actuarial accrued liabilities, thus causing further increases in city contribution rates, following the December 31, 2009 actuarial valuation.

3. Funded Status and Funding Progress

As of December 31, 2007, the most recent actuarial valuation date, the plan was 66.35% funded. The actuarial accrued liability for benefits was \$147.9 million, and the actuarial value of assets was \$98.1 million, resulting in an unfunded actuarial accrued liability (UAAL) of \$49.8 million. The covered payroll (annual payroll of active employees covered by the plan) was \$30.7 million, and the ratio of UAAL to the covered payroll was 162.00%.

The schedule of funding progress, presented as required supplementary information following the notes, presents the six-year historical trend information relative to the funding progress and employer contributions.

B. Midland Firemen's Relief and Retirement Fund

1. Plan Description

The Board of Trustees of the Midland Firemen's Relief and Retirement Fund (the Fund) is the administrator of a single-employer defined benefit pension plan. The Fund is a separate legal entity with an independently elected board and issues its own audited financial statements. Additionally, the Fund has its own actuarial valuations performed as of December 31 in odd numbered years. The last actuarial valuation report available is for the year ended December 31, 2007. All assumptions for this valuation are contained in the Midland Firemen's Relief and Retirement Fund Actuarial Valuation Report and Review as of January 1, 2008, a copy of which may be obtained by writing the Midland Firemen's Relief and Retirement Fund Board of Trustees, 1500 W. Wall, Midland, TX 79701.

A degree of financial dependence upon the City does exist to the extent the City makes contributions to the Fund equal to 20.2% of plan participants' pay. In the City's professional judgment, this dependence is

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)B. Midland Firemen's Relief and Retirement Fund (continued)1. Plan Description (continued)

not sufficient to warrant inclusion of the Fund's activities within the City's basic financial statements.

Firefighters in the Midland Fire Department are covered by the Midland Firemen's Relief and Retirement Fund. The table below summarizes the membership of the fund at December 31, 2007, December 31, 2006, and December 31, 2005:

	<u>Dec. 31,</u> <u>2007</u>	<u>Dec. 31,</u> <u>2006</u>	<u>Dec. 31,</u> <u>2005</u>
Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits but not yet receiving them	122	118	106
Current employees			
a. Vested	102	106	106
b. Nonvested	<u>84</u>	<u>81</u>	<u>79</u>
Total	<u>308</u>	<u>305</u>	<u>291</u>

The Midland Firemen's Relief and Retirement Fund provides service retirement, death, disability and withdrawal benefits. These benefits become fully vested after 20 years of credited service. Employees may retire with a normal retirement benefit at age 50 with 20 years of service. A partially vested benefit is provided for employees who terminate employment with at least 10 but less than 20 years of service. Firefighters may retire with 25 years of service at any age. Employees are also eligible for a reduced early service retirement benefit upon termination of eligible employment with between 20 and 25 years of service and after attaining age 45. Benefits of retired firefighters are determined on a "formula" plan with normal benefits based on a percentage of the highest 60 months' average pay: 75% plus \$80 per month for each service year in excess of 20 years to the last completed month for service and disability benefits.

Widow benefits are based on 75% of the benefit the deceased firefighter would have been entitled to as a normal service retirement based upon the firefighter's salary and service at the time of death. The widow's benefit is 75% of the benefit the firefighter was receiving at the time of death if the firefighter was retired. Children's benefits until age 22 are 9.67% of the firefighter's average highest 60 months' pay if there is a surviving spouse. If there is no surviving spouse, children receive 22.50% of the firefighter's average highest 60 months' pay.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)B. Midland Firemen's Relief and Retirement Fund (continued)1. Plan Description (continued)

There are three Deferred Retirement Option Plans (DROP) and a 100% joint and survivor option. DROP 1 allows a firefighter to contract with the fund to retire while he/she continues to be employed as a regular firefighter.

His/her benefit and contributions are accumulated in a separate account with interest. DROP 1 may last no longer than three years at which time he/she leaves the Fire Department, receives his/her accumulated lump sum and begins receiving benefits as contracted for three years earlier.

DROP 2 is a reverse plan whereby the firefighter contracts to receive 90% of his/her normal retirement benefit and receives as a lump sum the reduced monthly benefit multiplied by 24 months.

DROP 3, which became effective September 1, 1998, allows a firefighter with at least 20 years of service and age 50 to declare his/her effective retirement date as no earlier than the date he/she actually had 20 years of service and was at least 50 years old. He/she receives a lump sum consisting of the benefit as of the effective date, his/her contributions since that date and interest thereon. A firefighter can DROP back to no more than three years. The 100% joint and survivor option allows the firefighter and his/her spouse to receive the same benefit for life, the normal benefit being reduced by 10% plus 0.4% per year that the beneficiary's age is less than the firefighter's age and minus 0.4% that the beneficiary's age is greater than the firefighter's. All benefits are subject to the IRS Sec. 415 limitation. Additionally, there is a \$10,000 death benefit for a beneficiary and a \$500 monthly supplement for the firefighter who retires at or after age 50 with 20 years of service or more. A 2% COLA is incorporated the January following 5 years of actual receipt of benefits and physical departure from the Fire Department. Under this plan, Midland firefighters are required to contribute 13.2% of their pay to the fund.

The City of Midland is statutorily required to make contributions that will equal the lesser of 9.00% or the firefighters' contribution rate. However, the City makes contributions equal to 20.20% of pay as authorized by Ordinance 8555 that adopted the Fiscal Year 2008 budget that incorporated the increase above the statutory rate. The benefit and contribution provisions of this plan, other than the City's contribution rate, are authorized by the Texas Local Fire Fighters Retirement Act (TELFRA).

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)B. Midland Firemen's Relief and Retirement Fund (continued)1. Plan Description (continued)

- a. Basis of Accounting – The Midland Firemen's Relief and Retirement Fund financial statements are prepared using the accrual basis of accounting. The fund's fiscal year is a calendar year. Employee and employer contributions are recognized as revenues in the period in which they are received by the Fund for benefit purposes but reported as accrued in the audited statements. Benefits paid and refunds of contributions are recognized when due and payable in accordance with the terms of the plan.
- b. Method Used to Value Investments – The Midland Firemen's Relief and Retirement Fund's investments are reported at fair value. Investments in securities traded on a national securities exchange are valued based on the latest quoted market price as of each year-end. Investments that are not traded on a national securities exchange are valued at their fair values determined by the Trustees based on the market values of similar investments or on the basis of information obtained from qualified sources such as the custodial bank trust department, brokers, pricing services or appraisers.

2. Summary of Significant Accounting Policies and Plan Asset Matters

In accordance with the policy of stating investments at market value, the amount reflected as the net appreciation (depreciation) in fair value represents the net changes in market values from the beginning of the year or date of purchase (whichever is later) to the end of the year, adjusted for securities sold during the year. The fund has investments in U.S. Treasury SEC Stripped Int, Federated International Small Company Fund Class A, and Westwood Trust Smid Cap Equity that represent 5% or more of the Fund's net assets. The fair value of these investments is \$3,772,925, \$388,390, and \$8,599,442, respectively. The Midland Firemen's Relief and Retirement Fund adopted the current plan effective October 1, 2000, amended November 1, 2002.

3. Funding Status and Progress

The Fund is required by statute to conduct actuarial studies once every three years and conducted the last study December 31, 2007 for the plan in effect at that time. The following disclosures relative to the funding and progress of the plan are made for the plan in effect and for the plan year ended December 31, 2008.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)

B. Midland Firemen's Relief and Retirement Fund (continued)

3. Funding Status and Progress (continued)

The funding policy of the Fund requires contributions equal to 13.2% of pay by the firefighters and 20.2% of pay by the City of Midland, effective October 1, 2007.

While the contribution requirements are not actuarially determined, State law requires that a qualified actuary must approve each plan of benefits adopted by the Fund. The actuary certifies that the contribution commitments by the firefighters and the City provide an adequate financing arrangement.

Contributions by the City were \$1,946,855, or 19.0% of covered payroll of \$7,315,382 (January through September 2007) and 20.2% of covered payroll of \$2,757,092 (October through December 2007), as required by the actuarial valuation. Total payroll for fiscal year 2008 was \$42,579,842. Annual FRRF pension cost, NPO and related information for the last three years are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
ARC	\$ 1,946,855	\$ 1,670,535	\$ 1,600,909
Annual pension cost	1,946,855	1,670,535	1,600,909
Contributions made	1,946,855	1,670,535	1,600,909
Change in NPO	-	-	-
NPO, beginning of year	-	-	-
NPO, end of year	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Contributions as a percentage of annual pension cost	100%	100%	100%
Actuarial valuation date	December 31, 2007	N/A	December 31, 2005
Actuarial cost method	Entry age normal	N/A	Entry age normal
Amortization method	Level % of payroll	N/A	Level % of payroll
Asset valuation method	Fair value	Fair value	Fair value
Amortization period	30 years open	N/A	30 years open
Actuarial assumptions:			
Investment rate of return	8.00%	8.00%	8.00%
Inflation rate	3.50%	3.50%	3.50%
Cost-of-living adjustments	2.00%	2.00%	2.00%
Projected salary increases	3.50%–6.00%	3.50%	3.50%

As of December 31, 2007, the most recent actuarial valuation date, the plan was 72.14% funded. The actuarial accrued liability for benefits was \$93.4 million, and the actuarial value of assets was \$67.4 million, resulting in an UAAL of \$26 million. The covered payroll (annual payroll of active employees covered by the plan) was \$10.4 million, and the ratio of the UAAL to the covered payroll was 251.4%.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)

B. Midland Firemen's Relief and Retirement Fund (continued)

3. Funding Status and Progress (continued)

The required supplementary information reporting the six-year historical trend information relative to the FRRF's funding progress and employer contributions is presented in the RSI Section of the City's CAFR, following the notes.

C. Deferred Compensation

The City offers all employees a deferred-compensation plan created in accordance with Internal Revenue Code Section 457. The plan permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency.

In compliance with the Small Business Job Protection Act of 1996 and the Taxpayer Relief Act of 1997, the nature of assets held by the U.S. Conference of Mayors and Hartford Variable Annuity Life Insurance Company is assets held in trust by the plan providers for the exclusive benefit of plan participants and their beneficiaries. The City retains no rights to plan assets or property nor has any liability for those assets.

D. Flexible Spending Account

The City has traditionally used an agency fund to account for the assets and liabilities associated with the employees' flexible spending account, known as a cafeteria plan, which was established under Section 125 of the IRS code. Administration of the plan was contracted to a third party administrator in January 2008. Employee contributions are transferred to the administrator and posted to a debit card which the employee may use to pay for qualified medical expenses. The City no longer retains any assets or liabilities of the plan.

E. Health Reimbursement Account

During fiscal year 2008, the City established a Health Reimbursement Account (HRA) in accordance with Internal Revenue Code Section 105-106 for employees who participate in the City's health insurance program. Administration of the plan is handled by a third party administrator. The City contributes \$750 per year for each eligible employee to pay medical expenses which meet the guidelines of the City's HRA plan. Reimbursement dollars received by the employee are tax free and unspent dollars can be rolled over from year to year.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

7. Employee Benefit Plans (continued)

F. Other Postemployment Retirement Benefits (OPEB)

The City of Midland allows retired employees to enroll in the City's health insurance plan. The City pays a fixed dollar amount toward the cost of group health coverage, based upon length of service (as of September 30, 2008, the amounts were \$235 per month for the retiree with 25 or more years service, \$210 for less than 25 years service, \$175 for less than 20 years service, and \$105 for 10 years or less service) or will provide a fixed dollar amount toward the purchase of a Medicare supplement policy (as of September 30, 2008, the amount was \$60 per month) if the retiree is eligible for Medicare. City contributions for these postemployment retirement benefits are strictly discretionary and are financed on a pay-as-you-go basis. OPEB expenditures/expenses during the year ended September 30, 2008 were \$429,029, and there were 286 retirees participating in the plan at that date. The retired employees are required to pay the balance of their respective health plan contributions or premiums to participate in either plan.

8. Leases

A. Operating Lease Receivables

The City enters in operating leases involving terminal space and other airport facilities at Midland International Airport. Additionally, the City has entered into an operating lease for use of and naming rights for the Citibank Ballpark and Grande Stadium at the Scharbauer Sports Complex. Minimum future rentals on noncancelable operating leases as of September 30, 2008 for each of the five subsequent fiscal years and in five-year increments thereafter are as follows:

Fiscal Year(s) Ending September 30	Airport Minimum Future Rentals	Sports Complex Minimum Future Rentals	Total Minimum Future Rentals
2009	\$ 2,370,632	\$ 311,651	\$ 2,682,283
2010	1,704,889	313,724	2,018,613
2011	1,372,017	315,848	1,687,865
2012	777,039	228,755	1,005,794
2013	227,345	253,790	481,135
2014–2018	550,875	1,093,975	1,644,850
2019–2023	503,629	725,767	1,229,396
2024–2028	546,675	146,250	692,925
2029–2033	585,416	-	585,416
2034–2037	482,107	-	482,107
Total	<u>\$ 9,120,624</u>	<u>\$ 3,389,760</u>	<u>\$ 12,510,384</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

8. Leases (continued)

A. Operating Lease Receivables (continued)

In general, the City's leasing arrangements for operating leases are as follows:

Airline Exclusive Space and Joint Use Space

Scheduled airlines operating at Midland International Airport are required to sign a standard airline/airport use and lease agreement. These agreements allow the signatory airline the use of certain premises and facilities and the exercise of certain rights and privileges at the Midland International Airport in connection with the operation of an air transportation system.

Terminal building joint use and exclusive rates are currently \$20.50 per square foot per year (s.f.y.). The rate used to calculate the amount of rent to be paid by the airline to the City shall be reviewed annually and may be adjusted if the Airport's financial data for the Airport System Cost/Revenue indicates such need. In no event shall the square footage rate be less than \$20.50 per s.f.y.

All current airline lease agreements will terminate at midnight on January 31, 2012, unless terminated sooner according to various provisions within each agreement.

Fixed Base Operator (FBO) Leased Space

Currently, there are two Commercial Fixed Base Operator City-owned building/facility/land lease agreements between the Department of Airports and the existing FBOs.

The first lease agreement for properties located at Midland Airpark expires April 30, 2014. Rental rates for this lease vary by location with ground rental at \$0.05 per s.f.y. and building rentals from \$0.11 to \$1.13 per s.f.y. This agreement allows for rent to be adjusted annually, beginning January 1, 2009, to reflect changes in the Consumer Price Index (CPI).

The second lease is for ground rental at Midland International Airport (MAF). This lease expires December 31, 2037. Rental rates for this lease are currently at \$0.056 s.f.y. This lease provides for annual rental adjustments based on percentage increases in annual general aviation and military fuel sales. This lease also incorporates minimum base rental increases every five years throughout the term of this agreement. In no event will rental be adjusted below \$0.05 s.f.y.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

8. Leases (continued)A. Operating Lease Receivables (continued)Rental Car Facilities Lease Space

Car rental concessionaires operating at MAF are required to sign a standard Car Rental Concession agreement. These agreements guarantee minimum monthly/annual payments to the Airport and allow the concessionaire the use of certain premises and the exercise of certain rights, privileges and uses therein, as necessary to provide car rental service on the property at the Airport.

Minimum annual guarantee amounts are reviewed annually and adjusted as follows: the minimum annual guarantee will be the greater of the base year, or 85% of the previous year's actual rent payments. In no event will the annual guarantee be lower than the base year. All Car Rental Concession agreements expire January 31, 2010.

Terminal Building Concession Lease Space

Restaurant and Gift Shop Concessionaires operating at MAF are required to sign a standard Concession agreement. These agreements guarantee minimum monthly/annual payments to the Airport and allow the concessionaire to use certain premises and exercise certain rights, privileges, and uses therein, as necessary to provide restaurant and gift shop services on the property at the Airport.

Minimum annual guarantee amounts are reviewed annually and adjusted as follows: the minimum annual guarantee will be the greater of the base year, or 85% of the previous year's actual rent payments. Minimum annual guarantees are subject to CPI adjustment every five years. In no event will the annual guarantee be lower than the base year. Restaurant and gift shop agreements expire September 30, 2012.

Scharbauer Sports Complex1. Citibank Ballpark Use Lease

The Citibank Ballpark use lease is a lease between Midland Sports, Inc. and the City with an initial 20-year term beginning April 1, 2002, and ending March 30, 2022, with two 5-year options to renew. The lease is noncancelable during the initial 20-year term. The lease agreement is for rights to use Citibank Ballpark and executive office space and requires a good faith effort to play 68 home games each year by a AA major league baseball franchise. The lease rate was \$4,160 per month, due on the first day of each month, until May 1, 2007 when the rate increased to \$4,165 per month. The lease rate shall increase to \$4,170 and \$4,175 on May 1, 2012 and May 1, 2017, respectively. An additional lump-sum lease fee of \$50,000 per year is due on September 30 of each year for the first 15 years

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

8. Leases (continued)A. Operating Lease Receivables (continued)Scharbauer Sports Complex (continued)1. Citibank Ballpark Use Lease (continued)

of the initial 20-year lease term. 15% of net concession sales is payable to the City during the term of the lease.

2. Citibank Ballpark Naming Rights

The Citibank naming rights license agreement is an agreement between the City and Citibank Texas to name the baseball stadium at the Scharbauer Sports Complex Citibank Ballpark. The full term of this agreement is 25 years and is divided into five units of 5 years each. The first 5 years is the initial term, the next 5 years is the second term, and so on through the fifth term of the agreement. The agreement requires payments of \$385,000, \$414,856, \$469,371, \$450,000, and \$450,000 during the initial through fifth terms, respectively.

The agreement is cancelable any time during the initial or second terms upon payment of \$150,000 to the City.

Additionally, the agreement is cancelable at the end of the first or second terms upon proper written notification to the City by Citibank and payment of any additional license payments due during the term plus \$25,000. The agreement is cancelable at any time during the final three terms of the agreement upon one year written notice with no penalties.

3. Grande Stadium Use Lease

The Grande Stadium, a football/soccer stadium, use lease is a noncancelable lease between Midland Independent School District (MISD) and the City for use of the football/soccer stadium. The stadium is to be the home stadium of all MISD football and soccer teams and may be used by MISD for other MISD events with the consent of the City. The lease term is 20 years, August 1, 2002 through July 31, 2022. Under the terms of the lease, MISD is to pay the City \$50,000 per year rent plus a \$30,000 per year operating contribution plus 50% of net concession revenue. Subsequent to the initial five-year period of the lease and at every subsequent five-year period, the annual rent shall be adjusted based upon the change in the CPI – All Urban Consumers, All Items, Dallas - Fort Worth Area.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

8. Leases (continued)

A. Operating Lease Receivables (continued)

Scharbauer Sports Complex (continued)

4. Grande Communications Naming Rights

The Grande Communications naming rights license agreement is an agreement between the City and Grande Communications - ClearSource, Inc. to name the football/soccer stadium at the Scharbauer Sports Complex Grande Communications Stadium. The full term of the agreement is 25 years. The agreement required payment of \$30,000 on or before December 1, 2002 and \$48,750 per year for the remaining term of the agreement. These payments are due on June 1 of each year with the first payment due June 1, 2003, and the final payment due on June 1, 2026. The agreement is noncancelable during the term of the agreement, except in the event of default as defined in the agreement, by either party.

B. Capital Leases

The City has entered into capital lease agreements for financing various proprietary fund assets. All capital leases have been recorded at the present value of the minimum future lease payments at the inception date of the lease. A summary of assets acquired through capital leases is as follows:

<u>Asset</u>	<u>Scharbauer Sports Complex</u>
Scoreboards and marquees	\$1,220,000
Less: Accumulated depreciation	<u>(777,246)</u>
Total	<u>\$ 442,754</u>

The following is a summary of capitalized lease transactions for the City for the year ended September 30, 2008:

	Balance at September 30, <u>2007</u>	Capital Lease <u>Commitments</u>	Amortization of Capital <u>Leases</u>	Balance at September 30, <u>2008</u>
Proprietary funds:				
Sports complex	\$ 645,784	\$ -	\$ 645,784	\$ -
Total	<u>\$ 645,784</u>	<u>\$ -</u>	<u>\$645,784</u>	<u>\$ -</u>

Due to early retirement of the lease obligation associated with this equipment, the City has no future lease obligations as of September 30, 2008.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt

The following is a summary of debt transactions, including current portion, for the year ended September 30, 2008:

	Balance at October 1, 2007	Increase	Decrease	Balance at September 30, 2008	Due Within One Year
Governmental Activities:					
General obligation bonds	\$ 935,000	\$ -	\$ (935,000)	\$ -	\$ -
Certificates of obligation	25,566,962	-	(1,803,488)	23,763,474	2,105,314
Plus deferred amounts for issuance premiums	204,531	-	(18,869)	185,662	18,281
Total bonds payable	26,706,493	-	(2,757,357)	23,949,136	2,123,595
Notes payable	665,000	-	(70,000)	595,000	70,000
Compensated absences	4,361,958	3,877,056	(3,721,001)	4,518,013	3,885,491
Self-Insurance liability	4,796,836	6,171,929	(6,292,717)	4,676,048	2,009,124
Total governmental activity long-term debt	<u>\$ 36,530,287</u>	<u>\$ 10,048,985</u>	<u>\$ (12,841,075)</u>	<u>\$ 33,738,197</u>	<u>\$ 8,088,210</u>
Business-Type Activities:					
Water and Sewer:					
Revenue bonds	\$ 18,810,000	\$ -	\$ (1,425,000)	\$ 17,385,000	\$ 1,490,000
Certificates of obligation	53,085,000	-	(420,000)	52,665,000	1,265,000
Plus deferred amounts for issuance premiums	1,494,863	-	(34,508)	1,460,355	40,794
Airport:					
General obligation refunding bonds	12,080,000	-	(1,120,000)	10,960,000	1,170,000
Less deferred amounts on refunding	(12,261)	-	2,405	(9,856)	(2,190)
Sports Complex:					
General obligation refunding bonds	28,140,000	-	(860,000)	27,280,000	890,000
Less deferred amounts on refunding	(1,730,139)	-	197,770	(1,532,369)	(192,889)
Certificates of obligation	4,295,000	-	(770,000)	3,525,000	815,000
Nonmajor Fund:					
Certificates of obligation	663,038	-	(101,512)	561,526	104,686
Total bonds payable	116,825,501	-	(4,530,845)	112,294,656	5,580,401
Water and Sewer Fund:					
Notes payable	43,900	-	(4,050)	39,850	3,300
Compensated absences liability	291,093	246,401	(264,613)	272,881	234,678
Sanitation Fund:					
Closure/postclosure care	6,497,964	866,914	-	7,364,878	-
Compensated absences liability	112,327	100,292	(131,241)	81,378	69,985
Airport Fund:					
Compensated absences liability	97,854	105,837	(89,004)	114,687	98,631
Sports Complex Fund:					
Capital leases	645,784	-	(645,784)	-	-
Nonmajor Fund:					
Compensated absences liability	36,168	17,417	(13,997)	39,588	34,046
Total business-type activity long-term debt	<u>\$ 124,550,591</u>	<u>\$ 1,336,861</u>	<u>\$ (5,679,534)</u>	<u>\$ 120,207,918</u>	<u>\$ 6,021,041</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

Long-term debt at September 30, 2008 consists of the following issues:

	Original Issue	Interest Rates	Final Maturity Date	Principal Outstanding	Annual Principal Installments	Call Provisions
Certificates of obligation serviced by tax revenues:						
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 1997	\$ 4,750,000	4.50–4.80%	2012	\$ 1,585,000	\$ 370,000–425,000	4
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 1998	971,593	4.45–4.75%	2013	386,478	73,409–79,887	2
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 1999	4,850,000	4.00%	2014	2,336,996	342,238–425,353	5
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2001	7,000,000	4.25–5.00%	2016	4,605,000	475,000–685,000	6
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2003	4,950,000	3.00–4.00%	2018	3,720,000	310,000–450,000	9
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2005	4,950,000	3.50–4.00%	2020	4,255,000	285,000–435,000	11
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2007	6,910,000	4.00–5.00%	2027	<u>6,875,000</u>	235,000–530,000	13
Total				<u>\$ 23,763,474</u>		
Notes payable:						
HUD Section 108 Note Payable	\$ 1,045,000	5.67–6.25%	2015	\$ 595,000	\$ 70,000–100,000	7
Pecan Acres Note Payable	\$ 55,100	7.23–7.48%	2015	<u>\$ 39,850</u>	\$ 1,850–7,000	10
General obligation bonds serviced by Enterprise Fund revenues:						
Airport Fund:						
General Obligation Refunding Bonds, Series 2006A	\$ 13,160,000	4.00–5.00%	2016	\$ 10,960,000	1,170,000–1,605,000	1
Scharbauer Sports Complex Fund:						
General Obligation Refunding Bonds, Series 2006B	28,970,000	3.40–5.00%	2022	<u>27,280,000</u>	835,000–2,800,000	12
Total				<u>\$ 38,240,000</u>		
Certificates of obligation serviced by Enterprise Fund revenues:						
Water and Sewer Fund:						
Combination Tax and Revenue Refunding Bonds, Series 2007	\$ 4,995,000	4.00–4.25%	2016	\$ 4,070,000	\$ 440,000–585,000	1
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2007	48,595,000	4.00–5.00%	2037	48,595,000	825,000–3,035,000	14
Scharbauer Sports Complex Fund:						
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2000	35,900,000	5.60%	2010	1,510,000	735,000–755,000	1
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 2001A	2,500,000	4.55–5.375%	2030	2,015,000	80,000–120,000	8
Nonmajor Fund:						
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 1998	1,278,407	4.45–4.75%	2013	508,522	96,591–105,113	2
Tax and Waterworks and Sewer System (Limited Pledge) Revenue, Series 1999	110,000	4.00%	2014	<u>53,004</u>	8,095–9,647	7
Total				<u>\$ 56,751,526</u>		
Revenue bonds:						
Waterworks and Sewer Fund Senior Lien Bonds:						
Waterworks and Sewer System Revenue Refunding Bonds, Series 2002	\$ 10,460,000	4.00–5.00%	2013	<u>\$ 5,680,000</u>	1,035,000–1,245,000	1
Total				5,680,000		
Waterworks and Sewer Fund Junior Lien Bonds, Series 1999						
	\$ 15,285,000	Variable Rate	2024	<u>11,705,000</u>	\$ 455,000–1,095,000	3
Total				<u>\$ 17,385,000</u>		

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

Call provisions for long-term debt of the City are as follows:

1. The bonds are not optional for redemption prior to maturity.
2. Callable as a whole or in part, bonds maturing on March 1, 2009 through March 1, 2013, on March 1, 2008, or any date thereafter at par plus accrued interest to date of redemption.
3. Callable as a whole or in part prior to maturity on any interest payment date upon not less than ten days' notice to the Texas Small Business Industrial Development Corporation and Ameritrust Corporation, National Association, Dallas, Texas at par plus accrued interest.
4. Callable as a whole or in part, bonds maturing 2008 through 2012, on March 1, 2007, or on any interest payment date thereafter at par plus accrued interest.
5. Callable as a whole or in part, bonds maturing 2009 through 2014, on March 1, 2008, or on any interest payment date thereafter at par plus accrued interest.
6. Callable as a whole or in part, bonds maturing 2010 through 2016, on March 1, 2009, or on any interest payment date thereafter at par plus accrued interest.
7. The aggregate principal amount of the note or any unpaid principal amount may be defeased in whole or in part as of any principal due date.
8. Callable as a whole or in part, bonds maturing 2012 through 2030, on March 1, 2011, or on any interest payment date thereafter at par plus accrued interest.
9. Callable as a whole or in part, bonds maturing 2012 through 2018, on March 1, 2011, or on any interest payment date thereafter at par plus accrued interest.
10. Callable on January 1, 2011 or on any interest payment date thereafter at par plus accrued interest.
11. Callable as a whole or in part, bonds maturing 2015 through 2020, on March 1, 2014, or on any interest payment date thereafter at par plus accrued interest.
12. Callable as a whole or in part, bonds maturing 2017 through 2022, on March 1, 2016, or on any interest payment date thereafter at par plus accrued interest.
13. Callable as a whole or in part, bonds maturing 2018 through 2027, on March 1, 2017, or on any interest payment date thereafter at par plus accrued interest.
14. Callable as a whole or in part, bonds maturing 2018 through 2037, on March 1, 2017, or on any interest payment date thereafter at par plus accrued interest.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

The annual requirements to amortize debt outstanding as of September 30, 2008, including interest payments of approximately \$71,742,851, follow. Due to the nature of the self-insurance liability and the compensated absences liability, annual requirements to amortize such obligations are not determinable and have not been included in the following summary. Additionally, capital leases are not included in the table (see note 8 for amortization of capital leases). The City intends to retire all of the long-term debt, other than bonds payable, associated with governmental activities from General Fund revenues as it has done in prior years.

Fiscal Year Ending September 30,	Supported by General Government			Supported by Enterprise Funds					Total All Debt Service Requirements
	General Obligation Bonds, Certificates of Obligation and Notes Payable			Revenue Bonds		General Obligation Bonds, Certificates of Obligation and Notes Payable			
	Principal	Interest	Total	Principal	Interest	Principal	Interest	Total	
2009	\$ 2,175,314	\$ 989,329	\$ 3,164,643	\$ 1,490,000	\$ 1,148,126	\$ 4,247,986	\$ 4,331,716	\$ 11,217,828	\$ 14,382,471
2010	2,277,141	898,757	3,175,898	1,570,000	1,070,495	4,432,559	4,146,821	11,219,875	14,395,773
2011	2,374,078	803,660	3,177,738	1,640,000	987,344	4,615,972	3,962,370	11,205,686	14,383,424
2012	2,471,016	703,688	3,174,704	1,730,000	898,664	4,789,534	3,773,382	11,191,580	14,366,284
2013	2,140,572	608,164	2,748,736	1,820,000	796,207	5,000,378	3,557,163	11,173,748	13,922,484
2014	2,150,353	519,066	2,669,419	610,000	688,265	5,126,097	3,319,677	9,744,039	12,413,458
2015	1,800,000	434,253	2,234,253	645,000	639,859	5,372,000	3,068,113	9,724,972	11,959,225
2016	1,785,000	351,840	2,136,840	685,000	588,580	5,621,850	2,807,162	9,702,592	11,839,432
2017	1,150,000	289,180	1,439,180	725,000	534,201	3,605,000	2,575,539	7,439,740	8,878,920
2018	1,200,000	241,705	1,441,705	770,000	476,560	3,770,000	2,409,245	7,425,805	8,867,510
2019	785,000	202,005	987,005	815,000	415,432	3,915,000	2,251,731	7,397,163	8,384,168
2020	820,000	167,980	987,980	865,000	350,655	4,100,000	2,067,589	7,383,244	8,371,224
2021	400,000	141,155	541,155	920,000	281,842	4,275,000	1,859,424	7,336,266	7,877,421
2022	420,000	123,730	543,730	975,000	208,766	2,380,000	1,702,939	5,266,705	5,810,435
2023	435,000	105,453	540,453	1,030,000	131,427	1,615,000	1,616,790	4,393,217	4,933,670
2024	460,000	84,600	544,600	1,095,000	49,503	1,695,000	1,539,103	4,378,606	4,923,206
2025	480,000	61,100	541,100	-	-	1,780,000	1,451,900	3,231,900	3,773,000
2026	505,000	36,475	541,475	-	-	1,875,000	1,360,178	3,235,178	3,776,653
2027	530,000	11,925	541,925	-	-	1,965,000	1,268,475	3,233,475	3,775,400
2028	-	-	-	-	-	2,055,000	1,177,128	3,232,128	3,232,128
2029	-	-	-	-	-	2,155,000	1,081,441	3,236,441	3,236,441
2030	-	-	-	-	-	2,260,000	975,724	3,235,724	3,235,724
2031	-	-	-	-	-	2,250,000	862,750	3,112,750	3,112,750
2032	-	-	-	-	-	2,365,000	747,375	3,112,375	3,112,375
2033	-	-	-	-	-	2,485,000	626,125	3,111,125	3,111,125
2034	-	-	-	-	-	2,615,000	498,625	3,113,625	3,113,625
2035	-	-	-	-	-	2,745,000	364,625	3,109,625	3,109,625
2036	-	-	-	-	-	2,885,000	223,875	3,108,875	3,108,875
2037	-	-	-	-	-	3,035,000	75,875	3,110,875	3,110,875
	<u>\$ 24,358,474</u>	<u>\$ 6,774,065</u>	<u>\$ 31,132,539</u>	<u>\$ 17,385,000</u>	<u>\$ 9,265,926</u>	<u>\$ 95,031,376</u>	<u>\$ 55,702,860</u>	<u>\$ 177,385,162</u>	<u>\$ 208,517,701</u>

The City issues general obligation bonds and certificates of obligation to provide funds for the acquisition and construction of major capital facilities. The City is restricted by City Charter to a maximum of \$2.00 on each \$100.00 of appraised valuation. The City's current tax levy is \$0.0753 per \$100.00 valuation for the payment of debt. The Constitution and Statutes of the State of Texas and the Charter of the City of Midland do not provide for a legal debt limit. However, a limit of 8% of assessed value has been recommended by the Finance Advisory Board of the City of Midland and has been adopted by the City Council as a guideline of safe debt limit. This guideline provides the City with a debt margin of \$284,641,994.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

The City has also issued certificates of obligation to provide funds for the acquisition and construction of major capital facilities owned and operated by the enterprise funds of the City. These certificates of obligation are supported by revenues of the respective enterprise funds and appropriately recorded as liabilities of the appropriate fund. There are a number of restrictions and requirements contained in the various indentures. Management believes that the City is in compliance with such restrictions and requirements at September 30, 2008.

The ordinances authorizing the Waterworks and Sewer System Senior Lien Revenue Bonds stipulate that the City will deposit, in addition to principal and interest requirements, certain amounts in a reserve fund until the balance of such fund is an amount not less than the average annual principal and interest requirements of all Outstanding Bonds Similarly Secured calculated (i) on a Fiscal Year Basis and (ii) as of the dated date of the last series of Bonds Similarly Secured (after giving effect to the issuance and delivery of such Bonds Similarly Secured) and after the delivery of the last series of Bonds Similarly Secured, calculated as of the first day of each Fiscal Year following the delivery of the last series of Bonds Similarly Secured. In such calculations, a fractional part of a Fiscal Year shall be treated as if it were a full Fiscal Year. The amount in the above-defined reserve fund is \$1,297,571. Amounts in the reserve fund are to be used to pay principal and interest on outstanding bonds at any time sufficient funds are not available in the bond interest and redemption fund. The ordinances also stipulate that there shall be deposited into the bond interest and redemption fund such amounts as will be sufficient to pay the next maturing principal and interest on outstanding bonds. Amounts in the reserve fund and interest and redemption fund at September 30, 2008 are adequate to meet reserve requirements and the City is in compliance with the various requirements of the bond ordinances at that date.

On May 1, 1993, the City issued \$14,300,000 of City of Midland, Texas, Waterworks and Sewer System Revenue Bonds, Series 1993 for the purpose of financing construction of improvements and extensions to the City's waterworks and sanitary sewer system and funding an amount to be held in reserve. The bonds were scheduled to mature over a 20-year period and had interest rates ranging from 5.0% to 7.0%. Annual debt service requirements on this issue (including principal and interest) ranged from \$883,975 to \$1,345,125. All issues of these bonds subsequent to the March 2003 payment of \$740,000 have been defeased by placing proceeds from the Waterworks and Sewer System Revenue Refunding Bonds, Series 2002, in an irrevocable trust to provide for all future principal and interest payments on the bonds. As of September 30, 2008, there is \$5,705,000 in aggregate principal, with an interest rate of 5.5%, of the refunded principal of these bonds outstanding.

On June 1, 1996, the City issued \$8,730,000 of City of Midland, Texas (Midland and Martin Counties), Waterworks and Sewer System Revenue Bonds, Series 1996 for the purpose of financing the expansion of and improvements to the City's primary wastewater treatment plant and funding an amount to be held in reserve. The bonds mature over a 20-year period and have interest rates ranging from 2.85% to 4.85%. Annual debt service requirements on this issue (including principal and interest) range from \$596,077 to \$673,453. All issues of these bonds subsequent to the May 2007 payment of \$425,000 have been defeased by placing proceeds from the City of Midland, Texas (Midland and Martin Counties), Combination Tax and Revenue

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

Refunding Bonds, Series 2007 in an irrevocable trust to provide for all future principal and interest payments on the bonds. As of September 30, 2008, there is \$4,375,000 in aggregate of the refunded principal of these bonds outstanding, with interest rates ranging from 4.50% to 4.85%.

On February 15, 1997, the City issued \$4,750,000 of Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 1998 for the purpose of financing contractual obligations to be incurred for (1) street improvements including related drainage, park improvements, police department computer system improvements, fire department improvements including site acquisition and architectural/engineering plans for a new fire station, downtown plaza, walkways and historical site plans and improvements, police and fire communication system improvements and (2) professional services rendered in relation to such projects. The bonds mature over a 15-year period and have interest rates ranging from 4.50% to 6.50%. Annual debt service requirements on this issue (including principal and interest) range from \$431,013 to \$517,175.

On March 1, 1998, the City issued \$2,250,000 of Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 1998 for the purpose of financing contractual obligations to be incurred for (1) street improvements including related drainage, (2) traffic improvements, (3) construction of an additional nine holes at Hogan Park Golf Course, (4) park improvements, (5) drainage improvements, (6) downtown Midland improvements, (7) City Hall renovation and land acquisition, and (8) professional services associated with costs of issuance of such certificates or projects. The bonds mature over a 15-year period and have interest rates ranging from 4.25% to 6.25%. Annual debt service requirements on this issue (including principal and interest) range from \$189,394 to \$228,959.

On February 15, 1999, the City issued \$4,960,000 of Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation, Series 1999 for the purpose of financing contractual obligations to be incurred for (1) street and roadway improvements, (2) drainage improvements, (3) park, senior center and heritage district development and expansion, (4) new fire station design and construction and the acquisition of fire equipment, (5) golf course facility improvements and (6) payment of costs associated with issuance of the certificates. The bonds mature over a 15-year period and have interest rates ranging from 4% to 6%. Annual debt service requirements on this issue (including principal and interest) range from \$442,200 to \$481,463.

On December 1, 1999, the City of Midland sold \$15,285,000 of Waterworks and Sewer System Junior Lien Revenue Bonds, Series 1999 to the Texas Small Business Industrial Development Corporation for the purpose of providing \$11,860,000 of the Series 1999 Bonds in exchange for and to refund the City's outstanding \$11,860,000 Waterworks and Sewer System Junior Lien Revenue Bonds Series 1989 and to provide \$3,425,000 to be used in conjunction with other City funds to fund acquisition extensions, construction, improvements or repair of the City's water and sewer system, fully fund the Junior Lien Bond Reserve Fund, and pay costs associated with issuance of the Bonds. The Bonds mature over a 25-year period and bear a variable interest rate determined weekly equal to the "Adjustable Interest Rate" as defined in the

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

ordinance. Summarized, the adjustable interest rate is that rate which, in the judgment of the Remarketing Agent, is the lowest interest rate that will permit the agent to sell the bonds at par plus accrued interest in the secondary market. The adjustable interest rate has a maximum rate of 15% per year over the life of the bond and no minimum rate. As defined by the ordinance, "maximum annual debt service requirements" for these bonds shall be calculated at 6% per annum for the purpose of compliance with bond covenants. Interest is payable on the first Wednesday of each month.

The \$11,860,000 Series 1999 Bonds issued to exchange and refund the outstanding \$11,860,000 Series 1989 Bonds provided for a par exchange of bonds with variable interest rates determined on the same basis for both Series 1999 and Series 1989 bonds. As a result of this exchange and refunding, the City recognized no economic gain or loss.

The ordinance authorizing the Series 1999 Bonds required that the City establish a reserve fund of \$1,528,500, which is 10% of this issue. Additionally, the ordinance authorizing the Series 1999 Bonds required that a \$5,000,000 Water and Sewer Rate Stabilization Fund be established and used for any lawful Water and Sewer System purpose to stabilize rates and charges of the System. Covenants require that, should the Rate Stabilization Fund be drawn below \$5,000,000, system net revenues be deposited in the Rate Stabilization Fund so that a balance of \$5,000,000 is attained no later than three years following the date it was first drawn below \$5,000,000. Amounts in the Reserve Fund and Rate Stabilization Fund at September 30, 2008 are adequate to meet ordinance requirements, and the City is in compliance with the various other covenants of the bond ordinance at that date.

On March 1, 2000, the City issued \$35,900,000 of Tax and Limited Pledge Revenue Certificates of Obligation, Series 2000 for the purpose of paying contractual obligations to be incurred for the construction of a football/soccer stadium and baseball stadium, and related infrastructure, streets, water and sewer facilities, landscaping, land acquisition, automobile parking facilities and other related infrastructure and improvements and paying professional services related to such project and the financing of such project. The bonds mature over a 30-year period and have interest rates ranging from 4.85% to 6.10%. Annual debt service requirements on this issue (including principal and interest) range from \$1,058,565 to \$2,610,413. On January 24, 2006, the City advance refunded \$30,250,000 of this issue.

On November 27, 2000, the City entered into a contract for Loan Guarantee Assistance under Section 108 of the Housing and Community Development Act of 1974, as Amended, 42 U.S.C., Section 108 in the amount of \$1,045,000 for the purpose of paying costs of aiding in the establishment of an Advanced Technology Center to provide secondary and post secondary education opportunities using innovative technology and pay professional services rendered in relation to such project and the financing thereof. The terms of the contract require 15 annual principal payments with interest payments made semiannually. Interest payments from the date of the contract through August 9, 2001 were at a variable rate of the London Interbank Offered Rate plus 20 basis points. At August 9, 2001, Trust Certificates guaranteed by the Secretary of Housing and Urban Development were sold by the United States Department of Housing and Urban Development and interest rates on the outstanding maturities under the contract were

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

fixed at rates ranging from 3.66% to 6.25%. Annual debt service requirements (including principal and interest) range from \$79,297 to \$109,476. All required payments made under the contract will be made using Water and Sewer Fund revenues. As of September 30, 2008, there is \$595,000 in aggregate principal of this loan outstanding.

On February 15, 2001, the City issued \$7,000,000 of Tax and Limited Pledge Revenue Certificates of Obligation, Series 2001 for the purpose of paying contractual obligations to be incurred for construction, improvement, and acquisition of streets and drainage, traffic lights and controls, public safety equipment, park improvements, Midland Community Center equipment and improvements, records storage equipment, professional planning and zoning services, and professional services related to such projects and the financing of such projects. The bonds mature over a 15-year period and have interest rates ranging from 4.25% to 5.25%. Annual debt service requirements on this issue (including principal and interest) range from \$635,356 to \$702,125.

On May 1, 2001, the City issued \$2,500,000 of Tax and Limited Pledge Revenue Certificates of Obligation, Series 2001A for the purpose of paying contractual obligations to be incurred for construction improvement and acquisition of public works and equipment for the construction of a football/soccer stadium and baseball stadium, and related infrastructure, streets, water and sewer facilities, landscaping, land acquisition, automobile parking facilities, other related infrastructure, and improvements and professional services rendered in relation to such projects and the financing thereof. The bonds mature over a 29-year period and have interest rates ranging from 4.000% to 5.375%. Annual debt service requirements on this issue (including principal and interest) range from \$41,657 to \$188,670.

On May 15, 2002, the City entered into a refunding transaction whereby \$10,460,000 of Waterworks and Sewer System Revenue Refunding Bonds, Series 2002, with interest rates ranging from 3.00% to 5.00%, were issued to call for redemption all outstanding Waterworks and Sewer System Revenue Bonds, Series 1993 maturities subsequent to May 1, 2003, principal amount of \$10,035,000, at the May 1, 2003 payment date, and as such, these maturities are not included in the City's basic financial statements. The difference between the reacquisition price and the net carrying amount of the old debt was \$399,272. This amount was deferred and is being amortized as a component of interest expense over the life of the refunding bonds. The refunding bonds mature over an 11-year period and have annual debt service requirements (including principal and interest) ranging from \$509,792 to \$1,307,250.

As registrar for the Series 1993 Refunded Obligations, The Bank of New York, New York, caused appropriate notation to be made so registered bond holders received proper notice of such redemption as permitted by the bond ordinances. The City placed in escrow with the J. P. Morgan Chase Bank of New York, New York, \$10,411,489, net bond proceeds of \$10,365,148 plus \$46,341 of additional City funds, to be used to purchase \$10,410,309 of U.S. Treasury Notes with principal amounts of \$10,004,000 and interest rates of 5.75%, maturing on April 30, 2003, such that the principal amount of the U.S. Treasury Notes plus interest at April 30, 2003, were sufficient to call all outstanding maturities of the Waterworks and Sewer System Revenue Bonds,

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

Series 1993. This refunding transaction resulted in a \$448,706 savings on debt service payments with a present value savings, economic gain, of \$323,097.

On February 15, 2003, the City issued \$4,950,000 of Tax and Limited Pledge Revenue Certificates of Obligation, Series 2003 for the purpose of paying contractual obligations to be incurred for construction, improvement, and acquisition of public works and equipment for traffic signage and signalization, streets, including paving and drainage, park improvements, Midland Center Facilities improvements, downtown Midland improvements (curb and gutter construction and improvement, landscape improvements, and traffic signs and signalization), and paying for professional services rendered in relation to such projects and the financing of such projects. The bonds mature over a 15-year period and have interest rates ranging from 3.00% to 4.00%.

On July 1, 2004, the City assumed a \$55,100 note payable to the Texas Water Development Board on behalf of the Pecan Acres Water Supply Corporation. This was part of the annexation agreement between the City and Saddle Club Ranch Estates. The terms of the contract require quarterly principal and interest payments through October 1, 2015. Annual debt service requirements (including principal and interest) range from \$1,885 to \$7,468. All required payments made under the contract will be made using Water and Sewer Fund revenues.

On February 15, 2005, the City issued \$4,950,000 of Tax and Limited Pledge Revenue Certificates of Obligation, Series 2005 for the purpose of paying contractual obligations to be incurred for construction, improvement, and acquisition of public works and equipment for public safety equipment, streets, including paving, drainage, traffic signage and signalization, park improvements, improvements to City facilities (including fire station site study and design, Martin Luther King, Jr. Community Center improvements, Doug Russell Pool Bathhouse renovations, and HVAC upgrades at City Hall) downtown Midland improvements (including Downtown Master Plan development and streetscape improvements), and paying for professional services rendered in relation to such projects and the financing of such projects. The bonds mature over a 15-year period and have interest rates ranging from 3.50% to 4.00%.

On February 1, 2006, the City entered into a refunding transaction whereby \$13,160,000 of City of Midland, Texas General Obligation Refunding Bonds, Series 2006A, with interest rates ranging from 4.00% to 5.00%, were issued to call for redemption all outstanding Airport Subordinate Lien Revenue and Tax Certificates of Obligation, Series 1996 maturities subsequent to the March 1, 2006 payment date, principal amount, \$13,415,000, on February 23, 2006, and as such, these 1996 maturities are not included in the City's basic financial statements. The refunding bonds mature over a ten-year period and have annual debt service requirements (including principal and interest) ranging from \$366,277 to \$1,642,050. The refunding transaction resulted in a debt service savings of \$1,346,451 and a present value benefit of \$1,069,423 to the City. The difference between the reacquisition price and the net carrying amount of the old debt was \$461,208. This amount was deferred and is being amortized as a component of interest expense over the life of the refunding bonds, which is the same as the life of the refunded debt.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

On February 1, 2006, the City entered into a refunding transaction whereby \$28,970,000 of City of Midland, Texas General Obligation Refunding Bonds, Series 2006B, with interest rates ranging from 3.40% to 5.00%, were issued to advance refund City of Midland, Texas, Tax and Limited Pledge Revenue Certificates of Obligation Series 2000, dated March 1, 2000, maturing on March 1 in each of the years 2011 through 2030, inclusive, and aggregating in the principal amount \$30,250,000. As a result, the refunded bonds are considered to be defeased and the liability is not included in the City's basic financial statements. The refunding bonds mature over a 16-year period from March 1, 2007 through March 1, 2022, and have annual debt service requirements (including principal and interest) ranging from \$813,169 to \$2,907,243.

As registrar for the Series 2000 Refunded Obligations, JPMorgan Chase Bank, National Association, Dallas, Texas, caused appropriate notation to be made so that all registered bond holders received proper notice of such redemption as permitted by the bond ordinances. The City placed in escrow with JPMorgan Chase Bank, National Association, Dallas, Texas, \$905,480, net bond proceeds of \$809,377 plus \$96,103 of additional City funds for deposit as a beginning cash balance, in addition to \$32,410,599, net bond proceeds of \$29,006,702 plus \$3,403,897 of additional City funds, to be used to purchase \$32,410,599 of U.S. Treasury Certificates of Indebtedness – State and Local Government Series, with principal amounts, interest rates and maturities as follows:

<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Maturity Date</u>
\$ 231,186	4.48%	September 1, 2006
258,040	4.44%	March 1, 2007
263,768	4.40%	September 1, 2007
269,572	4.36%	March 1, 2008
275,447	4.33%	September 1, 2008
281,412	4.32%	March 1, 2009
287,489	4.31%	September 1, 2009
27,306,790	3.97%	March 1, 2010
3,236,895	4.31%	March 1, 2010

The original principal plus interest on these securities is sufficient to provide cash flow for principal and interest payments of the Series 2000 Refunded Obligations, and for redemption of all remaining bonds on their September 1, 2010 call date. This refunding transaction resulted in a \$15,763,150 savings on debt service payments with a present value savings, economic gain, of \$4,073,570 for the City. The difference between the reacquisition price and the net carrying amount of the old debt was \$3,438,181. This amount was deferred and is being amortized as a component of interest expense over the life of the refunding bonds, which is shorter than the refunded debt. Principal of the refunded issue in the amount of \$30,250,000 is outstanding as of September 30, 2008.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

9. Long-Term Debt (continued)

On January 15, 2007, the City entered into a refunding transaction whereby \$4,995,000 of City of Midland, Texas (Midland and Martin Counties), Combination Tax and Revenue Refunding Bonds, Series 2007 with interest rates ranging from 4.00% to 4.25%, were issued to call for redemption all outstanding Waterworks and Sewer System Revenue Bonds, Series 1996 maturities subsequent to the May 1, 2007 payment date, principal amount, \$5,245,000 on February 23, 2007, and as such, these 1996 maturities are not included in the City's basic financial statements. The refunding bonds mature over a ten-year period and have annual debt service requirements (including principal and interest) ranging from \$565,527 to \$608,400. The refunding transaction resulted in a debt service savings of \$596,283 and a present value benefit of \$116,970 to the City.

On January 15, 2007, the City issued \$55,505,000 of City of Midland, Texas (Midland and Martin Counties), Tax and Limited Pledge Revenue Certificates of Obligation, Series 2007 for the purpose of financing improvements and expansion to the water and sewer system, parks, streets, traffic systems, fire stations, and City facilities, and to pay the costs associated with the issuance of the certificates. The bonds mature over a 30-year period and have interest rates ranging from 4% to 5%. Annual debt service requirements on this issue (including principal and interest) range from \$3,108,875 to \$4,289,426.

10. Restricted Assets

Certain resources of the City are classified as restricted assets on the statement of net assets and balance sheet because their use is limited by applicable bond covenants or City ordinance. The "bond retirement reserve" is used to report resources set aside to make up potential future deficiencies in the revenue bond current debt service account. The restrictions on the Water and Sewer Rate Stabilization Fund were created by the ordinance providing for the sale of the Waterworks and Sewer System Junior Lien Revenue Bonds, Series 1999.

11. Interfund Transactions

Interfund payables, receivables and advances at September 30, 2008 were as follows:

Fund	Interfund Receivables	Interfund Payables	Advance to	Advance from	Notes Receivable	Notes Payable
Major fund:						
General Fund	\$ 141,455	\$ -	\$ 688,395	\$ -	\$ -	\$ -
Enterprise Fund:						
Airport Fund	-	92,985	-	-	-	-
Nonmajor Funds:						
Special Revenue Fund:						
Community Development Fund	-	48,470	-	-	-	-
Enterprise Fund:						
Golf Course Fund	-	-	-	688,395	-	1,761,112
Internal Service Fund:						
Garage Fund	-	-	-	-	1,761,112	-
Total	<u>\$ 141,455</u>	<u>\$ 141,455</u>	<u>\$ 688,395</u>	<u>\$ 688,395</u>	<u>\$ 1,761,112</u>	<u>\$ 1,761,112</u>

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

11. Interfund Transactions (continued)

The advance to the Golf Course Fund is related to Golf Course Fund debt service and is to be repaid from Golf Course Player Facility Charge revenues upon retirement of the Golf Course Fund debt associated with the Certificates of Obligation, Series 1998 and Series 1999.

The note payable from the Golf Course Fund to the Garage Fund was generated in order to make capital improvements to Hogan Park Golf Course. The note is interest bearing and is to be repaid as revenue becomes available from a Golf Course Player Facility Charge instituted specifically for capital improvements of the Golf Course.

Interfund transfers during the year ended September 30, 2008 were as follows:

<u>Fund/Purpose of Transfer</u>	<u>Transfer From</u>	<u>Transfer To</u>
Major governmental funds:		
General Fund:		
Nondepartmental services	\$ -	\$ 750,000
Direct cost allocation	-	3,557,920
Golf course support	209,864	-
Sports complex support	3,385,113	-
Debt Service Fund:		
Section 108 loan servicing	-	109,476
Nonmajor governmental funds:		
Special Revenue Fund:		
Hotel-Motel Fund – direct cost allocation	11,532	-
Major proprietary funds:		
Enterprise funds:		
Water and Sewer Fund:		
Nondepartmental services	750,000	-
Direct cost allocation	1,291,533	10,000
Section 108 loan – debt service	109,476	-
Sanitation Fund - direct cost allocation	352,135	-
Airport Fund – direct cost allocation	1,443,884	-
Sports Complex Fund:		
Direct cost allocation	80,452	-
Sports complex support	-	3,385,113
Nonmajor proprietary funds:		
Golf Course Fund:		
Direct cost allocation	74,861	-
Golf course support	-	209,864
Internal service funds:		
Garage Fund – direct cost allocation	293,692	-
Warehouse Fund – direct cost allocation	19,831	-
Totals	<u>\$ 8,022,373</u>	<u>\$ 8,022,373</u>

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

11. Interfund Transactions (continued)

The interfund transfer of \$3,385,113 to the Sports Complex Fund alleviated a cumulative cash flow deficit from inception of the fund through Fiscal Year 2008. The transfer of \$209,864 to the Golf Course Fund eliminated the current year operating deficit.

12. Status of Capital Grants

In May 2008, the City accepted A.I.P. Grant No. 3-48-0150-45-08 in the amount of \$2,525,571 to be used for the payment of costs associated with three projects. Rehabilitate Airfield Lighting has an estimated partial cost of \$1,100,000. Design Runway 10/28 Rehabilitation is estimated to cost \$90,250 and has an estimated completion date of June 2009. Construct Runway 16R/34L Rehabilitation has an estimated partial cost associated with this grant of \$1,335,321.

In June 2008, the City accepted A.I.P. Grant No. 3-48-0150-46-08 in the amount of \$3,200,000 to be used for the payment of continued construction costs associated with the Construct Runway 16R/34L Rehabilitation. June 2009 is the estimated completion date.

In June 2008, the City accepted A.I.P. Grant No. 3-48-0150-47-08 in the amount of \$838,418 to be used for the payment of continued construction costs associated with the Rehabilitate Airfield Lighting project. It is scheduled for completion in March 2009.

13. Contingent Liabilities

The City participates in numerous federally assisted programs, on both a direct and state pass-through basis, as well as on a service-provider basis. Principal among these are Community Development Block Grants, Airport Improvement Program Grants, and various construction and capital acquisition grants.

In connection with these grants, the City is required to comply with specific terms and agreements, as well as applicable federal and state laws and regulations. Such compliance is subject to review and audit by the grantors and their representatives, including audits under the "single audit" concept and compliance examinations, which build upon such audits.

In the opinion of management, the City has complied with all requirements. However, since such programs are subject to future audit or review, the possibility of disallowed expenditures exists. In the event of such disallowance of claimed expenditures, if any, the City expects the resulting liability to be immaterial.

The City appealed a Class I classification of a waste pit by the Texas Water Commission Waste Classification Group to the Environmental Protection Agency (E.P.A.). The E.P.A. denied the City's appeal and upheld the Class I classification of the waste pit. Subsequently, the City applied to the Texas Natural Resource Conservation Commission (T.N.R.C.C.) for permission to close the waste pit in place. The application to close the waste pit in place was approved and closure was completed and approved by T.N.R.C.C. in June 1997. The City has properly recorded the property deed and must inspect the waste pit quarterly through June 1999 and annually thereafter.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

14. Risk Management

The City is exposed to various risks of loss related to torts: environmental or eminent domain claims; civil rights claims; equal employment opportunity claims; wage and hour claims; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; medical and dental claims of employees and their dependents; and natural disasters. The City maintains fire and extended coverage insurance for City buildings, furnishings, and computer equipment. This coverage provides replacement cost coverage with an annual limit of \$172,968,113, and a \$25,000 per occurrence deductible.

The City also maintains the following other insurance coverage: Law Enforcement Liability coverage with a \$25,000 per occurrence deductible, \$3,000,000 per claim limit and a \$6,000,000 aggregate annual limit; Errors and Omissions coverage with a \$50,000 per occurrence deductible, \$3,000,000 per claim limit and a \$6,000,000 aggregate annual limit; Medical Professional Liability Protection for the Health Department with a \$1,000,000 per occurrence, \$2,000,000 aggregate limit with a \$5,000 per occurrence deductible; Airport Liability coverage for Personal Injury Liability and Malpractice Aggregate Liability coverage with a \$5,000,000 per occurrence and annual aggregate with \$25,000 per occurrence deductible for each type of coverage, Ground Hangar Keepers Legal Liability coverage with a \$5,000,000 per occurrence and annual aggregate with \$5,000 deductible, and \$50,000 Fire Damage coverage; Parade Insurance with a \$1,000,000 per occurrence and \$2,000,000 annual aggregate, Personal and Advertising Injury coverage of \$1,000,000, Fire damage coverage of \$100,000, and Medical coverage of \$5,000 with no deductible; Medical claims stop-loss coverage for claims exceeding \$150,000 per occurrence with an annual aggregate reinsurance limit on claims in excess of \$4,878,849; and Specific Excess and Aggregate Excess Workers' Compensation coverage for claims in excess of \$450,000 per occurrence up to \$1,000,000 per occurrence, which is the statutory employer's maximum liability per occurrence.

No settlements during each of the last three years have exceeded commercial coverage purchased. Other than the above coverages provided by insurance, the City retains all risk of loss.

The City charges interfund premiums based primarily upon the insured funds' claims experience and exposure, which are reported as insurance expenditure/expense in the funds charged and operating revenue in the self-insurance funds, which are accounted for as internal service funds. The City accrues all losses and claims if information available before the financial statements are issued indicates that it is probable that an asset has been impaired or a liability incurred at the date of the financial statements and the amount of loss can be reasonably estimated. Claims incurred but not reported (IBNR) are also accrued if it is probable that a claim will be asserted and the loss can be reasonably estimated. The accrued liabilities for IBNR in the General Liability and Workers' Compensation Self-Insurance Funds are estimates calculated by an actuary. The accrued liability for IBNR in the Medical/Dental Self-Insurance Fund is based on management's estimate.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

14. Risk Management (continued)

The City maintains a Workers' Compensation Self-Insurance Fund. The purpose of this fund is to pay workers' compensation claims that are outside the limitations of purchased coverage from assets of the fund.

The City also maintains a Medical/Dental Self-Insurance Fund. The purpose of this fund is to pay medical and dental claims that are outside the limitations of purchased coverage, for City of Midland employees and their covered dependents and to minimize the cost of medical and dental insurance to the City.

The City also maintains a General Liability Self-Insurance Fund to pay general liability claims, other than those covered by purchased insurance against the City from accumulated assets of the Fund. The Texas Tort Claims Act provides for statutory limits of \$250,000 per person and \$500,000 per occurrence for bodily injury or death and \$100,000 per occurrence for property damage in liability claims against a municipality.

The claims liabilities for self-insurance funds are based on the requirements of GASB Statement No. 10, which requires that a liability for claims be reported if information prior to the issuance of the financial statements indicates it is probable a liability has been incurred and the amount of the loss can be reasonably estimated at the date of the financial statements.

Changes in the claims liability amounts for each of the self-insurance funds in the fiscal years ended September 30, 2007 and 2008, were:

	Beginning Fiscal Year Liability	Current Year Claims and Changes in Estimates	Claim Payments	Ending Fiscal Year Liability
2006–2007:				
Workers' compensation	\$ 1,041,267	\$ 592,603	\$ 505,390	\$ 1,128,480
Medical/dental	1,370,291	6,754,339	6,248,096	1,876,534
General liability	1,859,809	27,247	95,234	1,791,822
Total	<u>\$ 4,271,367</u>	<u>\$ 7,374,189</u>	<u>\$ 6,848,720</u>	<u>\$ 4,796,836</u>
2007–2008:				
Workers' compensation	\$ 1,128,480	\$ 772,077	\$ 581,676	\$ 1,318,881
Medical/dental	1,876,534	4,944,025	5,369,300	1,451,259
General liability	1,791,822	455,827	341,741	1,905,908
Total	<u>\$ 4,796,836</u>	<u>\$ 6,171,929</u>	<u>\$ 6,292,717</u>	<u>\$ 4,676,048</u>

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

15. Commitments

The City leases water rights that represent approximately 33% of the City's water sources. These leases require payment of 12.5% royalty on rates charged to City water customers, with the exception of the months of August and September of 2008. One of the leases expired in July and was renewed with a constant five-year rate of \$0.40 per 1000 gallons. Total royalty paid amounted to \$689,582 in Fiscal Year 2008. The second lease will expire March 31, 2010. The City is currently in negotiations for renewal of this lease.

The City owns property that serves as a wastewater disposal site. There are approximately 6,000 acres at two sites for this purpose.

The Colorado River Municipal Water District (the CRMWD) was issued a permit in May 1985 by the Texas Commission on Environmental Quality (formerly, Texas Natural Resource Conservation Commission) to construct a 554,000-acre-feet dam and reservoir on the Colorado River and impound water in Coleman, Concho and Runnels Counties, Texas. This project is known as the O. H. Ivie Reservoir (the Project).

The City of Midland entered into a contract with CRMWD in September 1985, under which the City obtained a 16.54% interest in the Project's water rights. CRMWD agreed to provide the City a source of water from O. H. Ivie Reservoir limited annually to 16.54% of the safe yield of the reservoir. The City agreed to pay CRMWD a sum equal to 16.54% of the cost of the Project plus annual operating costs.

CRMWD is responsible for the care, operation, and maintenance of the Project. The City does not have an ownership interest in the assets of the Project or CRMWD nor is it directly liable for the revenue bonds issued by CRMWD to finance the Project. The City's share of project costs is expensed as water rights in the Water and Sewer Fund. Payments by the City to CRMWD are made solely from the gross revenues of the City's water and sewer system. The terms of the City-CRMWD contracts shall continue and be effective during the entire useful life of the Project.

In November 1985, CRMWD issued \$53,590,000 of revenue bonds with interest rates ranging from 8.25% to 11.25%. The City's operating cost to reimburse CRMWD for the Project costs is estimated to approximate \$900,000 per year through the year 2016 with expected payments totaling \$26,000,000.

The annual required payment as specified above will be reduced by an amount equal to 16.54% of the estimated investment earnings attributable to the proceeds from the sale of the revenue bonds. The City paid \$730,274 to CRMWD in Fiscal Year 2008, as the City's 16.54% interest in the Project costs. This amount is recorded as an expense in the City's financial statements for the year ended September 30, 2008.

CRMWD and the City of Midland entered into a water transmission contract on June 29, 1988, which provides for the construction and operation of raw water transmission pipelines, pump stations, and other facilities required to transmit water from O.H. Ivie Reservoir to Midland.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

15. Commitments (continued)

The water transmission system was constructed with the proceeds of \$115,000,000 Water System Revenue Bonds (Water Transmission Facilities Project), Series 1991 sold August 6, 1991, \$9,000,000 Water System Revenue Bonds (Water Transmission Facilities Project), Series 1994 sold September 27, 1994, and \$3,500,000 of Colorado River Municipal Water District cash contributions.

The system consists of a main pump station with five intermediate booster pump stations; each includes pumping units, electric motor controls and appurtenances, a steel- or earth-constructed surge tank and pipelines necessary to complete the Project. Electrical transmission lines sufficient to service the main pump station and booster pumps were constructed from suitable generating sources. The pipeline is approximately 158 miles long with lines ranging in diameter from 53 to 60 inches.

The water transmission system was constructed in three segments:

Segment 1 is capable of delivering up to 90 million gallons per day to a junction point near San Angelo.

Segment 2 is capable of delivering up to 65 million gallons per day to a junction point near Big Spring.

Segment 3 is capable of delivering up to 55 million gallons per day to Odessa/Midland termination point.

The City of Midland shared in the total construction costs at the rate of 22.222% of Segment 1, 30.769% of Segment 2, and 36.364% of Segment 3. The City also shared 22.222% of the total construction costs of the O. H. Ivie Pump Station Substructure. Operation and maintenance of the system is provided for by contractual agreements executed between the parties. The City paid \$2,711,966 to CRMWD in 2008, pursuant to this agreement.

The City's estimated annual commitment for the pipeline construction under this contract is \$2.76 million per year for a 30-year period beginning in 1994.

Airport Projects – The project Rehabilitate Airfield Lighting has an estimated cost of \$1.9 million and is scheduled for completion in March 2009. The project began in 2008.

Construction on the Runway 16R/34L Rehabilitation, which began in 2008, has an estimated completion date of June 2009 with an estimated cost of \$4.5 million.

Design Runway 10/28 Rehabilitation is estimated to cost \$90,250. This project was also begun in 2008 and has an estimated completion date of June 2008.

Utilities – Construction on the Edgewood Booster Pump Station, which began in 2007, continued during 2008. Estimated completion date is the second quarter of 2009 with an estimated cost of \$4.1 million.

Construction began in September of 2008 on the Water Pollution Control Plant Digester Rehabilitation and Upgrades Project. It is scheduled for completion in first quarter 2010 with an estimated cost of \$8.1 million.

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

16. Litigation

The City is a party to several legal actions arising in the ordinary course of its business. In the opinion of the City's management, upon advice of the City Attorney, the City has adequate legal defense and/or insurance coverage regarding each of these actions and does not believe that they will materially affect the City's operations or financial position.

17. Closure and Postclosure Care Cost

The City adopted GASB Statement No. 18, *Accounting for Municipal Solid Waste Landfill Closure and Postclosure Care Costs*, for the fiscal year beginning October 1, 1993.

State and federal laws and regulations require the City to place a final cover on the City of Midland Municipal Solid Waste Facility, Texas Natural Resource Conservation Commission Permit #1605 site when it stops accepting waste and to perform certain maintenance and monitoring functions at the site for 30 years after closure. Although closure and postclosure care costs will be only near or after the date the landfill stops accepting waste, the City reports a portion of these closure and postclosure care costs as an operating expense in each period based on landfill capacity used as of each balance sheet date. Total current cost has been adjusted for the effects of inflation by using the Consumer Price Index for all Urban Consumers (CPI-U): Selected areas by Expenditure Category and Commodity and Service Group for Dallas-Fort Worth, Texas.

The base period selected was June 1993. The index change from July 2007 through July 2008 was plus 6.24%. The amount expensed for the year ended September 30, 2008 is \$866,914. The \$7,364,878 reported as landfill closure and postclosure care liability at September 30, 2008, represents the cumulative amount reported to date based on the use of 17.92% of the estimated capacity of the landfill. The City will recognize the remaining estimated cost of closure and postclosure care of \$55,563,271 as the remaining estimated capacity is filled.

These amounts are based on what it would cost to perform all closure and postclosure care in the fiscal year ended September 30, 2008. The City expects to close the landfill in the year 2053. Actual cost may be higher due to inflation, changes in technology, or changes in regulations.

On April 9, 1997, the Financial Responsibility Requirements found in Environmental Protection Agency Subtitle D regulations as they relate to publicly owned or operated municipal solid waste landfill facilities became effective. These regulations require that financial assurance to perform closure, postclosure and corrective activities for landfill operations be provided.

The City has chosen to provide this assurance through use of the Local Government Financial Test and Government Guarantee. This guarantee consists of three basic components, which are a financial component, public notice component and a record-keeping and reporting component.

(continued)

CITY OF MIDLAND, TEXAS

NOTES TO BASIC FINANCIAL STATEMENTS

17. Closure and Postclosure Care Cost (continued)

The public notice component of the Local Government Financial Test and Government Guarantee demonstrating financial assurance for closure, postclosure, or corrective action required by Environmental Protection Agency Subtitle D regulations for landfills operated by a local government requires the following disclosures be made.

1. The specific facility covered is the City of Midland Municipal Solid Waste Facility, Texas Natural Resource Conservation Commission Permit #1605.
2. Financial assurance costs are anticipated in the following categories of expenditures and in the amount of the corresponding cost estimates.

Closure costs	\$ 6,613,221
Postclosure costs	11,969,052
Corrective action	<u>-</u>
 Total	 \$ <u>18,582,273</u>

3. The anticipated year of closure is 2053 with closure costs having been fully incurred at that time. It is anticipated that postclosure costs will be incurred evenly across the 30-year postclosure monitoring period at \$398,968 per year.

18. Related Organizations

The City is responsible for appointing the members of the boards of the Midland Economic Development Corporation (MEDCO) and the Midland Housing Finance Corporation (MHFC) but the City's accountability for these organizations does not extend beyond making the appointments. For the year ended September 30, 2008, the City appropriated no funds for the use of either organization.

19. Discretely Presented Component UnitsSignificant Accounting Policies

The Midland Football/Soccer and Baseball Complex Development Corporation (SCDC) and the Midland Development Corporation (MDC) are accounted for using the economic resources measurement focus and are presented as a discretely presented component units. The SCDC and the MDC are presented on the accrual basis of accounting.

Revenues and Expenses

The main revenue source for the SCDC is the 4b sales tax revenue and SCDC is bound by contract to pay all 4b sales tax revenues received to the City to pay for costs associated with the 2000 and 2001A City of Midland Certificates of Obligation and the City of Midland General Obligation Refunding Bonds, Series 2006B (see note 9).

(continued)

CITY OF MIDLAND, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS

19. Discretely Presented Component Units (continued)

Revenues and Expenses (continued)

The main revenue source for the MDC is the 4a sales tax revenue, which became effective April 1, 2002. The MDC will incur expenses for economic development activities and operating expenses. The MDC expenses for fiscal year 2008 consisted of consulting and administrative expenses of \$1,884,148 and economic development expenses of \$849,662.

Assets and Liabilities

The SCDC assets consist solely of accrued sales tax revenues. A liability in the exact amount of the accrued sales tax revenues is recognized because of the SCDC contractual liability to the City.

The MDC assets consist primarily of sales tax revenues receivable, investments made with reserves and capital assets in the form of land, a building and improvements. The MDC's liabilities as of September 30, 2008 consist of amounts due for physician recruitment and consulting services.

CITY OF MIDLAND, TEXAS
Required Supplementary Information
General Fund
Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget and Actual
For the Year Ended September 30, 2008
(Unaudited)

	Budgeted Amounts		Actual Amounts	Adjustments— Budgetary Basis	Actual on a Budgetary Basis	Variance with Final Budget — Positive (Negative)
	Original	Final				
Revenues:						
Taxes	\$ 57,094,538	\$ 57,094,538	\$ 61,383,573	\$ -	\$ 61,383,573	\$ 4,289,035
Licenses and permits	880,820	880,820	1,175,585	-	1,175,585	294,765
Fines and forfeitures	2,441,000	2,441,000	3,166,584	-	3,166,584	725,584
Charges for services	5,856,326	5,856,326	2,289,241	3,750,753	6,039,994	183,668
Rentals	13,392	13,392	16,694	-	16,694	3,302
Intergovernmental	1,158,027	1,158,027	970,550	-	970,550	(187,477)
Investment earnings	1,505,600	1,505,600	1,239,475	-	1,239,475	(266,125)
Contributions and donations	140,000	140,000	205,805	-	205,805	65,805
Miscellaneous	129,800	129,800	224,288	-	224,288	94,488
Total revenues	69,219,503	69,219,503	70,671,795	3,750,753	74,422,548	5,203,045
Expenditures:						
General government:						
Administration	874,423	734,818	734,604	-	734,604	214
Support services	10,294,969	9,856,603	9,855,289	-	9,855,289	1,314
Fiscal management	1,558,385	1,623,540	1,623,328	-	1,623,328	212
Development services	9,066,318	9,603,726	9,410,143	192,833	9,602,976	750
Community services	8,059,385	8,596,389	8,595,533	-	8,595,533	856
Police	20,456,138	19,211,461	19,210,537	-	19,210,537	924
Fire	15,944,264	16,467,622	16,466,900	-	16,466,900	722
Other	2,277,407	2,299,000	2,298,884	-	2,298,884	116
Total expenditures	68,531,289	68,393,159	68,195,218	192,833	68,388,051	5,108
Excess of revenues over expenditures	688,214	826,344	2,476,577	3,557,920	6,034,497	5,208,153
Other financing sources (uses):						
Transfers in	750,000	750,000	4,307,920	(3,557,920)	750,000	-
Transfers out	(970,536)	(3,594,990)	(3,594,977)	-	(3,594,977)	13
Total other financing sources (uses)	(220,536)	(2,844,990)	712,943	(3,557,920)	(2,844,977)	13
Net change in fund balances	467,678	(2,018,646)	3,189,520	-	3,189,520	5,208,166
Fund balances — beginning	34,872,377	34,872,377	34,872,377	-	34,872,377	-
Fund balances — ending	\$ 35,340,055	\$ 32,853,731	\$ 38,061,897	\$ -	\$ 38,061,897	\$ 5,208,166

The notes to required supplementary information are an integral part of this schedule.

CITY OF MIDLAND, TEXAS**NOTES TO REQUIRED SUPPLEMENTARY INFORMATION****September 30, 2008**Budgetary Data

The City Council follows these procedures in establishing the annual budget:

1. 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. Annual budgets are legally adopted for the General Fund and the Debt Service Fund on a basis consistent with U.S. generally accepted accounting principles, except for the classification of interfund transfers for General Fund services to other funds as charges for services for budgetary purposes instead of interfund transfers. Formal budgetary integration is not employed for the proprietary funds. The City adopts an annual budget for managerial control for all proprietary funds.
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.
4. Expenditures may not legally exceed appropriations at the division level for legally adopted annual operating budgets. The City Manager has the authority to transfer appropriation balances from one department, the primary subunits of each fund, or division and the primary subunit of each department, to another within a single fund of the City. Department heads may approve amendments of amounts between line items within a division so long as the transfers do not significantly change the work program contemplated in the approved budget.
5. Supplemental appropriations during the year must be approved and adopted by the City Council through passage of resolution. During fiscal year 2008, there were \$138,130 in appropriation decreases for the General Fund.
6. At the close of each fiscal year, unexpended budgetary appropriations lapse or revert to the undesignated fund balance. The unexpended appropriation balances in capital projects do not lapse at year-end.

The Budgetary Comparison Schedule, included in the required supplementary information, presents a comparison of the original and final amended budgets for the period to actual results of operations for the General Fund. There are no major special revenue funds.

City of Midland, Texas
Required Supplementary Information
Schedule of Actuarial Liabilities and Funding Progress
Texas Municipal Retirement System
Last Six Calendar Years
(Unaudited)

Actuarial Valuation Date	12/31/07	12/31/06	12/31/05	12/31/04	12/31/03	12/31/02
Actuarial Value of Assets (1)	\$ 98,110,437	\$ 100,175,959	\$ 98,517,623	\$ 99,352,897	\$ 100,231,900	\$ 95,359,549
Actuarial Accrued Liability (1)	147,876,693	136,111,590	132,828,932	133,404,222	132,465,409	123,749,488
Percentage Funded	66.35%	73.60%	74.17%	74.48%	75.67%	77.06%
Unfunded Actuarial Accrued Liability (UAAL)	49,766,256	35,935,631	34,311,309	34,051,325	32,233,509	28,389,939
Annual Covered Payroll (2)	30,719,577	27,799,764	25,903,004	25,651,950	26,652,221	25,597,290
UAAL as a Percentage of Covered Payroll	162.00%	129.27%	132.46%	132.74%	120.94%	110.91%
Net Pension Obligation (NPO) at the Beginning of Period	-	-	-	-	-	-
Annual Pension Cost (2):						
Annual Required Contribution (ARC)	5,213,113	4,762,096	4,477,462	4,230,893	4,160,410	4,081,266
Interest on NPO	-	-	-	-	-	-
Adjustment to ARC	-	-	-	-	-	-
Contributions Made (2)	5,213,113	4,762,096	4,477,462	4,230,893	4,160,410	4,081,266
Increase in NPO	-	-	-	-	-	-
NPO at the end of period	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Information is from appropriate year supplements to TMRS annual reports.

(2) Extracted from City of Midland annual reports.

City of Midland, Texas
Required Supplementary Information
Schedule of Actuarial Liabilities and Funding Progress
Midland Firemen's Relief and Retirement Fund
Last Six Calendar Years
(Unaudited)

Actuarial Valuation Date	12/31/07	12/31/06 (1)	12/31/05	12/31/04 (1)	12/31/03	12/31/02 (1)
Actuarial Value of Assets (2)	\$ 67,386,648	\$ 63,333,381	\$ 58,778,124	\$ 54,538,914	\$ 51,129,274	\$ 41,144,135
Actuarial Accrued Liability (2)	93,411,551	N/A	80,119,856	N/A	68,671,011	N/A
Percentage Funded	72.14%	N/A	73.36%	N/A	74.46%	N/A
Unfunded Actuarial Accrued Liability (UAAL)	26,024,903	N/A	21,341,732	N/A	17,541,737	N/A
Annual Covered Payroll (2)	10,352,485	9,143,779	9,007,688	8,743,306	8,790,657	7,647,811
UAAL as a Percentage of Covered Payroll	251.39%	N/A	236.93%	N/A	199.55%	N/A
Net Pension Obligation (NPO) at the Beginning of Period	-	-	-	-	-	-
Annual Pension Cost (2):						
Annual Required Contribution (ARC)	1,946,855	1,670,535	1,600,909	1,573,795	1,519,979	1,376,606
Interest on NPO	-	-	-	-	-	-
Adjustment to ARC	-	-	-	-	-	-
Contributions Made (2)	1,946,855	1,670,535	1,600,909	1,573,795	1,519,979	1,376,606
Increase in NPO	-	-	-	-	-	-
NPO at the end of period	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Actuarial valuations were not completed as of December 31, 2002, December 31, 2004, and December 31, 2006.

(2) Information is from actuarial reports prepared for the Midland Firemen's Relief and Retirement Fund. In years where an actuarial report is not prepared, the value of plan assets is extracted from the Midland Firemen's Relief and Retirement Fund audit for the appropriate year and Annual Covered Payroll and Contributions Made is extracted from the appropriate year City of Midland audit.



NONMAJOR GOVERNMENTAL FUNDS

SPECIAL REVENUE FUNDS

Special revenue funds are used to account for specific revenues that are legally restricted to expenditure for particular purposes.

The City's Special Revenue Funds are as follows:

COMMUNITY DEVELOPMENT FUND – to account for federal funds received through various Community Development Block Grants.

FEDERAL POLICE SPECIAL PURPOSES FUND – to account for funds received from forfeited property under federal jurisdiction. Such funds are used solely for law enforcement purposes such as salaries, training, equipment, supplies and items used by officers in direct law enforcement duties.

STATE POLICE SPECIAL PURPOSES FUND – to account for funds received from forfeited property under state jurisdiction. Such funds are used solely for law enforcement purposes such as salaries, training, equipment, supplies and items used by officers in direct law enforcement duties.

DEPARTMENT OF JUSTICE GRANT FUND – to account for funds received from the Department of Justice, Office of Justice programs. The purpose of the Justice Assistance Grant (JAG) program is to support a broad range of activities to prevent and control crime.

TAX INCREMENT REINVESTMENT ZONE FUND – to account for funds received from taxing units that levy taxes on real property in a designated reinvestment zone, a contiguous geographic area in the City of Midland, as prescribed under the provisions of Chapter 311 of the Texas Tax Code. The purpose of the fund is to enhance the value of real property in the zone through improvements.

HOTEL-MOTEL TAX FUND – to account for funds received from the occupancy tax collected from hotels and motels. These funds are restricted by law for use for specified purposes.

MUNICIPAL COURT TECHNOLOGY FUND – to account for funds collected from the defendant upon conviction for a misdemeanor offense in the City of Midland Municipal Court as a cost of court. These funds are restricted for the purchase of technological enhancements for the benefit of City of Midland Municipal Court.

MUNICIPAL COURT BUILDING SECURITY FUND – to account for funds collected from the defendant upon conviction for a misdemeanor offense in the City of Midland Municipal Court as a cost of court. These funds are restricted for the purchase of building security enhancements for the benefit of City of Midland Municipal Court.

STREET REPAIR IMPROVEMENT AND NEW STREET AND SIDEWALK INSTALLATION FUND – to account for funds received from a supplemental building permit charge and a supplemental street improvement charge on specified classes of property. These funds are restricted for use in improving, repairing or installing streets, alleys and/or sidewalks.

CAPITAL PROJECTS FUNDS

Capital projects funds account for financial resources to be used for the acquisition or construction of major capital facilities other than those financed by proprietary type funds.

The City's Capital Projects Funds are as follows:

ANIMAL SHELTER FACILITY AND EQUIPMENT FUND – to account for the costs of building improvements and the purchase of equipment related to the Animal Shelter Facility, financed by funds received from a supplemental animal license fee.

STREET IMPROVEMENT CAPITAL FUND – to account for the financing and construction of streets and alleys, financed primarily by property owner participation.

1995 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of construction of fire department substations, construction of and improvements to the city streets and traffic signals, construction of drainage improvements, and construction of improvements and extensions to city parks, financed by certificates of obligation proceeds.

1997 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of street and drainage improvements, park improvements, police department computer improvements, site acquisition and planning for fire station, Midland Center and downtown plaza expansion and improvements, Linebery historical site preservation planning and improvements, and additional radio channel capacity, financed by certificates of obligation proceeds.

1998 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of street and drainage improvements, traffic improvements, park improvements, drainage improvements, downtown Midland improvements, and City Hall renovation and land acquisition, financed by certificates of obligation proceeds.

1999 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of park improvements, buildings and structures for public gatherings, street improvements, drainage improvements, fire stations, golf course facilities, and fire fighting equipment, financed by certificates of obligation proceeds.

2001 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of street and drainage improvements, traffic lights and controls, public safety equipment, park improvements, Midland Community Center equipment and improvements, records storage equipment and professional services related to planning and zoning projects.

2003 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of traffic signage and signalization, street and drainage improvements, park improvements, Midland Center Facilities improvements, downtown Midland improvements and professional services rendered in relation to such projects financed by certificates of obligation proceeds.

2005 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of public safety equipment, street paving, drainage, traffic signage and signalization improvements, park improvements, improvements to City facilities, downtown Midland improvements and professional services rendered in relation to such projects financed by certificates of obligation proceeds.

2007 GENERAL PURPOSE CERTIFICATES OF OBLIGATION FUND – to account for the costs of street, drainage, and traffic signalization improvement, park and recreation improvements, acquiring, improving and renovating a building for storage of municipal property, acquiring, constructing, improving and equipping fire fighting facilities, including the acquisition of land therefor and professional services rendered in relation to such projects financed by certificates of obligation proceeds.



CITY OF MIDLAND, TEXAS
Combining Balance Sheet
Nonmajor Governmental Funds
September 30, 2008

Special Revenue

	Community Development Fund	Federal Police Special Purposes Fund	State Police Special Purposes Fund	Department of Justice Grant Fund	Tax Increment Zone Reinvestment Fund	Hotel Motel Tax Fund	Municipal Court Technology Fund	Municipal Court Building Security Fund	Street Repair Improvement and New Street and Sidewalk Installation Fund	Total
ASSETS										
Cash and cash equivalents	\$ -	\$ 163,366	\$ 44,751	\$ 30,585	\$ 602,327	\$ 1,921,605	\$ 179,631	\$ 148,215	\$ 340,783	\$ 3,431,263
Investments	-	35,156	9,630	6,581	129,619	413,524	38,656	31,895	73,820	738,881
Receivables:										
Property taxes	-	-	-	-	44,610	-	-	-	-	44,610
Accounts receivable	789,913	-	-	-	889	43,255	-	-	-	834,057
Assessments receivable	-	-	-	-	-	-	-	-	-	-
Interest receivable	-	336	99	63	-	3,894	360	298	787	5,837
Intergovernmental receivable	84,151	-	-	-	-	-	-	-	-	84,151
Total assets	\$ 874,064	\$ 198,858	\$ 54,480	\$ 37,229	\$ 777,445	\$ 2,382,278	\$ 218,647	\$ 180,408	\$ 415,390	\$ 5,138,799
LIABILITIES										
Accounts payable	\$ 25,946	\$ 160	\$ 5,735	\$ 1,047	\$ -	\$ 106,833	\$ -	\$ -	\$ 48,139	\$ 187,860
Retainage payable	-	-	-	-	-	-	-	-	3,899	3,899
Due to other funds	48,470	-	-	-	-	-	-	-	-	48,470
Deferred and unearned revenue	774,970	-	-	12,396	-	-	-	-	-	787,366
Other	-	-	-	-	-	-	-	-	-	-
Total liabilities	849,386	160	5,735	13,443	-	106,833	-	-	52,038	1,027,595
FUND BALANCES										
Reserved for encumbrances	24,678	-	-	33,917	-	52,757	-	-	70,092	181,444
Unreserved, undesignated	-	198,698	48,745	(10,131)	777,445	2,222,688	218,647	180,408	293,260	3,929,760
Total fund balances	24,678	198,698	48,745	23,786	777,445	2,275,445	218,647	180,408	363,352	4,111,204
Total liabilities and fund balances	\$ 874,064	\$ 198,858	\$ 54,480	\$ 37,229	\$ 777,445	\$ 2,382,278	\$ 218,647	\$ 180,408	\$ 415,390	\$ 5,138,799

Capital Projects Funds											
Animal Shelter Facility and Equipment Fund	Street Improvement Capital Fund	1995	1997	1998	1999	2001	2003	2005	2007	Total	Total Nonmajor Governmental Funds
		General Purpose Certificates of Obligation Fund									
\$ 169,778	\$ 33,316	\$ 54,746	\$ -	\$ 181,543	\$ 33,335	\$ 375,501	\$ 719,681	\$ 734,602	\$ 3,125,131	\$ 5,427,633	\$ 8,858,896
36,536	7,170	77	-	83	314	203	227	1,947	780	47,337	786,218
-	-	-	-	-	-	-	-	-	-	-	44,610
-	-	-	-	-	-	-	-	-	-	-	834,057
-	523,134	-	-	-	-	-	-	-	-	523,134	523,134
353	64	1	-	1	3	-	-	-	-	422	6,259
-	-	-	-	-	-	-	-	-	-	-	84,151
<u>\$ 206,667</u>	<u>\$ 563,684</u>	<u>\$ 54,824</u>	<u>\$ -</u>	<u>\$ 181,627</u>	<u>\$ 33,652</u>	<u>\$ 375,704</u>	<u>\$ 719,908</u>	<u>\$ 736,549</u>	<u>\$ 3,125,911</u>	<u>\$ 5,998,526</u>	<u>\$ 11,137,325</u>
\$ -	\$ -	\$ -	\$ -	\$ -	\$ 15,533	\$ 7,628	\$ 87,584	\$ 166,467	\$ 114,413	\$ 391,625	\$ 579,485
-	-	-	-	-	-	-	-	8,935	5,605	14,540	18,439
-	-	-	-	-	-	-	-	-	-	-	48,470
-	523,134	-	-	-	-	-	-	-	-	523,134	1,310,500
-	-	-	-	-	-	25	62	113	373	573	573
-	523,134	-	-	-	15,533	7,653	87,646	175,515	120,391	929,872	1,957,467
5,849	-	6,728	-	4,913	13,377	189,367	245,308	291,830	1,992,123	2,749,495	2,930,939
200,818	40,550	48,096	-	176,714	4,742	178,684	386,954	269,204	1,013,397	2,319,159	6,248,919
206,667	40,550	54,824	-	181,627	18,119	368,051	632,262	561,034	3,005,520	5,068,654	9,179,858
<u>\$ 206,667</u>	<u>\$ 563,684</u>	<u>\$ 54,824</u>	<u>\$ -</u>	<u>\$ 181,627</u>	<u>\$ 33,652</u>	<u>\$ 375,704</u>	<u>\$ 719,908</u>	<u>\$ 736,549</u>	<u>\$ 3,125,911</u>	<u>\$ 5,998,526</u>	<u>\$ 11,137,325</u>

CITY OF MIDLAND, TEXAS
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
Nonmajor Governmental Funds
For the Year Ended September 30, 2008

Special Revenue

	Community Development Fund	Federal Police Special Purposes Fund	State Police Special Purposes Fund	Department of Justice Grant Fund	Tax Increment Reinvestment Zone Fund	Hotel Motel Tax Fund	Municipal Court Technology Fund	Municipal Court Building Security Fund	Street Repair Improvement and New Street and Sidewalk Installation Fund	Total
REVENUES										
Ad valorem tax revenues	\$ -	\$ -	\$ -	\$ -	\$ 348,303	\$ -	\$ -	\$ -	\$ -	\$ 348,303
Hotel-Motel tax revenues	-	-	-	-	-	2,459,814	-	-	-	2,459,814
Street improvement charge	-	-	-	-	-	-	-	-	261,589	261,589
Pet licenses	-	-	-	-	-	-	-	-	-	-
Municipal Court technology assessment	-	-	-	-	-	-	66,765	-	-	66,765
Municipal Court Security Fee	-	-	-	-	-	-	-	49,474	-	49,474
Paving assessments	-	-	-	-	-	-	-	-	-	-
Midland Center rentals	-	-	-	-	-	203,589	-	-	-	203,589
Intergovernmental grants	913,593	-	-	50,829	-	-	-	-	-	964,422
Investment income:										
Interest income	9,813	6,215	2,327	1,559	13,817	58,439	6,020	4,931	14,579	117,700
Net increase (decrease) in the fair value of investments	-	(119)	(36)	(21)	(270)	(1,368)	(128)	(106)	(281)	(2,329)
Program income	206,789	-	-	-	-	-	-	-	-	206,789
Miscellaneous	-	29,998	12,411	-	-	440	-	-	-	42,849
Total revenues	<u>1,130,195</u>	<u>36,094</u>	<u>14,702</u>	<u>52,367</u>	<u>361,850</u>	<u>2,720,914</u>	<u>72,657</u>	<u>54,299</u>	<u>275,887</u>	<u>4,718,965</u>
EXPENDITURES										
Administration	205,784	-	-	-	-	-	-	-	-	205,784
Clearance activities	100,990	-	-	-	-	-	-	-	-	100,990
Community involvement	90,130	-	-	-	-	-	-	-	-	90,130
Housing programs	170,844	-	-	-	-	-	-	-	-	170,844
Economic development	-	-	-	-	-	1,680,324	-	-	-	1,680,324
Capital outlay	552,663	-	5,192	19,452	-	-	-	-	287,264	864,571
Other	-	8,848	30,975	31,377	8,357	172,271	34,267	-	-	286,095
Total expenditures	<u>1,120,411</u>	<u>8,848</u>	<u>36,167</u>	<u>50,829</u>	<u>8,357</u>	<u>1,852,595</u>	<u>34,267</u>	<u>-</u>	<u>287,264</u>	<u>3,398,738</u>
Excess (deficiency) of revenues over (under) expenditures	<u>9,784</u>	<u>27,246</u>	<u>(21,465)</u>	<u>1,538</u>	<u>353,493</u>	<u>868,319</u>	<u>38,390</u>	<u>54,299</u>	<u>(11,377)</u>	<u>1,320,227</u>
OTHER FINANCING SOURCES (USES)										
Transfers in	-	-	-	-	-	-	-	-	-	-
Transfers out	-	-	-	-	-	(11,532)	-	-	-	(11,532)
Total other financing sources (uses)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(11,532)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(11,532)</u>
Net change in fund balances	<u>9,784</u>	<u>27,246</u>	<u>(21,465)</u>	<u>1,538</u>	<u>353,493</u>	<u>856,787</u>	<u>38,390</u>	<u>54,299</u>	<u>(11,377)</u>	<u>1,308,695</u>
Fund balances – beginning	<u>14,894</u>	<u>171,452</u>	<u>70,210</u>	<u>22,248</u>	<u>423,952</u>	<u>1,418,658</u>	<u>180,257</u>	<u>126,109</u>	<u>374,729</u>	<u>2,802,509</u>
Fund balances – ending	<u>\$ 24,678</u>	<u>\$ 198,698</u>	<u>\$ 48,745</u>	<u>\$ 23,786</u>	<u>\$ 777,445</u>	<u>\$ 2,275,445</u>	<u>\$ 218,647</u>	<u>\$ 180,408</u>	<u>\$ 363,352</u>	<u>\$ 4,111,204</u>

Capital Projects Funds

Animal Shelter Facility and Equipment Fund	Street Improvement Capital Fund	1995 General Purpose Certificates of Obligation Fund	1997 General Purpose Certificates of Obligation Fund	1998 General Purpose Certificates of Obligation Fund	1999 General Purpose Certificates of Obligation Fund	2001 General Purpose Certificates of Obligation Fund	2003 General Purpose Certificates of Obligation Fund	2005 General Purpose Certificates of Obligation Fund	2007 General Purpose Certificates of Obligation Fund	Total	Total Nonmajor Governmental Funds
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 348,303
-	-	-	-	-	-	-	-	-	-	-	2,459,814
-	-	-	-	-	-	-	-	-	-	-	261,589
24,146	-	-	-	-	-	-	-	-	-	24,146	24,146
-	-	-	-	-	-	-	-	-	-	-	66,765
-	-	-	-	-	-	-	-	-	-	-	49,474
-	4,374	-	-	-	-	-	-	-	-	4,374	4,374
-	-	-	-	-	-	-	-	-	-	-	203,589
-	-	-	-	-	-	-	-	-	-	-	964,422
6,562	7,236	1,880	404	5,793	2,331	15,785	(11,679)	38,778	175,138	242,228	359,928
(124)	(22)	-	-	-	2	12	33	70	283	254	(2,075)
-	-	-	-	-	-	-	-	-	-	-	206,789
-	-	-	-	-	-	-	-	-	-	-	42,849
<u>30,584</u>	<u>11,588</u>	<u>1,880</u>	<u>404</u>	<u>5,793</u>	<u>2,333</u>	<u>15,797</u>	<u>(11,646)</u>	<u>38,848</u>	<u>175,421</u>	<u>271,002</u>	<u>4,989,967</u>
-	-	-	-	-	-	-	-	-	-	-	205,784
-	-	-	-	-	-	-	-	-	-	-	100,990
-	-	-	-	-	-	-	-	-	-	-	90,130
-	-	-	-	-	-	-	-	-	-	-	170,844
-	-	-	-	-	-	-	-	-	-	-	1,680,324
9,151	-	-	10,190	254	89,906	292,658	83,144	882,835	4,104,088	5,472,226	6,336,797
-	-	-	-	-	-	14,138	17,634	56,458	15,051	103,281	389,376
<u>9,151</u>	<u>-</u>	<u>-</u>	<u>10,190</u>	<u>254</u>	<u>89,906</u>	<u>306,796</u>	<u>100,778</u>	<u>939,293</u>	<u>4,119,139</u>	<u>5,575,507</u>	<u>8,974,245</u>
<u>21,433</u>	<u>11,588</u>	<u>1,880</u>	<u>(9,786)</u>	<u>5,539</u>	<u>(87,573)</u>	<u>(290,999)</u>	<u>(112,424)</u>	<u>(900,445)</u>	<u>(3,943,718)</u>	<u>(5,304,505)</u>	<u>(3,984,278)</u>
-	-	-	639	-	-	-	-	4,433	1,445	6,517	6,517
-	-	-	(6,517)	-	-	-	-	-	-	(6,517)	(18,049)
-	-	-	(5,878)	-	-	-	-	4,433	1,445	-	(11,532)
21,433	11,588	1,880	(15,664)	5,539	(87,573)	(290,999)	(112,424)	(896,012)	(3,942,273)	(5,304,505)	(3,995,810)
<u>185,234</u>	<u>28,962</u>	<u>52,944</u>	<u>15,664</u>	<u>176,088</u>	<u>105,692</u>	<u>659,050</u>	<u>744,686</u>	<u>1,457,046</u>	<u>6,947,793</u>	<u>10,373,159</u>	<u>13,175,668</u>
<u>\$ 206,667</u>	<u>\$ 40,550</u>	<u>\$ 54,824</u>	<u>\$ -</u>	<u>\$ 181,627</u>	<u>\$ 18,119</u>	<u>\$ 368,051</u>	<u>\$ 632,262</u>	<u>\$ 561,034</u>	<u>\$ 3,005,520</u>	<u>\$ 5,068,654</u>	<u>\$ 9,179,858</u>

CITY OF MIDLAND, TEXAS
Debt Service Fund
Schedule of Revenues, Expenditures and Changes in Fund Balances
Budget and Actual
For the Year Ended September 30, 2008

	<u>Budgeted Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget- Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Property taxes	\$ 3,910,011	\$ 3,910,011	\$ 3,866,703	\$ (43,308)
Investment earnings:				
Interest income	42,000	42,000	34,408	(7,592)
Net decrease in the fair value of investments	-	-	(191)	(191)
Total revenues	<u>3,952,011</u>	<u>3,952,011</u>	<u>3,900,920</u>	<u>(51,091)</u>
EXPENDITURES				
Debt service:				
Principal	2,808,488	2,808,488	2,808,488	-
Interest	1,282,232	1,282,232	1,282,232	-
Paying agent fees	3,200	3,200	3,144	56
Total expenditures	<u>4,093,920</u>	<u>4,093,920</u>	<u>4,093,864</u>	<u>56</u>
Deficiency of revenues under expenditures	<u>(141,909)</u>	<u>(141,909)</u>	<u>(192,944)</u>	<u>(51,035)</u>
OTHER FINANCING SOURCES (USES)				
Transfers in	<u>109,476</u>	<u>109,476</u>	<u>109,476</u>	<u>-</u>
Total other financing sources	<u>109,476</u>	<u>109,476</u>	<u>109,476</u>	<u>-</u>
Net change in fund balances	(32,433)	(32,433)	(83,468)	(51,035)
Fund balances – beginning	<u>328,541</u>	<u>328,541</u>	<u>328,541</u>	<u>-</u>
Fund balances – ending	<u>\$ 296,108</u>	<u>\$ 296,108</u>	<u>\$ 245,073</u>	<u>\$ (51,035)</u>

INTERNAL SERVICE FUNDS

Internal service funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the government and to other government units, on a cost reimbursement basis.

The City's Internal Service Funds are as follows:

WAREHOUSE FUND – to account for the revenues and cost of operations of a central store for the City.

GARAGE FUND – to account for the revenues and cost of operations of a central motor pool. Vehicles are rented to user departments at estimated cost. Additions and replacements are financed by the Garage Fund and by transfers from the General Fund and Special Revenue Funds.

WORKER'S COMPENSATION SELF-INSURANCE FUND – to account for the revenues and expenses of a worker's compensation plan consisting of purchased insurance and self-insurance for claims prior to October 1, 1996. Departments of the City are charged premiums consistent with the cost of comparable insurance plans.

MEDICAL/DENTAL SELF-INSURANCE FUND – to account for the revenues and expenses of a group life insurance, medical insurance and dental insurance self-insurance plan for employees, dependents and retirees. Departments of the City are charged premiums consistent with the cost of comparable insurance plans. Claims are provided for as incurred.

GENERAL LIABILITY SELF-INSURANCE FUND – to account for the revenues and expenses of a self-insured general liability insurance fund. Departments of the City are charged premiums consistent with the cost of comparable insurance plans. Claims are provided for as incurred.

CITY OF MIDLAND, TEXAS
Internal Service Funds
Combining Statement of Net Assets
September 30, 2008

	Warehouse Fund	Garage Fund	Worker's Compensation Self- Insurance Fund	Medical/ Dental/ Self- Insurance Fund	General Liability Self- Insurance Fund	Total
ASSETS						
Current assets:						
Cash and cash equivalents	\$ 552,661	\$ 6,353,333	\$ 2,690,883	\$ 4,469,747	\$ 3,487,239	\$ 17,553,863
Investments	118,931	1,329,125	579,167	961,878	750,444	3,739,545
Interest receivable	1,053	12,137	5,484	8,539	7,218	34,431
Accounts receivable	-	272,941	-	67,823	-	340,764
Notes receivable	-	93,000	-	-	-	93,000
Inventories	244,118	238,415	-	-	-	482,533
Prepaid items and other assets	-	-	20,000	-	1,998	21,998
Total current assets	<u>916,763</u>	<u>8,298,951</u>	<u>3,295,534</u>	<u>5,507,987</u>	<u>4,246,899</u>	<u>22,266,134</u>
Noncurrent assets:						
Capital assets:						
Land	-	-	-	-	45,541	45,541
Buildings	7,888	1,764,752	-	-	5,000	1,777,640
Improvements other than buildings	-	114,615	-	-	-	114,615
Machinery and equipment	-	33,011,475	-	7,003	34,727	33,053,205
Other	-	1,245,246	-	9,954	-	1,255,200
Construction in progress	-	928,224	-	-	-	928,224
Less accumulated depreciation	<u>(7,888)</u>	<u>(23,750,067)</u>	<u>-</u>	<u>(2,705)</u>	<u>(24,266)</u>	<u>(23,784,926)</u>
Total capital assets (net of accumulated depreciation)	<u>-</u>	<u>13,314,245</u>	<u>-</u>	<u>14,252</u>	<u>61,002</u>	<u>13,389,499</u>
Other noncurrent assets:						
Notes receivable	<u>-</u>	<u>1,668,112</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,668,112</u>
Total noncurrent assets	<u>-</u>	<u>14,982,357</u>	<u>-</u>	<u>14,252</u>	<u>61,002</u>	<u>15,057,611</u>
Total assets	<u>916,763</u>	<u>23,281,308</u>	<u>3,295,534</u>	<u>5,522,239</u>	<u>4,307,901</u>	<u>37,323,745</u>
LIABILITIES						
Current liabilities:						
Accounts payable	17,669	724,037	17,674	224,542	80,755	1,064,677
Accrued payroll	2,126	47,031	-	-	6,001	55,158
Compensated absences	5,258	85,778	-	-	7,907	98,943
Estimated unpaid claims	-	-	389,953	1,451,259	167,912	2,009,124
Total current liabilities	<u>25,053</u>	<u>856,846</u>	<u>407,627</u>	<u>1,675,801</u>	<u>262,575</u>	<u>3,227,902</u>
Noncurrent liabilities:						
Compensated absences	856	13,964	-	-	1,287	16,107
Estimated unpaid claims	-	-	928,928	-	1,737,996	2,666,924
Total noncurrent liabilities	<u>856</u>	<u>13,964</u>	<u>928,928</u>	<u>-</u>	<u>1,739,283</u>	<u>2,683,031</u>
Total liabilities	<u>25,909</u>	<u>870,810</u>	<u>1,336,555</u>	<u>1,675,801</u>	<u>2,001,858</u>	<u>5,910,933</u>
NET ASSETS						
Invested in capital assets	-	13,314,245	-	14,252	61,002	13,389,499
Unrestricted	<u>890,854</u>	<u>9,096,253</u>	<u>1,958,979</u>	<u>3,832,186</u>	<u>2,245,041</u>	<u>18,023,313</u>
Total net assets	<u>\$ 890,854</u>	<u>\$ 22,410,498</u>	<u>\$ 1,958,979</u>	<u>\$ 3,846,438</u>	<u>\$ 2,306,043</u>	<u>\$ 31,412,812</u>

CITY OF MIDLAND, TEXAS
Internal Service Funds
Combining Statement of Revenues, Expenses and Changes in Fund Net Assets
For the Year Ended September 30, 2008

	<u>Warehouse Fund</u>	<u>Garage Fund</u>	<u>Worker's Compensation Self- Insurance Fund</u>	<u>Medical/ Dental Self- Insurance Fund</u>	<u>General Liability Self- Insurance Fund</u>	<u>Total</u>
Operating revenues:						
Billings to other funds	\$ 770,069	\$ -	\$ 833,474	\$ 5,699,027	\$ 490,118	\$ 7,792,688
Motor vehicle repair billings	-	3,114,020	-	-	-	3,114,020
Motor vehicle lease charges	-	3,359,935	-	-	-	3,359,935
Equipment lease-other	-	379,301	-	-	-	379,301
Charges for fuel	-	2,612,234	-	-	-	2,612,234
Employee payments	-	-	-	2,770,594	-	2,770,594
Total operating revenue	<u>770,069</u>	<u>9,465,490</u>	<u>833,474</u>	<u>8,469,621</u>	<u>490,118</u>	<u>20,028,772</u>
Operating expenses:						
Cost of goods sold	631,161	644,068	-	-	-	1,275,229
Salaries and fringe benefits	65,472	1,465,194	25,838	51,261	143,184	1,750,949
Contractual services	13,015	496,688	74,738	2,141,646	465,540	3,191,627
Maintenance of structure	1,500	8,561	-	950	-	11,011
Maintenance of equipment	-	1,249,528	-	-	-	1,249,528
Payment of claims	-	-	772,077	4,944,025	455,827	6,171,929
Depreciation expense	-	2,272,450	-	2,705	1,729	2,276,884
Supplies	14	2,687,330	-	52,796	-	2,740,140
Other expenses	-	2,183	-	-	251	2,434
Total operating expenses	<u>711,162</u>	<u>8,826,002</u>	<u>872,653</u>	<u>7,193,383</u>	<u>1,066,531</u>	<u>18,669,731</u>
Operating income	<u>58,907</u>	<u>639,488</u>	<u>(39,179)</u>	<u>1,276,238</u>	<u>(576,413)</u>	<u>1,359,041</u>
Nonoperating revenue:						
Investment earnings:						
Interest income	20,352	339,724	103,758	147,751	147,864	759,449
Net increase in the fair value of investments	(369)	(4,017)	(1,930)	(2,936)	(2,535)	(11,787)
Gain on sale of capital assets	-	167,568	-	-	-	167,568
Recoveries of damages to city property, net	-	48,531	-	-	-	48,531
Other	-	28,058	-	10,381	-	38,439
Total nonoperating revenue	<u>19,983</u>	<u>579,864</u>	<u>101,828</u>	<u>155,196</u>	<u>145,329</u>	<u>1,002,200</u>
Income before contributions and transfers	<u>78,890</u>	<u>1,219,352</u>	<u>62,649</u>	<u>1,431,434</u>	<u>(431,084)</u>	<u>2,361,241</u>
Transfers out	<u>(19,831)</u>	<u>(293,692)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(313,523)</u>
Change in net assets	59,059	925,660	62,649	1,431,434	(431,084)	2,047,718
Net assets – beginning	831,795	21,484,838	1,896,330	2,415,004	2,737,127	29,365,094
Net assets – ending	<u>\$ 890,854</u>	<u>\$ 22,410,498</u>	<u>\$ 1,958,979</u>	<u>\$ 3,846,438</u>	<u>\$ 2,306,043</u>	<u>\$ 31,412,812</u>

CITY OF MIDLAND, TEXAS
Internal Service Funds
Combining Statement of Cash Flows
For the Year Ended September 30, 2008

	Warehouse Fund	Garage Fund	Worker's Compensation Self- Insurance Fund	Medical/ Dental Self- Insurance Fund	General Liability Self- Insurance Fund	Total
CASH FLOWS FROM OPERATING ACTIVITIES						
Receipts from customers and users	\$ -	\$ (194,118)	\$ -	\$ 3,526,462	\$ -	\$ 3,332,344
Interfund services provided	770,069	9,465,490	833,474	5,699,027	490,118	17,258,178
Payments to suppliers	(673,998)	(5,111,191)	(657,496)	(7,359,645)	(732,701)	(14,535,031)
Payments to employees	(65,137)	(1,451,642)	(25,838)	(51,261)	(139,421)	(1,733,299)
Net cash provided (used) by operating activities	<u>30,934</u>	<u>2,708,539</u>	<u>150,140</u>	<u>1,814,583</u>	<u>(382,004)</u>	<u>4,322,192</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:						
Contributions	-	-	-	9,829	-	9,829
Transfers out to other funds	(19,831)	(293,692)	-	-	-	(313,523)
Net cash provided (used) by noncapital financing activities	<u>(19,831)</u>	<u>(293,692)</u>	<u>-</u>	<u>9,829</u>	<u>-</u>	<u>(303,694)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:						
Purchases of capital assets	-	(4,102,452)	-	(16,957)	(15,000)	(4,134,409)
Repayment of loans to other funds	-	89,049	-	-	-	89,049
Proceeds from sale of capital assets	-	544,458	-	-	-	544,458
Net cash used by capital and related financing activities	<u>-</u>	<u>(3,468,945)</u>	<u>-</u>	<u>(16,957)</u>	<u>(15,000)</u>	<u>(3,500,902)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:						
Proceeds from sales and maturities of investments	45,833	600,974	215,996	249,156	321,211	1,433,170
Purchases of investments	(118,931)	(1,329,125)	(579,167)	(961,878)	(750,444)	(3,739,545)
Interest and dividends	19,314	329,301	98,262	138,623	141,138	726,638
Net cash used by investing activities	<u>(53,784)</u>	<u>(398,850)</u>	<u>(264,909)</u>	<u>(574,099)</u>	<u>(288,095)</u>	<u>(1,579,737)</u>
Net increase (decrease) in cash and cash equivalents	(42,681)	(1,452,948)	(114,769)	1,233,356	(685,099)	(1,062,141)
Cash and cash equivalents at beginning of year	595,342	7,806,281	2,805,652	3,236,391	4,172,338	18,616,004
Cash and cash equivalents at end of year	<u>\$ 552,661</u>	<u>\$ 6,353,333</u>	<u>\$ 2,690,883</u>	<u>\$ 4,469,747</u>	<u>\$ 3,487,239</u>	<u>\$ 17,553,863</u>
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:						
Operating income (loss):	\$ 58,907	\$ 639,488	\$ (39,179)	\$ 1,276,238	\$ (576,413)	\$ 1,359,041
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:						
Depreciation	-	2,272,450	-	2,705	1,729	2,276,884
Other income	-	76,589	-	552	-	77,141
(Increase) decrease in accounts receivable	-	(270,707)	-	755,316	-	484,609
Increase in inventory	(23,101)	(4,368)	-	-	-	(27,469)
Increase in prepaid items	-	-	(14,900)	-	(1,648)	(16,548)
Increase (decrease) in accounts payable	(5,207)	(16,242)	13,818	205,047	76,479	273,895
Increase in accrued payroll	44	3,530	-	-	1,692	5,266
Increase (decrease) in estimated unpaid claims	-	-	190,401	(425,275)	114,086	(120,788)
Increase in compensated absences	291	10,022	-	-	2,071	12,384
Decrease in other liabilities	-	(2,223)	-	-	-	(2,223)
Total adjustments	<u>(27,973)</u>	<u>2,069,051</u>	<u>189,319</u>	<u>538,345</u>	<u>194,409</u>	<u>2,963,151</u>
Net cash provided (used) by operating activities	<u>\$ 30,934</u>	<u>\$ 2,708,539</u>	<u>\$ 150,140</u>	<u>\$ 1,814,583</u>	<u>\$ (382,004)</u>	<u>\$ 4,322,192</u>
Noncash Investing, Capital and Financing Activities:						
Change in fair value of investments	\$ (369)	\$ (4,017)	\$ (1,930)	\$ (2,936)	\$ (2,535)	\$ (11,787)

CITY OF MIDLAND, TEXAS
Statement of Changes in Assets and Liabilities
Agency Fund
For the Year Ended September 30, 2008

Cafeteria Plan Fund

	<u>Balance 9/30/07</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 9/30/08</u>
ASSETS				
Cash and cash equivalents	\$ 47,250	\$ 1,901,906	\$ 1,949,156	\$ -
Investments	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total assets	<u>\$ 47,250</u>	<u>\$ 1,901,906</u>	<u>\$ 1,949,156</u>	<u>\$ -</u>
LIABILITIES				
Cafeteria plan deposits	<u>\$ 47,250</u>	<u>\$ 1,901,906</u>	<u>\$ 1,949,156</u>	<u>\$ -</u>
Total liabilities	<u>\$ 47,250</u>	<u>\$ 1,901,906</u>	<u>\$ 1,949,156</u>	<u>\$ -</u>



CITY OF MIDLAND, TEXAS
Capital Assets Used in the Operation of Governmental Funds
Comparative Schedules by Source¹
September 30, 2008

Governmental funds capital assets:	
Land	\$ 3,591,913
Buildings	18,619,718
Improvements other than buildings	10,664,109
Machinery and equipment	5,694,977
Infrastructure	78,467,011
Other	2,931,791
Construction in progress	<u>6,763,518</u>
 Total governmental funds capital assets	 \$ <u><u>126,733,037</u></u>
Investments in governmental funds capital assets by source:	
General fund	\$ 15,215,123
Special revenue funds	2,012,115
Capital projects funds:	
General obligation bonds	65,517,930
Capital projects funds	109,340
Federal contributions	13,137,644
State contributions	3,110,226
Donations	<u>27,630,659</u>
 Total governmental funds capital assets	 \$ <u><u>126,733,037</u></u>

¹This schedule presents only the capital asset balances related to governmental funds. Accordingly, the capital assets reported in internal service funds are excluded from the above amounts. Generally, the capital assets of internal service funds are included as governmental activities in the statement of net assets.

CITY OF MIDLAND, TEXAS
Capital Assets Used in the Operation of Governmental Funds
Schedule by Function and Activity¹
September 30, 2008

	<u>Land</u>	<u>Buildings</u>	<u>Improvements Other than Buildings</u>	<u>Machinery and Equipment</u>	<u>Infrastructure</u>	<u>Other</u>	<u>Total</u>
General government:							
Administration	\$ -	\$ -	\$ -	\$ 38,754	\$ -	\$ 343,350	\$ 382,104
Support services	265,275	977,495	183,879	1,656,715	961,934	1,025,469	5,070,767
Development services	2,516,423	73,177	344,215	498,865	76,053,916	482,920	79,969,516
Community services	630,769	7,419,976	9,958,018	1,335,147	996,028	41,000	20,380,938
Police	105,000	4,555,397	115,734	665,584	-	902,635	6,344,350
Fire	74,446	4,145,337	37,373	1,475,730	455,133	136,417	6,324,436
Nondepartmental	<u>-</u>	<u>1,448,336</u>	<u>24,890</u>	<u>24,182</u>	<u>-</u>	<u>-</u>	<u>1,497,408</u>
Total governmental funds capital assets allocated to functions	<u>\$ 3,591,913</u>	<u>\$ 18,619,718</u>	<u>\$ 10,664,109</u>	<u>\$ 5,694,977</u>	<u>\$ 78,467,011</u>	<u>\$ 2,931,791</u>	<u>119,969,519</u>
Construction in progress							6,763,518
Total governmental funds capital assets							<u>\$ 126,733,037</u>

¹This schedule presents only the capital asset balances related to governmental funds. Accordingly, the capital assets reported in internal service funds are excluded from the above amounts. Generally, the capital assets of internal service funds are included as governmental activities in the statement of net assets.

CITY OF MIDLAND, TEXAS
Capital Assets Used in the Operation of Governmental Funds
Schedule of Changes by Function and Activity¹
For the Year Ended September 30, 2008

<u>Function and Activity</u>	<u>Governmental Funds Capital Assets 9/30/07</u>	<u>Additions</u>	<u>Retirements</u>	<u>Transfers</u>	<u>Completed Construction</u>	<u>Governmental Funds Capital Assets 9/30/08</u>
General government:						
Administration	\$ 382,104	\$ -	\$ -	\$ -	\$ -	\$ 382,104
Support services	4,790,229	43,996	-	-	236,542	5,070,767
Development services	67,719,325	6,645,975	(13,000)	-	5,617,216	79,969,516
Community services	20,198,688	53,709	-	-	128,541	20,380,938
Police	6,286,998	46,557	-	-	10,795	6,344,350
Fire	6,294,215	19,481	-	-	10,740	6,324,436
Nondepartmental	1,497,408	-	-	-	-	1,497,408
Construction in progress	<u>4,867,644</u>	<u>7,899,708</u>	<u>-</u>	<u>-</u>	<u>(6,003,834)</u>	<u>6,763,518</u>
Total governmental funds capital assets	<u>\$ 112,036,611</u>	<u>\$ 14,709,426</u>	<u>\$ (13,000)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 126,733,037</u>

¹This schedule presents only the capital asset balances related to governmental funds. Accordingly, the capital assets reported in internal service funds are excluded from the above amounts. Generally, the capital assets of internal service funds are included as governmental activities in the statement of net assets.



STATISTICAL SECTION

(Unaudited)

This part of the City of Midland's comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, notes disclosures, and required supplementary information says about the City's overall financial health.

<u>CONTENTS</u>	<u>Page</u>
<p>Financial Trends</p> <p>These schedules contain trend information to help the reader understand how the City's financial performance and well-being have changed over time.</p>	113
<p>Revenue Capacity</p> <p>These schedules contain information to help the reader assess the factors affecting the City's ability to generate its property and sales taxes.</p>	119
<p>Debt Capacity</p> <p>These schedules present information to help the reader assess the affordability of the City's current levels of outstanding debt and the City's ability to issue additional debt in the future.</p>	126
<p>Demographic and Economic Information</p> <p>These schedules offer demographic and economic indicators to help the reader understand the environment within which the City's financial activities take place.</p>	131
<p>Operating Information</p> <p>These schedules contain information about the City's operations and resources to help the reader understand how the City's financial information relates to the service the City provides and the activities it performs.</p>	133

Sources: Unless otherwise noted, the information in these schedules is derived from the comprehensive annual financial reports for the relevant year. The City implemented Statement 34 in 2002; schedules presenting government-wide information include information beginning in that year.



Table 1

**CITY OF MIDLAND, TEXAS
Net Assets by Component
Last Seven Fiscal Years
(accrual basis of accounting)**

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Governmental activities							
Invested in capital assets, net of related debt	\$ 40,119,901	\$ 38,542,651	\$ 39,547,580	\$ 41,993,822	\$ 47,625,042	\$ 53,378,805	\$ 62,688,027
Restricted	124,278	44,877	168,149	118,651	255,331	34,810	156,130
Unrestricted	31,138,668	30,412,325	33,791,542	36,840,714	45,834,804	52,877,175	57,985,984
Total governmental activities net assets	<u>\$ 71,382,847</u>	<u>\$ 68,999,853</u>	<u>\$ 73,507,271</u>	<u>\$ 78,953,187</u>	<u>\$ 93,715,177</u>	<u>\$ 106,290,790</u>	<u>\$ 120,830,141</u>
Business-type activities							
Invested in capital assets, net of related debt	\$ 113,146,682	\$ 113,409,800	\$ 119,949,907	\$ 130,705,342	\$ 138,474,174	\$ 146,453,011	\$ 149,714,918
Restricted	8,216,615	8,216,615	8,195,706	8,195,706	8,195,706	7,826,071	7,826,071
Unrestricted	50,669,487	51,170,413	48,488,356	48,130,545	52,601,112	60,855,833	75,370,522
Total business-type activities net assets	<u>\$ 172,032,784</u>	<u>\$ 172,796,828</u>	<u>\$ 176,633,969</u>	<u>\$ 187,031,593</u>	<u>\$ 199,270,992</u>	<u>\$ 215,134,915</u>	<u>\$ 232,911,511</u>
Primary government							
Invested in capital assets, net of related debt	\$ 153,266,583	\$ 151,952,451	\$ 159,497,487	\$ 172,699,164	\$ 186,099,216	\$ 199,831,816	\$ 212,402,945
Restricted	8,340,893	8,261,492	8,363,855	8,314,357	8,451,037	7,860,881	7,982,201
Unrestricted	81,808,155	81,582,738	82,279,898	84,971,259	98,435,916	113,733,008	133,356,506
Total primary government net assets	<u>\$ 243,415,631</u>	<u>\$ 241,796,681</u>	<u>\$ 250,141,240</u>	<u>\$ 265,984,780</u>	<u>\$ 292,986,169</u>	<u>\$ 321,425,705</u>	<u>\$ 353,741,652</u>

Note: The city began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.

Table 2

CITY OF MIDLAND, TEXAS
Changes in Net Assets
Last Seven Fiscal Years
(accrual basis of accounting)

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Expenses							
Governmental activities:							
General government	\$ 9,613,398	\$ 9,825,012	\$ 9,852,827	\$ 10,614,765	\$ 11,120,377	\$ 15,915,793	\$ 16,426,985
Development services	9,164,999	9,700,172	8,806,275	8,730,237	9,200,295	11,318,654	11,221,695
Community services	6,426,124	6,722,669	6,611,580	6,791,555	7,228,250	7,963,767	9,200,826
Police	15,102,525	15,015,699	15,180,842	15,422,161	16,296,584	17,502,258	18,937,778
Fire	11,664,098	12,695,274	13,013,865	13,098,191	13,475,104	15,131,600	16,391,606
Other	4,868,291	4,692,589	4,171,108	4,083,732	4,376,474	-	-
Interest on long-term debt	1,027,520	1,045,023	971,925	991,790	995,050	1,071,259	1,085,505
Total governmental activities expenses	<u>57,866,955</u>	<u>59,696,438</u>	<u>58,608,422</u>	<u>59,732,431</u>	<u>62,692,134</u>	<u>68,903,331</u>	<u>73,264,395</u>
Business-type activities:							
Airport	12,256,296	6,842,549	6,684,861	7,008,505	6,912,437	7,541,223	8,047,073
Water and sewer	26,162,574	27,428,950	27,540,899	28,883,107	29,984,197	31,282,624	34,615,012
Sanitation	5,228,514	5,468,311	5,314,761	5,071,081	6,988,197	7,299,073	9,115,773
Sports complex	1,607,979	5,574,237	4,650,685	4,616,902	3,603,742	4,319,956	4,276,725
Golf course	1,256,711	1,339,880	1,097,870	1,163,787	1,448,110	1,502,814	1,478,505
Total business-type activities expenses	<u>46,512,074</u>	<u>46,653,927</u>	<u>45,289,076</u>	<u>46,743,382</u>	<u>48,936,683</u>	<u>51,945,690</u>	<u>57,533,088</u>
Total primary government expenses	<u>\$ 104,379,029</u>	<u>\$ 106,350,365</u>	<u>\$ 103,897,498</u>	<u>\$ 106,475,813</u>	<u>\$ 111,628,817</u>	<u>\$ 120,849,021</u>	<u>\$ 130,797,483</u>
Program Revenues							
Governmental activities:							
Charges for services:							
General government	\$ 1,008,270	\$ 787,438	\$ 836,248	\$ 815,161	\$ 736,932	\$ 781,719	\$ 527,757
Development services	566,591	857,541	858,130	1,120,819	1,263,840	1,492,539	9,168,635
Community services	831,932	874,671	908,581	919,699	1,090,698	1,075,048	1,418,126
Police	3,351,962	2,007,002	3,135,333	2,816,797	2,641,553	3,045,172	4,032,972
Fire	1,087,840	1,118,367	1,378,829	929,250	1,179,917	1,329,561	2,275,417
Operating grants and contributions	6,465,985	2,334,184	1,625,602	1,279,426	2,782,305	1,619,363	-
Capital grants and contributions	-	341,975	2,470,006	2,200,278	3,036,995	4,408,946	-
Total governmental activities program revenues	<u>13,312,580</u>	<u>8,321,178</u>	<u>11,212,729</u>	<u>10,081,430</u>	<u>12,732,240</u>	<u>13,752,348</u>	<u>17,422,907</u>

Business-type activities:							
Charges for services:							
Airport	5,661,885	5,903,111	6,835,372	6,923,314	7,456,268	8,139,157	10,559,245
Water and sewer	29,696,720	28,799,731	27,764,094	30,841,175	34,648,349	37,812,622	46,195,992
Sanitation	5,459,228	5,553,450	5,761,502	6,320,995	6,598,321	7,465,121	8,085,782
Sports complex	3,977,478	3,987,854	4,129,763	4,624,481	5,646,149	6,505,378	7,278,806
Golf course	1,288,732	1,215,469	1,196,293	1,102,694	1,248,394	1,364,233	1,491,119
Operating grants and contributions	1,100,282	427,409	431,238	509,106	470,160	441,440	-
Capital grants and contributions	4,618,375	2,751,166	5,621,328	9,208,150	6,381,973	6,447,085	-
Total business-type activities program revenues	51,802,700	48,638,190	51,739,590	59,529,915	62,449,614	68,175,036	73,610,944
Total primary government program revenues	\$ 65,115,280	\$ 56,959,368	\$ 62,952,319	\$ 69,611,345	\$ 75,181,854	\$ 81,927,384	\$ 91,033,851
Net (Expense)/Revenue							
Governmental Activities	\$ (44,554,375)	\$ (51,375,260)	\$ (47,395,693)	\$ (49,651,001)	\$ (49,959,894)	\$ (55,150,983)	\$ (55,841,488)
Business-type Activities	5,290,626	1,984,263	6,450,514	12,786,533	13,512,931	16,229,346	16,077,856
Total primary government net expense	\$ (39,263,749)	\$ (49,390,997)	\$ (40,945,179)	\$ (36,864,468)	\$ (36,446,963)	\$ (38,921,637)	\$ (39,763,632)
General Revenues and Other Changes in Net Assets							
Governmental activities:							
Taxes							
Property taxes	\$ 21,608,443	\$ 22,022,007	\$ 22,958,149	\$ 24,012,478	\$ 25,661,748	\$ 26,419,543	\$ 28,207,188
Sales taxes	13,427,917	13,338,936	14,396,348	16,113,027	19,584,476	22,536,098	25,776,037
Gross receipts taxes	8,718,667	8,378,311	8,554,622	8,942,639	11,841,005	9,905,964	11,082,067
Hotel-motel taxes	1,105,548	1,098,368	1,136,690	1,238,269	1,461,956	1,959,523	2,459,814
Other taxes	217,101	217,281	234,659	257,005	292,034	345,348	403,169
Unrestricted investment earnings	1,911,999	984,777	822,442	894,436	1,994,197	2,951,752	1,894,550
Gain on sale of capital assets	-	-	-	-	219,186	-	-
Miscellaneous	52,241	442	20,549	70,499	11,620	25,941	40,819
Transfers	3,025,215	2,952,144	3,779,652	3,568,564	3,655,662	3,582,427	517,195
Total governmental activities	50,067,131	48,992,266	51,903,111	55,096,917	64,721,884	67,726,596	70,380,839
Business-type activities:							
Investment earnings	2,642,099	1,731,925	1,166,279	1,179,655	2,382,130	3,217,004	2,215,935
Transfers	(3,025,215)	(2,952,144)	(3,779,652)	(3,568,564)	(3,655,662)	(3,582,427)	(517,195)
Total business-type activities	(383,116)	(1,220,219)	(2,613,373)	(2,388,909)	(1,273,532)	(365,423)	1,698,740
Total primary government	\$ 49,684,015	\$ 47,772,047	\$ 49,289,738	\$ 52,708,008	\$ 63,448,352	\$ 67,361,173	\$ 72,079,579
Changes in Net Assets							
Governmental Activities	\$ 5,512,756	\$ (2,382,994)	\$ 4,507,418	\$ 5,445,916	\$ 14,761,990	\$ 12,575,613	\$ 14,539,351
Business-type Activities	4,907,510	764,044	3,837,141	10,397,624	12,239,399	15,863,923	17,776,596
Total primary government	\$ 10,420,266	\$ (1,618,950)	\$ 8,344,559	\$ 15,843,540	\$ 27,001,389	\$ 28,439,536	\$ 32,315,947

Note: The city began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 3

CITY OF MIDLAND, TEXAS
Fund Balances, Governmental Funds
Last Ten Fiscal Years
(modified accrual basis of accounting)

	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
General Fund										
Reserved	\$ 699,244	\$ 1,563,997	\$ 541,804	\$ 1,537,552	\$ 1,924,700	\$ 1,985,752	\$ 2,327,253	\$ 3,143,510	\$ 5,060,354	\$ 5,601,854
Unreserved	12,866,612	13,936,736	16,268,789	16,833,226	15,261,985	16,330,749	17,542,860	25,409,316	29,812,023	32,460,043
Total general fund	<u>\$ 13,565,856</u>	<u>\$ 15,500,733</u>	<u>\$ 16,810,593</u>	<u>\$ 18,370,778</u>	<u>\$ 17,186,685</u>	<u>\$ 18,316,501</u>	<u>\$ 19,870,113</u>	<u>\$ 28,552,826</u>	<u>\$ 34,872,377</u>	<u>\$ 38,061,897</u>
All Other Governmental Funds										
Reserved	\$ 1,796,687	\$ 7,416,105	\$ 3,140,483	\$ 1,501,251	\$ 2,334,817	\$ 2,624,518	\$ 3,630,166	\$ 3,877,898	\$ 7,590,172	\$ 3,176,012
Unreserved, reported in:										
Special revenue funds	940,537	1,748,318	1,142,403	1,366,125	1,370,695	1,832,380	2,113,539	1,245,470	2,420,879	3,929,760
Capital projects funds	5,012,695	28,061,343	4,799,195	3,632,434	6,062,180	4,771,649	7,272,992	2,367,582	3,493,158	2,319,159
Total all other governmental funds	<u>\$ 7,749,919</u>	<u>\$ 37,225,766</u>	<u>\$ 9,082,081</u>	<u>\$ 6,499,810</u>	<u>\$ 9,767,692</u>	<u>\$ 9,228,547</u>	<u>\$ 13,016,697</u>	<u>\$ 7,490,950</u>	<u>\$ 13,504,209</u>	<u>\$ 9,424,931</u>

Table 4

CITY OF MIDLAND, TEXAS
Changes in Fund Balances, Governmental Funds
Last Ten Fiscal Years
(modified accrual basis of accounting)

	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Revenues										
Taxes	\$ 40,947,525	\$ 42,215,106	\$ 44,351,873	\$ 45,212,370	\$ 45,067,234	\$ 47,354,745	\$ 50,511,124	\$ 58,902,891	\$ 61,060,586	\$ 68,058,393
Licenses and permits	697,427	683,469	672,136	713,389	895,208	988,003	1,020,416	1,170,553	1,349,074	1,461,320
Fines and forfeitures	1,882,987	2,069,025	1,997,264	2,305,613	2,173,560	2,248,896	2,283,272	2,425,291	2,667,017	3,166,584
Recreation fees	15,035	35,140	34,844	-	-	-	-	-	-	-
Charges for services	4,209,276	4,608,973	4,867,487	2,085,132	2,181,511	2,410,693	1,943,476	2,093,062	2,239,596	2,289,241
Parking meters	17,855	15,551	21,446	-	-	-	-	-	-	-
Rentals	297,550	281,212	255,453	214,393	206,780	214,848	201,274	220,312	214,059	220,283
Assessments	25,510	66,426	85,984	84,481	91,028	97,278	99,270	121,816	109,589	120,613
Program income	51,034	113,955	84,116	-	-	-	-	-	-	-
Interfund charges-										
HUD section 108	-	-	79,297	-	-	-	-	-	-	-
Intergovernmental	2,129,504	2,252,340	2,491,252	1,633,569	2,361,702	1,876,985	1,927,026	3,357,245	2,061,721	1,934,972
Investment earnings	405,654	1,697,915	2,285,360	1,472,966	697,678	600,425	828,198	1,699,793	2,513,712	1,631,545
Contributions and donations	-	-	-	-	-	434,356	234,304	865,966	259,596	205,805
Miscellaneous	283,547	293,012	375,004	1,467,562	548,126	521,181	515,864	450,332	633,704	473,926
Total revenues	<u>50,962,904</u>	<u>54,332,124</u>	<u>57,601,516</u>	<u>55,189,475</u>	<u>54,222,827</u>	<u>56,747,410</u>	<u>59,564,224</u>	<u>71,307,261</u>	<u>73,108,654</u>	<u>79,562,682</u>

Expenditures

General government	-	-	-	9,404,864	9,638,003	9,811,679	10,705,471	11,222,344	12,170,359	12,213,221
Administration	1,582,458	1,526,731	1,579,829	-	-	-	-	-	-	-
Support services	5,545,762	5,670,780	5,946,689	-	-	-	-	-	-	-
Fiscal management	1,500,334	1,505,586	1,542,765	-	-	-	-	-	-	-
Urban Development	3,930,219	4,100,998	3,856,750	-	-	-	-	-	-	-
Public services and utilities	3,324,926	2,789,634	2,952,395	-	-	-	-	-	-	-
Development services	-	-	-	6,701,393	7,467,590	6,945,427	7,115,914	8,017,698	8,295,919	9,410,143
Public recreation	4,615,874	4,025,251	4,831,064	-	-	-	-	-	-	-
Community services	-	-	-	5,797,872	6,120,339	6,033,278	6,591,145	7,211,703	7,246,431	8,595,533
Public safety	20,948,363	21,812,001	23,946,395	-	-	-	-	-	-	-
Police	-	-	-	14,884,795	14,637,524	15,237,947	15,692,926	16,361,191	17,505,378	19,210,537
Fire	-	-	-	11,419,606	12,635,389	13,121,068	13,627,472	13,668,119	15,348,015	16,466,900
Public health	2,730,065	2,808,453	2,850,853	-	-	-	-	-	-	-
Other	4,638,144	6,330,742	4,544,801	4,570,960	4,508,411	4,487,683	4,367,939	4,638,911	4,515,769	4,936,332
Capital outlay	2,802,367	7,236,790	2,837,701	3,261,076	2,093,678	1,485,800	1,765,279	7,717,921	2,965,213	6,336,797
Debt services:										
Principal	1,918,068	2,110,282	2,405,149	2,042,086	2,054,023	2,060,961	2,227,787	2,484,724	2,691,551	2,808,488
Interest	845,992	1,060,665	854,848	1,219,484	961,812	1,043,591	886,932	1,074,354	876,390	1,282,233
Debt issuance costs	-	-	51,375	-	20,476	-	93,138	-	83,852	-
Refunding bond issuance costs and escrow	-	-	-	-	-	-	-	-	-	-
Paying agents' fees	2,218	2,400	3,182	3,173	4,020	2,797	3,070	3,081	3,081	3,143
Total expenditures	<u>54,384,790</u>	<u>60,980,313</u>	<u>58,203,796</u>	<u>59,305,309</u>	<u>60,141,265</u>	<u>60,230,231</u>	<u>63,077,073</u>	<u>72,400,046</u>	<u>71,701,958</u>	<u>81,263,327</u>
Excess of revenues over (under) expenditures	(3,421,886)	(6,648,189)	(602,280)	(4,115,834)	(5,918,438)	(3,482,821)	(3,512,849)	(1,092,785)	1,406,696	(1,700,645)
Other Financing Sources (Uses)										
Sale of fixed assets	66,572	84,225	194,505	-	-	-	-	323,475	168,000	-
Refunding bonds issued	-	-	-	-	2,485,000	-	-	-	-	-
Issuance of long-term debt	4,850,000	35,982,131	8,045,000	-	4,950,000	-	4,950,000	-	6,910,000	-
Payment to refunded bond escrow agent	-	27,076	-	-	(2,445,000)	-	-	-	-	-
Premium on debt issuance	-	-	-	-	-	-	45,950	-	181,709	-
Accrued interest on debt issuance	-	-	-	-	-	-	21,989	-	32,093	-
Transfers in	10,869	950,171	423,436	3,196,484	3,196,701	4,207,723	4,046,110	4,343,644	4,377,586	4,423,913
Transfers out	(105,973)	(818,875)	(525,336)	(102,736)	(184,474)	(134,231)	(209,438)	(417,368)	(743,274)	(3,613,026)
Total other financing sources (uses)	<u>4,821,468</u>	<u>36,224,728</u>	<u>8,137,605</u>	<u>3,093,748</u>	<u>8,002,227</u>	<u>4,073,492</u>	<u>8,854,611</u>	<u>4,249,751</u>	<u>10,926,114</u>	<u>810,887</u>
Net change in fund balances	<u>\$ 1,399,582</u>	<u>\$ 29,576,539</u>	<u>\$ 7,535,325</u>	<u>\$ (1,022,086)</u>	<u>\$ 2,083,789</u>	<u>\$ 590,671</u>	<u>\$ 5,341,762</u>	<u>\$ 3,156,966</u>	<u>\$ 12,332,810</u>	<u>\$ (889,758)</u>
Debt service as a percentage of noncapital expenditures	5.4%	5.9%	6.0%	5.8%	5.3%	5.3%	5.3%	5.7%	5.4%	5.3%

Note: Noncapital expenditures excludes capital expenditures reported in the various functional categories of current expenditures presented above.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 5

CITY OF MIDLAND, TEXAS
Tax Revenues by Source, Governmental Funds
Last Ten Fiscal Years

<u>Fiscal Year</u>	<u>Ad Valorem Tax</u>	<u>City Sales Tax</u>	<u>Gross Receipts Tax</u>	<u>Mixed Beverage Tax</u>	<u>Hotel Motel Tax</u>	<u>Miscellaneous</u>	<u>Totals</u>
1999	\$ 20,423,661	\$ 11,821,841	\$ 7,516,957	\$ 158,779	\$ 971,936	\$ 54,351	\$ 40,947,525
2000	20,809,899	12,739,396	7,527,944	148,000	933,281	56,586	42,215,106
2001	21,301,702	13,608,734	8,181,820	154,964	1,052,908	51,745	44,351,873
2002	21,743,137	13,427,917	8,718,667	169,139	1,105,548	47,962	45,212,370
2003	22,034,338	13,338,936	8,378,311	171,732	1,098,368	45,549	45,067,234
2004	23,032,425	14,396,348	8,554,623	185,001	1,136,690	49,658	47,354,745
2005	23,960,184	16,113,027	8,942,639	199,725	1,238,269	57,280	50,511,124
2006	25,723,420	19,584,476	11,841,005	232,892	1,461,956	59,142	58,902,891
2007	26,313,653	22,536,098	9,905,964	267,407	1,959,523	77,941	61,060,586
2008	28,337,306	25,776,037	11,082,067	319,331	2,459,814	83,838	68,058,393
Change 1999-2008	27.9%	54.1%	32.2%	50.3%	60.5%	35.2%	39.8%

(Unaudited-See Accompanying Independent Auditors' Report)

Table 6

CITY OF MIDLAND, TEXAS
Assessed Value and Actual Value of Taxable Property
Last Ten Fiscal Years
(in thousands of dollars)

Fiscal Year Ended September 30,	Real Property	Personal Property	Minerals Property	Less: Tax-Exempt Property	Total Taxable Assessed Value	Total Direct Tax Rate
1999	\$ 2,605,029	\$ 545,876	\$ 5,807	\$ 50,812	\$ 3,105,900	\$ 0.6540
2000	2,928,487	558,842	3,626	285,299	3,205,656	0.6520
2001	2,979,866	549,388	4,260	295,603	3,237,911	0.6510
2002	3,051,665	556,405	16,923	305,497	3,319,496	0.6510
2003	3,147,530	557,850	12,230	335,479	3,382,131	0.6464
2004	3,285,374	561,123	12,808	343,428	3,515,877	0.6464
2005	3,449,861	580,053	15,953	344,824	3,701,043	0.6424
2006	3,656,062	610,948	24,999	344,419	3,947,590	0.6420
2007	4,111,423	682,286	37,335	403,036	4,428,008	0.5870
2008	5,176,698	739,893	38,426	776,942	5,178,075	0.5386

Source: Midland Central Appraisal District

Note: Property in the city is reassessed each year. Property is assessed at actual value; therefore, the assessed values are equal to actual value. Tax rates are per \$100 of assessed value.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 7

CITY OF MIDLAND, TEXAS
Direct and Overlapping Property Tax Rates
Last Ten Fiscal Years
(rate per \$100 of assessed value)

Year	City Direct Rates			Overlapping Rates ^a			
	Basic Rate	General Obligation Debt Service	Total Direct	Midland Independent School District	Midland Junior College	Midland County	Midland County Hospital District
1999	\$ 0.5674	\$ 0.0866	\$ 0.6540	\$ 1.5287	\$ 0.1633	\$ 0.2275	\$ 0.1507
2000	0.5550	0.0970	0.6520	1.5687	0.1633	0.2570	0.1544
2001	0.5550	0.0960	0.6510	1.6390	0.1633	0.2570	0.1571
2002	0.5579	0.0931	0.6510	1.6100	0.1832	0.2325	0.1381
2003	0.5606	0.0858	0.6464	1.6050	0.1906	0.2637	0.1412
2004	0.5611	0.0853	0.6464	1.6269	0.1906	0.2939	0.1499
2005	0.5604	0.0820	0.6424	1.6425	0.1906	0.2939	0.1715
2006	0.5545	0.0875	0.6420	1.6275	0.2247	0.2885	0.1684
2007	0.5102	0.0768	0.5870	1.4575	0.2062	0.2488	0.1571
2008	0.4633	0.0753	0.5386	1.1681	0.1911	0.2305	0.1423

Source: Midland Central Appraisal District

Note: Rates for debt service are set based on each year's requirements.

^a Overlapping rates are those of local and county governments that apply to property owners within the City of Midland.

Table 8

**CITY OF MIDLAND, TEXAS
Principal Property Tax Payers
Current Year and Nine Years Ago**

2008			1999		
Taxpayer	Taxable Assessed Value	Percentage of Total City Taxable Assessed Value	Taxpayer	Taxable Assessed Value	Percentage of Total City Taxable Assessed Value
TXU Electric Delivery Co	\$ 43,324,600	0.98%	Southwestern Bell Telephone	\$ 43,196,580	1.39%
Midland Park Mall LP	36,500,000	0.82%	Texas Utilities Electric Co.	34,469,430	1.11%
Southwestern Bell Telephone	33,339,890	0.75%	A T & T Communications	27,885,140	0.90%
Camco Division of STC	24,201,690	0.55%	Simon Property Group	24,204,000	0.78%
Claydesta Buildings LP	21,825,470	0.49%	CHC-B of Midland Inc	17,508,860	0.56%
JM Cox Resources LP	18,623,940	0.42%	Midland Red Oak Realty, Inc.	14,005,977	0.45%
Midland Country Club	14,119,800	0.32%	Pioneer Natural Resources	13,531,270	0.44%
Deer Horn Aviation Ltd Co	13,711,220	0.31%	Wagner and Brown II	11,500,000	0.37%
Midland FC Ltd	13,282,710	0.30%	Scharbauer Cattle Company	9,427,950	0.30%
Atmos Energy WT Division	12,589,670	0.28%	Wal Mart Stores Inc	8,901,870	0.29%
Total	\$ 231,518,990	5.23%	Total	\$ 204,631,077	6.59%

Source: Midland Central Appraisal District

(Unaudited-See Accompanying Independent Auditors' Report)

Table 9

CITY OF MIDLAND, TEXAS
Property Tax Levies and Collections
Last Ten Fiscal Years

Fiscal Year Ended September 30,	Taxes Levied for the Fiscal Year	Adjustments to the Levy	Adjusted Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Collections in Subsequent Years	Total Collections	
				Amount	Percentage of Levy		Amount	Percentage of Levy
1999	\$ 20,320,454	\$ (27,177)	\$ 20,293,277	\$ 19,920,757	98.16%	\$ 347,288	\$ 20,268,045	99.88%
2000	20,900,787	(116,766)	20,784,021	20,373,199	98.02%	382,428	20,755,627	99.86%
2001	21,078,804	(51,980)	21,026,824	20,654,186	98.23%	341,047	20,995,233	99.85%
2002	21,609,974	(83,229)	21,526,745	21,063,061	97.85%	423,184	21,486,245	99.81%
2003	21,862,087	(14,820)	21,847,267	21,385,082	97.88%	429,283	21,814,365	99.85%
2004	22,726,390	12,645	22,739,035	22,320,900	98.16%	376,686	22,697,586	99.82%
2005	23,775,520	(29,756)	23,745,764	23,288,426	98.07%	392,108	23,680,535	99.73%
2006	25,343,526	(29,955)	25,313,572	24,907,178	98.39%	327,216	25,234,394	99.69%
2007	25,992,405	(117,832)	25,874,573	25,457,058	98.39%	273,640	25,730,698	99.44%
2008	27,889,113	(187,641)	27,701,472	27,287,802	98.51%	-	27,287,802	98.51%

Source: Midland Central Appraisal District

(Unaudited-See Accompanying Independent Auditors' Report)

Table 10

CITY OF MIDLAND, TEXAS
Taxable Sales by Category
Last Ten Calendar Years
(in thousands of dollars)

	<u>1998</u>	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
Agriculture, Forestry, Fishing, Hunting	\$ 6,316	\$ 6,687	\$ 5,916	\$ 6,609	\$ -	\$ 5	\$ 4	\$ 61	\$ 42	\$ 6
Mining	46,534	35,381	71,559	116,247	83,534	84,674	120,800	116,080	139,760	157,197
Utilities	-	-	-	-	3,609	6,111	3,589	1,280	1,357	1,701
Construction	30,968	24,528	28,937	25,950	23,372	26,753	34,640	41,189	48,495	60,430
Manufacturing	83,177	43,441	22,926	14,003	16,748	30,835	41,970	39,072	43,380	49,102
Wholesale Trade	71,347	63,641	69,950	82,644	46,170	53,399	69,311	99,366	120,684	195,254
Retail Trade	741,951	675,277	709,899	749,792	625,168	686,588	777,440	906,881	966,680	999,585
Transportation, Warehousing	63,715	72,681	91,263	75,228	1,563	2,014	1,326	1,413	3,157	4,394
Information	-	-	-	-	38,692	36,962	37,696	41,354	43,985	42,621
Finance, Insurance	2,037	2,099	2,220	2,193	2,406	2,570	2,456	2,461	3,142	3,848
Real Estate, Rental, Leasing	-	-	-	-	14,762	19,220	20,631	17,134	22,071	31,128
Professional, Scientific, Technical Svc	-	-	-	-	33,004	28,029	38,157	48,672	64,733	78,849
Management of Companies, Enterprises	-	-	-	-	-	-	6,146	6,114	4,586	-
Admin, Support, Waste Mgmt, Remed	-	-	-	-	26,636	40,582	47,333	35,324	33,316	34,491
Educational Services	-	-	-	-	466	330	469	429	448	592
Health Care, Social Assistance	-	-	-	-	670	771	704	748	995	1,037
Arts, Entertainment, Recreation	-	-	-	-	10,322	10,496	12,936	13,038	13,653	21,648
Accommodation, Food Services	-	-	-	-	131,498	134,267	141,467	156,470	177,495	191,076
Other Services	114,441	103,582	108,238	115,277	27,753	29,186	31,505	36,107	41,859	45,827
Public Administration	-	-	-	-	1,135	1,112	1,177	1,289	2,916	6,409
Other	-	-	-	128	37,889	1,790	599	327	3	-
Total	\$ 1,160,486	\$ 1,027,317	\$ 1,110,908	\$ 1,188,071	\$ 1,125,397	\$ 1,195,694	\$ 1,390,356	\$ 1,564,809	\$ 1,732,757	\$ 1,925,195
City direct sales tax rate	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%

Source: Texas Comptroller of Public Accounts

Note: Category changes occurred in 2002 due to National American Industry Classification System revisions.

Table 11

CITY OF MIDLAND, TEXAS
Direct and Overlapping Sales Tax Rates
Last Ten Fiscal Years

Fiscal Year	City Direct Rate	Midland County	Midland Football/Soccer and Baseball Complex Development Corporation	Midland Development Corporation
1999	1.00%	0.50%	-	-
2000	1.00%	0.50%	0.25%	-
2001	1.00%	0.50%	0.25%	-
2002	1.00%	0.50%	0.25%	0.25%
2003	1.00%	0.50%	0.25%	0.25%
2004	1.00%	0.50%	0.25%	0.25%
2005	1.00%	0.50%	0.25%	0.25%
2006	1.00%	0.50%	0.25%	0.25%
2007	1.00%	0.50%	0.25%	0.25%
2008	1.00%	0.50%	0.25%	0.25%

(Unaudited-See Accompanying Independent Auditors' Report)

Table 12

CITY OF MIDLAND, TEXAS
Sales Tax Revenue Payers by Industry
Current Calendar Year and Nine Years Ago
(in thousands of dollars)

	2007				1998			
	Number of Filers	Percentage of Total	Tax Liability	Percentage of Total	Number of Filers	Percentage of Total	Tax Liability	Percentage of Total
Agriculture, Forestry, Fishing, Hunting	7	0.16 %	\$ -	- %	82	1.81 %	\$ 63	0.54 %
Mining	167	3.77	1,572	8.17	118	2.60	465	4.01
Utilities	11	0.25	17	0.09	-	-	-	-
Construction	355	8.01	604	3.14	242	5.33	310	2.67
Manufacturing	209	4.71	491	2.55	159	3.50	832	7.17
Wholesale Trade	237	5.35	1,953	10.15	241	5.31	713	6.14
Retail Trade	1,575	35.53	9,996	51.93	2,293	50.52	7,420	63.94
Transportation, Warehousing	35	0.79	44	0.23	58	1.28	637	5.49
Information	84	1.89	426	2.21	-	-	-	-
Finance, Insurance	37	0.83	38	0.20	42	0.93	20	0.17
Real Estate, Rental, Leasing	141	3.18	311	1.62	-	-	-	-
Professional, Scientific, Technical Svc	304	6.86	788	4.09	-	-	-	-
Management of Companies, Enterprises	3	0.07	-	-	-	-	-	-
Admin, Support, Waste Mgmt, Remed	269	6.07	345	1.79	-	-	-	-
Educational Services	52	1.17	6	0.03	-	-	-	-
Health Care, Social Assistance	34	0.77	10	0.05	-	-	-	-
Arts, Entertainment, Recreation	78	1.76	216	1.12	-	-	-	-
Accommodation, Food Services	364	8.21	1,911	9.93	-	-	-	-
Other Services	416	9.38	458	2.38	1,271	28.00	1,144	9.86
Public Administration	5	0.11	64	0.33	-	-	-	-
Nonclassifiable	-	-	-	-	1	0.02	-	-
Other	50	1.13	-	-	32	0.71	-	-
Total	4,433	100.00 %	\$ 19,250	100.00 %	4,539	100.00 %	\$ 11,604	100.00 %

Source: Texas Comptroller of Public Accounts

Notes: Due to confidentiality issues, the names of the ten largest revenue payers are not available. The categories presented are intended to provide alternative information regarding the sources of the city's revenue. In addition, category changes occurred in 2002 due to National American Industry Classification System revisions.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 13

CITY OF MIDLAND, TEXAS
Ratios of Outstanding Debt by Type
Last Ten Fiscal Years

Fiscal Year	Governmental Activities			Business-Type Activities				Total Primary Government	Percentage of Personal Income ^a	Per Capita ^a
	General Obligation Bonds	Certificates of Obligation	Other Obligations	Revenue Bonds	General Obligation Refunding Bonds	Certificates of Obligation	Other Obligations			
1999	\$ 5,485,000	\$ 14,863,525	\$ -	\$ 36,825,000	\$ -	\$ 21,681,475	\$ -	\$ 78,855,000	2.14%	\$ 666
2000	4,520,000	13,718,243	1,045,000	35,320,000	-	56,211,757	-	110,815,000	3.08%	942
2001	3,510,000	20,368,095	1,000,000	33,670,000	-	57,401,906	-	115,950,001	2.83%	1,004
2002	2,645,000	19,191,009	950,000	32,640,000	-	55,968,992	-	111,395,001	2.76%	960
2003	4,505,000	19,366,985	900,000	31,005,000	-	54,463,015	-	110,240,000	2.90%	939
2004	3,640,000	18,226,024	845,000	29,265,000	-	52,878,976	55,100	104,910,100	2.59%	883
2005	2,770,000	21,873,237	790,000	27,455,000	-	51,206,763	51,950	104,146,950	2.37%	868
2006	1,860,000	20,358,513	730,000	25,575,000	42,130,000	5,786,487	47,650	96,487,650	1.99%	795
2007	935,000	25,566,962	665,000	18,810,000	40,220,000	58,043,038	43,900	144,283,900	2.56%	1,160
2008	-	23,763,474	595,000	17,385,000	38,240,000	56,751,526	39,850	136,774,850	2.07%	1,082

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

^a See Table 18 for personal income and population data. These ratios are calculated using personal income and population for the prior calendar year.

Table 14

CITY OF MIDLAND, TEXAS
Ratios of General Bonded Debt Outstanding
Last Ten Fiscal Years

Fiscal Year	General Bonded Debt Outstanding			Percentage of Actual Taxable Value ^a of Property	Per Capita ^b
	General Obligation Bonds	Certificates of Obligation	Total		
1999	\$ 5,485,000	\$ 14,863,525	\$ 20,348,525	0.66%	\$ 204
2000	4,520,000	13,718,243	18,238,243	0.57%	174
2001	3,510,000	20,368,095	23,878,095	0.74%	261
2002	2,645,000	19,191,009	21,836,009	0.66%	229
2003	4,505,000	19,366,985	23,871,985	0.71%	228
2004	3,640,000	18,226,024	21,866,024	0.62%	212
2005	2,770,000	21,873,237	24,643,237	0.67%	244
2006	1,860,000	20,358,513	22,218,513	0.56%	225
2007	935,000	25,566,962	26,501,962	0.60%	271
2008	-	23,763,474	23,763,474	0.46%	240

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

^a See Table 6 for property value data.

^b See Table 18 for per capita data.

Table 15

CITY OF MIDLAND, TEXAS
Direct and Overlapping Governmental Activities Debt
As of September 30, 2008

<u>Governmental Unit</u>	<u>Debt Outstanding</u>	<u>Estimated Percentage Applicable^a</u>	<u>Estimated Share of Overlapping Debt</u>
Debt repaid with property taxes			
Midland Independent School District	\$ 134,329,050	59.91%	\$ 80,472,977
Midland Junior College	38,671,288	59.91%	23,166,945
Midland County	9,755,000	56.27%	5,489,489
Midland County Hospital District	-	56.27%	-
Subtotal, overlapping debt			109,129,410
City of Midland (direct debt)			<u>23,704,063</u>
Total direct and overlapping debt			<u><u>\$ 132,833,473</u></u>

Sources: Assessed value data used to estimate applicable percentages provided by the Midland Central Appraisal District and Assessment Debt outstanding data provided by each governmental unit.

Note: Overlapping governments are those that coincide, at least in part, with the geographic boundaries of the city. This schedule estimates the portion of the outstanding debt of those overlapping governments that is borne by the residents and businesses of Midland. This process recognizes that, when considering the city's ability to issue and repay long-term debt, the entire debt burden borne by the residents and businesses should be taken into account. However, this does not imply that every taxpayer is a resident, and therefore responsible for repaying the debt, of each overlapping government.

^a For debt repaid with property taxes, the percentage of overlapping debt applicable is estimated using taxable assessed property values. Applicable percentages were estimated by determining the portion of another governmental unit's taxable assessed value that is within the city's boundaries and dividing it by each unit's total taxable assessed value.

Table 16

CITY OF MIDLAND, TEXAS
Debt Margin Information
Last Ten Fiscal Years
(dollars in thousands)

Debt Margin Calculation for Fiscal Year 2008

Assessed value	\$ 5,178,075
Debt limit (8% of assessed value)	414,246
Debt applicable to limit:	
Total bonded debt	136,735
Less:	
Net assets in Debt Service Fund	(245)
Water and Sewer bonds	(4,897)
Airport bonds	(826)
Sports Complex bonds	(1,097)
Golf Course bonds	(66)
Total net debt applicable to limit	129,604
Debt margin	\$ 284,642

	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Debt limit	\$ 248,472	\$ 256,452	\$ 264,401	\$ 265,560	\$ 270,570	\$ 281,270	\$ 296,083	\$ 315,807	\$ 354,241	\$ 414,246
Total net debt applicable to limit	71,638	104,768	109,142	104,926	103,339	98,641	97,655	89,167	135,646	129,604
Debt margin	\$ 176,834	\$ 151,684	\$ 155,259	\$ 160,634	\$ 167,231	\$ 182,629	\$ 198,428	\$ 226,640	\$ 218,595	\$ 284,642
Total net debt applicable to the limit as a percentage of debt limit	28.83%	40.85%	41.28%	39.51%	38.19%	35.07%	32.98%	28.23%	38.29%	31.29%

Note: The Constitution and Statutes of the state of Texas and the Charter of the City of Midland do not provide for a legal debt limit. The 8% debt limit rate used herein is that recommended by the Finance Advisory Board of the City of Midland and adopted by the City Council as a guideline of safe debt limit.

Included in the total amount of debt applicable to debt limit is \$48,595,000 Tax and Limited Pledge Revenue Certificates of Obligation and \$4,070,000 Combination Tax and Revenue Refunding Bonds; and \$10,960,000 Tax and Airport Subordinate Lien Revenue Certificates of Obligation; and \$561,526 Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation; and \$30,805,000 Tax and Waterworks and Sewer System (Limited Pledge) Revenue Certificates of Obligation. Principal and interest on these certificates are being financed by the Water and Sewer Fund, Airport Fund, and the Golf Course Fund, and the Scharbauer Sports Complex Fund, respectively.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 17

CITY OF MIDLAND, TEXAS
Pledged-Revenue Coverage
Last Ten Fiscal Years

Fiscal Year	Water and Sewer Revenue Bonds					Airport Revenue Bonds				
	Gross Revenue ^a	Operating Expense ^b	Net Revenue Available for Debt Service	Revenue Bond Debt Service ^c	Coverage	Gross Revenue ^a	Operating Expense ^b	Net Revenue Available For Debt Service	Revenue Bond Debt Service ^c	Coverage
1999	\$ 29,085,851	\$ 21,747,295	\$ 7,338,556	\$ 3,988,386	1.84	\$ 6,207,231	\$ 3,723,802	\$ 2,483,429	\$ 127,875	19.42
2000	32,308,691	21,970,289	10,338,402	3,828,486	2.70	6,079,764	3,869,538	2,210,226	1,141,750	1.94
2001	33,468,003	22,817,490	10,650,513	3,283,097	3.24	6,521,748	4,168,338	2,353,410	1,963,250	1.20
2002	31,927,301	22,650,590	9,276,711	2,621,364	3.54	6,878,628	4,983,478	1,895,150	237,019	8.00
2003	30,054,259	23,685,327	6,368,932	2,550,188	2.50	6,090,718	4,312,412	1,778,306	130,500	13.63
2004	28,384,654	24,477,287	3,907,367	2,824,705	1.38	7,040,355	4,104,996	2,935,359	174,863	16.79
2005	31,721,170	25,872,779	5,848,391	2,939,791	1.99	7,136,960	4,380,702	2,756,258	167,963	16.41
2006	36,551,272	26,941,508	9,609,764	2,898,879	3.31	7,711,547	4,701,521	3,010,026	160,913	18.71
2007	38,843,893	26,519,562	12,324,331	2,273,232	5.42	8,435,823	4,891,659	3,544,164	151,149	23.45
2008	44,358,068	29,955,214	14,402,854	2,204,304	6.53	8,933,959	5,269,760	3,664,200	-	-

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

^a The sum of operating revenue and net nonoperating income, excluding interest expense, reduced by interest income from investments by funds restricted for construction.

^b Total expense exclusive of depreciation, interest, and amortization expenses.

^c Excludes debt defeasance transactions.

Table 18

**CITY OF MIDLAND, TEXAS
Demographic and Economic Statistics
Last Ten Calendar Years**

<u>Year</u>	<u>Population</u>	<u>Personal Income (in thousands of dollars)</u>	<u>Per Capita Personal Income</u>	<u>Median Age</u>	<u>School Enrollment</u>	<u>Unemployment Rate</u>
1998	98,045	\$ 3,689,010	\$ 31,178	32.5	22,952	4.3%
1999	99,186	3,594,699	30,562	33.5	21,148	7.1%
2000	94,996	4,092,309	35,419	33.7	20,603	4.2%
2001	95,551	4,038,379	34,801	33.5	20,714	3.8%
2002	96,108	3,796,682	32,339	34.1	20,711	4.9%
2003	96,402	4,055,955	34,153	33.5	20,917	5.0%
2004	97,837	4,397,537	36,642	34.3	20,622	4.5%
2005	101,033	4,847,000	39,939	34.1	20,601	3.7%
2006	102,073	5,631,000	45,274	34.1	20,293	3.4%
2007	104,156	6,610,000	52,294	34.2	21,310	3.2%

Sources: Population estimates are prepared by City of Midland personnel. US Census population used in census years. Personal income and per capita personal income provided by Bureau of Economic Analysis. Median age provided by Midland Development Corporation. School enrollment provided by Midland Independent School District. Unemployment data provided by Bureau of Labor Statistics.

Table 19

CITY OF MIDLAND, TEXAS
Principal Employers
Current Year and Nine Years Ago

2008			1999		
<u>Employer</u>	<u>Employees</u>	<u>Percentage of Total City Employment</u>	<u>Employer</u>	<u>Employees</u>	<u>Percentage of Total City Employment</u>
Midland Independent School District	2,826	4.02%	Midland Independent School District	2,805	4.92%
Warren Equipment Companies	1,920	2.73%	Midland Memorial Hospital & Medical Center	1,300	2.28%
Midland Memorial Hospital and Medical Center	1,500	2.13%	City of Midland	895	1.57%
Dawson Geophysical	1,200	1.71%	Midland County	524	0.92%
Midland College	1,200	1.71%	Wal-Mart Super Center	425	0.75%
City of Midland	962	1.37%	Albertson's	420	0.74%
Patterson Drilling UTI	750	1.07%	Dawson Geophysical	400	0.70%
Cingular Wireless	600	0.85%	U.S. Postal Service	364	0.64%
Midland County	583	0.83%	Timber/Sharp Drilling Inc.	344	0.60%
Key Energy Services	500	0.71%	Westwood Medical Center	283	0.50%
Total	<u>12,041</u>	<u>17.12%</u>		<u>7,760</u>	<u>13.62%</u>

Source: Midland Chamber of Commerce, Bureau of Labor Statistics

Table 20

CITY OF MIDLAND, TEXAS
Full-time Equivalent City Government Employees by Function/Program
Last Ten Fiscal Years

<u>Function/Program</u>	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
General government										
Administration	9	6	7	6	6	6	6	6	5	5
Support services	87	86	93	91	90	85	93	98	118	120
Fiscal management	16	16	16	16	15	15	15	15	15	15
Development services	97	97	99	100	95	92	83	88	96	93
Community services	64	67	64	66	62	67	60	62	66	65
Police	204	203	206	196	209	206	205	206	206	208
Fire	169	173	175	184	186	189	187	187	190	193
Other	28	28	26	27	26	26	27	27	1	2
Airport	31	30	29	27	27	26	24	26	26	25
Water and sewer	116	117	116	118	115	106	100	96	100	96
Sanitation	45	47	43	45	46	46	47	45	46	48
Sports complex	-	-	-	-	-	-	-	-	-	-
Golf course	8	9	9	8	9	9	9	10	9	8
Total	874	879	883	884	886	873	856	866	878	878

Source: City departments

(Unaudited-See Accompanying Independent Auditors' Report)

Table 21

CITY OF MIDLAND, TEXAS
Operating Indicators by Function/Program
Last Ten Fiscal Years

<u>Function/Program</u>	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
Development services										
Street resurfacing (miles)	N/A	10.43	6.96	10.51						
Potholes repaired	N/A	14,544	15,835	12,755						
Community services										
Animal control animals handled	10,534	13,450	10,313	11,694	11,102	11,876	10,857	10,690	11,229	10,906
Health department immunizations given	11,343	16,762	20,210	18,925	20,647	17,766	15,015	15,275	19,757	22,372
Police										
Traffic citations	17,653	20,153	16,063	19,254	16,722	18,361	13,721	14,945	13,774	18,354
Parking citations	8,347	7,184	5,448	5,519	4,699	4,448	5,844	6,131	4,277	5,173
Criminal misdemeanor citations	6,686	5,933	6,172	6,820	6,508	7,489	6,651	6,687	6,624	6,583
Fire										
Emergency responses	1,380	N/A	N/A	1,439	4,914	5,859	6,262	7,238	7,484	8,860
Fires extinguished	538	585	446	494	489	507	587	606	537	600
Inspections	4,082	4,319	3,555	4,276	4,751	5,027	5,329	3,895	4,502	6,117
Airport										
Major airlines	3	4	3	4	4	3	3	3	3	4
Passengers boardings	485,086	478,941	325,607	401,677	398,746	405,413	440,723	466,419	489,369	496,911
Commercial Landings	N/A	N/A	9,229	9,083	8,671	7,881	8,020	8,290	8,580	8,277
Water and sewer										
New accounts - net	70	65	(233)	4,359	4,936	5,045	5,190	5,969	5,738	5,458
Water main breaks	47	40	85	64	45	93	53	42	84	41
Average daily consumption (MGD)	24.140	25.109	19.847	24.430	23.554	23.350	22.200	23.747	20.867	24.516
Peak daily consumption (MGD)	39.527	43.403	47.507	43.095	41.409	41.919	41.593	43.360	33.971	42.349
Average daily sewage treatment (MGD)	11.415	9.817	11.426	11.449	11.218	12.273	11.975	10.950	12.025	11.665
Sanitation										
Refuse collected (tons)	105,376	107,360	117,525	125,359	132,671	127,111	148,677	149,514	171,795	188,450
Recyclables collected (tons)	7,379	5,533	5,789	6,289	7,517	5,849	5,101	4,448	4,774	5,020
Sports complex										
Baseball stadium attendance ^a	-	-	-	N/A	19,394	12,493	11,396	30,462	31,366	332,497
Football/soccer stadium attendance	-	-	-	N/A	244,364	160,392	152,273	181,043	179,677	162,354
Golf course										
Attendance	65,754	66,995	64,410	68,637	63,895	52,663	50,281	54,572	59,933	64,451
Tournaments	N/A	N/A	N/A	N/A	N/A	109	120	125	150	118

Source: City departments

Notes: N/A - Data not available

^a Beginning fiscal year 2008, attendance for baseball games, concerts, and outdoor events are included in the count for baseball stadium attendance.

(Unaudited-See Accompanying Independent Auditors' Report)

Table 22

CITY OF MIDLAND, TEXAS
Capital Asset Statistics by Function/Program
Last Ten Fiscal Years

Function/Program	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Development services										
Streets - paved (miles)	540	540	541	544	581	569	561	574	566	571
Streets - unpaved (miles)	20	20	14	13	20	35	21	16	14	12
Alleys - paved (miles)	69	70	76	90	96	100	103	103	109	123
Streetlights	4,738	4,754	4,884	5,551	5,629	5,496	5,763	5,523	5,667	6,020
Signalized locations	114	114	114	114	114	115	118	117	117	116
Community services										
Parks acreage	1,174	1,177	1,177	1,177	1,177	1,254	1,256	1,256	1,256	1,256
Playgrounds	37	38	38	38	38	38	38	38	40	40
Baseball/softball diamonds	82	85	85	85	82	82	82	82	82	64
Football/soccer fields	46	56	56	56	56	56	56	56	56	52
Recreation Centers	1	1	1	1	1	1	1	1	1	1
Senior Centers	2	2	2	2	2	2	2	2	2	2
Police										
Stations	1	1	1	1	1	1	1	1	1	1
Marked patrol units	N/A	116	130	128						
Fire										
Stations	9	9	9	9	9	9	9	9	9	9
Airport										
Primary runway (feet)	9,501	9,501	9,501	9,501	9,501	9,501	9,501	9,501	9,501	9,501
Primary crosswind runway (feet)	8,305	8,305	8,305	8,305	8,305	8,305	8,305	8,305	8,305	8,302
General aviation runways (feet)	8,944	8,944	8,944	8,944	8,944	8,944	8,944	8,944	8,944	8,944
Water and sewer										
Water mains (miles)	650	614	614	648	655	700	735	805	818	838
Fire hydrants	2,431	2,543	2,596	2,629	2,736	2,795	2,926	2,998	3,121	3,202
System capacity (million gallons)	65	62	62	62	60	60	51	51	51	51
Sanitary sewers (miles)	499	502	502	507	508	513	529	572	577	591
Storm sewers (miles)	14	14	16	44	41	46	54	54	46	47
Sanitation										
Refuse trucks	N/A	38	43	42						
Sports complex										
Stadiums	-	-	-	2	2	2	2	2	2	2
Golf course										
Courses	2	2	2	2	2	2	2	2	2	2
Holes	36	36	36	36	36	36	36	36	36	36

Source: City departments

Notes: N/A - Data not available

(Unaudited-See Accompanying Independent Auditors' Report)



SUPPLEMENTAL SECTION

(Unaudited)

The supplemental section contains certain bond and financial information presented in compliance with Securities and Exchange Commission Rule 15c2-12, as amended.

TAX SUPPORTED DEBT

(Unaudited)

City of Midland, Texas

Table 1 - Valuation, Exemptions and General Obligation Debt

2008 Market Valuation Established By Midland Central Appraisal District (excluding totally exempt property)		\$ 6,649,542,210
Less Exemptions/Reductions at 100% Market Value:		
Residential Homestead Exemptions	\$ 590,358,230	
Disabled Veterans	5,508,180	
Abatements	8,576,208	
Open-Space and Land Use Restrictions and Tax Increment Value	<u>36,357,112</u>	<u>640,799,730</u>
2008 Taxable Assessed Valuation		\$ 6,008,742,480
City Funded Debt Payable From Ad Valorem Taxes (as of 9-30-08)		
General Obligation Bonds and Certificates of Obligation (1)	\$ <u>118,755,000</u>	
Funded Debt Payable from Ad Valorem Taxes		\$ 118,755,000
Less: Self Supporting Debt (2)		
Scharbauer Sports Complex General Obligation Debt	\$ 30,805,000	
Water and Sewer General Obligation Debt	52,665,000	
Airport General Obligation Debt	10,960,000	<u>94,430,000</u>
General Purpose Funded Debt Payable from Ad Valorem Taxes		\$ 24,325,000
Interest and Sinking Fund (as of 9-30-08) (3)		\$ 311,311
Ratio Funded Debt to Taxable Assessed Valuation		1.98%
Ratio General Purpose Funded Debt to Taxable Assessed Valuation		0.40%
2008 Estimated Population	108,896	
Per Capita 2008 Taxable Assessed Valuation	\$ 55,178.73	
Per Capita Total Funded Debt	\$ 1,090.54	
Per Capita General Purpose Funded Debt	\$ 223.38	

(1) The above statement of indebtedness does not include currently outstanding \$5,680,000 Waterworks and Sewer System Revenue Bonds as these bonds are payable solely from a first lien on the Net Revenues of the system. The statement also does not include \$11,705,000 Waterworks and Sewer System Junior Lien Revenue Bonds, Series 1999, which are payable solely from a junior lien on the Net Revenues of the system.

(2) The City provides for debt service on general obligation debt issued to fund a Football/Soccer and Baseball Sports Complex and Airport improvements from surplus (net) revenues of these systems. Included in the net revenues of the Scharbauer Sports Complex are receipts from a 1/4 of 1% sales tax received from the Midland Football/Soccer and Baseball Complex Development Corporation.

"Scharbauer Sports Complex General Obligation Debt" consists of \$1,510,000 Tax and Limited Pledge Revenue Certificates of Obligation, Series 2000 and \$2,015,000 Tax and Limited Pledge Revenue Certificates of Obligation, Series 2001A, and \$27,280,000 General Obligation Refunding Bonds, Series 2006.

"Water and Sewer General Obligation Debt" consists of \$48,595,000 Tax and Limited Pledge Revenue Certificates of Obligation, Series 2007 and \$4,070,000 Tax and Revenue Refunding Bonds, Series 2007.

"Airport General Obligation Debt" consists of \$10,960,000 General Obligation Refunding Bonds, Series 2006A.

(3) Excludes \$1,097,206 to the credit of the Interest and Sinking Fund for Scharbauer Sports complex General Obligation Debt, \$921,721 to the credit of the Water and Sewer General Obligation Debt, and \$825,880 to the credit of the Interest and Sinking Fund for Airport General Obligation Debt.

City of Midland, Texas

Table 2 - Taxable Assessed Valuations by Category

Category	Taxable Appraised Value for Fiscal Year Ended 9-30					
	2009		2008		2007	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real, Residential, Single-Family	\$ 4,342,386,160	65.30%	\$ 3,622,645,000	64.24%	\$ 2,849,738,600	62.39%
Real, Residential, Multi-Family	309,918,460	4.66%	195,455,830	3.47%	157,225,390	3.44%
Real, Vacant Lots/Tracts	79,178,100	1.19%	89,312,480	1.58%	41,955,230	0.92%
Real, Acreage (Land Only)	59,359,030	0.89%	55,253,560	0.98%	23,571,950	0.52%
Real, Farm and Ranch Improvements	24,493,660	0.37%	22,733,680	0.40%	16,396,890	0.36%
Real, Commercial and Industrial	980,266,340	14.74%	861,699,080	15.28%	747,341,370	16.36%
Real, Oil, Gas and Other Mineral Reserves	45,725,380	0.69%	38,327,960	0.68%	37,247,140	0.82%
Real and Tangible Personal, Utilities	121,178,920	1.82%	127,127,430	2.25%	124,124,470	2.72%
Tangible Personal, Commercial and Industrial	644,617,950	9.69%	588,989,550	10.44%	535,844,290	11.73%
Tangible Personal, Other	2,440,610	0.04%	2,472,050	0.04%	2,787,340	0.06%
Real Property, Inventory (1)	39,954,900	0.60%	35,023,390	0.62%	31,597,310	0.69%
Total Appraised Value Before Exemptions	\$ 6,649,519,510	100.00%	\$ 5,639,040,010	100.00%	\$ 4,567,829,980	100.00%
Less: Total Exemptions/Reductions	640,777,030		461,334,772		166,391,044	
Taxable Assessed Value	\$ <u>6,008,742,480</u>		\$ <u>5,177,705,238</u>		\$ <u>4,401,438,936</u>	

Category	Taxable Appraised Value for Fiscal Year Ended 9-30					
	2006		2005		2004	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real, Residential, Single-Family	\$ 2,518,081,490	62.48%	\$ 2,368,109,464	62.54%	\$ 2,225,795,556	61.79%
Real, Residential, Multi-Family	128,412,400	3.19%	133,187,624	3.52%	135,616,840	3.76%
Real, Vacant Lots/Tracts	44,936,480	1.12%	39,649,256	1.05%	34,575,393	0.96%
Real, Acreage (Land Only)	21,761,670	0.54%	21,483,630	0.57%	21,816,463	0.61%
Real, Farm and Ranch Improvements	15,244,150	0.38%	13,564,110	0.36%	13,016,510	0.36%
Real, Commercial and Industrial	654,734,230	16.25%	603,574,338	15.94%	579,226,076	16.08%
Real, Oil, Gas and Other Mineral Reserves	24,942,960	0.62%	15,921,170	0.42%	12,779,350	0.35%
Real and Tangible Personal, Utilities	121,864,780	3.02%	121,176,810	3.20%	126,972,990	3.52%
Tangible Personal, Commercial and Industrial	468,166,180	11.62%	444,272,295	11.73%	428,567,260	11.90%
Tangible Personal, Other	2,751,220	0.07%	2,538,160	0.07%	2,375,810	0.07%
Real Property, Inventory (1)	29,200,670	0.72%	22,919,060	0.61%	21,562,780	0.60%
Total Appraised Value Before Exemptions	\$ 4,030,096,230	100.00%	\$ 3,786,395,917	100.00%	\$ 3,602,305,028	100.00%
Less: Total Exemptions/Reductions	82,711,735		85,352,616		86,428,273	
Taxable Assessed Value	\$ <u>3,947,384,495</u>		\$ <u>3,701,043,301</u>		\$ <u>3,515,876,755</u>	

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

(1) Real inventory properties in the hands of developers or builders; each group of properties in this category is appraised on the basis of its value as a whole as a sale to another developer or builder.

City of Midland, Texas

Table 3A - Valuation and General Obligation Debt History

Fiscal Year Ended 9-30	Estimated City Population (1)	Taxable Assessed Valuation (2)	Taxable Assessed Valuation Per Capita	General Purpose Funded Tax Debt Outstanding at End of Year (3)	Ratio General Purpose Funded Tax Debt to Taxable Assessed Valuation	General Purpose Funded Tax Debt Per Capita
2004	96,402	\$ 3,515,876,755	\$ 36,471	\$ 22,815,000	0.65%	\$ 237
2005	97,837	3,701,043,301	37,829	25,500,000	0.69%	261
2006	102,073	3,947,384,495	38,672	22,980,000	0.58%	225
2007	104,156	4,401,438,936	42,258	27,165,000	0.62%	261
2008	106,499	5,178,075,141	48,621	24,325,000	0.47%	228
2009 (4)	108,896	6,008,742,480	55,179	22,115,000	0.37%	203

(1) Source: City of Midland, Texas; the 2000 U.S. Census population was 94,996

(2) Basis of assessment for all years 100% of market value. All taxable property is revalued each year.

(3) General Purpose Funded Tax Debt less Self-Supporting Funded Tax Debt (see "Table 3B - Derivation of General Purpose Funded Tax Debt").

(4) Projected

Table 3B - Derivation of General Purpose Funded Tax Debt

Fiscal Year Ending 9-30	Total Funded Tax Debt Outstanding At End of Year	Less: Self-Supporting Funded Tax Debt				General Purpose Funded Tax Debt
		Airport General Debt	Water and Sewer General Obligation Debt	Scharbauer Sports Complex General Obligation Debt	General Purpose Funded Tax Debt	
2004	\$ 74,745,000	\$ 15,305,000	\$ 0	\$ 36,625,000	\$ 22,815,000	
2005	75,850,000	14,385,000	0	35,965,000	25,500,000	
2006	70,135,000	13,160,000	0	33,995,000	22,980,000	
2007	124,765,000	12,080,000	53,085,000	32,435,000	27,165,000	
2008	118,755,000	10,960,000	52,665,000	30,805,000	24,325,000	
2009 (1)	112,405,000	9,790,000	51,400,000	29,100,000	22,115,000	

(1) Projected

Table 4 - Tax Rate, Levy and Collection History

Fiscal Year Ended 9-30	Tax Rate	General Fund	Interest and Sinking Fund	Tax Levy	% Current Collections	% Total Collections
2004	0.6464	0.5611	0.0853	22,726,390	98.22%	100.02%
2005	0.6424	0.5604	0.0820	23,604,497	95.71%	100.08%
2006	0.6420	0.5545	0.0875	25,343,526	96.07%	99.86%
2007	0.5870	0.5102	0.0768	25,992,405	95.31%	98.90%
2008	0.5386	0.4633	0.0753	27,889,113	94.95%	98.90%
2009	0.4859	0.4352	0.0507	29,198,318	9.78%	0.27%

(Unaudited - See Accompanying Independent Auditors' Report)

City of Midland, Texas

Table 5 - Ten Largest Taxpayers

<u>Name of Taxpayer</u>	<u>Nature of Property</u>	<u>2008 Taxable Assessed Valuation</u>	<u>% of 2008 Total Taxable Assessed Valuation</u>
TRA Midland Properties LLC	Real Estate	\$ 76,311,570	1.27%
TXU Electric Delivery Co	Electric Utility	45,150,740	0.75%
Midland Park Mall, LP	Retail	37,589,240	0.63%
Southwestern Bell Telephone	Telephone Utility	28,596,840	0.48%
Artificial Lift Division of STC	Oil and Gas	24,741,240	0.41%
Claydesta Center Lp et Al	Real Estate	22,743,720	0.38%
JM Cox Resources LP	Aircraft	18,262,550	0.30%
Midland FC LTD	Real Estate	17,016,980	0.28%
Pioneer Nautral Resources WI	Oil and Gas	14,439,090	0.24%
Deer Horn Aviation Ltd	Aircraft	14,289,680	0.24%
		<u>\$ 299,141,650</u>	<u>4.98%</u>

Table 6 - Tax Adequacy

Maximum Principal and Interest Requirements, All General Obligation Debt.....	\$ 11,641,464
\$.20182 Tax Rate at 96% Collection Produces.....	\$ 11,641,770
Maximum Principal and Interest Requirements General Purpose General Obligation Debt, 2008.....	
	\$ 3,195,830
\$.05541 Tax Rate at 96% Collection Produces.....	\$ 3,196,266

Table 7 - Estimated Overlapping Debt

<u>Taxing Jurisdiction</u>	<u>Taxable Assessed Valuation As Of 9-30-08</u>	<u>Tax Rate (1)</u>	<u>Total Funded Debt As Of 9-30-08</u>	<u>Estimated % Applicable to City (1)</u>	<u>City's Overlapping Funded Debt As Of 9-30-08</u>	<u>Authorized But Unissued Debt As Of 9-30-08</u>
City of Midland	\$ 6,008,742,480	\$ 0.485900	\$ 24,235,000 (6)	100.00%	\$ 24,235,000	\$ 0
Midland Independent School District	9,379,910,438	1.165050	134,329,050 (2)	59.91%	80,476,534	0
Midland Community College District	9,379,910,438	0.172907	38,671,288 (5)	59.91%	23,167,969	0
Midland County	10,966,346,478	0.207455	975,500 (3)	56.27%	548,914	0
Midland County Hospital District	10,966,346,478	0.120220	0 (4)	56.27%	0	0
Total Direct and Overlapping G.O. Debt					<u>\$ 128,428,416</u>	
Ratio of Direct and Overlapping G.O. Debt to Taxable Assessed Valuation					2.14%	
Per Capita Overlapping G.O. Debt					\$ 1,179.37	

Sources:

- (1) Midland Central Appraisal District
- (2) Midland Independent School District
- (3) Midland County
- (4) Midland County Hospital District
- (5) Midland Community College District
- (6) General Purpose Funded Debt; excludes self-supporting funded debt

City of Midland, Texas

Table 8A - General Obligation Debt Service Requirements and
Table 8b - Division of Debt Service Requirements

Fiscal Year Ending 9 - 30	Outstanding Requirements			% of Principal Retired	Less: Airport General Obligation Debt	Less: Sports Complex Development Corporation General Obligation Debt	Less: Water and Sewer System General Obligation Tax Debt	General Purpose Funded Tax Debt
	Principal	Interest	Total					
2009	\$ 6,350,000	\$ 5,283,280	\$ 11,633,280	5.35%	\$ 1,642,050	\$ 3,088,519	\$ 3,715,561	\$ 3,187,150
2010	6,630,000	5,011,346	11,641,346	10.93%	1,639,350	3,085,218	3,720,949	3,195,830
2011	6,905,000	4,736,464	11,641,464	16.74%	1,639,750	3,087,784	3,718,893	3,195,038
2012	7,170,000	4,452,534	11,622,534	22.78%	1,636,450	3,081,088	3,715,568	3,189,429
2013	7,045,000	4,146,317	11,191,317	28.71%	1,638,700	3,081,500	3,712,468	2,758,649
2014	7,175,000	3,825,665	11,000,665	34.76%	1,637,450	3,079,000	3,712,068	2,572,147
2015	7,065,000	3,495,648	10,560,648	40.71%	1,637,575	3,076,328	3,718,743	2,128,003
2016	7,405,000	3,158,967	10,563,967	46.94%	1,637,100	3,068,310	3,721,718	2,136,840
2017	4,755,000	2,864,719	7,619,719	50.95%		3,069,596	3,110,943	1,439,180
2018	4,970,000	2,650,950	7,620,950	55.13%		3,067,278	3,111,968	1,441,705
2019	4,700,000	2,453,736	7,153,736	59.09%		3,054,964	3,111,768	987,005
2020	4,920,000	2,235,569	7,155,569	63.23%		3,054,922	3,112,668	987,980
2021	4,675,000	2,000,579	6,675,579	67.17%		3,023,863	3,110,561	541,155
2022	2,800,000	1,826,669	4,626,669	69.53%		972,222	3,110,718	543,730
2023	2,050,000	1,722,243	3,772,243	71.25%		120,313	3,111,478	540,453
2024	2,155,000	1,623,703	3,778,703	73.07%		120,878	3,113,225	544,600
2025	2,260,000	1,513,000	3,773,000	74.97%		121,175	3,110,725	541,100
2026	2,380,000	1,396,653	3,776,653	76.97%		121,203	3,113,975	541,475
2027	2,495,000	1,280,400	3,775,400	79.07%		120,963	3,112,513	541,925
2028	2,055,000	1,177,128	3,232,128	80.81%		120,453	3,111,675	0
2029	2,155,000	1,081,441	3,236,441	82.62%		124,541	3,111,900	0
2030	2,260,000	975,724	3,235,724	84.52%		123,225	3,112,500	0
2031	2,250,000	862,750	3,112,750	86.42%			3,112,750	0
2032	2,365,000	747,375	3,112,375	88.41%			3,112,375	0
2033	2,485,000	626,125	3,111,125	90.50%			3,111,125	0
2034	2,615,000	498,625	3,113,625	92.70%			3,113,625	0
2035	2,745,000	364,625	3,109,625	95.01%			3,109,625	0
2036	2,885,000	223,875	3,108,875	97.44%			3,108,875	0
2037	3,035,000	75,875	3,110,875	100.00%			3,110,875	0
Total	\$ 118,755,000	\$ 62,311,985	\$ 181,066,985		\$ 13,108,425	\$ 41,863,339	\$ 95,081,829	\$ 31,013,393

(Unaudited - See Accompanying Independent Auditors' Report)

City of Midland, Texas

Table 9 - Interest and Sinking Fund Budget Projection

	Airport General Obligation Debt	Water and Sewer General Obligation Debt	Scharbauer Sports Complex General Obligation Debt	General Purpose General Obligation Debt	Combined General Obligation Debt
Debt Service Requirements, Fiscal Year Ending 9-30-09	\$ 1,642,050	\$ 3,715,561	\$ 3,088,519	\$ 3,187,149	\$ 11,633,279
Source of Funds, Fiscal Year Ending 9-30-09					
Interest and Sinking Funds, 9-30-08	\$ 825,880	\$ 921,721	\$ 1,097,206	\$ 311,311	\$ 3,156,118
Budgeted Ad Valorem Tax Receipts, Including Delinquent Tax Collections				3,084,951	3,084,951
Budgeted Transfers:					
From Water and Sewer Fund	0	3,708,908	0	0	3,708,908
From Airport Fund	494,015	0	0	0	494,015
From Airport Passenger Facility Fund	1,165,981	0	0	0	1,165,981
From Sports Complex Operations Fund	0	0	3,111,931	0	3,111,931
From Golf Course Fund	0	0	0	127,831	127,831
Estimated Investment Income	22,000	32,000	31,800	27,000	112,800
Total Sources of Funds	\$ 2,507,876	\$ 4,662,629	\$ 4,240,937	\$ 3,551,093	\$ 14,962,535
Estimated Balance, 9-30-09	\$ 865,826	\$ 947,068	\$ 1,152,418	\$ 363,944	\$ 3,329,256

Table 10 - Computation of Self-Supporting Debt

	Airport	Water & Sewer	Scharbauer Sports Complex ⁽¹⁾
Net Revenues, Fiscal Year Ended 9-30-08	\$ 3,664,200	\$ 14,402,854	\$ 9,814,024
Less: Prior Lien Revenue Bonds Revenue Requirements Fiscal Year 2008 – 2009	0	1,290,681	0
Balance Available for Subordinate Lien Revenue Bond Requirements	\$ 3,664,200	\$ 13,112,173	\$ 9,814,024
Less: Subordinate Lien Revenue Bond Requirements Fiscal Year 2008 – 2009	0	1,157,300	0
Balance Available for Other Purposes	\$ 3,664,200	\$ 11,954,873	\$ 9,814,024
Less: System General Obligation Debt Requirements, Fiscal Year 2008 – 2009	1,642,050	3,715,561	3,088,519
Balance	\$ 2,022,150	\$ 8,239,312	\$ 6,725,505
Percentage of System General Obligation Debt Self-Supporting	100.00%	100.00%	100.00%

(1) The Scharbauer Sports Complex Fund was established to account for all payments from the 4b development corporation to the City and all revenues and expenses of the Scharbauer Sports Complex.

City of Midland, Texas

Table 11 - Authorized but Unissued General Obligation Bonds

The City has no authorized but unissued general obligation bonds.

Table 12 - Other Obligations

The City had an agreement for the lease-purchase of the scoreboards for the Scharbauer Sports Complex which extended through May 2012. Pursuant to the terms of the agreement, the lease-purchase agreement was paid in full in May 2008 through the remittance of outstanding principal of \$582,861.23, interest due May 28 of \$18,942.99, and an early termination penalty of \$10,357.88.

Housing and Urban Development Section 108 Program Note

On November 27, 2000, the City entered into a note agreement with the Department of Housing and Urban Development ("HUD") for loan guarantee assistance under Section 108 of title 1 of the Housing and Community Development Act 1974, as amended, in the amount of \$1,045,000. The Note was issued to aid in the establishment of an Advanced Technology Center in order to provide secondary and post secondary education opportunities using innovative technology and pay professional services rendered in relation to such project and the financing thereof. Under the terms of the Note, the City will make annual principal payments on August 1, of each year beginning in 2001 through 2015; interest payments were due semi-annually at a variable rate of 20 basis points above London Interbank Offered Rates until a fixed rate was established pursuant to the note agreement. As of August 9, 2001, the interest rate on the \$1,000,000 outstanding balance of this note agreement was fixed as part of a \$313,756,000 U.S. Department of Housing and Urban Development, Section 108 Government Guaranteed Participation Certificates, Series HUD 2001-A. The Note will be paid from the City's Water and Sewer System.

The following represents the outstanding maturities and associated annual interest payments of this note:

City of Midland, Texas HUD Section 108 Loan Debt Service Schedule			
Fiscal Year Ending 9-30	Principal	Interest	Total
2009	70,000	35,605	105,605
2010	75,000	31,636	106,636
2011	80,000	27,324	107,324
2012	85,000	22,684	107,684
2013	90,000	17,584	107,584
2014	95,000	12,112	107,112
2015	100,000	6,250	106,250
Total Issue	\$ 595,000	\$ 153,193	\$ 748,193

City of Midland, Texas

Table 13 - General Fund Revenues and Expenditure History

	For Fiscal Years Ending September 30,				
	2008	2007	2006	2005	2004
Revenues					
Taxes	\$ 61,383,573	\$ 55,476,536	\$ 53,852,840	\$ 46,217,528	\$ 43,215,161
Licenses and permits	1,175,585	1,093,807	997,896	892,502	823,340
Fines and forfeitures	3,166,584	2,667,017	2,425,291	2,283,272	2,248,896
Charges for current services	2,289,242	2,239,596	2,093,062	1,943,476	2,410,693
Rentals	16,694	19,584	28,407	20,344	19,573
Intergovernmental grants	970,550	1,393,768	1,412,424	1,164,153	858,703
Investment income	1,239,475	1,878,462	1,186,414	495,964	440,544
Miscellaneous	430,092	538,503	982,529	541,126	646,577
Total revenues	\$ <u>70,671,795</u>	\$ <u>65,307,273</u>	\$ <u>62,978,863</u>	\$ <u>53,558,365</u>	\$ <u>50,663,487</u>
Expenditures					
Administration	\$ 734,604	\$ 881,223	\$ 1,013,626	\$ 875,210	\$ 786,488
Support services	9,855,289	9,789,826	8,838,289	8,505,166	7,745,972
Fiscal management	1,623,328	1,499,310	1,370,429	1,325,095	1,279,219
Development services	9,410,143	8,295,919	8,017,698	7,115,914	6,945,427
Community services	8,595,533	7,246,431	7,211,703	6,591,145	6,033,278
Police	19,210,537	17,505,378	16,361,191	15,692,926	15,237,947
Fire	16,466,900	15,348,015	13,668,119	13,627,472	13,121,068
Other	2,298,884	2,126,430	1,968,095	2,013,957	2,123,098
Total expenditures	\$ <u>68,195,218</u>	\$ <u>62,692,532</u>	\$ <u>58,449,150</u>	\$ <u>55,746,885</u>	\$ <u>53,272,497</u>
Excess of revenues over (under) expenditures	\$ <u>2,476,577</u>	\$ <u>2,614,741</u>	\$ <u>4,529,713</u>	\$ <u>(2,188,520)</u>	\$ <u>(2,609,010)</u>
Other financing sources (uses):					
Sale of capital assets	\$ -	\$ 168,000	\$ 323,475	\$ -	\$ -
Transfers in	4,307,920	4,267,119	4,237,584	3,939,816	3,856,867
Transfers out	(3,594,977)	(730,309)	(408,059)	(197,684)	(118,041)
Total Other Financing Sources (Uses)	\$ <u>712,943</u>	\$ <u>3,704,810</u>	\$ <u>4,153,000</u>	\$ <u>3,742,132</u>	\$ <u>3,738,826</u>
Excess of revenues and other sources over (under) expenditures and other uses	\$ 3,189,520	\$ 6,319,551	\$ 8,682,713	\$ 1,553,612	\$ 1,129,816
Fund balance at beginning of the year	<u>34,872,377</u>	<u>28,552,826</u>	<u>19,870,113</u>	<u>18,316,501</u>	<u>17,186,685</u>
Fund balance at the end of the year	\$ <u>38,061,897</u>	\$ <u>34,872,377</u>	\$ <u>28,552,826</u>	\$ <u>19,870,113</u>	\$ <u>18,316,501</u>

(Unaudited - See Accompanying Independent Auditors' Report)

City of Midland, Texas

Table 14 - Municipal Sales Tax History

Fiscal Year Ended 9-30	Total Collected	% of Ad Valorem Tax Levy	Equivalent of Ad Valorem Tax Rate	Per Capita (1)
2004	14,396,348	63.35%	0.4095	149.34
2005	16,113,027	68.26%	0.4354	164.69
2006	19,584,476	77.28%	0.4961	191.87
2007	22,536,098	86.70%	0.5120	216.37
2008	25,776,037	92.42%	0.4978	242.03

(1) See "Estimated Population" under "Table 3A - Valuation and Funded Debt History"

Table 15 - Current Investments

As of September 30, 2008, the City's investable funds were invested in the following categories:

<u>Type of Investment</u>		
Description	% of Market Value	Market Value
U.S. Treasury Notes and Bills	0.00%	\$ 0
U.S. Agency and Instrumentality	12.51%	24,945,600
Cash and Local Government Pools	87.49%	174,438,687
Totals	100.00%	\$ 199,384,287

As of such date, 86.88% of the City's investment portfolio was invested in immediately available funds from pools. The market value of the investment portfolio was 100% of its fair value and the effective investment yield was 2.864%. Average maturity of the portfolio was 3.72 months.

City of Midland, Texas

Table 16 - Airport Statement of Operations

	For Fiscal Year Ending September 30,				
	2008	2007	2006	2005	2004
Operating Revenues					
Terminal (1)					
Airport Parking	\$ 2,007,896	\$ 1,824,590	\$ 1,641,097	\$ 1,478,402	\$ 1,347,731
Airport Building Rental	3,058,919	2,860,921	2,588,974	2,375,140	2,280,936
Airport Aviation Rental	240,575	255,718	264,739	264,439	268,600
Airport Landing Fees	457,275	481,346	418,761	402,182	404,306
Airport Commercial Rentals	121,803	102,382	86,900	75,892	55,805
Airport Fuel and Oil Commissions	96,305	98,447	87,975	85,970	79,426
Miscellaneous	221,235	120,750	130,609	114,559	95,834
	<u>\$ 6,204,008</u>	<u>\$ 5,744,154</u>	<u>\$ 5,219,055</u>	<u>\$ 4,796,584</u>	<u>\$ 4,532,638</u>
Air Park (2)					
Airpark Rentals	\$ 142,097	\$ 145,351	\$ 133,758	\$ 133,462	\$ 132,184
Airpark Fuel and Oil Commissions	17,474	13,142	14,988	10,283	9,686
	<u>\$ 159,571</u>	<u>\$ 158,493</u>	<u>\$ 148,746</u>	<u>\$ 143,745</u>	<u>\$ 141,870</u>
Total Operating Revenues	<u>\$ 6,363,579</u>	<u>\$ 5,902,647</u>	<u>\$ 5,367,801</u>	<u>\$ 4,940,329</u>	<u>\$ 4,674,508</u>
Nonoperating Revenues					
Passenger Facility Charges	\$ 1,997,918	\$ 2,031,267	\$ 1,901,816	\$ 1,870,682	\$ 1,097,806
Other Nonoperating	572,463	501,909	441,930	325,949	1,268,041
Total Nonoperating Revenues	<u>\$ 2,570,381</u>	<u>\$ 2,533,176</u>	<u>\$ 2,343,746</u>	<u>\$ 2,196,631</u>	<u>\$ 2,365,847</u>
GROSS REVENUES	<u>\$ 8,933,960</u>	<u>\$ 8,435,823</u>	<u>\$ 7,711,547</u>	<u>\$ 7,136,960</u>	<u>\$ 7,040,355</u>
OPERATING AND MAINTENANCE EXPENSES (3)					
Salaries and Fringe Benefits	\$ 1,581,556	\$ 1,493,588	\$ 1,402,652	\$ 1,295,814	\$ 1,242,077
Contractual Services	1,821,675	1,601,605	1,519,323	1,479,323	1,325,408
Maintenance of Structures	116,312	84,878	73,336	77,929	122,280
Maintenance of Equipment	57,173	51,892	42,255	54,077	33,012
Foreign Trade Zone	189,501	127,316	203,710	123,572	125,283
General Fund Services	1,443,885	1,455,509	1,404,538	1,278,752	1,200,000
Supplies	59,228	64,396	50,607	71,235	56,936
Other Expenses	430	12,475	5,100	0	0
TOTAL OPERATING AND MAINTENANCE EXPENSES	<u>\$ 5,269,760</u>	<u>\$ 4,891,659</u>	<u>\$ 4,701,521</u>	<u>\$ 4,380,702</u>	<u>\$ 4,104,996</u>
NET REVENUES	<u>\$ 3,664,200</u>	<u>\$ 3,544,164</u>	<u>\$ 3,010,026</u>	<u>\$ 2,756,258</u>	<u>\$ 2,935,359</u>

(1) "Terminal" means Midland International Airport

(2) "Airpark" is a 500 acre airport, part of the Airport System, located in north Midland.

(3) "Operating and Maintenance Expenses" do not include depreciation, capital outlay or debt service.

WATER & SEWER REVENUE DEBT

(Unaudited)

City of Midland, Texas

Table 1 - Historical Statement of Operations - Waterworks and Sewer System

REVENUES	Fiscal Year Ended 9-30,				
	2008	2007	2006	2005	2004
Water Sales (1)	\$ 31,051,106	\$ 25,883,297	\$ 25,389,341	\$ 22,095,854	\$ 20,027,812
Sewer Charges (1)	8,777,687	8,594,584	7,735,383	7,486,933	6,971,022
Other Operating Revenue	1,499,330	492,377	439,169	628,226	360,525
Total Operating Revenue	\$ 41,328,123	\$ 34,970,258	\$ 33,563,893	\$ 30,211,013	\$ 27,359,359
Non-Operating Income (2)	3,029,945	3,873,635	2,987,379	1,510,157	1,025,295
Total Revenue	\$ 44,358,068	\$ 38,843,893	\$ 36,551,272	\$ 31,721,170	\$ 28,384,654
OPERATING EXPENSE (3)					
Salaries and Fringe Benefits	\$ 5,060,734	\$ 4,898,235	\$ 4,547,373	\$ 4,656,514	\$ 4,791,632
Contractual Services (4)	18,934,155	16,274,293	17,286,171	16,481,405	15,201,953
Maintenance of Structure	287,597	298,782	287,645	188,236	228,070
Maintenance of Equipment	404,643	421,350	344,986	302,339	269,365
Franchise Fees	2,393,628	2,073,173	1,991,988	1,780,967	1,631,456
General Fund Services	1,291,533	1,219,528	1,345,031	1,290,013	1,168,448
Supplies	1,513,792	1,333,959	1,137,977	1,172,694	1,180,350
Other Expenses	69,132	242	337	611	6,013
Total Operating Expenses	\$ 29,955,214	\$ 26,519,562	\$ 26,941,508	\$ 25,872,779	\$ 24,477,287
Net Revenues	\$ 14,402,854	\$ 12,324,331	\$ 9,609,764	\$ 5,848,391	\$ 3,907,367
Water Customers	36,735	35,819	34,763	33,575	32,902
Sewer Customers (Est.)	36,735	35,819	34,763	33,575	32,902

(1) Net after discounts allowed (see "Water and Sewer Rates "), penalties and bad debts.

(2) Non-operating income excludes (1) interest income and gain on sale of securities from investment of funds restricted for construction and (2) interest expense.

(3) Depreciation excluded.

(4) Includes all payments to Colorado River Municipal Water District ("CRMWD") for purchase of water and other contractual obligations.

City of Midland, Texas

Table 2 - Outstanding System Revenue Bonds

Prior Lien Bonds:

Waterworks and Sewer System (Prior Lien) Revenue Bonds Outstanding, 9-30-08..... \$ 5,680,000

Subordinate Lien Bonds:

Waterworks and Sewer System Junior Lien Revenue Bonds Outstanding, 9-30-08..... 11,705,000

Total Waterworks and Sewer System Revenue Bonds Outstanding, 9-30-08..... \$ 17,385,000

Table 3 - Historical Debt Service Coverage

Fiscal Year Ended 9-30	Net Revenues	Required Use of Rate Stabilization Fund Subordinate Lien Bonds	Maximum Annual Principal and Interest Requirements Prior Lien Bonds (1)	Coverage of Prior Lien Bonds (1)	Maximum Debt Service Requirements Combined Prior Lien and Subordinate Lien Bonds (2)	Coverage of Combined Prior Lien and Subordinate Lien Bonds (2)
2004	\$ 3,907,367	\$ 0	\$ 1,977,077	1.98x	\$ 3,136,537	1.50x
2005	5,848,391	797,439	1,977,077	2.96x	3,136,537	1.86x
2006	9,609,764	0	1,977,077	4.86x	3,136,537	3.06x
2007	12,324,331	0	1,307,250	9.43x	2,466,800	5.00x
2008	14,402,854	0	1,307,250	11.02x	2,466,800	5.84x

(1) Calculated as of 9-30 for each Fiscal Year. Rate Covenant requires not less than 1.25 times coverage.

(2) Calculated as of 9-30 for each Fiscal Year with interest on the Subordinate Lien Bonds calculated at 8% for fiscal years 1999 and prior and 6% thereafter. Rate covenant requires not less than 1.50 times coverage.

Table 4 - Fund Balances

	Interest and Sinking Funds	Reserve Fund (Fully Established)
Prior Lien Bonds, 9-30-08	\$ 534,970	\$ 1,297,571
Subordinate Lien Bonds, 9-30-08	\$ 613,825	\$ 1,528,500

City of Midland, Texas

Table 5 - Calculation of Prior Lien Bonds and Subordinate Lien Bonds
Debt Service Requirements

Debt Service Requirements (As Paid)	Fiscal Year Ended 09/30/08
Prior Lien Bonds	\$ 1,317,585
Subordinate Lien Bonds	<u>886,719</u>
Total Prior and Subordinate Lien Bonds	<u>\$ 2,204,304</u>
Estimated System Net Revenues, Fiscal Year Ended 9-30-08	\$ 14,402,854
Use of Rate Stabilization Fund	-
Coverage of Combined Debt Service Requirements by Net Revenues, Fiscal Year Ended 9-30-08	6.53 Times

Table 6 - Fund Balances - CRMWD Contract Revenue Bonds

The final payment to retire these bonds was made on March 1, 1998.

City of Midland, Texas

Table 7 - Monthly Water Rates (Effective October 1, 2007)

	<u>Previous Rates</u> <u>(Effective 10-1-06)</u>	<u>Current Rates</u> <u>(Effective 10-1-07)</u>
<u>All Customers (except Apartments)</u>		
First 2,000 Gallons	\$ 13.00 (Minimum)	\$ 13.16 (Minimum)
Over 2,000 Gallons up to 10,000 Gallons	2.95 / 1,000 gallons	2.99 / 1,000 gallons
Over 10,000 Gallons up to 35,000 Gallons	3.15 / 1,000 gallons	3.19 / 1,000 gallons
Over 35,000 Gallons	3.40 / 1,000 gallons	3.44 / 1,000 gallons
<u>Apartments (1)</u>		
First 2,000 Gallons per unit	\$ 9.75 / unit (Minimum)	\$ 9.87 / unit (Minimum)
Over 2,000 up to 10,000 Gallons times number of unit	2.95 / 1,000 gallons	2.99 / 1,000 gallons
Over 10,000 up to 35,000 Gallons times number of un	3.15 / 1,000 gallons	3.19 / 1,000 gallons
Over 35,000 Gallons times number of units	3.40 / 1,000 gallons	3.44 / 1,000 gallons
<hr/>		
(1) Example for 100 unit apartment:		
First 200,000 Gallons per unit (100x2,000 gallons)	\$ 975.00 (Minimum)	\$ 987.00 (Minimum)
200,001 to 1,000,000 Gallons times number of units	2.95 / 1,000 gallons	2.99 / 1,000 gallons
1,000,001 to 3,500,000 Gallons times number of units	3.15 / 1,000 gallons	3.19 / 1,000 gallons
3,500,001 and over Gallons times number of units	3.40 / 1,000 gallons	3.44 / 1,000 gallons

All water rates will increase by 1.25% on the anniversary of the effective date unless otherwise modified by the City Council

Table 8 - Monthly Sewer Rates (Effective October 1, 2007)

	<u>Previous Rates</u> <u>(Effective 10-1-06)</u>	<u>Current Rates</u> <u>(Effective 10-1-07)</u>
Residential (1)	\$ 15.75 (Minimum)	\$ 15.95 (Minimum)
<u>Commercial (Based on Water Consumption)</u>		
First 25,000 Gallons	\$ 15.75 (Minimum)	\$ 15.95 (Minimum)
Next 475,000 Gallons	0.63 / 1,000 gallons	0.64 / 1,000 gallons
Over 500,000 Gallons	0.48 / 1,000 gallons	0.49 / 1,000 gallons

(1) Each apartment classified as a separate dwelling unit.

City of Midland, Texas

Table 9 - Value of the System

	Fixed Asset Value of the Waterworks and Sewer System				
	Fiscal Year Ended September 30,				
	2008	2007	2006	2005	2004
Property, Plant and Equipment	\$ 174,455,522	\$ 171,919,289	\$ 168,688,176	\$ 166,688,147	\$ 163,014,161
Less: Allowance for Depreciation	(81,670,094)	(78,172,398)	(74,798,143)	(71,401,444)	(68,175,027)
	<u>92,785,428</u>	<u>93,746,891</u>	<u>93,890,033</u>	<u>95,286,703</u>	<u>94,839,134</u>
Construction in Process	18,342,725	5,121,427	1,070,811	72,723	471,333
Net System Value	<u>\$ 111,128,153</u>	<u>\$ 98,868,318</u>	<u>\$ 94,960,844</u>	<u>\$ 95,359,426</u>	<u>\$ 95,310,467</u>

Table 10 - City's Equity in System

	City's Equity in the Waterworks and Sewer System				
	Fiscal Year Ended September 30,				
	2008	2007	2006	2005	2004
Net Fixed Asset Value	\$ 111,128,153	\$ 98,868,318	\$ 94,960,844	\$ 95,310,467	\$ 95,310,467
Plus: Net Bond Construction Funds	40,850,976	50,508,256	1,319,108	1,596,363	2,325,667
Other Long-Term Assets	1,162,315	790,836	396,008	538,483	580,172
Net Working Capital (1)	<u>51,005,212</u>	<u>46,173,627</u>	<u>40,242,856</u>	<u>36,176,925</u>	<u>36,207,889</u>
Value of the System	\$ 204,146,656	\$ 196,341,037	\$ 136,918,816	\$ 133,622,238	\$ 134,424,195
Net Debt (net of unamortized charges)					
Revenue Bonds Outstanding	\$ 17,385,000	\$ 18,810,000	\$ 25,425,000	\$ 27,155,000	\$ 28,815,000
Certificates of Obligation Outstanding	52,665,000	53,085,000	0	0	0
Notes Payable	39,850	43,900	47,650	51,150	55,100
	<u>\$ 70,089,850</u>	<u>\$ 71,938,900</u>	<u>\$ 25,472,650</u>	<u>\$ 27,206,150</u>	<u>\$ 28,870,100</u>
Less: Interest and Sinking and Reserve Funds	<u>(4,341,613)</u>	<u>(5,428,108)</u>	<u>(4,181,668)</u>	<u>(4,181,449)</u>	<u>(3,195,706)</u>
	\$ 65,748,237	\$ 66,510,792	\$ 21,290,982	\$ 23,024,701	\$ 25,674,394
Plus: Accrued Interest	367,625	1,833,287	238,047	264,910	327,732
Compensated Absences	<u>266,767</u>	<u>285,270</u>	<u>301,317</u>	<u>286,755</u>	<u>346,513</u>
Net Debt	<u>\$ 66,382,629</u>	<u>\$ 68,629,349</u>	<u>\$ 21,830,346</u>	<u>\$ 23,576,366</u>	<u>\$ 26,348,639</u>
City's Equity in System	<u>\$ 137,764,027</u>	<u>\$ 127,711,688</u>	<u>\$ 115,088,470</u>	<u>\$ 110,045,872</u>	<u>\$ 108,075,556</u>
Percentage City's Equity in System	67.48%	65.05%	84.06%	82.36%	80.40%

(1) Current portion of capital leases payable classified as a current liability.

City of Midland, Texas

Table 11 - ProForma System Revenue Bond Debt Service Requirements

Fiscal Year Ending 9-30	Prior Lien Revenue Bonds			Subordinate Lien Revenue Bonds (1)			Combined Requirements All Revenue Bonds	% of Principal Retired
	Principal	Interest	Total	Principal	Interest	Total		
2009	\$ 1,035,000	\$ 255,681	\$ 1,290,681	\$ 455,000	\$ 702,300	\$ 1,157,300	\$ 2,447,981	8.57%
2010	1,085,000	214,281	1,299,281	485,000	675,000	1,160,000	2,459,281	
2011	1,130,000	169,525	1,299,525	510,000	645,900	1,155,900	2,455,425	
2012	1,185,000	121,500	1,306,500	545,000	615,300	1,160,300	2,466,800	
2013	1,245,000	62,250	1,307,250	575,000	582,600	1,157,600	2,464,850	
2014				610,000	548,100	1,158,100	1,158,100	50.96%
2015				645,000	511,500	1,156,500	1,156,500	
2016				685,000	472,800	1,157,800	1,157,800	
2017				725,000	431,700	1,156,700	1,156,700	
2018				770,000	388,200	1,158,200	1,158,200	
2019				815,000	342,000	1,157,000	1,157,000	71.90%
2020				865,000	293,100	1,158,100	1,158,100	
2021				920,000	241,200	1,161,200	1,161,200	
2022				975,000	186,000	1,161,000	1,161,000	
2023				1,030,000	127,500	1,157,500	1,157,500	
2024				1,095,000	65,700	1,160,700	1,160,700	100.00%
	<u>\$ 5,680,000</u>	<u>\$ 823,237</u>	<u>\$ 6,503,237</u>	<u>\$ 11,705,000</u>	<u>\$ 6,828,900</u>	<u>\$ 18,533,900</u>	<u>\$ 25,037,137</u>	

(1) Interest on the Subordinate Lien Revenue bonds is payable monthly at a variable rate and has been calculated at 6% in accordance with the Ordinance authorizing the issuance of the Subordinate Lien Revenue Bonds.

City of Midland, Texas

Table 12 - Other System Obligations

The City has no lease-purchase agreements for the acquisition of any assets in the Water and Sewer system.

Table 13 - Historical Water Pumpage and Consumption

Fiscal Year Ended 9-30	Water Pumpage Average Day Pumpage (MGD)	Peak Day Pumpage (MGD)	Total Pumpage (Million Gallons)	Water Consumption Average Day Consumption (MGD)	Total Consumption (Million Gallons)
2004	23.40	41.92	8,540	21.54	7,882
2005	22.18	41.59	8,097	20.19	7,370
2006	23.75	43.36	8,668	20.38	7,438
2007	21.29	33.97	7,772	18.00	6,569
2008	25.46	42.35	9,293	20.76	7,599

Average Number of Accounts, 10/07 - 9/08 (est.).....	36,277
Average Monthly Water Bill, 10/07 - 9/08 (est.).....	\$91.66
Average Monthly Consumption per Account.....	17.46

Table 14 - Sewage Flows

Fiscal Year Ended 9-30	Daily Average Flow (MGD)
2004	12.24
2005	11.99
2006	10.95
2007	12.82
2008	12.21

Table 15 - Current Investments

As of September 30, 2008, the City's investable funds were invested in the following categories:

Type of Investment	% of Market Value	Market Value
U.S. Treasury Notes and Bills	0.00%	\$ 0
U.S. Agency and Instrumentality	12.51%	24,945,600
Cash and Local Government Pools	87.49%	174,438,687
Totals	100.00%	\$ 199,384,287

As of such date, 86.88% of the City's investment portfolio was invested in immediately available funds from pools. The market value of the investment portfolio was 100% of its fair value and the effective investment yield was 2.864%. Average maturity of the portfolio was 3.72 months.

AIRPORT REVENUE DEBT

(Unaudited)

City of Midland, Texas

Table 1 - Passenger Enplanements on Scheduled Airline Flights

Calendar Year	Southwest Airlines (1)	Continental Airlines (2)	American Eagle (3)	Other Airlines	Total
2004	296,881	62,612	55,029	0	414,522
2005	313,262	65,846	67,829	0	446,937
2006	323,748	76,928	73,175	0	473,851
2007	334,738	77,086	79,497	0	491,321
2008	324,592	79,361	83,209	241	487,403

(1) Southwest commenced service in May 1977.

(2) Continental commenced service in January 1993.

(3) American Eagle commenced service in November 1990.

City of Midland, Texas

Table 2 - Airline / Airport Use Agreement**Certificated Passenger Airline/Airport Use Agreement**

Scheduled airlines operating at Midland International Airport are required to sign standard Airline/Airport use and lease agreements (the "Agreements"). These agreements allow the signatory airline the use of certain premises and facilities and for the exercise of certain rights and privileges at the Midland International Airport in connection with the operation of an air transportation system. All current airline agreements will terminate at midnight on January 31, 2012, unless terminated sooner according to various provisions within each agreement.

Landing Fees

On August 1, 2008, the rate for landing fees was temporarily rolled back from \$0.70 to \$0.60 per 1,000 Gross Landing Weight. This reduction, enacted to assist the airlines during the crisis generated by high fuel costs, is scheduled to lapse on February 1, 2009. At that time the rate will return to the \$0.70 per 1,000 Gross Landing Weight. The City has no plans to increase landing fees above that level during the year ended September 30, 2009.

Rentals

Terminal Building joint use and exclusive rates are currently \$20.50 per square foot per year. The rate used to calculate the amount of rent to be paid by the airline to the City may shall be reviewed annually and may be adjusted if the Airport's financial data for the Airport System Cost/Revenue indicates such need. In no event shall the square footage rate be less than the base \$20.50 rate. No change in rates is anticipated for Fiscal Year 2009.

Exclusive Terminal Building Space

Includes ticket counters, operations offices, airfreight handling areas, and administrative offices.

Non-exclusive Terminal Building Space

Joint Use Area - 20% of the total monthly charge divided equally among all scheduled airlines. 40% of the total is prorated among all scheduled airlines based upon the ratio of each such airline's number of revenue landings during the calendar month for which such charges are being determined, to the total of all revenue landings for all scheduled airlines. The remaining 40% is prorated among all scheduled airlines based upon the ratio of each such scheduled airline's number of enplaned passengers to the total of enplaned passengers for the calendar month.

Passenger Loading Bridges and Baggage Claim System

Under the terms of the Airline/Airport Use and Lease agreement between the City of Midland and the airlines serving the Airport the airlines have responsibility for operation of these systems. In accordance with the Aircraft Passenger Loading Bridge and Baggage System Maintenance contract, charges for maintenance are assessed to the airlines based upon labor performed plus parts, materials and shipping costs.

Extraordinary Costs and Expenses

The agreements provide for timely renegotiation and adjustments to rentals, landing fees and other charges in the event extraordinary costs or expenses are incurred by the City, including technical advances or new governmental requirements.

Table 3 - Airport Revenue Debt Service Requirements

The final payment to retire the Airport Revenue Bonds, Series 1997 was made on December 1, 2006.

Table 4 - Authorized But Unissued Airport Revenue Bonds; Anticipated Issuance of Airport Revenue Bonds

The City has no authorized but unissued revenue bonds, and pursuant to State law is not required to approve its revenue bonds through election. The City does not anticipate the issuance of additional Airport Revenue Bonds in the foreseeable future.

Table 5 - Other Airport Obligations

The City has no lease, lease-purchase or note obligations secured by Airport revenues. The City's Tax and Airport Subordinate Lien Revenue and Tax Certificates of Obligation, Series 1996 was refunded upon issuance of General Obligation Refunding Bonds, Series 2006A (outstanding principal balance at 9-30-08 is \$10,960,000). This debt is secured by an ad valorem tax.

City of Midland, Texas

Table 6 - Airport Statement of Operations

	For Fiscal Year Ending September 30,				
	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
<u>Operating Revenues</u>					
<u>Terminal (1)</u>					
Airport Parking	\$ 2,007,896	\$ 1,824,590	\$ 1,641,097	\$ 1,478,402	\$ 1,347,731
Airport Building Rental	3,058,919	2,860,921	2,588,974	2,375,140	2,280,936
Airport Aviation Rental	240,575	255,718	264,739	264,439	268,600
Airport Landing Fees	457,275	481,346	418,761	402,182	404,306
Airport Commercial Rentals	121,803	102,382	86,900	75,892	55,805
Airport Fuel and Oil Commissions	96,305	98,447	87,975	85,970	79,426
Miscellaneous	221,235	120,750	130,609	114,559	95,834
	<u>\$ 6,204,008</u>	<u>\$ 5,744,154</u>	<u>\$ 5,219,055</u>	<u>\$ 4,796,584</u>	<u>\$ 4,532,638</u>
<u>Air Park (2)</u>					
Airpark Rentals	\$ 142,097	\$ 145,351	\$ 133,758	\$ 133,462	\$ 132,184
Airpark Fuel and Oil Commissions	17,474	13,142	14,988	10,283	9,686
	<u>\$ 159,571</u>	<u>\$ 158,493</u>	<u>\$ 148,746</u>	<u>\$ 143,745</u>	<u>\$ 141,870</u>
Total Operating Revenues	<u>\$ 6,363,579</u>	<u>\$ 5,902,647</u>	<u>\$ 5,367,801</u>	<u>\$ 4,940,329</u>	<u>\$ 4,674,508</u>
<u>Nonoperating Revenues</u>					
Passenger Facility Charges	\$ 1,997,918	\$ 2,031,267	\$ 1,901,816	\$ 1,870,682	\$ 1,097,806
Other Nonoperating	572,463	501,909	441,930	325,949	1,268,041
Total Nonoperating Revenues	<u>\$ 2,570,381</u>	<u>\$ 2,533,176</u>	<u>\$ 2,343,746</u>	<u>\$ 2,196,631</u>	<u>\$ 2,365,847</u>
GROSS REVENUES	<u>\$ 8,933,960</u>	<u>\$ 8,435,823</u>	<u>\$ 7,711,547</u>	<u>\$ 7,136,960</u>	<u>\$ 7,040,355</u>
<u>OPERATING AND MAINTENANCE EXPENSES (3)</u>					
Salaries and Fringe Benefits	\$ 1,581,556	\$ 1,493,588	\$ 1,402,652	\$ 1,295,814	\$ 1,242,077
Contractual Services	1,821,675	1,601,605	1,519,323	1,479,323	1,325,408
Maintenance of Structures	116,312	84,878	73,336	77,929	122,280
Maintenance of Equipment	57,173	51,892	42,255	54,077	33,012
Foreign Trade Zone	189,501	127,316	203,710	123,572	125,283
General Fund Services	1,443,885	1,455,509	1,404,538	1,278,752	1,200,000
Supplies	59,228	64,396	50,607	71,235	56,936
Other Expenses	430	12,475	5,100	0	0
TOTAL OPERATING AND MAINTENANCE EXPENSES	<u>\$ 5,269,760</u>	<u>\$ 4,891,659</u>	<u>\$ 4,701,521</u>	<u>\$ 4,380,702</u>	<u>\$ 4,104,996</u>
NET REVENUES	<u>\$ 3,664,200</u>	<u>\$ 3,544,164</u>	<u>\$ 3,010,026</u>	<u>\$ 2,756,258</u>	<u>\$ 2,935,359</u>

(1) "Terminal" means Midland International Airport

(2) "Airpark" is a 500 acre airport, part of the Airport System, located in north Midland.

(3) "Operating and Maintenance Expenses" do not include depreciation, capital outlay or debt service.

City of Midland, Texas

Table 7 - Coverage

Maximum Principal and Interest Requirements, 2009.....	\$	0
Coverage of Maximum Requirements by 9-30-07 Net Revenues.....		n/a
Coverage of Maximum Requirements by 9-30-08 Net Revenues.....		n/a
Airport Revenue Bonds to be Outstanding, 9-30-08.....	\$	0

Table 8 - Current Investments

As of September 30, 2008, the City's investable funds were invested in the following categories:

Type of Investment

<u>Description</u>	<u>% of Market Value</u>	<u>Market Value</u>
U.S. Treasury Notes and Bills	0.00%	\$ 0
U.S. Agency and Instrumentality	12.51%	24,945,600
Cash and Local Government Pools	<u>87.49%</u>	<u>174,438,687</u>
Totals	<u>100.00%</u>	<u>\$ 199,384,287</u>

As of such date, 86.88% of the City's investment portfolio was invested in immediately available funds from pools. The market value of the investment portfolio was 100% of its fair value and the effective investment yield was 2.864%. Average maturity of the portfolio was 3.72 months.