

OFFICIAL STATEMENT DATED FEBRUARY 6, 2008

Ratings: Moody's: "Aa1"
Standard & Poor's: "AAA"
Fitch: "AA+"

(See "OTHER RELEVANT INFORMATION – Ratings")

NEW ISSUE – Book-Entry-Only

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

\$172,505,000
CITY OF AUSTIN, TEXAS
(Travis and Williamson Counties)
Public Improvement Refunding Bonds, Series 2008

Dated: January 15, 2008

Due: September 1, as shown below

Interest on the \$172,505,000 City of Austin, Texas (the "City") Public Improvement Refunding Bonds, Series 2008 (the "Bonds"), will accrue from the date of initial delivery of the Bonds to the initial purchasers (the "Underwriters") as shown below and will be payable on September 1, 2008, and each March 1 and September 1 thereafter until maturity or prior redemption. Interest on the Bonds will be calculated on the basis of a 360-day year of twelve 30-day months. The City intends to utilize the Book-Entry-Only System of The Depository Trust Company ("DTC"), but reserves the right on its behalf or on the behalf of DTC to discontinue such system. Such Book-Entry-Only System will affect the method and timing of payment and the method of transfer (see "BOND INFORMATION – Book-Entry-Only System").

The Bonds are direct obligations of the City, payable from an ad valorem tax levied, within the limits prescribed by law, on all taxable property located within the City, as provided in the ordinance authorizing the Bonds (see "BOND INFORMATION – Security").

Proceeds from the sale of the Bonds will be used to refund portions of the City's outstanding general obligation debt, and to pay certain costs of issuance of the Bonds. (See "PLAN OF FINANCING – Purpose of Refunding Bonds" and APPENDIX D – "Summary of Bonds Refunded".)

MATURITY SCHEDULE

CUSIP Prefix: 052396

Maturity (September 1)	Amount	Interest Rate	Price or Yield	Maturity (September 1)	Amount	Interest Rate	Price or Yield
2008	\$ 9,125,000	3.500%	1.650%	2015	\$11,910,000	5.000%	3.110%
2009	12,805,000	5.000%	2.050%	2016	13,155,000	5.000%	3.280%
2010	12,900,000	5.000%	2.330%	2017	17,860,000	5.000%	3.410%
2011	15,510,000	5.000%	2.490%	2018	17,800,000	5.000%	3.540%*
2012	14,490,000	5.000%	2.650%	2019	5,505,000	5.000%	3.660%*
2013	13,775,000	5.000%	2.820%	2020	8,140,000	5.000%	3.780%*
2014	13,450,000	5.000%	2.970%	2021	6,080,000	5.000%	3.870%*

*Priced to call date.

The City reserves the right, at its option, to redeem Bonds having stated maturities on and after September 1, 2018, in whole or in part in the principal amounts of \$5,000 or any integral multiple thereof, on September 1, 2017, or any date thereafter, at the par value thereof, without premium, plus accrued interest to the date fixed for redemption. See "BOND INFORMATION – Redemption".

The Bonds are offered for delivery when, as and if issued, subject to the approving opinions of the Attorney General of the State of Texas and of Bond Counsel. The opinion of Bond Counsel will be printed on or attached to the Bonds (see APPENDIX C – "Form of Bond Counsel's Opinion"). Certain legal matters will be passed upon for the Underwriters by Vinson & Elkins L.L.P., Dallas, Texas.

It is expected that the Bonds will be delivered through the facilities of DTC on or about March 12, 2008.

Rice Financial Products Company
Estrada Hinojosa & Company Inc.
Morgan Stanley

Lehman Brothers
Citigroup
Merrill Lynch & Co.

Cabrera Capital Markets
Morgan Keegan & Company Inc.
Southwest Securities

No dealer, broker, salesman or other person has been authorized by the City or by the Underwriters to give any information or to make any representations, other than as contained in this Official Statement, and if given or made such other information or representations must not be relied upon as having been authorized by the City or the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the Bonds, by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

THE BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE ORDINANCE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939 IN RELIANCE ON EXEMPTIONS CONTAINED IN SUCH ACTS.

The information set forth herein has been furnished by the City and includes information obtained from other sources which are believed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the Underwriters. The information and expressions of the opinion contained herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or the other matters described herein since the date hereof. CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau for the convenience of the owners of the Bonds.

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

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

THE UNDERWRITERS HAVE PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH THEIR RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

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

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CITY OF AUSTIN

Elected Officials

		<u>Term Expires June 20</u>
Will Wynn	Mayor	2009
Lee Leffingwell	Councilmember Place 1	2008
Mike Martinez	Councilmember Place 2	2009
Jennifer Kim	Councilmember Place 3	2008
Betty Dunkerley, Mayor Pro Tem	Councilmember Place 4	2008
Brewster McCracken	Councilmember Place 5	2009
Sheryl Cole	Councilmember Place 6	2009

Appointed Officials

Toby Hammett Futrell.....	City Manager*
Laura Huffman.....	Assistant City Manager
Rudy Garza	Assistant City Manager
Mike McDonald.....	Assistant City Manager
Bert Lumbreras.....	Assistant City Manager
Leslie Browder, CPA	Chief Financial Officer
Vickie Schubert, CPA	Deputy Chief Financial Officer
Jeff Knodel, CPA	Deputy Chief Financial Officer
David Allan Smith.....	City Attorney
Shirley A. Gentry.....	City Clerk

*The City Council has named Marc Ott, an Assistant City Manager of the City of Fort Worth, Texas, to serve as City Manager of the City of Austin. Mr. Ott assumes the duties of City Manager on February 19, 2008.

BOND COUNSEL

McCall, Parkhurst & Horton L.L.P.
Austin and Dallas, Texas

FINANCIAL ADVISOR

The PFM Group
Austin, Texas

AUDITORS

KPMG LLP and R. Mendoza & Company, PC
Austin, Texas

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SELECTED DATA FROM THE OFFICIAL STATEMENT

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

This data page was prepared to present the Underwriters of the Bonds information concerning the Bonds, the description of the tax base and other pertinent data, all as more fully described herein.

The Issuer.....	<p>The City of Austin, Texas (the “City”), is a political subdivision located in Travis and Williamson Counties, operating as a home-rule city under the laws of the State of Texas and a charter approved by the voters in 1953, as amended. The City operates under the Council/Manager form of government where the mayor and six councilmembers are elected for staggered three-year terms. The Council formulates operating policy for the City while the City Manager is the chief administrative officer.</p> <p>The City is approximately 296 square miles in area (see APPENDIX A – “General Information Regarding the City”).</p>
The Bonds	<p>The Bonds are being issued in the principal amount of \$172,505,000 pursuant to the general laws of the State of Texas, particularly Chapter 1207, Texas Government Code, and ordinances passed by the City Council of the City (see “BOND INFORMATION – Authority for Issuance”).</p>
Security	<p>The Bonds constitute a direct obligation of the City, payable from a continuing ad valorem tax levied, within the limits prescribed by law, on taxable property within the City in an amount sufficient to provide for payment of principal of and interest on all ad valorem tax debt.</p>
Interest.....	<p>Interest on the Bonds accrues from the date of initial delivery of the Bonds, and is payable commencing September 1, 2008, and on each March 1 and September 1 thereafter until maturity or prior redemption. Interest on the Bonds will be calculated on the basis of a 360-day year of twelve 30-day months.</p>
Optional Redemption.....	<p>The City reserves the right, at its option, to redeem the Bonds having stated maturities on and after September 1, 2018, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on September 1, 2017, or any date thereafter, at the par value thereof, without premium, plus accrued interest to the date fixed for redemption (see “BOND INFORMATION – Redemption”).</p>
Tax Exemption	<p>In the opinion of Bond Counsel, the interest on the Bonds is excludable from gross income for federal income tax purposes under existing law and the Bonds will not constitute private activity bonds. See “TAX MATTERS” for a discussion of the opinion of Bond Counsel including the alternative minimum tax consequences for corporations.</p>
Payment Record.....	<p>The City has not defaulted since 1900 when all bonds were refunded at par with a voluntary reduction in interest rates.</p>

Selected Issuer Indices

Fiscal Year Ended	Estimated City Population (1)	Taxable Assessed Valuation	Per Capita Taxable Assessed Valuation	(000's) Net Funded Tax Debt (2)	Per Capita Net Funded Tax Debt	Ratio of Net Funded Tax Debt to Taxable Valuation	% of Tax Collections
1996	541,889	\$23,303,015,047	\$43,003.30	\$443,247	\$ 817.97	1.90%	99.91%
1997	560,939	25,823,385,257	46,036.00	476,148	848.84	1.84%	99.47%
1998	608,214	27,493,058,735	45,202.94	500,027	822.12	1.82%	99.37%
1999	619,038	32,458,349,755	52,433.53	509,759	823.47	1.57%	99.57%
2000	628,667	35,602,840,326	56,632.27	540,283	859.41	1.52%	99.85%
2001	661,639	41,419,314,286	62,601.08	546,211	825.54	1.32%	99.60%
2002	671,044	47,782,873,096	71,206.77	762,624	1,136.47	1.50%	99.23%
2003	674,719	50,759,650,668	75,230.80	788,366	1,168.44	1.55%	99.60%
2004	678,769	49,199,408,526	72,483.29	732,407	1,079.02	1.49%	99.21%
2005	695,881	49,702,906,522	71,424.43	784,396	1,127.20	1.58%	100.23%
2006	707,952	52,349,642,297	73,945.18	688,809	972.96	1.31%	101.04%
2007	724,117	60,230,045,084	83,177.23	741,298	1,023.73	1.23%	100.58% (3)
2008	740,645	68,183,731,931 (4)	92,059.94	778,883 (5)	1,051.63 (5)	1.14% (5)	N/A

(1) Source: City of Austin Department of Development and Review based on full purpose area as of December 31.

(2) Excludes general obligation debt issued for enterprise funds and general fund departments which transfer-in from Operating Budget.

(3) Year-end unaudited collections 2007.

(4) Certified Appraised Value, including \$6,403,439,892 in property in the appeals process.

(5) Projected. Includes the Bonds, excludes Refunded Obligations.

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OFFICIAL STATEMENT

Relating to

\$172,505,000

CITY OF AUSTIN, TEXAS

Public Improvement Refunding Bonds, Series 2008

INTRODUCTION

This Official Statement, which includes the cover page, the summary statement and the appendices hereto, provides certain information regarding the issuance by the City of Austin, Texas (the "City"), of \$172,505,000 City of Austin, Texas Public Improvement Refunding Bonds, Series 2008 (the "Bonds"). Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the ordinance authorizing the issuance of the Bonds, adopted by the City Council of the City on January 10, 2008, as supplemented by an ordinance adopted by the City Council of the City on January 31, 2008 (together, the "Bond Ordinance" or the "Ordinance"), except as otherwise indicated herein. In accordance with the terms of the Ordinance, the City Council authorized the City Manager and the Chief Financial Officer of the City to effect the sale of the Bonds. The authority granted by the Ordinance was exercised on February 6, 2008.

There follows in this Official Statement a description of the Bonds and certain information regarding the City and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. This Official Statement speaks only as to its date, and the information contained herein is subject to change. Copies of the Final Official Statement and the Escrow Agreement (hereinafter defined) pertaining to the Bonds will be deposited with the Municipal Securities Rulemaking Board, 1900 Duke Street, Suite 600, Alexandria, Virginia 22314. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

PLAN OF FINANCING

Purpose of Refunding Bonds

The Bonds are being issued to refund \$180,895,000 of the City's currently outstanding general obligation indebtedness (the "Refunded Obligations") and to pay costs of issuance. The purpose of the transaction is to effect debt service savings. See APPENDIX D for a listing of the Refunded Obligations.

Refunded Obligations

The Refunded Obligations, and interest due thereon, are to be paid on the scheduled interest payment dates and the maturity or redemption dates of such Refunded Obligations from funds to be deposited pursuant to a certain Escrow Agreement (the "Escrow Agreement") between the City and U.S. Bank National Association, Houston, Texas (the "Escrow Agent"). The Ordinance provides that the proceeds of the sale of the Bonds will be deposited with the Escrow Agent in an amount necessary to accomplish the discharge and final payment of the Refunded Obligations. Such funds will be held by the Escrow Agent in a special escrow account (the "Escrow Fund") and used to purchase direct obligations of the United States of America (the "Securities") to be held in the Escrow Fund. Under the Escrow Agreement, the Escrow Fund is irrevocably pledged to the payment of the principal of and interest on the Refunded Obligations.

The Arbitrage Group, Inc., a nationally recognized accounting firm, will verify at the time of delivery of the Bonds to the Underwriters the mathematical accuracy of the schedules that demonstrate that the Securities will mature and pay interest in such amounts which, together with uninvested funds, if any, in the Escrow Fund, will be sufficient to pay, when due, the principal of and interest on the Refunded Obligations. Such maturing principal of and interest on the Securities, and other uninvested funds in the Escrow Fund, will not be available to pay the debt service on the Bonds.

By deposit of the Securities and cash with the Escrow Agent pursuant to the Escrow Agreement, the City will have entered into a firm banking and financial arrangement for the discharge and final payment of the Refunded Obligations,

in accordance with applicable law. As a result of such firm banking and financial arrangements, the Refunded Obligations will be outstanding only for the purpose of receiving payments from the Securities and cash held for such purpose by the Escrow Agent, and such Refunded Obligations will not be deemed as being outstanding for the purpose of any limitation on debt or the assessment of taxes.

The City has covenanted in the Escrow Agreement to make timely deposits to the Escrow Fund from lawfully available funds, or any additional amounts required to pay the principal of and interest on the Refunded Obligations, if, for any reason, the cash balances on deposit or scheduled to be on deposit in the Escrow Fund are insufficient to make such payment.

Sources and Uses of Funds

The proceeds of the Bonds will be applied substantially as follows:

Sources of Funds:	
Principal Amount of the Bonds	\$172,505,000.00
Original Issue Premium	16,682,390.15
Issuer Contribution	<u>276,189.34</u>
Total Available Funds	<u>\$189,463,579.49</u>
Uses of Funds:	
Deposit to Escrow Fund	\$188,363,352.74
Costs of Issuance	400,532.64
Underwriters' Discount	<u>699,694.11</u>
Total Available Funds	<u>\$189,463,579.49</u>

BOND INFORMATION

Authority for Issuance

The City is authorized to issue the Bonds under authority granted by Chapter 1207, Texas Government Code, and by the Bond Ordinance.

General

The Bonds are dated January 15, 2008 and shall bear interest on the unpaid principal amounts from the date of initial delivery to the Underwriters, at the respective per annum rates shown on the cover page. Principal is payable, upon presentation thereof, at the Designated Payment/Transfer Office of the Paying Agent/Registrar (see "Paying Agent/Registrar" herein). Interest thereon is payable by the Paying Agent/Registrar to the registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (hereinafter defined) and shall be paid by the Paying Agent/Registrar by check mailed by United States mail, first class postage prepaid, to the address of such person as it appears on the registration books of the Paying Agent/Registrar on or before each interest payment date or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the bondholder. The Bonds are issued only as fully registered obligations in denominations of \$5,000 or any integral multiple thereof within a maturity.

The record date (the "Record Date") for the interest payable on any interest payment date is the 15th day of the month next preceding such interest payment date, as specified in the Ordinance. In the event of a nonpayment of interest on a scheduled interest payment date, and for 30 days thereafter, a new record date for such interest payment (the "Special Record Date") will be established by the Paying Agent/Registrar, in accordance with the provisions of the Ordinance, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest, which shall be at least 15 days after the Special Record Date, shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each bondholder appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Security

The Bonds constitute direct obligations of the City, payable from a continuing ad valorem tax levied, within the limits prescribed by law, on all taxable property located within the City in an amount sufficient to pay the principal of and interest on all ad valorem tax debt.

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, direct annual ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limits prescribed by law. Article XI, Section 5, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to \$2.50 per \$100 assessed valuation for all City purposes. The City operates under a Home Rule Charter (sometimes referred to herein as the "Charter") which also limits the City's ad valorem tax rate to \$2.50 per \$100 assessed valuation for all City purposes. Within such Charter limitation, the total tax which may be levied annually by the City for municipal general operating purposes may not exceed \$1.00 per \$100 assessed valuation.

The Ordinance obligates the City Council to assess and collect an annual ad valorem tax sufficient to pay when due the principal of and interest when due on the Bonds, and also creates a pledge of such tax to the payment of the Bonds.

Redemption

Optional Redemption. The City reserves the right, at its option, to redeem the Bonds having stated maturities on and after September 1, 2018, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on September 1, 2017, or any date thereafter, at the par value thereof, without premium, plus accrued interest to the date fixed for redemption. If less than all of the Bonds are to be redeemed, the City shall determine the respective maturities and amounts to be redeemed and, if less than all of a maturity is to be redeemed, the Paying Agent/Registrar (or DTC while the Bonds are in Book-Entry-Only form) shall determine by lot the Bonds, or portions thereof, within such maturity to be redeemed.

At least thirty days prior to a redemption date, the City shall cause a written notice of such redemption to be sent by United States mail, first class postage prepaid, to the registered owners of each Bond to be redeemed at the address shown on the registration books maintained by the Paying Agent/Registrar and subject to the terms and provisions relating thereto contained in the Ordinance. If a Bond (or a portion of its principal sum) shall have been duly called for redemption and notice of such redemption duly given, then upon such redemption date such Bond (or the portion of its principal sum to be redeemed) shall become due and payable, and interest thereon shall cease to accrue from and after the redemption date thereof, provided moneys for the payment of the redemption price and the interest on the principal amount to be redeemed to the date of redemption are held for the purpose of such payment by the Paying Agent/Registrar.

Defeasance of Bonds

The Ordinance provides for the defeasance of the Bonds when the payment of the principal of and premium, if any on the Bonds, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, redemption, or otherwise), is provided by irrevocably depositing with a paying agency, in trust (1) money sufficient to make such payment and/or (2) Defeasance Securities, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times to insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation and expenses of the paying agent for the Bonds. The Ordinance provides that "Defeasance Securities" means (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent. The City has additionally reserved the right, subject to satisfying the requirements of (1) and (2) above, to substitute other Defeasance Securities for the Defeasance Securities originally deposited, to reinvest the uninvested moneys on deposit for such defeasance and to withdraw for the benefit of the City moneys in excess of the amount required for such defeasance.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid. The City has reserved the option, however, to be exercised at the time of the defeasance of the Bonds, to call for redemption at an earlier date, Bonds which have been defeased to their maturity date, if the City in the proceedings providing for the firm banking and financial arrangements: (i) expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

Book-Entry-Only System

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

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the Financial Industry Regulatory Authority, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: "AAA". The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

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

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial

Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

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

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

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

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

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

Paying Agent/Registrar

The initial Paying Agent/Registrar for the Bonds is U.S. Bank National Association ("U.S. Bank"). Interest on and principal of the Bonds will be payable, and transfer functions will be performed at the corporate trust office of the U.S. Bank in Houston, Texas (the "Designated Payment/Transfer Office"). In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. The City covenants to maintain and provide a Paying Agent/Registrar at all times while the Bonds are outstanding and any successor Paying Agent/Registrar shall be a commercial bank, trust company or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Bonds by United States mail, first class postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

Transfer, Exchange and Registration

In the event the Book-Entry-Only System should be discontinued, the Bonds may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender thereof to the Paying Agent/Registrar at the Designated Payment/Transfer Office and such transfer or exchange shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect

to such registration, exchange and transfer. A Bond may be assigned by the execution of an assignment form thereon or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond will be delivered by the Paying Agent/Registrar, in lieu of the Bonds being transferred or exchanged, at the Designated Payment/Transfer Office, or sent by United States mail, first class postage prepaid, to the new registered owner or his designee. To the extent possible, new Bonds issued in an exchange or transfer will be delivered to the registered owner or assignee of the registered owner in not more than three business days after the receipt thereof to be canceled, and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Bonds registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000 for any one maturity and for a like aggregate principal amount as the Bonds surrendered for exchange or transfer. See "Book-Entry-Only System" herein for a description of the system to be utilized initially in regard to ownership and transferability of the Bonds.

Limitation on Transfer of Bonds Called for Redemption

Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Bond called for redemption, in whole or in part, within 45 days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled principal of a Bond.

Bondholder Remedies

If the City defaults in the payment of principal, interest or redemption price on the Bonds when due, or the City defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Ordinance, the registered owners may seek a writ of mandamus to compel the City or City officials to carry out the legally imposed duties with respect to the Bonds if there is no other available remedy at law to compel performance of the Bonds or the Ordinance, and the City's obligations are not uncertain or disputed. The issuance of a writ of mandamus is controlled by equitable principles, so rests with the discretion of the courts, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinance does not provide for the appointment of a trustee to represent the interest of the holders of the Bonds upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be finance by, the registered owners. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W.3d 325 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the City's sovereign immunity from a suit for money damages, holders of the Bonds may not be able to bring such a suit against the City for breach of the Bonds or covenants contained in the Ordinance. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property.

The City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenue, such provision is subject to judicial construction. Chapter 9 also includes an automatic stay provision that would prohibit, with Bankruptcy Court approval, the prosecution of any other legal action by creditors or holders of the Bonds of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

TAX INFORMATION

Ad Valorem Tax Law

The appraisal of property within the City is the responsibility of the Travis Central Appraisal District (the "Appraisal District"). Excluding agricultural and open-space land, which may be taxed on the basis of productive capacity, the Appraisal District is required under Title 1, V.T.C.A. Tax Code (commonly known as the "Property Tax Code") to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from

applying any assessment ratios. State law further limits the appraised value of a residence homestead for a tax year (the "Homestead 10% Increase Cap") to an amount not to exceed the lesser of (1) the property's market value in the most recent tax year in which it was assessed or (2) the sum of (a) 10% of the property's appraised value in the preceding tax year, (b) the appraised value of the property for the preceding tax year, and (c) the market value of all new improvements to the property. The value placed upon property within the Appraisal District is subject to review by an Appraisal Review Board, consisting of three members appointed by the Board of Directors of the Appraisal District. The Appraisal District is required to review the value of property within the Appraisal District at least every three years. The City may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the City by petition filed with the Appraisal Review Board.

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

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

Under Section 1-b, Article VIII, and State Law, the governing body of a political subdivision, at its option, may grant:

- (1) An exemption of not less than \$3,000 of the market value of the residence homestead of persons 65 years of age or older and the disabled from all ad valorem taxes thereafter levied by the political subdivision;
- (2) An exemption of up to 20% of the market value of residence homesteads; minimum exemption \$5,000.

State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from \$5,000 to a sum of \$12,000.

In a statewide election held on September 13, 2003, voters approved an amendment to Section 1-b, Article VIII of the Texas Constitution, that would authorize a county, city, town or junior college district to establish an ad valorem tax freeze on residence homesteads of the disabled and of the elderly and their spouses. The City is now authorized to freeze ad valorem taxes on residence homesteads of persons who are disabled or sixty-five years of age or older. If the City Council does not take action to establish the tax limitation, voters within the City may submit a petition signed by five percent of the registered voters of the City requiring the City Council to call an election to determine by majority vote whether to establish the tax limitation.

If the tax limitation is established, the total amount of ad valorem taxes imposed by the City on a homestead that receives the exemption may not be increased while it remains the residence homestead of that person or that person's spouse who is disabled or sixty-five years of age or older, except to the extent the value of the homestead is increased by improvements other than repairs. If a disabled or elderly person dies in a year in which the person received a residence homestead exemption, the total amount of ad valorem taxes imposed on the homestead by the taxing unit may not be increased while it remains the residence homestead of that person's surviving spouse if the spouse is fifty-five years of age or older at the time of the person's death. In addition, the Texas Legislature by general law may provide for the transfer of all or a proportionate amount of the tax limitation applicable to a person's homestead to be transferred to the new homestead of such person if the person moves to a different residence within the taxing unit. Once established, the governing body of the taxing unit may not repeal or rescind the tax limitation.

The City Council has not determined at this time what action, if any, it will take regarding this constitutional amendment. The City can make no representations or predictions concerning the impact such a tax limitation would have on the taxing rates of the City or its ability to make debt service payments. To date, no valid petition has been presented to the City Council requesting that an election be conducted.

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

Personal property not used in the business of a taxpayer, such as automobiles or light trucks, is exempt from ad valorem taxation unless the governing body of a political subdivision elects to tax this property.

Article VIII, Section 1-j of the Texas Constitution provides for "freeport property" to be exempted from ad valorem taxation. Freeport property is defined as goods detained in Texas for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. The City grants such exemption.

Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of "goods-in-transit." "Goods-in-transit" is defined by a provision of the Property Tax Code, which is effective for tax years 2008 and thereafter, as tangible personal property that: (1) is acquired in or imported into the State to be forwarded to another location in the State or outside the State; (2) is detained at a location in the State in which the owner of the property does not have a direct or indirect ownership interest for assembling, storing, manufacturing, processing, or fabricating purposes by the person who acquired or imported the property; (3) is transported to another location in the State or outside the State within 175 days of the date the person acquired the property in or imported the property into Texas; and (4) does not include oil, natural gas, petroleum products, aircraft, and special inventory, including motor vehicle, vessel and out-board motor inventory, heavy equipment inventory and manufactured housing inventory. The Property Tax Code provision permits local government entities, on a local-option basis, to take official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax "goods-in-transit" during the following tax year. After taking official action in December 2007, the City has decided to continue taxation of goods-in-transit and has not granted this exemption.

The City grants an exemption to the appraised value of the residence homestead of persons 65 years of age or older and to the disabled of \$51,000.

The City may enter into tax abatement agreements to encourage economic development. Under the agreements, a property owner agrees to construct certain improvements on its property. The City in turn agrees not to levy a tax on all or part of the increased value attributable to the improvements until the expiration of the agreement. The abatement agreement could last for a period of up to 10 years. The City has adopted criteria for granting tax abatements which establish guidelines regarding the number of jobs to be created and the amount of new value to be added by the taxpayer in return for the abatement. The City has entered into several such abatement agreements in recent years.

A city may create a tax increment financing zone, under which the tax values on property in the zone are "frozen" at the value of the property at the time of creation of the zone. Other overlapping taxing units may agree to contribute all or part of future ad valorem taxes levied and collected against the value of the property in the zone in excess of the "frozen value" to pay or finance the costs of certain improvements in the zone. Taxes levied by a city against the values of real property in the zone in excess of the "frozen value" are not available for general city use but are restricted to paying or financing "project costs" within the zone.

In December 2004, the City approved the creation of a tax increment reinvestment zone encompassing property consisting of the old Robert Mueller Municipal Airport. The City has entered into an agreement with Catellus Austin LLC to oversee the redevelopment of this property. In 2006, the Mueller Local Government Corporation, organized by the City, issued \$12,000,000 in bonds to finance public infrastructure improvements. A number of developments on the site opened in 2007, including a new Children's Hospital and a retail center. As development occurs, property owned by the City will from time to time be sold to private individuals and entities.

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Tax Valuation

January 1, 2007 Appraised Valuation (1)		\$79,085,929,105
Less Local Exemptions to Assessed Values: (2)		
Residential Homestead over 65	\$1,185,814,226	
Homestead 10% Increase Cap	1,466,987,881	
Disabled Veterans	37,378,691	
Agricultural and Historical Exemptions	466,792,239	
Disability Exemption	119,678,960	
	5,783,390,294	
Freeport Exemption	<u>1,842,154,882</u>	<u>10,902,197,174</u>
January 1, 2007 Net Taxable Assessed Valuation (1)		<u>\$68,183,731,931</u>

- (1) 2007 Certified Appraised Value includes \$6,403,439,892 in property in the appeals process.
- (2) Exemptions or adjustments to assessed valuation granted in 2007 include: (a) exemptions of \$51,000 for resident homestead property of property owners over 65 years of age; (b) exemptions for residents homestead property exceeding a 10 percent increase in valuation from the previous year; (c) exemptions ranging from \$5,000 to \$12,000 for property of disabled veterans or certain surviving dependents of disabled veterans; (d) certain adjustments to productive agricultural lands; (e) exemptions to the land designated as historically significant sites by certain public bodies; (f) exemptions of \$51,000 to disabled resident homestead property owners; and (g) exemption of freeport property detained in Texas for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication of exported finished goods from Texas.

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Statement of Debt (As of December 31, 2007)

The following table sets forth on a pro forma basis the amount of Public Improvement Bonds, Assumed Bonds, Certificates of Obligation and Contractual Obligations outstanding and certain debt ratios related thereto.

Public Improvement Bonds (1)	\$610,390,000	
Certificates of Obligation (1)	115,215,000	
Contractual Obligations	53,065,000	
Assumed Bonds (2)	8,390,000	
The Bonds	<u>172,505,000</u>	
Total		\$960,565,000
Less Self-Supporting Debt:		
Assumed Bonds (2)	\$ 7,628,768	
Airport (3)	316,125	
Austin Energy (3)	1,605,377	
City Hall	30,213,536	
CMTA Mobility (4)	17,030,000	
Communication & Technology Management (3)	11,650,628	
Convention Center (3)	22,976,151	
Financial Services (3)	26,153,255	
Fleet Management (3)	5,850,853	
Golf (3)	6,055,710	
One Texas Center (3)	12,365,000	
Solid Waste (3)	30,371,165	
Transportation (3)	7,033,376	
Water and Wastewater (3)	16,773,318	
Watershed Protection (3)	<u>11,883,951</u>	\$208,019,223
Interest and Sinking Fund, All Public Improvement Bonds (5)		<u>30,010,090</u>
Net Debt (6)		\$712,535,687
Ratio Total Debt to 2008 Net Taxable Assessed Valuation		1.41%
Ratio Net Debt to 2008 Net Taxable Assessed Valuation		1.05%

2008 Population (Estimate) – 740,645 (7)

Per Capita Net Taxable Assessed Valuation – \$92,059.94

Per Capita Net Debt Outstanding – \$964.57

(1) Excludes the Refunded Obligations.

(2) Represents bonds of utility districts annexed by the City.

(3) Airport, Austin Energy, Communications and Technology Management, Convention Center, Fleet Management, Golf, One Texas Center, Solid Waste, Transportation, Water, Wastewater and Watershed Protection represent a portion of the City's Outstanding Public Improvement Bonds, Certificates of Obligation and/or Contractual Obligations. Debt service for Airport, Austin Energy, Communications and Technology Management, Convention Center, Fleet Management, Golf, One Texas Center, Solid Waste, Transportation, Water, Wastewater and Watershed Protection is paid from revenue of the respective enterprises. The City plans to continue to pay these obligations from each respective enterprise. Communications and Technology Management, Fleet Management and One Texas Center are internal service funds that generate revenue through charges to user departments.

- (4) The City entered into an interlocal agreement with Capital Metro Transit Authority (CMTA), whereby CMTA will pay the required debt service to the City through a transfer of funds 30 days prior to each debt service payment date.
- (5) Represents estimate of cash plus investments at cost on December 31, 2007.
- (6) Various general fund departments have issued debt which is supported by a transfer into the debt service fund from the issuing department. These departments budget the required debt service which reduces the debt service tax requirement. If excluded, these obligations would lower net debt by \$12,345,384.
- (7) Source: City of Austin Planning/Growth Department. This figure does not include areas annexed for limited purposes.

Revenue Debt

In addition to the above, on a pro forma basis, the City had outstanding (as of December 31, 2007) \$358,676,086 Combined Utility Systems Revenue Bonds payable from a first lien on the combined net revenue of the Electric System and the Water and Wastewater System and \$248,454,512 Combined Utility System Revenue Bonds payable from a subordinate lien on the combined net revenue of the Electric System and the Water and Wastewater System; \$827,520,000 Electric Utility Obligations payable from a subordinate lien on the net revenues of the Electric Utility System; \$1,280,445,000 Water and Wastewater Obligations payable from a subordinate lien on the net revenue of the Water and Wastewater System, and \$198,693,000 Combined Utility Systems Commercial Paper payable from a subordinate lien on the combined net revenue of the Electric System and the Water and Wastewater System.

The City also has outstanding (as of December 31, 2007) \$361,765,000 Airport System Prior Lien Revenue Bonds payable from revenue of the City's Airport System. The City also has outstanding (as of December 31, 2007) \$230,960,000 in Convention Center Bonds, payable from hotel/motel occupancy and rental car tax collections.

In connection with the issuance of bonds by the Mueller Local Government Corporation (see "TAX INFORMATION – Ad Valorem Tax Law"), the City entered into an agreement with the Corporation where the City agreed, should a deficiency in the moneys available to pay debt service on the Corporation's bonds occur, to consider, on an annual basis, appropriating moneys from the General Fund to the Corporation in an amount sufficient to fund any such deficiency in such fiscal year. Under the terms of this agreement, the City is under no obligation to appropriate such funds.

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Valuation and Funded Debt History

Fiscal Year Ended	Estimated City Population (1)	Taxable Assessed Valuation	Per Capita Taxable Assessed Valuation	(000's) Net Funded Tax Debt (2)	Per Capita Net Funded Tax Debt	Ratio of Net Funded Tax Debt to Taxable Valuation	% of Tax Collections
9-30							
1996	541,889	\$23,303,015,047	\$43,003.30	\$443,247	\$ 817.97	1.90%	99.91%
1997	560,939	25,823,385,257	46,036.00	476,148	848.84	1.84%	99.47%
1998	608,214	27,493,058,735	45,202.94	500,027	822.12	1.82%	99.37%
1999	619,038	32,458,349,755	52,433.53	509,759	823.47	1.57%	99.57%
2000	628,667	35,602,840,326	56,632.27	540,283	859.41	1.52%	99.85%
2001	661,639	41,419,314,286	62,601.08	546,211	825.54	1.32%	99.60%
2002	671,044	47,782,873,096	71,206.77	762,624	1,136.47	1.50%	99.23%
2003	674,719	50,759,650,668	75,230.80	788,366	1,168.44	1.55%	99.60%
2004	678,769	49,199,408,526	72,483.29	732,407	1,079.02	1.49%	99.21%
2005	695,881	49,702,906,522	71,424.43	784,396	1,127.20	1.58%	100.23%
2006	707,952	52,349,642,297	73,945.18	688,809	972.96	1.31%	101.04%
2007	724,117	60,230,045,084	83,177.23	741,298	1,023.73	1.23%	100.58% (3)
2008	740,645	68,183,731,931 (4)	92,059.94	778,883 (5)	1,051.63 (5)	1.14% (5)	N/A

- (1) Source: City of Austin Department of Development and Review based on full purpose area as of December 31.
- (2) Excludes general obligation debt issued for enterprise funds and general fund departments which transfer-in from Operating Budget.
- (3) Year-end unaudited collections 2007.
- (4) Certified Appraised Value, including \$6,403,439,892 in property in the appeals process.
- (5) Projected. Includes the Bonds, excludes Refunded Obligations.

Tax Rate, Levy and Collection History

Fiscal Year Ended	Total Tax Rate	Distribution		Tax Levy	% Current Collections	% Total Collections
9-30		General Fund	Interest and Sinking Fund			
1996	\$0.5446	\$0.3177	\$0.2269	\$126,908,220	99.03%	99.91%
1997	0.5251	0.3117	0.2134	135,598,596	98.96%	99.47%
1998	0.5401	0.3304	0.2097	148,490,010	98.80%	99.37%
1999	0.5142	0.3265	0.1877	166,900,834	98.89%	99.57%
2000	0.5034	0.3222	0.1812	179,224,698	99.08%	99.85%
2001	0.4663	0.3011	0.1652	193,138,262	98.98%	99.60%
2002	0.4597	0.3041	0.1556	219,657,867	98.81%	99.23%
2003	0.4597	0.2969	0.1628	233,342,114	98.84%	99.60%
2004	0.4928	0.3236	0.1692	241,295,947	99.06%	99.21%
2005 (2)	0.4430	0.2747	0.1683	220,183,876	99.03%	100.23%
2006	0.4430	0.2841	0.1589	231,908,915	99.60%	101.04%
2007	0.4126	0.2760	0.1366	248,509,166	99.56% (1)	100.58% (1)
2008 (3)	0.4034	0.2730	0.1304	275,053,175	(In process of collection)	

- (1) Year-end unaudited collections 2007.
- (2) The total tax rate decreased by 6.35¢ as a result of the voters of Travis County (which includes the City) approving in May 2004 the creation of a new County wide hospital district, which resulted in public health services previously provided by the City to be provided by the hospital district (see "DEBT INFORMATION – Estimated Direct and Overlapping Funded Debt Payable from Ad Valorem Taxes").
- (3) Approved Budget.

Ten Largest Taxpayers

<u>Name of Taxpayer</u>	<u>Nature of Property</u>	<u>January 1, 2007 Taxable Assessed Valuation</u>	<u>% of Total Taxable Assessed Valuation</u>
Freescall Semiconductor Inc. (1)	Manufacturing	\$ 421,988,191	0.62%
Dell Computer Corporation	Manufacturing	393,856,922	0.58%
IBM Corporation	Manufacturing	260,454,949	0.38%
Spancion LLC (2)	Manufacturing	227,662,372	0.33%
Southwestern Bell Telephone Company	Telephone Utility	205,208,507	0.30%
Samsung Semiconductor LLC	Manufacturing	185,289,008	0.27%
Frost Tower Office	Commercial	176,565,956	0.26%
Applied Materials Inc.	Manufacturing	136,912,174	0.20%
Crescent Real Estate	Real Estate	132,625,915	0.19%
Simon Property Group	Commercial	128,791,053	0.19%
TOTAL		<u>\$2,269,355,047</u>	<u>3.32%</u>

(1) The Motorola Corporation is now Freescall Semiconductor Inc.

(2) The Advanced Micro Devices corporation is now Spancion LLC.

Source: Travis Central Appraisal District.

Property Tax Rate Distribution

	<u>Fiscal Year Ended September 30</u>				
	<u>2004</u>	<u>2005 (1)</u>	<u>2006</u>	<u>2007</u>	<u>2008 (2)</u>
General Fund	\$.3236	\$.2747	\$.2841	\$.2760	\$.2730
Interest and Sinking Fund	<u>.1692</u>	<u>.1683</u>	<u>.1589</u>	<u>.1366</u>	<u>.1304</u>
Total Tax Rate	\$.4928	\$.4430	\$.4430	\$.4126	\$.4034

(1) The City approved a tax rate of \$0.5065 which is the effective tax rate. The total tax rate was amended and reduced by 6.35¢ to the level shown as a result of the voters of Travis County (which includes the City) approving in May 2004 the creation of a new County wide hospital district, resulting in public health services previously provided by the City to be provided by the hospital district (see "DEBT INFORMATION – Estimated Direct and Overlapping Funded Debt Payable from Ad Valorem Taxes).

(2) Approved Budget.

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Net Taxable Assessed Valuations, Tax Levies and Collections

Fiscal Year Ended	Valuation Date	Real Property		Personal Property		Net Taxable Assessed Valuation	Total Tax Levy	% Current Collections	% Total Collections
		Amount	% of Total	Amount	% of Total				
2-30 1995	1-1-94	\$17,350,805,301	82.79%	\$3,607,783,999	17.21%	\$20,958,589,300	\$117,892,065	99.00%	100.10%
1996	1-1-95	19,478,990,278	83.59%	3,824,024,769	16.41%	23,303,015,047	126,908,220	99.03%	99.91%
1997	1-1-96	21,488,717,069	83.21%	4,334,668,188	16.79%	25,823,385,257	135,598,596	98.96%	99.47%
1998	1-1-97	22,693,966,978	82.54%	4,799,091,757	17.46%	27,493,058,735	148,490,010	98.80%	99.37%
1999	1-1-98	27,225,077,724	83.88%	5,233,272,031	16.12%	32,458,349,755	166,900,834	98.89%	99.57%
2000	1-1-99	30,114,175,223	84.58%	5,488,665,103	15.42%	35,602,840,326	179,224,698	99.08%	99.85%
2001	1-1-00	35,257,000,679	85.23%	6,110,383,576	14.77%	41,419,314,286	193,138,262	98.98%	99.60%
2002	1-1-01	40,775,710,666	85.34%	7,007,162,430	14.66%	47,782,873,096	219,657,867	98.81%	99.23%
2003	1-1-02	44,261,013,540	87.20%	6,498,637,128	12.80%	50,759,650,668	233,342,114	98.84%	99.60%
2004	1-1-03	42,832,762,815	87.48%	6,131,512,193	12.52%	48,964,275,008	241,295,947	99.06%	98.90%
2005	1-1-04	43,662,323,952	87.85%	6,040,582,570	12.15%	49,702,906,522	220,183,876 (1)	99.03%	100.23%
2006	1-1-05	46,492,828,676	88.81%	5,856,813,621	11.19%	52,349,642,297	231,908,915	99.60%	101.04%
2007	1-1-06	53,473,519,882	88.78%	6,756,525,202	11.22%	60,230,045,084	248,509,166	99.56% (2)	100.58% (2)
2008	1-1-07	60,960,836,015	89.41%	7,222,895,916	10.59%	68,183,731,931	275,053,175	N/A	N/A

- (1) The City approved a tax rate of \$0.5065 which is the effective tax rate. As a result of the voter approved new Hospital District the tax rate was amended and reduced by \$0.0635 to \$0.4430 (see "DEBT INFORMATION - Estimated Direct and Overlapping Funded Debt Payable from Ad Valorem Taxes").
- (2) Year-end unaudited collections 2007.

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Tax Rate Limitation

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, direct annual ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limits prescribed by law. Article XI, Section 5, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to \$2.50 per \$100 assessed valuation for all City purposes. The City operates under a Home Rule Charter which also limits the City's ad valorem tax rate to \$2.50 per \$100 assessed valuation for all City purposes. Within such Charter limitation, the total tax which may be levied annually by the City for municipal general operating purposes may not exceed \$1.00 per \$100 assessed valuation.

By each September 1 or as soon thereafter as practicable, the City Council adopts a tax rate per \$100 taxable value for the upcoming fiscal year beginning October 1. The tax rate consists of two components: (1) a rate for funding of maintenance and operation expenditures, and (2) a rate for debt service.

Under the Property Tax Code, the City Council is prohibited from adopting a tax rate that will result in any increase in total tax revenue from the preceding fiscal year until it has held a public hearing on the proposed increase following notice to the taxpayers.

Each year the City must calculate and publicize certain information concerning its proposed tax rate, including its "rollback tax rate." The rollback tax rate is the rate that will produce last year's maintenance and operation tax levy multiplied by 1.08 plus a rate that will produce the current year's debt service, with such rates being adjusted to take into account new exemptions and property additions to the tax roll. If the adopted rate exceeds the rollback tax rate, the qualified voters of the City may petition the City Council to call an election to determine whether to reduce the tax rate adopted for the City to the rollback tax rate.

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

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DEBT INFORMATION (1)

Debt Service Requirements

Fiscal Year	Public Improvement Bonds (2)	Certificates of Obligations (2)	Contractual Obligations	Assumed MUDs	The Bonds (3)	Grand Total Requirements	Less Self-Supporting Requirements (4)	Net Total Requirements	Percent Principal Payout
Ending 09/30									
2008	70,865,837	14,331,508	6,487,608	785,050	13,109,820	105,579,823	23,122,043	82,457,781	
2009	61,069,243	13,323,374	12,941,246	991,463	20,974,000	109,299,325	28,178,730	81,120,596	
2010	61,600,906	13,110,943	11,967,051	997,573	20,428,750	108,105,223	28,281,645	79,823,578	
2011	57,900,298	13,175,043	10,500,577	1,001,480	22,393,750	104,971,148	26,700,246	78,270,902	
2012	56,151,027	12,903,196	8,165,867	1,003,240	20,598,250	98,821,580	24,347,788	74,473,792	35.21%
2013	58,778,776	7,629,814	4,981,444	1,017,960	19,158,750	91,566,744	16,918,297	74,648,448	
2014	52,088,718	9,701,178	2,632,438	1,214,635	18,145,000	83,781,968	16,092,040	67,689,928	
2015	52,649,153	7,608,919	968,523	1,213,546	15,932,500	78,372,641	12,464,422	65,908,219	
2016	47,704,760	7,642,224	493,845	1,229,024	16,582,000	73,651,853	11,652,463	61,999,389	
2017	46,359,780	6,304,830	497,027	1,011,643	20,629,250	74,802,530	10,143,357	64,659,173	64.52%
2018	42,415,886	5,602,481	249,479	716,688	19,676,250	68,660,783	7,117,146	61,543,637	
2019	49,548,239	8,203,387			6,491,250	64,242,876	8,723,942	55,518,933	
2020	41,772,763	8,238,103			8,851,000	58,861,866	8,112,869	50,748,997	
2021	34,648,989	9,592,299			6,384,000	50,625,288	8,970,932	41,654,356	
2022	33,921,494	7,805,809				41,727,304	7,240,853	34,486,451	88.09%
2023	26,769,153	5,088,805				31,857,958	4,504,955	27,353,004	
2024	21,475,292	4,752,516				26,227,807	4,215,617	22,012,190	
2025	15,434,793	2,807,547				18,242,340	2,268,978	15,973,362	
2026	19,423,906	2,233,535				21,657,441	1,872,605	19,784,836	
2027	32,930,208	304,152				33,234,360	105,100	33,129,260	100.00%

(1) As of December 31, 2007

(2) Excludes principal and interest on the Refunded Obligations.

(3) Includes principal and interest on the Bonds.

(4) Includes principal and interest on all self-supporting debt (see "Statement of Debt", p. 9).

Estimated Direct and Overlapping Funded Debt Payable From Ad Valorem Taxes (As of 9-30-07) (in 000's)

Expenditures of the various taxing bodies within the territory of the City are paid out of ad valorem taxes levied by these taxing bodies on properties within the City. These political taxing bodies are independent of the City and may incur borrowings to finance their expenditures. Except for the amounts relating to the City, the City has not independently verified the accuracy or completeness of such information, and no person should rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the date stated above, and such entities may have programs requiring the issuance of substantial amounts of additional bonds the amount of which cannot be determined. The following table reflects the estimated share of overlapping funded debt of these various taxing bodies.

<u>Taxing Jurisdiction</u>	<u>Total Funded Debt</u>	<u>Estimated % Applicable (2)</u>	<u>Overlapping Funded Debt</u>
City of Austin	\$847,735 (1)	100.00%	\$ 847,735
Austin Independent School District	611,294	78.95%	482,617
Travis County	524,037	71.00%	372,066
Round Rock Independent School District	403,148	5.84%	23,544
Leander Independent School District	694,218	1.54%	10,691
Pflugerville Independent School District	282,915	4.38%	12,392
Eanes Independent School District	141,250	3.95%	5,579
Williamson County	480,765	4.07%	19,567
Del Valle Independent School District	175,575	2.73%	4,793
Manor Independent School District	176,252	1.75%	3,084
Austin Community College	97,914	81.70%	79,995
North Austin Municipal Utility District No. 1	6,597	100.00%	6,597
Northwest Austin Municipal Utility District No. 1	13,875	100.00%	13,875
Northwest Travis County Road District No. 3	3,765	100.00%	<u>3,765</u>
TOTAL DIRECT AND OVERLAPPING FUNDED DEBT			<u>\$1,866,300</u>
Ratio of Direct and Overlapping Funded Debt to Taxable Assessed Valuation (3)			2.77%
Per Capita Overlapping Funded Debt (4)			\$2,519.83

(1) Excludes general obligation debt reported in proprietary funds.

(2) Source: Taxing jurisdiction.

(3) Based on assessed valuation of \$68,183,731,931.

(4) Based on 2008 estimated population of 740,645.

On May 15, 2004, voters of Travis County (in which the City is located) approved the creation of a countywide hospital district, and authorized the hospital district to levy an ad valorem tax at a rate not to exceed 25 cents per \$100 assessed valuation. It is anticipated that the hospital district will assume and fund health care facilities and services currently provided by the City, and funded from ad valorem taxes assessed to residents of the City and Travis County. The City reduced the ad valorem tax rate levied and assessed against property owners of the City as a result of the creation of the countywide hospital district. See "TAX INFORMATION – Tax Rate, Levy and Collection History". The Hospital District approved the levy for its 2004-2005 fiscal year of an ad valorem tax rate of \$0.0779.

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Authorized General Obligation Bonds

<u>Purpose</u>	<u>Date</u>	<u>Amount</u>	<u>Amount</u>	<u>Unissued</u>
	<u>Authorized</u>	<u>Authorized</u>	<u>Previously</u> <u>Issued</u>	<u>Balance</u>
Brackenridge 2000	10-22-83	\$ 50,000,000	\$40,785,000	\$ 9,215,000
Parks Improvements	09-08-84	9,975,000	9,648,000	327,000
Cultural Arts	01-19-85	20,285,000	14,890,000	5,395,000
Street Improvements	11-07-00	150,000,000	105,000,000	45,000,000
Transportation (Prop 1)	11-07-06	103,100,000	10,000,000	93,100,000
Drainage Improvements (Prop 2)	11-07-06	145,000,000	37,000,000	108,000,000
Park Improvements (Prop 3)	11-07-06	84,700,000	8,675,000	76,025,000
Cultural Arts (Prop 4)	11-07-06	31,500,000	0	31,500,000
Affordable Housing (Prop 5)	11-07-06	55,000,000	5,000,000	50,000,000
Central Library (Prop 6)	11-07-06	90,000,000	0	90,000,000
Public Safety Facility (Prop 7)	11-07-06	<u>58,100,000</u>	<u>21,850,000</u>	<u>36,250,000</u>
TOTAL		<u>\$797,660,000</u>	<u>\$252,848,000</u>	<u>\$544,812,000</u>

- (1) The City issued \$24,420,000 of this total in Contractual Obligations and therefore applied the amount toward the authorized general obligation bonds total.

Anticipated Issuance of General Obligation Bonds

The City anticipates the issuance of approximately \$135 million additional general obligation bonds before the fall of 2008. The City will continue to review opportunities for refunding certain previously issued general obligation bonds and assumed debt.

Funded Debt Limitation

No direct funded debt limitation is imposed on the City under current State law or the City's Home Rule Charter. Article XI, Section 5, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to \$2.50 per \$100 assessed valuation for all City purposes. The City operates under a Home Rule Charter which adopts the constitutional provisions and also contains a limitation that the total tax which may be levied annually by the City for municipal general operating purposes may not exceed \$1.00 per \$100 assessed valuation.

FISCAL MANAGEMENT

The Capital Improvements Program Plan and Capital Budget

The Capital Improvement Plan is a five-year list of capital improvements and a corresponding spending plan for financing these improvements. It is developed through public input and department prioritization of needs. The process includes neighborhood meetings, department requests, Budget Office assessment of requested projects, input from the Planning Commission's CIP Subcommittee and other Boards and Commissions, and citizen input from public hearings. Each year, the Planning Commission reviews the Capital Improvement Plan and submits a recommendation to the City Manager detailing specific projects to be included in the Capital Budget for the next fiscal year.

The City Manager considers the Planning Commission's recommended Plan to propose a Capital Budget to the City Council. The Capital Budget contains requested appropriations for new projects, additional appropriations for previously approved projects and any requests to revise prior year appropriations. Unlike the Operating Budget, which authorizes expenditures for only one fiscal year, Capital Budget appropriations are multi-year, lasting until the project is complete or until changed by the City Council.

The City Council reviews the Capital Budget, holds public hearings to gather final citizen input and establishes the amount of revenue and general obligation bonds to sell to fund capital improvements.

2007-2008 Capital Budget

The 2007-2008 five-year Capital Improvement Program (CIP) plan was reviewed by the Planning Commission, the Bond Oversight Committee and other boards and commissions. Public input was received at a public hearing held by the Planning Commission and the Bond Oversight Committee. The plan estimates city-wide capital spending in 2007-2008 of \$663.2 million in enterprise funds and \$180.8 million in general government funds.

The first year of the five-year plan was used to determine the new appropriations required for inclusion in the 2007-08 Capital Budget. Total new approved appropriation for General Government CIP Funds is \$160.6 million and total new approved appropriation for Enterprise CIP Funds is \$717.6 million. Appropriation by department is listed below.

Summary of 2007-2008 Approved Capital Budget (millions):	
Austin Energy	\$340.6
Aviation	25.2
Austin Water Utility	283.4
Convention Center	4.9
Solid Waste Services	45.4
Watershed Protection	<u>18.1</u>
Enterprise Appropriations	\$717.6
Communications & Technology Management	\$9.8
Emergency Medical Services	.8
Financial & Administrative Services	21.6
Fire	6.1
Health & Human Services	3.2
Fleet	1.0
Library	1.2
Neighborhood Housing & Community Development	10.2
Neighborhood Planning & Zoning	.8
Parks & Recreation	30.8
Police	2.0
Public Works	44.0
Watershed Protection	<u>29.1</u>
General Government Appropriations	\$160.6
TOTAL APPROVED NEW APPROPRIATIONS	<u>\$878.2</u>

Operating Budget

The City's Home Rule Charter and Texas law require the City Manager to prepare and submit to the City Council a balanced budget consisting of an estimate of the revenues and expenditures in the budget period and the undesignated General Fund balance available for reappropriation. The budget process in the City normally commences with all department heads submitting to the Chief Financial Officer of the City a detailed estimate of the appropriations required for their respective departments during the next fiscal year. The Chief Financial Officer of the City, in turn, forwards these estimates to the City Manager who submits them to the Mayor and City Council for their consideration and approval.

In June 1989, the City Council approved Financial Management Policies. Among other items, these policies require that a General Fund Emergency Reserve Fund of at least \$40,000,000 shall be budgeted. Additionally, a General Fund Contingency Reserve Fund of 1% of total budgeted departmental expenditures, but not less than \$2,000,000, and a General Fund Reserve for Budget Stabilization shall be budgeted annually. At the end of each fiscal year, any excess revenue received in that year and any unspent appropriations at the end of that year will be deposited into General Fund Reserve for Budget Stabilization. The Budget Stabilization Reserve will then be available for appropriation for one-time

expenditures such as capital equipment but no more than one-third of the reserve will normally be appropriated in any one year.

2007–2008 Budget (Amounts are in thousands)

The 2007-2008 operating budget was presented on July 26, 2007, and was prepared in accordance with guidelines provided by the City Council. The approved budget includes a tax rate of \$0.4034 per \$100 assessed valuation. The following is a summary of the approved 2007-2008 General Fund Budget.

Beginning Balance, October 1, 2007 (Budget Basis) (000's omitted)	\$	0
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Summary of Budgeted General Fund Resources

Revenue:

General Property Taxes	\$186,180
City Sales Tax	164,723
Other Taxes	5,247
Gross Receipts/Franchise Fees	32,189
Miscellaneous	<u>83,194</u>

Total Revenue	\$471,533
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Transfers In:

Electric Light and Power System	\$ 91,000
Water and Wastewater System	25,480
Other Transfers	<u>5,000</u>

Total Transfers In	\$121,480
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Total General Fund Resources	<u>\$593,013</u>
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Summary of Budgeted General Fund Requirements

Departmental Appropriations:

Administrative Services	\$ 11,572
Urban Growth Management	21,074
Public Safety	385,520
Public Works	325
Public Health and Human Services	35,809
Public Recreation and Culture	<u>59,328</u>

Total Departmental Appropriations	\$513,628
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Transfers Out:

Support Services Fund	\$ 25,162
Other Funds	<u>42,598</u>

Total Transfers Out	\$ 67,760
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Other Requirements	<u>\$ 11,604</u>
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Total General Fund Requirements	<u>\$592,992</u>
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Use of Beginning Balance	\$ 0
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Ending Balance	<u>\$ 0</u>
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One-Time Retirement Increase – 1%	\$ 1,121
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One-Time Critical Equipment	\$ 16,644
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Transfer to/from Budget Stabilization Reserve	\$(17,744)
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Adjusted Ending Balance	<u>\$ 0</u>
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Budgeted Reserve Requirements

Emergency Reserve	\$ 40,000
Contingency Reserve	5,737
Budget Stabilization Reserve Fund	<u>24,728</u>

Total Budgeted Reserve Requirements	<u>\$70,465</u>
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Deficit Budgeting

The City is barred by Texas law and the City's Charter from deficit budgeting.

Accounting System

The City's accounting records for general governmental operations are maintained on a modified accrual basis, with the revenue being recorded when available and measurable and expenditures being recorded when the services or goods are received and the liabilities are incurred. Accounting records for the City's enterprise and internal service funds are maintained on an accrual basis.

Article VII, Section 15 of the City's Charter requires an annual audit of all accounts of the City by an independent certified public accountant. This charter requirement has been complied with and the accountant's report is included herein.

Short-Term Borrowing

Pursuant to Section 1431, V.T.C.A Government Code, the City has the authority to conduct short-term borrowings to provide for the payment of current expenses, through the issuance of anticipation notes. Such notes must mature before the first anniversary of the date the Attorney General approves the anticipation notes.

GASB Statement No. 34

In June 1999, the Governmental Accounting Standards Board ("GASB") issued Statement No. 34, "Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments" ("GASB 34"). The objective of GASB 34 is to enhance the clarity and usefulness of the general purpose external financial reports of state and local governments to its citizenry, legislative and oversight bodies, and investors and creditors. The City adopted GASB 34 as of October 1, 2001. While the adoption of GASB 34 altered the presentation of the City's financial information, City staff does not believe that adoption of GASB 34 will have any material adverse impact on the City's financial position, results of operation or cash flows. See APPENDIX B – Excerpts from the Annual Financial Report.

INVESTMENTS

The City invests its available funds in investments authorized by Texas Law and in accordance with investment policies approved by the City Council. Both State law and the City's investment policies are subject to change.

Legal Investments

Under Texas law, the City is authorized to invest in: (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which are guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) certificates of deposit meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, the "PFLA") that are issued by or through an institution that either has its main office or a branch in Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for City deposits; (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas; (9) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (10) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully

secured by an irrevocable letter of credit issued by a U.S. or state bank; (11) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of \$1 for each share; (12) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, invest exclusively in obligations described in the this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "AAA" or its equivalent; and (13) local government investment pools organized in accordance with the Interlocal Cooperation Act (Chapter 791, Texas Government Act) as amended, whose assets consist exclusively of the obligations that are described above. A public funds investment pool must be continuously ranked no lower than "AAA", "AAA-m" or at an equivalent rating by at least one nationally recognized rating service. The City may also invest bond proceeds in guaranteed investment contracts that have a defined termination date and are secured by obligations of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

Political subdivisions such as the City may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (10) through (12) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

Effective September 1, 2005, the City, as the owner of a municipal electric utility that is engaged in the sale of electric energy to the public, may invest funds held in a "decommissioning trust" (a trust created to provide the Nuclear Regulatory Commission assurance that funds will be available for decommissioning purposes as required under 10 C.F.R. Part 50 or other similar regulation) in any investment authorized by Subtitle B, Title 9, Texas Property Code (commonly referred to as the "Texas Trust Code"). The Texas Trust Code provides that a trustee shall invest and manage trust assets as a prudent investor would, by considering the purposes, terms, distribution requirements, and other circumstances of the trust. In satisfying this standard, the trustee shall exercise reasonable care, skill and caution. See "CUSTOMER RATES – Energy Risk Management".

The City may also contract with an investment management firm registered under the Investment Advisor Act of 1940 (15 U.S.C. Section 80b.1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term of up to two years, but the City retains ultimate responsibility as fiduciary of its assets.

The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Investment Policies

Under State law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield and maturity; and also that address the quality and capability of investment personnel. The policy includes a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment and the maximum average dollar weighted maturity allowed for pooled fund groups. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each funds' investment. Each Investment Strategy Statement must describe the investment objectives for the particular fund using the following priorities: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

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

Additional Provisions

Under Texas law, the City is additionally required to: (1) annually review its adopted policies and strategies; (2) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the City to disclose the relationship and file a statement with the Texas Ethics Commission and the City Council; (3) require the registered representative of firms seeking to sell securities to the City to (a) receive and review the City’s investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (4) perform an annual audit of the management controls on investments and adherence to the City’s investment policy; and (5) provide specific investment training for the Chief Financial Officer, Treasurer and Investment Officers.

Current Investments

As of December 31, 2007, the City’s investable funds were invested in the following categories.

<u>Type of Investment</u>	<u>Percentage</u>
U. S. Treasuries	10.95%
U. S. Agencies	57.39%
Money Market Funds	1.24%
Local Government Investment Pools	30.42%

The dollar weighted average maturity for the combined City investment portfolios is 511 days. The City prices the portfolios weekly utilizing a market pricing service.

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GENERAL FUND REVENUES AND EXPENDITURES AND CHANGES IN FUND BALANCE
(in 000's)

	Fiscal Year Ended September 30				
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>Unaudited 2007</u>
Revenues:					
Taxes (1)	\$264,511	\$277,774	\$264,786	\$294,344	\$326,576
Franchise Fees	28,962	32,964	28,973	30,677	32,275
Fines, Forfeitures and Penalties	16,966	16,976	17,529	18,832	16,094
Licenses, Permits and Inspections	14,737	15,317	17,399	22,131	25,635
Charges for Services	15,403	15,565	23,064	24,453	26,357
Interest and Other	<u>19,815</u>	<u>19,168</u>	<u>10,691</u>	<u>15,882</u>	<u>13,602</u>
Total Revenues	\$360,394	\$377,764	\$362,442	\$406,319	\$440,539
Expenditures:					
Administration	\$ 8,909	\$ 8,199	\$ 8,699	\$ 9,018	\$ 10,607
Urban Growth Management	11,638	10,246	15,205	16,701	18,886
Public Safety	254,684	262,086	296,335	323,006	352,149
Public Services and Utilities	9,380	8,669	473	262	297
Public Health	46,061	15,728	26,715	29,824	32,545
Public Recreation and Culture	45,193	43,255	45,145	47,599	53,213
Social Services Management	9,985	9,579	0	0	0
Nondepartmental Expenditures	<u>47,029</u>	<u>46,983</u>	<u>52,044</u>	<u>54,494</u>	<u>69,058</u>
Total Expenditures	\$432,879	\$404,745	\$444,616	\$480,904	\$536,755
Excess (Deficiency) of Revenues Over Expenditures Before Other Financing Sources (Uses)	\$ (72,485)	\$ (26,981)	\$ (82,174)	\$ (74,585)	\$ (96,216)
Other Financing Sources (Uses):					
Capital Leases	\$ 785	\$ 634	\$ 932	\$ 0	\$ 0
Transfers from Other Funds	92,417	95,894	94,451	97,658	107,241
Transfers to Other Funds	<u>(21,129)</u>	<u>(48,766)</u>	<u>(14,154)</u>	<u>(16,611)</u>	<u>(16,019)</u>
Net Other Financing Sources	\$ 72,073	\$ 47,762	\$ 81,229	\$ 81,047	\$ 91,222
Excess (Deficiency) of Total Revenues and Other Services Over Expenditures and Other Uses	\$ (412)	\$ 20,781	\$ (945)	\$ 6,462	\$ (4,994) (2)
Residual Equity Transfer In (Out)	0	0	0	0	0
Special Item – Hospital District Reserve	0	(7,700)	0	0	0
Fund Balances at Beginning of Year	<u>93,618</u>	<u>93,206</u>	<u>106,287</u>	<u>105,342</u>	<u>111,804</u>
Fund Balances at End of Year	<u>\$ 93,206</u>	<u>\$106,287</u>	<u>\$105,342</u>	<u>\$111,804</u>	<u>\$106,810</u> (3)

(1) Consists of property, sales and mixed drinks tax.

(2) The City's financial policies were amended in 2006 to establish a budget stabilization reserve in the General Fund. The policies allow the expenditure of one-third of this reserve in any given year to fund capital or other one-time costs. During 2006 and 2007, the City allocated reserve funds to pay for capital and one-time costs that had been deferred during fiscal years 2002 through 2004.

(3) In addition to the budget stabilization reserve, the ending balance includes a contingency reserve of approximately \$5 million and an emergency reserve of \$40 million.

CERTAIN GENERAL FUND RECEIPTS OTHER THAN AD VALOREM TAXES

Municipal Sales Tax

<u>Fiscal Year</u> <u>Ended 9-30</u>	<u>Per Capita</u> <u>Sales and Use Tax</u>	<u>(in 000's)</u> <u>Sales and Use Tax</u>	<u>% of</u> <u>Ad Valorem Tax Levy</u>
1998	\$160.44	\$ 97,581	65.72%
1999	172.59	106,839	64.01%
2000	194.31	122,157	68.16%
2001	186.23	123,218	63.80%
2002	172.03	115,441	52.55%
2003	163.70	110,454	47.34%
2004	173.44	117,725	48.79%
2005	177.64	123,617	56.14%
2006	196.14	139,289	60.06%
2007 (1)	211.43	153,098	61.61%
2008 (2)	222.40	164,723	59.89%

(1) Unaudited actual.

(2) FY 2008 Approved Budget.

Transfers From Utility Funds

The City owns and operates a Waterworks and Wastewater System and an Electric Light and Power System, the financial operations of which are accounted for in the Utility Funds. Transfers from the Utility Funds to the General Fund have historically provided a significant percentage of the receipts for operation of the General Fund. The following sets forth the amount of such transfers.

<u>Fiscal Year</u> <u>Ended 9-30</u>	<u>(in 000's)</u> <u>Transfers</u>	<u>% of General</u> <u>Fund Requirements</u>
1998	72,721	23.4%
1999	74,204	21.7%
2000	78,352	21.5%
2001	85,824	21.7%
2002	88,924	21.7%
2003	92,417	20.3%
2004	95,894	21.1%
2005	94,117	20.9%
2006	97,658	20.3%
2007 (1)	106,471	20.0%
2008 (2)	115,630	19.5%

(1) Unaudited actual.

(2) FY 2008 Approved Budget.

ENTERPRISE FUNDS

Statement of Revenues, Expenses and Changes in Fund Net Assets

The Enterprise Funds account for the activities of the City which render services on a user charge basis to the general public. Set forth on pages B-28 and B-29 of APPENDIX B, attached hereto, is a condensed summary of the revenues, expenses, transfers and retained earnings of the City's enterprise funds for the year ended September 30, 2006.

THE SYSTEMS

The City owns and operates an Electric Utility System (also referred to herein as "Austin Energy") and a Water and Wastewater System (also referred to herein as the "Water and Wastewater Utility") which provide the City, adjoining areas of Travis County and certain adjacent areas of Williamson County with electric, water and wastewater services. The City owns all the facilities of the Water and Wastewater System. The City jointly participates with other electric utilities in the ownership of coal-fired electric generation facilities and a nuclear powered electric generation facility. Additionally, the City individually owns gas/oil-fired electric generation facilities, which are available to meet system demand. The Electric Utility System had approximately 1,566 full-time regular employees as of September 30, 2007. The Water and Wastewater System had approximately 1,033 full-time regular employees as of the same date.

RESPONSE TO COMPETITION

Austin Climate Protection Plan

On February 7, 2007, Austin Mayor Will Wynn presented an aggressive plan to address global warming from a City perspective. The Austin Climate Protection Plan is intended to eliminate carbon dioxide emissions from virtually all municipal activities by the year 2020. This includes powering all City facilities with 100% renewable energy by 2012, converting the entire city fleet of vehicles to alternative fuels and electric power by 2020, and implementing greenhouse gas reduction plans in every City department. The Plan calls for Austin Energy to aggressively ramp up its clean energy programs, achieving 700 megawatts of new conservation and efficiency savings and having 30 percent of its energy needs come from renewable resources by 2020. It also calls for making all new single-family homes zero net-energy capable by 2015 and increasing efficiency in all new commercial buildings by 75 percent in the same period. This plan was adopted by City Council on February 15, 2007. In response Austin Energy's Strategic Plan will be revised to reflect these new goals.

Strategic Plan

In December 2003, the City Council approved a strategic plan for Austin Energy. The plan identified three strategies to position Austin Energy for continued success.

First, an overarching Risk Management Strategy guides Austin Energy to carefully manage its exposure when considering future courses of action. This approach allows Austin Energy to prepare for future options without prematurely investing and allows for more information to become known before major commitments are made.

Second, a strategy to provide Excellent Customer Service positions Austin Energy to compete in the rapidly changing energy industry. Under this strategy Austin Energy intends to build employee and customer satisfaction so that it is positioned for competition or regulation in the future.

Third, an Energy Resource strategy directs Austin Energy to first seek cost-effective renewable energy and conservation solutions to meet customers' new energy needs before resorting to traditional fossil fuel sources. In keeping with the risk management approach, Austin Energy intends not to prematurely commit to unproven technologies; however, Austin Energy intends to pursue a leading-edge position that will allow Austin Energy to readily identify, evaluate and deploy emerging renewable technologies.

Five objectives were identified to support the strategies including:

- **Maintain Financial Integrity** - Austin Energy's goal is to achieve an "AA" (Standard & Poor's) Credit Rating by 2010 on its separate lien revenue bonds. Austin Energy provides a return to its citizen owners in the form of financial

support for local government.

- Create and Sustain Economic Development - Austin Energy will create and sustain economic development by providing contract opportunities for local businesses, attracting new businesses, and supporting the development of a clean energy industry. Austin Energy's goal is to exceed the City's M/WBE goals by 2008.
- Customer Satisfaction - Austin Energy will develop a better understanding of its customers by monitoring indicators and conducting customer surveys. Austin Energy's target is a customer satisfaction score of 83/100 by 2010.

Additionally, Austin Energy understands the link between customer satisfaction and employee satisfaction, and includes an Employee Satisfaction goal in this strategy. Austin Energy will prepare its employees to work successfully in a competitive environment by providing the skill development and information necessary to make informed business decisions. Austin Energy targets an employee satisfaction index showing a 10% improvement in positive responses on the City's Listening to the Workforce Survey by 2010.

- Exceptional System Reliability - Austin Energy will pursue best operating and maintenance practices for its utility assets power plants to ensure unit availability and reliability. Austin Energy will target specific metrics to reduce the frequency (SAIFI) and duration (SAIDI) of power outages.
 - SAIFI (system average interruption frequency index) = 0.8 interruptions per year
 - SAIDI (system average interruption duration index) = 60 minutes per year
- Renewable Portfolio Standard - Austin Energy intends to continue its nationally recognized renewable resources and Green Building programs. By 2020, Austin Energy will own or have contracts for a Renewable Portfolio equal to 20% of its sales, as well as 15% increase in demand side management impacts. Austin Energy will demonstrate its commitment to solar energy by implementing a Solar Rebate Program and conducting a study to determine the comprehensive value of solar energy.

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The Strategic Plan is reviewed and updated annually. The following table outlines the results over the last 4 years:

STRATEGIC PLANNING PERFORMANCE MEASURES 2003-2006

STRATEGY	OBJECTIVE	TARGET	2002-2003		2003-2004		2004-2005		2005-2006	
Risk Management	Maintain Financial Integrity	"AA" (S&P) credit rating by 2010	"A"		"A+"		"A+"		"AA"	
Excellent Customer Service	Create and Sustain Economic Development	Exceed M/WBE Goals by 2008	MBE (%)	WBE (%)	MBE (%)	WBE (%)	MBE (%)	WBE (%)	MBE (%)	WBE (%)
		Construction	12.90	12.60	30.50	34.64	6.86	9.62	1.07	5.48
		Commodity	3.50	6.20	0.49	7.71	2.55	5.00	0.87	6.20
		Non-Professional	14.10	15.00	17.21	4.22	7.83	3.07	4.24	3.37
Customer Satisfaction	Employee Satisfaction target of 10% improvement on LTW Survey by 2010, i.e. 70% positive rating overall	Professional	16.50	14.20	0.00	0.16	0.00	0.04	0.08	0.00
			64%		57%		55.25%		58%	
Exceptional System Reliability	SAIDI @ 60 minutes by 2005 SAIFI of 0.8 interruptions/yr by 2005 SATLPI of 4.1 average/ yr by 2005	Customer Satisfaction target of 83/100 by 2010	76/100		79/100		79/100		80/100	
			64.93		62.72		79.06		86.10	
			0.85		0.88		1.05		0.99	
			N/A		4.50		4.10		4.20	
Renewable Portfolio Standard & Energy Efficiency	20% renewable energy by 2020 15% energy efficiency by 2020 100MW solar generation by 2020		2.94%		2.16%		3.80%		6.00%	
			5.50%		6.00%		6.70%		7.30%	
			0.24 MW		0.33 MW		0.85 MW		1.0 MW	

Financial Policies

With increasing competition in the electric utility industry due to regulatory and market changes, Austin Energy continues to maintain strong financial policies aimed at keeping financial integrity while allowing for flexibility should the market change. Some of the more significant financial policies adopted by City Council during the budget process are:

- Current revenue, which does not include the beginning balance, will be sufficient to support current expenditures (defined as “structural balance”). However, if projected revenue in future years is not sufficient to support projected requirements, ending balance may be budgeted to achieve structural balance.
- A fund named Strategic Reserve Fund shall be created and established, replacing the Debt Management Fund. It will have three components:
 - An Emergency Reserve with a minimum of 60 days of operating cash.
 - Up to a maximum of 60 days additional operating cash set aside as a Contingency Reserve.
 - Any additional funds over the maximum 120 days of operating cash may be set aside in a Competitive Reserve.
- The Emergency Reserve shall only be used as a last resort to provide funding in the event of an unanticipated or unforeseen extraordinary need of an emergency nature, such as costs related to a natural disaster, emergency or unexpected costs created by Federal or State legislation. The Emergency Reserve shall be used only after the Contingency Reserve has been exhausted. The Contingency Reserve shall be used for unanticipated or unforeseen events that reduce revenue or increase obligations such as extended unplanned plant outages, insurance deductibles, unexpected costs created by Federal or State legislation, and liquidity support for unexpected changes in fuel costs or purchased power which stabilize fuel rates for our customers. In the event any portion of the Contingency Reserve is used, the balance will be replenished to the targeted amount within two (2) years. The Competitive Reserve may be used to improve the strategic position of Austin Energy including, but not limited to, funding capital needs in lieu of debt issuance, reduction of outstanding debt, rate reductions, acquisitions of new products and services, and new technologies. Funding may be provided from net revenue available after meeting the General Fund Transfer (described below), capital investment (equity contributions from current revenue), Repair and Replacement Fund, and 45 days of working capital.
- The General Fund Transfer shall not exceed 12% of Austin Energy’s three-year average revenues, calculated using the current year estimate and the previous two years’ actual revenues from the City’s Comprehensive Annual Financial Report. (Actual percentage has been 9.1% for the last 8 years, with the exception of 2002 at 8.9%.)
- A decommissioning trust shall be established external to the City to hold the proceeds for moneys collected for the purpose of decommissioning the STP. An external investment manager may be hired to administer the trust investments. See “INVESTMENTS – Legal Investments”.
- A Non-Nuclear Plant Decommissioning Fund shall be established to fund plant retirement. The amount set aside will be based on a decommissioning study of the plant site. Funding will be set aside over a minimum of four (4) years prior to the expected plant closure.

A complete listing of Austin Energy’s financial policies can be found at <http://www.ci.austin.tx.us/budget/07-08/downloads/ab0708support.pdf>

Real Estate Taxes

Austin Energy pays no real property taxes on facilities inside or outside the City, nor payments in lieu of taxes with respect to Austin Energy.

CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY

Rate Regulation

The City’s rates, except for wholesale transmission, are regulated by the City Council. Ratepayers can appeal rate changes to the Public Utilities Commission of Texas (“PUCT”) under section 33.101 of the Public Utility Regulatory Act

(Title 2 of the Texas Utilities Code, and referred to herein as "PURA") by the filing of a petition with the PUCT containing the requisite number of valid signatures from residential ratepayers who take service outside the City limits. Texas courts have held that the PUCT may apply the same ratemaking standards to the City as are applied to utilities over which the PUCT has original jurisdiction

Section 35.004 of PURA requires the City to provide transmission service at wholesale to another utility, a qualifying facility, an exempt wholesale generator, a power marketer, power generation company, or a retail electric provider. Section 35.004 of PURA requires the City to provide wholesale services at rates, terms of access, and conditions that are not unreasonably preferential, prejudicial, discriminatory, predatory, or anti-competitive.

An Independent System Operator ("ISO") was established for the Electric Reliability Council of Texas ("ERCOT") as a part of the rules that were adopted by the PUCT to open access to the wholesale electric market in Texas and was approved by the PUCT on August 21, 1996. The ISO received approval on May 5, 2000, of its certification under Senate Bill 7, adopted by the Texas legislature and signed into law in 1999 ("SB7"). The ISO's responsibilities as detailed in SB 7 are to (1) ensure nondiscriminatory access to the ERCOT transmission system; (2) ensure the reliability and adequacy of the ERCOT network; (3) ensure timely and accurate customer switching; and (4) ensure the accuracy of accounts among wholesale buyers and sellers. Austin Energy is a member of ERCOT, and Austin Energy staff are very active participants in the ERCOT stakeholder process.

SB 7 amended PURA to provide for retail deregulation of the electric utility industry in Texas. SB 7 opened retail competition for Investor Owned Utilities ("IOUs") beginning January 1, 2002. SB 7 allowed local authorities to choose when to bring retail competition to their Municipally Owned Utilities ("MOU"), and leaves key municipal utility decisions (like local rate setting and utility policies) in the hands of those who have a stake in the local community. Once a resolution to "opt in" for retail competition is adopted by the municipal utility's governing body, the decision is irrevocable.

General Market Framework: Beginning on January 1, 2002, IOUs were required to unbundle their regulated (wires) operations from their competitive operations. There is a strong ISO established with responsibility over the operations and planning for the ERCOT bulk electric system. The PUCT has established clear and enforceable market power protections: no utility can control more than 20% of ERCOT generation and wholesale market participants must follow a detailed code of conduct. Starting on January 1, 2002, a "Price-to-Beat" for the incumbent IOU rates includes a 6% reduction through 2007 or until 40% of IOU residential and small commercial customers choose a new supplier. IOUs may adjust the Price to Beat twice annually to account for increases in the cost of natural gas.

MOUs That Do Not Choose Retail Competition

- There is no retail choice for MOU customers. MOU cannot sell at retail outside its area.
- Current regulatory scheme continues.
- Continued MOU access to buy and sell power in the wholesale market.

MOUs Choosing Retail Competition On or After January 1, 2002

(City councils or governing boards make an affirmative choice to bring retail competition to their MOU)

- Retail competitors can sell "generation" to MOU customers. MOU provides "wires" access to its distribution system for Retail Electric Providers, other MOUs and Electric Cooperatives. MOU has an "obligation to connect" and provides wire services and local reliability. Wires are not subject to competition.
- MOU can sell at retail outside its service area, per prevailing market rules.

MOU Local Control Preserved

- Exclusive MOU jurisdiction to set local distribution and other rates. Local wires services and rates remain in exclusive jurisdiction of the MOU.
- Local determination of the stranded investment amount and recovery mechanism.
- MOUs are not required to unbundle (structurally separate functions).
- Local authorities determine and provide customer services and protections.
- Local control of MOU power resource acquisition.
- Customers in multi-certified areas cannot switch wires companies to avoid stranded investment charges.
- Securitization is available to MOUs.

- MOU retains metering.

Participation By MOU In Markets Outside Its Area After Choosing Retail Competition

- Limited PUCT jurisdiction over terms and conditions for access, not rates.
- Subject to market power limits and PUCT customer safeguard code of conduct.

Other Key MOU Provisions

- Existing contracts are preserved. Tax-exempt status is preserved. MOU "competitiveness provisions" were included in SB 7 to "level" the field for MOUs when preparing for competition including relaxation of open meetings/records and purchasing provisions. No mandated MOU rate reductions.
- The City has not yet made a decision whether to "opt in" for retail competition or not, and the City cannot predict the short term or long term impact on the Electric Utility System or its revenues resulting from a decision to "opt in" or not, or resulting from the deregulation process in general.

State Wholesale Market Design Developments

In the summer of 2002, the PUCT initiated an investigation to convert the wholesale market in the ERCOT region from a zonal-based market design to a nodal market design. On September 22, 2003, the PUCT adopted a rule requiring that ERCOT use a stakeholder process to develop a nodal market design. The PUCT's purpose in ordering the change is to promote economic efficiency in the production and consumption of electricity, support wholesale and retail competition, support the reliability of electric service, and reflect the physical realities of the ERCOT electric system. The key components of the nodal market as ordered by the PUCT include: continued reliance on bilateral markets for energy and ancillary services; establishment of a day-ahead energy market; resource-specific bid curves for energy and ancillary services; congestion pricing incorporating direct assignment of all congestion rents to resources causing the congestion; tradable congestion revenue rights ("CRRs") made available through auctions; nodal energy prices for resources; energy trading hubs; and zonal energy prices for load settlement.

On September 23, 2005, ERCOT filed with the PUCT the nodal market Protocols developed through the ERCOT stakeholder process. The nodal Protocols incorporate specific provisions that will allow Austin Energy to hedge congestion risk in the new market. For its generation resources in operation prior to September 1, 1999, Austin Energy will receive preassigned CRRs at a discount to the market price which are available prior to the auction of CRRs. The service territory of Austin Energy will be identified as a load zone for settlement purposes. On February 23, 2006, the PUCT voted to approve the nodal Protocols for the ERCOT region. The nodal market will begin operation on January 1, 2009. In anticipation of the opening of the nodal market, Austin Energy employees are active participants in ERCOT's Transition Plan Task Force (TPTF), the joint ERCOT-stakeholder effort to assure ERCOT-wide readiness with the market change. Austin Energy's Energy and Market Operations staff, system planning and operations staff, and finance and accounting staff are actively taking steps to modify key systems and processes to assure Austin Energy's capability to participate fully in the ERCOT nodal market on schedule.

Federal Rate Regulation

Austin Energy is not subject to Federal regulation in the establishment of rates, the issuance of securities or the operation, maintenance or expansion of Austin Energy under current Federal statutes and regulations. Austin Energy submits various reports to FERC and voluntarily utilizes the FERC System of Accounts in maintaining its books of accounts and records. On April 24, 1996, the FERC issued a Final Rule (the "Final Rule") proposing significant changes regarding transmission service performed by electric utilities subject to the FERC's jurisdiction under sections 205 and 206 of the Federal Power Act. Among other things, the FERC requires utilities to submit open-access, mandatory transmission tariffs. The goal of the Final Rule, according to the FERC, is to deny to an owner of transmission facilities any unfair advantage over its competitors that exists by virtue of such owner's control of its transmission system.

On December 20, 1999, the FERC issued "Order No. 2000" (the "Order") related to the formation of voluntary Regional Transmission Organizations ("RTOs"). The Order required all utilities subject to the FERC's authority under sections 205 (Rates and Charges; Schedules; Suspension of New Rates) and 206 (Fixing Rates and Charges; Determination of Cost of Production or Transportation) of the Federal Power Act to file by October 2000 a proposal to participate in an RTO or an alternative describing plans to participate in an RTO. The essential characteristics of an RTO are its independence from individual market participants, a regional scope, operational authority of transmission

facilities under the RTO's control, and authority over short-term system reliability. The essential functions of an RTO are tariff administration, congestion management, parallel path flow, administering ancillary services, operating Open Access Scheduling Information System ("OASIS"), market monitoring, planning and expansion, and interregional coordination.

Austin Energy is not subject to the FERC's jurisdiction under sections 205 and 206 of the Federal Power Act. Nevertheless, Austin Energy participates in a stakeholder organization established under Texas law that is similar to the RTOs envisioned in the Order and which predates the Order by several years. Since 1995, the PURA has required open access to the transmission network in ERCOT under comparable terms and conditions for all users of the transmission network. ERCOT is a stakeholder organization that includes stakeholders from all segments of the Texas electric market. The ISO formed by ERCOT in 1996 and mandated by State law in 1999 carries out many of the functions of the RTO discussed in the Order. ERCOT is responsible for the management and oversight of the day-to-day operations of the transmission network. Under PURA, the PUCT has specific responsibilities to oversee ERCOT operations and market participant compliance with ERCOT Protocols.

Under the Energy Policy Act of 2005, municipal entities are now subject to certain FERC authority on reliability. Specific reliability requirements rules have been developed by the FERC. On July 20, 2006, the FERC certified the North American Electric Reliability Council ("NERC") as the nation's Electric Reliability Organization ("ERO"), which will be responsible for developing and enforcing mandatory electric reliability standards under the FERC's oversight. On April 19, 2007, FERC approved the Delegation Agreement between the NERC and ERCOT, which will govern the responsibilities of ERCOT as the Regional Entity responsible for overseeing the NERC reliability standards in the ERCOT region. On June 4, 2007, FERC approved an initial set of 83 NERC reliability standards that apply to entities operating in the ERCOT region. An additional eight Critical Infrastructure Project standards as well as other reliability standards approved by NERC are awaiting formal approval from the FERC. Austin Energy has established compliance programs in its Energy Markets; transmission systems planning, operations and reliability; and Information Technology and Telecommunications units to examine the requirements for compliance with the new standards and to evaluate and implement any needed changes to systems and procedures.

Environmental Regulation General

Austin Energy's Environmental Policy commits that Austin Energy shall maintain its status as a leader in environmental stewardship and continually improve its environmental performance. Austin Energy's operations are subject to environmental regulation by Federal, State and local authorities. Austin Energy has processes in place for assuring compliance with applicable environmental regulations. Austin Energy's Environmental Care and Protection section consists of a staff of educated and trained environmental compliance professionals who are responsible for establishing and maintaining compliance programs throughout the utility. The Environmental Care and Protection section interprets existing Federal, State and local regulations and routinely track changes to regulations, which affect Austin Energy processes. Austin Energy has prepared documentation which details roles and responsibilities for environmental compliance throughout the organization. The Environmental Care and Protection section staff and facility personnel monitor conformance with the environmental requirements and report deficiencies to facility management. Environmental Services is also responsible for conducting environmental training for the organization.

Environmental Regulation Related to Air Emissions

Congress enacted the Clean Air Act Amendments of 1990, which included permitting requirements for power production facilities. All of Austin Energy's large generating units have been issued Federal Operating Permits and Federal Acid Rain Permits for the individual units by the Texas Commission on Environmental Quality ("TCEQ") and the United States Environmental Protection Agency ("USEPA").

In 1999, as part of SB 7, defined above, the Texas Legislature imposed new environmental regulations on power plants constructed prior to 1971 (30 Texas Administration Code ("TAC") 116, Electric Generating Facility Permits, and 30 TAC 101.330, Emissions Banking and Trading of Allowances). All of Austin Energy's then operational units were "grandfathered" from State permitting requirements at the time of the passage of the Texas Clear Air Act in 1971. The SB 7 permitting program instituted a "cap and trade" program for NOx emissions. "Grandfathered" units were allocated allowances of NOx based on an emission rate of 0.14 lbs. of NOx per mMBtu times the 1997 heat input to the unit. Austin Energy's SB 7 permitted units must have enough SB 7 emission allowances available to cover the actual emissions from these units on a yearly basis. If the total NOx emissions from these plants exceed the total system

allocation, Austin Energy must purchase the additional allowances needed to cover its emissions. The emission-trading program will also allow Austin Energy to sell in the open market emission allowances derived from excess NOx reductions. Since the NOx emission rate from the Decker Unit 2 is considered very low compared to similar units, this unit was voluntarily included in this same permitting program. By making this voluntary move, Austin Energy significantly reduced the costs of complying with this program. A total of 1,741 tons of NOx were allocated to the "grandfathered" units and Decker Unit 2.

In addition to the NOx reductions made to comply with SB 7, Austin Energy has made voluntary commitments to cap the emissions of NOx from Decker, Holly Street, now closed, and the new units at the Sand Hill Energy Center to a total of 1,500 tons per year. This commitment was made in order to assist with the Early Action Compact or EAC made between the governmental bodies of the Austin Area and USEPA. Austin Energy's total NOx emissions were 1,232 tons for the latest compliance reporting year ending May 2005. This total was approximately 1,000 tons for the compliance year ending in May 2006.

The TCEQ has also implemented further NOx reduction rules under 30 TAC 117. The TCEQ now requires that coal-fired units that were placed into service prior to December 31, 1995 and located in the east side of Texas (east of I-35) have a yearly average NOx emission rate of 0.165 lb/mmBtu or less. This rule also requires that gas-fired boilers and gas turbines in this same geographic region that were placed into service prior to December 31, 1995 (i.e., all of Austin Energy's currently operational Decker and Holly Street units) have a yearly average NOx emission rate of 0.14 lb/mmBtu or less. Modifications made to the Decker and Holly Street units resulted in an average emission rate of 0.096 lb/mmBtu for 2005. Modifications have been made to the Fayette Power Project Units 1 & 2 (which Austin Energy co-owns with the LCRA) and current emission rates are averaging approximately 0.10 lb/mmBtu. All of the Holly Street and Decker units will be in compliance with their emission limits. The Decker gas turbine units fall under an exemption from this rule due to their limited run times.

Austin Energy and the co-owner, LCRA are now in the process of installing scrubbers for Fayette Power Project Units 1 & 2. These scrubbers will reduce the emissions of SO2 from these units by at least 95%. These scrubbers should also reduce the emissions of mercury from these units as well.

Austin Energy has joined the California Climate Action Registry which requires Austin Energy to measure green house gases from its point and non-point sources. The emissions will be reported each year and will be certified by a third party auditor.

Environmental Regulation Water

Wastewater discharges are regulated pursuant to the Clean Water Act National Pollution Discharge Elimination System ("NPDES"). Stormwater run-off is similarly regulated. The USEPA has granted the TCEQ authority to implement these programs in Texas as the Texas Pollution Discharge Elimination System ("TPDES"). Austin Energy's larger power generation facilities, Decker, Holly Street and Sand Hill Energy Center, have TPDES and Stormwater Permits, which require monitoring and limitations of discharges. USEPA has also finalized regulations for cooling water intake structures on existing facilities. These regulations will affect Decker and Sand Hill Energy Center. Austin Energy will conduct studies over the next several years to determine the most cost effective methods for compliance with these new regulations.

Austin Energy maintains plans for preventing and responding to spills of oil and hazardous materials at its power plants and substations as required by the Clean Water Act Spill Prevention Control and Countermeasure and Facility Response Plan requirements. Austin Energy's spill response team responds to spills in less than one hour from the time the spills are reported.

Environmental Other

Since 2001, Austin Energy has funded a program for removing distribution electrical equipment at risk for having polychlorinated biphenyls ("PCBs") from its service area beyond what is ordinarily removed due to equipment failures or line improvements. Austin Energy crews inspect and test overhead transformers and remove equipment at risk for having PCBs. Austin Energy has increased the inspections of its underground distribution system and is replacing rusted pad-mounted transformers that pose a risk for spills. Furthermore, substation equipment and soils are routinely tested prior to construction activities in the event that there is contamination from historical activities. Austin Energy has

completed the decommissioning and remediation of the Seaholm Power Plant ("Seaholm"), and has been recognized by USEPA that Seaholm will be the first facility in the nation to receive a certificate of Ready for Reuse under the Toxic Substance Control Act related to PCBs. This certification is given to contaminated industrial facilities that have been cleaned and made available for public use. Additionally, Austin Energy has been selected by the TCEQ to receive its annual Environmental Excellence Award for Innovative Technology in the methods employed for the remediation activities performed during the decommissioning.

Austin Energy will continue to make the necessary changes to assure future compliance with the evolving regulatory requirements. Non-compliance with environmental standards or deadlines could result in reduced operating levels. Further compliance with environmental standards or deadlines could increase capital and operating costs.

Nuclear Regulation

Nuclear generation facilities are subject to regulation by the Nuclear Regulatory Commission ("NRC") and are required to obtain liability insurance and a United States Government indemnity agreement in order for the NRC to issue operating licenses. This primary insurance and the retrospective assessment discussed below are to insure against the maximum liability under the Price-Anderson Act for any public claims arising from a nuclear incident which occurs at any of the licensed nuclear reactors located in the United States.

STP is protected by provisions of the Price-Anderson Act, a comprehensive statutory arrangement providing limitations on nuclear liability and governmental indemnities even though the statutory protections for many non-commercial reactors. The Price-Anderson Act originally expired on August 1, 2002, but was renewed on August 8, 2005 as part of the National Energy Legislation. The new Price-Anderson Act expires on December 31, 2025. The limit of liability under the Price-Anderson Act for licensees of nuclear power plants remains at \$10.76 billion per unit per incident. The maximum amount that each licensee may be assessed following a nuclear incident at any insured facility is \$100.59 million per unit, subject to adjustment for inflation, for the number of operating nuclear units and for each licensed reactor, payable at \$15 million per year per reactor for each nuclear incident. The City and each of the other participants of STP are subject to such assessments, which will be borne on the basis of their respective ownership interests in STP. For purposes of the assessments, STP has two licensed reactors. The participants have purchased the maximum limits of nuclear liability insurance, as required by law, and have executed indemnification agreements with the NRC, in accordance with the financial protection requirements of the Price-Anderson Act.

A Master Worker Nuclear Liability policy, with a maximum limit of \$300 million for the nuclear industry as a whole, provides protection from nuclear-related claims of workers employed in the nuclear industry after January 1, 1988 who do not use the workers' compensation system as sole remedy and bring suit against another party.

NRC regulations require licensees of nuclear power plants to obtain on-site property damage insurance in a minimum amount of \$1.06 billion. NRC regulations also require that the proceeds from this insurance be used first to ensure that the licensed reactor is in a safe and stable condition so as to prevent any significant risk to the public health or safety, and then to complete any decontamination operations that may be ordered by the NRC. Any funds remaining would then be available for covering direct losses to property.

The owners of STP currently maintain \$2.75 billion of nuclear property insurance, which is above the legally required amount of \$1.06 billion, but is less than the total amount available for such losses. The \$2.75 billion of nuclear property insurance consists of \$500 million in primary property damage insurance and \$2.25 billion of excess property damage insurance, both subject to a retrospective assessment being paid by all members of Nuclear Electric Insurance Limited ("NEIL"). In the event that property losses as a result of an accident at any nuclear plant insured by NEIL exceed the accumulated fund available to NEIL, a retrospective assessment could occur. The maximum aggregate assessment under current policies for both primary and excess property damage insurance is \$26.8 million during any one-policy year.

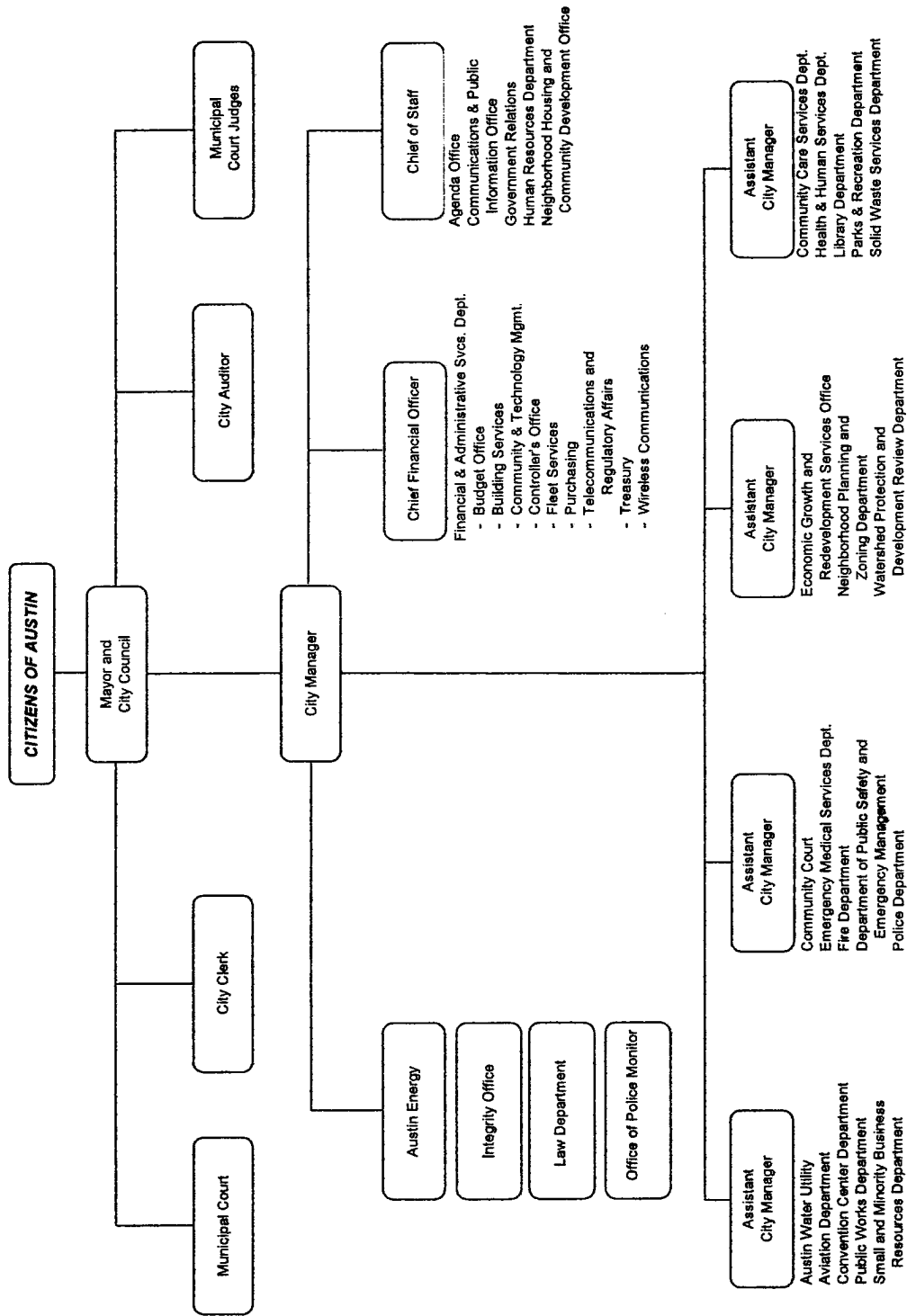
Finally, the NRC maintains its regulations setting forth minimum amounts required to demonstrate reasonable financial assurance of funds for decommissioning of nuclear reactors. Beginning in 1990, each Holder of an operating license was required to submit to the NRC a report indicating how reasonable assurance would be provided. The City provided the required report to the NRC which was based on the minimum amount for decommissioning as required by the NRC regulations of \$105 million per unit (January 1986 dollars). This minimum is required to be adjusted annually in accordance with the adjustment factor formula set forth in the regulations. The report provided by the City based

reasonable assurance on the minimum amount (January 1986 dollars) as adjusted by the adjustment factor formula set forth in the regulations. The City has established an external irrevocable trust for decommissioning with JPMorgan Chase Bank, N.A. The City has been collecting for decommissioning through its rates since Fiscal Year 1989. The decommissioning market value at December 31, 2007 was \$133.5 million. For Fiscal Year 2008, Austin Energy estimates that it will continue to collect approximately \$5 million for decommissioning expense. In current dollars (at August 31, 2006), the minimum amount for decommissioning is \$342.4 million per unit. See "INVESTMENTS – Legal Investments".

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CITY OF AUSTIN, TEXAS

Organization Chart



THE CITY

Administration

Incorporated in 1839, the City operates under a Council-Manager form of government under its home rule charter. The City Council is comprised of a Mayor and six council members elected at-large for three year staggered terms.

By charter, the City Council appoints a City Manager for an indefinite term who acts as the chief administrative and executive officer of the City. The duties include, among others, the supervision of all City departments, the preparation and administration of an annual budget and the preparation of a report on the finances and administrative activities of the City. Toby Hammett Futrell was appointed City Manager on May 1, 2002.

City Manager – Toby Hammett Futrell

Ms. Futrell received her Masters of Business Administration from Southwest Texas State University and a Bachelor of Liberal Studies from St. Edward's University. Her career with the City of Austin organization spans more than 25 years and started with an entry-level position in the Health and Human Services Department. In 1996, Ms. Futrell was appointed Assistant City Manager and assumed the position of Deputy City Manager in February 2000, prior to becoming City Manager. Ms. Futrell has announced her intention to retire and leave the position of City Manager in May 2008. The City has hired Arcus, a company in Harrisburg, Pennsylvania, to assist with a nationwide search for a new City Manager. Arcus conducted a nationwide search and as a result seven candidates were identified and interviewed by the City Council. On January 17, 2008, the City Council announced that Marc Ott, former Assistant City Manager in Fort Worth, Texas, was appointed as the City Manager, and assumes the duties of City Manager on February 19, 2008.

Chief Financial Officer – Leslie Browder, CPA

Ms. Browder received her B.B.A. in Accounting from The University of Texas at Austin. Her career with the City spans more than 15 years. Ms. Browder assumed the position of Chief Financial Officer in September 2007. Prior to her appointment as Chief Financial Officer, she served as the City's Deputy Chief Financial Officer. During her tenure at the City of Austin, she has also served in other financial capacities, including the Chief Financial Officer for the airport. Ms. Browder has also been employed in Chief Financial Officer roles for Austin's public transportation authority, San Diego County's public pension system and the City of Encinitas, California.

Services Provided by the City

The City's major activities include police and fire protection, emergency medical services, parks and libraries, public health and social services, planning and zoning, general administrative services, solid waste disposal, and maintenance of bridges, streets and storm drains. The City owns and operates several major enterprises including an electric utility system, water and wastewater utility system, an airport and two public event facilities.

Employees

Municipal employees are prohibited from engaging in strikes and collective bargaining under State law. An exception allows fire and police employees to engage in collective bargaining (but not the right to strike) after a favorable vote of the electorate. The voters have not approved collective bargaining for either firemen or policemen. Approximately 15% of the City's employees are members of the American Federation of State, County and Municipal Employees, 8% are members of the American Police Association and 7% are members of the International Association of Fire Fighters.

The City does not have automatic escalators in payroll or in its retirement systems. The retirement systems may grant cost-of-living increases up to 6% for the municipal employees and 6% for police officers and a percentage based on the amount of increase in the Consumer Price Index for the firemen only if recommended by the independent actuary and approved by the retirement boards.

Annexation Program

The City annexes territory on a regular basis. Chapter 43 of the Texas Local Government Code regulates annexation of territory by the City. Prior to annexing territory, the City must develop a service plan describing the municipal services - police and fire protection, sanitation, provision and maintenance of public facilities such as water and wastewater facilities, roads, streets, and parks - to be provided to the annexed area. Generally, those services may not be at a lower level of service than provided in other areas of the City with similar characteristics. The City is not obligated to provide a uniform level of service to all areas of the city where differing characteristics of population, topography, and land use provide a sufficient basis for different service levels.

Under current Texas law, there are basically two processes for the annexation of territory into a city. The three-year Municipal Annexation Plan ("MAP") process applies generally to populated annexation areas, i.e. those that include 100 or more properties with a house on each lot. Unpopulated areas, areas that are annexed by consent, and areas that meet certain other criteria follow the "exempt area process". The processes involve staff review, development of a service plan (or regulatory plan for a limited purpose annexation), property owner notification, publication of a newspaper notice, two public hearings, and ordinance approval. The MAP process also includes an inventory of existing services and a period in which, for this particular annexation, residents appointed by the County Commissioners negotiate with city staff on the service plan.

If the annexation service plan for an annexation area includes a schedule for the provision of full municipal services, the City has two and one-half years from the date of the annexation to substantially complete the capital improvements necessary to provide services to the area. However, if necessary, the City may propose a longer schedule. A wide range of services - police and fire protection, sanitation, and maintenance of public facilities such as water and wastewater facilities, roads, streets, and parks - must be provided immediately following annexation. Failure to provide municipal services in accordance with the service plan may provide grounds for a petition and court action for compliance with the service plan or for disannexation of the area, and may also result in a refund of taxes and fees collected for services not provided. Depending on the type of petition, a court may order the City to comply with the service plan or to disannex the area. The City may not reannex for ten years any area that was disannexed for failure to provide services.

Some of the areas which may be considered for annexation will include developed areas for which water, sewer, and drainage services are being provided by utility districts created for such purposes. Existing utility districts, as well as new districts that may be created from time to time, may issue bonds for their own improvements. Such bonds are generally payable from the receipts of ad valorem taxes imposed by the district and, in some cases, are further payable from any net revenues derived from the operation of its water and sanitary sewer systems. Texas law generally requires that if a city is annexing a district, the district must be annexed in its entirety. Upon annexation by a city, a district is dissolved and the city assumes the district's outstanding bonds and other obligations and levies and collects ad valorem taxes on taxable property within the corporate limits of the city ad valorem taxes sufficient to pay the principal of and interest on such assumed bonds.

The City also assumes liabilities when it annexes land in an Emergency Services District ("ESD") and that territory is disannexed from the ESD. This liability, however, is limited to assumption of a pro-rata share of debt and assumption of those facilities directly used to provide service to the area.

The City Charter and the State's annexation laws provide the City with the ability to undertake two types of annexation. "Full purpose" annexation, discussed above, annexes territory into the City for all purposes, including the assessment and collection of ad valorem taxes on taxable property. The second type of annexation is known as "limited purpose" annexation by which territory may be annexed for the limited purposes of "Planning and Zoning" and "Health and Safety." Territory so annexed is subject to ordinances achieving these purposes: chiefly, the City's zoning ordinance, building code, and related ordinances regulating land development. Taxes may not be imposed on property annexed for limited purposes; municipal services are not provided; and residents of the area are restricted to voting only in City elections for City Council and Charter amendments. The City believes that limited purpose annexation is a valuable growth management tool. Since 1999 the City has annexed over 10,200 acres of territory for limited purposes. Strategic Annexation Programs are developed annually. These programs prioritize areas to be considered for annexation, usually at the end of the calendar year, thereby minimizing the fiscal impact to the City due to annexation.

The following table sets forth (in acres) the annual results of the City's annexations since 1997.

<u>Calendar Year</u>	<u>Full Purpose Acres (1)</u>	<u>Limited Purpose Acres</u>
1997 (2)	15,083	0
1998	2,660	1,698
1999	90	588
2000	4,057	4,184
2001	3,908	15
2002	2,019	1,957
2003	3,253	0
2004	1,114	7,030
2005	1,914	1,234
2006	351	621
2007	2,466	1,266

(1) Includes acres converted from limited purpose to full purpose status.

(2) The 1997 annexation program included ten area municipal utility districts.

Legislative action required the City to convert the Harris Branch and Moore's Crossing MUDs from full purpose to limited purpose status in 1995. In 1998, the full purpose reannexation of the Harris Branch MUDs is reflected in the table above.

Recent Annexation

The Year 2007 saw the conversion of Watersedge, Ribelin Ranch, and approximately one-half of Goodnight Ranch from limited purposes to full purposes. In addition, the final remaining portions of Avery Ranch, annexed for limited purposes in 2000, were converted to full purposes. Several planned residential subdivisions in the ETJ were annexed. In total, 2,466 full purpose acres and \$22 million in taxable property value were annexed in 2007.

The Pearce Lane/Ross Road area, located in southeast Travis County, was converted to full purpose annexation status in December 2006. This annexation area was added to the City of Austin's MAP in 2003 and includes two Del Valle Independent School District sites. Approximately \$83 million in taxable assessed value ("TAV") and over 2,500 residents were added to the City. Sunfield Municipal Utility District No. 2 includes 575 acres southeast of Austin and was annexed for limited purposes in 2006.

In 2005, full purpose annexation of the Springfield and Walnut Creek MAP areas added over \$123 million in taxable assessed value ("TAV") and 375 acres to the City of Austin. Nearly all the remaining Avery Ranch subdivision areas in Williamson County were converted from limited to full purpose annexation status in 2005. A total of 1,914 full purpose acres and over \$140 million in TAV were annexed in 2005. Limited purpose areas annexed included Goodnight Ranch, Watersedge and the Woods at Greenshores.

Approximately \$50 million in TAV was annexed for full purposes in 2004. Over 6,000 acres northwest of the City, known as the Robinson Ranch area, and the 748 acre Ribelin Ranch area, were annexed for limited purposes in June 2004. The Onion Creek area, annexed for full purposes in 2003, added over 1,200 acres, 3,000 residents and \$190 million in TAV to the City. Total estimated TAV annexed in 2003 equaled over \$375 million.

Approximately \$37 million in TAV and over 2,100 new residents were added to the City as a result of the 2002 annexation of the Canterbury Trails subdivision in southwest Austin. Other 2002 annexations included right-of-way tracts, additional tracts in the Avery Ranch subdivision, and other undeveloped tracts. The Wildhorse Area near Decker Lake was annexed for limited purposes in February 2002.

Future Annexation

In the next few years a number of areas previously annexed for limited purposes will be converted to full purpose status. MUD's covered by strategic partnership agreements ("SPAs") are planned to be annexed as well as areas included in the City's MAP. The most significant of the identified future annexation areas are shown below:

- Grand Avenue Parkway – full purpose annexation of commercial frontage along IH 35 is scheduled for February 2008;
- Anderson Mill MUD– annexation of northwest Austin area is scheduled December 2008 per terms of the amended SPA;
- Commercial area adjacent to Anderson Mill MUD located at the intersection of RM 620 and Anderson Mill Road
- Lost Creek MUD– west Austin area was included in 2005 MAP. Annexation, originally scheduled for December 2008, is expected to be postponed. After mediation and arbitration over the terms of a SPA, the MUD voted to appeal the arbitrator's August 2007 ruling which upheld the City's proposal for a SPA with a two-phased annexation;
- North Acres area – northeast Austin area was included in 2005 MAP with full purpose annexation scheduled for December 2008;
- Peninsula area – properties near Lake Austin were included in 2005 MAP with full purpose annexation scheduled for December 2008;
- Wildhorse – remaining, unplatted portions will be annexed for full purposes in December 2009 as provided in the limited purpose regulatory plan;
- Springwoods MUD – annexation was postponed until December 2010 per terms of the amended SPA (includes assumption of debt for drainage improvements and completion/maintenance of drainage projects); and
- Springwoods Non-MUD area – northwest Austin area added to the MAP in 2007 with full purpose annexation scheduled for December 2010.

Pension Plans

There are three contributory defined benefit retirement plans for the Municipal, Fire, and Police employees. State law requires the City to make contributions to the funds in an amount at least equal to the contribution of the employee group.

The Police Officers contribute 13.0% and the City contributes 18% of payroll. The Municipal employees and the City each contribute 8.0%. The Firefighters (who are not members of the Social Security System) contribute 15.7% of payroll, the City contributes 18.05%.

The contributions to the pension funds are designed to fund current service costs and to amortize the unfunded actuarial accrued liability of the Police Officer's Fund over 29.7 years and the Firefighter's Fund over 115.9 years.

The actuarial accrued liability for the Municipal Employees Fund as of December 31, 2006, was \$1,974,010,618. The actuarial accrued liability for the Police Officers' Fund as of December 31, 2006, was \$576,125,324. The actuarial accrued liability for the Firefighters' Pension Fund as of December 31, 2006, was \$580,053,954. Actuarial studies were performed for the Municipal Employees Fund and the Police Officer's Fund as of December 31, 2006 and for the Firefighter's Pension Fund as of December 31, 2005.

As reported in the actuarial valuation of the Municipal Employees Fund prepared for the period ending December 31, 2006, due to significant asset losses that occurred in 2000-2002, current contributions to the Municipal Employees Fund are not sufficient to amortize the unfunded liability of the fund. Accordingly, as of December 31, 2005, the Municipal Employees Fund had an infinite funding period and, in the absence of significant actuarial gains, then current contribution rates were not sufficient to support the current benefit structure of the Municipal Employees Fund. However, in 2005 the City implemented a Supplemental Funding Plan which is expected to gradually increase the City's contribution rate to the Municipal Employees Fund to 12.0%. The additional contribution provided pursuant to the SFP is intended to remain in place until the funding period of the Municipal Employees Fund is reduced to below 30 years. Once this occurs the City, at its discretion, may reduce the additional contribution rate provided pursuant to the SFP to a rate that produces a 30-year funding period. Based on current projections and in the absence of significant actuarial losses, the City expects the SFP to enable the Municipal Employees Fund to reduce its funding period to 30 years by the time of the valuation for the period ending December 31, 2014.

See Note 8 to the City's Financial Statements for additional information on the Pension Plans.

Other Post-Employment Benefits

In addition to providing pension benefits, the City provides certain health care and insurance benefits to its retirees. Any retiree who is eligible to receive retirement benefits under any of the City's three pension plans is eligible for these benefits. Post retirement benefits include health, dental, and \$1,000 of life insurance. The City pays a portion of the retiree's medical insurance premiums and a portion of the retiree's dependents' medical insurance premium. The portion paid by the City varies according to age, coverage selection and years of service. The City pays the entire cost of the premium for life insurance for the retiree.

The City recognizes the cost of providing these benefits as payroll expenses/expenditures in an operating fund with corresponding revenue in the Employee Benefits Fund. The estimated cost of providing these benefits for 2,682 retirees was \$15.5 million in 2006 and \$13.3 million in 2005 for 2,554 retirees.

GASB released the Statement of General Accounting Standards No. 45 ("GASB 45"), Accounting by Employers for Other Post-employment Benefits ("OPEB"), in June 2004. The City will be required to implement GASB 45, for the fiscal year beginning October 1, 2007. GASB 45 sets forth standards for the measurement, recognition, and display of post-employment benefits, other than pensions, such as health and life insurance for current and future retirees. Those subject to this pronouncement are required to: (i) measure the cost of benefits, and recognize other post-employment benefits expense, on the accrual basis of accounting over the working lifetime of the employees; (ii) provide information about the actuarial liabilities for promised benefits associated with past services and whether, or to what extent, the future costs of those benefits have been funded; and provide information useful in assessing potential demands on the employer's future cash flows. The employer's contributions to OPEB costs that are less than an actuarially determined Annual Required Contribution ("ARC") will result in a net OPEB cost, which under GASB 45 will be required to be recorded as a liability in the employer's financial statements. The ARC is the amount that must be provided each year to pay for the cost of future retirees and to amortize the initial OPEB liability over a period of 30 years. There are no requirements to fund the initial OPEB liability or to fund the ARC – they simply must be reported. The City is assessing the legal and accounting implications of GASB 45, if any, which will be applicable to its financial statements beginning with the financial statements for the Fiscal Year 2008.

To date, an actuarial valuation has been completed by an outside consultant regarding the City's OPEB obligations. The valuation estimates an OPEB liability in the range of \$556 million to \$1 billion, depending upon the City's ability to fund the ARC. There is still a lot of information the City will gather to determine its approach to implementing GASB 45. The City has been working with a task force consisting of employees and retirees to determine which elements of the retiree health care plan they value most highly. Using their input and information from other sources, the City has run alternate scenarios to assess the effect these would have on reducing the City's OPEB liability and related ARC. The City also plans to continue evaluating the delivery of its current health plans, as well as implementation of a Medicare Advantage program, to identify potential cost savings for the future. The City will also assess the strategies that other jurisdictions are planning in their implementation of GASB 45.

Insurance

The Liability Reserve Fund is the insurance fund of the City for settled claims, expenses, and reserves relating to fifth party liability claims for injury and property damage, including professional liability. The Liability Reserve Fund is used to pay for actual claims incurred and related expenses for settling these claims, for budgeted administrative costs for the fund's operations, and to estimate incurred, but not reported claims. The Liability Reserve Fund had accrued liabilities of approximately \$5.6 million for claims and damages at the end of fiscal year 2007. Employee injuries are covered by the Workers' Compensation Fund, and health claims are protected by the Employee Benefits Fund.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreement for the benefit of the respective holders and beneficial owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information vendors. This information will be available to securities brokers and others who subscribe to receive the information from the vendors.

Annual Reports – The City will provide certain updated financial information and operating data to certain information vendors annually. The information to be updated includes all the quantitative financial information and operating data with respect to the City of the general type included (i) in the portions of the financial statements of the City appended to the Official Statement as APPENDIX B, but for the most recently concluded fiscal year end and (ii) in the main text of the Official Statement under the subcaptions: “Tax Valuation” with respect to the appraised value as of January 1 during the fiscal year as to which such annual report relates, “Valuation and Funded Debt History,” “Tax Rates, Levy and Collection History,” “Ten Largest Taxpayers,” “Property Tax Rate Distribution,” “Current Investments,” “General Fund Revenues and Expenditures and Changes in Fund Balance,” “Municipal Sales Tax,” and “Transfers From Utility Funds”. The City will update and provide this information as of the end of such fiscal year or for the twelve month period then ended within six months after the end of each fiscal year ending in or after 2008 unless otherwise noted above. The City will provide the update information to each nationally recognized municipal securities information repository (“NRMSIR”) and to any state information depository (“SID”) that is designated by the State of Texas and approved by the United States Securities and Exchange Commission (the “SEC”). The Municipal Advisory Council of Texas (the “MAC”) has been designated as the SID for the State of Texas

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the “Rule”). The updated information will include audited financial statements, if the City commissions an audit and it is completed by the required time. If audited financial statements are not provided by that time, the City will provide unaudited financial statements by that time and will provide audited financial statements when and if they become available. Any such financial statements will be prepared in accordance with the accounting principles described in APPENDIX B or such other accounting principles as the City may be required to employ from time to time pursuant to State law or regulation.

The City’s current fiscal year is October 1 to September 30. Accordingly, it must provide updated information by March 31 in each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify each NRMSIR and any SID of the change.

Material Event Notice – The City will also provide timely notices of certain events relating to the Bonds to certain information vendors. The City will provide notice of any of the following events with respect to the Bonds, if such event is material within the meaning of the federal securities laws: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of holders of the Bonds; (8) Bond calls; (9) defeasance; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes with respect to the Bonds. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement described above under “Annual Reports”. The City will provide each notice described in this paragraph to any SID and to either each NRMSIR or the Municipal Securities Rulemaking Board (“MSRB”). The foregoing notwithstanding, notices may be made solely by transmitting such filing to the MAC as provided at <http://www.disclosureusa.org>, unless the SEC has withdrawn the interpretative advice stated in its letter to the MAC dated September 7, 2004.

Availability of Information from NRMSIRs and SID – The City has agreed to provide the foregoing information to NRMSIRs and any SID only. The information will be available to holders of Bonds only if the holders comply with the procedures and pay the charges established by such information vendors or obtain the information through securities brokers who do so.

The MAC has been designated by the State of Texas as a SID. The address of the MAC is 600 West 8th Street, P.O. Box 2177, Austin, Texas 78768-2177, and its telephone number is (512) 476-6947.

Limitations and Amendments – The City has agreed to update information and to provide notices of material events only as described above. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from

any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, if the agreement, as amended, would have permitted an underwriter to purchase or sell the Bonds in the offering described herein in compliance with the Rule and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. If the City amends its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of information and data will be provided.

Compliance with Prior Undertakings – During the last five (5) years, the City has complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule. The City did not receive the Comprehensive Audited Financial Report for the fiscal year ended September 30, 2006 (the "CAFR") from its auditors until October 23, 2007. As a result of not receiving the CAFR within 180 days of the end of the City's 2006 Fiscal Year, the City filed unaudited financial statements with the NRMSIRs and the SID, in accordance with its continuing disclosure agreements. On October 24, 2007, the City filed the CAFR with the NRMSIRs and the SID.

TAX MATTERS

Opinion

On the date of initial delivery of the Bonds, McCall, Parkhurst & Horton L.L.P., Bond Counsel, will render their opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date hereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds", the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See APPENDIX C - Form of Bond Counsel's Opinion.

In rendering its opinion, Bond Counsel will rely upon (a) certain information and representations of the City, including information and representations contained in the City's federal tax certificate, (b) the report issued by The Arbitrage Group, Inc. (see "OTHER RELEVANT INFORMATION – Verification of Arithmetical and Mathematical Calculations"), and (c) covenants of the City contained in the documents authorizing the Bonds relating to certain matters, including arbitrage and the use of the proceeds of the Bonds and the property financed or refinanced therewith. Although it is expected that the Bonds will qualify as tax-exempt obligations for federal income tax purposes as of the date of issuance, the tax-exempt status of any series of the Bonds could be affected by future events. However, future events beyond the control of the City, as well as the failure to observe the aforementioned representations or covenants, could cause the interest on any series of the Bonds to become taxable retroactively to the date of issuance.

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

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

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

Federal Income Tax Accounting Treatment of Original Issue Discount

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

Under Existing Law, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (as defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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

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

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

Collateral Federal Income Tax Consequences

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

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch

profits tax and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

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

Interest on the Bonds will be includable as an adjustment for "adjusted current earnings" to calculate the alternative minimum tax imposed on corporations by section 55 of the Code. Section 55 of the Code imposes a tax equal to 20 percent for corporations, or 26 percent for noncorporate taxpayers (28 percent for taxable income exceeding \$175,000), of the taxpayer's "alternative minimum taxable income," if the amount of such alternative minimum tax is greater than the taxpayer's regular income tax for the taxable year.

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

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

State, Local and Foreign Taxes

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

OTHER RELEVANT INFORMATION

Ratings

The Bonds have received ratings of "AAA" by Standard & Poor's Rating Services, a division of The McGraw-Hill Companies ("S&P"), "AA+" by Fitch Ratings, Inc. ("Fitch") and "Aa1" by Moody's Investors Service, Inc. ("Moody's"). The presently outstanding tax supported debt of the City is rated "AAA" by S&P, "AA+" by Fitch and "Aa1" by Moody's. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating companies, if in the judgment of one or all such companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings, or by any one of them, may have an adverse effect on the market price of the Bonds. The City will undertake no responsibility to notify the owners of the Bonds of any such revisions or withdrawal of ratings.

Litigation

It is the opinion of the City Attorney and City Staff that there is no pending litigation against the City that would have a material adverse financial impact upon the City or its operations.

Registration and Qualification

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

Legal Investments and Eligibility to Secure Public Funds in Texas

Under the Texas Public Security Procedures Act (Texas Government Code, Chapter 1201), the Bonds are (i) negotiable instruments, (ii) investment securities to which Chapter 8 of the Texas Uniform Commercial Code applies, and (iii) legal and authorized investments for (A) an insurance company, (B) a fiduciary or trustee, or (C) a sinking fund of a municipality or other political subdivision or public agency of the State of Texas. The Bonds are eligible to secure deposits of any public funds of the State, its agencies and political subdivisions, and are legal security for those deposits to the extent of their market value. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the PFA, the Bonds may have to be assigned a rating of "A" or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with at least \$1 million of capital and savings and loan associations.

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

Legal Opinions and No-Litigation Certificate

The City will furnish a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the approving legal opinions of the Attorney General of the State of Texas to the effect that the Bonds are valid and binding obligations of the City, and based upon examination of such transcripts of proceedings, the approving legal opinion of Bond Counsel to the effect that the Bonds issued in compliance with the provisions of the Ordinance are valid and legally binding obligations of the City and the interest on such Bonds is exempt from federal income taxation under Existing Law (see "TAX MATTERS"). Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the statements and information in the Official Statement under the captions "PLAN OF FINANCING – Refunded Obligations," "BOND INFORMATION" (except for the subcaption "Book-Entry-Only System"), "CONTINUING DISCLOSURE OF INFORMATION" (except for the subcaption "Compliance with Prior Undertakings") "TAX MATTERS," "OTHER RELEVANT INFORMATION - Registration and Qualification of Bonds," "OTHER RELEVANT INFORMATION - Legal Investments and Eligibility to Secure Public Funds in Texas" and "OTHER RELEVANT INFORMATION – Legal Opinions and No-Litigation Certificate" and is of the opinion that the statements and information relating to the Bonds and the Ordinance contained therein fairly and accurately describe the provisions thereof and is correct as to matters of law. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds. The legal opinion will be printed on or attached to the definitive Bonds. Certain legal matters will be passed upon for the Underwriters by Vinson & Elkins L.L.P. In connection with the transactions described in this Official Statement, Bond Counsel represents only the City.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction

opined upon, or of the future performance of the parties to the transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Financial Advisor

The PFM Group ("PFM"), Austin, Texas is employed as Financial Advisor to the City in connection with the issuance, sale and delivery of the Bonds. The payment of the fee for services rendered by PFM with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. PFM, in its capacity as Financial Advisor, has not verified and does not assume any responsibility for the information, covenants and representations contained in any of the bond documentation with respect to the federal income tax status of the Bonds.

Underwriting

The Underwriters have agreed, subject to certain customary conditions to delivery, to purchase the Bonds from the City at a purchase price of \$188,487,696.04 (which includes an underwriting discount of \$699,694.11). The Underwriters will be obligated to purchase all the Bonds if any Bonds are purchased. The Bonds may be offered and sold to certain dealers and others at prices lower than such public offering prices, and such public prices may be changed, from time to time, by the Underwriters. The representative of the Underwriters is Lehman Brothers.

Verification of Arithmetical and Mathematical Calculations

The Arbitrage Group, Inc. (the "Verification Agent"), a firm of independent certified public accountants, upon delivery of the Bonds, will deliver to the City its report indicating that they have examined the mathematical accuracy of computations prepared by PFM relating to (a) the sufficiency of the anticipated receipts from the Federal Securities and on the Bonds and (b) language regarding yields.

The report of the Verification Agent will include the statement that the scope of their engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to them and that they have no obligation to update their report because of events occurring, or data or information coming to their attention, subsequent to the date of their report. The report of the Verification Agent will be relied upon by Bond Counsel in rendering their opinion with respect to the exclusion of interest on the Bonds for federal income tax purposes and with respect to the defeasance of the Refunded Obligations.

Authenticity of Financial Data and Other Information

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

This Official Statement, and the execution and delivery of this Official Statement was authorized by the Ordinance adopted by the City Council on January 10, 2008.

/s/Will Wynn

Mayor

City of Austin, Texas

ATTEST:

/s/Shirley A. Gentry

City Clerk

City of Austin, Texas

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APPENDIX A

General Information Regarding the City

The following information has been presented for informational purposes only.

AUSTIN'S GOVERNMENT, ECONOMY AND OUTLOOK

The City of Austin, chartered in 1839, has a Council-Manager form of government with a Mayor and six Councilmembers. The Mayor and Councilmembers are elected at large for three-year staggered terms with a maximum of two consecutive terms. A petition signed by a minimum 5 percent of voters waives the term limit for a Councilmember. The City Manager, appointed by the City Council, is responsible to them for the management of all City employees and the administration of all City affairs.

Austin, the capital of Texas, is the fourth largest city in the State (behind Houston, Dallas, and San Antonio), with an estimated 2008 population of 740,645. Over the past ten years, Austin's population has increased by approximately 153,298 residents, an increase of 21.5 percent. Geographically, Austin consists of approximately 296 square miles. The current estimated median household income and per capita income for the Austin-Round Rock Metropolitan Statistical Area (MSA) is \$40,888 and \$35,413, respectively.

Austin is frequently recognized as a great place to live, work, and play, with one of the most recent commendations in Forbes Magazine, which listed Austin as one of its "top ten places for business" in 2005 and this year as a great place to retire. Austin was featured in Expansion Management magazine's list of "America's 50 hottest cities", citing factors that include business climate, workforce quality, operating costs, incentive programs, and the ease of working with local political and economic development officials. Expansion Management also named Austin the top metro for future business locations. Business Week ranked Austin fourth in the U.S. for projected job growth among metropolitan areas with at least 1 million residents and has forecasted 24.7 percent job growth from 2005 to 2015. SustainLane.com ranked Austin in the top five "smart places to live" based on its cost of living, housing market, access to quality health care and a strong economy. Men's Journal ranked Austin second among America's heart healthy cities, citing Mayor Will Wynn's efforts to make Austin the fittest city in the U.S. by 2010.

Austin has long attracted a variety of people and the reasons that draw people to the City are varied. The area has a natural beauty and a first-rate parks department that administers a number of public outdoor recreational facilities, including neighborhood parks, greenbelts, athletic fields, golf courses, tennis courts, a veloway for bicyclists and in-line skaters, miles of hike and bike trails and striped bike lanes, a youth entertainment complex, and swimming pools. The long awaited second phase of Town Lake Park and the Mexican American Cultural Center were completed during the summer of 2007.

Residents of Austin enjoy many outdoor events, including art, music, and food and wine festivals; races and bicycle rides; and the nightly flights of the world's largest urban bat colony. Indoor events vary from music to museums to ice hockey, art galleries, and include an opera facility and a wide variety of restaurants and clubs. Long recognized as the "live music capital of the world", Austin boasts more than 120 live music venues, and is home to the annual South by Southwest (SXSW) music, film and interactive festivals each spring, as well as the Austin City Limits Festival each fall. Pollstar named the Austin City Limits Festival "festival of the year" during its annual concert industry awards in 2006.

The educational opportunities in Austin have long drawn people to the city. Among U.S. cities with a population over 250,000, Austin is one of the most highly educated cities, with approximately 44.1 percent of adults twenty-five years or older, holding a bachelor's or advanced degree. With its seven institutions of higher learning and more than 119,202 students, education is a significant aspect of life in the Austin area. The University of Texas at Austin (UT), the largest public university in the nation, is known as a world-class center of education and research.

Since 1990, over 345,000 jobs were created in Austin. Following September 11, 2001, Austin and the Central Texas area faced a significant economic downturn, resulting in a significant number of job layoffs and high unemployment rates. Over the past few years, the Austin economy has sustained a robust growth trend, with low unemployment, a strong housing market, and business expansion throughout the area.

The average annual unemployment rate was 4.3 percent in 2005 and 3.2 percent in 2006. The statewide average unemployment rate for Texas was 5.3 percent in 2005 and 4.1 percent in 2006. Samsung Electronics Co., Ltd., the world's second largest chipmaker, announced in April 2006 that the company will invest \$3.5 billion in a new 300mm wafer fab and create nearly 900 new jobs in Austin. Samsung's announcement is the largest single investment by a foreign company in the United States. This is the first 300mm wafer fab in Central Texas with only six in existence or under construction in the United States. Hewlett-Packard has indicated plans to build two data centers in the Austin area and Advanced Micro Devices, a manufacturer of semiconductor chips, is building a new campus in southwest Austin. The City of Austin is also a corporate partner in Opportunity Austin, a five-year initiative of the Greater Austin Chamber of Commerce aimed at creating 72,000 jobs and a \$2.9 billion increase in payroll to the surrounding five-county area by the end of 2008. Since the inception of the program in 2004, the employment base has expanded by 51,000 jobs.

Sales tax revenue showed steady improvement in fiscal years 2004 and 2005, followed by significant growth in fiscal year 2006. Sales tax revenue grew an average of 6.6 percent in fiscal year 2004, 5.0 percent in fiscal year 2005, and 12.6 percent in fiscal year 2006, compared to prior years. Growth in revenue has continued each quarter since the fourth quarter of fiscal year 2003. The 2006 growth rate is the third highest among major Texas cities. As a sign of sustained improvement, initial sales tax revenue for the first four months of fiscal year 2007 grew 13.9 percent over fiscal year 2006.

Single-family residential building permits increased by approximately 3,219 permits from fiscal year 2005, representing an approximate 20.5 percent increase over the previous year. Assessed taxable property valuation within the City increased approximately \$2.6 billion, or 5.3 percent from the prior year. Property tax revenue increased by \$15.8 million or 7.2 percent compared to the previous year. Property taxes for 2006 and subsequent years may be negatively impacted by lawsuits filed against the appraisal district; the suits challenge the appraisal district's property valuations for many businesses. If the challenges are successful, they could result in decreased tax revenue in future years for the local taxing jurisdictions, including the City.

Total passenger traffic for the City's airport increased by 7.5 percent in calendar year 2006 compared to the previous year. Over 8.2 million passengers traveled through Austin-Bergstrom International Airport in 2006, both a milestone and a record year for the facility. In 2005, JetBlue Airways announced its plans to provide service to Central Texas, making Austin the only city in the state to offer air service by JetBlue. Beginning in January 2006, the discount airline began operating out of Austin, with nonstop service to New York's John F. Kennedy International Airport and Boston Logan International Airport. Aeromexico, Mexico's largest airline began offering the only international non-stop service from Austin with flights to Mexico City starting in December 2006, providing Central Texas access to all of Mexico's great destinations. Other positive indicators in 2006 included an increase of 24.9 percent in hotel occupancy taxes compared to fiscal year 2005 and an increase of 16.8 percent in vehicle rental taxes earned in fiscal year 2006.

Throughout the downturn in 2002 through 2005, City management implemented cost savings while maintaining a structurally balanced budget. Emphasis was placed on permanent reductions rather than one-time reductions that would have to be re-addressed in the future and revenue initiatives were implemented to bring fees more in line with cost of service and to adjust them for inflation. Other budgetary accomplishments include maintaining the effective tax rate during the downturn, ensuring that no public facilities closed, maintaining utility transfer rates in conformity with the City's financial policies, and placing no reliance on "one-time" funds to be utilized as revenue funding sources. In fiscal year 2006, City staff continued the policy of presenting a budget to the City Council that is both sound and balanced, and also began strategically reinvesting in the City's workforce and rebuilding the services provided to the community.

Economic indicators indicate that the conditions are good for the continuing economic growth in Austin and surrounding areas. The revenue recovery that began in 2005 has continued unabated in 2006 and was reflected in the projections developed for the fiscal year 2007 budget, which was adopted by the City Council in September 2006. For the future, Austin's strengths continue to be the ones that led to growth in the past: a highly capable workforce, innovation and entrepreneurship, the presence of a world-class research university and several other institutions of higher learning, strong community assets and a superior quality of life.

MAJOR INITIATIVES AND ACHIEVEMENTS

The City has a number of significant initiatives underway or recently completed, as described below. These initiatives should have a positive effect on the City's economic health and services to residents and businesses.

General Obligation Bond Election

A successful general obligation bond election on November 7, 2006, was the culmination of a long journey and much hard work that began in 2005 when staff presented a comprehensive analysis of the City's debt capacity and infrastructure needs to the City Council. The November election date gave Austinites a chance to decide the fate of seven bond propositions aimed at providing quality public services and responding to Central Texas' growth. They responded overwhelmingly in support of \$567.4 million in funding for projects that include transportation, drainage and water quality protection, parks facilities and parkland, community and cultural facilities, affordable housing, a new central library, and public safety facilities.

This past year, staff worked hard to support Council's appointed Bond Election Advisory Committee (BEAC) to review and make recommendations on proposed bond projects. The BEAC presented its recommendations in February 2006. In May, two public hearings provided an opportunity for the City Council to receive feedback about the upcoming Bond Election. Councilmembers used the BEAC recommendations, staff briefings, and public input to determine the bond program that voters would be asked to consider in November.

The November bond election marked the largest general obligation bond election in the City's history, yet Moody's Investor Services noted that the City continues to maintain a manageable debt position. Moody's announced in August 2006 that the City of Austin's general obligation bond rating has been upgraded from an Aa2 rating to an Aa1 rating. In upgrading Austin's bond rating, Moody's indicated confidence that the City has the financial capacity to carry out the \$567.4 million bond program and stated it "believes additional debt can be layered in without significant upward pressure on the debt position." Moody's acknowledged that the City has an "aggressive capital plan." Moody's also cited Austin's economic recovery, robust tax base, and prudent management of cash reserves as key factors contributing to the upgrade. A quote from Moody's credit analysis in August 2006: "Considering the City's ample reserve levels, conservative budgeting practices, strengthening of reserve policies, continued property and sales tax revenue growth, proactive actions in regards to its pension liability, and management's proven ability to guide the City through a significant economic downturn, Moody's believes the City's financial operations are consistent with the high level Aa1 rating category."

Additionally, the City Council's inclusive approach of involving community leaders in the bond election process, combined with staff's consistent support and management of the process, have paid off, providing the City with the funding to help meet the capital needs of Austin for the next seven years. As the Austin Chronicle noted in its retrospective of the top ten local stories in 2006: "The least controversial, yet most likely to improve the common quality of life, were the seven municipal bond propositions passed overwhelmingly in November, underwriting everything from basic infrastructure to affordable housing to open space, central library to film studio. As triumphant as the bonds themselves, was the public winnowing process – a nearly two-year process involving a broad cross section of the entire city. Kudos to everybody!"

In September 2007, the first installment of bonds authorized by the 2006 bond election were issued. \$82,500,000 in approved projects were funded from proceeds of the first bond installment.

Economic Growth and Planning Initiatives

Downtown Austin has virtually undergone a development renaissance, and offers a vibrant and diverse array of shops, restaurants, live music venues, museums, and theater for its residents and visitors. This vitality also shows up in the City's citizen survey results, which reflect a higher level of satisfaction than last year. The Second Street Retail District continues to show strong results, with 73 percent of the available retail spaces open for business and 100 percent either leased or in development. The district eventually will have 200,000 square feet of space to shop and dine along Second between Colorado and San Antonio streets. The first shops opened in the district in June 2005. At the northwest corner of Second and Guadalupe, AMLI has begun constructing another building. This new 18-story structure will contain 231 apartments bringing more customers to the Second Street area. The building also will have 40,000 square feet of ground-floor retail space. The opening of Austin Java in City Hall completed the City Hall construction project.

Other planned projects, including continued redevelopment on Second Street, will enable Austin to realize its potential as a downtown residential market. The development of "Block 21", City-owned land located directly across the street from City Hall, will be a major mixed-use development with street-level retail store fronts and a hotel. The project creates an opportunity for Austin City Limits to relocate to the heart of the warehouse district. In December 2006, the City completed the sale of "Block 21" to Stratus Properties, which will pave the way for development to begin. In 2005, the City also created a decommissioning plan for the Green Water Treatment Plant, located on the shores of Town Lake, including identification of alternative sites for a new treatment plant and creation of a redevelopment plan for the existing site. In February 2006, the City Council passed a resolution designating the site as the location of the new central library approved for bond funding by voters in November 2006. The City also negotiated with a developer for redevelopment of the circa 1950 Art Deco Seaholm Power Plant and adjacent property, to create a high quality, mixed-use cultural attraction.

Following a successful referendum on its long-range transit plan in November 2004, the Capital Metropolitan Transportation Authority (Capital Metro) will be implementing new transit services, including urban commuter rail in 2008 and rapid bus service. In May 2005, the City Council adopted a Transit-Oriented Development Ordinance (TOD) designed to specifically support transit and increase use of publicly funded transit investments. Key features of the ordinance include moderate to high density, pedestrian orientation, mixed use, strong transit connection, public and private partnerships and market responsive development. A station area technical advisory group has been assembled, which includes representatives from Capital Metro, to help guide the visioning process that will enable preferred station area concepts to emerge. Finalization of the initial three station area plans is expected in the fall of 2007.

The redevelopment of Robert Mueller Municipal Airport is underway. In December 2004, the City completed and approved the Master Development Agreement (MDA), with a master developer to convert the old airport site into a vibrant mixed-use community. The MDA calls for the development of a full range of land use in order to promote a viable transit-oriented community for residents and employers. The City has established goals in order to achieve community-based values in a number of areas including affordable housing, green building, and publicly accessible greenways and parks. Major development milestones reached in the last year include:

- The first major project, a new Children's Hospital, opened in the summer of 2007.
- In 2006, the City negotiated a ground lease with the University of Texas for development of the Dell Pediatric Research Institute, which has begun construction.
- Construction of the retail center will occur in phases, with the first phase opening in the spring of 2007. Ultimately, the retail center will draw customers throughout the region upon its planned completion in 2008.
- The developer, Catellus Austin, has announced homebuilders for the first phase of the Mueller community. The range of new home choices at Mueller includes single-family yard houses and row houses, live-work "shop houses" and multi-family "Mueller Houses," and mixed-use apartment and townhouses. The first Mueller homes were completed in late 2007.

Environment and Quality of Life

Many of the City's accomplishments in 2006 assist in the achievement of the City's vision of being the most livable city in the country.

Austin is ranked the fourth safest city in the nation for its low violent crime rate – behind Honolulu, San Jose and El Paso. The violent crime rate reported by the Austin Police Department in 2006 was 5.2 per 1,000 population. Changes in enforcement to reduce the number of traffic fatalities yielded positive results in 2006. The number of traffic fatalities decreased by approximately 9.8 percent, from 71 in 2005 to 64 in 2006. It was the third lowest total in ten years. During 2006, the Austin Police Department implemented a traffic incident management plan that promotes the removal of collisions from major roadways, which helped to decrease the number of traffic fatalities. In 2006, the Austin Police Department also implemented on-line public access to crime reports by neighborhood.

Preserving and protecting Austin's environment contributes to the quality of life that the City's residents value. In November 2005, the City Council voted unanimously to ban the sale and use of pollution-causing coal tar containing pavement sealants, a first in the nation response to this environmental risk. The proposed ban is based on two years of research by City biologists and other environmental scientists and became effective in January 2006. Pavement sealants are protective surface finishes typically used for parking lots and driveways. The Watershed Protection and Development Review Department has also begun developing technical criteria to enable the development community to

receive credit for innovative water quality controls, such as biofiltration and rainwater harvesting, as well as completing a number of in-house erosion designs that protect threatened property while enhancing the natural creek setting around the properties. The Solid Waste Services Department has begun to address the long-range solid waste planning needs of Central Texas in conjunction with the Long-Range Solid Waste Planning Task Force which represents a broad spectrum of multi-stakeholder interests and complements the work undertaken by the City of Austin Solid Waste Advisory Commission and other central Texas solid waste planning efforts.

Other initiatives, such as the adoption of affordable housing goals in the University Neighborhood Overlay and creating strategies to help mitigate gentrification under the Community Preservation and Revitalization program, add to the quality of life. In April 2005, on the 5th Anniversary of the City's S.M.A.R.T. Housing™ policy, the International City/County Managers' Association named it a best practice. Five years ago, the City of Austin established the S.M.A.R.T.Housing™ (Safe, Mixed Income, Accessible, Reasonably Priced, and Transit Oriented) initiative to stimulate the creation of reasonably priced homes within the city limits of Austin. This initiative provides development fee waivers and other benefits for projects that meet all S.M.A.R.T. Housing™ standards, including at least 10 percent of the units meeting the "reasonably priced" standard by serving families at or below 80 percent of the Austin area median family income. In 2006, the Housing Smarts housing counseling program was established and offered free, three-part homebuyer education courses to City of Austin residents. The course teaches about the basics of money management, mortgages, realtors, and preventing foreclosure.

The Citywide Information Center Project has expanded the use of 3-1-1 from a public safety non-emergency number to one that can be utilized for all City services. The 3-1-1 Citywide Information Center continues to grow and supports sixteen divisions within five different departments. Customer Service Representatives field an average of 1800 calls per day resulting in a daily average of over 400 service requests issued to participating departments. The center has been successfully relocated to the Rutherford Lane Campus and has begun to answer the 3-1-1 calls that were previously routed to APD.

First Workers was featured as a model program on National Public Radio. This past fiscal year the Day Labor Program showed a significant increase in placements with more than 70 percent of workers compared to less than 50 percent average last year. Safety training was provided in March for First Workers' clients in collaboration with the Hispanic Contractor's Association, Home Depot, and Newmark Homes.

Utility Projects and Initiatives

Austin Energy is implementing a Quality Management System based on the ISO 9001:2000 Standard established by the International Organization for Standardization (ISO). Austin Energy will seek ISO registration in December 2007. ISO registration certifies that an organization conforms to the ISO 9001:2000 Standard for a quality management system. The quality management system and ISO registration will enhance AE's ability to meet its customer requirements for improved power quality and reliability and customer satisfaction. Registration is significant because AE will be the first utility in the country to obtain ISO 9001: 2000 Registration of transmission and distribution processes.

By improving the energy efficiency of homes and businesses, Austin Energy over the past year reduced peak demand on generating plants by 57 megawatts (MW). This represents the largest peak energy savings ever in the 24-year history of the programs — saving electricity sufficient to power 37,000 homes. The amount of power generated at Decker Power Plant during the peak demand months was more than 20 percent greater than the previous year, but the NO₂ emission rate was reduced by almost the same percentage keeping emissions almost the same as last year. A campaign to persuade automakers to manufacture plug-in hybrid electric vehicles (PHEVs) by demonstrating a nationwide market began in January 2006 and has since signed up more than 500 partners nationwide, including more than half of the 50 largest cities in the nation and partners in 41 states. Plug-in hybrid vehicles were mentioned in the 2006 President's State of the Union Address and recent federal legislation.

The Austin Water Utility launched the Austin Clean Water Program in 2001 because of an Administrative Order from the U.S. Environmental Protection Agency to eliminate overflows from its wastewater collection system by the end of June 2009. The Utility remains on schedule to complete the necessary requirements that are currently estimated to cost \$400 million, with over 48 percent of total improvements installed. In other initiatives during the past year, the Austin Water Utility rehabilitated over fifteen miles of wastewater pipelines with minimal impact on traffic and neighborhoods by avoiding open cut construction.

Additionally, both utility systems received upgrades to their bond ratings. In November, 2006, the Austin Water Utility received upgrades from two rating agencies: Moody's Investor Services and Standard & Poor's. Moody's upgraded the City of Austin utility's debt from A1 to Aa3 and S&P upgraded the Austin Water Utility to A+. The improved ratings will allow the utility to issue debt at a lower interest rate in the future. Both rating agencies cited the utility's growing customer base and favorable economic trends in the utility's service area. Moody's cited its belief that the Austin Water Utility "will continue to pursue prudent financial management" and that City officials "are committed to the fiscal health of the (water/wastewater) system." In May 2006, Moody's moved Austin Energy up two notches from A3 to A1, citing the utility's continued sound competitive position and diverse power supply, its close relationship to the City of Austin, its satisfactory financial record including strong debt service coverage, and a moderate debt position.

Type	Fitch	Moody's	S&P
Combined Utility System:			
Prior lien	AA-	A1	AA-
Subordinate lien	AA-	A1	A+
Electric:			
Separate lien	AA-	A1	A+
Water and Wastewater:			
Separate lien	AA-	Aa3	A+

Status of City Services

The vision of the City of Austin is to be the most livable community in the country. To achieve this vision, the governing leaders of the City invite citizens to participate in the Citizen Satisfaction Survey. The City has conducted the survey yearly since 1997.

Austin residents assign a very high level of importance to public safety services, including 9-1-1, EMS, Fire, and Police. Generally, satisfaction with most public safety services continues to be high and 2006 survey results improved over 2005. Although neighborhood policing and traffic enforcement rank low as compared to other public safety services, neighborhood policing showed the most improvement from 2005, notably in police cooperation with neighborhoods. Satisfaction with emergency medical services (EMS) among people who have used these services within the last 12 months has dropped compared to last year's survey result with the primary factor cited as timeliness. This statistic is consistent with the rising call volumes that EMS has experienced. The fiscal year 2007 budget, approved by the City Council in September 2006, included the addition of a peak load unit to rove during times and in areas of the city where call volumes are high. Additionally, two new EMS stations were opened in 2007.

Residents have generally expressed satisfaction with the services provided by the Parks and Recreation Department from year to year. In 2006, satisfaction has declined slightly and the survey results appear to focus on the condition of our facilities, notably the appearance of park facilities and grounds and the availability of parks and preserves. Our successful bond election in November 2006 included \$20 million for parkland acquisition and \$64.7 million for park facilities, targeted primarily at major rehabilitation of our existing facilities. Of the \$64.7 million for park facilities, the bond package will include \$53 million to renovate our buildings and facilities, pools, and park infrastructure. About 60 percent of all residents use library services during the year. The overall rating of library services has increased compared to 2005, with satisfaction related to availability of materials showing the most improvement.

Survey results continue to show that Austin citizens consider the environment as one of their top priorities. Residents are most satisfied with the quality of drinking water, consistent with 2005 findings. In 2006, satisfaction with almost all service areas has improved over 2005. The preservation of green space slipped somewhat compared to the 2005 survey results, but was still higher than the results for 2003 and 2004. The November bond package included \$50 million funding for acquisition of land, including fee title and conservation easements in the Barton Springs contributing and recharge zones and should favorably impact ratings in the future. For the first time, survey responses indicate that citizens see significant improvement in the road conditions in Austin. About 70 percent of respondents view road conditions as "good" or "mostly good" compared to 62 percent in 2005. Satisfaction with the traffic flow and traffic signal timing on city streets has also increased compared to 2005 survey results, yet citizens still remain dissatisfied with road conditions and traffic flow overall. Both of these categories remained in the top 10 citizen issues in 2006.

The top issues of importance to Austin residents, listed in rank order, are:

- Road conditions and new roads
- Growth management
- Cost of living

Other issues that citizens considered important, also in rank order:

- Tax-related issues (including rates, fees and charges)
- Mass transit
- Pollution-related issues
- Quality of life (more green space, arts, etc.)
- Public education issues
- Water quality and supply
- Management of budget

The City is committed to incorporating the public's preferences into its strategic planning and using the public's expression of satisfaction as a criterion of accountability.

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Employment by Industry in the Austin Metropolitan Area (a)

Employment Characteristics

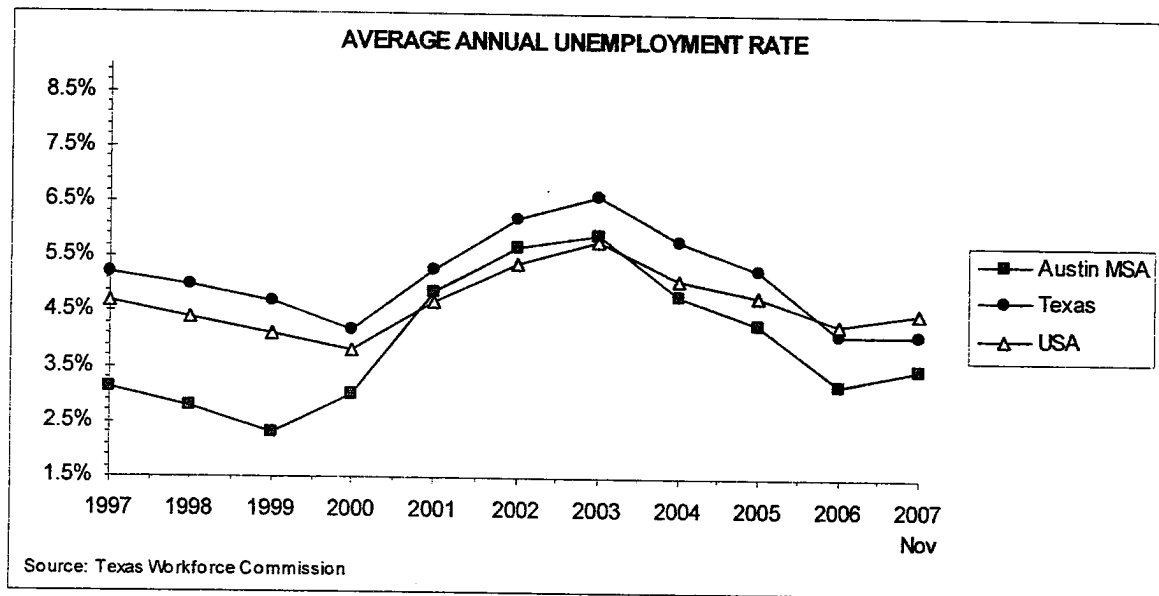
<u>Industrial Classification</u>	<u>1990</u>		<u>2000</u>		<u>2005</u>		<u>2006</u>		<u>November 2007</u>	
		<u>% of Total</u>		<u>% of Total</u>		<u>% of Total</u>		<u>% of Total</u>		<u>% of Total</u>
Manufacturing	48,200	12.2%	84,000	12.3%	57,500	8.4%	57,400	7.9%	59,900	7.9%
Government	112,700	28.5%	137,100	20.1%	146,800	21.5%	156,600	21.5%	160,800	21.1%
Trade, transportation & utilities	60,400	15.3%	116,000	17.0%	118,600	17.3%	151,400	20.8%	156,900	20.6%
Services and miscellaneous	136,100	34.4%	267,100	39.1%	281,300	41.1%	275,800	37.9%	289,500	38.0%
Finance, insurance and real estate	24,700	6.2%	35,400	5.2%	40,200	5.9%	42,500	5.8%	45,000	5.9%
Natural resources, mining & construction	<u>13,600</u>	<u>3.4%</u>	<u>42,700</u>	<u>6.3%</u>	<u>39,800</u>	<u>5.8%</u>	<u>44,600</u>	<u>6.1%</u>	<u>49,100</u>	<u>6.5%</u>
Total	<u>395,700</u>	<u>100.0%</u>	<u>682,300</u>	<u>100.0%</u>	<u>684,200</u>	<u>100.0%</u>	<u>728,300</u>	<u>100.0%</u>	<u>761,200</u>	<u>100.0%</u>

(a) Austin-Round Rock MSA includes Travis, Bastrop, Caldwell, Hays and Williamson Counties. Information is updated periodically, data contained herein is the latest provided.

Source: Texas Labor Market Review, December 2007, Texas Workforce Commission.

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Average Annual Unemployment Rate



	<u>Austin MSA</u>	<u>Texas</u>	<u>U.S.</u>
1997	3.1%	5.2%	4.7%
1998	2.8%	5.0%	4.4%
1999	2.3%	4.7%	4.1%
2000	3.0%	4.2%	3.8%
2001	4.9%	5.3%	4.7%
2002	5.7%	6.2%	5.4%
2003	5.9%	6.6%	5.8%
2004	4.8%	5.8%	5.1%
2005	4.3%	5.3%	4.8%
2006	3.2%	4.1%	4.3%
2007 November	3.5%	4.1%	4.5%

Note: Information is updated periodically, data contained herein is latest provided.

Source: Texas Labor Market Review, December 2007, Texas Workforce Commission.

City Sales Tax Collections (In Millions)

<u>Period</u>	<u>Amount</u>	<u>Period</u>	<u>Amount</u>	<u>Period</u>	<u>Amount</u>	<u>Period</u>	<u>Amount</u>	<u>Period</u>	<u>Amount</u>
1-1-03	\$ 8.249	1-1-04	\$ 8.883	1-1-05	\$ 9.076	1-1-06	\$10.334	1-1-07	\$11.422
2-1-03	11.463	2-1-04	12.382	2-1-05	13.171	2-1-06	14.818	2-1-07	16.371
3-1-03	8.218	3-1-04	8.693	3-1-05	9.049	3-1-06	10.051	3-1-07	11.080
4-1-03	7.981	4-1-04	8.534	4-1-05	8.660	4-1-06	9.930	4-1-07	11.414
5-1-03	10.644	5-1-04	10.867	5-1-05	11.795	5-1-06	12.950	5-1-07	14.611
6-1-03	8.519	6-1-04	9.384	6-1-05	9.718	6-1-06	10.725	6-1-07	11.748
7-1-03	7.908	7-1-04	8.980	7-1-05	8.936	7-1-06	11.981	7-1-07	12.011
8-1-03	10.414	8-1-04	11.474	8-1-05	12.004	8-1-06	11.880	8-1-07	14.101
9-1-03	8.510	9-1-04	9.157	9-1-05	9.938	9-1-06	11.152	9-1-07	11.883
10-1-03	8.832	10-1-04	9.214	10-1-05	10.182	10-1-06	11.535	10-1-07	12.257
11-1-03	10.686	11-1-04	11.340	11-1-05	11.735	11-1-06	13.401	11-1-07	14.774
12-1-03	8.817	12-1-04	9.354	12-1-05	10.532	12-1-06	11.525	12-1-07	12.365

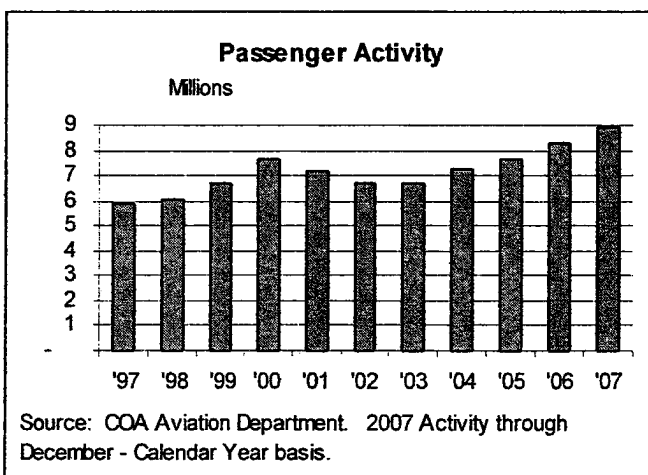
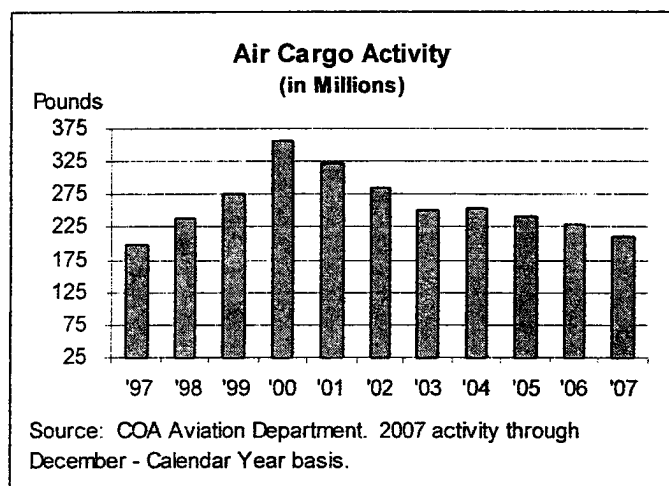
Source: City of Austin, Budget Office.

Ten Largest Employers (As of September 30, 2006)

<u>Employer</u>	<u>Product or Service</u>	<u>Employees</u>
State Government	State Government	36,216
The University of Texas at Austin	Education	22,450
Dell Computer Corporation	Computers	17,000
City of Austin	City Government	11,425
Federal Government	Federal Government	10,624
Austin Independent School District	Education	10,617
Seton Healthcare Network	Healthcare	7,538
IBM Corporation	Computers	6,200
St. David's Healthcare Partnership	Healthcare	5,712
Wal-Mart	Retail	5,648

Source: 2006 Comprehensive Annual Financial Report.

Transportation



Austin-Bergstrom International Airport

Prior to May 23, 1999 all passenger activity was out of Robert Mueller Municipal Airport.

The City of Austin's Austin-Bergstrom International Airport, which opened for passenger service on May 23, 1999, is served by 12 major airlines with scheduled air service: Aeromexico, American, Continental, Delta, ExpressJet, Frontier, JetBlue, Midwest, Northwest, Southwest, United, and US Airways. Non-stop service is available to 44 U.S. destinations and 1 international destination.

Rail facilities are furnished by Union Pacific and Longhorn Railway Company. Amtrak brought passenger trains back to the City in January 1973, as one of the infrequent stops on the Mexico City-Kansas City route. Bus service is provided by Greyhound and Kerrville Bus-Coach USA.

On January 19, 1985, the citizens of Austin and several surrounding areas approved the creation of a metropolitan transit authority ("Capital Metro") and adopted an additional one percent sales tax to finance a transit system for the area which was later reduced to three quarters of a percent, effective April 1, 1989. On June 12, 1995, the Capital Metro board approved a one quarter percent increase in the sales tax thus returning to one percent effective October 1, 1995.

Wealth Indicators

The Austin-Round Rock MSA has experienced growth not only in population, but also in median household income and per capita personal income, while maintaining a low unemployment rate.

Demographic and Economic Statistics Last Ten Fiscal Years

<u>Year</u>	<u>City of Austin Population (1)</u>	<u>Area of Incorporation (Sq. Miles) (1)</u>	<u>Population MSA (2)(3)</u>	<u>Income (MSA) (Thousand of Dollars) (2)</u>	<u>Median Household Income MSA (2)</u>	<u>Capita Personnel Income MSA (2)</u>	<u>Unemployment Rate (MSA) (3)</u>
1997	560,939	232	1,111,264	28,191,969	31,362	25,369	3.1
1998	608,214	254	1,155,579	33,116,579	33,690	28,658	2.9
1999	619,038	252	1,205,898	37,408,615	36,532	31,021	2.3
2000	628,667	265	1,249,763	41,157,290	36,321	32,548	3.0
2001	661,639	266	1,319,000	42,489,015	39,811	32,213	4.9
2002	671,044	273	1,346,332	41,908,425	47,089	31,128	5.7
2003	674,719	276	1,376,005	43,142,172	41,909	31,353	5.9
2004	683,551	291	1,411,199	45,854,868	39,227	32,494	4.7
2005	695,881	294	1,452,529	49,394,000	40,335	34,005	4.3
2006	714,237	296	1,533,308 (4)	53,024,459 (4)	40,888 (4)	35,413	3.9
997-2006 Change	21.46%	21.49%	27.53%	46.83%	23.30%	28.36%	

(1) Source: City Demographer, City of Austin, Neighborhood Planning and Zoning Department based on full purpose area as of September 30.

(2) Source: Bureau of Economic Analysis.

(3) Source: Bureau of Labor Statistics, Texas A&M University.

(4) Data not available for 2006. Figures are estimated.

Growth Indicators

Austin has experienced considerable growth as evidenced by the following utility connection and building permit statistics.

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Connections and Permits

<u>Year</u>	<u>Utility Connections</u>			<u>Building Permits</u>		
	<u>Electric</u>	<u>Water</u>	<u>Gas</u>	<u>Taxable</u>	<u>Federal, State and Municipal</u>	<u>Total</u>
1991	281,926	142,721	131,713	\$ 327,777,503	\$33,619,419	\$ 361,396,922
1992	286,413	141,210	139,529	435,053,697	5,162,800	440,216,497
1993	291,896	146,396	143,088	607,717,144	70,976,449	678,693,593
1994	298,662	148,148	142,373	840,043,119	19,643,501	859,686,620
1995	306,670	149,867	147,023	870,446,315	11,087,831	881,534,146
1996	319,518	151,757	148,124	1,246,232,619	89,945,847	1,336,178,466
1997	326,816	156,397	156,752	1,023,114,762	2,574,539	1,025,689,301
1998	342,263	168,907	165,274	1,434,660,615	46,722,845	1,481,383,460
1999	348,721	173,038	173,150	1,501,435,229	54,399,189	1,555,834,418
2000	344,134	176,096	172,063	1,797,039,075	34,334,286	1,831,373,361
2001	349,671	178,608	172,177	1,625,508,854	71,189,116	1,696,697,970
2002	359,358	182,977	193,278	1,261,868,130	38,727,017	1,300,595,147
2003	363,377	184,659	199,042	1,189,489,091	17,084,652	1,206,573,743
2004	369,458	188,441	203,966	1,280,385,298	20,533,975	1,300,919,273
2005	372,735	192,511	207,686	1,405,871,887	40,484,950	1,446,356,837
2006	380,696	197,511	213,009	2,353,171,746	16,526,040	2,369,697,786

Source: 2006 Comprehensive Annual Financial Report.

Housing Units

The average two-bedroom apartment in the Austin MSA was \$938 per month, with an occupancy rate of 96.6% for the fourth quarter 2007.

Residential Sales Data

<u>Year</u>	<u>Number of Sales</u>	<u>Total Volume</u>	<u>Average Price</u>
1996	12,597	1,672,441,903	132,765
1997	12,439	1,762,198,574	141,667
1998	15,583	2,334,200,698	149,791
1999	18,135	2,963,915,274	163,436
2000	18,621	3,561,039,919	191,238
2001	18,392	3,556,546,121	193,375
2002	18,716	3,695,947,381	197,475
2003	19,793	3,899,018,519	196,990
2004	22,567	4,487,464,528	198,851
2005	26,905	5,660,934,916	210,405
2006	30,278	6,960,536,304	229,888
2007 October	24,342	5,998,821,020	246,439

Note: Information is updated periodically, data contained herein is latest provided.

Source: Real Estate Center at Texas A&M University.

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City-Wide Austin Office Occupancy Rate

<u>Year</u>	<u>Occupancy Rate</u>
1998	93.4%
1999	92.8%
2000	96.0%
2001	81.2%
2002	77.1%
2003	76.5%
2004	76.7%
2005	83.1%
2006	87.5%
2007	85.6%

Source: Oxford Commercial

Education

The Austin Independent School District had an enrollment of 82,145 for the 2007 school year. This reflects an increase of 3.0% in enrollment from the end of the 2006 school year. The District includes 110 campus buildings.

<u>School Year</u>	<u>Average Daily Membership</u>	<u>Average Daily Attendance</u>
1996/97	74,315	70,361
1997/98	75,693	71,241
1998/99	75,915	71,491
1999/00	76,268	71,583
2000/01	76,447	71,518
2001/02	76,347	71,638
2002/03	77,009	72,494
2003/04	77,313	73,085
2004/05	77,937	73,572
2005/06	79,500	74,860
2006/07	82,145	76,821
2007/08	Not available	Not available

Source: Austin Independent School District. (Data for the 2007/08 school year has not yet been released.)

The following institutions of higher education are located in the City: The University of Texas, St. Edward's University, Huston-Tillotson College, Concordia Lutheran College, Austin Presbyterian Theological Seminary, Episcopal Theological Seminary of the Southwest and Austin Community College.

The University of Texas at Austin had a preliminary enrollment of 50,201 for the fall semester of 2007 and is a major research university with many nationally ranked academic programs at the graduate level. It is also known for its library collections and research resources. The present site has expanded more than 300 acres since classes began on the original 40 acres near downtown Austin. Additionally, University-owned property located in other areas of Austin includes the Pickle Research Center and the Brackenridge Tract, partially used for married student housing. The McDonald Observatory on Mount Locke in West Texas, the Marine Science Institute at Port Aransas and the Institute for Geophysics (Galveston) on the Gulf Coast operate as specialized research units of The University of Texas at Austin.

Tourism

The impact of tourism on the Austin economy is significant. Total travel expenditures in the Austin-Round Rock MSA were \$3.377 billion in 2005. There are more than 253 hotels available within the Austin Metropolitan Area, as of the first quarter of 2007, with a hotel occupancy rate of nearly 73 percent.

Existing City convention and meeting facilities include a Convention Center, which is supported by hotel/motel occupancy tax collections and revenues of the facility and the new Lester E. Palmer Events Center with 70,000 square

feet of exhibit space. Other facilities in Austin include the Frank Erwin Center, a 17,000-seat arena at The University of Texas, the Texas Exposition and Heritage Center and the Austin Music Hall. The Texas Exposition and Heritage Center offers 6,000 seat arena seating and 20,000 square feet of banquet/exhibit hall facilities. The Austin Music Hall has a concert seating capacity of 3,000 and 32,000 square feet of exhibit space. The Long Center for the Performing Arts, a \$77 million venue, will open in March 2008. The Center will contain two theaters; the 2,300-seat Michael and Susan Dell Hall and the flexible 240-seat Debra and Kevin Rollins Studio Theater. Once completed, the new venue will be owned by the City, while a private nonprofit corporation will operate the building.

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APPENDIX B

Excerpts From the Annual Financial Report

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KPMG LLP
Suite 1900
111 Congress Avenue
Austin, TX 78701-4091

 **R. Mendoza
& Company, P.C.**
Certified Public Accountants
2211 South I.H. 35, Suite 410
Austin, TX 78741

INDEPENDENT AUDITORS' REPORT

The Honorable Mayor and
Members of the City Council,
City of Austin, Texas:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Austin, Texas ("City"), as of and for the year ended September 30, 2006, which collectively comprise the City's basic financial statements as listed in the foregoing 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our 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, each major fund, and the aggregate remaining fund information of the City, as of September 30, 2006, and the respective changes in financial position and cash flows, where applicable, thereof for the year then ended in conformity with U. S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued a report dated October 19, 2007 on our consideration of the City's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the 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 on pages 3 through 14, the General Fund Schedule of Revenues, Expenditures and Changes in Fund Balances – Budget and Actual – Budget Basis on pages 102 through 103 and the Retirement Plans Trend Information on page 104 are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. 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.

KPMG LLP

Austin, Texas
October 19, 2007

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The Management's Discussion and Analysis (MD&A) section of the City of Austin's (the City) Comprehensive Annual Financial Report presents a narrative overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2006. We encourage readers to consider the information presented here in conjunction with additional information furnished in our letter of transmittal.

The financial statements have been prepared in accordance with GAAP for local governments as prescribed by the GASB. The City has implemented GASB Statements No. 1 through No. 41. GASB Statement No. 42 entitled "Accounting and Reporting for Impairment of Capital Assets and Insurance Recoveries", GASB Statement No. 44 entitled "Economic Condition Reporting: The Statistical Section", and GASB Statement No. 46 entitled "Net Assets Restricted by Enabling Legislation" were implemented in fiscal year 2006.

FINANCIAL HIGHLIGHTS

Government-wide financial statements

The assets of the City exceeded its liabilities at the end of the fiscal year 2006, resulting in \$4.1 billion of net assets. Net assets associated with governmental activities are approximately \$1.6 billion, or 38% of the total net assets of the City. Net assets associated with business-type activities are approximately \$2.5 billion, or 62% of the total net assets of the City. The largest portion of net assets consists of investment in capital assets, net of related debt, which is \$2.9 billion, or 71% of total net assets.

Unrestricted net assets, which may be used to meet the City's future obligations, are \$629 million, or 15% of the City's total net assets. Unrestricted net assets for governmental activities are approximately \$78 million, or 5% of total governmental net assets; unrestricted net assets for business-type activities are approximately \$552 million, or 22% of total business-type net assets.

Total net assets for the City of Austin increased \$272.5 million, or 7.1% during fiscal year 2006. Of this amount, governmental activities increased \$66.2 million, or 4.4% from the previous year and business-type activities increased \$206.3 million, or 8.8% from the previous year.

Total revenues for the City increased \$258.3 million; revenues for governmental activities increased \$62.1 million; revenues for business-type activities increased \$196.2 million. Total expenses for the City increased \$192 million; expenses for governmental activities increased \$47 million; expenses for business-type activities increased \$145 million.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the City's basic financial statements, consisting of three components:

- government-wide financial statements,
- fund financial statements, and
- notes to the financial statements.

This report also contains other supplementary information in addition to the basic financial statements, including information on individual funds.

a – Government-wide financial statements

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

- The **Statement of Net Assets** presents information on all of the City'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 Austin is improving or deteriorating.

OVERVIEW OF THE FINANCIAL STATEMENTS, continued

- The **Statement of Activities** presents information showing how the City'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, such as revenues for uncollected taxes and expenses for future general obligation debt payments. The statement includes the annual depreciation for infrastructure and governmental assets.

Both of the government-wide financial statements distinguish functions of the City 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 include general government; public safety; transportation, planning and sustainability; public health; public recreation and culture; and urban growth management. The business-type activities include electric, water, wastewater, airport, convention, environmental and health services, public recreation, and urban growth management.

The government-wide financial statements include the City as well as blended component units: the Austin Housing Finance Corporation (AHFC), the Austin Industrial Development Corporation (AIDC), and the Mueller Local Government Corporation (MLGC). The operations of AHFC, AIDC, and MLGC are included within the governmental activities of the government-wide financial statements. AHFC is reported as the Housing Assistance Fund. Although legally separate from the City, these component units are blended with the City because of their governance or financial relationships to the City.

b -- Fund financial statements

The fund financial statements are designed to report information about groupings of related accounts used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City can be divided into the following three categories: governmental, proprietary, and fiduciary funds. Within the governmental and proprietary categories, the emphasis is on the major funds.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. Most of the City's basic services are reported in governmental funds. These funds focus on current sources and uses of liquid resources and on the balances of available resources at the end of the fiscal year. This information may be useful in determining what financial resources are available in the near term to finance the City's future obligations. Other governmental funds are referred to as nonmajor governmental funds and are presented as aggregated data.

Because the focus of governmental fund level statements 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 in the government-wide statements. In addition to the governmental fund balance sheet and statement of revenues, expenditures and changes in fund balance, separate statements are provided that reconcile between the government-wide and fund level financial statements.

The City's General Fund is reported as a major fund and information is presented separately in the governmental fund balance sheet and statement of revenues, expenditures and changes in fund balances. In addition, the City maintains several individual governmental funds organized according to their type (special revenue, debt service, capital projects and permanent funds). Data from these governmental funds are combined into a single column labeled nonmajor governmental funds. Individual fund data for the funds is provided in the form of combining statements in the supplementary section of this report.

Proprietary funds. Proprietary funds are generally used to account for services for which the City charges customers – either outside customers or internal units or departments of the City. Proprietary fund statements provide the same type of information shown in the government-wide financial statements, only in more detail. The City maintains the following two types of proprietary funds:

- Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for the operations of the City's three major funds, Electric, Water and Wastewater and Austin-Bergstrom International Airport (Airport), as well as the nonmajor enterprise funds.

OVERVIEW OF THE FINANCIAL STATEMENTS, continued

- Internal Service funds are used to report activities that provide supplies and services for many City programs and activities. The City's internal service funds include: Capital Projects Management; Combined Transportation, Emergency and Communication Center; Employee Benefits; Fleet Maintenance; Information Systems; Liability Reserve; Support Services; Wireless Communication, and Workers' Compensation. Because these services predominately benefit governmental operations rather than business-type functions, they have been included in governmental activities in the government-wide financial statements.

The nonmajor enterprise funds and the internal service funds are combined into separately aggregated presentations in the proprietary fund financial statements. Individual fund data for the funds are provided in the form of combining statements in the supplementary section of this report.

Fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside City government. Since the resources of fiduciary funds are not available to support the City's own programs, they are not reflected in the government-wide financial statements. The accounting policies applied to fiduciary funds are much like those used for proprietary funds.

Comparison of government-wide and fund financial components. The following chart compares how the City's funds are included in the government-wide and fund financial statements:

Fund Types / Other	Government-wide	Fund Financials
General Fund	Governmental	Governmental - Major
Special revenue funds	Governmental	Governmental - Nonmajor
Debt service funds	Governmental	Governmental - Nonmajor
Capital project funds	Governmental	Governmental - Nonmajor
Permanent funds	Governmental	Governmental - Nonmajor
Internal service funds	Governmental	Proprietary
Governmental capital assets, including infrastructure assets	Governmental	Excluded
Governmental liabilities not expected to be liquidated with available expendable financial resources	Governmental	Excluded
Electric	Business-type	Proprietary - Major
Water and wastewater	Business-type	Proprietary - Major
Airport	Business-type	Proprietary - Major
Convention	Business-type	Proprietary - Nonmajor
Environmental and health services	Business-type	Proprietary - Nonmajor
Public recreation	Business-type	Proprietary - Nonmajor
Urban growth management	Business-type	Proprietary - Nonmajor
Fiduciary funds	Excluded	Fiduciary

Basis of reporting - The government-wide statements and fund-level proprietary statements are reported using the flow of economic resources measurement focus and the full accrual basis of accounting. The governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting.

c -- Notes to the financial statements

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

d -- Other information

The section, Required Supplementary Information (RSI), immediately follows the basic financial statements and related notes section of this report. The City adopts an annual appropriated budget for the General Fund. The RSI provides a comparison of revenues, expenditures and other financing sources and uses to budget and demonstrates budgetary compliance. In addition, trend information related to the City's retirement plans is presented in RSI. Following the RSI are other statements and schedules, including the combining statements for nonmajor governmental and enterprise funds, internal service funds, and fiduciary funds.

FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS

a -- Net assets

The following table reflects a summary of net assets compared to prior year (in thousands):

	Net Assets as of September 30 (in thousands)					
	Governmental Activities		Business-Type Activities		Total	
	2006	2005	2006	2005	2006	2005
Current assets	\$ 547,513	509,638	1,276,240	1,050,684	1,823,753	1,560,322
Capital assets	2,099,504	2,047,541	5,426,068	5,294,494	7,525,572	7,342,035
Other noncurrent assets	3,639	3,636	585,186	644,206	588,825	647,842
Total assets	2,650,656	2,560,815	7,287,494	6,989,384	9,938,150	9,550,199
Current liabilities	220,389	206,878	419,196	419,022	639,585	625,900
Noncurrent liabilities	869,169	859,019	4,308,650	4,217,019	5,177,819	5,076,038
Total liabilities	1,089,558	1,065,897	4,727,846	4,636,041	5,817,404	5,701,938
Net assets:						
Invested in capital assets, net of related debt	1,399,316	1,360,509	1,538,572	1,563,831	2,937,888	2,924,340
Restricted	84,218	68,848	469,238	410,975	553,456	479,823
Unrestricted	77,564	65,561	551,838	378,537	629,402	444,098
Total net assets	\$ 1,561,098	1,494,918	2,559,648	2,353,343	4,120,746	3,848,261

Total assets of the City increased by \$387.9 million in the current fiscal year. Total liabilities increased by \$115.5 million. Within the increase, governmental-type total assets increased by \$89.8 million and business-type increased \$298.1 million. Governmental-type liabilities increased by \$23.7 million and business-type increased \$91.8 million.

Significant factors in the increase of governmental total assets include an increase in net accounts receivable of \$30.2 million and an increase in capital assets of \$52.0 million. Factors in the increase of governmental-type liabilities include an increase to current liabilities of \$13.5 million, consisting of increases to accrued payroll of \$4.2 million, accrued compensated absences of \$2.8 million, and deferred credits and other liabilities of \$8.8 million and a decrease to claims payable of \$2.1 million. Noncurrent liabilities increased \$10.2 million, consisting primarily of increases to general obligation bonds payable of \$7.0 million and pension obligation payable of \$7.9 million; claims payable decreased by \$5.5 million.

Significant factors in the increase of business-type total assets include an increase in current assets of \$225.6 million and noncurrent assets of \$72.5 million. Within current assets, significant factors include increases to pooled investments and cash of \$129.8 million, restricted investments of \$80.0 million, inventories of \$9.9 million, and a decrease in other assets of \$15.5 million. Noncurrent assets increased due to an increase to capital assets of \$131.6 million, offset by a decrease to noncurrent investments of \$63.1 million. Total liabilities increased by \$91.8 million; significant increases include noncurrent debt obligations of \$52.5 million, decommissioning expense payable of \$24.9 million, and pension obligation of \$6.0 million.

As noted earlier, net assets may serve as a useful indicator of a government's financial position. For the City, assets exceeded liabilities by \$4.1 billion at the end of the current fiscal year. However, the largest portion of the City's net assets are invested in capital assets, net of related debt (e.g. land, building, and equipment), which are \$2.9 billion, or 71% of the total amount of the City's net assets. The City uses these capital assets to provide services to citizens. Capital assets are generally not highly liquid; consequently, they are not considered future available resources. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be liquidated for these liabilities.

An additional portion, \$553.5 million of the City's net assets, represents resources that are subject to external restrictions on how they may be used in the future. The remaining balance, \$629.4 million of unrestricted net assets, may be used to meet the government's future obligations. Unrestricted net assets increased \$185.3 million in the current fiscal year.

At the end of the current fiscal year, the City is able to report positive balances in all three categories of net assets for the government as a whole, as well as for governmental and business-type activities separately.

FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS, continued

b -- Changes in net assets

Total net assets of the City increased by \$272.5 million in the current fiscal year. Governmental net assets increased \$66.2 million. The increase is attributable to transfers from other funds of \$66 million. Business-type net assets increased by \$206.3 million due to revenues exceeding expenses by \$272.3 million net of transfers to other funds of \$66 million.

**Changes in Net Assets
September 30
(in thousands)**

	Governmental Activities		Business-Type Activities		Total	
	2006	2005	2006	2005	2006	2005
Program revenues:						
Charges for services	\$ 139,776	142,957	1,610,435	1,459,431	1,750,211	1,602,388
Operating grants and contributions	77,923	67,494	—	—	77,923	67,494
Capital grants and contributions	1,111	5,702	69,804	48,544	70,915	54,246
General revenues:						
Property tax	236,146	220,304	—	—	236,146	220,304
Sales tax	139,289	123,617	—	—	139,289	123,617
Franchise fees and gross receipts tax	79,755	69,120	—	—	79,755	69,120
Grants and contributions not restricted to specific programs	90,083	83,365	—	—	90,083	83,365
Interest and other	35,315	24,753	47,905	23,932	83,220	48,685
Total revenues	<u>799,398</u>	<u>737,312</u>	<u>1,728,144</u>	<u>1,531,907</u>	<u>2,527,542</u>	<u>2,269,219</u>
Program expenses:						
General government	84,693	73,233	—	—	84,693	73,233
Public safety	373,361	320,942	—	—	373,361	320,942
Transportation, planning and sustainability	25,426	17,247	—	—	25,426	17,247
Public health	94,697	104,361	—	—	94,697	104,361
Public recreation and culture	65,453	58,962	—	—	65,453	58,962
Urban growth management	81,439	77,340	—	—	81,439	77,340
Unallocated depreciation expense - infrastructure	35,357	58,722	—	—	35,357	58,722
Interest on debt	38,766	41,331	—	—	38,766	41,331
Electric	—	—	918,369	804,658	918,369	804,658
Water	—	—	161,516	142,061	161,516	142,061
Wastewater	—	—	132,005	122,176	132,005	122,176
Airport	—	—	78,487	87,538	78,487	87,538
Convention	—	—	41,992	38,844	41,992	38,844
Environmental and health services	—	—	50,290	45,739	50,290	45,739
Public recreation	—	—	9,225	9,408	9,225	9,408
Urban growth management	—	—	63,981	60,562	63,981	60,562
Total expenses	<u>799,192</u>	<u>752,138</u>	<u>1,455,865</u>	<u>1,310,986</u>	<u>2,255,057</u>	<u>2,063,124</u>
Excess (deficiency) before special items and transfers	206	(14,826)	272,279	220,921	272,485	206,095
Special items - Travis County Hospital District asset transfer	—	(2,639)	—	(37,443)	—	(40,082)
Transfers	65,974	73,879	(65,974)	(73,879)	—	—
Increase in net assets	<u>66,180</u>	<u>56,414</u>	<u>206,305</u>	<u>109,599</u>	<u>272,485</u>	<u>166,013</u>
Beginning net assets	<u>1,494,918</u>	<u>1,438,504</u>	<u>2,353,343</u>	<u>2,243,744</u>	<u>3,848,261</u>	<u>3,682,248</u>
Ending net assets	<u>\$ 1,561,098</u>	<u>1,494,918</u>	<u>2,559,648</u>	<u>2,353,343</u>	<u>4,120,746</u>	<u>3,848,261</u>

FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS, continued

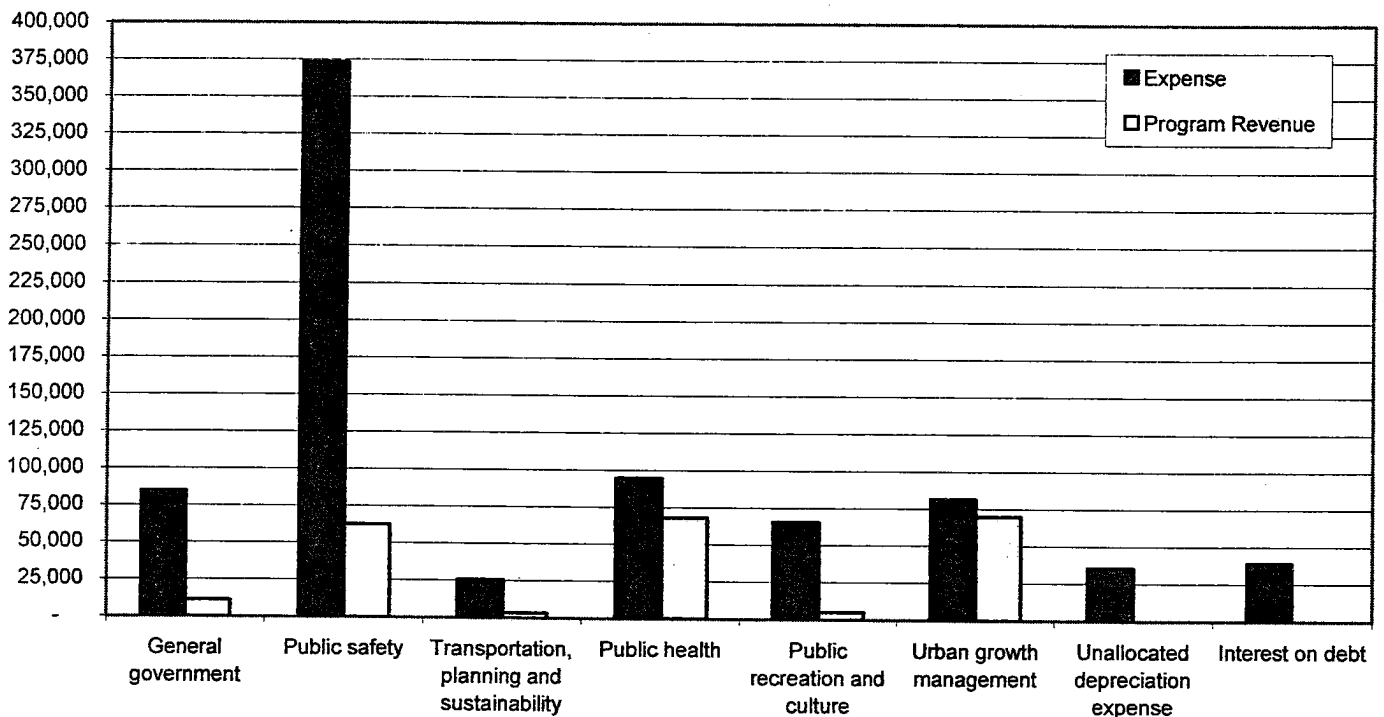
c – Program revenues and expenses -- governmental activities

Governmental activities increased the City's net assets by \$66.2 million in fiscal year 2006, a 4.4% increase of governmental net assets from the previous year. Key factors for the change from fiscal year 2005 to 2006 are as follows:

- The City's property tax revenue increased by \$15.8 million from the previous year, as a result of an increase in assessed property values; while the City's tax rate was unchanged at 44.3 cents per \$100 valuation.
- Sales tax revenue increased \$15.7 million from the previous year, an increase of 12.7%.
- Franchise fees and gross receipts taxes increased \$10.6 million, largely due to a \$7.8 million increase in hotel occupancy tax collections as a result of increased revenues for Austin hotels.
- Grants and contributions not restricted to specific programs increased by \$6.7 million. Grants and contributions restricted to specific programs increased \$5.8 million, primarily as a result of higher intergovernmental grant revenues.

The chart below illustrates the City's governmental expense and revenues by function: general government; public safety; transportation, planning and sustainability; public health; public recreation and culture; urban growth management; unallocated depreciation expense and interest on debt.

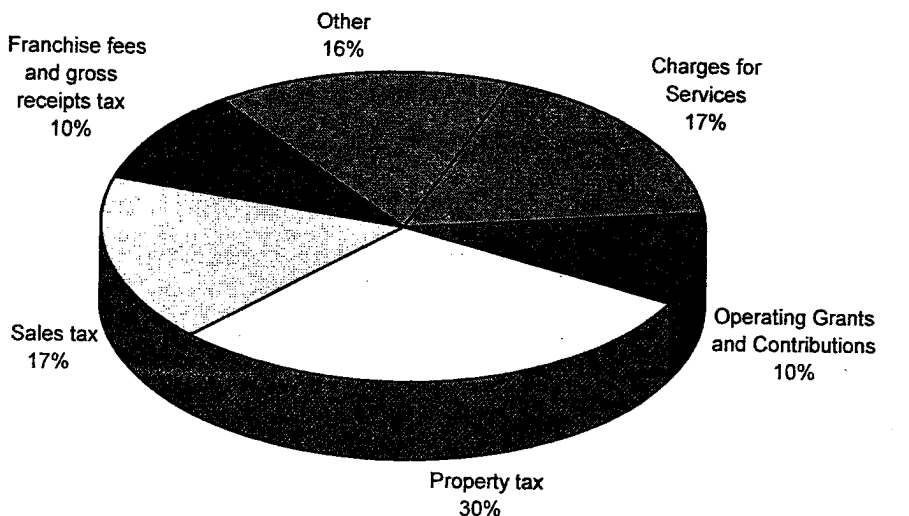
Government-wide Program Expenses and Revenues – Governmental Activities
(in thousands)



FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS. continued

General revenues such as property taxes, sales taxes, and franchise fees are not shown by program, but are used to support all governmental activities. Property taxes are the largest source of general governmental revenues, followed by charges for services and sales taxes.

Government-wide Revenues by Source -- Governmental Activities



d -- Program revenues and expenses -- business-type activities

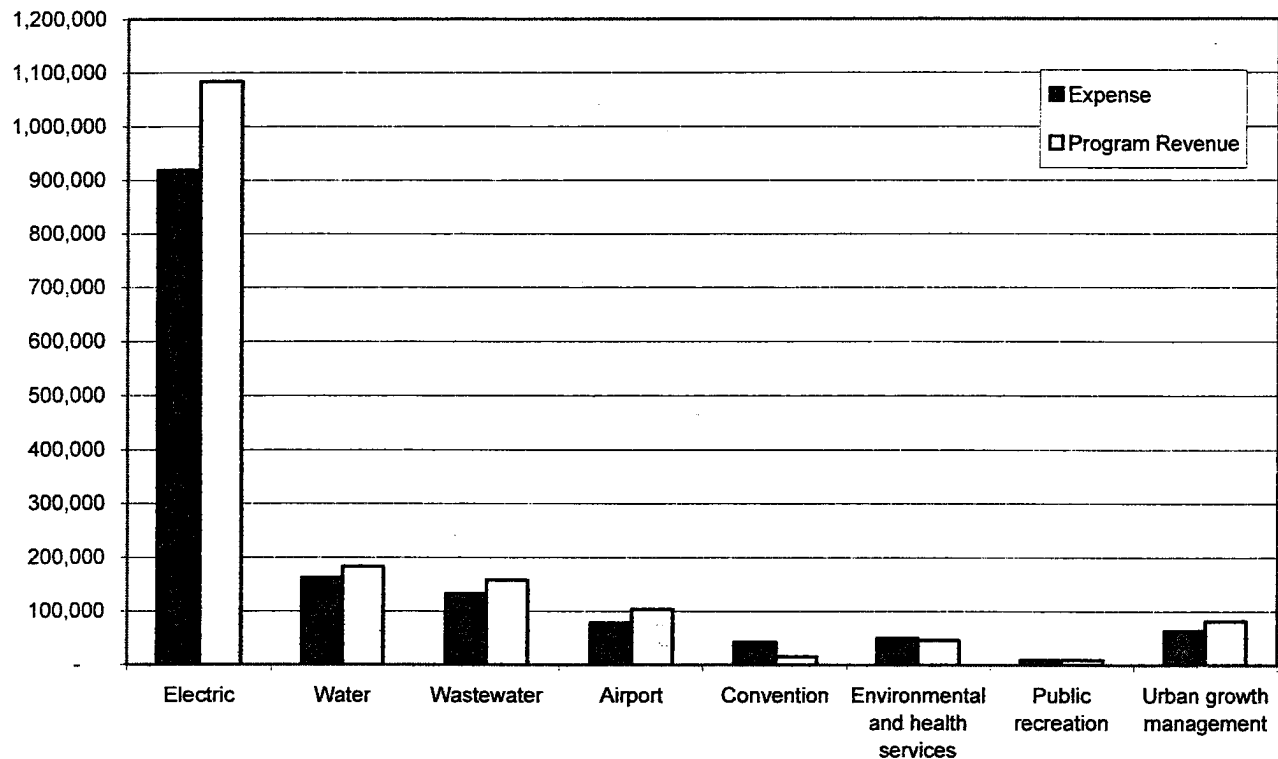
Business-type activities increased the City's net assets by approximately \$206.3 million, accounting for a 5.4% increase in the City's total net assets. Key factors include:

- Electric net assets increased approximately \$121 million. This increase is due primarily to an increase in electric consumption due to weather conditions and customer growth. Revenues increased by 11% and expenses increased by 14% due to the increase in the cost of fuel.
- Water and Wastewater net assets increased approximately \$27 million. This increase is due primarily to a rate increase and increased water consumption due to weather conditions. Water operating revenue for 2006 increased by approximately 18% from the prior year. Wastewater revenue increased by 14% from the prior year.
- Airport net assets increased approximately \$31 million. Revenues increased due to an increase in passenger traffic, which was 8% higher than the previous calendar year. Expenses increased due to an increase in operations and maintenance costs.
- Convention net assets increased approximately \$8.4 million. Revenue was 31% higher than the prior year due to increased demand for convention space and events. Expenses increased due to an increase in operations and maintenance costs. Transfers from other funds increased as a result of increased hotel occupancy tax collections from the previous year.
- Environmental and health services activities are comprised of nonmajor enterprise funds that include the Solid Waste Services Fund, Primary Care Fund, and Hospital Fund. Net assets decreased by approximately \$2.6 million. This decrease is primarily attributed to a 10% increase in expenses.
- Public recreation activities are comprised of nonmajor enterprise funds that include the Golf Fund and Recreation Program Fund. Net assets increased by \$33,000.
- Urban growth management activities are comprised of nonmajor enterprise funds that include the Drainage Fund and Transportation Fund. Net assets increased by approximately \$22.4 million. Revenues increased by approximately \$8.7 million, primarily attributable to a rate increase in the drainage fee. An increase to capital contributions was also a factor. Operating expenses increased by \$3.4 million due to additional positions and programs added in the current fiscal year.

As shown in the following chart, the electric utility, with expenses of \$918 million, is the City's largest business-type activity, followed by water (\$162 million), wastewater (\$132 million), airport (\$78 million), urban growth management (\$64 million), environmental and health services (\$50 million), convention (\$42 million), and public recreation (\$9 million). For the fiscal year, operating revenues exceeded operating expenses for all business-type activities except convention and environmental and health services.

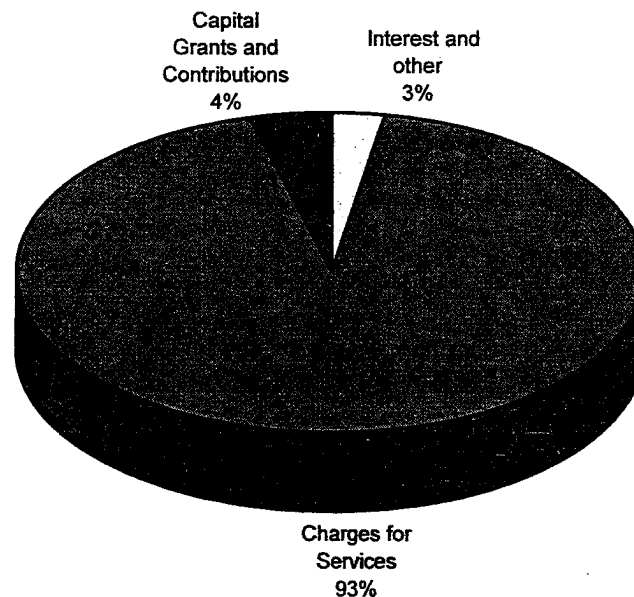
FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS, continued

**Government-wide Expenses and Program Revenues -- Business-type Activities
(Excludes General Revenues and Transfers)
(in thousands)**



For all business-type activities, charges for services provide the largest percentage of revenues (93%), followed by capital grants and contributions (4%) and interest and other revenues (3%).

Government-wide Revenue by Source -- Business-type Activities



FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUND LEVEL STATEMENTS

In comparison to the government-wide statements, the fund-level statements focus on the key funds of the City. The City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

a -- Governmental funds

The City reports the following types of governmental funds: the General Fund, special revenue funds, debt service funds, capital projects funds, and permanent funds. The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and available resources. Such information is useful in assessing the City's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available at the end of the fiscal year.

At the end of the fiscal year, the City of Austin's governmental funds reported combined ending fund balances of \$349.5 million, an increase of \$40 million from the previous year. Approximately \$260 million represents unreserved ending balance, which is available for future use. The remainder of fund balance is reserved and only available for commitments for the purchase of goods and services, receivables, property held for resale, legally restricted permanent fund resources, and certain debt service amounts. Reserved fund balance increased \$8 million in comparison to the prior year, primarily due to an increase in the reservation for encumbrances of \$4.9 million.

The General Fund is the chief operating fund of the City. At the end of the current fiscal year, the unreserved fund balance of the General Fund was \$105 million, while total fund balance was \$111.8 million. 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 represents 22% of total General Fund expenditures of \$480.9 million, and total fund balance represents 23% of expenditures. The City adopted a new financial policy in the current fiscal year which provides that surplus fund balance, previously reported as unreserved and undesignated, will continue to be reported as unreserved but will be designated for budget stabilization. The fund balance designated for budget stabilization was \$58.3 million. The balance designated for budget stabilization may be appropriated to fund capital or other one-time expenditures in the subsequent fiscal year, but such appropriation will not normally exceed one-third of the total designated amount, with the other two-thirds designated for budget stabilization in future years. The unreserved and undesignated fund balance of the General Fund was \$53.7 million for the previous fiscal year.

The General Fund fund balance increased \$6.5 million during the fiscal year, while unreserved fund balance increased \$6.2 million. Significant differences from the previous year include:

- Property tax revenues increased \$13.5 million due to an increase in assessed property values. The City's property tax rate was unchanged at 44.3 cents per \$100 valuation.
- Sales tax revenues increased \$15.7 million.
- Licenses, permits, and inspections revenues increased \$4.7 million largely due to increased building permits and inspections.
- Increase of \$36.3 million in expenditures, due primarily to increased public safety personnel costs and general government expenditures.

b -- Proprietary funds

The City's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail. Overall, net assets of the City's enterprise funds, including consolidation of the internal service funds activities, increased by \$206.3 million.

Factors that contributed to the increase in net assets are discussed in the business-type activities section of the government-wide section.

OTHER INFORMATION

a -- General Fund budgetary highlights

The original expenditure budget of the General Fund was amended several times during fiscal year 2006 for increased public safety and urban growth management costs. These increases were offset by decreases in the general city responsibilities budget. The final expenditure budget was \$438,000 higher than the original budget.

During the year, revenues were \$22.4 million more than budgeted. The difference resulted from higher than anticipated property tax and sales tax collections, in addition to a significant increase in building permit and development fees.

Actual General Fund budget-basis expenditures were \$749,000 less than budgeted. Public health, general government, urban growth management, and general city responsibilities expenditures were a combined \$1.5 million under budget; while public safety, transportation, planning and sustainability, and public recreation and culture expenditures exceeded budget by \$780,000. The total fund balance at year-end amounted to \$99.5 million, which was \$82.8 million higher than budgeted.

b -- Capital assets

The City's capital assets for governmental and business-type activities as of September 30, 2006, total \$7.5 billion (net of accumulated depreciation). Capital assets include land, buildings and improvements, equipment, vehicles, infrastructure, assets not classified, construction in progress, nuclear, fuel and plant held for future use. The total increase in the City's capital assets for the current fiscal year was \$184 million (2.5%), with an increase of 2.5% for governmental activities and an increase of 2.5% for business-type activities. Additional information on capital assets can be found in Note 7. Capital asset balances are as follows:

Capital Assets, Net of Accumulated Depreciation
September 30
(in millions)

	Governmental Activities		Business-Type Activities		Total	
	2006	2005	2006	2005	2006	2005
Land and improvements	\$ 240	243	295	287	535	530
Other assets not depreciated	19	18	1	1	20	19
Building and improvements	412	319	1,385	1,373	1,797	1,692
Equipment	80	53	2,813	2,644	2,893	2,697
Vehicles	28	27	45	42	73	69
Infrastructure	1,140	1,047	—	—	1,140	1,047
Completed assets not classified	—	13	—	37	—	50
Construction in progress	181	328	830	856	1,011	1,184
Nuclear fuel, net of amortization	—	—	29	23	29	23
Plant held for future use	—	—	28	31	28	31
Total net assets	\$ 2,100	2,048	5,426	5,294	7,526	7,342

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

- Governmental capital assets increased \$52 million primarily due to infrastructure additions.
- Business-type activities purchased or completed construction on capital assets of \$132 million. The increase was largely due to Water and Wastewater Fund expenditures for Ullrich Water Treatment Plant improvements, South Austin Wastewater Treatment Plant improvements, and for wastewater projects associated with the Austin Clean Water Program.

OTHER INFORMATION, continued

c -- Debt administration

At the end of the current fiscal year, the City reported \$4.4 billion in outstanding debt. The table below reflects the outstanding debt at September 30. Additional information can be found in Note 10.

Outstanding Debt
General Obligation and Revenue Debt
(in millions)

	Governmental Activities		Business-Type Activities		Total	
	2006	2005	2006	2005	2006	2005
General obligation bonds and other tax supported debt, net	\$ 847	841	111	106	958	947
Commercial paper notes, net	—	—	240	357	240	357
Revenue notes	—	—	28	28	28	28
Revenue bonds, net	—	—	3,201	3,038	3,201	3,038
Capital lease obligations	1	1	6	9	7	10
Total	\$ 848	842	3,586	3,538	4,434	4,380

During fiscal year 2006, the City's total outstanding debt increased by \$54 million. The City issued new debt and refinanced portions of existing debt to achieve lower borrowing costs. Debt issues include the following:

- Bond debt for governmental activities increased \$6 million. Issuance of new debt will be used primarily for sidewalk projects; bikeways; street improvements; libraries; Colorado River park; Rundberg recreation center; Rutherford Lane facility; and the Avery Ranch fire station.
- Outstanding debt for business-type functions increased \$48 million. In fiscal year 2006, new debt was issued primarily for transportation related capital equipment; solid waste services capital equipment; and water and wastewater vehicles. The City issued Electric Fund and Water and Wastewater Fund separate lien revenue refunding bonds to refund commercial paper and existing debt.

During the current fiscal year the City received several favorable bond rating upgrades. Ratings at September 30, 2006 and September 30, 2005 of the City's obligations for various debt instruments are as follows:

Debt	Moody's Investors Service, Inc		Standard & Poor's		Fitch, Inc.	
	2006	2005	2006	2005	2006	2005
General obligation bonds and other tax supported debt	Aa1	Aa2	AA+	AA+	AA+	AA+
Commercial paper notes	P-1	P-1	A-1+	A-1+	F1+	F1+
Commercial paper notes - taxable	P-1	P-1	A-1+	A-1+	F1+	F1+
Utility revenue bonds - prior lien	A1	A2	AA-	A+	AA-	A+
Utility revenue bonds - subordinate lien	A1	A2	A+	A	AA-	A+
Utility revenue bonds - separate lien:						
Electric	A1	A3	A+	A	AA-	A+
Water and Wastewater	A1	A2	A	A	AA-	A+
Airport system revenue bonds	NUR(1)	NUR(1)	A-	A-	NUR(1)	NUR(1)
Airport variable rate bonds	P-1	P-1	NUR(1)	NUR(1)	NUR(1)	NUR(1)
Convention Center revenue bonds	NUR(1)	NUR(1)	A-	NUR(1)	NUR(1)	NUR(1)

(1) No underlying rating

OTHER INFORMATION, continued

d -- Economic factors and next year's budget and rates

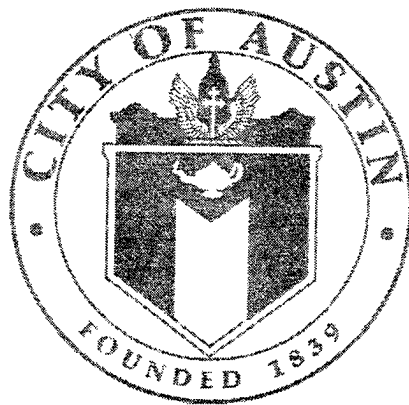
The local economic outlook is positive, with significant increases in sales tax revenues and property tax collections from the previous year. Job growth for the area continues to increase, with sustained growth forecasted over the next two years. Austin was recently selected as the site for Samsung's new chip production facility, which has the potential to anchor Austin's high-tech community for years to come. Nationwide, the U.S. economy continues to grow as the Gross Domestic Product annual growth rate was 3.3% for 2006.

For the upcoming 2007 budget, the City will continue to focus on a multi-year budget horizon, including using one-time funding judiciously and on attaining a structural budget balance. The Austin City Council has adopted a comprehensive set of financial policies to provide the foundation for long-range financial sustainability. These financial policies are directly aligned with the City Council's priority of affordability, and continue to position the City to invest in its future economic development, infrastructure needs, and quality of life. These policies are also crucial in maintaining the City's favorable bond ratings. City management will continue to monitor the economy and will be prepared to take any corrective actions to help mitigate unfavorable economic events.

The assessed taxable property value within the City increased by 16.2% for 2006. The property tax rate for fiscal year 2007 is 41.26 cents per \$100 valuation. The tax rate consists of 27.60 cents for the General Fund and 13.66 cents for debt service. Each 1 cent of the property tax rate is equivalent to \$6,084,490 of tax levy, as compared to \$5,234,964 in the previous year. Rate increases for the Water and Wastewater Fund are: 5.2% for Water and 9.2% for Wastewater for a combined increase of 7.1%.

e -- Requests for Information

This financial report is designed to provide our citizens, taxpayers, customers, investors, and creditors with a general overview of the City's finances and to demonstrate the City's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Financial and Administrative Services Department of the City of Austin, P.O. Box 1088, Austin, Texas 78767, or (512) 974-3344 or on the web at <http://www.ci.austin.tx.us/controller/>.



Statement of Net Assets
September 30, 2006
(In thousands)

City of Austin, Texas
Exhibit A-1

	Governmental Activities	Business-type Activities	2006 Total (†)
ASSETS			
Current assets:			
Cash	\$ 115	60	175
Pooled investments and cash	339,617	291,595	631,212
Pooled investments and cash - restricted	—	332,111	332,111
Total pooled investments and cash	339,617	623,706	963,323
Investments, at fair value	15,199	1,237	16,436
Investments, at fair value - restricted	—	335,302	335,302
Cash held by trustee	775	—	775
Cash held by trustee - restricted	11,945	16,174	28,119
Working capital advances	—	4,017	4,017
Property taxes receivable	12,164	—	12,164
Less allowance for uncollectible taxes	(2,826)	—	(2,826)
Net property taxes receivable	9,338	—	9,338
Accounts and other receivables	217,122	205,356	422,478
Less allowance for doubtful accounts	(86,763)	(7,141)	(93,904)
Net accounts receivable	130,359	198,215	328,574
Interest receivable - restricted	241	—	241
Receivables from other governments	17,782	—	17,782
Receivables from other governments - restricted	—	4,140	4,140
Notes receivable, net of allowance	8,226	—	8,226
Internal balances	(451)	451	—
Internal balances - restricted	(1,846)	1,846	—
Inventories, at cost	2,230	63,487	65,717
Real property held for resale	12,530	—	12,530
Prepaid items	159	1,618	1,777
Other assets	1,294	10,674	11,968
Other receivables - restricted	—	15,313	15,313
Total current assets	547,513	1,276,240	1,823,753
Noncurrent assets:			
Investments held by trustee - restricted	—	107,002	107,002
Interest receivable - restricted	—	1,259	1,259
Capital assets			
Land and other nondepreciable assets	259,178	296,646	555,824
Property, plant, and equipment in service	2,405,815	6,854,293	9,260,108
Less accumulated depreciation	(746,831)	(2,611,690)	(3,358,521)
Net property, plant, and equipment in service	1,658,984	4,242,603	5,901,587
Construction in progress	181,342	829,752	1,011,094
Nuclear fuel, net of amortization	—	29,284	29,284
Plant held for future use	—	27,783	27,783
Total capital assets	2,099,504	5,426,068	7,525,572
Intangible assets, net of amortization	—	82,602	82,602
Other long-term assets	—	667	667
Deferred costs and expenses, net of amortization	3,639	393,656	397,295
Total noncurrent assets	2,103,143	6,011,254	8,114,397
Total assets	\$ 2,650,656	7,287,494	9,938,150

(†) After internal receivables and payables have been eliminated.

(Continued)

The accompanying notes are an integral part of the financial statements.

Statement of Net Assets
September 30, 2006
(In thousands)

City of Austin, Texas
Exhibit A-1
(Continued)

	Governmental Activities	Business-type Activities	2006 Total (†)
LIABILITIES			
Current liabilities:			
Accounts payable	\$ 25,096	75,168	100,264
Accounts and retainage payable from restricted assets	—	33,723	33,723
Accrued payroll	21,097	11,168	32,265
Accrued compensated absences	35,602	16,010	51,612
Claims payable	12,109	—	12,109
Accrued interest payable from restricted assets	—	51,459	51,459
Interest payable on other debt	3,447	1,585	5,032
General obligation bonds payable and other tax supported debt, net of discount and inclusive of premium	59,953	5,077	65,030
General obligation bonds payable and other tax supported debt payable from restricted assets, net of discount and inclusive of premium	—	4,534	4,534
Revenue bonds payable	—	720	720
Revenue bonds payable payable from restricted assets	—	157,335	157,335
Capital lease obligations payable	197	3,416	3,613
Customer and escrow deposits payable from restricted assets	—	22,194	22,194
Nuclear fuel expense payable from restricted assets	—	22,052	22,052
Deferred credits and other liabilities	62,888	14,755	77,643
Total current liabilities	220,389	419,196	639,585
Noncurrent liabilities, net of current portion:			
Accrued compensated absences	41,791	4,953	46,744
Claims payable	9,100	—	9,100
Capital appreciation bond interest payable	—	211,421	211,421
Commercial paper notes payable, net of discount	—	239,958	239,958
Revenue notes payable	—	28,000	28,000
General obligation bonds payable and other tax supported debt, net of discount and inclusive of premium	787,782	100,864	888,646
Revenue bonds payable, net of discount and inclusive of premium	—	3,043,075	3,043,075
Pension obligation payable	13,912	11,758	25,670
Capital lease obligations payable	317	2,568	2,885
Accrued landfill closure and postclosure costs	—	8,379	8,379
Decommissioning expense payable from restricted assets	—	134,664	134,664
Deferred credits and other liabilities	16,248	520,045	536,293
Other liabilities payable from restricted assets	19	2,965	2,984
Total noncurrent liabilities	869,169	4,308,650	5,177,819
Total liabilities	1,089,558	4,727,846	5,817,404
NET ASSETS			
Invested in capital assets, net of related debt	1,399,316	1,538,572	2,937,888
Restricted for:			
Debt service	11,692	114,242	125,934
Strategic reserve	—	168,045	168,045
Capital projects	71,043	115,177	186,220
Renewal and replacement	—	57,268	57,268
Passenger facility charges	—	13,484	13,484
Convention Center operating reserve	—	1,022	1,022
Perpetual Care:			
Expendable	443	—	443
Nonexpendable	1,040	—	1,040
Unrestricted	77,564	551,838	629,402
Total net assets	\$ 1,561,098	2,559,648	4,120,746

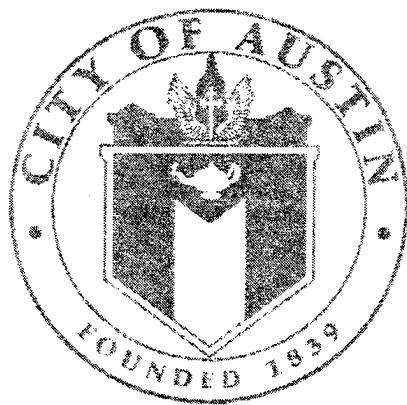
(†) After internal receivables and payables have been eliminated.

The accompanying notes are an integral part of the financial statements.

Statement of Activities
For the year ended September 30, 2006
(In thousands)

Functions/Programs	Program Revenues			Net (Expense) Revenue and Changes in Net Assets		
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities
Governmental activities						
General government	\$ 84,693	9,718	104	1,111	(73,760)	--
Public safety	373,361	40,314	21,973	--	(311,074)	--
Transportation, planning, and sustainability	25,426	3,186	60	--	(22,180)	--
Public health	94,697	45,610	22,229	--	(26,858)	--
Public recreation and culture	65,453	3,339	1,510	--	(60,604)	--
Urban growth management	81,439	37,609	32,047	--	(11,783)	--
Unallocated depreciation expense (1)	35,357	--	--	--	(35,357)	--
Interest on debt	38,766	--	--	--	(38,766)	--
Total governmental activities	799,192	139,776	77,923	1,111	(580,382)	--
Business-type activities						
Electric	918,369	1,070,606	--	13,152	--	165,389
Water	161,516	164,561	--	18,240	--	21,285
Wastewater	132,005	141,676	--	16,297	--	25,968
Airport	78,487	87,473	--	16,017	--	25,003
Convention	41,992	14,692	--	276	--	(27,024)
Environmental and health services	50,290	45,078	--	1,272	--	(3,940)
Public recreation	9,225	8,968	--	257	--	--
Urban growth management	63,981	77,381	--	4,293	--	17,693
Total business-type activities	1,455,865	1,610,435	--	69,804	--	224,374
Total	\$ 2,255,057	1,750,211	77,923	70,915	(580,382)	(356,008)
General revenues:						
Property tax					236,146	--
Sales tax					139,289	--
Franchise fees and gross receipts tax					79,755	--
Grants and contributions not restricted to specific programs					90,083	--
Interest and other					35,315	47,905
Transfers-internal activities					65,974	(65,974)
Total general revenues and transfers					646,562	--
Change in net assets					66,180	206,305
Beginning net assets					1,494,918	2,353,343
Ending net assets					\$ 1,561,098	2,559,648

(1) Excludes direct depreciation expense for the various programs
The accompanying notes are an integral part of the financial statements.



**Governmental Funds
Balance Sheet
September 30, 2006
(In thousands)**

**City of Austin, Texas
Exhibit B-1**

	2006		
	General	Nonmajor	Total
	Fund	Governmental	Governmental
		Funds	Funds
ASSETS			
Cash	\$ 92	5	97
Pooled investments and cash	96,620	149,631	246,251
Investments, at fair value	—	15,199	15,199
Cash held by trustee-restricted	—	11,945	11,945
Property taxes receivable	7,282	4,882	12,164
Less allowance for uncollectible taxes	(1,741)	(1,085)	(2,826)
Net property taxes receivable	5,541	3,797	9,338
Accounts and other receivables	140,192	74,559	214,751
Less allowance for doubtful accounts	(91,856)	(320)	(92,176)
Net accounts receivable	48,336	74,239	122,575
Receivables from other governments	—	17,782	17,782
Notes receivable, net of allowance	—	8,226	8,226
Due from other funds	282	34,017	34,299
Advances to other funds	—	7,208	7,208
Inventories, at cost	1,159	—	1,159
Real property held for resale	—	12,530	12,530
Prepaid items	135	2	137
Other assets	60	1,234	1,294
Total assets	152,225	335,815	488,040
LIABILITIES AND FUND BALANCES			
Accounts payable	5,294	10,295	15,589
Accrued payroll	16,376	978	17,354
Accrued compensated absences	413	—	413
Due to other funds	619	34,297	34,916
Deferred revenue	13,938	7,506	21,444
Advances from other funds	617	482	1,099
Deposits and other liabilities	3,164	44,520	47,684
Total liabilities	40,421	98,078	138,499
Fund balances			
Reserved:			
Encumbrances	5,467	39,161	44,628
Inventories and prepaid items	1,294	2	1,296
Notes receivable	—	8,226	8,226
Advances receivable	—	7,208	7,208
Real property held for resale	—	12,530	12,530
Debt service	—	14,898	14,898
Permanent funds	—	1,040	1,040
Unreserved, designated:			
Emergencies	40,000	—	40,000
Contingencies	4,579	—	4,579
Future use	845	—	845
Budget stabilization	58,280	—	58,280
One-time expenditures	1,339	—	1,339
Unreserved, undesignated:			
Special revenue	—	50,020	50,020
Capital projects	—	104,209	104,209
Permanent funds	—	443	443
Total fund balances	111,804	237,737	349,541
Total liabilities and fund balances	\$ 152,225	335,815	488,040

The accompanying notes are an integral part of the financial statements.

Governmental Funds
Reconciliation of the Governmental Funds Balance Sheet
to the Statement of Net Assets
September 30, 2006
(In thousands)

City of Austin, Texas
Exhibit B-1.1

Total fund balances - Governmental funds \$ 349,541

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. 2,046,502

Other long-term assets are not available as current-period
resources and are not reported in the funds. 10,156

Long-term liabilities are not payable in the current period and
are not reported in the funds. (923,380)

Internal service funds are used by management to charge the costs
of capital project management, combined emergency communication
center, employee benefits, fleet maintenance, information systems,
liability reserve, support services, wireless communication,
and workers' compensation to individual funds.
The assets and liabilities of the internal service funds are included
in governmental activities in the statement of net assets. 78,279

Total net assets - Governmental activities \$ 1,561,098

The accompanying notes are an integral part of the financial statements.

Governmental Funds
Statement of Revenues, Expenditures, and Changes in Fund Balances
For the year ended September 30, 2006
(In thousands)

City of Austin, Texas
 Exhibit B-2

	2006		
	General Fund	Nonmajor Governmental Funds	Total Governmental Funds
REVENUES			
Property taxes	\$ 150,450	84,105	234,555
Sales taxes	139,289	—	139,289
Franchise fees and other taxes	35,282	44,473	79,755
Fines, forfeitures and penalties	18,832	4,865	23,697
Licenses, permits and inspections	22,131	—	22,131
Charges for services/goods	24,453	64,336	88,789
Intergovernmental	—	94,955	94,955
Property owners' participation and contributions	—	9,486	9,486
Interest and other	15,882	18,504	34,386
Total revenues	406,319	320,724	727,043
EXPENDITURES			
Current:			
General government	49,340	1,485	50,825
Public safety	334,025	25,588	359,613
Transportation, planning and sustainability	473	4,366	4,839
Public health	30,120	63,605	93,725
Public recreation and culture	49,611	5,254	54,865
Urban growth management	17,335	59,230	76,565
Debt service:			
Principal	—	57,651	57,651
Interest	—	39,023	39,023
Fees and commissions	—	10	10
Capital outlay	—	87,931	87,931
Total expenditures	480,904	344,143	825,047
Excess (deficiency) of revenues over expenditures	(74,585)	(23,419)	(98,004)
OTHER FINANCING SOURCES (USES)			
Issuance of tax supported debt	—	67,735	67,735
Bond premiums	—	11	11
Transfers in	97,658	44,406	142,064
Transfers out	(16,611)	(55,212)	(71,823)
Total other financing sources (uses)	81,047	56,940	137,987
Net change in fund balances	6,462	33,521	39,983
Fund balances at beginning of year	105,342	204,216	309,558
Fund balances at end of year	\$ 111,804	237,737	349,541

The accompanying notes are an integral part of the financial statements.

Governmental Funds
Reconciliation of the Governmental Funds Statement of Revenues, Expenditures, and
Changes in Fund Balances to the Statement of Activities
For the year ended September 30, 2006
(In thousands)

City of Austin, Texas
 Exhibit B-2.1

Net change in fund balances - Governmental funds	\$ 39,983
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.	6,019
Revenues in the statement of activities that do not provide current available financial resources are not reported as revenues in the funds.	23,918
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, 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.	(10,106)
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 the funds.	(11,728)
The net revenue of certain activities of internal service funds is reported with governmental activities.	18,094
Change in net assets - Governmental activities	<u>\$ 66,180</u>

The accompanying notes are an integral part of the financial statements.

Proprietary Funds
Statement of Net Assets
September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
ASSETS			
Current assets:			
Cash	\$ 18	11	6
Pooled investments and cash	168,936	26,951	1,111
Pooled investments and cash - restricted	153,171	21,566	98,498
Total pooled investments and cash	322,107	48,517	99,609
Investments, at fair value	—	—	—
Investments, at fair value - restricted	259,946	49,042	24,049
Cash held by trustee	—	—	—
Cash held by trustee - restricted	10,368	5,806	—
Working capital advances	4,017	—	—
Accounts receivable	137,293	49,116	3,851
Less allowance for doubtful accounts	(2,271)	(693)	(150)
Net accounts receivable	135,022	48,423	3,701
Receivables from other governments-restricted	—	—	4,140
Due from other funds	—	—	—
Due from other funds - restricted	—	27	617
Inventories, at cost	61,013	1,648	—
Prepaid expenses	1,472	124	11
Other assets	10,664	5	—
Other receivables - restricted	997	4,575	—
Total current assets	805,624	158,178	132,133
Noncurrent assets:			
Advances to other funds	2,895	—	—
Advances to other funds - restricted	—	107	808
Investments held by trustee - restricted	107,002	—	—
Interest receivable - restricted	1,259	—	—
Capital assets			
Land and other nondepreciable assets	40,469	141,356	59,410
Property, plant, and equipment in service	3,462,655	2,331,102	637,868
Less accumulated depreciation	(1,553,865)	(818,737)	(133,531)
Net property, plant, and equipment in service	1,908,790	1,512,365	504,337
Construction in progress	170,114	569,945	50,887
Nuclear fuel, net of amortization	29,284	—	—
Plant held for future use	27,783	—	—
Total capital assets	2,176,440	2,223,666	614,634
Intangible assets, net of amortization	—	82,602	—
Other long-term assets	667	—	—
Deferred costs and expenses, net of amortization	203,421	183,505	3,847
Total noncurrent assets	2,491,684	2,489,880	619,289
Total assets	\$ 3,297,308	2,648,058	751,422

The accompanying notes are an integral part of the financial statements.

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
ASSETS			
Current assets:			
Cash	25	60	18
Pooled investments and cash	94,597	291,595	93,366
Pooled investments and cash - restricted	58,876	332,111	—
Total pooled investments and cash	153,473	623,706	93,366
Investments, at fair value	1,237	1,237	—
Investments, at fair value - restricted	2,265	335,302	—
Cash held by trustee	—	—	775
Cash held by trustee - restricted	—	16,174	—
Working capital advances	—	4,017	—
Accounts receivable	15,096	205,356	1,681
Less allowance for doubtful accounts	(4,027)	(7,141)	(222)
Net accounts receivable	11,069	198,215	1,459
Receivables from other governments-restricted	—	4,140	—
Due from other funds	333	333	207
Due from other funds - restricted	—	644	—
Inventories, at cost	826	63,487	1,071
Prepaid expenses	11	1,618	22
Other assets	5	10,674	—
Other receivables - restricted	9,741	15,313	—
Total current assets	178,985	1,274,920	96,918
Noncurrent assets:			
Advances to other funds	—	2,895	—
Advances to other funds - restricted	287	1,202	—
Investments held by trustee - restricted	—	107,002	—
Interest receivable - restricted	—	1,259	—
Capital assets			
Land and other nondepreciable assets	55,411	296,646	712
Property, plant, and equipment in service	422,668	6,854,293	72,677
Less accumulated depreciation	(105,557)	(2,611,690)	(27,984)
Net property, plant, and equipment in service	317,111	4,242,603	44,693
Construction in progress	38,806	829,752	7,597
Nuclear fuel, net of amortization	—	29,284	—
Plant held for future use	—	27,783	—
Total capital assets	411,328	5,426,068	53,002
Intangible assets, net of amortization	—	82,602	—
Other long-term assets	—	667	—
Deferred costs and expenses, net of amortization	2,883	393,656	49
Total noncurrent assets	414,498	6,015,351	53,051
Total assets	593,483	7,290,271	149,969

The accompanying notes are an integral part of the financial statements.

(Continued)

Proprietary Funds
Statement of Net Assets
September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
LIABILITIES			
Current liabilities:			
Accounts payable	\$ 67,170	2,828	1,524
Accounts and retainage payable from restricted assets	7,037	20,914	1,711
Accrued payroll	4,992	2,498	723
Accrued compensated absences	7,266	3,813	1,020
Claims payable	—	—	—
Due to other funds	—	—	—
Accrued interest payable from restricted assets	25,591	21,967	1,519
Interest payable on other debt	254	1,007	2
General obligation bonds payable and other tax supported debt	—	—	61
General obligation bonds payable and other tax supported debt payable from restricted assets	255	3,322	—
Revenue bonds payable	—	720	—
Revenue bonds payable from restricted assets	101,312	45,208	9,555
Capital lease obligations payable	2,012	1,239	149
Customer and escrow deposits payable from restricted assets	14,414	4,797	343
Nuclear fuel expense payable from restricted assets	22,052	—	—
Deferred credits and other liabilities	7,087	6,353	1,025
Total current liabilities	259,442	114,666	17,632
Noncurrent liabilities, net of current portion:			
Accrued compensated absences	2,378	1,058	—
Claims payable	—	—	—
Advances from other funds	—	3,781	—
Capital appreciation bond interest payable	103,287	108,134	—
Commercial paper notes payable, net of discount	54,326	185,632	—
Revenue notes payable	—	—	28,000
General obligation bonds payable and other tax supported debt, net of discount and inclusive of premium	1,757	19,363	337
Revenue bonds payable, net of discount and inclusive of premium	1,158,862	1,336,041	329,023
Pension obligation payable	5,254	2,683	857
Capital lease obligations payable	1,241	1,327	—
Accrued landfill closure and postclosure costs	—	—	—
Decommissioning expense payable from restricted assets	134,664	—	—
Deferred credits and other liabilities	72,077	446,733	1,234
Other liabilities payable from restricted assets	—	2,234	731
Total noncurrent liabilities	1,533,846	2,106,986	360,182
Total liabilities	1,793,288	2,221,652	377,814
NET ASSETS			
Invested in capital assets, net of related debt	827,970	309,688	251,358
Restricted for:			
Debt service	66,310	27,074	18,593
Strategic reserve	168,045	—	—
Capital projects	43,124	—	62,867
Renewal and replacement	45,559	—	10,000
Passenger facility charges	—	—	13,484
Convention Center operating reserve	—	—	—
Unrestricted	353,012	89,644	17,306
Total net assets	\$ 1,504,020	426,406	373,608
Reconciliation to government-wide Statement of Net Assets			
Adjustment to consolidate internal service activities	2,474	2,536	1,025
Total net assets - Business-type activities	\$ 1,506,494	428,942	374,633

The accompanying notes are an integral part of the financial statements.

(Continued)

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
LIABILITIES			
Current liabilities:			
Accounts payable	3,646	75,168	9,507
Accounts and retainage payable from restricted assets	4,061	33,723	—
Accrued payroll	2,955	11,168	3,743
Accrued compensated absences	3,911	16,010	5,525
Claims payable	—	—	12,109
Due to other funds	333	333	234
Accrued interest payable from restricted assets	2,382	51,459	—
Interest payable on other debt	322	1,585	87
General obligation bonds payable and other tax supported debt	5,016	5,077	3,319
General obligation bonds payable and other tax supported debt payable from restricted assets	957	4,534	—
Revenue bonds payable	—	720	—
Revenue bonds payable from restricted assets	1,260	157,335	—
Capital lease obligations payable	16	3,416	12
Customer and escrow deposits payable from restricted assets	2,640	22,194	—
Nuclear fuel expense payable from restricted assets	—	22,052	—
Deferred credits and other liabilities	290	14,755	1,262
Total current liabilities	27,789	419,529	35,798
Noncurrent liabilities, net of current portion:			
Accrued compensated absences	1,517	4,953	751
Claims payable	—	—	9,100
Advances from other funds	6,111	9,892	314
Capital appreciation bond interest payable	—	211,421	—
Commercial paper notes payable, net of discount	—	239,958	—
Revenue notes payable	—	28,000	—
General obligation bonds payable and other tax supported debt, net of discount and inclusive of premium	79,407	100,864	18,260
Revenue bonds payable, net of discount and inclusive of premium	219,149	3,043,075	—
Pension obligation payable	2,964	11,758	—
Capital lease obligations payable	—	2,568	—
Accrued landfill closure and postclosure costs	8,379	8,379	—
Decommissioning expense payable from restricted assets	—	134,664	—
Deferred credits and other liabilities	1	520,045	—
Other liabilities payable from restricted assets	—	2,965	19
Total noncurrent liabilities	317,528	4,318,542	28,444
Total liabilities	345,317	4,738,071	64,242
NET ASSETS			
Invested in capital assets, net of related debt	149,556	1,538,572	30,414
Restricted for:			
Debt service	2,265	114,242	—
Strategic reserve	—	168,045	—
Capital projects	9,186	115,177	3,540
Renewal and replacement	1,709	57,268	—
Passenger facility charges	—	13,484	—
Convention Center operating reserve	1,022	1,022	—
Unrestricted	84,428	544,390	51,773
Total net assets	248,166	2,552,200	85,727
Reconciliation to government-wide Statement of Net Assets			
Adjustment to consolidate internal service activities	1,413	7,448	—
Total net assets - Business-type activities	249,579	2,559,648	—

The accompanying notes are an integral part of the financial statements.

Proprietary Funds
Statement of Revenues, Expenses, and Changes in Fund Net Assets
For the year ended September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
OPERATING REVENUES			
Utility services	\$ 1,070,606	306,237	--
User fees and rentals	--	--	71,496
Billings to departments	--	--	--
Employee contributions	--	--	--
Operating revenues from other governments	--	--	--
Other operating revenues	--	--	--
Total operating revenues	1,070,606	306,237	71,496
OPERATING EXPENSES			
Operating expenses before depreciation	695,271	129,599	45,714
Depreciation and amortization	126,244	65,977	17,129
Total operating expenses	821,515	195,576	62,843
Operating income (loss)	249,091	110,661	8,653
NONOPERATING REVENUES (EXPENSES)			
Interest and other revenues	33,059	2,951	5,772
Interest on revenue bonds and other debt	(88,247)	(81,571)	(17,058)
Interest capitalized during construction	--	--	2,103
Passenger facility charges	--	--	15,977
Amortization of bond issue cost	(649)	(647)	(325)
Cost (recovered) to be recovered in future years	1,934	(15,108)	--
Other nonoperating expense	(9,442)	(398)	(255)
Total nonoperating revenues (expenses)	(63,345)	(94,773)	6,214
Income (loss) before contributions and transfers	185,746	15,888	14,867
Capital contributions	13,152	34,537	16,017
Transfers in	221	--	--
Transfers out	(77,420)	(23,502)	--
Change in net assets	121,699	26,923	30,884
Total net assets - beginning	1,382,321	399,483	342,724
Total net assets - ending	\$ 1,504,020	426,406	373,608
Reconciliation to government-wide Statement of Activities			
Change in net assets	121,699	26,923	30,884
Adjustment to consolidate internal service activities	(450)	(221)	(109)
Change in net assets - Business-type activities	\$ 121,249	26,702	30,775

The accompanying notes are an integral part of the financial statements.

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
OPERATING REVENUES			
Utility services	—	1,376,843	—
User fees and rentals	146,119	217,615	—
Billings to departments	—	—	224,353
Employee contributions	—	—	28,009
Operating revenues from other governments	—	—	1,886
Other operating revenues	—	—	1,989
Total operating revenues	146,119	1,594,458	256,237
OPERATING EXPENSES			
Operating expenses before depreciation	135,193	1,005,777	245,000
Depreciation and amortization	15,378	224,728	9,131
Total operating expenses	150,571	1,230,505	254,131
Operating income (loss)	(4,452)	363,953	2,106
NONOPERATING REVENUES (EXPENSES)			
Interest and other revenues	6,123	47,905	992
Interest on revenue bonds and other debt	(14,068)	(200,944)	(616)
Interest capitalized during construction	2,379	4,482	—
Passenger facility charges	—	15,977	—
Amortization of bond issue cost	(179)	(1,800)	(2)
Cost (recovered) to be recovered in future years	—	(13,174)	—
Other nonoperating expense	(2,448)	(12,543)	(8,609)
Total nonoperating revenues (expenses)	(8,193)	(160,097)	(8,235)
Income (loss) before contributions and transfers	(12,645)	203,856	(6,129)
Capital contributions	6,098	69,804	27,110
Transfers in	37,463	37,684	949
Transfers out	(2,736)	(103,658)	(5,216)
Change in net assets	28,180	207,686	16,714
Total net assets - beginning	219,986	2,344,514	69,013
Total net assets - ending	248,166	2,552,200	85,727
Reconciliation to government-wide Statement of Activities			
Change in net assets	28,180	207,686	
Adjustment to consolidate internal service activities	(601)	(1,381)	
Change in net assets - Business-type activities	27,579	206,305	

The accompanying notes are an integral part of the financial statements.

Proprietary Funds
Statement of Cash Flows
For the year ended September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
CASH FLOWS FROM OPERATING ACTIVITIES:			
Cash received from customers	\$ 1,106,493	299,919	72,274
Cash payments to suppliers for goods and services	(569,616)	(62,412)	(28,356)
Cash payments to employees for services	(113,396)	(59,537)	(17,597)
Cash payments to claimants/beneficiaries	—	—	—
Taxes collected and remitted to other governments	(29,969)	—	—
Net cash provided (used) by operating activities	393,512	177,970	26,321
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:			
Transfers in	221	—	—
Transfers out	(77,420)	(23,502)	—
Interest paid on revenue notes and other debt	(63)	(21)	—
Increase in deferred assets	(648)	—	—
Loans to other funds	(174)	—	—
Loans from other funds	—	—	617
Loan repayments to other funds	—	(928)	—
Loan repayments from other funds	—	27	32
Net cash provided (used) by noncapital financing activities	(78,084)	(24,424)	649
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:			
Proceeds from the sale of commercial paper notes	51,488	121,190	—
Proceeds from the sale of general obligation bonds and other tax supported debt	—	1,815	—
Principal paid on long-term debt	(78,218)	(49,266)	(14,019)
Purchased interest received	480	617	—
Interest paid on revenue bonds and other debt	(68,275)	(70,196)	(16,596)
Passenger facility charges	—	—	15,977
Acquisition and construction of capital assets	(135,897)	(156,676)	(29,414)
Contributions (to) from municipality	—	—	—
Contributions from state and federal governments	—	—	12,208
Contributions in aid of construction	14,076	15,965	—
Bond issuance costs	—	107	99
Bond discounts	(142)	—	—
Bond premiums	—	3,236	—
Cash paid for bond defeasance	—	—	(1,000)
Cash paid for nuclear fuel inventory	(16,724)	—	—
Net cash provided (used) by capital and related financing activities	\$ (233,212)	(133,208)	(32,745)

The accompanying notes are an integral part of the financial statements.

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES:			
Cash received from customers	145,284	1,623,970	258,616
Cash payments to suppliers for goods and services	(63,764)	(724,148)	(107,121)
Cash payments to employees for services	(68,785)	(259,315)	(87,988)
Cash payments to claimants/beneficiaries	—	—	(54,183)
Taxes collected and remitted to other governments	—	(29,969)	—
Net cash provided (used) by operating activities	12,735	610,538	9,324
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:			
Transfers in	37,463	37,684	949
Transfers out	(2,736)	(103,658)	(5,216)
Interest paid on revenue notes and other debt	(3)	(87)	—
Increase in deferred assets	—	(648)	—
Loans to other funds	(448)	(622)	—
Loans from other funds	794	1,411	—
Loan repayments to other funds	—	(928)	(27)
Loan repayments from other funds	159	218	241
Net cash provided (used) by noncapital financing activities	35,229	(66,630)	(4,053)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:			
Proceeds from the sale of commercial paper notes	—	172,678	—
Proceeds from the sale of general obligation bonds and other tax supported debt	7,795	9,610	—
Principal paid on long-term debt	(7,848)	(149,351)	(3,216)
Purchased interest received	24	1,121	—
Interest paid on revenue bonds and other debt	(13,423)	(168,490)	(773)
Passenger facility charges	—	15,977	—
Acquisition and construction of capital assets	(23,134)	(345,121)	(10,178)
Contributions (to) from municipality	(1,257)	(1,257)	108
Contributions from state and federal governments	—	12,208	—
Contributions in aid of construction	3,933	33,974	—
Bond issuance costs	20	226	—
Bond discounts	—	(142)	—
Bond premiums	5	3,241	2
Cash paid for bond defeasance	—	(1,000)	—
Cash paid for nuclear fuel inventory	—	(16,724)	—
Net cash provided (used) by capital and related financing activities	(33,885)	(433,050)	(14,057)

The accompanying notes are an integral part of the financial statements.

(Continued)

Proprietary Funds
Statement of Cash Flows
For the year ended September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investment securities	\$ (270,067)	(103,446)	(30,284)
Proceeds from sale and maturities of investment securities	252,413	100,381	32,116
Interest on investments	28,910	3,281	5,155
Net cash provided (used) by investing activities	11,256	216	6,987
 Net increase (decrease) in cash and cash equivalents	 93,472	 20,554	 1,212
Cash and cash equivalents, October 1	239,021	33,780	98,403
Cash and cash equivalents, September 30	332,493	54,334	99,615
 RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:			
Operating income (loss)	249,091	110,661	8,653
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation	126,244	63,477	17,129
Amortization	—	2,500	—
Change in assets and liabilities:			
(Increase) decrease in working capital advances	(727)	—	—
(Increase) decrease in accounts receivable	(44)	(4,580)	1,238
Decrease in allowance for doubtful accounts	(1,372)	(207)	—
Decrease in due from other funds	—	—	—
(Increase) decrease in inventory	(8,804)	(605)	—
(Increase) decrease in prepaid expenses and other assets	14,439	3	(2)
(Increase) decrease in deferred costs and other expenses	11,180	—	—
(Increase) decrease in other long-term assets	335	—	—
Increase (decrease) in accounts payable	(5,990)	548	(581)
Increase in accrued payroll and compensated absences	1,763	856	330
Decrease in claims payable	—	—	—
Decrease in advances from other funds	—	—	—
Increase in pension obligations payable	2,689	1,364	398
Increase (decrease) in deferred credits and other liabilities	337	2,507	(431)
Increase (decrease) in customer deposits	4,371	1,446	(413)
Total adjustments	144,421	67,309	17,668
Net cash provided (used) by operating activities	\$ 393,512	177,970	26,321

The accompanying notes are an integral part of the financial statements.

(Continued)

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investment securities	(10,310)	(414,107)	--
Proceeds from sale and maturities of investment securities	12,363	397,273	--
Interest on investments	6,120	43,466	994
Net cash provided (used) by investing activities	8,173	26,632	994
Net increase (decrease) in cash and cash equivalents	22,252	137,490	(7,792)
Cash and cash equivalents, October 1	131,246	502,450	101,951
Cash and cash equivalents, September 30	153,498	639,940	94,159
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:			
Operating income (loss)	(4,452)	363,953	2,106
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation	15,378	222,228	9,131
Amortization	--	2,500	--
Change in assets and liabilities:			
(Increase) decrease in working capital advances	124	(603)	--
(Increase) decrease in accounts receivable	(829)	(4,215)	2,419
Decrease in allowance for doubtful accounts	(263)	(1,842)	--
Decrease in due from other funds	--	--	(19)
(Increase) decrease in inventory	(520)	(9,929)	4
(Increase) decrease in prepaid expenses and other assets	21	14,461	38
(Increase) decrease in deferred costs and other expense	--	11,180	(34)
(Increase) decrease in other long-term assets	--	335	(50)
Increase (decrease) in accounts payable	98	(5,925)	2,101
Increase in accrued payroll and compensated absences	1,062	4,011	1,083
Decrease in claims payable	--	--	(7,609)
Decrease in advances from other funds	--	--	(20)
Increase in pension obligations payable	1,552	6,003	--
Increase (decrease) in deferred credits and other liabilities	301	2,714	174
Increase (decrease) in customer deposits	263	5,667	--
Total adjustments	17,187	246,585	7,218
Net cash provided (used) by operating activities	12,735	610,538	9,324

The accompanying notes are an integral part of the financial statements.

(Continued)

Proprietary Funds
Statement of Cash Flows
For the year ended September 30, 2006
(In thousands)

	Electric	Water and Wastewater	Airport
NONCASH INVESTING, CAPITAL AND FINANCING ACTIVITIES:			
Decrease in deferred assets/expenses	\$ 3,836	1,197	—
Increase in capital appreciation bond interest payable	10,817	12,174	—
Capital assets contributed from (to) other funds	(1,019)	—	(47)
Increase in contributed facilities	—	18,434	—
Net increase in the fair value of investments	(67)	—	—
Amortization of bond issue costs	(615)	(647)	(325)
Amortization of bond discounts and premiums	(5,729)	(7,360)	(138)
Amortization of deferred loss on refundings	9,303	5,469	1,187
Loss on disposal of assets	(9,033)	(397)	(115)
Deferred gain on bond refunding	—	180	—
Bond issuance costs, discounts, premiums, and accrued interest written off due to refunding	—	1,323	—
Deferred costs (recovered) to be recovered	1,934	(15,108)	—
Contributions from other funds	—	—	—
Increase in deferred credits and other liabilities	10,170	16,317	—
Capital lease obligations	—	—	—
General obligation bonds and other tax supported debt proceeds receivable	—	4,420	—
Bonds issued for the advance refundings of debt	150,000	205,435	—
Bond issuance costs on advance refundings	(1,348)	(2,234)	—
Bond discounts on advance refundings	—	(716)	—
Bond premiums on advance refundings	5,848	6,270	—
Reduction of long-term debt due to advance refundings	(154,500)	(204,921)	—

The accompanying notes are an integral part of the financial statements.

(Continued)

	Nonmajor Enterprise Funds	2006 Total	Governmental Activities- Internal Service Funds
NONCASH INVESTING, CAPITAL AND FINANCING ACTIVITIES:			
Decrease in deferred assets/expenses	2	5,035	--
Increase in capital appreciation bond interest payable	--	22,991	--
Capital assets contributed from (to) other funds	2,582	1,516	7,829
Increase in contributed facilities	--	18,434	--
Net increase in the fair value of investments	--	(67)	--
Amortization of bond issue costs	(179)	(1,766)	(2)
Amortization of bond discounts and premiums	(427)	(13,654)	(5)
Amortization of deferred loss on refundings	1,143	17,102	48
Loss on disposal of assets	(1,240)	(10,785)	1,423
Deferred gain on bond refunding	--	180	--
Bond issue costs, discounts, premiums, and accrued interest written off due to refunding	--	1,323	--
Deferred costs (recovered) to be recovered	--	(13,174)	--
Contributions from other funds	--	--	199
Increase in deferred credits and other liabilities	--	26,487	187
Capital lease obligations	8	8	8
General obligation bonds and other tax supported debt proceeds receivable	9,700	14,120	--
Bonds issued for the advance refundings of debt	--	355,435	--
Bond issuance costs on advance refundings	--	(3,582)	--
Bond discounts on advance refundings	--	(716)	--
Bond premiums on advance refundings	--	12,118	--
Reduction of long-term debt due to advance refundings	--	(359,421)	--

The accompanying notes are an integral part of the financial statements.

Fiduciary Funds
Statement of Fiduciary Net Assets
September 30, 2006
(In thousands)

City of Austin, Texas
Exhibit D-1

	Private-purpose Trust	Agency
ASSETS		
Pooled investments and cash	\$ 1,128	3,078
Other assets	121	—
Total assets	1,249	3,078
LIABILITIES		
Accounts payable	—	183
Due to other governments	—	2,375
Deposits and other liabilities	466	520
Total liabilities	466	3,078
NET ASSETS		
Held in trust	783	
Total net assets	\$ 783	

The accompanying notes are an integral part of the financial statements.

Fiduciary Funds
Statement of Changes in Fiduciary Net Assets
For the year ended September 30, 2006
(In thousands)

City of Austin, Texas
Exhibit D-2

	<u>Private-purpose Trust</u>
ADDITIONS	
Contributions	\$ 279
Interest and other	41
Total additions	<u>320</u>
DEDUCTIONS	
Benefit payments	<u>238</u>
Total deductions	<u>238</u>
Change in net assets	82
Total net assets - beginning	701
Total net assets - ending	<u><u>\$ 783</u></u>

The accompanying notes are an integral part of the financial statements.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The City of Austin, Texas (the City) is a municipal corporation incorporated under Article XI, Section 5 of the Constitution of the State of Texas (Home Rule Amendment). The City operates under a Council-Manager form of government. The City Council is composed of a Mayor and six Councilmembers, all of whom are elected at large for three-year staggered terms and may serve a maximum of two consecutive terms. A petition signed by 5% of the registered voters waives the term limit for a Councilmember.

The City's major activities or programs include general government; public safety; transportation, planning and sustainability; public health; public recreation and culture; and urban growth management. In addition, the City owns and operates certain major enterprise activities including an electric utility, water and wastewater utility, airport, and non-major enterprise activities including convention, environmental and health services, public recreation, and urban growth management activities. These activities are included in the accompanying financial statements.

The City of Austin's charter requires an annual audit by an independent certified public accountant. These financial statements have been prepared in accordance with GAAP for local governments as prescribed by the GASB. The City has implemented GASB Statements No. 1 through No. 41. GASB Statement No. 42 entitled *"Accounting and Reporting for Impairment of Capital Assets and Insurance Recoveries"*, GASB Statement No. 44 entitled *"Economic Condition Reporting: The Statistical Section"*, and GASB Statement No. 46 entitled *"Net Assets Restricted by Enabling Legislation"* were implemented in fiscal year 2006. The more significant accounting and reporting policies and practices used by the City are described below.

As a local government, the City is not subject to federal income taxes, under the Internal Revenue Code Section 115. Furthermore, it is not subject to state sales tax.

a -- Reporting Entity

As required by GAAP, these financial statements present the City's primary government, its component units, and other entities for which the City is considered financially accountable. Blended component units, although legally separate entities, are, in substance, part of the City's operations; therefore, data from these units are combined with data of the City.

Blended Component Units -- The Austin Housing Finance Corporation (AHFC) and Austin Industrial Development Corporation (AIDC) are legally separate entities from the City. AHFC and AIDC serve all the citizens of Austin and are governed by a board composed of the City Councilmembers. The activities are reported in the Housing Assistance Fund and Austin Industrial Development Corporation Fund, which are nonmajor special revenue funds.

The Mueller Local Government Corporation (MLGC) is a non-profit local government corporation created by the City under Subchapter D of Chapter 431 of the Texas Transportation Code. MLGC was created for the purpose of financing infrastructure projects required for the development of the former site of Mueller Airport. The Austin City Council acts as the board of directors of the corporation; and members of the City staff serve as officers of the corporation. The entity is reported as a nonmajor special revenue fund in the City's financial statements.

Related Organizations -- The City Council appoints board members, but the City has no significant financial accountability for the following related organizations:

- Capital Metropolitan Transit Authority (Capital Metro) - The City's accountability for this organization does not extend beyond appointing board members.
- Austin-Bergstrom International Airport (ABIA) Development Corporation -- City Councilmembers appoint themselves as members of the board, but their function on the board is ministerial rather than substantive.
- Austin-Bergstrom Landhost Enterprises, Inc. and Austin Convention Enterprises, Inc. -- City Councilmembers appoint members of these boards. Debt issues by these entities do not constitute a debt or pledge of the faith and credit of the City.
- Austin Travis County Mental Health Retardation Center -- The nine board members are appointed by the City, Travis County, and the Austin Independent School District.
- Urban Renewal Agency - The Mayor, with consent of the City Council, appoints the board of commissioners for this agency, whose primary responsibility is to oversee the implementation and compliance of urban renewal plans adopted by the City Council.
- Austin Housing Authority - The Mayor appoints the persons to serve as commissioners of this organization.
- Travis County Hospital District - City Councilmembers appoint four board managers, Travis County appoints four board managers, and the City and County mutually appoint one board manager. Travis County reports the Hospital District as a component unit on their financial statements.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

a – Reporting Entity, continued

All of these entities are separate from the operating activities of the City. Related organizations are not included in the City's reporting entity.

The City of Austin retirement plans (described in Note 8) and the City of Austin Deferred Compensation Plan are not included in the City's reporting entity since the City does not exercise substantial control over these plans.

b – Government-wide and Fund Financial Statements

The basic financial statements include both government-wide and fund financial statements. The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all governmental and business-type activities of the primary government and its component units. Fiduciary activities are not included in the government-wide statements. Internal service fund asset and liability balances that are not eliminated in the statement of net assets are reported in the governmental activities column on the government-wide statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges to external customers.

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

The accounts of the City are organized on the basis of funds. The fund level statements focus on the governmental, proprietary, and fiduciary funds. Each fund was established to account for specific activities in accordance with applicable regulations, restrictions, or limitations. Major funds are determined by criteria specified by GASB Statement 34; the City has not elected to present additional major funds that do not meet the minimum criteria. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements. All other funds are aggregated into governmental or enterprise nonmajor fund groupings.

The City's fiduciary funds are presented in the fund financial statements by type (private-purpose and agency). By definition, these assets are held for the benefit of a third party and cannot be used to address activities or obligations of the primary government; therefore, they are not included in the government-wide statements. Reconciliation of the fund financial statements to the government-wide financial statements is provided in the financial statements to explain the differences created by the integrated approach of GASB 34.

c – Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. This basis of accounting recognizes revenues in the accounting period in which they become susceptible to accrual (i.e. both measurable and available). Revenues, other than grants, are considered available when they are collectible within the current period or soon enough thereafter to liquidate liabilities of the current period (defined by the City as collected within 60 days of the end of the fiscal year). Revenues billed under a contractual agreement with another governmental entity, including federal and state grants, are recognized when billed and when all eligibility requirements of the provider have been met, and they are considered to be available if expected to be collected within one year. Expenditures generally are recorded when a liability is due. However, expenditures related to compensated absences and arbitrage are recorded when payment is due. Debt service expenditures are recognized when payment is due. The reported fund balance of governmental funds is considered a measure of available spendable resources.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

c – Measurement Focus, Basis of Accounting, and Financial Statement Presentation, continued

Property taxes, sales taxes, franchise taxes, hotel occupancy taxes, vehicle rental taxes, public health charges, emergency medical service charges, municipal court fines, and interest associated with the current fiscal period are all considered to be susceptible to accrual, and have been recognized as revenues of the current fiscal period. All other revenue items are considered measurable and available in the fiscal period the City receives cash.

Governmental Funds: Consist of the general fund, special revenue funds, debt service funds, capital projects funds and permanent funds.

The City reports the following major governmental fund:

General Fund: The primary operating fund of the City. It is used to account for all financial resources that are not required to be accounted for in another fund. It includes the following activities: general government; public safety; transportation, planning and sustainability; public health; public recreation and culture; and urban growth management.

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

Special Revenue Funds: Account for the proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes, including grant funds.

Debt Service Funds: Account for the accumulation of resources for, and the payment of, general long-term debt and HUD Section 108 loan principal, interest, and related costs.

Capital Projects Funds: Account for financial resources for the acquisition or construction of major capital facilities (other than those reported within proprietary funds and private-purpose funds); they are funded primarily by general obligation debt, other tax supported debt, interest income, and other intergovernmental revenues. A 1981 ordinance requires the establishment of a separate fund for each bond proposition approved in each bond election.

Permanent Funds: Account for resources that are legally restricted to the extent that only earnings (not principal) may be used for purposes that support the City's programs. Permanent funds account for the public recreation and culture activity.

Proprietary and fiduciary fund financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with a proprietary fund's principal ongoing operations, such as providing electric or water-wastewater services. Other revenues or expenses are nonoperating items.

Proprietary Funds: Consist of enterprise funds and internal service funds.

Enterprise Funds: Account for operations that are financed and operated in a manner similar to private business enterprises. Costs are financed or recovered primarily through user charges. The City has elected to follow GASB statements issued after November 30, 1989, rather than statements issued by the Financial Accounting Standards Board (FASB), in accordance with GASB Statement No. 20

The City reports the following major enterprise funds:

Electric Fund: Accounts for the activities of the City-owned electric utility, doing business as Austin Energy™.

Water and Wastewater Fund: Accounts for the activities of the City-owned water and wastewater utility, doing business as Austin Water™.

Airport Fund: Accounts for the operations of the Austin-Bergstrom International Airport (ABIA).

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

c – Measurement Focus, Basis of Accounting, and Financial Statement Presentation, continued

The City reports the following nonmajor business-type activities in Exhibit A-2:

Convention – Accounts for convention center and public events activities.

Environmental and health services – Accounts for hospital, primary care, and solid waste services activities.

Public recreation – Accounts for golf and parks and recreation activities.

Urban growth – Accounts for drainage and transportation activities.

Internal Service Funds: Account for the financing of goods or services provided by one city department or agency to other city departments or to other governmental units on a cost-reimbursement basis. These activities include, but are not limited to, capital projects management, combined emergency centers operations, employee health benefits, fleet services, information services, liability reserve (city-wide self insurance) services, support services, wireless communication services, and workers' compensation coverage.

Fiduciary Funds: Account for assets held by the City in a trustee capacity or as an agent for individuals, private organizations, or other governments:

Private-purpose Trust Funds: Account for trust arrangements under which principal and income benefit individuals, private organizations, or other governments. Private-purpose trust funds account for various purposes: general government, transportation, public recreation and culture, and urban growth management.

Agency Funds: Account for resources held by the City in a custodial capacity for permit fees; campaign financing donations and fees; Municipal Court service fees; and escrow deposits and payments to loan recipients.

d – Budget

The City Manager is required by the City Charter to present a proposed operating and capital budget to the City Council no later than thirty days before the beginning of the new fiscal year. The final budget shall be adopted no later than the twenty-seventh day of the last month of the preceding fiscal year. During the final adoption process, the City Council passes an appropriation ordinance and a tax-levying ordinance.

Annual budgets are legally adopted for the General Fund, certain special revenue funds, and debt service funds. Additional information related to special revenue funds with legally adopted budgets can be found in Exhibit E-13. Annual budgets are also adopted for enterprise and internal service funds, although they are not legally required. Multi-year budgets are adopted for capital projects and grant funds, where appropriations remain authorized for the life of the project, irrespective of fiscal year. Expenditures are appropriated on a modified accrual basis, except that commitments related to purchase orders are treated as expenditures in the year of commitment. Certain charges to ending fund balance are budgeted as nondepartmental expenditures.

Formal budgetary control is employed during the year at the fund and department level as a management control device for annually budgeted funds.

Budgets are modified throughout the year. The City Manager is authorized to transfer appropriation balances within a fund and department of the City. The City Council approves amendments to the budget and transfers of appropriations from one fund and department to another. The original and final budgets for the General Fund are reported in the required supplementary information. Unencumbered appropriations for annual budgets lapse at fiscal year end.

e – Financial Statement Elements

Pooled Investments and Cash – Cash balances of all city funds (except for certain funds shown in Note 5 as having non-pooled investments) are pooled and invested. Investments purchased with pooled cash, consisting primarily of U.S. government obligations and U.S. agency obligations, are stated at fair value. Interest earned on investments purchased with pooled cash is allocated monthly to each participating fund based upon the fund's average daily balance. Funds that incur a negative balance in pooled cash and investments are not allocated interest earnings nor charged interest expense.

Investments – Certain investments are required to be reported at fair value, based on quoted market prices. Realized gains or losses resulting from the sale of investments are determined by the specific cost of the securities sold. The City carries all of its investments in U.S. government and agency debt securities and money market mutual funds at fair value as of September 30, 2006. Investments in local government investment pools are carried at amortized cost, which approximates fair value.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued
e – Financial Statement Elements, continued

Accounts Receivable -- Balances of accounts receivable, reported on the government-wide statement of net assets, are aggregations of different components such as charges for services, fines, and balances due from taxpayers or other governments. In order to assist the reader, the following information has been provided regarding significant components of receivable balances as of September 30, 2006 (in thousands):

	Charges for Services	Fines	Taxes	Other Govern- ments	Other	Total
Governmental activities						
General Fund	\$ 76,928	33,592	30,362	–	–	140,882
Nonmajor governmental funds	33,921	14	11,325	2,153	27,146	74,559
Internal service funds	1,681	–	–	–	–	1,681
Allowance for doubtful accounts	(69,570)	(17,193)	–	–	–	(86,763)
Total	<u>\$ 42,960</u>	<u>16,413</u>	<u>41,687</u>	<u>2,153</u>	<u>27,146</u>	<u>130,359</u>

Business-type activities are primarily comprised of charges for services.

Elimination of Internal Activities – The elimination of internal service fund activity is needed in order to eliminate duplicate activity in making the transition from the fund level financial statements to the government-wide financial statements. In addition, the elimination of internal service fund activity requires the City to “look back” and adjust the internal service funds’ internal charges. A positive change in net assets derived from internal service fund activity results in a pro-rata reduction in the charges made to the participatory funds. A deficit change in net assets of internal service funds requires a pro-rata increase in the amounts charged to the participatory funds.

Internal Balances – In the government-wide statement of net assets, internal balances are the receivables and payables between the governmental and business-type activities.

Interfund Activities – In the government-wide statement of activities, the effect of interfund activity has generally been removed from the statements. Exceptions include the chargeback of services, such as utilities or vehicle maintenance, and charges for central administrative costs. Elimination of these charges would distort the direct costs and program revenues of the various functions reported. The City recovers indirect costs that are incurred in the Support Services Fund, which is reported as an internal service fund. Indirect costs are calculated in a citywide cost allocation plan or through indirect cost rates, which are based on the cost allocation plan.

Interfund Receivables and Payables – During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. These receivables and payables are classified as “due from other funds” or “due to other funds” on the fund-level statements when they are expected to be liquidated within one year. If receivables or payables are not expected to be liquidated within one year, they are classified as “advances to other funds” or “advances from other funds.”

Inventories -- Inventories are valued at cost, which is determined as follows:

Fund	Inventory Valuation Method
General Fund	Average cost (predominantly); some first-in, first-out
Electric:	
Fuel oil and coal	Last-in, first-out
Other inventories	Average cost
All others	Average cost

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued
e – Financial Statement Elements, continued

Inventories for all funds are accounted for using the consumption method and expenditures are recorded when issued. Inventories reported in the General Fund and certain special revenue funds are offset by a fund balance reserve, which indicates that they do not represent "available spendable resources."

Restricted assets – Restricted assets are assets whose use is subject to constraints that are either (a) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or (b) imposed by law through constitutional provisions or enabling legislation. Governmental assets include restricted pooled investments and cash of \$11.9 million and interest receivable of \$241,000 as a result of the issuance of \$12.0 million of Mueller Local Government Corporation Contract Revenue Bonds, Series 2006. Since the Electric Fund and Water and Wastewater Fund report in accordance with FASB Statement No. 71, enabling legislation also includes restrictions on asset use established by its governing board which is the City Council.

The balance of restricted assets in the enterprise funds are as follows (in thousands):

	Electric	Water and Wastewater	Airport	Nonmajor Enterprise	Total Restricted Assets
Strategic reserve	\$ 168,045	–	–	–	168,045
Capital projects	53,869	25,052	78,432	56,781	214,134
Customer and escrow deposits	16,198	7,029	343	2,640	26,210
Debt service	93,901	49,042	10,938	2,552	156,433
Federal grants	–	–	4,140	–	4,140
Plant decommissioning	133,119	–	–	–	133,119
Nuclear fuel inventory replacement	22,052	–	–	–	22,052
Operating reserve account	–	–	7,655	5,768	13,423
Passenger facility charge account	–	–	16,604	–	16,604
Renewal and replacement account	45,559	–	10,000	3,428	58,987
	<u>\$ 532,743</u>	<u>81,123</u>	<u>128,112</u>	<u>71,169</u>	<u>813,147</u>

Capital assets – Capital assets, which primarily include land and improvements, buildings and improvements, equipment, vehicles, and infrastructure assets, are reported in the applicable governmental or business-type activity columns of the government-wide statement of net assets; related depreciation is allocated to programs in the statement of activities. Capital assets are defined as assets with an initial individual cost of \$1,000 or more and an estimated useful life of greater than one year. Assets purchased or constructed are capitalized at historical cost. Contributed or annexed capital assets are recorded at estimated fair value at the time received. Capital outlay is recorded as an expenditure in the General Fund and other governmental funds and as an asset in the government-wide financial statements and proprietary funds. Maintenance and repairs are charged to operations as incurred. Improvements and betterments that extend the useful lives of capital assets are capitalized.

The City obtains public domain capital assets (infrastructure) through capital improvement projects (CIP) construction or through annexation or developer contribution. Infrastructure assets include streets and roads, bridges, pedestrian facilities, drainage systems, and traffic signal systems acquired after September 30, 1980.

Interest is not capitalized on governmental capital assets. Enterprise funds, with the exception of the Electric Fund and Water and Wastewater Fund, capitalize interest paid on long-term debt when it can be attributed to a specific project and when it materially exceeds the interest revenue generated by the bond proceeds issued to fund the project. Interest is not capitalized on Electric Fund and Water and Wastewater Fund assets in accordance with FASB Statement No. 71.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued
e – Financial Statement Elements, continued

Capital assets are depreciated using the straight-line method over the following estimated useful lives (in years):

Assets	Governmental Activities (1)	Business-type Activities			
		Electric	Water and Wastewater	Airport	Nonmajor Enterprise
Buildings	15-40	30-40	40-50	15-40	15-40
Equipment	7-30	7-40	10-50	10-50	7-40
Vehicles	3-20	3-15	3-20	3-15	3-15
Communication equipment	7	7	7	7	7
Furniture and fixtures	12	12	12	12	7-12
Computers and EDP equipment	3-7	3-7	3-7	3-7	3-7
Infrastructure					
Streets and roads	30	—	—	—	—
Bridges	50	—	—	—	—
Drainage systems	50	—	—	—	—
Pedestrian facilities	20	—	—	—	—
Traffic signals	25	—	—	—	—

(1) Includes internal service funds

Depreciation of assets is classified by functional component. The City considers land, arts and treasures, and library collections to be inexhaustible; therefore, these assets are reported as nondepreciable. The true value of arts, treasures and library collections is expected to be maintained over time and, thus, is not depreciated. Unallocated depreciation reported in the government-wide statement of activities consists of depreciation of infrastructure and other citywide assets (\$35.4 million).

In the government-wide and proprietary fund statements, the City recognizes a gain or loss on the disposal of assets when it retires or otherwise disposes of capital assets (other than debt-financed assets of the utility funds, where the gain or loss is deferred in accordance with FASB Statement No. 71).

Intangible Assets – Proprietary Funds - Intangible assets include the amortized cost of a \$100 million contract between the City and the Lower Colorado River Authority (LCRA) for a fifty-year assured water supply agreement, with an option to extend another fifty years. The City and LCRA entered into the contract in 1999. The asset amortization period is 40 years.

Deferred Expenses or Credits – In accordance with FASB Statement No. 71, certain utility expenses that do not currently require funding are deferred to future periods in which they are intended to be recovered by rates. Likewise, certain credits to income are deferred to periods in which they are matched with related costs. These expenses or credits include changes in fair value of investments, contributions, and gain or loss on disposition of debt-financed assets. Deferred expenses will be recovered in these future periods by setting rates sufficient to provide funds for the related debt service requirements. If deferred expenses are not recoverable in future rates, the deferred expenses will be subject to write off. Retail deregulation of electric rates in the future may affect the City's current accounting treatment of its electric utility revenues, expenses, and deferred amounts.

Compensated Absences – The amounts owed to employees for unpaid vacation and sick leave liabilities, including the City's share of employment-related taxes, are reported on the accrual basis of accounting in the applicable governmental or business-type activity columns of the government-wide statements and in the enterprise activities of the fund financial statements. The liabilities and expenditures are reported on the modified accrual basis in the governmental fund financial statements; the estimated liability for governmental funds is the amount of sick and vacation paid at termination within 60 days of fiscal year-end.

Sick leave is not payable to employees hired on or after October 1, 1986. Employees hired prior to this date are eligible to be paid up to 720 hours of accumulated leave. Accumulated vacation in an amount up to 240 hours can be paid to terminating employees.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued
e – Financial Statement Elements, continued

Long-Term Debt -- The debt service for general obligation bonds and other general obligation debt (including loans), issued to fund general government capital projects, is paid from tax revenues, interfund transfers, and intergovernmental revenues. Such general obligation debt is reported in the government-wide statements under governmental activities.

The debt service for general obligation bonds and other general obligation debt issued to finance proprietary fund capital projects is normally paid from net revenues of the applicable proprietary fund, although such debt will be repaid from tax revenues if necessary. Such general obligation debt is shown as a specific liability of the applicable proprietary fund, which is appropriate under generally accepted accounting principles and in view of the expectation that the proprietary fund will provide resources to service the debt.

Revenue bonds issued to finance capital projects of certain enterprise funds are to be repaid from net revenues of these funds. The corresponding debt is recorded in the applicable fund. Operating revenues and interest income that are used as security for revenue bonds are reported separately from other revenues.

The City has certain contractual commitments with several municipal utility districts (MUDs) for the construction of additions and improvements to the City's water and wastewater system that serve the MUDs and surrounding areas. These additions and improvements are funded by contract revenue bonds, whose principal and interest are payable primarily from the net revenues of Austin Water.

The City defers and amortizes gains or losses realized by proprietary funds on refundings of debt and for governmental activities in the government-wide financial statements, and reports both the new debt liability and the related deferred amount on the funds' statement of net assets. Austin Energy and Austin Water recognize gains or losses on debt defeasance in accordance with FASB Statement No. 71.

Other Long-Term Liabilities -- Capital appreciation bonds are recorded at net accreted value. Annual accretion of the bonds is recorded as interest expense during the life of the bonds. The cumulative accretion of capital appreciation bonds, net of interest payments on the bonds, is recorded as capital appreciation bond interest payable.

Landfill Closure and Postclosure Care Costs -- Municipal solid waste landfill costs are reported in accordance with GASB Statement No. 18, *"Accounting for Municipal Solid Waste Landfill Closure and Postclosure Care Costs"*. The liability for landfill closure and postclosure costs is reported in the Solid Waste Services Fund, a nonmajor enterprise fund.

Operating Revenues -- Revenues are recorded net of allowances, including bad debt, in the government-wide and proprietary fund-level statements. The funds listed below reduced revenues by bad debt expense, as follows (in thousands):

Electric Fund	\$ 5,324
Water and Wastewater Fund	1,356
Airport	1
Nonmajor Enterprise Funds	781

Electric, water, and wastewater revenue is recorded when earned. Customers' electric and water meters are read and bills are rendered on a cycle basis by billing district. Electric rate schedules include fuel cost adjustment clauses that permit recovery of fuel costs in the month incurred. The City reported fuel costs on the same basis as it recognized revenue in 2006 and prior years. Unbilled revenue was recorded in the Electric Fund by estimating the daily power generation and allocating by each billing district meter read dates as of September 30, 2006. The amount of unbilled revenue recorded, as of September 30, 2006, for the Electric Fund was \$37.7 million. The Water and Wastewater Fund recorded unbilled revenue as earned based upon the percentage of October's billing that represented water usage through September 30, 2006. The amount of unbilled revenue recorded as of September 30, 2006 was \$11.3 million for water and \$9 million for wastewater.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

e – Financial Statement Elements, continued

Interfund Revenues, Expenses, and Transfers – Transactions between funds that would be treated as revenues, expenditures, or expenses if they involved organizations external to the governmental unit are accounted for as revenues, expenditures, or expenses in the funds involved, such as billing for utility services. Transactions between funds that constitute reimbursements for expenditures or expenses are recorded as expenditures or expenses in the reimbursing fund and as reductions of the expenditure or expense in the fund that is reimbursed. Transfers between funds are reported in the operations of governmental and proprietary funds. The effect of interfund activity has been eliminated in the government-wide statements. However, if interfund services are provided, and used, such as billing for utility services, the costs and related revenue are not eliminated.

Intergovernmental Revenues, Receivables, and Liabilities – Intergovernmental revenues and related receivables arise primarily through funding received from Federal and State grants. Revenues and receivables are earned through expenditure of money for grant purposes. Intergovernmental liabilities arise primarily from funds held in an agency capacity for other local governmental units.

Federal and State Grants, Entitlements, and Shared Revenues – Grants, entitlements and shared revenues may be accounted for within any city fund. The purpose and requirements of each grant, entitlement, or shared revenue are analyzed to determine the appropriate fund statement and revenue category in which to report the related transactions. Grants, entitlements and shared revenues received for activities normally recorded in a particular fund may be accounted for in that fund, provided that applicable legal restrictions can be satisfied.

Revenues received for activities normally accounted for within the nonmajor governmental fund groupings include: Federal grant funds, State grant funds, and other special revenue grant funds. Capital grants restricted for capital acquisitions or construction, other than those associated with proprietary type funds, are accounted for in the applicable capital projects funds. Revenues received for operating activities of proprietary funds or revenues that may be used for either operations or capital expenditures are recognized in the applicable proprietary fund.

Restricted Resources – If both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first and unrestricted resources as needed.

Reservations of Fund Equity – Reservation of fund balances of the governmental funds indicate the portion of fund equity that is not available for appropriation for expenditure or is legally restricted by outside parties for use for a specific purpose. Designations of fund balance are the representations of management for the utilization of resources in future periods.

Cash and Cash Equivalents – For purposes of the statement of cash flows, the City considers cash and cash equivalents to be currency on hand, cash held by trustee, demand deposits with banks, and all amounts included in pooled investments and cash accounts. The City considers the investment pool to be highly liquid, similar to a mutual fund.

Pension Costs – State law governs pension contribution requirements and benefits. Pension costs are composed of normal cost and, where applicable, amortization of unfunded actuarial accrued liability and of unfunded prior service cost (see Note 8).

Risk Management – The City is exposed to employee-related risks for health benefits and workers' compensation, as well as to various risks of loss related to torts; theft of, damage to, or destruction of assets; fraud; and natural disasters. The City is self-insured for legal liabilities, workers' compensation claims, and a portion of employee health benefits.

The City does not participate in a risk pool but purchases commercial insurance for coverage for property loss or damage, commercial crime, fidelity bonds, airport operations, and contractors working at selected capital improvement project sites. It complies with GASB Statement No. 10, *"Accounting and Reporting for Risk Financing and Related Insurance Issues"* (see Note 14).

Austin Energy has established an energy risk management program. This program was authorized by City Council and led by the risk oversight committee. Under this program, Austin Energy enters into futures contracts, options, and swaps to reduce exposure to natural gas and energy price fluctuations. For additional details see Note 14.

1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued
f -- Comparative Data

Governments are required to present comparative data only in connection with Management's Discussion and Analysis (MD&A). Comparative data has been utilized within the MD&A to more fully understand the City's financial statements for the current period.

g -- Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

2 – RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

a -- Explanation of differences between the governmental fund balance sheet and the government-wide statement of net assets

Total fund balance reported in the City's fund-level governmental funds balance sheet (\$349.5 million) differs from the net assets reported in governmental activities within the government-wide financial statements (\$1.56 billion). The differences result from the long-term economic resources measurement focus in the government-wide statement of net assets versus the current financial resources measurement focus of the governmental fund balance sheets. The differences are shown below (in thousands):

Total fund balances - Governmental funds - balance sheet		\$ 349,541
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.		
Governmental capital assets	2,765,349	
Less: accumulated depreciation	<u>(718,847)</u>	
Total		2,046,502
Other long-term assets are not available as current-period resources and are not reported in the funds.		
Accounts and other taxes receivable	6,325	
Deferred revenue - property taxes and interest	241	
Deferred costs and expenses	<u>3,590</u>	
Total		10,156
Long-term liabilities are not payable in the current period and are not reported in the funds.		
Bonds and other tax supported debt payable, net	(826,156)	
Pension obligation payable	(13,912)	
Capital lease obligations payable	(502)	
Compensated absences	(70,704)	
Interest payable	(3,360)	
Deferred credits and other liabilities	<u>(8,746)</u>	
Total		(923,380)
Internal service funds		78,279
Total net assets - Governmental activities		<u>\$ 1,561,098</u>

2 – RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS, continued

b – Explanation of differences between the governmental fund statement of revenues, expenditures and changes in fund balances and the government-wide statement of activities

The net change in fund balances of governmental funds (\$40 million) differs from the change in net assets for governmental activities (\$66.2 million) as reported in the statement of activities. The differences result from the long-term economic resources measurement focus in the government-wide statement of net assets versus the current financial resources measurement focus of the governmental fund balance sheets. The differences are shown below (in thousands):

Statement of Activities

Net change in fund balances - Governmental funds		\$ 39,983
Governmental funds report capital outlay as expenditures. In the statement of activities, the cost of assets is allocated over the estimated useful life of the asset and reported as depreciation expense.		
Capital outlay	92,952	
Depreciation expense	(82,696)	
Loss on disposal of capital assets	(4,237)	
Total		6,019
Revenues in the statement of activities that do not provide current available financial resources are not reported as revenues in the funds.		
Property taxes	1,591	
Charges for services	2,999	
Operating grants and contributions	(2,811)	
Interest and other	9	
Capital assets contribution	22,130	
Total		23,918
Costs associated with the issuance of long-term debt are reported as expenditures in the governmental funds, but are deferred and amortized throughout the period during which the related debt is outstanding in the statement of activities. Repayment of debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net assets.		
Issuance of long-term debt	(67,746)	
Principal repayment on long-term debt	57,651	
Deferral of debt issue costs	(11)	
Total		(10,106)
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.		
Compensated absences	(5,013)	
Pension obligation	(7,907)	
Interest and other	1,192	
Total		(11,728)
Internal services. The net revenue (expense) of the internal service funds is reported with the governmental activities.		18,094
Change in net assets - Governmental activities		\$ 66,180

3 – DEFICITS IN FUND BALANCES AND NET ASSETS

At September 30, 2006, the following funds reported deficits in fund balances or net assets. Management intends to recover these deficits through future operating revenues, transfers or debt issues.

Nonmajor Governmental	Deficit
Special Revenue Funds:	(in thousands)
APD Incident Management	\$ 290
Fiscal Surety - Land Development	320
Austin Transportation Study	39
Medicaid Administrative Claims	696
City Hall Fund	229
One Texas Center	402
Capital Projects Funds:	
Parks and recreation facilities	250
Radio Trunking	3,218
Build Austin	682
Build Central Texas	304
Public Works	402
Watershed Protection	559
City Hall, plaza, parking garage	6,990
Conservation Land	15

4 – POOLED INVESTMENTS AND CASH

The following summarizes the amounts of pooled investments and cash by fund at September 30, 2006 (in thousands):

	Pooled Investments and Cash	
	Unrestricted	Restricted
General Fund	\$ 96,620	–
Nonmajor governmental funds	149,631	–
Electric	168,936	153,171
Water and Wastewater	26,951	21,566
Airport	1,111	98,498
Nonmajor enterprise funds	94,597	58,876
Internal service funds	93,366	–
Fiduciary funds	4,206	–
Subtotal pooled investments and cash	635,418	332,111
Total pooled investments and cash	<u>\$ 967,529</u>	

5 – INVESTMENTS AND DEPOSITS

a -- Investments

Chapter 2256 of the Texas Government Code (the Public Funds Investment Act) authorizes the City to invest its funds under a written investment policy (the "Investment Policy") that primarily emphasizes safety of principal and liquidity, addresses investment diversification, yield, and maturity and addresses the quality and capability of investment personnel. The investment policy defines what constitutes the legal list of investments allowed under the policy, which excludes certain investment instruments allowed under chapter 2256 of the Texas Government Code.

5 – INVESTMENTS AND DEPOSITS, continued

a -- Investments, continued

The City's deposits and investments are invested pursuant to the Investment Policy, which is approved annually by the City Council. The Investment Policy includes a list of authorized investment instruments, a maximum allowable stated maturity of any individual investment, and the maximum average dollar weighted maturity allowed for pooled fund groups. In addition, it includes an "Investment Strategy Statement" that specifically addresses each fund's investment options and describes the priorities of suitability of investment type, preservation and safety of principal, liquidity, marketability, diversification, and yield. Additionally, the soundness of financial institutions in which the City will deposit funds is addressed.

The City Treasurer submits an investment report each quarter to the investment committee and City Council. The report details the investment position of the City and the compliance of the investment portfolio as it relates to both the adopted investment strategy statements and Texas state law.

The City is authorized to invest in the following investment instruments if they meet the guidelines of the investment policy:

1. Obligations of the United States or its agencies and instrumentalities;
2. Direct obligations of the State of Texas;
3. Other obligations, the principal and interest on which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies and instrumentalities;
4. Obligations of other states, cities, counties or other political subdivisions of any state having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than A or its equivalent;
5. Bankers' acceptances so long as each such acceptance has a stated maturity of 270 days or less from the date of its issuance, will be liquidated in full at maturity, is eligible collateral for borrowing from a Federal Reserve Bank and is accepted by a domestic bank whose short-term obligations are rated at least A-1, P-1, or the equivalent by a nationally recognized credit rating agency or which is the largest subsidiary of a bank holding company whose short-term obligations are so rated;
6. Commercial paper with a stated maturity of 270 days or less from the date of its issuance that is either rated not less than A-1, P-1 or the equivalent by at least two nationally recognized credit rating agencies or is rated at least A-1, P-1 or the equivalent by at least one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state thereof;
7. Collateralized repurchase agreements having a defined termination date and described in more detail in the Investment Policy;
8. Certificates of deposit issued by state and national banks domiciled in Texas that are guaranteed or insured by the Federal Deposit Insurance Corporation or its successor or as further described in the Investment Policy;
9. Certificates of deposit issued by savings banks domiciled in Texas;
10. Share certificates issued by a state or federal credit unions domiciled in Texas;
11. Money market mutual funds; and
12. Local government investment pools (LGIPs).

The City participates in two Local Government Investment Pools: TexPool and TexasDAILY. The State Comptroller oversees TexPool, with Lehman Brothers and Federated Investors managing the daily operations of the pool under a contract with the State Comptroller. Although there is no regulatory oversight over TexasDAILY, an advisory board consisting of participants or their designees, maintains oversight responsibility for TexasDAILY. Public Financial Management Asset Management LLC manages the daily operations of the pool under a contract with the advisory board.

The City invests in TexPool and TexasDAILY to provide its liquidity needs. TexPool and TexasDAILY are local government investment pools that were established in conformity with the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code and the Public Funds Investment Act, Chapter 2256 of the Code. TexPool and TexasDAILY are 2(a)7- like funds, meaning that they are structured similar to a money market mutual fund. Such funds allow shareholders the ability to deposit or withdraw funds on a daily basis. Interest rates are also adjusted on a daily basis. Such funds seek to maintain a constant net asset value of \$1.00, although this cannot be fully guaranteed. TexPool and TexasDAILY are rated AAAM and must maintain a dollar weighted average maturity not to exceed a 60-day limit. At September 30, 2006, TexPool and TexasDAILY had a weighted average maturity of 51 days and 51 days, respectively. The City considers the holdings in these funds to have a weighted average maturity of one day, due to the fact that the share position can usually be redeemed each day at the discretion of the shareholder, unless there has been a significant change in value.

5 – INVESTMENTS AND DEPOSITS, continued
a – Investments, continued

The City did not participate in any reverse repurchase agreements or security lending agreements during fiscal year 2006.

All city investments are insured, registered, or held by an agent in the City's name; therefore, the City is not exposed to custodial credit risk.

The following table includes the portfolio balances of all non-pooled and pooled investment types of the City at September 30, 2006 (in thousands):

	Governmental Activities	Business-type Activities	Fiduciary Funds	Total
Non-pooled investments:				
Local Government Investment Pools	\$ 15,199	183,502	–	198,701
US Treasury Notes	–	90,618	–	90,618
US Agency Bonds	–	167,424	–	167,424
US Agency Bonds-Step	–	1,997	–	1,997
Total non-pooled investments	15,199	443,541	–	458,740
Pooled investments:				
Local Government Investment Pools	80,175	148,795	1,000	229,970
US Treasury Notes	15,564	28,885	194	44,643
US Agency Bonds	234,346	434,837	3,001	672,184
US Agency Bonds-Step	863	1,602	11	2,476
Total pooled investments (1)	330,948	614,119	4,206	949,273
Total investments	\$ 346,147	1,057,660	4,206	1,408,013

(1) A difference of \$18.3 million exists between the investment portfolio balance and book balance, primarily due to deposits in transit offset by outstanding checks.

At September 30, 2006, the City of Austin was exposed to concentration of credit risk since it held investments with more than five percent of the total investment portfolio balances of the City in securities of the following issuers (in thousands): Federal Home Loan Bank (\$330,075 or 23%), Federal Home Loan Mortgage Corporation (\$211,123 or 15%), and Federal National Mortgage Association (\$265,218 or 19%).

b – Investment categories

The risk exposures for governmental and business-type activities, individual major funds, nonmajor funds in the aggregate and fiduciary fund types of the City are not significantly greater than the deposit and investment risk of the primary government. The Investment Policy segregates the portfolios into strategic categories including:

1. Operating funds excluding a special project fund;
2. Debt service funds;
3. Special project fund.

Complying with the City's Investment Policy, which includes qualification of the brokers and financial institutions with whom the City will transact, sufficient collateralization, portfolio diversification, and maturity limitations, controls the City's credit risk.

5 – INVESTMENTS AND DEPOSITS, continued
b -- Investment categories, continued

Operating Funds (excluding special project fund)

As of September 30, 2006, the city operating funds (excluding the special project fund) had the following investments:

Investment Type	Fair Value (in thousands)				Weighted Average Maturity (days)
	Governmental Activities	Business-type Activities	Fiduciary Funds	Total	
Local Government Invest Pools (LGIPs)	\$ 80,175	148,794	1,000	229,969	1
US Treasury Notes	15,564	28,886	194	44,644	332
US Agency Bonds	234,346	434,837	3,001	672,184	420
US Agency Bonds-Step	863	1,602	11	2,476	299
Total	\$ 330,948	614,119	4,206	949,273	314

Credit Risk

Approximately 5% of the portfolio consists of direct obligations of the US government. As of September 30, 2006, Standard and Poor's issued the following ratings for other investments:

Investment Type	Portfolio %	Rating
LGIPs	24	AAAm
US Agency Bonds and Step Bonds	71	AAA

At September 30, 2006, the operating funds held investments with more than 5 percent of the total in securities of the following issuers: Federal Home Loan Bank (\$253 million or 27 percent), Federal National Mortgage Association (\$223 million or 23 percent), and Federal Home Loan Mortgage Corporation (\$178 million or 19 percent).

Interest Rate Risk

As a means of minimizing risk of loss due to interest rate fluctuations, the Investment Policy requires that investment maturities will not exceed the lesser of a dollar weighted average maturity of 365 days or the anticipated cash flow requirements of the funds. Quality short-to-medium term securities should be purchased, which complement each other in a structured manner that minimizes risk and meets the City's cash flow requirements. Three years is the maximum period before maturity.

At September 30, 2006, nearly a quarter of the Investment Pool was invested in AAAm rated LGIPs (2(a) 7-like pools), with the remainder invested in short-to-medium term US Agency and Treasury obligations. Term limits on individual maturities did not exceed three years from the purchase date. The dollar weighted average maturity for all securities was 314 days, which was less than the threshold of 365 days.

5 – INVESTMENTS AND DEPOSITS, continued

b – Investment categories, continued

Debt Service Funds

As of September 30, 2006, the City's debt service funds had the following investments:

	Fair Value (in thousands)		Final Maturity
	Governmental Activities	Business-type Activities	
General Obligation Debt Service			
TexPool (LGIPs)	\$ 15,119	–	N/A
Enterprise-Utility (1)			
TexPool (LGIPs)	–	140,607	N/A
US Treasury	–	336	11/15/2006
Enterprise-Airport			
TexPool (LGIPs)	–	10,938	N/A
Nonmajor Enterprise-Convention Center			
TexPool (LGIPs)	–	3,502	N/A
Total	\$ 15,119	155,383	

(1) Includes combined pledge debt service

Credit Risk

As of September 30, 2006, Standard and Poor's rated both TexPool and TexasDAILY AAAm.

Interest Rate Risk

Investment strategies for debt service funds have as the primary objective the assurance of investment liquidity adequate to cover the debt service obligation on the required payment date. As a means of minimizing risk of loss due to interest rate fluctuations, securities purchased cannot have a stated final maturity date which exceeds the debt service payment date.

At September 30, 2006, portfolios in this category held investments in AAAm rated LGIPs or direct obligations of the US Treasury.

Special Project Fund

As of September 30, 2006, the City's special project fund had the following investments:

	Fair Value (in thousands)	Final Maturity
	Business-type Activities	
Airport Construction		
TexPool (LGIPs)	\$ 13,111	N/A
Total special projects fund	\$ 13,111	

Credit Risk

As of September 30, 2006, Standard and Poor's rated TexPool AAAm.

Interest Rate Risk

As a means of minimizing risk of loss due to interest rate fluctuations, the Investment Policy requires that investment maturities in this category not exceed the anticipated cash flow requirements of the funds.

At September 30, 2006, the portfolios held investments in an AAAm rated LGIP and US Agencies with maturities that will meet anticipated cash flow requirements.

5 – INVESTMENTS AND DEPOSITS, continued

b – Investment categories, continued

Special Purpose Funds

Austin Energy Strategic Reserve Fund

As of September 30, 2006, the City's Special Purpose Fund (Austin Energy Strategic Reserve Fund) had the following investments:

Business-type Activities	Fair Value (in thousands)	Weighted Average Maturity (days)
TexPool (LGIPs)	\$ 15,344	1
US Treasuries	81,963	60
US Agencies	70,738	901
Total	<u>\$ 168,045</u>	<u>466</u>

Credit Risk

At September 30, 2006, the Electric Utility Department Strategic Reserve Fund held an investment in TexPool, an LGIP rated AAAM by Standard and Poor's, with the remainder invested in short-to-medium term US Agency and Treasury obligations. Standard and Poor's rated the US Agency Bonds AAA. The remaining securities are direct obligations of the US government.

At September 30, 2006, the Austin Energy Strategic Reserve Fund held investments with more than 5 percent of the total in securities of the following issuers: Federal National Mortgage Association (\$26 million or 15 percent), Federal Home Loan Bank (\$46 million or 27 percent), and Federal Home Loan Mortgage Corporation (\$11 million or 6 percent).

Interest Rate Risk

As a means of minimizing risk of loss due to interest rate fluctuations, the Investment Policy requires that investment maturities in this category not exceed the anticipated cash flow requirements of the funds.

At September 30, 2006, the portfolios held investments in TexPool (AAAM rated LGIP), US Treasuries, and US Agencies with maturities that will meet anticipated cash flow requirements and an overall dollar weighted average maturity of 466 days (1.28 years).

Austin Energy Nuclear Decommissioning Trust Funds

As of September 30, 2006, the Austin Energy's Special Purpose Fund (Nuclear Decommissioning Trust Funds, NDTF) had the following investments:

Business-type Activities	Fair Value (in thousands)	Weighted Average Maturity (years)
US Treasuries	\$ 19,544	1.39
US Agencies	85,461	3.61
US Agencies-Step	1,997	2.58
Total	<u>\$ 107,002</u>	<u>3.18</u>

Credit Risk

As of September 30, 2006, Standard and Poor's rate the US Agency Bonds and US Agency Step Bonds AAA. The remaining securities are direct obligations of the US government.

At September 30, 2006, the NDTF held investments with more than 5 percent of the total in securities of the following issuers: Federal Home Loan Bank (\$31 million or 29 percent), Federal Home Loan Mortgage Corporation (\$22 million or 20 percent), Federal National Mortgage Association (\$17 million or 16 percent), and Federal Farm Credit Bank (\$17 million or 16 percent).

Interest Rate Risk

As a means of minimizing risk of loss due to interest rate fluctuations, the Investment Policy for the Decommissioning Trust Fund portfolios requires that the dollar weighted average maturity, using final stated maturity dates, shall not exceed seven years, although the portfolio's weighted average maturity may be substantially shorter if market conditions so dictate. At September 30, 2006, the dollar weighted average maturity was 3.22 years.

5 – INVESTMENTS AND DEPOSITS, continued
c – Investments and Deposits

Investments and deposits at September 30, 2006, are as follows (in thousands):

	Governmental Activities	Business-Type Activities	Fiduciary Funds	Total
Non-pooled investments and cash	\$ 28,034	459,775	–	487,809
Pooled investments and cash	338,599	628,264	4,206	971,069
Total investments and cash	<u>366,633</u>	<u>1,088,039</u>	<u>4,206</u>	<u>1,458,878</u>
Unrestricted cash	12,835	60	–	12,895
Restricted cash	–	16,174	–	16,174
Pooled cash	7,651	14,066	79	21,796
Investments	346,147	1,057,739	4,127	1,408,013
Total investments and cash	<u>\$ 366,633</u>	<u>1,088,039</u>	<u>4,206</u>	<u>1,458,878</u>

A difference of \$3.7 million exists between bank balance and book balance, primarily due to deposits in transit offset by outstanding checks.

Deposits

The September 30, 2006, carrying amount of deposits is as follows (in thousands):

	Governmental Activities	Business-Type Activities	Fiduciary Funds	Total
Cash				
Unrestricted	\$ 115	60	–	175
Cash held by trustee				
Unrestricted	775	–	–	775
Restricted	11,945	16,174	–	28,119
Pooled cash	7,651	14,066	79	21,796
Total deposits	<u>\$ 20,486</u>	<u>30,300</u>	<u>79</u>	<u>50,865</u>

All bank accounts were either insured or collateralized with securities held by the City or its agents in the City's name at September 30, 2006.

6 – PROPERTY TAXES

The City's property tax is levied each October 1 on the assessed value listed as of January 1 for all real and personal property located in the City. The adjusted assessed value for the roll as of January 1, 2005, upon which the 2006 levy was based, was \$52,349,642,297.

Taxes are due by January 31 following the October 1 levy date. During the year ended September 30, 2006, 99.55% of the current tax levy (October 1, 2005) was collected. The statutory lien date is January 1.

The methods of property assessment and tax collection are determined by Texas statutes. The statutes provide for a property tax code, countywide appraisal districts, a State property tax board, and certain exemptions from taxation, such as intangible personal property, household goods, and family-owned automobiles.

6 – PROPERTY TAXES, continued

The appraisal of property within the City is the responsibility of the Travis Central Appraisal District and the Williamson County Appraisal District. The appraisal districts are required under the Property Tax Code to assess all real and personal property within the appraisal district on the basis of 100% of its appraised value and are prohibited from applying any assessment ratios. The value of property within the appraisal district must be reviewed every two years; however, the City may require more frequent reviews of appraised values at its own expense. The Travis Central Appraisal District has chosen to review the value of property every two years, while the Williamson County Appraisal District has chosen to review the value of property on an annual basis. The City may challenge appraised values established by the appraisal district through various appeals and, if necessary, legal action.

The City is authorized to set tax rates on property within the city limits. However, if the effective tax rate, excluding tax rates for bonds, certificates of obligation, and other contractual obligations, as adjusted for new improvements and revaluation, exceeds the rate for the previous year by more than 8%, State statute allows qualified voters of the City to petition for an election to determine whether to limit the tax rate increase to no more than 8%.

The City is permitted by Article XI, Section 5 of the State of Texas Constitution to levy taxes up to \$2.50 per \$100 of assessed valuation for general governmental services, including the payment of principal and interest on general obligation long-term debt. Under the city charter, a limit on taxes levied for general governmental services, exclusive of payments of principal and interest on general obligation long-term debt, has been established at \$1.00 per \$100 assessed valuation. A practical limitation on taxes levied for debt service of \$1.50 per \$100 of assessed valuation is established by state statute and city charter limitations. Through contractual arrangements, Travis and Williamson Counties bill and collect property taxes for the City.

The tax rate to finance general governmental functions, other than the payment of principal and interest on general obligation long-term debt, for the year ended September 30, 2006, was \$.2841 per \$100 assessed valuation. The City has a tax margin for general governmental purposes of \$.7159 per \$100 assessed valuation, and could levy approximately \$374,771,089 in additional taxes from the assessed valuation of \$52,349,642,297 before the legislative limit is reached.

The City has reserved a portion of the taxes collected for lawsuits filed by certain taxpayers against the appraisal districts challenging assessed values in the government-wide financial statements.

7 – CAPITAL ASSETS AND INFRASTRUCTURE

The City has recorded capitalized interest for fiscal year 2006 in the following funds related to the construction of various enterprise fund capital improvement projects (in thousands):

Enterprise Funds	
Major fund:	
Airport	\$ 2,103
Nonmajor enterprise funds:	
Convention Center	938
Drainage	1,284
Golf	10
Solid Waste Services	147

Interest is not capitalized on governmental capital assets. In accordance with FASB Statement No. 71, interest is also not capitalized on electric and water and wastewater capital assets.

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Capital asset balances as of September 30, 2006 (in thousands):

	Governmental Activities	Business-type Activities	Total
Capital assets not depreciated			
Land and improvements	\$ 240,388	295,256	535,644
Arts and treasures	5,029	1,390	6,419
Library collections	13,761	–	13,761
Total	259,178	296,646	555,824
Depreciable property, plant and equipment in service			
Building and improvements	540,350	2,005,949	2,546,299
Equipment	134,344	4,748,650	4,882,994
Vehicles	71,672	99,694	171,366
Infrastructure	1,659,449	–	1,659,449
Total	2,405,815	6,854,293	9,260,108
Less accumulated depreciation for			
Building and improvements	(129,212)	(620,914)	(750,126)
Equipment	(54,154)	(1,936,145)	(1,990,299)
Vehicles	(43,369)	(54,631)	(98,000)
Infrastructure	(520,096)	–	(520,096)
Total	(746,831)	(2,611,690)	(3,358,521)
Net property, plant and equipment in service	1,658,984	4,242,603	5,901,587
Other capital assets not depreciated			
Construction in progress	181,342	829,752	1,011,094
Nuclear fuel, net of amortization	–	29,284	29,284
Plant held for future use	–	27,783	27,783
Total capital assets	\$ 2,099,504	5,426,068	7,525,572

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Governmental Activities

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases (1)	Decreases (1)	Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 243,094	–	(2,706)	240,388
Arts and treasures	4,967	212	(150)	5,029
Library collections	12,885	876	–	13,761
Total	<u>260,946</u>	<u>1,088</u>	<u>(2,856)</u>	<u>259,178</u>
Depreciable property, plant and equipment in service				
Building and improvements	428,048	112,361	(59)	540,350
Equipment	88,459	59,127	(13,242)	134,344
Vehicles	73,063	7,704	(9,095)	71,672
Infrastructure	1,518,130	141,319	–	1,659,449
Completed assets not classified	46,679	–	(46,679)	–
Total	<u>2,154,379</u>	<u>320,511</u>	<u>(69,075)</u>	<u>2,405,815</u>
Less accumulated depreciation for				
Building and improvements	(109,408)	(20,144)	340	(129,212)
Equipment	(35,761)	(31,253)	12,860	(54,154)
Vehicles	(45,682)	(8,065)	10,378	(43,369)
Infrastructure	(471,098)	(48,998)	–	(520,096)
Completed assets not classified	(33,821)	–	33,821 (2)	–
Total	<u>(695,770)</u>	<u>(108,460) (3)</u>	<u>57,399</u>	<u>(746,831)</u>
Net property, plant and equipment in service	<u>1,458,609</u>	<u>212,051</u>	<u>(11,676)</u>	<u>1,658,984</u>
Other capital assets not depreciated				
Construction in progress	327,986	94,865	(241,509)	181,342
Total capital assets	<u>\$ 2,047,541</u>	<u>308,004</u>	<u>(256,041)</u>	<u>2,099,504</u>

(1) Increases and decreases do not include transfers (at net book value) between Governmental Activities.

(2) Decreases include (in thousands):

Reallocation of accumulated depreciation for completed assets not classified	\$ 14,861
Accumulated depreciation retired with related assets	18,960
Total decreases in accumulated depreciation for completed assets not classified	<u>\$ 33,821</u>

(3) Depreciation expense was charged to functions as follows (in thousands):

Governmental activities:

General government	\$ 1,774
Public safety	12,129
Transportation, planning and sustainability	20,046
Public health	894
Public recreation and culture	8,358
Urban growth management	4,137
Unallocated depreciation expense - infrastructure	35,357
Internal service funds	9,131
Total governmental activities depreciation expense	<u>91,826</u>
Reallocation of accumulated depreciation for completed assets not classified	14,861
Transferred accumulated depreciation	1,773
Total increases in accumulated depreciation	<u>\$ 108,460</u>

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Business-type Activities: Electric Fund

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 39,907	562	—	40,469
Total	39,907	562	—	40,469
Depreciable property, plant and equipment in service				
Building and improvements	655,401	10,457	(3,960)	661,898
Equipment	2,647,304	150,494	(20,350)	2,777,448
Vehicles	22,064	3,251	(2,006)	23,309
Completed assets not classified	—	643	(643)	—
Total	3,324,769	164,845	(26,959)	3,462,655
Less accumulated depreciation for				
Building and improvements	(283,596)	(18,929)	19	(302,506)
Equipment	(1,145,639)	(106,877)	15,959	(1,236,557)
Vehicles	(15,480)	(1,281)	1,959	(14,802)
Total	(1,444,715)	(127,087) (1)	17,937	(1,553,865)
Net property, plant and equipment in service	1,880,054	37,758	(9,022)	1,908,790
Other capital assets not depreciated				
Construction in progress	200,248	133,065	(163,199)	170,114
Nuclear fuel, net of amortization	22,747	6,537	—	29,284
Plant held for future use	30,745	—	(2,962)	27,783
Total capital assets	\$ 2,173,701	177,922	(175,183)	2,176,440
(1) Components of accumulated depreciation increases:				
Current year depreciation	\$ 126,244			
Transferred accumulated depreciation	843			
Total increases in accumulated depreciation	\$ 127,087			

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Business-type Activities: Water and Wastewater Fund

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases	(1) Decreases	(1) Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 140,112	1,245	(1)	141,356
Arts and treasures	—	—	—	—
Total	140,112	1,245	(1)	141,356
Depreciable property, plant and equipment in service				
Building and improvements	395,721	21,668	—	417,389
Equipment	1,728,866	164,616	(1,326)	1,892,156
Vehicles	21,833	1,831	(2,107)	21,557
Completed assets not classified	45,175	—	(45,175)	—
Total	2,191,595	188,115	(48,608)	2,331,102
Less accumulated depreciation for				
Building and improvements	(121,231)	(11,997)	—	(133,228)
Equipment	(618,905)	(53,885)	1,255	(671,535)
Vehicles	(14,724)	(1,281)	2,031	(13,974)
Completed assets not classified	(8,691)	—	8,691 (2)	—
Total	(763,551)	(67,163) (3)	11,977	(818,737)
Net property, plant and equipment in service	1,428,044	120,952	(36,631)	1,512,365
Other capital assets not depreciated				
Construction in progress	550,757	149,451	(130,263)	569,945
Total capital assets	\$ 2,118,913	271,648	(166,895)	2,223,666

(1) Increases and decreases do not include transfers (at net book value) between water and wastewater funds.

(2) Decreases include (in thousands):

Reallocation of accumulated depreciation for completed assets not classified	\$ 3,604
Accumulated depreciation retired with related assets	5,087
Total decreases in accumulated depreciation for completed assets not classified	\$ 8,691

(3) Components of accumulated depreciation increases:

Current year depreciation	
Water	\$ 33,611
Wastewater	29,866
Reallocation of accumulated depreciation for completed assets not classified	3,604
Transferred accumulated depreciation	82
Total increases in accumulated depreciation	\$ 67,163

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Business-type Activities: Airport Fund

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 58,433	199	–	58,632
Arts and treasures	755	23	–	778
Total	59,188	222	–	59,410
Depreciable property, plant and equipment in service				
Building and improvements	604,120	12,072	(207)	615,985
Equipment	15,034	2,226	(345)	16,915
Vehicles	4,477	1,205	(714)	4,968
Completed assets not classified	150	–	(150)	–
Total	623,781	15,503	(1,416)	637,868
Less accumulated depreciation for				
Building and improvements	(109,607)	(15,787)	207	(125,187)
Equipment	(5,150)	(986)	204	(5,932)
Vehicles	(2,645)	(411)	644	(2,412)
Completed assets not classified	(86)	–	86 (1)	–
Total	(117,488)	(17,184) (2)	1,141	(133,531)
Net property, plant and equipment in service	506,293	(1,681)	(275)	504,337
Other capital assets not depreciated				
Construction in progress	35,327	30,029	(14,469)	50,887
Total capital assets	\$ 600,808	28,570	(14,744)	614,634

(1) Decreases include (in thousands):

Reallocation of accumulated depreciation for completed assets not classified	\$ 54
Accumulated depreciation retired with related assets	32
Total decreases in accumulated depreciation for completed assets not classified	\$ 86

(2) Components of accumulated depreciation increases:

Current year depreciation	\$ 17,129
Reallocation of accumulated depreciation for completed assets not classified	54
Transferred accumulated depreciation	1
Total increases in accumulated depreciation	\$ 17,184

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Business-type Activities: Nonmajor Enterprise Funds

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 48,680	6,120	(1)	54,799
Arts and treasures	594	18	–	612
Total	49,274	6,138	(1)	55,411
Depreciable property, plant and equipment in service				
Building and improvements	285,479	27,214	(2,016)	310,677
Equipment	42,499	20,417	(785)	62,131
Vehicles	47,916	6,880	(4,936)	49,860
Completed assets not classified	111	–	(111)	–
Total	376,005	54,511	(7,848)	422,668
Less accumulated depreciation for				
Building and improvements	(52,956)	(7,984)	947	(59,993)
Equipment	(19,501)	(2,856)	236	(22,121)
Vehicles	(21,844)	(5,795)	4,196	(23,443)
Completed assets not classified	(63)	–	63 (1)	–
Total	(94,364)	(16,635) (2)	5,442	(105,557)
Net property, plant and equipment in service	281,641	37,876	(2,406)	317,111
Other capital assets not depreciated				
Construction in progress	70,157	25,795	(57,146)	38,806
Total capital assets	\$ 401,072	69,809	(59,553)	411,328

(1) Decreases include (in thousands):

Reallocation of accumulated depreciation for completed assets not classified	\$ 13
Accumulated depreciation retired with related assets	50
Total decreases in accumulated depreciation for completed assets not classified	\$ 63

(2) Components of accumulated depreciation increases:

Current year depreciation	
Convention Center	\$ 6,800
Other nonmajor enterprise funds	8,578
Reallocation of accumulated depreciation for completed assets not classified	13
Transferred accumulated depreciation	1,244
Total increases in accumulated depreciation	\$ 16,635

7 – CAPITAL ASSETS AND INFRASTRUCTURE, continued

Business-type Activities

Capital asset activity for the year ended September 30, 2006, was as follows (in thousands):

	Beginning Balance	Increases	(1) Decreases	(1) Ending Balance
Capital assets not depreciated				
Land and improvements	\$ 287,132	8,126	(2)	295,256
Arts and treasures	1,349	41	—	1,390
Total	288,481	8,167	(2)	296,646
Depreciable property, plant and equipment in service				
Building and improvements	1,940,721	71,411	(6,183)	2,005,949
Equipment	4,433,703	337,753	(22,806)	4,748,650
Vehicles	96,290	13,167	(9,763)	99,694
Completed assets not classified	45,436	643	(46,079)	—
Total	6,516,150	422,974	(84,831)	6,854,293
Less accumulated depreciation for				
Building and improvements	(567,390)	(54,697)	1,173	(620,914)
Equipment	(1,789,195)	(164,604)	17,654	(1,936,145)
Vehicles	(54,693)	(8,768)	8,830	(54,631)
Completed assets not classified	(8,840)	—	8,840 (2)	—
Total	(2,420,118)	(228,069) (3)	36,497	(2,611,690)
Net property, plant and equipment in service	4,096,032	194,905	(48,334)	4,242,603
Other capital assets not depreciated				
Construction in progress	856,489	338,340	(365,077)	829,752
Nuclear fuel, net of amortization	22,747	6,537	—	29,284
Plant held for future use	30,745	—	(2,962)	27,783
Total capital assets	\$ 5,294,494	547,949	(416,375)	5,426,068

(1) Increases and decreases do not include transfers (at net book value) between business-type activities.

(2) Decreases include (in thousands):

Reallocation of accumulated depreciation for completed assets not classified	\$ 3,671
Accumulated depreciation retired with related assets	5,169
Total decreases in accumulated depreciation for completed assets not classified	\$ 8,840

(3) Depreciation expense was charged to functions as follows (in thousands):

Business-type activities:

Electric	\$ 126,244
Water	33,611
Wastewater	29,866
Airport	17,129
Convention Center	6,800
Other nonmajor enterprise funds	8,578
Total business-type activities depreciation expense	222,228
Reallocation of accumulated depreciation for completed assets not classified	3,671
Transferred accumulated depreciation	2,170
Total increases in accumulated depreciation	\$ 228,069

8 – RETIREMENT PLANS

a – Description

The City participates in funding three contributory, defined benefit retirement plans: City of Austin Employees' Retirement and Pension Fund, City of Austin Police Officers' Retirement and Pension Fund, and Fire Fighters' Relief and Retirement Fund of Austin, Texas. An independent board of trustees administers each plan. These plans are citywide single employer funded plans that cover substantially all full-time employees. The fiscal year of each pension fund ends December 31. The most recently available financial statements of the pension funds are for the year ended December 31, 2005. Membership in the plans at December 31, 2005, is as follows:

	City Employees	Police Officers	Fire Fighters	Total
Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits but not yet receiving them	3,967	397	421	4,785
Current employees	7,638	1,427	1,003	10,068
Total	11,605	1,824	1,424	14,853

Each plan provides service retirement, death, disability, and withdrawal benefits. State law governs benefit and contribution provisions. Amendments may be made by the Legislature of the State of Texas.

Financial reports that include financial statements and supplementary information for each plan are publicly available at the locations shown below.

Plan	Address	Telephone
Employees' Retirement and Pension Fund	418 E. Highland Mall Blvd. Austin, Texas 78752 www.coaers.org	(512)458-2551
Police Officers' Retirement and Pension Fund	2520 S. IH 35, Ste. 205 Austin, Texas 78704 www.ausprs.org	(512)416-7672
Fire Fighters' Relief and Retirement Fund	4101 Parkstone Heights Dr., Ste. 270 Austin, Texas 78746 www.afrs.org	(512)454-9567

8 – RETIREMENT PLANS, continued
b – Funding Policy

	City of Austin Employees' Retirement and Pension Fund	City of Austin Police Officers' Retirement and Pension Fund	Fire Fighters' Relief and Retirement Fund
Authority establishing contributions obligation	State Legislation	State Legislation	State Legislation
Frequency of contribution	Biweekly	Biweekly	Biweekly
Employee's contribution (percent of earnings)	8.0%	9.0%	15.7%
City's contribution (percent of earnings)	8.0% (1)	18.0%	18.05%

(1) The City contributes two-thirds of the cost of prior service benefit payments.

While the contribution requirements are not actuarially determined, state law requires that a qualified actuary approve each plan of benefits adopted. The actuary for the Police Officers plan has certified that the contribution commitment by the participants and the City provides an adequate financing arrangement. Contributions for fiscal year ended September 30, 2006, are as follows (in thousands):

	City Employees	Police Officers	Fire Fighters	Total
City	\$ 28,688	16,588	11,367	56,643
Employees	28,594	8,290	9,887	46,771
Total contributions	\$ 57,282	24,878	21,254	103,414

c – Annual Pension Cost and Net Pension Obligation

The City's annual pension cost of \$70,552,000 for fiscal year ended September 30, 2006, was \$13,909,000 more than the City's actual contributions. Three-year trend information is as follows (in thousands):

	City Employees	Police Officers	Fire Fighters	Total
City's Annual Pension Cost (APC):				
2004	\$ 31,174	14,358	9,835	55,367
2005	32,438	15,451	10,746	58,635
2006	40,988	16,588	12,976	70,552
Percentage of APC contributed:				
2004	81%	100%	100%	N/A
2005	82%	100%	100%	N/A
2006	73%	100%	92%	N/A
Net Pension Obligation:				
2004	\$ 5,906	–	–	5,906
2005	11,761	–	–	11,761
2006	24,061	–	1,609	25,670

8 – RETIREMENT PLANS, continued

c – Annual Pension Cost and Net Pension Obligation, continued

The Net Pension Obligation associated with the City Employees Retirement and Pension Fund and the Fire Fighters' Relief and Retirement Fund for the fiscal year ended December 31, 2005 (in thousands):

	City Employees	Fire Fighters	Total
Annual required contribution	\$ 39,135	12,358	51,493
Interest in net pension obligation	911	–	911
Adjustment to annual required contribution	(616)	–	(616)
Annual pension cost	39,430	12,358	51,788
Employer contributions	(27,130)	(10,749)	(37,879)
Change in net pension obligation	12,300	1,609	13,909
Beginning net pension obligation	11,761	–	11,761
Net pension obligation	\$ 24,061	1,609	25,670

The latest actuarial valuations were completed as of December 31, 2005. The actuarial cost method and significant assumptions underlying the actuarial calculations are as follows:

	City Employees	Police Officers	Fire Fighters
Actuarial Cost Method	Entry Age Actuarial Cost Method	Entry Age Actuarial Cost Method	Entry Age Actuarial Cost Method
Asset Valuation Basis	5-year smoothed market	5-year smoothed market	5-year smoothed market
Inflation Rate	3.5%	4%	3.15%
Projected Annual Salary Increases	4% to 14%	6.8% average	8.0%
Post retirement benefit increase	None	None	1%
Assumed Rate of Return on Investments	7.75%	8%	7.75%
Amortization method	Level percent of projected pay, open	Level percent of projected pay, open	Level percent of projected pay, open
Remaining Amortization Period	30 years	30 years	30 years

9 – SELECTED REVENUES

a – Major Enterprise Funds

Electric and Water and Wastewater

The Texas Public Utility Commission has jurisdiction over electric utility wholesale transmission rates. The City Council has jurisdiction over all other electric utility rates and over all water and wastewater utility rates and other services. The Council determines electric utility and water and wastewater utility rates based on the cost of operations and a debt service coverage approach.

Under a bill passed by the Texas Legislature in 1999, municipally-owned electric utilities such as the City's utility system have the option of offering retail competition after January 1, 2002. As of September 30, city management has elected not to enter the retail market, as allowed by State law.

Electric rates include a fixed rate and a fuel recovery cost-adjustment factor that allows recovery of coal, gas, purchased power, and other fuel costs. If actual fuel costs differ from amounts billed to customers, deferred or unbilled revenues are recorded by the electric utility. Any over- or under-collections are applied to the cost-adjustment factor. The fuel factor is revised annually on a calendar year basis or when over- or under-recovery is more than 10% of expected fuel costs.

Airport

The City has entered into certain lease agreements as lessor for concessions at the Airport. These lease agreements qualify as operating leases for accounting purposes. In fiscal year 2006, the Airport Fund revenues included minimum concession guarantees of \$9,529,063.

The following is a schedule by year of minimum future rentals on noncancelable operating leases for terms of up to twenty-four years for the Airport Fund as of September 30, 2006 (in thousands):

<u>Fiscal Year Ended September 30</u>	<u>Enterprise Airport Lease Payments</u>
2007	\$ 7,021
2008	6,719
2009	4,533
2010	263
2011	138
2012-2016	567
2017-2021	392
2022-2026	392
2027-2031	300
Totals	<u>\$ 20,325</u>

Projection of minimum future rentals for the Austin-Bergstrom Landhost Enterprises, Inc. is based on the current adjusted minimum rent for the period May 1, 2006, through April 30, 2009. The minimum rent is adjusted every five years commensurate with the percentage increase in the Consumer Price Index – Urban Wage Earners and Clerical Workers, U.S. Owner Average, (CPI) published by the U.S. Department of Labor Bureau of Labor Statistics over the five-year period.

10 – DEBT AND NON-DEBT LIABILITIES

a – Long-Term Liabilities

The following is a summary of long-term obligations. Balances at September 30, 2006 (in thousands):

Description	Governmental Activities	Business-Type Activities	Total
Long-term obligations			
General obligation bonds	\$ 709,172	18,796	727,968
Certificates of obligation	101,334	49,760	151,094
Contractual obligations	37,229	33,514	70,743
Other tax supported debt	–	8,405	8,405
General obligation bonds and other tax supported debt total	847,735	110,475	958,210
Commercial paper	–	239,958	239,958
Revenue notes	–	28,000	28,000
Revenue bonds	–	3,197,996	3,197,996
Contract revenue bonds	–	3,134	3,134
Capital lease obligations	514	5,984	6,498
Debt service requirements total	848,249	3,585,547	4,433,796
Other long-term obligations			
Accrued compensated absences	77,393	20,963	98,356
Claims payable	21,209	–	21,209
Accrued landfill closure and postclosure costs	–	8,379	8,379
Decommissioning expense payable	–	134,664	134,664
Pension obligation payable	13,912	11,758	25,670
Deferred credits and other liabilities	79,155	559,959	639,114
	191,669	735,723	927,392
Total long-term obligations	\$ 1,039,918	4,321,270	5,361,188

This schedule excludes current liabilities of \$49,640 for governmental activities and \$195,155 for business-type activities and long-term interest payable of \$211,421 for business-type activities.

Payments on bonds for governmental activities will be made in the general obligation debt service funds. Accrued compensated absences that pertain to governmental activities will be liquidated by the General Fund, special revenue funds, and internal service funds. Claims payable will be liquidated by internal service funds. Deferred revenue and other liabilities that pertain to governmental activities will be liquidated by the General Fund, special revenue funds, general governmental capital improvement projects funds, and internal service funds.

There are a number of limitations and restrictions contained in the various bond indentures. The City is in compliance with all limitations and restrictions.

Internal service funds predominately serve the governmental funds. Accordingly, long-term liabilities for them are included in governmental activities.