

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

\$2,600,000*
CITY OF ENNIS, TEXAS
(Ellis County)

**Combination Tax and Revenue
Certificates of Obligation
Series 2018**

***The City will designate the Certificates as
“QUALIFIED TAX EXEMPT OBLIGATIONS”***

***Bids Due
Tuesday, May 1, 2018
at
11:00 A.M., Central Time***

**Preliminary; subject to change.*

MAP SHOWING LOCATION FOR CITY OF ENNIS, TEXAS



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

OFFICIAL NOTICE OF SALE
\$2,600,000*
CITY OF ENNIS, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2018

Dated: April 24, 2018

CERTIFICATES OFFERED FOR SALE AT COMPETITIVE BID: The City Commission of the City of Ennis, Texas (the "City" or "Issuer") is offering for sale at competitive bid \$2,600,000* Combination Tax and Revenue Certificates of Obligation, Series 2018 (the "Certificates").

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

BIDS BY INTERNET: Interested bidders may, at their option and risk, submit their bid by electronic media, as described below, by 11:00 A.M., Central Time ("CT"), on May 1, 2018. Bidders submitting a bid by internet **shall not be required to submit signed Official Bid Forms prior to the award.** Any prospective bidder that intends to submit an electronic bid must submit its electronic bid via the facilities of the i-Deal, LLC Parity System ("PARITY") and should, as a courtesy, register with PARITY by no later than 9:00 A.M., CDT, on May 1, 2018 indicating their intent to submit a bid by internet.

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

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

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

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

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

PLACE AND TIME OF BID OPENING: The bids for the Certificates will be publicly opened and reviewed at the Dallas offices of SAMCO Capital Markets, Inc., 1700 Pacific Ave, Suite 2000, Dallas, Texas 75201, at 11:00 A.M., CDT, on Tuesday, May 1, 2018.

AWARD AND SALE OF THE CERTIFICATES: At a regular meeting to commence at 6:00 P.M., CDT, on Tuesday, May 1, 2018, the City Commission will take action to reject all bids or award the sale of the Certificates pursuant to an ordinance (the "Ordinance"). The Issuer reserves the right to reject any or all bids and to waive any irregularities, except time of filing.

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

THE CERTIFICATES

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

MATURITY SCHEDULE

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

<u>Stated Maturity</u>	<u>Principal Amount*</u>		<u>Stated Maturity</u>	<u>Principal Amount*</u>
2019	\$ 70,000		2029	\$ 140,000
2020	100,000		2030	145,000
2021	105,000		2031	150,000
2022	105,000		2032	160,000
2023	110,000		2033	165,000
2024	115,000		2034	170,000
2025	120,000		2035	180,000
2026	125,000		2036	185,000
2027	130,000		2037	190,000
2028	135,000			

OPTIONAL REDEMPTION: The Issuer reserves the right to redeem the Certificates maturing on and after August 1, 2029, on August 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE CERTIFICATES –Redemption Provisions" in the Preliminary Official Statement.)

SERIAL CERTIFICATES AND/OR TERM CERTIFICATES: Bidders may provide that all of the Certificates be issued as serial maturities or may provide that any two or more consecutive annual principal amounts for maturities 2029 through 2037 be combined into one or more term Certificates ("Term Certificates").

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

The principal amount of the Term Certificates of a stated maturity required to be redeemed pursuant to the operation of such mandatory redemption provisions may be reduced, at the option of the City, by the principal amount of Term Certificates of like stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Certificates plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the City at a price not exceeding the principal amount of such Term Certificates plus accrued interest to the date of purchase or (3) shall have been redeemed pursuant to the optional redemption provisions set forth above and not theretofore credited against a mandatory redemption requirement.

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

AUTHORITY FOR ISSUANCE AND SECURITY FOR PAYMENT: The Certificates are being issued pursuant to the Constitution and laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, an ordinance (the "Ordinance") to be adopted by the City Commission, and the City's Home Rule Charter. (See "THE CERTIFICATES - Authority for Issuance" in the Preliminary Official Statement.)

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

The Certificates constitute direct obligations of the Issuer payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and a limited pledge (not to exceed \$1,000) of the surplus Net Revenues derived from the operation of the City's combined Waterworks and Sewer System (the "System"). (See "THE CERTIFICATES - Security for Payment" in the Preliminary Official Statement.)

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

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

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

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

CONDITIONS OF SALE

TYPES OF BIDS AND INTEREST RATES: The Certificates will be sold in one block on an "All or None" basis, and at a price of not less than their par value, plus accrued interest on the Certificates from the Dated Date of the Certificates to the date of Initial Delivery (defined herein) of the Certificates. **No bid producing a cash premium on the Certificates that results in a dollar price of less than 102.5% nor greater than 105% will be considered; provided, however, that any bid is subject to adjustment as described under the caption "ADJUSTMENT OF INITIAL PRICIPAL AMOUNTS"**. Bidders are invited to name the rate(s) of interest to be borne by the Certificates, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1% and the net effective interest rate for the Certificates (calculated in the manner required by Texas Government Code, Chapter 1204, as amended) must not exceed 15%. **The highest rate bid may not exceed the lowest rate bid by more than 300 basis points (or 3% in rate). No limitation is imposed upon bidders as to the number of rates or changes which may be used.** All Certificates of one stated maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

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

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

ESTABLISHING THE ISSUE PRICE FOR THE CERTIFICATES

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

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

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

In the event that the bidding process does not satisfy the Competitive Sale Requirement, the winning bidder agrees to promptly report to the Issuer the prices at which at least 10% of each maturity of the Bonds other than a Hold-the-Price Maturity have been sold to the Public. That reporting obligation shall continue until 10% of each such maturity is sold to the Public, whether or not the Closing Date has occurred. By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the Public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% Test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the Public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the Public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the Public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such Underwriter that either the 10% Test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the Public, if and for so long as directed by the winning bidder or such Underwriter and as set forth in the related pricing wire.

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

For purposes of this section of this Notice of Sale:

(i) “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter,

(ii) “Underwriter” means (A) any person that agrees pursuant to a written contract with the Issuer (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the Certificates to the Public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Certificates to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Certificates to the Public),

(iii) “Related Party” means any two or more persons (including an individual, trust, estate, partnership, association, company, or corporation) that are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

(iv) “Sale Date” means the date that the Certificates are awarded by the Issuer to the winning bidder.

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

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

QUALIFIED TAX-EXEMPT OBLIGATIONS: The Issuer will designate the Certificates as "qualified tax-exempt obligations." See discussion under the caption "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions" contained in the Preliminary Official Statement.

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$2,600,000*. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total per Certificate underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

GOOD FAITH DEPOSIT: A bank cashier's check payable to the order of "City of Ennis, Texas" in the amount of **\$52,000 which is 2% of the par value of the Certificates** (the "Good Faith Deposit") is required. The Good Faith Deposit of the Purchaser will be retained uncashed by the Issuer until the Certificates are delivered, and at that time it will be returned to the Purchaser of the Certificates. The above mentioned Good Faith Deposit shall be made available to the Issuer prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which will authorize its use as a Good Faith Deposit by the Purchaser who shall be named in such instructions. No interest will be paid or allowed on any Good Faith Deposit. The checks accompanying all other bids will be returned immediately after the bids are opened and the award of the sale of the Certificates has been made.

ADDITIONAL CONDITION OF AWARD — DISCLOSURE OF INTERESTED PARTY FORM: Pursuant to Texas Government Code, Section 2252.908 (the "Interested Party Disclosure Act"), the City may not award the Certificates to a bidder unless the winning bidder either: (1) submits a Certificate of Interested Parties Form 1295 (the "Disclosure Form") to the City as prescribed by the Texas Ethics Commission ("TEC"), or (ii) certifies in the Official Bid Form that it is exempt from filing the Disclosure Form by virtue of being a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity. In the event that the bidder's bid for the Certificates is the best bid received, the City, acting through its financial advisor, will promptly notify the winning bidder. That notification will serve as the City's conditional verbal acceptance of the bid, and, unless the bidder is exempt from filing a Disclosure Form, such notification will obligate the winning bidder to establish (unless the winning bidder has previously so established) an account with the TEC, and promptly file a completed Disclosure Form, as described below, in order to allow the City to complete the award.

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

Preparations for completion, and the significance of, the reported information. In accordance with the Interested Party Disclosure Act, the information reported by the bidder **MUST BE ACKNOWLEDGED BY AND SUBMITTED UNDER A NOTARY STAMP**. No exceptions may be made to that requirement. To the extent that the bidder is not exempt from filing a Disclosure Form and therefor makes such filing with the City, the Interested Party Disclosure Act and the Disclosure Form provide that such acknowledgment is made "under oath and under penalty of perjury." Consequently, a bidder should take appropriate steps prior to completion of the Disclosure Form to familiarize itself with the Interested Party Disclosure Act, the Disclosure Rules and the Disclosure Form. **Time will be of the essence in submitting the form to the City, and no final award will be made by the City regarding the sale of the Certificates until a completed Disclosure Form is received. The City reserves the right to reject any bid that does not satisfy the requirement of a completed Disclosure Form, as described herein.** Neither the City nor its consultants have the ability to verify the information included in a Disclosure Form, and none of those parties has an obligation nor undertakes responsibility for advising any bidder with respect to the proper completion of the Disclosure Form. Consequently, an entity intending to bid on the Certificates should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form promptly upon notification from the City that its bid is the conditional winning bid. Instructional videos on logging in and creating a certificate are provided on the TEC's website at https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm.

* Preliminary, subject to change.

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

Verification Pursuant to Chapter 2270 of the Texas Government Code: Pursuant to Chapter 2270 (as enacted by Acts 2017, 85th Leg., ch. 1, House Bill 89) of the Texas Government Code, as amended, the winning bidder will be required to verify in the Official Bid Form, for purposes of such chapter, that at the time of execution and delivery of its bid and, except to the extent otherwise required by applicable federal law, to the date of delivery of the Certificates, neither the winning bidder, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the winning bidder, boycotts or will boycott Israel. The terms "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

Verification Pursuant to Chapters 2252 and 2270 of the Texas Government Code: Pursuant to Chapter 2252 and Chapter 2270 (as enacted by Acts 2017, 85th Leg., ch. 96, Senate Bill 253) of the Texas Government Code, as amended, the winning bidder will be required to verify that at the time of the execution and delivery of its bid through the date of delivery of the Certificates, the winning bidder, including any wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of the winning bidder, is not: (i) listed as a scrutinized company with business operations in Sudan or Iran, (ii) engaged in scrutinized business operations with a designated foreign terrorist organization and (iii) a company known to have contracted with or provided services to a foreign terrorist organization or designated foreign terrorist organization on the lists prepared and maintained pursuant to Sections 2252.152 and 2270.0201 of the Texas Government Code, as amended.

OFFICIAL STATEMENT

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

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

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

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

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

FINAL OFFICIAL STATEMENT: The Issuer will furnish to the Purchaser, within seven (7) business days after the sale date, an aggregate maximum of fifty (50) copies of the Final Official Statement (and 50 copies of any addenda, supplement or amendment thereto), together with information regarding interest rates and other terms relating to the reoffering of the Certificates, in accordance with the Rule. The Issuer agrees to provide, or cause to be provided, to the Purchaser the Preliminary Official Statement and the Official Statement and any amendments or supplements thereto in such printed or electronic format may be required for the Purchaser to comply with the Rule and the rules of the Municipal Securities Rulemaking Board (the "MSRB"). The Issuer consents to the distribution of such documents in electronic format. The Purchaser may arrange at its own expense to have the Final Official Statement reproduced and printed if it requires more than 50 copies and may also arrange, at its own expense and responsibility, for completion and perfection of the first or cover page of the Final Official Statement so as to reflect interest rates and other terms and information related to the reoffering of the Certificates. The Purchaser will be responsible for

providing information concerning the Issuer and the Certificates to subsequent purchasers of the Certificates, and the Issuer will undertake no responsibility for providing such information other than to make the Final Official Statement available to the Purchaser as provided herein. The Issuer's obligation to supplement the Final Official Statement to correct representations determined to be materially misleading, after the date of the Final Official Statement, shall terminate upon the earlier of (i) 90 days from the "end of the underwriting period" (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from the MSRB, but in no case less than 25 days after the "end of the underwriting period" for the Certificates. The Purchaser by submitting a bid for the Certificates agrees to promptly file the Official Statement with the MSRB. Unless otherwise notified in writing by the Purchaser, the Issuer can assume that the "end of the underwriting period" for purposes of the Rule is the date of the initial delivery of the Certificates to the Purchaser.

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

CERTIFICATION OF THE OFFICIAL STATEMENT: At the time of payment for and delivery of the Initial Certificates, the Initial Purchaser will be furnished a certificate, executed by proper officials of the Issuer, acting in their official capacity, in the form specified in the Official Statement under the heading "OTHER PERTINENT INFORMATION – Certification of the Official Statement." The Preliminary Official Statement and Official Notice of Sale will be approved as to form and content and the use thereof in the offering of the Certificates will be authorized, ratified and approved by the City Commission on the date of sale, and the Initial Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Certificates, a certified copy of such approval, duly executed by the proper officials of the Issuer.

DELIVERY AND ACCOMPANYING DOCUMENTS

INITIAL DELIVERY OF INITIAL CERTIFICATE: Initial Delivery will be accomplished by the issuance of one fully registered Certificate, in the aggregate principal amount of \$2,600,000*, payable to the Purchaser (the "Initial Certificate"), signed by the Mayor and City Secretary, by their manual or facsimile signatures, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Initial Delivery will be at the designated office of the Paying Agent/Registrar. Upon delivery of the Initial Certificate, it shall be immediately canceled and one definitive certificate for each maturity in the aggregate principal amount of \$2,600,000* payable to Cede & Co. will be delivered to DTC in connection with DTC's Book-Entry-Only System. Payment for the Certificates must be made in immediately available funds for unconditional credit to the City, or as otherwise directed by the City. The Purchaser will be given six business days' notice of the time fixed for delivery of the Certificates. It is anticipated that the delivery of the Initial Certificate can be made on or about May 30, 2018, but if for any reason the City is unable to make delivery by June 28, 2018, then the City shall immediately contact the Purchaser and offer to allow the Purchaser to extend his obligation to take up and pay for the Certificates an additional 30 days. If the Purchaser does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the City and the Purchaser shall be relieved of any further obligation. In no event shall the City be liable for any damages by reason of its failure to deliver the Certificates, provided that such failure is due to circumstances beyond the City's reasonable control.

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

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

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

* Preliminary, subject to change.

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

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

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

GENERAL CONSIDERATIONS

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

SALE OF ADDITIONAL DEBT: The City anticipates issuing an estimated \$4,500,000 of Certificates of Obligation ("Additional COs") for wastewater system improvements that will be 100% supported by the System. The Additional COs will be sold within the next 180 days to the Texas Water Development Board.

REGISTRATION AND QUALIFICATION OF CERTIFICATES FOR SALE: No registration statement relating to the Certificates has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon exemptions provided in such Act. The Certificates have not been approved or disapproved by the SEC, nor has the SEC passed upon the accuracy or adequacy of the Official Statement. Any representation to the contrary is a criminal offense. The Certificates have not been registered or qualified under the Securities Act of Texas in reliance upon exemptions contained therein, nor have the Certificates been registered or qualified under the securities acts of any other jurisdiction. The Issuer assumes no responsibility for registration or qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Certificates shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

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

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

On the date of the sale, the City Commission will, in the Ordinance awarding the sale of the Certificates, approve the form and content of the Final Official Statement, and any addenda, supplement or amendment thereto, and authorize its further use in the reoffering of the Certificates by the Purchaser.

/s/ Angeline Juenemann
Mayor
City of Ennis, Texas

ATTEST:

/s/ Angie Wade
City Secretary
City of Ennis, Texas

OFFICIAL BID FORM

Honorable Mayor and City Commission
 City of Ennis
 115 W. Brown Street
 Ennis, Texas 75119

May 1, 2018

Ladies and Gentlemen:

Reference is made to your Official Notice of Sale and Preliminary Official Statement dated April 24, 2018 of \$2,600,000* City of Ennis, Texas Combination Tax and Revenue Certificates of Obligation, Series 2018, both of which constitute a part hereof.

For your legally issued Certificates, as described in said Official Notice of Sale and Preliminary Official Statement, we will pay you a price of \$_____ (being a price of no less than 102.5% nor more than 105% of the par value) plus accrued interest from their Dated Date to the date of delivery to us, for Certificates maturing August 1 and bearing interest as follows:

<u>Stated Maturity</u>	<u>Principal Amount</u>	<u>Amount Awarded</u>	<u>Interest Rate</u>	<u>Hold-The Price Maturity</u>	<u>Stated Maturity</u>	<u>Principal Amount</u>	<u>Amount Awarded</u>	<u>Interest Rate</u>	<u>Hold-The Price Maturity</u>
2019	\$ 70,000	\$ _____	% _____	_____	2029*	\$ 140,000	\$ _____	% _____	_____
2020	100,000	_____	% _____	_____	2030*	145,000	_____	% _____	_____
2021	105,000	_____	% _____	_____	2031*	150,000	_____	% _____	_____
2022	105,000	_____	% _____	_____	2032*	160,000	_____	% _____	_____
2023	110,000	_____	% _____	_____	2033*	165,000	_____	% _____	_____
2024	115,000	_____	% _____	_____	2034*	170,000	_____	% _____	_____
2025	120,000	_____	% _____	_____	2035*	180,000	_____	% _____	_____
2026	125,000	_____	% _____	_____	2036*	185,000	_____	% _____	_____
2027	130,000	_____	% _____	_____	2037*	190,000	_____	% _____	_____
2028	135,000	_____	% _____	_____					

* Maturities available to be designated as term Certificates.

In the event that the Issuer's Municipal Advisor informs the winning bidder that less than three bids were received for the Bonds, the winning bidder shall promptly report which maturities, if any, will be Hold-the-Price maturities on or before 3 p.m. on the date of the bid opening. See "ESTABLISHING THE ISSUE PRICE FOR THE BONDS" in this Notice of Sale.

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

<u>Term Certificate Maturity Date August 1</u>	<u>Year of First Mandatory Redemption</u>	<u>Principal Amount of Term Certificate</u>	<u>Interest Rate</u>
_____	_____	_____	_____
_____	_____	_____	_____

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

TRUE INTEREST COST _____%

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$2,600,000*. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total per Certificate underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

*Preliminary, subject to change.

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

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

Cashier's Check of the _____ Bank, _____, in the amount of \$52,000 which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Notice of Sale. Upon delivery of the Certificates, said check shall be returned to the Initial Purchaser.

We agree to accept delivery of the Initial Certificate(s) through DTC and make payment for the Initial Certificate(s) in immediately available funds at BOKF, NA, Dallas, Texas, no later than 10:00 A.M., Central Daylight Time, on May 30, 2018, or thereafter on the date the Initial Certificate(s) are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

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

The Issuer will consider any bid submitted pursuant to the Notice of Sale relating to the Certificates to be a firm offer for the purchase of the Certificates.

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

The undersigned (check applicable):

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

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

The undersigned verifies, for purposes of Chapter 2270 (as provided by Acts 2017, 85th Leg., ch. 1, House Bill 89) of the Texas Government Code, as amended, that at the time of execution and delivery of this bid and, except to the extent otherwise required by applicable federal law, to the date of delivery of the Certificates, neither the undersigned, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the undersigned, boycotts or will boycott Israel. The terms "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

The undersigned verifies, for purposes of Chapter 2252 and Chapter 2270 (as enacted by Acts 2017, 85th Leg., ch. 96, Senate Bill 253) of the Texas Government Code, as amended, that at the time of execution and delivery of this bid through the date of delivery of the Certificates, the undersigned, including any wholly owned subsidiary, majority-owned subsidiary, parent company, or affiliate of the undersigned, is not: (i) listed as a scrutinized company with business

operations in Sudan or Iran, (ii) engaged in scrutinized business operations with a designated foreign terrorist organization and (iii) a company known to have contracted with or provided services to a foreign terrorist organization or designated foreign terrorist organization on the lists prepared and maintained pursuant to Sections 2252.152 and 2270.0201 of the Texas Government Code, as amended.

Respectfully submitted,

By:

Underwriter's Authorized Representative

ACCEPTANCE CLAUSE

THE ABOVE AND FOREGOING BID IS IN ALL THINGS HEREBY ACCEPTED this 1st day of May 2018, by the City Commission of the City of Ennis, Texas.

ATTEST:

City Secretary, City of Ennis, Texas

Mayor, City of Ennis, Texas

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CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

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

**OFFICE USE ONLY
 CERTIFICATION OF FILING**

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

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

City of Ennis, Texas

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

Contract Number: City of Ennis 2018 COs BPA

Purchase of the Ennis, Texas Combination Tax and Revenue Certificates of Obligation, Series 2018

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary

5 Check only if there is NO Interested Party.

6 UNSWORN DECLARATION

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

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

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

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

 Signature of authorized agent of contracting business entity
 (Declarant)

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ISSUE PRICE CERTIFICATE

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

The undersigned, as the underwriter or the manager of the syndicate of underwriters (“Purchaser”), with respect to the purchase at competitive sale of the Combination Tax and Revenue Certificates of Obligation, Series 2018 issued by the City of Ennis, Texas (“Issuer”) in the principal amount of \$2,600,000* (“Certificates”), hereby certifies and represents, based on its records and information, as follows:

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

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

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

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

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

EXECUTED and DELIVERED as of this [ISSUE DATE].

[NAME OF PURCHASER], as Purchaser

By: _____

Name: _____

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

ISSUE PRICE CERTIFICATE

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

The undersigned, as the underwriter or the manager of the syndicate of underwriters ("Purchaser"), with respect to the purchase at competitive sale of the Combination Tax and Revenue Certificates of Obligation, Series 2018 issued by the City of Ennis, Texas ("Issuer") in the principal amount of \$2,600,000* ("Certificates"), hereby certifies and represents, based on its records and information, as follows:

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

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

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

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

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

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

EXECUTED and DELIVERED as of this [ISSUE DATE].

[NAME OF PURCHASER], as Purchaser

By: _____

Name: _____

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

SCHEDULE A
PRICING WIRE OR EQUIVALENT COMMUNICATION
(Attached)

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PRELIMINARY OFFICIAL STATEMENT**Dated: April 24, 2018**

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

*The City will designate the Certificates as "Qualified Tax-Exempt Obligations"
See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions" herein.*

\$2,600,000***CITY OF ENNIS, TEXAS****(Ellis County)****COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2018****Dated Date: May 1, 2018****Due: August 1, as shown on page ii**

The City of Ennis, Texas (the "City" or the "Issuer") \$2,600,000* Combination Tax and Revenue Certificates of Obligation, Series 2018 (the "Certificates") are being issued pursuant to the Constitution and laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, an ordinance (the "Ordinance") to be adopted by the City Commission, and the City's Home Rule Charter. (See "THE CERTIFICATES - Authority for Issuance" herein.)

The Certificates constitute direct obligations of the Issuer payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and a limited pledge (not to exceed \$1,000) of the surplus Net Revenues derived from the operation of the City's combined Waterworks and Sewer System (the "System"). (See "THE CERTIFICATES - Security for Payment" herein.)

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

Proceeds from the sale of the Certificates will be used to pay all or a portion of the City's contractual obligations incurred in connection with (a) constructing, reconstructing and improving streets, curbs and gutters and related drainage and utility relocation, and the acquisition of land and interests in land and properties therefor; (b) acquiring, constructing, installing and equipping additions, extensions, renovations and improvements to, the City's waterworks and sewer system, and the acquisition of land and interests in land and properties therefor; (c) acquiring, constructing, installing and equipping a public safety facility for the police department and the fire department, and the acquisition of land and interests in land and properties therefor; (d) acquiring, constructing, installing and equipping two new fire stations, and the acquisition of land and interests in land and properties therefor; and (e) constructing, reconstructing, improving and equipping park facilities, and the acquisition of land and interests in land and properties therefor; and also for the purpose of paying all or a portion of the City's contractual obligations for professional services, including engineers, architects, attorneys, map makers, auditors, and financial advisors, in connection with such projects and the Certificates. (See "THE CERTIFICATES - Use of Certificate Proceeds" herein.)

The Issuer reserves the right to redeem the Certificates maturing on and after August 1, 2029, on August 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE CERTIFICATES - Redemption Provisions" herein.)

STATED MATURITY SCHEDULE**(On Page ii)**

The Certificates are offered for delivery, when, as and if issued and received by the initial purchaser (the "Purchaser") and subject to the approving opinion of the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. (See Appendix C – Form of Legal Opinion of Bond Counsel.) (See "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" herein). It is expected that the Certificates will be available for delivery through DTC on or about May 30, 2018.

BIDS DUE ON MAY 1, 2018 AT 11:00 A.M., CENTRAL TIME.

* Preliminary, subject to change.

STATED MATURITY SCHEDULE
(Due August 1)
Base CUSIP – 293425^(a)

Stated Maturity August 1	Principal Amount*	Interest Rate (%)	Initial Yield (%)	CUSIP Suffix ^(a)
2019	\$ 70,000			
2020	100,000			
2021	105,000			
2022	105,000			
2023	110,000			
2024	115,000			
2025	120,000			
2026	125,000			
2027	130,000			
2028	135,000			
2029	140,000			
2030	145,000			
2031	150,000			
2032	160,000			
2033	165,000			
2034	170,000			
2035	180,000			
2036	185,000			
2037	190,000			

(Interest to accrue from the Dated Date)

The Issuer reserves the right to redeem the Certificates maturing on and after August 1, 2029, on August 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE CERTIFICATES - Redemption Provisions" herein.)

^(a) CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Capital IQ on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. Neither the City nor the Financial Advisor is responsible for the selection or the correctness of the CUSIP numbers set forth herein.

* Preliminary, subject to change.

CITY OF ENNIS, TEXAS
115 W. Brown Street
Ennis, Texas 75119
(972) 875-1234

ELECTED OFFICIALS

<u>Name</u>	<u>Title</u>	<u>First Elected to Commission May</u>	<u>Term Expires May</u>	<u>Occupation</u>
Angeline Juenemann	Mayor	2016	2021	Financial Advisor
Matt Walker	Mayor Pro Tem	2017	2020	Sales Manager
Rowdy Pruitt	Commissioner, Ward 1	2016	2021	Project Manager / Estimator
Marco Hernandez	Commissioner, Ward 2	2017	2020	Network Technician
Scott Hejny	Commissioner, Ward 3	2016	2019	Attorney
Shirley Watson	Commissioner, Ward 4	2017	2020	Part-time Administrator
Bill Honza	Commissioner, Ward 5	2016	2019	EISD Communications Officer

ADMINISTRATION

<u>Name</u>	<u>Position</u>	<u>Length of Service With the City</u>	<u>Years in Municipal Government</u>
Scott Dixon	City Manager	2.5 years	8 years
Randall Heye	Assistant City Manager	2 years	8 years
Joel Welch	Finance Director	3.5 years	38 years
Angie Wade	City Secretary	2.5 years	19 years
Marty Nelson	Economic Development Coordinator	5 years	5 years

CONSULTANTS AND ADVISORS

Bond Counsel	McCall, Parkhurst & Horton L.L.P. Dallas, Texas
Certified Public Accountants	Yeldell, Wilson, Wood & Reeve, P.C. Ennis, Texas
Financial Advisor	SAMCO Capital Markets, Inc. San Antonio, Texas

For Additional Information Please Contact:

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 Finance Director
City of Ennis
 115 W. Brown Street
 Ennis, Texas 75119
 (972) 875-1234
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 San Antonio, Texas 78209
 (210) 832-9760
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Mr. Andrew Friedman
 Managing Director
SAMCO Capital Markets, Inc.
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 San Antonio, Texas 78209
 (210) 832-9760
afriedman@samcocapital.com

USE OF INFORMATION IN THE OFFICIAL STATEMENT

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

This Official Statement, which includes the cover page and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

No dealer, broker, salesperson or other person has been authorized to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information must not be relied upon.

Certain information set forth herein has been provided by sources other than the City that the City believes to be reliable, but the City makes no representation as to the accuracy of such information. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of the Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or other matters described herein since the date hereof. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

NEITHER THE CITY NOR ITS FINANCIAL ADVISOR MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY ("DTC") OR ITS BOOK-ENTRY-ONLY SYSTEM, AS SUCH INFORMATION HAS BEEN PROVIDED BY DTC.

THE CERTIFICATES ARE EXEMPT FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION AND CONSEQUENTLY HAVE NOT BEEN REGISTERED THEREWITH. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE CERTIFICATES IN ACCORDANCE WITH APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THESE SECURITIES HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF.

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 THE FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS.

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Financial Information of the Issuer
 General Information Regarding City of Ennis and Ellis County, Texas
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 The Issuer's General Purpose Audited Financial Statements for the Fiscal Year Ended September 30, 2016

Appendix A
 Appendix B
 Appendix C
 Appendix D

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

SELECTED DATA FROM THE OFFICIAL STATEMENT

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

The Issuer	The City of Ennis, Texas (the "City" or the "Issuer") is located in Ellis County and is a principal commercial center of Ellis County. The City is a political subdivision of the State of Texas and operates under a Commission-Manager form of government with a City Commission comprised of seven members including the Mayor. The Mayor and Mayor Pro Tem are elected at large for two-year staggered terms. The five Commissioners are elected by single member districts for two-year staggered terms. The City's 2010 census figure was 18,513, and the current 2018 estimated population is 20,324. (See Appendix B - "General Information Regarding the City of Ennis and Ellis County, Texas" herein.)
The Certificates	The Certificates are being issued pursuant to the Constitution and laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, an ordinance (the "Ordinance") to be adopted by the City Commission, and the City's Home Rule Charter. (See "THE CERTIFICATES - Authority for Issuance" herein.)
Paying Agent/Registrar	The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas Texas.
Security	The Certificates constitute direct general obligations of the Issuer payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and a limited pledge (not to exceed \$1,000) of the surplus Net Revenues derived from the operation of the City's combined Waterworks and Sewer System (the "System"). (See "THE CERTIFICATES - Security for Payment" herein.)
Redemption Provision	The Issuer reserves the right, at its sole option, to redeem Certificates stated to mature on and after August 1, 2029, on August 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the price of par plus accrued interest to the date fixed for redemption. (See "THE CERTIFICATES - Redemption Provisions" herein.)
Tax Matters	In the opinion of Bond Counsel, the interest on the Certificates will be excludable from gross income for federal tax purposes under statutes, regulations, published rulings and court decisions existing on the date of the initial delivery of the Certificates, subject to the matters described under "TAX MATTERS" herein, including the alternative minimum tax on corporations. (See "TAX MATTERS" for a discussion of the Opinion of Bond Counsel and "APPENDIX C - FORM OF LEGAL OPINION OF BOND COUNSEL" herein.)
Use of Certificate Proceeds	Proceeds from the sale of the Certificates will be used to pay all or a portion of the City's contractual obligations incurred in connection with (a) constructing, reconstructing and improving streets, curbs and gutters and related drainage and utility relocation, and the acquisition of land and interests in land and properties therefor; (b) acquiring, constructing, installing and equipping additions, extensions, renovations and improvements to, the City's waterworks and sewer system, and the acquisition of land and interests in land and properties therefor; (c) acquiring, constructing, installing and equipping a public safety facility for the police department and the fire department, and the acquisition of land and interests in land and properties therefor; (d) acquiring, constructing, installing and equipping two new fire stations, and the acquisition of land and interests in land and properties therefor; and (e) constructing, reconstructing, improving and equipping park facilities, and the acquisition of land and interests in land and properties therefor; and also for the purpose of paying all or a portion of the City's contractual obligations for professional services, including engineers, architects, attorneys, map makers, auditors, and financial advisors, in connection with such projects and the Certificates. (See "THE CERTIFICATES - Use of Certificate Proceeds" herein.)
Book-Entry-Only System	The Issuer intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York described herein. No physical delivery of the Certificates will be made to the beneficial owners of the Certificates. Such Book-Entry-Only System may affect the method and timing of payments on the Certificates and the manner the Certificates may be transferred. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)
Rating	S&P Global Ratings ("S&P") has assigned a rating of "AA-" to the Certificates. An explanation of the significance of such rating may be obtained from the rating agency. (See "OTHER PERTINENT INFORMATION - Rating" herein.)
Qualified Tax Exempt Obligations	The City will designate the Certificates as "Qualified Tax-Exempt Obligations" for financial institutions. (See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions" herein.)
Issuance of Additional Debt	The City anticipates issuing an estimated \$4,500,000 of Certificates of Obligation ("Additional COs") for wastewater system improvements that will be 100% supported by the System. The Additional COs will be sold within the next 180 days to the Texas Water Development Board.
Payment Record	The City has never defaulted on its revenue bonds and has not defaulted on general obligation bonds since 1937 when all bonds were refunded at par with a reduction in interest rate.
Delivery	When issued, anticipated on or about May 30, 2018.
Legality	Delivery of the Certificates is subject to the approval by the Attorney General of the State of Texas and the rendering of an opinion as to legality by McCall, Parkhurst & Horton L.L.P., Bond Counsel, Dallas, Texas.

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INTRODUCTORY STATEMENT

This Official Statement provides certain information in connection with the issuance by City of Ennis, Texas (the "City" or the "Issuer") of its \$2,600,000* Combination Tax and Revenue Certificates of Obligation, Series 2018 (the "Certificates") identified on the cover page hereof.

The Issuer is a political subdivision of the State of Texas and operates as a home-rule municipality under the statutes and the constitution of the State of Texas (the "State"). The Certificates are being issued pursuant to the Constitution and general laws of the State, an ordinance (the "Ordinance") to be adopted by the City Commission authorizing the issuance of the Certificates, and the City's Home Rule Charter. (See "THE CERTIFICATES - Authority for Issuance" herein.)

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

THE CERTIFICATES

General

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

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

Authority for Issuance

The Certificates are being issued pursuant to the Constitution and general laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, the Ordinance and the City's Home Rule Charter.

Security for Payment

The Certificates constitute direct obligations of the Issuer payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and a limited pledge (not to exceed \$1,000) of the surplus revenues derived from the operation of the City's combined Waterworks and Sewer System (the "System") remaining after payment of all operation and maintenance expenses thereof, and all debt service, reserve and other requirements in connection with all of the City's revenue bonds or other obligations (now or hereafter outstanding) which are payable from all or a part of the revenues of the System ("Net Revenues"). (See "CITY APPLICATION OF THE PROPERTY TAX CODE" herein.)

* Preliminary, subject to change.

Use of Certificate Proceeds

Proceeds from the sale of the Certificates will be used to pay all or a portion of the City's contractual obligations incurred in connection with (a) constructing, reconstructing and improving streets, curbs and gutters and related drainage and utility relocation, and the acquisition of land and interests in land and properties therefor; (b) acquiring, constructing, installing and equipping additions, extensions, renovations and improvements to, the City's waterworks and sewer system, and the acquisition of land and interests in land and properties therefor; (c) acquiring, constructing, installing and equipping a public safety facility for the police department and the fire department, and the acquisition of land and interests in land and properties therefor; (d) acquiring, constructing, installing and equipping two new fire stations, and the acquisition of land and interests in land and properties therefor; and (e) constructing, reconstructing, improving and equipping park facilities, and the acquisition of land and interests in land and properties therefor; and also for the purpose of paying all or a portion of the City's contractual obligations for professional services, including engineers, architects, attorneys, map makers, auditors, and financial advisors, in connection with such projects and the Certificates.

Redemption Provisions

Optional Redemption: The Issuer reserves the right, at its option, to redeem the Certificates maturing on and after August 1, 2029 on August 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof (and, if within a stated maturity, selected at random and by lot by the Paying Agent/Registrar), at the redemption price of par plus accrued interest to the date fixed for redemption.

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

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

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

Payment Record

The City has never defaulted on its revenue bonds and has not defaulted on general obligation bonds since 1937 when all bonds were refunded at par with a reduction in interest rate.

Legality

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

Defeasance

The Ordinance provides for the defeasance of the Certificates when the payment of the principal of and premium, if any, on the Certificates, plus interest thereon to the due date thereof (whether such due date be by reason of maturity or otherwise) is provided by irrevocably depositing with the Paying Agent/Registrar or authorized escrow agent, in trust (1) money sufficient to make such payment and/or (2) Defeasance Securities that mature as to principal and interest in such amounts and at such times to insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation and expenses of the paying agent for the Certificates. The City has additionally reserved the right, subject to satisfying the requirements of (1) and (2) above, to substitute other Defeasance Securities originally deposited, to reinvest the uninvested moneys on deposit for such defeasance and to withdraw for the benefit of the City moneys in excess of the amount required for such defeasance. The Ordinance provides that "Defeasance Securities" means any securities and obligations now or hereafter authorized by State law that are eligible to discharge obligations such as the Certificates. Current State law permits defeasance with the following types of securities: (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the City authorizes the defeasance of the Certificates, 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, on the date the City authorizes the defeasance of the Certificates, have been refunded and are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Certificates. Because the Ordinance does not contractually limit such investments, registered owners will be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under State law. There is no assurance that the ratings for U.S. Treasury securities used for defeasance purposes or that for any other Defeasance Security will be maintained at any particular rating category.

Upon such deposit as described above, such Certificates shall no longer be regarded to be outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of Certificates have been made as described above, all rights of the City to initiate proceedings to call such Certificates for redemption or take any other action amending the terms of such Certificates are extinguished; provided, however, that the right to call such Certificates for redemption is not extinguished if the City: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call such Certificates for redemption; (ii) gives notice of the reservation of that right to the owners of such Certificates 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.

Amendments

In the Ordinance, the Issuer has reserved the right to amend the Ordinance without the consent of any holder for the purpose of amending or supplementing the Ordinance to (i) cure any ambiguity, defect or omission therein that does not materially adversely affect the interests of the registered owners of the Certificates, (ii) grant additional rights or security for the benefit of the registered owners of the Certificates, (iii) add events of default as shall not be inconsistent with the provisions of the Ordinance that do not materially adversely affect the interests of the registered owners of the Certificates, (iv) qualify the Ordinance under the Trust Indenture Act of 1939, as amended, or corresponding provisions of federal laws from time to time in effect or (v) make such other provisions in regard to matters or questions arising under the Ordinance that are not inconsistent with the provisions thereof and which, in the opinion of Bond Counsel for the City, do not materially adversely affect the interests of the registered owners of the Certificates.

The Ordinance further provides that the registered owners of the Certificates aggregating in principal amount a majority of the outstanding Certificates shall have the right from time to time to approve any amendment not described above to the Ordinance if it is deemed necessary or desirable by the City; provided, however, that without the consent of 100% of the registered owners of the Certificates in original principal amount of the then outstanding Certificates, no amendment may be made for the purpose of: (i) making any change in the maturity of any of the outstanding Certificates; (ii) reducing the rate of interest borne by any of the outstanding Certificates; (iii) reducing the amount of the principal payable on any outstanding Certificates; (iv) modifying the terms of payment of principal of or interest on outstanding Certificates, or imposing any condition with respect to such payment; or (v) changing the minimum percentage of the principal amount of the Certificates necessary for consent to such amendment. Reference is made to the Ordinance for further provisions relating to the amendment thereof.

Default and Remedies

The Ordinance provides that the following events constitute "Events of Default" with respect to the Certificates: (1) the failure by the City to pay the principal of or the interest on any Certificate when the same shall become due, or (2) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the registered owners of the Certificates, including, but not limited to, their prospect or ability to be repaid in accordance with the Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any registered owner to the City. The Ordinance does not provide or specify remedies with regard to an Event of Default. Upon the occurrence of an Event of Default, the registered owners may seek a writ of mandamus to compel the City officials to carry out the legally imposed duties with respect to the Certificates if there is no other available remedy at law to compel performance of the Certificates

or the Ordinance and the City's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, so rests with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Certificates 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 Certificateholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, S.W. 3d (Tex. 2016) that sovereign immunity does not imbue a city with derivative immunity when it performs proprietary, as opposed to governmental, functions in respect to contracts executed by a city. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under the authority or for the benefit of the state. If sovereign immunity is determined by a court to exist, then the Texas Supreme Court has ruled in *Tooke v. City of Mexia*, 197 S.W. 3d 325 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the City's sovereign immunity from a suit for money damages, owners of the Certificates may not be able to bring such a suit against the City for breach of the Certificates or Ordinance covenants. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Certificates. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or owners of the Certificates 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 Certificates are qualified with respect to the customary rights of debtors relative to their creditors and by general principles of equity which permit the exercise of judicial discretion.

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

REGISTRATION, TRANSFER AND EXCHANGE

Paying Agent/Registrar

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

The Certificates will be issued in fully registered form in multiples of \$5,000 for any one stated maturity, and principal and semiannual interest will be paid by the Paying Agent/Registrar. Interest will be paid to the registered owners appearing on the registration books of the Paying Agent/Registrar on the Record Date (as defined below) by check or draft mailed on February 1, 2019, and on each August 1 and February 1 thereafter until maturity or prior redemption of the Certificates, by the Paying Agent/Registrar to the last known address of the registered owner as it appears on the Paying Agent/Registrar's books or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the registered owner. Principal of a Certificate will be paid to the registered owner at its stated maturity or its prior redemption upon presentation to the Paying Agent/Registrar. If the date for the payment of the principal of or interest on the Certificates shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. So long as Cede & Co. is the registered owner of the Certificates, payments of principal of and interest on the Certificates will be made as described in "BOOK-ENTRY-ONLY SYSTEM" herein.

Record Date

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

In the event of a non-payment of interest on an Interest Payment Date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the Issuer. Notice of the Special Record Date and of the scheduled payment date of the

past due interest (which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Future Registration

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

Limitation on Transfer or Exchange of Certificates

The Paying Agent/Registrar shall not be required to transfer or exchange any Certificates or any portion thereof during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date or with respect to any Certificate or portion called for redemption prior to maturity, within 45 days prior to its redemption date, provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of a Certificate called for redemption.

Replacement Certificates

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

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Certificates is to be transferred and how the principal of, premium, if any, and interest on the Certificates are to be paid to and credited by DTC while the Certificates are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City and the Financial Advisor believe the source of such information to be reliable, but take no responsibility for the accuracy or completeness thereof.

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

DTC will act as securities depository for the Certificates. The Certificates will be issued as fully-registered Certificates 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 Certificates, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among

Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). Direct Participants and Indirect Participants are jointly referred to as "Participants". DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

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

To facilitate subsequent transfers, all Certificates 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 Certificates 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 Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the Certificate documents. For example, Beneficial Owners of Certificates may wish to ascertain that the nominee holding the Certificates 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 for the Certificates shall be sent to DTC. If less than all of the Certificates within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Certificates unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Certificates 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 District 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 Certificates held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment on the Certificates to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer 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 Participants.

DTC may discontinue providing its services as depository with respect to the Certificates 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, Certificates are required to be printed and delivered. The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Certificates will be printed and delivered.

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

Use of Certain Terms in Other Sections of this Official Statement

In reading this Official Statement it should be understood that while the Certificates are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant

acquires an interest in the Certificates, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinance will be given only to DTC.

INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE ISSUER

The City invests funds in instruments authorized by Texas law, specifically the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "PFIA"), in accordance with and investment policies approved by the City Commission. The City Commission appoints the Finance Director as the "Investment officer" of the City. Both State law and the City's investment policies are subject to change.

Under Texas law, the City is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit, (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which are guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) certificates of deposit and share certificates meeting the requirements of the PFIA (i) that are issued by an institution that has its main office or a branch office in the State of Texas and are guaranteed or insured by the 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, or (ii) where (a) the funds are invested by the City through (I) a broker that has its main office or a branch office in the State of Texas and is selected from a list adopted by the City as required by law or (II) a depository institution that has its main office or a branch office in the State of Texas that is selected by the City; (b) the broker or the depository institution selected by the City arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the City; (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States, and (d) the City appoints the depository institution selected under (a) above, a custodian as described by Section 2257.041(d) of the Texas Government Code, or a clearing broker-dealer registered with the SEC and operating pursuant to SEC Rule 15c3-3 (17 C.F.R. Section 240.15c3-3) as custodian for the City with respect to the certificates of deposit; (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by a combination of cash and obligations described in clause (1) which are pledged to the City, held in the City's name, and deposited at the time the investment is made with the City or with a third party selected and approved by the City and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State of Texas, (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 SEC that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of \$1 for each share, and (12) no-load mutual funds registered with the SEC that have an average weighted maturity of less than two years, invest exclusively in obligations described in this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or its equivalent and (13) public funds investment pools that have an advisory board which includes participants in the pool and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or AAAM or its equivalent or no lower than investment grade with a weighted average maturity no greater than 90 days. If specifically authorized in the authorizing document, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described in the next succeeding paragraph.

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

Governmental bodies in the State such as the City are authorized to implement securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) of the second paragraph

under this caption, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm not less than "A" or its equivalent, or (c) cash invested in obligations that are described in clauses (1) through (6) and (10) through (12) of the second paragraph under this caption, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the governmental body, held in the name of the governmental body and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

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

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

Under Texas law, the City is additionally required to: (1) annually review its adopted policies and strategies, (2) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution, (3) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and the City Commission; (4) require the qualified representative of firms offering to engage in an investment transaction with the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the City and the business organization that are not authorized by the City's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the City's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement in a form acceptable to the City and the business organization attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the City's designated Investment Officer; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements, and (10) at least annually review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Current Investments

State law does not require the Issuer to periodically mark its investments to market price, and the Issuer does not do so, other than annually upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the Issuer's audited financial statements. Given the nature of its investments, the Issuer does not believe that the market value of its investments differs materially from book value.

As of February 28, 2018 (unaudited), the Issuer's investable funds were invested as shown below.

<u>Fund and Investment Type</u>	<u>Amount</u>	<u>Percentage of Portfolio</u>
Operating Checking Account	\$27,622,676	61.51%
Local Checking / Money Market Accounts (General Fund)	16,981,224	37.81%
TexPool Money Market Accounts	<u>306,751</u>	<u>0.68%</u>
Total Investments	<u>\$44,910,651</u>	<u>100.00%</u>

As of such date, the market value of such investments (as determined by the City by reference to published quotations, dealer bids, and comparable information) was approximately 100% of their book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

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

DEFINED BENEFIT PENSION PLAN

Plan Description

The City of Ennis, Texas participates as one of 872 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System ("TMRS"). TMRS is an agency created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the "TMRS Act") as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the TMRS with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Texas Senate, appoints the Board of Trustees, TMRS is not fiscally dependent on the State of Texas. TMRS's defined benefit pension plan is a tax-qualified plan under Section 401 (a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmr.com.

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

Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the City Commission of the City, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the City-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven payments options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

	Plan Provisions
Employee deposit rate	7%
Municipal current matching ratio	2-1
Updated service credits:	
Rate (%)	100T
Year effective	1998R
Increase benefits to retirees:	
Rate (%) ⁽¹⁾	70
Year effective	2001R
Vesting	5 yrs
Service retirement eligibilities	5 yrs/age 60, 20 yrs/any age
Restricted prior service credit effective date	1-93
Supplemental death benefits:	
Employees	Yes
Retirees	Yes
Statutory maximum (%)	Removed

⁽¹⁾ For years prior to 1982, the rate is the actual percentage in annuities. For 1982 and later, the rate is the percentage of the change in the CPI-U since retirement date, granted to each annuitant as an increase of the original annuity.

T — Includes Transfer Credits.

R — Annually Repeating. Ordinance automatically renews effective January 1 of each successive year.

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

Inactive employees or beneficiaries currently receiving benefits	117
Inactive employees entitled to but not yet receiving benefits	47
Active employees	178
	342

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the City matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the City. Under the state law governing TMRS, the contribution rate for each City is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Employees for the City of Ennis were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City of Ennis were 17.36% and 17.93% in calendar years 2017 and 2016, respectively. The City's contributions to TMRS for the year ended September 30, 2017, were \$1,827,529, and were equal to the required contributions.

Net Pension Liability

The City's Net Pension Liability ("NPL") was measured as of December 31, 2016, and the Total Pension Liability ("TPL") used to calculate the Net Pension (Asset) Liability was determined by an actuarial valuation as of that date.

Actuarial assumptions - The Total Pension Liability in the December 31, 2016 actuarial valuation was determined using the following actuarial assumptions:

Inflation	2.5% per year
Overall payroll growth	3.5% per year
Investment Rate of Return	6.75%, net of pension Plan investment expense, including inflation

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment, with male rates multiplied by 109% and female rates multiplied by 103%. Based on the size of the City, rates are multiplied by a factor of 100%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with males rates multiplied by 109% and female rates multiplied by 103% with a 3-year set-forward for both males and females. In addition, a 3% minimum mortality rate is applied to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements subject to the 3% floor.

Actuarial assumptions used in the December 31, 2016, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering 2009 through 2011, and dated December 31, 2013. These assumptions were first used in the December 31, 2013 valuation, along with a change to the Entry Age Normal (EAN) actuarial cost method. Assumptions are reviewed annually. No additional changes were made for the 2014 valuation. After the Asset Allocation Study analysis and experience investigation study, the Board amended the long-term expected rate of return on pension plan investments from 7% to 6.75%. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, the actuary focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). The target allocation and best estimates of real rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected</u>
Domestic Equity	17.5%	4.55%
International Equity	17.5%	6.35%
Core Fixed Income	10.0%	1.00%
Non-Core Fixed	20.0%	4.15%
Real Return	10.0%	4.15%
Real Estate	10.0%	4.75%
Absolute Return	10.0%	4.00%
Private Equity	5.0%	7.75%
Total	100%	

Discount Rate - The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

Changes in the Net Pension Liability (NPL)

	Increase (Decrease)		
	Total Pension Liability (a)	Plan fiduciary net position (b)	Net Pension (Asset) liability (a) – (b)
Balance at 12/31/2015	\$ 60,615,574	\$50,943,832	\$ 9,671,742
Changes for the year:			
Service Cost	1,840,901	-	1,840,901
Interest	4,058,860	-	4,058,860
Difference between expected and actual Experience	57,172		57,172
Changes of assumptions			
Contributions – employer	-	1,781,293	(1,781,293)
Contributions - employee	-	695,429	(695,429)
Net investment income	-	3,443,016	(3,443,016)
Benefit payments, including refunds of employee contributions	(2,809,516)	(2,809,516)	-
Administrative expense	-	(38,883)	46,036
Other changes	-	(2,095)	2,095
Net Changes	<u>\$ 3,147,417</u>	<u>\$ (3,069,244)</u>	<u>\$ 78,173</u>
Balance at 12/31/2016	\$ 63,762,991	\$ 54,013,076	\$ 9,749,915

Sensitivity of the net pension liability to changes in the discount rate - The following presents the NPL of the City, calculated using the discount rate of 6.75%, as well as what the City's NPL would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	1% Decrease in Discount Rate (5.75%)	Discount Rate (6.75%)	1.0% Increase in Discount Rate (7.75%)
City's net pension liability	<u>\$ 18,610,432</u>	<u>\$ 9,749,915</u>	<u>\$ 2,447,798</u>

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

Payables to the Pension Plan - Legally required contributions outstanding at the end of the year totaled \$203,930.

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

For the year ended September 30, 2017, the City recognized a pension expense of \$2,471,777.

At September 30, 2017, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Changes in actuarial assumptions	\$ -	\$ 23
Contributions subsequent to the measurement date	1,338,589	-
Difference between projected and actual investment earnings	2,350,896	-
Differences between expected and actual economic experience	<u>46,777</u>	<u>792,169</u>
	<u>\$ 3,736,262</u>	<u>\$ 792,192</u>

\$1,338,589 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension asset for the year ending September 30, 2017. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

Year Ended December 31	
2017	\$571,801
2018	571,801
2019	505,262
2020	<u>(48,580)</u>
2021	<u>5,197</u>
Total	<u>\$1,605,481</u>

OTHER POSTEMPLOYMENT BENEFIT (OPEB) OBLIGATIONS

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by the Texas Municipal Retirement System (TMRS) known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The City may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death); retired employees are insured for \$7,500; this coverage is an "other postemployment benefit," or OPEB.

The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during employees' entire careers.

The City's contributions to the TMRS SDBF for the years ended 2017, 2016 and 2015 were \$21,646, \$18,419, and \$17,286, respectively, which equaled the required contributions each year.

AD VALOREM TAX PROCEDURES

Property Tax Code and Countywide Appraisal District

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

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

Property Subject to Taxation by the Issuer

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

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

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

subdivision, which election must be called upon receipt of a petition signed by at least 20% of the number of qualified voters who voted in the preceding election of the political subdivision. In the case of a decrease, the amount of the exemption may not be reduced to less than \$3,000 of the market value.

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

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

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

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

Disabled/Deceased Veterans Exemption: State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse (for so long as the surviving spouse remains unmarried) or children (under 18 years of age) of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from \$5,000 to a maximum of \$12,000; provided, however, that beginning in the 2009 tax year, a disabled veteran who receives from the United States Department of Veterans Affairs, or its successor, 100 percent disability compensation due to a service-connected disability and a rating of 100 percent disabled or of individual unemployability is entitled to an exemption from taxation of the total appraised value of the veteran's residence homestead. In addition, subject to certain conditions, surviving spouses of a deceased veteran who had received a disability rating of 100% will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries.

Following the approval by the voters at a November 7, 2017 statewide election (with an effective date of January 1, 2018), the surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to a property tax exemption for all or part of the market value of such surviving spouse's residence homestead, if the surviving spouse has not remarried since the first responder's death and said property was the first responder's residence homestead at the time of death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

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

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

Freeport Exemption: Article VIII, Section 1-j, provides for "freeport property" to be exempted from ad valorem taxation. Freeport property is defined as goods detained in Texas for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Notwithstanding such exemption, counties, school districts, junior college districts and cities may tax such tangible personal property provided official action to tax the same was taken before April 1, 1990. Decisions to continue to tax may be reversed in the future; decisions to exempt freeport property are not subject to reversal.

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

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

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

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

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

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

Effective Tax Rate and Rollback Tax Rate

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

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

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

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

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

Levy and Collection of Taxes

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

Penalties and Interest

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

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

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

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

Tax Rate Limitations

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, annual direct ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limit prescribed by law. Article XI, Section 5, of the Texas Constitution applicable to home-rule cities is applicable to the City, and limits the maximum ad valorem tax rate of the City to \$2.50 per \$100 taxable assessed valuation for all City purposes. The Home Rule Charter of the City authorizes a maximum rate of \$1.50 per \$100 valuation for all city purposes. Administratively, the Attorney General of the State of Texas will permit allocation of \$1.00 of the \$1.50 maximum tax rate for all general obligation debt, as calculated at the time of issuance and based on 90% tax collection factor.

Issuer's Rights in the Event of Tax Delinquencies

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

At any time after taxes on property become delinquent, the Issuer may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the Issuer must join other

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

CITY APPLICATION OF THE PROPERTY TAX CODE

The City's property taxes are collected by Ellis County.

The City grants a 1% exemption to the market value of all residence homesteads with a minimum exemption of \$5,000.

The City grants an additional exemption of \$4,000 to the market value to persons 65 years or older.

The City taxes business personal property.

The Issuer does not permit split payments and does not allow discounts.

Pursuant to City action taken on December 18, 1989, the City elected to continue to tax Article VIII, Section 1-j property ("freeport property").

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

The City has not adopted the tax freeze described above under "Homestead Tax Limitation".

The City adopted a Tax Increment Reinvestment Zone for the downtown business district on August 1, 2016.

The City adopted a Tax Increment Reinvestment Zone for the I45 Corridor on May 16, 2017.

The City has entered into tax abatement agreements with the businesses listed below and has adopted criteria therefor, which is a prerequisite to the execution of abatement agreements. For the 2017 Tax Year, the total aggregate amount of the City's assessed valuation loss due to abatement agreements equals \$39,127,827 and the expiration dates are shown below.

<u>Business</u>	<u>Expiration</u>
Certainfeed	2018
JTEKT	2020
Ennis Steel I	2023
Ennis Steel II	2021
Leggett & Platt I	2021
Leggett & Platt II	2021
Historic preservation Grants (multiple)	2024

The City also has tax abatement programs in place for historical landmark structures in the City. Historic landmark structures are eligible for a historical appraised tax value exemption of 25% of the appraised value of the property, not to exceed \$25,000. The property owner must apply annually for this exemption. Additionally, upon application by the property owner, the appraised values of certain improvements to historic landmark structures are not added to the appraised tax value of the historic landmark structures for a period of five years. Property owners may also receive a tax abatement equal to the cost of certain improvements to historic landmark structures made in a calendar year, with the amount of the tax abatement not to exceed the annual ad valorem tax liability of the property.

In December 2013, the City established a Chapter 380 program to promote the physical preservation and economic development of the City's National Register Historic Downtown District, which is an eight square block area of the City's downtown containing 85 structures with an appraised value of approximately \$10,000,000. There are currently 19 active Historic Preservation Grants payable at \$1,902,229. As these grants become payable, they are funded by the Ennis Economic Development Corporation using Type B Sales Tax. These 19 grants will become payable over the next 36 months.

Further, the City has entered into Chapter 380 Agreements with Spyglass (Apartments), Polyguard and Villas. These agreements entail the payments of rebates of property taxes paid following the completion of the respective projects. Each of these projects is expected to add an estimated \$42 million in real improvements to the City tax roll. In exchange, the City is expected to rebate to the property owners an accumulative amount of \$1.35 million over a period not to exceed 10 years.

ADDITIONAL TAX COLLECTIONS

Municipal Sales Tax Collections

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

Optional Sales Tax

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

At an election held on November 7, 1995, the City's registered voters approved an additional one-half percent ($\frac{1}{2}\%$) sales tax to be collected for economic development purposes for the Ennis Economic Development Corporation in accordance with Chapters 501, 502 and 505, Texas Local Government Code, as amended (Type B economic development corporation). Levy of the additional sales tax began on April 1, 1996 and the City received its first payment in June 1996. Net collections on a fiscal year basis are shown in Table 15 entitled "MUNICIPAL SALES TAX" of Appendix A. **Such sales tax proceeds are not pledged for the payment of the Certificates.**

The City has not held an election regarding an additional sales tax for the purpose of reducing its ad valorem taxes or for economic development purposes in accordance with Chapters 501, 502 and 504, Texas Local Government Code, as amended (Type A economic development corporation).

TAX MATTERS

Opinion

On the date of initial delivery of the Certificates, McCall, Parkhurst & Horton L.L.P., Bond Counsel to the City, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Certificates for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Certificates 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 to the City will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Certificates. See Appendix C -- Form of Legal Opinion of Bond Counsel.

In rendering its opinion, Bond Counsel to the City will rely upon (a) the City's federal tax certificate, and (b) covenants of the City with respect to arbitrage, the application of the proceeds to be received from the issuance and sale of the Certificates and certain other matters. Failure of the City to comply with these representations or covenants could cause the interest on the Certificates to become includable in gross income retroactively to the date of issuance of the Certificates.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Certificates in order for interest on the Certificates 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 Certificates to be included in gross income retroactively to the date of issuance of the Certificates. The opinion of Bond Counsel to the City is conditioned on compliance by the City with the covenants and the requirements described in the preceding paragraph, and Bond Counsel to the City has not been retained to monitor compliance with these requirements subsequent to the issuance of the Certificates.

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. The 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 such 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 Certificates.

A ruling was not sought from the Internal Revenue Service by the City with respect to the Certificates or the facilities financed or refinanced with the proceeds of the Certificates. Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the representations of the City that it deems relevant to render such opinion and is not a guarantee of a result. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Certificates, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an audit is commenced, under current procedures the Internal Revenue Service is likely to treat the City as the taxpayer and the Certificateholders 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 Certificates may be less than the principal amount thereof or one or more periods for the payment of interest on the Certificates may not be equal to the accrual period or be in excess of one year (the "Original Issue Discount Certificates"). In such event, the difference between (i) the "stated redemption price at maturity" of each Original Issue Discount Certificate, and (ii) the initial offering price to the public of such Original Issue Discount Certificate would constitute original issue discount. The "stated redemption price at maturity" means the sum of all payments to be made on the Certificates 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 Certificate 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 Certificate 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 Certificate prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Certificate 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 Certificate was held by such initial owner) is includable in gross income.

Under Existing Law, the original issue discount on each Original Issue Discount Certificate 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 Certificates 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 Certificate 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 Certificate.

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Certificates 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 Certificates 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 Certificates 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 Certificates.

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 Certificates. 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 Subchapter C earnings and profits, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

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

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Certificates, 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 Certificates, if such obligation was acquired at a "market discount" and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to "market discount bonds" to the extent such gain does not exceed the accrued market discount of such Certificates; 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 Certificates under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Certificates will be sent to each registered holder and to the Internal Revenue Service. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner's social security number or other taxpayer identification number ("TIN"), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient's federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances, and in respect of Non-U.S. Holders, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

Future and Proposed Legislation

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

Qualified Tax-Exempt Obligations for Financial Institutions

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligations, other than "private activity bonds," that are designated by a "qualified small issuer" as "qualified tax-exempt obligations." A "qualified small issuer" is any governmental issuer (together with any "on-behalf of" and "subordinate" issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term "financial institution" as any "bank" described in section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to "qualified tax-exempt obligations" provided by section 265(b) of the Code, section 291 of the Code provides that the allowable deduction to a "bank," as defined in section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase "qualified tax-exempt obligations" shall be reduced by twenty-percent (20%) as a "financial institution preference item."

The City expects that the Certificates will be designated, or deemed designated, as "qualified tax-exempt obligations" within the meaning of section 265(b) of the Code. In furtherance of that designation, the City will covenant to take such action that would assure, or to refrain from such action that would adversely affect, the treatment of the Certificates as "qualified tax-exempt obligations." **Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000 there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligations might fail to satisfy the aforementioned dollar limitation and the Certificates would not be "qualified tax-exempt obligations."**

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreement for the benefit of the holders and beneficial owners of the Certificates. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Certificates. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of certain specified events, to the Municipal Securities Rulemaking Board (the "MSRB").

Annual Reports

The City will provide annually to the MSRB, in the electronic format prescribed by the MSRB, financial information and operating data (the "Annual Operating Report") with respect to the City of the general type included in this Official Statement under

(i) "INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE ISSUER – Current Investments" in the body of this Official Statement, and (ii) Tables 1 through 13, 15 and 19 of "APPENDIX A – FINANCIAL INFORMATION OF THE ISSUER". The City will additionally provide financial statements of the City (the "Financial Statements"), that will be (i) prepared in accordance with the accounting principles described in the City's annual audited financial statements or such other accounting principles as the City may be required to employ from time to time pursuant to State law or regulation and shall be in substantially the form included in this Official Statement and (ii) audited, if the City commissions an audit of such Financial Statements and the audit is completed within the period during which they must be provided. The City will update and provide the Annual Operating Report within six months after the end of each fiscal year and the Financial Statements within 12 months of the end of each fiscal year, in each case beginning with the fiscal year ending in and after 2017. The City may provide the Financial Statements earlier, including at the time it provides its Annual Operating Report, but if the audit of such Financial Statements is not complete within 12 months after any such fiscal year end, then the City shall file unaudited Financial Statements within such 12-month period and audited Financial Statements for the applicable fiscal year, when and if the audit report on such Financial Statements becomes available.

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

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

Notice of Certain Events

The City will also provide timely notices of certain events to the MSRB. The City will provide notice of any of the following events with respect to the Certificates to the MSRB in a timely manner (but not in excess of ten business days after the occurrence of the event): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Certificates, or other material events affecting the tax status of the Certificates; (7) modifications to rights of holders of the Certificates, if material; (8) Certificate calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Certificates, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) appointment of a successor or additional trustee or the change of name of a trustee, if material. In addition, the City will provide timely notice of any failure by the City to provide annual financial information or operating data in accordance with their agreement described above under "Annual Reports".

For these purposes, any event described in (12) of the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

Availability of Information from MSRB

The Issuer has agreed to provide the foregoing information only as described above. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Limitations and Amendments

The Issuer has agreed to update information and to provide notices of specified events only as described above. The Issuer has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The Issuer makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Certificates at any future date. The Issuer disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its agreement or from any statement made pursuant to its agreement, although holders or beneficial owners of Certificates may seek a writ of mandamus to compel the Issuer to comply with its agreement.

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

Compliance with Prior Agreements

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

OTHER PERTINENT INFORMATION

Registration and Qualification of Certificates for Sale

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

Litigation

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

Future Debt Issuance

The City anticipates issuing an estimated \$4,500,000 of Certificates of Obligation for wastewater system improvements that will be 100% supported by the System. The Additional COs will be sold within the next 180 days to the Texas Water Development Board.

Legal Investments and Eligibility to Secure Public Funds in Texas

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

No representation is made that the Certificates will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Certificates for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Certificates for such purposes. Additionally, with respect to the Certificates, Section 271.051 of the Texas Local Government Code expressly provides that certificates of obligation approved by the Attorney General of Texas are legal authorized investments for banks, savings banks, trust companies, and savings and loan associations, insurance companies, fiduciaries, trustees, and guardians, and sinking funds of municipalities, counties, school districts, or other political corporations or subdivisions of the State.

Legal Opinions and No-Litigation Certificate

The Issuer will furnish the Purchaser with a complete transcript of proceedings incident to the authorization and issuance of the Certificates, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Certificates are valid and legally binding obligations of the Issuer, and based upon examination of such transcript of proceedings, the approval of certain legal matters by Bond Counsel, to the effect that the Certificates are valid and legally binding obligations of the Issuer and, subject to the qualifications set forth herein under "TAX MATTERS," the interest on the Certificates is excludable from the gross income of the owners thereof for federal income tax purposes under existing statutes, regulations, published rulings, and court decisions existing on the date of the initial delivery of the Certificates, including the alternative minimum tax on corporations. The customary closing papers, including a certificate to the effect that no litigation of any nature has been filed or is then pending to restrain the issuance and delivery of the Certificates, or which would affect the provision made for their payment or security, or in any manner questioning the validity of the Certificates will also be furnished. Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Notice of Sale, the Official Bid Form and the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the Certificates in the Official Statement to verify that such description conforms to the provisions of the Ordinance. Such firm has not, however, independently verified any of the factual information contained in this Official Statement nor has it conducted an investigation of the affairs of the Issuer for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to the accuracy or completeness of any of the information contained herein. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Certificates are contingent on the sale and delivery of the Certificates. Though it represents the Financial Advisor and certain entities that may bid on the Certificates from time to time in matters unrelated to the issuance of the Certificates, Bond Counsel has been engaged by and only represents the City in connection with the issuance of the Certificates.

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

Rating

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

Financial Advisor

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

Winning Bidder

On May 1, 2018, it is expected that the Certificates will be awarded to an underwriter or group of underwriters managed by _____ (the "Purchaser") through a competitive bid process, or the City will reject all bids in accordance with the provisions of the Official Notice of Sale. The initial reoffering yields will be supplied to the City by the Purchaser. The initial reoffering yields shown on page ii of the Official Statement will produce compensation to the Purchaser of approximately \$_____.

Certification of the Official Statement

At the time of payment for and delivery of the Certificates, the Purchaser will be furnished a certificate executed by the proper officials of the City acting in their official capacity, to the effect that: (a) the descriptions and statements of or pertaining to the City contained in its Official Statement relating to the Certificates, and any addenda, supplement or amendment thereto, on the date of such Official Statement, on the date of the sale of said Certificates, and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading; (c) to the best of their knowledge, insofar as the descriptions and statements, including financial data, of or pertaining to entities, other than the City and its activities, contained in such Official Statement are concerned, such statements and data have been

obtained from sources which the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City since September 30, 2016, the date of the last audited financial statements of the Issuer, portions of which appear in the Official Statement.

The Official Statement will be approved as to form and content and the use thereof in the offering of the Certificates will be authorized, ratified and approved by the City Commission on the date of sale, and the Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Certificates, a certified copy of such approval, duly executed by the proper officials of the Issuer.

Links to Websites

The City has provided links to websites in this Official Statement to allow investors independent access to information or expertise that may be of value. INFORMATION ON SUCH WEBSITES IS NOT INCORPORATED INTO THIS OFFICIAL STATEMENT BY REFERENCE OR OTHERWISE. The inclusion of any links does not imply a recommendation or endorsement of the information or views expressed within a website. The City has not participated in the preparation, compilation or selection of information or views in any website referenced in this Official Statement, and assumes no responsibility or liability for the information or views, or accuracy or completeness thereof, in any website referenced herein.

Forward-Looking Statements Disclaimer

The statements contained in this Official Statement, and in any other information provided by the City, that are not purely historical, are forward-looking statements, including statements regarding the City' expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the City on the date hereof, and the City assumes no obligation to update any such forward-looking statements. The City's actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

Concluding Statement

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

This Official Statement will be approved by the City Commission of the Issuer for distribution in accordance with the provisions of the Rule.

CITY OF ENNIS, TEXAS

ATTEST:

Mayor
City of Ennis, Texas

City Secretary
City of Ennis, Texas

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APPENDIX A

FINANCIAL INFORMATION OF THE ISSUER

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

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FINANCIAL INFORMATION OF THE ISSUER

ASSESSED VALUATION

TABLE 1

2017 Actual Appraised Value of Taxable Property (100% of Actual) ^(a)		\$ 1,877,430,187
Less Exemptions/Losses:		
Local Over-65 and/or Disabled Homestead Exemptions	\$ 4,861,521	
Local, Optional Percentage Homestead	14,571,839	
Disabled and Deceased Veterans' Exemptions	3,770,200	
Pollution Control	13,470,942	
Productivity Loss	35,315,467	
Abatement Loss	39,127,827	
Value Cap Loss (10%)	5,769,208	
Historical / Minimal Value & Other	2,449,837	
Totally Exempt Property	<u>176,900,812</u>	<u>296,237,653</u>
2017 Certified Net Taxable Assessed Valuation		\$ <u>1,581,192,534</u>

^(a) See "CITY APPLICATION OF THE PROPERTY TAX CODE" in the Official Statement for a description of the Issuer's taxation procedures.

Source: Ellis Appraisal District.

GENERAL OBLIGATION BONDED DEBT PRINCIPAL

TABLE 2

General Obligation Debt Principal Outstanding: (As of January 31, 2018)		
General Obligation Refunding Bonds, Series 2012		\$ 200,000
Combination Tax and Revenue Certificates of Obligation, Series 2012		300,000
General Obligation Refunding Bonds, Series 2012A		1,405,000
Combination Tax and Revenue Certificates of Obligation, Series 2014		5,495,000
General Obligation Refunding Bonds, Taxable Series 2014		7,590,000
Combination Tax and Revenue Certificates of Obligation, Series 2015		9,380,000
General Obligation Refunding Bonds, Series 2016		4,965,000
Combination Tax and Revenue Certificates of Obligation, Series 2016		3,145,000
General Obligation Refunding Bonds, Series 2017		5,380,000
Combination Tax and Revenue Certificates of Obligation, Series 2017		7,510,000
Combination Tax and Revenue Certificates of Obligation, Series 2018 (the Certificates)		<u>2,600,000</u> *
Total Gross General Obligation Debt Principal Outstanding (Following the Issuance of the Certificates):		\$ <u>47,970,000</u> *
Less: Self-Supporting General Obligation Debt Principal ^(a)		
General Obligation Refunding Bonds, Series 2012 (Approx. 40.44% EDC)		\$ 120,000
General Obligation Refunding Bonds, Series 2012A (Approx. 68.34% Utility Fund)		960,000
Combination Tax and Revenue Certificates of Obligation, Series 2015 (Approx. 40.00% Utility Fund)		4,005,000
General Obligation Refunding Bonds, Series 2016 (Approx. 48.20% Utility Fund)		2,150,000
Combination Tax and Revenue Certificates of Obligation, Series 2016 (Approx 20.43% Utility Fund)		715,000
General Obligation Refunding Bonds, Series 2017 (61.34% Utility Fund)		3,300,000
Combination Tax and Revenue Certificates of Obligation, Series 2017 (Approx 30.38% Utility Fund)		2,285,000
Combination Tax and Revenue Certificates of Obligation, Series 2018 (Approx 42.31% Utility Fund)		<u>1,100,000</u> *
Total Self-Supporting General Obligation Debt Principal		\$ <u>14,635,000</u> *
Total Net General Obligation Debt Principal Outstanding (Following the Issuance of the Certificates):		\$ <u>33,335,000</u> *
General Obligation Interest and Sinking Fund Balance as of February 28, 2018 (Unaudited)		\$ 4,052,266
Ratio of Gross General Obligation Debt to 2017 Certified Net Taxable Assessed Valuation		3.03% *
Ratio of Net General Obligation Debt to 2017 Certified Net Taxable Assessed Valuation		2.11% *
2017 Certified Net Taxable Assessed Valuation		\$ 1,581,192,534
Population: 1980 - 12,110; 1990 - 13,883; 2000 - 16,045; 2010 - 18,513; Current (Estimate) -		20,324
Per Capita 2017 Certified Net Assessed Valuation -		\$ 77,799
Per Capita Gross General Obligation Debt Principal -		\$ 2,360 *
Per Capita Net General Obligation Debt Principal -		\$ 1,640 *

^(a) In the event the City changes its policy to pay this general obligation debt service from other revenue sources, or such revenues are not sufficient to pay debt service on such obligations, the City will be required to levy an ad valorem tax to pay such debt service.

* Preliminary, subject to change.

DEVELOPMENT AGREEMENT PAYABLE

The City entered into a development agreement with PRHC-Ennis GP, Inc. (subsequently LifePoint Hospitals, Inc.) (the "Company") for the construction, maintenance and operation of an acute municipal hospital. Under the terms of the development agreement the City purchased the constructed hospital from the Company. The purchase price paid at closing was reduced by an amount identified as rent under the terms of the development agreement and the terms of a lease agreement. This development agreement payable (\$21,795,735) was recorded at closing and is reduced as rent revenue under the lease agreement as earned.

The development agreement payable currently outstanding and reported as a liability of the City's governmental activities at September 30, 2017 totaled \$16,301,397. The amount due within one year totals \$544,893.

LEASE PURCHASE AGREEMENTS (Equipment)

The City is currently purchasing equipment under lease purchase agreements. The interest on the leases ranges from 2.04% to 2.258%. As of September 30, 2017, the estimated future lease payments are as follows:

Fiscal Year Ended	Governmental Activities		
	Principal	Interest	Total
2018	\$ 18,592	\$ 158	\$ 18,750
2019	80,483	7,519	88,002
2020	82,300	5,702	88,002
2021	84,158	3,844	88,002
2022	86,058	1,943	88,001
Total	<u>\$ 351,591</u>	<u>\$ 19,166</u>	<u>\$ 370,757</u>

CONTRACTS WITH THE TRINITY RIVER AUTHORITY OF TEXAS

The City has entered into two water supply contracts with the Trinity River Authority of Texas (the "Authority") and is making contractual payments to Authority in compliance with those contracts.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

TABLE 4

Fiscal Year 30-Sep	Current Total Debt Service ^(a)	The Certificates*		Total	Combined Debt Service ^{(b)*}	Less: Self-		Net General Obligation Debt Service ^{(d)*}
		Principal	Interest			Supporting Debt Paid From WS Rev ^{(b)*}	Supporting Debt Paid By EDC ^(c)	
2018	\$ 6,039,641	\$ -	\$ -	\$ -	\$ 6,039,641	\$ 1,993,614	\$ 121,200	\$ 3,924,827
2019	5,824,542	70,000	130,000	200,000	6,024,542	1,992,994	-	4,031,548
2020	5,817,855	100,000	101,200	201,200	6,019,055	1,996,804	-	4,022,251
2021	4,663,026	105,000	97,200	202,200	4,865,226	1,618,916	-	3,246,310
2022	4,501,436	105,000	93,000	198,000	4,699,436	1,520,912	-	3,178,524
2023	3,199,752	110,000	88,800	198,800	3,398,552	693,744	-	2,704,808
2024	3,185,159	115,000	84,400	199,400	3,384,559	696,919	-	2,687,640
2025	3,196,441	120,000	79,800	199,800	3,396,241	694,044	-	2,702,197
2026	2,096,795	125,000	75,000	200,000	2,296,795	695,981	-	1,600,814
2027	1,965,973	130,000	70,000	200,000	2,165,973	567,431	-	1,598,542
2028	1,776,089	135,000	64,800	199,800	1,975,889	560,875	-	1,415,014
2029	1,782,214	140,000	59,400	199,400	1,981,614	568,475	-	1,413,139
2030	1,775,614	145,000	53,800	198,800	1,974,414	565,125	-	1,409,289
2031	1,780,089	150,000	48,000	198,000	1,978,089	570,800	-	1,407,289
2032	1,582,438	160,000	42,000	202,000	1,784,438	570,900	-	1,213,538
2033	1,576,781	165,000	35,600	200,600	1,777,381	570,056	-	1,207,325
2034	1,578,807	170,000	29,000	199,000	1,777,807	563,369	-	1,214,438
2035	1,157,300	180,000	22,200	202,200	1,359,500	576,369	-	783,131
2036	496,675	185,000	15,000	200,000	696,675	237,925	-	458,750
2037	492,275	190,000	7,600	197,600	689,875	230,375	-	459,500
	\$ 54,488,902	\$ 2,600,000	\$ 1,196,800	\$ 3,796,800	\$ 58,285,702	\$ 17,485,629	\$ 121,200	\$ 40,678,873

^(a) Includes all self-supporting debt.

^(b) Includes only self-supporting debt paid from Water and Sewer System (the "System") revenues. Includes a portion of the Certificates. See Table 2, page A-1 for self-supporting percentages.

^(c) Includes the self-supporting debt paid by the Ennis Economic Development Corporation. See Table 2, page A-1 for self-supporting percentages.

^(d) Excludes all self-supporting debt.

TAX ADEQUACY (Includes Self-Supporting Debt)

TABLE 5

2017 Net Taxable Assessed Valuation	\$ 1,581,192,534
Maximum Annual Debt Service Requirements (Fiscal Year Ending 9-30-18)	\$ 6,039,641
Indicated Maximum Interest and Sinking Fund Tax Rate at 97% Collections	\$ 0.39378

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

TAX ADEQUACY (Excludes Self-Supporting Debt)

TABLE 6

2017 Net Taxable Assessed Valuation	\$ 1,581,192,534
Maximum Annual Debt Service Requirements (Fiscal Year Ending 9-30-20)	\$ 4,031,548
Indicated Maximum Interest and Sinking Fund Tax Rate at 97% Collections	\$ 0.26285

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

INTEREST AND SINKING FUND MANAGEMENT INDEX**TABLE 7**

Interest and Sinking Fund Balance, Fiscal Year Ended September 30, 2017	\$ 966,627
2017 Interest and Sinking Fund Tax Levy of \$0.24000 at 97% Collections Produces	<u>3,681,016</u>
Total Available for Debt Service	\$ 4,647,643
Less: Net General Obligation Debt Service Requirements, Fiscal Year Ending 9-30-18 ^(a)	<u>3,924,827</u>
Estimated Surplus at Fiscal Year Ending 9-30-18 ^(b)	<u>\$ 722,816</u>

^(a) Includes the Certificates and excludes self-supporting general obligation debt.

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

COMPUTATION OF WATERWORKS AND SEWER SYSTEM SELF-SUPPORTING DEBT**TABLE 8**

Net System Revenues Available, Fiscal Year End September 30, 2017	\$ 946,010
Transfer from Undesignated Utility Fund Reserve	-
Less: 2018 Annual Debt Service Requirements on Outstanding Revenue Bonds	<u>-</u>
Balance Available for Other Purposes	<u>\$ 946,010</u>
System General Obligation Debt for Fiscal Year Ended September 30, 2018	\$ 1,993,614
Percentage of System General Obligation Debt Self-Supporting	47.45%

GENERAL OBLIGATION PRINCIPAL REPAYMENT SCHEDULE**TABLE 9**

Fiscal Year Ending 9-30	Principal Repayment Schedule			Obligations Unpaid at End of Year*	Percent of Principal Retired (%)*
	Currently Outstanding ^(a)	The Certificates*	Total*		
2018	\$ 4,910,000	\$ -	\$ 4,910,000	43,060,000	10.24%
2019	4,775,000	70,000	4,845,000	38,215,000	20.34%
2020	4,870,000	100,000	4,970,000	33,245,000	30.70%
2021	3,820,000	105,000	3,925,000	29,320,000	38.88%
2022	3,745,000	105,000	3,850,000	25,470,000	46.90%
2023	2,530,000	110,000	2,640,000	22,830,000	52.41%
2024	2,585,000	115,000	2,700,000	20,130,000	58.04%
2025	2,670,000	120,000	2,790,000	17,340,000	63.85%
2026	1,650,000	125,000	1,775,000	15,565,000	67.55%
2027	1,560,000	130,000	1,690,000	13,875,000	71.08%
2028	1,410,000	135,000	1,545,000	12,330,000	74.30%
2029	1,455,000	140,000	1,595,000	10,735,000	77.62%
2030	1,490,000	145,000	1,635,000	9,100,000	81.03%
2031	1,540,000	150,000	1,690,000	7,410,000	84.55%
2032	1,390,000	160,000	1,550,000	5,860,000	87.78%
2033	1,430,000	165,000	1,595,000	4,265,000	91.11%
2034	1,480,000	170,000	1,650,000	2,615,000	94.55%
2035	1,100,000	180,000	1,280,000	1,335,000	97.22%
2036	475,000	185,000	660,000	675,000	98.59%
2037	<u>485,000</u>	<u>190,000</u>	<u>675,000</u>		
	\$ 45,370,000	\$ 2,600,000	\$ 47,970,000		

^(a) As of January 31, 2018. Includes self-supporting debt.

* Preliminary, subject to change.

CLASSIFICATION OF ASSESSED VALUATION^(a)

TABLE 10

Category	2017	% of Total	2016	% of Total	2015	% of Total	2014	% of Total	2013	% of Total
Real, Residential, Single-Family	\$ 483,875,950	25.77%	\$ 441,628,622	24.08%	\$ 418,857,317	23.61%	\$ 403,762,781	23.86%	\$ 399,122,938	23.39%
Real, Residential, Multi-Family	45,737,560	2.44%	43,253,960	2.36%	42,593,050	2.40%	42,006,906	2.48%	42,978,695	2.52%
Real, Vacant Lots/Tracts	19,589,510	1.04%	19,548,556	1.07%	19,602,209	1.11%	20,443,746	1.21%	20,086,771	1.18%
Real, Acreage (Land Only)	38,032,288	2.03%	37,065,329	2.02%	35,821,651	2.02%	34,135,115	2.02%	33,569,627	1.97%
Real, Farm & Ranch Improvements	21,878,373	1.17%	21,807,892	1.19%	21,365,753	1.20%	22,158,483	1.31%	21,170,369	1.24%
Real, Commercial	244,569,756	13.03%	222,383,133	12.13%	214,373,428	12.09%	184,250,677	10.89%	204,170,784	11.96%
Real, Industrial	232,647,274	12.39%	225,505,129	12.30%	229,966,120	12.96%	247,992,699	14.65%	233,941,329	13.71%
Real & Tangible, Personal Utilities	30,812,692	1.64%	28,936,750	1.58%	29,266,100	1.65%	27,780,430	1.64%	27,330,740	1.60%
Tangible Personal, Commercial	211,974,285	11.29%	198,249,012	10.81%	178,194,076	10.05%	92,901,107	5.49%	152,434,272	8.93%
Tangible Personal, Industrial	359,683,600	19.16%	405,928,028	22.13%	387,843,321	21.87%	420,551,017	24.85%	379,467,640	22.24%
Tangible Personal, Mobile Homes	1,338,790	0.07%	1,286,950	0.07%	947,070	0.05%	1,016,210	0.06%	1,104,370	0.06%
Real, Property / Residential Inventory	5,519,567	0.29%	4,932,250	0.27%	4,781,210	0.27%	4,624,770	0.27%	4,741,690	0.28%
Special Inventory	4,869,730	0.26%	6,222,470	0.34%	5,801,600	0.33%	5,720,800	0.34%	5,866,300	0.34%
Totally Exempt Property	176,900,812	9.42%	177,326,089	9.67%	184,389,002	10.40%	185,177,468	10.94%	180,565,419	10.58%
Total Appraised Value	\$ 1,877,430,187	100.00%	\$ 1,834,074,170	100.00%	\$ 1,773,801,907	100.00%	\$ 1,692,522,209	100.00%	\$ 1,706,550,944	100.00%
Less Exemptions:										
Local, Over-65 and/or Disabled	\$ 4,861,521		\$ 4,859,445		\$ 4,800,342		\$ 4,840,548		\$ 4,714,350	
Local, Optional Percentage Homestead	14,571,839		14,671,075		14,929,588		15,260,273		15,370,761	
Disabled and Deceased Veterans	3,770,200		2,623,832		1,693,126		1,599,096		1,215,056	
Pollution Control	13,470,942		15,910,684		17,789,087		18,218,203		19,347,493	
Productivity Loss	35,315,467		34,362,022		33,292,974		31,746,065		31,738,002	
Tax Abatement	39,127,827		25,800,896		28,790,988		22,801,814		39,689,486	
Low Income Housing Exemption	-		-		4,705,420		4,705,420		4,705,420	
Value Cap Loss (10%)	5,769,208		1,196,206		1,090,729		678,074		136,179	
Historical / Minimal Value & Other	2,449,837		2,363,496		2,228,314		4,214,191		4,447,078	
Totally Exempt Property	176,900,812		177,326,089		179,441,159		178,370,655		173,425,979	
Total Exemptions	\$ 296,237,653		\$ 279,113,745		\$ 288,761,727		\$ 282,434,339		\$ 294,789,804	
Net Taxable Assessed Valuation	\$ 1,581,192,534		\$ 1,554,960,425		\$ 1,485,040,180		\$ 1,410,087,870		\$ 1,411,761,140	

^(a) Assessed Valuations may change during the year due to various supplements and protests, and valuations on a later date or in other tables of this Official Statement may not match those shown on this table.

Source: Texas Comptroller of Public Accounts and Ellis Appraisal District

PRINCIPAL TAXPAYERS - 2017

TABLE 11

<u>Name</u>	<u>Type of Business/Property</u>	<u>% of Total 2017</u>	
		<u>2017 Net Taxable Assessed Valuation</u>	<u>Assessed Valuation</u>
CVS Texas Distribution LP	Pharmacy Retailer Distribution	\$ 108,834,070	6.88%
Ennis-Tractebel Power Co. LP	Electric Power Generation	87,719,108	5.55%
Sterilite Corporation of Texas	Plastic Container Manufacturing	50,760,690	3.21%
Elk Roofing Products	Fiberglass Roofing Materials	49,694,890	3.14%
JTEKT Automotive Texas LP	Automotive Steering Products Manufacturing	44,990,469	2.85%
Leggett Partners LP	Bedding Components Manufacturing	31,637,481	2.00%
Sterilite Industrial Realty LLC	Manufacturing Household / Storage Products	20,553,140	1.30%
Atlas Sound LP	Audio Video Products Manufacturing	19,873,940	1.26%
Wal-Mart Real Estate	Real Estate	17,824,410	1.13%
Ennis Paint Inc.	Paint Manufacturer	16,182,410	1.02%
Total		\$ 448,070,608	28.34%

Based on a 2017 Net Taxable Assessed Valuation of \$ 1,581,192,534

Source: Ellis Appraisal District and the Issuer.

PROPERTY TAX RATES AND COLLECTIONS ^(a)

TABLE 12

<u>Tax Year</u>	<u>Net Taxable Assessed Valuation^(b)</u>	<u>Tax Rate</u>	<u>Tax Levy</u>	<u>% Collections</u>		<u>Year Ended</u>
				<u>Current</u>	<u>Total</u>	
2008	\$ 1,248,506,856	0.695	\$ 8,675,218	97.86%	99.80%	9/30/2009
2009	1,338,878,430	0.695	9,306,551	98.43%	99.78%	9/30/2010
2010	1,307,574,814	0.695	9,067,308	98.42%	99.73%	9/30/2011
2011	1,339,671,916	0.695	9,282,003	98.76%	99.69%	9/30/2012
2012	1,375,246,813	0.695	9,625,186	98.22%	99.36%	9/30/2013
2013	1,411,761,140	0.695	9,827,953	98.76%	98.76%	9/30/2014
2014	1,410,087,870	0.695	9,809,002	98.79%	99.97%	9/30/2015
2015	1,485,040,180	0.669	9,931,494	98.05%	99.08%	9/30/2016
2016	1,554,960,425	0.699	10,869,173	99.18%	100.08%	9/30/2017
2017	1,581,192,534	0.710	11,226,467	63.40% ^(c)	63.84% ^(c)	9/30/2018

^(a) See "CITY APPLICATION OF THE PROPERTY TAX CODE" in the Official Statement for a description of the Issuer's taxation procedures.

^(b) Assessed Valuations may change during the year due to various supplements and protests, and valuations on a later date or in other tables of this Official Statement may not match those shown on this table.

^(c) Current year collections are as of February 28, 2018.

Source: The Issuer and Municipal Advisory Council of Texas.

TAX RATE DISTRIBUTION

TABLE 13

	<u>2017-18</u>	<u>2016-17</u>	<u>2015-16</u>	<u>2014-15</u>	<u>2013-14</u>
General Fund	\$0.47000	\$0.45900	\$0.43989	\$0.42918	\$0.44871
I & S Fund	0.24000	0.24000	0.22928	0.26582	0.24629
TOTAL	\$0.71000	\$0.69900	\$0.66917	\$0.69500	\$0.69500

Sources: Ellis Appraisal District and the Issuer.

TAXABLE ASSESSED VALUATION FOR TAX YEARS

TABLE 14

<u>Fiscal Year</u>	<u>Net Taxable Assessed Valuation^(a)</u>	<u>Change From Preceding Year</u>	
		<u>Amount</u>	<u>Percent</u>
2007-08	\$ 1,159,974,237	\$ 60,837,766	5.54%
2008-09	1,248,506,856	88,532,619	7.63%
2009-10	1,338,878,430	90,371,574	7.24%
2010-11	1,307,574,814	(31,303,616)	(2.34%)
2011-12	1,339,671,916	32,097,102	2.45%
2012-13	1,375,246,813	35,574,897	2.66%
2013-14	1,411,761,140	36,514,327	2.66%
2014-15	1,410,087,870	(1,673,270)	(0.12%)
2015-16	1,485,040,180	74,952,310	5.32%
2016-17	1,554,960,425	69,920,245	4.71%
2017-18	1,581,192,534	26,232,109	1.69%

^(a) Assessed Valuations may change during the year due to various supplements and protests, and valuations on a later date or in other tables of this Official Statement may not match those shown on this table.

Sources: The Issuer and the Ellis Appraisal District.

MUNICIPAL SALES TAX

TABLE 15

The Issuer has adopted the provisions of Chapter 321, Texas Tax Code, as amended. In addition, some issuers are subject to a property tax relief and/or an economic and industrial development tax. The voters of the City approved the imposition of a 1/2% additional sales tax to be used for economic development purposes. Levy of the additional sales taxes began on April 1, 1996, and the City received its first payment in June 1996. Collections on calendar year basis are as follows:

<u>Fiscal Year</u>	<u>Total Collected</u>	<u>City of Ennis (1%)</u>	<u>% of Ad Valorem Tax Levy</u>	<u>Equivalent of Ad Valorem Tax Rate</u>	<u>Ennis Economic Development Corporation (1/2%)</u>
2007	\$ 3,924,082	\$ 2,616,054	33.54%	0.24	1,308,027
2008	4,336,426	2,890,951	35.05%	0.25	1,445,475
2009	3,642,621	2,428,414	27.99%	0.19	1,214,207
2010	3,518,916	2,345,944	25.21%	0.18	1,172,972
2011	3,673,958	2,449,305	27.01%	0.19	1,224,653
2012	3,793,360	2,528,906	27.25%	0.19	1,264,453
2013	4,130,855	2,753,904	28.61%	0.20	1,376,952
2014	4,469,364	2,979,576	30.32%	0.21	1,489,788
2015	4,930,489	3,286,992	33.51%	0.23	1,643,496
2016	5,930,826	3,953,884	39.81%	0.28	1,976,942
2017	6,273,611	4,182,407	38.48%	0.27	2,091,204
2018 ^(a)	1,549,108	1,032,739	9.20%	0.07	516,369

^(a) Current Fiscal Year collections are unaudited as of February 2018.

Source: Texas Comptroller of Public Accounts website.

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

OVERLAPPING DEBT DATA AND INFORMATION

TABLE 16

<u>Taxing Entity</u>	<u>Gross Debt Principal</u>	<u>As of</u>	<u>% Overlapping</u>	<u>Amount Overlapping</u>
Ellis County	\$ 36,958,153	2/28/2018	11.55%	\$ 4,268,667
Ennis Independent School District	124,045,581	2/28/2018	77.93%	96,668,721
Total Gross Overlapping Debt Principal				<u>\$ 100,937,388</u>
Ennis, City of (Following the issuance of the Certificates)	47,970,000 (a)*		100.00%	47,970,000 (a)*
Total Direct and Overlapping Debt Principal				<u>\$ 148,907,388 (a)*</u>
Ratio of Direct and Overlapping Debt Principal to 2017 Net Taxable Assessed Valuation				9.42% (a)*
Ratio of Direct and Overlapping Debt Principal to 2017 Actual Assessed Value				7.93% (a)*
Per Capita Direct and Overlapping Debt Principal				\$7,327 (a)*
Note: The above figures show Gross General Obligation Debt Principal for the City				
The Issuer's Net General Obligation Debt Principal is:				<u>\$ 33,335,000 (b)*</u>
Calculations on the basis of Net General Obligation Debt would change the above figures as follows:				
Total Net Direct and Overlapping Debt				<u>\$ 134,272,388 (b)*</u>
Ratio of Direct and Overlapping Debt Principal to 2017 Net Taxable Assessed Valuation				8.49% (b)*
Ratio of Direct and Overlapping Debt Principal to 2017 Actual Assessed Value				7.15% (b)*
Per Capita Net Direct and Overlapping Debt Principal				\$6,607 (b)*

(a) Includes the Certificates

(b) Includes a portion of the Certificates

* Preliminary, subject to change

Sources: Municipal Advisory Council of Texas.

ASSESSED VALUATION AND TAX RATE OF OVERLAPPING ENTITIES

TABLE 17

<u>Governmental Entity</u>	<u>2017 Net Taxable Assessed Valuation</u>	<u>% of Actual</u>	<u>2017 Tax Rate</u>
Ellis County	\$ 14,040,948,509	100%	\$0.3930
Ennis Independent School District	1,877,423,588	100%	1.5360

Source: Municipal Advisory Council of Texas.

AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS OF DIRECT AND OVERLAPPING GOVERNMENTAL ENTITIES

TABLE 18

Ellis County	None
Ennis ISD	None
Ennis, City	None

Sources: Municipal Advisory Council of Texas.

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

TABLE 19

	Fiscal Year Ended September 30				
	2017 (Unaudited)	2016	2015	2014	2013
Revenues:					
General Property Taxes	\$ 7,192,254	\$ 6,582,359	\$ 6,122,234 ^(b)	\$ 9,903,070	\$ 10,062,727
Sales Taxes	3,584,920	3,389,044	3,021,563	2,979,576	2,753,904
Franchise Taxes	1,607,019	1,550,923	1,606,673	1,622,886	1,529,513
Hotel Occupancy Taxes	-	-	-	270,869	248,450
Alcoholic Beverage Taxes	42,885	43,442	38,206	34,385	27,836
Licenses and Permits	353,520	292,635	200,916	144,941	140,632
Fines, Forfeits and Penalties	536,808	603,300	451,022	564,900	491,176
Charges for Services	204,903	207,909	233,969	1,163,283	1,121,191
Revenues from Use of Money and Property	236,417	196,175	221,604	225,672	229,752
Other Revenue	557,892	73,881	224,308	292,942	151,751
Intergovernmental	665,707	446,431	317,548	-	-
Contributions and Donations	-	-	-	-	750
Total Revenues	\$ 14,982,325	\$ 13,386,099	\$ 12,438,043	\$ 17,202,524	\$ 16,757,682
Expenditures:					
General Government	\$ 4,514,577	\$ 2,484,620	\$ 1,719,608	\$ 1,124,725	\$ 972,299
Public Safety	9,457,518	8,497,933	8,238,340	7,835,577	7,550,054
Streets	1,426,780	920,975	1,092,572	1,246,624	1,052,162
Health	389,340	317,168	375,606	370,085	403,090
Equipment Service	303,577	322,871	254,287	138,956	120,050
Cultural and Recreation	1,438,904	1,065,060	1,123,354	1,011,452	986,716
Airport	-	14,570	54,601	165,174	106,613
Public Works	306,146	297,208	179,385	89,434	84,971
Sanitation Service	-	-	-	958,107	1,117,602
Debt Service	121,813	211,578	121,493	211,181	214,927
Total Expenditures	\$ 17,958,655	\$ 14,131,983	\$ 13,159,246	\$ 13,151,315	\$ 12,608,484
Excess (Deficit) of Revenues Over Expenditures	\$ (2,976,330)	\$ (745,884)	\$ (721,203)	\$ 4,051,209	\$ 4,149,198
Other Financing Sources (Uses):					
Operating Transfers In	1,502,600	618,441	700,274	-	\$ -
Operating Transfers Out	(203,463)	-	(240,842)	(3,531,473)	(3,323,985)
Capital Leases	-	-	-	95,953	187,668
Total Other Financing Sources (Uses):	1,299,137	618,441	459,432	(3,435,520)	\$ (3,136,317)
Excess of Revenues and Other Sources Over Expenditures and Other Uses	\$ (1,677,193)	\$ (127,443)	\$ (261,771)	\$ 615,689	\$ 1,012,881
Fund Balance - Beginning of Year	\$ 7,988,404	\$ 8,115,847	\$ 8,377,618	\$ 7,761,929	\$ 6,749,048
Fund Balance - End of Year	\$ 6,311,211	\$ 7,988,404 ^(a)	\$ 8,115,847	\$ 8,377,618	\$ 7,761,929

^(a) This reduction is attributable to the following: Completion of a Downtown Master plan of \$595,007 and the purchase of fleet vehicles for police and public works department of \$557,300.

^(b) Prior to FY 2015 the City included I&S Tax Revenue as General Property Taxes, that transferred revenue into the Debt Service Fund to make bond payments.

Source: The Issuer

FUND BALANCES

TABLE 20

	Unaudited As of 2-28-2018
General Fund	\$ 6,465,366
Special Revenue Fund	2,896,256
Capital Projects Fund (General Fund)	13,888,147
General Obligation Interest and Sinking Fund (Debt Service)	4,052,266
Water & Sewer Operating Fund (Investments & Assets)	6,105,334
Capital Projects Fund (Water & Sewer)	3,648,772
Water & Sewer Interest and Sinking Fund (Debt Service)	603,557
Total Fund Balances	\$ 37,659,698

WATERWORKS AND SEWER SYSTEM OPERATING STATEMENT

TABLE 21

	Fiscal Year Ended September 30				
	2017	2016	2015	2014	2013
Total Operating Revenues plus Interest Income	\$ 9,262,074	\$ 8,649,043	\$ 8,177,569	\$ 7,718,889	\$ 7,787,360
Total Expenses less Depreciation/Amortization	<u>8,316,064</u>	<u>5,649,392</u>	<u>5,245,884</u>	<u>5,911,133</u>	<u>5,680,378</u>
Available for Debt Service	\$ 946,010	\$ 2,999,651	\$ 2,931,685	\$ 1,807,756	\$ 2,106,982
Annual Revenue Bond Debt Service Requirements	\$ -	\$ -	\$ -	\$ -	\$ -
Coverage of Annual Revenue Bond Requirements	N/A	N/A	N/A	N/A	N/A
Annual Requirements on all Bonds Paid from System Revenues	\$ 1,905,821	\$ 1,813,724	\$ 1,907,477	\$ 2,218,097	\$ 2,224,033
Coverage of Annual Requirements on all Bonds Paid from System Revenues	0.50 x	1.65 x	1.54 x	0.82 x ^(a)	0.95 x
Customer Count:					
Water	5,919	5,884	5,868	5,754	5,811
Sewer	5,500	5,556	5,548	5,488	5,491

^(a) Coverage shortfall was covered by a transfer from undesignated Utility Fund Reserves.

WATER RATES

TABLE 22

Current Rates
(Rates Effective November 1, 2017)

Residential

Monthly Minimum Per One Family Unit	\$ 23.00
Additional Cost Per 1,000 Gallons to 6,000 Gallons	\$ 3.00
Additional Cost Per 7,000 Gallons to 10,000 Gallons	\$ 4.50
Additional Cost Per 11,000 Gallons to 20,000 Gallons	\$ 5.25
Additional Cost Per 1,000 Gallons over 20,000 Gallons	\$ 6.00

Commercial

Monthly Minimum Per One Family Unit (Apartments)		
or commercial unit Additional Cost per 1,000 Gallons of Water	3/4"	\$ 24.71
	1"	\$ 45.31
	1 1/2"	\$ 82.38
	2"	\$ 125.92
	3"	\$ 327.15
	4"	\$ 557.80
	6"	\$ 1,181.51
	8"	\$ 2,059.40
	10"	\$ 3,087.93
Consumption Rate (per 1,000 gallons)		\$ 2.73

Source: Information from the Issuer

PRINCIPAL WATER CUSTOMERS**TABLE 23***(October 1, 2016 to September 30, 2017)*

<u>Name of Customer</u>	<u>Average Monthly Consumption (000"s Gallons)</u>	<u>Average Monthly Bill</u>
Elk Corporation of Texas	6,060	\$ 16,482.10
Ennis Acquisitions, Inc.	2,691	6,920.96
Sterilite	2,517	7,073.46
Community Water	2,260	14,382.66
East Garrett Water (470397)	2,111	13,419.27
East Garrett Water (470457)	1,959	12,440.29
Silverton Village Town Homes	1,536	9,678.68
Rice Water Supply	988	6,200.49
Ennis Power company, LLC	878	2,390.05
McWhorter Technologies	642	1,758.67
Totals	<u>21,642</u>	<u>\$ 90,746.63</u>

SEWER RATES**TABLE 24****Current Rates***(Rates Effective October 1, 2017)***Residential**

Monthly Minimum Per One Family Unit (Including Apartments)	\$ 26.77
Additional Cost Per 1,000 Gallons of Water Over 1,000 Gallons up to and Including 6,000 Gallons	\$ 2.53

Commercial

Monthly Minimum Per Commercial Unit	\$ 33.40
Additional Cost Per 1,000 Gallons of Water Over 1,000 Gallons	\$ 2.82

PRINCIPAL SEWER CUSTOMERS**TABLE 25***(October 1, 2016 to September 30, 2017)*

<u>Name of Customer</u>	<u>Average Monthly Consumption (000"s Gallons)</u>	<u>Average Monthly Bill</u>
Elk Corporation of Texas	6,060	\$ 12,982.10
Ennis Acquisitions, Inc.	2,691	5,657.46
Sterilite	2,517	5,464.57
Ennis Power Company LLC	878	1,626.74
City of Garrett	789	6,139.64
McWhorter Technologies	642	1,840.55
Ennis Agri-Tech Inc.	449	1,339.06
GS Roofing Products	414	1,100.07
Ennis Regional Medical Center	392	1,143.81
Ruffin & Mikel Investments	355	1,026.69
Totals	<u>15,187</u>	<u>\$ 38,320.69</u>

Source: Information from the Issuer

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APPENDIX B

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

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

General

The City of Ennis, Texas (the “City”) is a commercial and industrial center located in north central Texas’s Ellis County. The City has always shared the good fortune of proximity to the Dallas-Fort Worth Metroplex (DFW) and its location at the convergence of major transportation routes. The combined Dallas-Fort Worth-Arlington economy is the 4th largest economy in the United States (US Department of Commerce). Employment growth in 2017, at 2.8%, far outstrips both Texas growth (2.1%) and US growth (1.2%) (Bureau of Labor Statistics).

Ennis is strategically located at the intersection of Interstate 45 and State highway 287. Downtown Dallas is 35 miles north and downtown Fort Worth is 57 miles to the northwest. Traffic from these cities and related suburbs traverse the two highways to Houston, 205 miles to the south.

The genesis of Ennis was as a railway hub and rail transportation continues to be a major asset to the City's economy. From Ennis, rail access extends in all four major directions and accentuates the attractiveness of the City to business dependent upon multiple forms of transportation.

The City's economy is based on manufacturing and agriculture. Approximately 55 manufacturing plants are located in the City producing goods including, but not limited to, ladies' clothing, business forms, auto parts, vinyl siding, fiberglass products, electric alarms and bedsprings. The City's 2010 census population was 18,513, an increase of 15.38% over the 2000 census population of 16,045. The City's current estimated population estimate is 283 20,324 per the Texas State Demographer.

Encompassing an area of 939.90 square miles, the central Texas county of Ellis (the “County”) is a component of the Dallas-Fort Worth Consolidated Metropolitan Statistical Area (CMSA) and is traversed by Interstate Highways 35E and 45, United States Highways 77 and 287, State Highways 34 and 342 and 13 farm-to-market roads. The City of Waxahachie, with a 2015 2016 estimated population of 32,982 33,869, serves as the County seat. Additional cities within the County include Midlothian, Ferris, Italy, Palmer and Red Oak. Major industries within the County include warehousing, steel production, government, distribution center and cement production. Major minerals include sand, gravel, gas and cement, and agricultural products include nursery crops, hay, cotton, corn and cattle. The County's 2016 estimate of the Texas State Demographer was 164,386, a 9.9% increase over the 2010 census.



Population Trends

<u>Year</u>	<u>City of Ennis</u>	<u>Ellis County</u>
2018 Estimate	20,324	168,499
2010 Census	18,513	149,610
2000 Census	16,045	111,360
1990 Census	13,883	85,167
1980 Census	12,100	59,743
1970 Census	11,046	46,638
1960 Census	9,347	43,395

Sources: U.S. Census Bureau Website and the Issuer.

Major Employers in the City of Ennis-2017

<u>Employer</u>	<u>Principal Line of Business/Product</u>	<u>Estimated Number of Employees (2017)</u>
Ennis Independent School District	Public Education	733
TeleTech	Customer Service Center	700
Sterilite Corporation of Texas	Plastic Storage Containers	650
Cenveo	Envelope Manufacturing	300
Wal-Mart	Retail Sales	250
GAF	Roofing Shingles Manufacturing	225
Leggett Partners LP	Furniture Components	200
City of Ennis	Municipal Government	199
JTEKT of Texas, Inc.	Automotive Steering Products	185
Ennis Flint	Highway Paint	180

Source: The Issuer

Total Value of Residential and Commercial Building New Construction

<u>Fiscal Year</u>	<u>Residential Construction</u>		<u>Commercial Construction</u>		<u>Totals</u>	
	<u>AV Dollar Amount of Property</u>	<u>No. of Units</u>	<u>AV Dollar Amount of Property</u>	<u>No. of Units</u>	<u>AV Dollar Amount of Property</u>	<u>No. of Units</u>
2018 ^(a)	\$ 9,464,742	39	\$ 13,083,510	8	\$ 22,548,252	47
2017	12,778,301	63	8,988,279	13	21,766,580	76
2016	9,578,414	41	5,362,364	11	14,940,778	52
2015	5,375,899	21	2,552,643	11	7,928,542	32
2014	5,916,093	23	3,342,655	11	9,258,758	34
2013	2,628,500	15	4,977,050	7	7,605,550	22
2012	2,859,000	13	399,616	6	3,258,616	19
2011	2,769,276	112	2,078,497	46	4,847,773	158
2010	3,806,049	102	11,155,272	62	14,961,321	164
2009	2,624,000	8	45,963,000	15	58,587,000	23
2008	10,241,000	44	14,733,646	10	24,974,646	54

^(a) Current Fiscal Year figures are as of February 28, 2018

Source: City of Ennis

Labor Force Statistics - Ellis County

	<u>Ellis County</u>		<u>Dallas-Fort Worth-Arlington MSA</u>	
	<u>January 2018</u>	<u>January 2017</u>	<u>January 2018</u>	<u>January 2017</u>
Civilian Labor Force	87,819	85,971	3,825,076	3,745,524
Total Employed	84,923	82,631	3,687,409	3,592,348
Total Unemployed	2,896	3,340	137,667	153,176
% Unemployed	3.3%	3.9%	3.6%	4.1%
% Unemployed (Texas)	4.2%	5.0%	4.2%	5.0%
% Unemployed (US)	4.5%	5.1%	4.5%	5.1%

Source: Texas Workforce Commission, Labor Market Information Department.

APPENDIX C

FORM OF LEGAL OPINION OF BOND COUNSEL

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Proposed Form of Opinion of Bond Counsel

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

[ISSUE DATE]

**CITY OF ENNIS, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION
SERIES 2018
DATED MAY 1, 2018
IN THE PRINCIPAL AMOUNT OF \$ _____**

AS BOND COUNSEL FOR THE CITY OF ENNIS, TEXAS (the "Issuer") in connection with the issuance of the Certificates of Obligation described above (the "Certificates"), we have examined into the legality and validity of the Certificates, which bear interest from the dates and mature on the dates in accordance with the terms and conditions stated in the text of the Certificates. Terms used herein and not otherwise defined shall have the meaning given in the Ordinance of the Issuer authorizing the issuance and sale of the Certificates (the "Ordinance").

WE HAVE EXAMINED the Constitution and laws of the State of Texas, certified copies of the proceedings of the City Commission of the Issuer relating to the issuance of the Certificates, including the Ordinance and other documents authorizing and relating to the issuance of the Certificates; and we have examined various certificates and documents executed by officers and officials of the Issuer upon which certificates and documents we rely as to certain matters stated below. We have also examined one of the executed Certificates (Number T-1).

BASED ON SAID EXAMINATION, IT IS OUR OPINION that the Certificates have been duly authorized, issued and delivered, all in accordance with law; and that, except as may be limited by laws applicable to the Issuer relating to bankruptcy, reorganization, and other similar matters affecting creditors' rights generally, or by general principles of equity which permit the exercise of judicial discretion, the Certificates will constitute valid and legally binding obligations of the Issuer, and ad valorem taxes sufficient to provide for the payment of the interest on and principal of the Certificates have been levied and pledged for such purpose, within the limit prescribed by law, and that the Certificates are additionally secured by and payable from limited surplus revenues (not to exceed \$1,000) of the Issuer's Waterworks and Sewer System remaining after payment of all operation and maintenance expenses thereof, and all debt service, reserve, and other requirements in connection with all of the Issuer's revenue bonds or other obligations (now or hereafter outstanding), which are payable from all or any part of the Net Revenues of the Issuer's Waterworks and Sewer System, all as provided in the Ordinance.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Certificates is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, published rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Certificates are not "specified private activity bonds" and that, accordingly, interest on the Certificates will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on, certain representations, the accuracy of which we have not independently verified, and

assume compliance with certain covenants regarding the use and investment of the proceeds of the Certificates and the use of the property financed therewith. We call your attention to the fact that if such representations are determined to be inaccurate or if the Issuer fails to comply with such covenants, interest on the Certificates may become includable in gross income retroactively to the date of issuance of the Certificates.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Certificates, including the amount, accrual or receipt of interest on, the Certificates. Owners of the Certificates should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Certificates.

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

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

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

Respectfully,

APPENDIX D

ISSUER'S AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2016

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

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CITY OF ENNIS, TEXAS

COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended

September 30, 2016

Issued By:

Department of Finance and Administration

C. Joel Welch, Director of Finance

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CITY OF ENNIS, TEXAS
COMPREHENSIVE ANNUAL FINANCIAL REPORT
For the Fiscal Year Ended September 30, 2016

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CITY OF ENNIS, TEXAS
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COMPREHENSIVE ANNUAL FINANCIAL REPORT
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INTRODUCTORY SECTION



CITY OF ENNIS, TEXAS

P.O. Box 220 • Ennis, Texas 75120 • (972) 878-1234 • FAX (972) 875-9086

<http://www.ennis-texas.com>

March 2, 2017

To the Honorable Mayor, Members of the City Commission and Citizens of the City of Ennis, Texas:

The comprehensive annual financial report of the City of Ennis, Texas for the fiscal year ended September 30, 2016, is hereby submitted. Chapter 103 of the Texas Local Government Code requires that all governmental units publish within 180 days of the close of each fiscal year financial statements presented in conformity with generally accepted accounting principles (GAAP) and audited by a licensed public accountant. This report is published to satisfy the legal requirement and to provide the City Commission, City staff, our citizens, our bondholders and other interested parties with detailed information concerning the financial condition and activities of the City government.

Responsibility for both the accuracy of the presented data and completeness and fairness of the presentation, including all disclosures, rests with the City. The City is responsible for establishing and maintaining internal controls designed to ensure that the assets of the government are protected from loss, theft or misuse and to insure that adequate accounting data is compiled to allow for the preparation of financial statements in conformity with GAAP. To the best of our knowledge and belief, the enclosed data is accurate in all material respects and is reported in a manner designed to present fairly the financial position and results of operations of the various funds of the City. All disclosures necessary to enable the reader to gain an understanding of the City's financial activities have been included.

In developing and evaluating the City's accounting system, consideration is given to the adequacy of internal control over financial reporting. These controls are designed to provide reasonable, but not absolute, assurance regarding the safeguarding of assets against loss from unauthorized use or disposition, and the reliability of financial records for preparing financial statements and maintaining accountability of assets. The concept of reasonable assurance recognizes that the cost of a control should not exceed the benefits likely to be derived from the control. The evaluation of costs and benefits requires estimates and judgments by management. We believe that the City's current system of internal control over financial reporting adequately safeguards assets and provides reasonable assurance of proper recording of financial transactions.

The City Charter and State Law require the City's basic financial statements be audited by independent certified public accountants. Yeldell, Wilson, Wood & Reeve, P. C., performed the required audit and have issued an unmodified ("clean") opinion on the City of Ennis' financial statements for the year ended September 30, 2016. The independent auditor's report is located at the front of the financial section of this report.

Management's discussion and analysis (MD&A) immediately follows the independent auditor's report and provides a narrative introduction, overview and analysis of the basic financial statements. MD&A complements this letter of transmittal and should be read in conjunction with it.

PROFILE OF THE GOVERNMENT

Location and Governmental Structure. The City, incorporated in 1872, is located 25 miles south of Dallas in Ellis County. The City has a land area of 28.06 miles and a population of 20,324 as estimated by the United States Census Bureau. The City has operated under the Commission-Manager form of government since 1956. Policy-making and legislative authority are vested in a governing body (City Commission) consisting of the mayor and six commission members, all elected through popular vote. Commission members serve three-year terms with five of the commissioners elected by single-member ward and the mayor and mayor pro-tem elected at large. Terms of the commission members are staggered so that an election is held every year.

Services Provided. The City provides a full range of services. These include public safety (police and fire), municipal court, sanitation, parks, library, public works and general administrative services. In addition, the City owns and operates a water distribution system, wastewater collection system and an airport.

The basic financial statements of the City include all government activities, organizations and functions for which the City is financially accountable. The criteria considered in determining governmental activities to be reported with the City's basic financial statements are based upon and consistent with those set forth in the Codification of Governmental Accounting and Financial Reporting Standards. Component units are legally separate organizations that a primary government must include as a part of its financial reporting entity. The government-wide financial statements include not only the City itself (known as the primary government) but also the Economic Development Corporation and Industrial Development Corporation as discretely presented component units. The discretely presented component units are presented as a separate column in the government-wide financial statements.

Budgetary Control. The Ennis City Charter specifies that an operating budget be approved and appropriations made by the City Commission at the first meeting in September of each year for the ensuing fiscal year. The City Manager is required to submit a proposed budget comprised of proposed expenditures and the means to finance them to the Commission by August 10. The Commission then conducts public hearings and workshops on the proposed budget to receive citizen feedback and make determinations about the eventual adopted budget. In the course of the first meeting of September the budget is legally enacted through passage of an appropriation ordinance. Budgetary control is established at the fund level. Department heads may transfer resources within a department with the approval of the Finance Director. Transfers between departments and transfers involving capital outlays or personnel need special approval by the City Manager. Budget changes that increase the budgeted expenditures of a fund must be approved by the Commission. The City Charter provides that the budget may be amended by the Commission in the same manner in which the budget is approved.

LOCAL ECONOMY

The City of Ennis has always shared the good fortune of proximity to the Dallas-Fort Worth Metroplex (DFW) and its location at the convergence of major transportation routes. The combined Dallas-Fort Worth-Arlington economy is the 4th largest economy in the United States (IHS Global Insight). Employment growth in November 2016, at 3.9%, was double Texas growth (2.1%) and more than doubled US growth (1.8%).

Ennis is strategically located at the intersection of Interstate 45 and State highway 287. Downtown Dallas is 35 miles north and downtown Fort Worth is 57 miles to the northwest. Traffic from these cities and related suburbs traverse the two highways to Houston, 205 miles to the south.

The genesis of Ennis was as a railway hub and rail transportation continues to be a major asset to the City's economy. From Ennis, rail access extends in all four major directions and accentuates the attractiveness of the City to business dependent upon multiple forms of transportation.

Ennis is home to 650 businesses employing in excess of 8,500 people. Total employment in Ellis County exceeds 82,000 as of November 2016. The 4.2% increase in employment exceeds the increase in the DFW area of 3.9% and the State's (2.1%). Unemployment in Ellis County has fallen throughout 2016, from 3,064 (3.7%) to 2,858 (3.4%) in November 2016. This rate compares favorably to the 3.5% unemployment rate in the DFW area and the 4.2% rate in Texas.

Fiscal year 2016 proved to be an uneven year for retail activity and growth in Ennis. Sales taxes increased by a robust 11.35%. The marketing of the I-45 and Ennis Avenue (including downtown) corridors continues, with growth being realized in new development and redevelopment of existing properties expected to enhance growth in future years. Growth in fiscal year 2017 is expected to return to a more historically normal 5% growth.

Property values rallied in 2016 after several years of tepid growth. Net taxable values rose by \$70 million (4.8%) to \$1.555 billion. The primary factor driving the increase (63%) was commercial personal property values. We believe the rate of increase in commercial personal values will moderate in 2017 and real property increases will propel progress at a rate near 3.6%.

Water and Sewer Sales increased 6.5% on the strength of a 10.6% increase in revenue from Sewer Fees coupled with an overall increase in Water Revenues of 4.1%. Sewer rates had been increased by 7.7% for fiscal year 2016 and water rates had been increased by an overall 3%. For fiscal year 2017, commercial water rates and all sewer rate classes are increasing and commercial water usage will be billed using a new progressive rate structure predicated on service requirements.

LONG-TERM FINANCIAL PLANNING

In 2014 the City began formulating a comprehensive plan that will establish a direction for the foreseeable future. Community input has been considerable and has provided significant insight into a collective view for quality of life, economic development and sustainability. Visible progress on the Downtown Master Plan is already paying dividends in terms of occupancy and business activity.

Internally, the Staff is formulating financial-planning models to support the long-term planning effort. Models projecting revenues and expenditures for 5 years beyond the current year are in development for all of the operational funds and the debt service fund. Assumptions have been developed for future tax rates and charges for service as well as projections for the costs of current and planned services. Each possible program addition or change is analyzed in terms of the impact over a 5 year window as a component part of the decision making process. The models also enable the City to make assumptions about the future debt capacity of the operational funds. The ability to determine current resources and future debt proceeds will enable the City to move forward with a new Capital Improvement Program. The City's preliminary CIP identifies over \$61 million in projects to be initiated.

MAJOR INITIATIVES

Two major studies were completed in fiscal year 2016. The Comprehensive Master Plan and the Downtown Master Plan were initiatives beginning in 2014 intended to set the course for future development in the City in general and downtown in specific. The Comprehensive Master Plan broke the City into 4 major development and redevelopment zones. One of the zones, the aforementioned downtown, was the subject of its own redevelopment plan that is intended to breathe new life into the long neglected central business district. Progress with the downtown area includes the creation of Tax Increment Reinvestment Zone (TIRZ) that will rebate taxes to the developers that redevelop the downtown area.

In addition to the redevelopment plans for downtown is an initiative intended to preserve the unique integrity and history of the downtown area. The City has packaged tax abatements, access to tax credits, redevelopment grants and other economic development tools to augment this effort. Projects on the board for fiscal year 2017 already exceed \$2 million in economic impact.

Another important component of the economic development plan of the City is the revitalization of the I45 Business Route through the City. This route, one of the heaviest traveled in the City, will benefit greatly from efforts to redevelop existing properties and structures. Assistance efforts include facade grants and other economic tools available to developers in the Downtown District.

The Texas Department of Transportation (TxDot) has allocated funds for the expansion of the Highway 287 By-Pass that circles about the west and south sides of the City. This project will expand the bypass from two lanes to four lanes and provide for service roads. This project will benefit the City by providing better access to the City's hospital district and the industrial district on the south side of town. The City's contribution of utility relocation is complete. TxDot projects the road construction to take two(2) years.

AWARDS AND ACKNOWLEDGEMENTS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Ennis for its comprehensive annual financial report (CAFR) for the fiscal year ended September 30, 2015. The Certificate of Achievement is a prestigious national award recognizing conformance with the highest standards for preparations of state and local government financial reports. This was the twenty-eighth consecutive year that the government has achieved this prestigious award.

Page Five

In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized comprehensive annual financial report whose contents conform to program standards. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

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

The preparation of this report could not be accomplished on a timely basis without the efficient and dedicated endeavors of the Finance Staff and the independent auditors. We would like to express our sincere appreciation to all employees who contributed to the preparation. We would also like to thank the Mayor, City Commission and the City Manager for their continued support in planning and conducting the financial operations of the City in a responsible and progressive manner.

Respectfully submitted,

A handwritten signature in cursive script that reads "C. Joel Welch". The signature is written in black ink and is positioned to the left of the typed name.

C. Joel Welch, CGFO CGFM
Director of Finance



Government Finance Officers Association

**Certificate of
Achievement
for Excellence
in Financial
Reporting**

Presented to

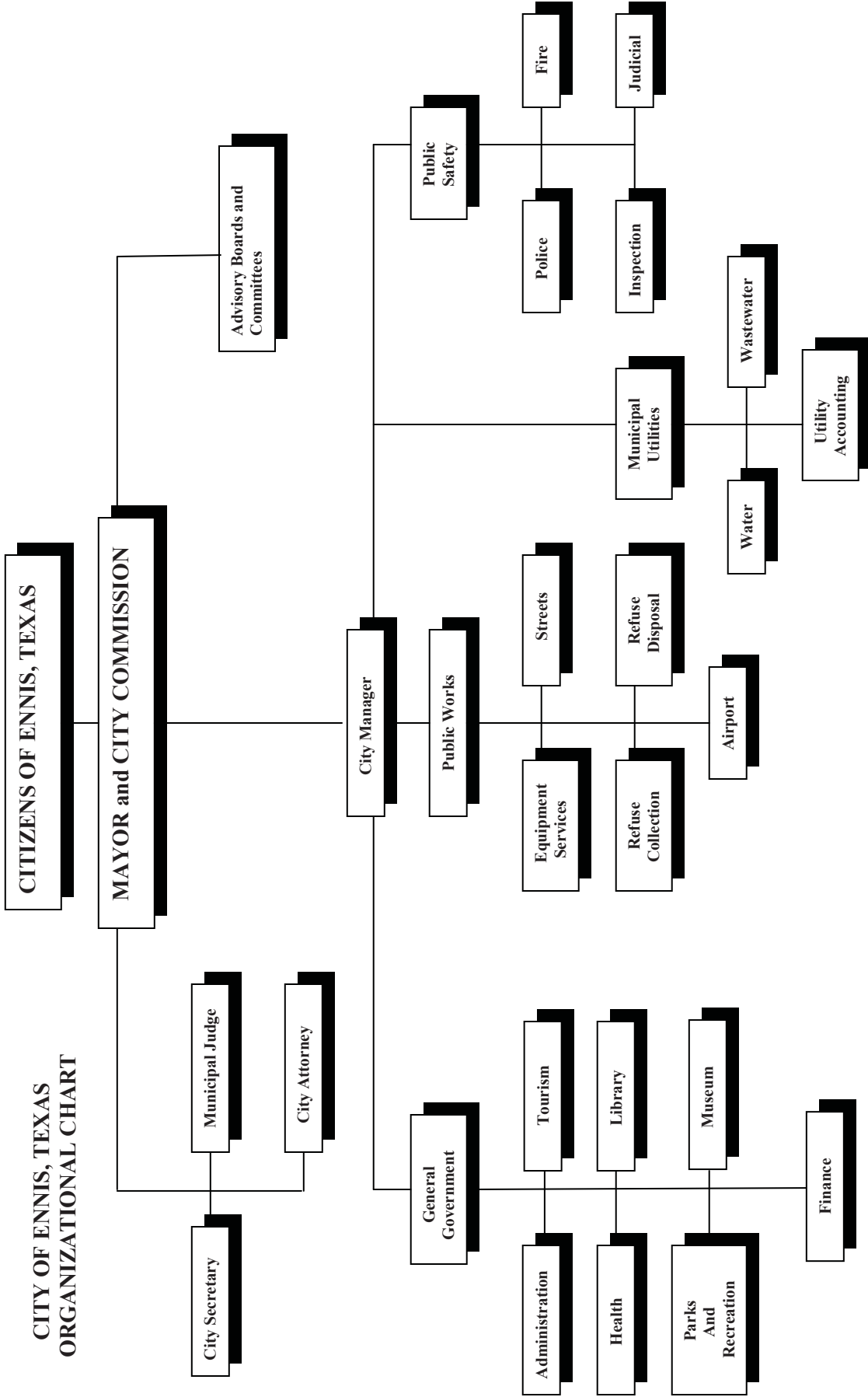
**City of Ennis
Texas**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

September 30, 2015

Executive Director/CEO

**CITY OF ENNIS, TEXAS
ORGANIZATIONAL CHART**



CITY OF ENNIS, TEXAS
LIST OF ELECTED CITY OFFICIALS, ADMINISTRATORS, AND CONSULTANTS
September 30, 2016

Mayor (at large)	Angeline Juenemann
Mayor Pro Tem (at large)	Matt Walker
Commissioner - Ward 1	Rowdy Pruitt
Commissioner - Ward 2	Marco A. Hernandez
Commissioner - Ward 3	Scott Hejny
Commissioner - Ward 4	Lola Searcy
Commissioner - Ward 5	Bill Honza

ADMINISTRATION

City Manager	R. Scott Dixon
Fire Chief	Jeff Aycock
City Secretary	Angie Wade
Director of Public Works	Robert Bolen
Library Director	Jessica Diaz
Police Chief	John Erisman
MIS Director	Henry Harris
Tourism Director	Gina Rokas
Director of Finance	C. Joel Welch
Director of Health Services	Chauncy Williams
Director of Parks & Recreation	Paul Liska
Legal Counsel	Richard Wilson
Auditors	Yeldell, Wilson, Wood & Reeve, P. C.

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FINANCIAL SECTION



YELDELL, WILSON, WOOD & REEVE, P.C

CERTIFIED PUBLIC ACCOUNTANTS

Greer Yeldell, CPA | Glen Wilson, CPA | Tracie Wood, CPA | Joyce Reeve, CPA
Glenda Valek, CPA | Caitlyn Keller, CPA

INDEPENDENT AUDITOR'S REPORT

To the Honorable Mayor and City Commissioners
City of Ennis, Texas

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Ennis, Texas, as of and for the year ended September 30, 2016, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Honorable Mayor and City Commissioners
City of Ennis, Texas
Page Two

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Ennis, Texas, as of September 30, 2016, and the respective changes in financial position and, where applicable, cash flows thereof and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 14-23, schedule of changes in net pension liability and related ratios on page 73 and schedule of contributions on page 74 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Ennis, Texas' basic financial statements. The introductory section, combining and individual fund financial statements and schedules, supplementary financial data, statistical section, and continuing financial disclosure tables are presented for purposes of additional analysis and are not a required part of the basic financial statements.

Honorable Mayor and City Commissioners
City of Ennis, Texas
Page Three

The combining and individual fund financial statements and schedules and the supplementary financial data are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual fund financial statements and schedules and the supplementary financial data are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The introductory and statistical sections and continuing financial disclosure tables have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Yeldell, Wilson, Wood & Reeve, P.C.

Yeldell, Wilson, Wood & Reeve, P.C.
Certified Public Accountants

Ennis, Texas
March 2, 2017



CITY OF ENNIS, TEXAS

P.O. Box 220 • Ennis, Texas 75120 • (972) 878-1234 • FAX (972) 875-9086

<http://www.ennis-texas.com>

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

As management of the City of Ennis, Texas, we offer readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2016. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in the letter of transmittal, which can be found on pages 2-6 of this report.

Financial Highlights

- The assets and deferred outflows of resources of the City exceeded its liabilities and deferred inflows of resources at the close of the most recent fiscal year by \$57,649,027 (*net position*). Of this amount, \$2,444,882 represents unrestricted net position, which may be used to meet the City's ongoing obligations to citizens and creditors.
- The City's total net position increased by \$2,325,931. Increased tax revenues driven by retail and commercial growth as well as capital grants and contributions were primarily responsible for the increase.
- As of the close of the current fiscal year, the City's governmental funds reported combined fund balances of \$21,276,464, an increase of \$9,491,034 in comparison with the prior year. Approximately 36% of this amount (\$7,712,536) is available for spending at the City's discretion (*unassigned fund balance*).
- At the end of the current fiscal year, unassigned fund balance for the general fund was \$7,712,536, or approximately 54.6% of the total general fund expenditures.

Overview of the Financial Statements

The discussion and analysis provided here are intended to serve as an introduction to the City's basic financial statements. The City's basic financial statements consist of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) the notes to financial statements. This report also includes supplementary information intended to furnish additional detail to support the basic financial statements themselves.

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

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

The *statement of activities* presents information showing how the City's net position changed during the most recent fiscal year. All changes in net position 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 for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused compensated absences).

Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (*governmental activities*) from 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, streets, health, equipment services, cultural and recreational, airport, hospital, and public works. The business-type activities of the City include water and sewer and sanitation operations.

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

The government-wide financial statements can be found on pages 25-26 of this report.

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

Governmental Funds. *Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in assessing a government's near-term financing requirements.

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

The City maintains sixteen individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the General Fund, Debt Service Fund, and the 2016 Street Construction Fund, which are considered to be major funds. Data from the other thirteen governmental funds are combined into a single aggregated presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements in the combining and individual fund statements and schedules section of this report.

The City adopts an annual appropriated budget for its general fund. A budgetary comparison statement has been provided for the general fund to demonstrate compliance with this budget.

The basic governmental fund financial statements can be found on pages 27-31 of this report.

Proprietary Funds. The City maintains one type of proprietary fund. The *enterprise funds* are used to report the same functions presented as *business-type activities* in the government-wide financial statements. The City uses the enterprise funds to account for its water and sewer and sanitation operations.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for the Utility fund, which is considered to be a major fund of the City. Data from the other enterprise fund is combined into a single aggregated presentation.

The basic proprietary fund financial statements can be found on pages 32-34 of this report.

Notes to the Financial Statements. The notes provide additional information that is necessary to acquire a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 35-71 of this report.

Other Information. In addition to the basic financial statements and accompanying notes, this report also presents *required supplementary information* concerning the City's progress in funding its obligations to provide pension benefits to its employees. Required supplementary information can be found on pages 73-74 of this report.

The combining statements referred to earlier in connection with nonmajor governmental funds are presented immediately following the required supplementary information on pensions. Combining and individual fund statements and schedules can be found on pages 75-87 of this report.

Government-wide Overall Financial Analysis

As noted earlier, net position over time, may serve as a useful indicator of a government's financial position. In the case of the City, assets and deferred outflows of resources exceeded liabilities and deferred inflows by \$57,649,027, at the close of the most recent fiscal year.

CITY OF ENNIS' NET POSITION

	Governmental Activities		Business-Type Activities		Total	
	2016	2015	2016	2015	2016	2015
Current and other assets	\$ 23,167,034	\$ 13,436,597	\$ 7,936,437	\$ 4,700,126	\$ 31,103,471	\$ 18,136,723
Capital assets	63,053,924	65,099,929	33,212,930	32,157,239	96,266,854	97,257,168
Total assets	<u>86,220,958</u>	<u>78,536,526</u>	<u>41,149,367</u>	<u>36,857,365</u>	<u>127,370,325</u>	<u>115,393,891</u>
Total deferred outflows of resources	<u>3,992,505</u>	<u>1,931,652</u>	<u>1,279,665</u>	<u>610,794</u>	<u>5,272,170</u>	<u>2,542,446</u>
Long term liabilities	55,576,511	48,084,574	15,345,669	11,506,672	70,922,180	59,591,246
Other liabilities	1,877,505	1,622,674	1,137,679	829,217	3,015,184	2,451,891
Total liabilities	<u>57,454,016</u>	<u>49,707,248</u>	<u>16,483,348</u>	<u>12,335,889</u>	<u>73,937,364</u>	<u>62,043,137</u>
Total deferred inflows of resources	<u>800,203</u>	<u>428,198</u>	<u>255,901</u>	<u>141,906</u>	<u>1,056,104</u>	<u>570,104</u>
Net position:						
Net investment in capital assets	28,345,988	27,488,955	23,387,335	22,776,396	51,733,323	50,265,351
Restricted	3,470,822	2,392,432	-	-	3,470,822	2,392,432
Unrestricted	142,434	451,345	2,302,448	2,213,968	2,444,882	2,665,313
Total net position	<u>\$ 31,959,244</u>	<u>\$ 30,332,732</u>	<u>\$ 25,689,783</u>	<u>\$ 24,990,364</u>	<u>\$ 57,649,027</u>	<u>\$ 55,323,096</u>

Certain reclassifications have been made to the prior year data to conform with the current year presentation.

By far, the largest portion of the City's net position (89.7%) reflects its investment in capital assets (e.g., land, construction in progress, buildings, improvements, machinery and equipment, infrastructure, and water rights), less any related outstanding debt that was used to acquire those assets. The City uses these capital assets to provide a variety of services to its citizens. Accordingly, these assets are not available for future spending. Although the City's investment in capital assets is reported net of related debt, it should be noted that the resources used to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of the City's net position (6.02%) represents resources that are subject to external restrictions on how they may be used. The remaining balance of \$2,444,882 is unrestricted and may be used to meet the City's ongoing obligations to its citizens and creditors.

The City's total net investment in capital assets increased as the additions from capital outlays and work-in-progress exceeded capital related debt issued, depreciation and retirements.

The City's overall net position increased \$2,325,931 from the prior fiscal year. The reasons for this overall increase are discussed in the following sections for governmental activities and business-type activities.

CITY OF ENNIS' CHANGES IN NET POSITION

	Governmental Activities		Business-Type Activities		Total	
	2016	2015	2016	2015	2016	2015
Revenues:						
Program revenues:						
Charges for services	\$ 1,675,890	\$ 1,485,714	\$ 9,729,827	\$ 9,124,429	\$ 11,405,717	\$ 10,610,143
Operating grants and contributions	458,596	247,955	-	-	458,596	247,955
Capital grants and contributions	270,773	12,037	702,809	-	973,582	12,037
General revenues:						
Property taxes	10,005,334	9,893,516	-	-	10,005,334	9,893,516
Sales taxes	5,018,180	3,782,774	-	-	5,018,180	3,782,774
Franchise taxes	1,550,923	1,606,673	-	-	1,550,923	1,606,673
Hotel occupancy taxes	344,126	309,009	-	-	344,126	309,009
Alcoholic beverage taxes	43,442	38,206	-	-	43,442	38,206
Grants and contributions not restricted to specific programs	116,000	118,200	-	-	116,000	118,200
Investment earnings	283,228	273,786	31,877	23,463	315,105	297,249
Miscellaneous	107,252	163,812	-	-	107,252	163,812
Total revenues	19,873,744	17,931,682	10,464,513	9,147,892	30,338,257	27,079,574
Expenses:						
General government	2,505,980	2,009,993	-	-	2,505,980	2,009,993
Public safety	9,114,529	8,355,627	-	-	9,114,529	8,355,627
Streets	2,709,706	2,210,989	-	-	2,709,706	2,210,989
Health	335,075	384,148	-	-	335,075	384,148
Equipment services	331,180	253,835	-	-	331,180	253,835
Cultural and recreational	1,286,058	1,270,123	-	-	1,286,058	1,270,123
Airport	148,531	169,804	-	-	148,531	169,804
Hospital	1,229,321	1,229,356	-	-	1,229,321	1,229,356
Public works	367,727	179,270	-	-	367,727	179,270
Interest on long-term debt	965,000	832,587	-	-	965,000	832,587
Water	-	-	4,238,207	4,081,529	4,238,207	4,081,529
Sewer	-	-	3,619,526	3,293,496	3,619,526	3,293,496
Sanitation	-	-	1,161,486	1,060,622	1,161,486	1,060,622
Total expenses	18,993,107	16,895,732	9,019,219	8,435,647	28,012,326	25,331,379
Increase in net position before transfers	880,637	1,035,950	1,445,294	712,245	2,325,931	1,748,195
Transfers	745,875	1,191,451	(745,875)	(1,191,451)	-	-
Change in net position	1,626,512	2,227,401	699,419	(479,206)	2,325,931	1,748,195
Net position - beginning, as restated	30,332,732	28,105,331	24,990,364	25,469,570	55,323,096	53,574,901
Net position - ending	\$ 31,959,244	\$ 30,332,732	\$ 25,689,783	\$ 24,990,364	\$ 57,649,027	\$ 55,323,096

Certain reclassifications have been made to the prior year data to conform with the current year presentation.

Governmental Activities. During the current fiscal year, net position for governmental activities increased \$1,626,512 from the prior fiscal year for an ending balance of \$31,959,244. Revenues rose 10.8% with increases in sales tax and grants and contributions being primarily responsible for the change. The increase in governmental expenses of 10.6% was equivalent to that of revenues. Increases in payroll expense of \$393,620 and retirement expense of \$508,065 attributed to 43% of the increase. An additional 26% of the increase in expenses was related to street repairs, funded by the City's Street Maintenance sales tax. These repairs increased the governmental expenses by \$553,059.

Business-type Activities. For the City's business-type activities, the results for the current fiscal year resulted in a net increase in net position to an ending balance of \$25,689,783. The total increase in net position for business-type activities (utility operations) was \$699,419 or 2.8% from the prior fiscal year. Revenues from charges for services rose 6.63% as approved rate increases offset a 3% decrease in gallons consumed. Total expenses before transfers increased 7% in fiscal year 2016 primarily driven by the City's contribution of \$300,000 to the Texas Department of Transportation for the acquisition of right of ways along U.S. Highway 287 for the purposes of relocating and/or adjusting utilities and an increase in retirement expense of \$128,760. Capital contributions of \$702,809 were also received by the City during fiscal year 2016.

Financial Analysis of Governmental Funds

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

Governmental Funds. The focus of the City's *governmental funds* is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for discretionary use as they represent the portion of fund balance which has not yet been limited to use for a particular purpose by either an external party, the City itself, or a group or individual that has been delegated authority to assign resources for use for particular purposes by the City's Commissioners.

At September 30, 2016, the City's governmental funds reported combined fund balances of \$21,276,464, an increase of \$9,491,034 in comparison with the prior year. Approximately 36.2% of this amount (\$7,712,536) constitutes unassigned fund balance, which is available for spending at the City's discretion. The remainder of the fund balance is either nonspendable, restricted, or assigned to indicate that it is 1) not in spendable form (\$72,896), 2) legally required to be maintained intact (\$28,966), 3) restricted for particular purposes (\$13,258,602), or 4) assigned for particular purposes (\$203,464).

The general fund is the chief operating fund of the City. At the end of the current fiscal year, unassigned fund balance of the general fund was \$7,712,536, while total fund balance increased to \$7,988,404. As a measure of the general fund's liquidity, it may be useful to compare both unassigned fund balance and total fund balance to total general fund expenditures. Unassigned fund balance represents approximately 54.6% of total general fund expenditures, while total fund balance represents approximately 56.5% of that same amount.

The fund balance of the City's general fund decreased by \$127,443 during the current fiscal year. Revenues increased by \$909,056 (7.23%) over the previous year with property tax contributing \$460,125 to the increase and sales taxes contributing \$367,481. General fund expenditures also experienced an increase of \$972,737 (7.39%) with capital outlay for infrastructure and machinery and equipment, as well as payroll expenditures being responsible for the majority of the increase.

The 2016 street construction fund, a major governmental fund, has a \$8,812,118 increase in fund balance during the current fiscal year which increased total fund balance to \$8,812,118. The increase is primarily the result of bond proceeds received but not spent as of year end.

The debt service fund, a major fund, had an increase in fund balance during the current year of \$61,506 to bring the year end fund balance to \$834,307.

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

Unrestricted net position of the Utility fund at the end of the year was \$2,970,919. The total increase in net position was \$761,285. Operating revenues rose in 2016 by \$605,398 (6.6%) due to an increase in water and sewer rates of 7.7% and 3%, respectively. The increase was also driven by an increase in consumption. Operating expenses rose \$591,503 (7%), largely due to payments made to the Texas Department of Transportation in relation to the U.S. Highway 287 construction project and a larger retirement expense.

General Fund Budgetary Highlights

Original budget compared to final budget. During the year, the City increased expenditures by \$634,000. This was offset with a decrease in available fund balance.

Final budget compared to actual results. General fund actual revenues of \$13,386,099 exceeded budgeted revenues of \$12,682,812 by \$703,287. Following are the main components that experienced an increase or decrease of actual revenue compared to budgeted revenue:

- The \$296,344 increase in sales tax is the result of retail and commercial growth within the City.
- The \$112,025 increase in licenses and permits is primarily due to increased construction within the City.

Budgeted general fund expenditures of \$14,227,792 exceeded actual expenditures of \$14,131,983. This \$95,809 positive variance in expenditures was achieved through a series of expenditure restrictions imposed during the year.

- General government expenditures exceeded the budget by \$390,114 primarily due to the cost of downtown infrastructure improvements incurred and the reallocation of nondepartmental expenses during the year.
- Savings were realized by the Streets and Parks departments due to vacancies in staff positions and fuel savings from lower fuel prices.

Capital Assets and Debt Administration

Capital assets. The City's investment in capital assets for its governmental and business-type activities as of September 30, 2016, amounts to \$96,266,854 (net of accumulated depreciation). This investment in capital assets includes land, construction in progress, buildings, improvements, machinery and equipment, infrastructure, and water rights. The total decrease in capital assets for the current fiscal year was approximately 1.03%.

**City of Ennis' Capital Assets
(net of depreciation)**

	Governmental Activities		Business-Type Activities		Total	
	2016	2015	2016	2015	2016	2015
Land	\$ 6,661,766	\$ 6,661,766	\$ 241,639	\$ 241,639	\$ 6,903,405	\$ 6,903,405
Construction in progress	457,110	5,051,063	2,488,568	139,916	2,945,678	5,190,979
Buildings	22,393,836	23,151,725	4,121,371	4,301,752	26,515,207	27,453,477
Improvements	942,672	1,029,511	25,013,226	26,338,239	25,955,898	27,367,750
Machinery and equipment	4,491,141	4,953,235	847,207	601,380	5,338,348	5,554,615
Infrastructure	28,107,399	24,252,629	-	-	28,107,399	24,252,629
Water rights	-	-	500,919	534,313	500,919	534,313
Total	\$ 63,053,924	\$ 65,099,929	\$ 33,212,930	\$ 32,157,239	\$ 96,266,854	\$ 97,257,168

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

- Street improvements of approximately \$462,000.
- Machinery and equipment additions of approximately \$902,000 were comprised of three (3) patrol units for the Police Department, two trucks, one street sweeper, three vehicles and a VacCon truck for Utility Fund and other, smaller, acquisitions.
- Water and sewer line additions and improvements of approximately \$2,500,000.

Additional information on the City's capital assets can be found in Note 2.D on pages 48-50 of this report.

Long-term Debt. At the end of the current fiscal year, the City had total bonded debt outstanding of \$42,500,000, which is backed by the full faith and credit of the government. The remainder of the City's long-term obligations comprises note payable, development agreement payable, and capital leases.

City of Ennis' Outstanding Debt

	Governmental Activities		Business-Type Activities		Total	
	2016	2015	2016	2015	2016	2015
Certificates of obligation	\$ 14,705,000	\$ 8,665,000	\$ 4,720,000	\$ -	\$ 19,425,000	\$ 8,665,000
General obligations	15,111,722	14,993,634	7,963,278	9,416,366	23,075,000	24,410,000
Note payable	-	136,755	-	-	-	136,755
Development agreement payable	16,846,290	17,391,183	-	-	16,846,290	17,391,183
Capital leases	459,908	646,388	9,482	46,999	469,390	693,387
Total	\$ 47,122,920	\$ 41,832,960	\$ 12,692,760	\$ 9,463,365	\$ 59,815,680	\$ 51,296,325

The City's total debt increased by \$8,519,355 (16.61%) during the current fiscal year. The reason for the increase is primarily the result of the issuance of certificates of obligation and general obligation refunding bonds.

The City's General Obligation and Combination Tax and Revenue Certificates of Obligation ratings are listed below.

	Moody's	Standard's & Poor's
General Obligation Bonds	Aa3	AA-
Certificates of Obligation	Aa3	AA-

Additional information on the City's long term-debt can be found in Note 2.I on pages 53-58 of this report.

Economic Factors and Next Year's Budgets and Rates

In the 2016-17 Budget, General Fund revenues and transfers in are projected to increase by 8.62% versus the revised 2015-16 budget year on the strength of an estimated 7.5% increase in property tax collections. Property taxes now represent 48% of total revenues. The share of General Fund Revenues from property taxes is expected to continue to grow slowly as only property and sales taxes are liquid.

Sales taxes are now collected for four (4) different purposes in Ennis. The general sales tax of 1% on eligible sales is the second largest source of financing for the General Fund. The 1/2 cent sales tax for the Economic Development Corporation and the 1/4 cent sales tax for the Community Crime Prevention District and Street Maintenance Sales Tax are the primary source of revenues for their respective funds. In 2016-17, sales tax are expected to exceed the revised budget of 2015-16 by approximately 19%.

The 2016-17 budget year represents the seventh full year of restructured water and/or wastewater rates. Residential water rates were converted from single block rates to an inclined rate structure based upon consumption in FY2015-16. Commercial water rates will be converted to an inclined rate structure based upon meter size in 2016-17. Sewer rates were adjusted to yield an additional 10.6%. Water consumption increased 4% in FY2016-17 as weather patterns became more historically normal following an exceptionally wet FY2015-16.

Requests for Information

This financial report is designed to provide a general overview of the City's finances for all those with an interest in the City's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Finance Department, 115 W. Brown Street, Ennis, Texas 75119.

BASIC FINANCIAL STATEMENTS

CITY OF ENNIS, TEXAS
STATEMENT OF NET POSITION
September 30, 2016

	Primary Government			Component Units	
	Governmental	Business-type	Total	Ennis Economic	Ennis Industrial
	Activities	Activities		Development Corporation	Development Corporation
ASSETS					
Cash and cash equivalents	\$ 20,560,175	\$ 4,137,690	\$24,697,865	\$ 6,525,728	\$ 1,009
Receivables (net of allowance for uncollectibles)	1,839,307	1,039,222	2,878,529	-	-
Intergovernmental receivables	138,686	132,961	271,647	-	-
Due from primary government	-	-	-	789,042	-
Internal balances	555,970	(555,970)	-	-	-
Inventories	47,451	146,505	193,956	-	-
Prepaid items	25,445	892	26,337	-	-
Restricted cash and cash equivalents	-	3,035,137	3,035,137	1,493,518	-
Capital assets:					
Non-depreciable	7,118,876	2,730,207	9,849,083	3,664,236	-
Depreciable (net of accumulated depreciation)	55,935,048	30,482,723	86,417,771	1,101,495	-
Total Assets	<u>86,220,958</u>	<u>41,149,367</u>	<u>127,370,325</u>	<u>13,574,019</u>	<u>1,009</u>
DEFERRED OUTFLOWS OF RESOURCES					
Deferred charges on refunding	603,574	195,899	799,473	206,232	-
Pension contributions after measurement date	979,070	313,103	1,292,173	-	-
Difference in projected and actual earnings on pension assets	2,409,861	770,663	3,180,524	-	-
Total Deferred Outflows of Resources	<u>3,992,505</u>	<u>1,279,665</u>	<u>5,272,170</u>	<u>206,232</u>	<u>-</u>
LIABILITIES					
Accounts payable and other current liabilities	601,113	185,315	786,428	-	-
Accrued payroll payable	356,209	107,588	463,797	-	-
Accrued interest payable	131,141	58,529	189,670	1,279,021	-
Customer deposits payable	-	553,935	553,935	-	-
Due to component unit	789,042	-	789,042	-	-
Liabilities payable from restricted assets	-	232,312	232,312	108,387	-
Noncurrent liabilities:					
Due within one year	4,156,034	1,718,263	5,874,297	475,000	-
Due in more than one year	51,420,477	13,627,406	65,047,883	5,648,116	-
Total Liabilities	<u>57,454,016</u>	<u>16,483,348</u>	<u>73,937,364</u>	<u>7,510,524</u>	<u>-</u>
DEFERRED INFLOWS OF RESOURCES					
Changes in actuarial assumptions	23	7	30	-	-
Difference in expected and actual pension experience	800,180	255,894	1,056,074	-	-
Total Deferred Inflows of Resources	<u>800,203</u>	<u>255,901</u>	<u>1,056,104</u>	<u>-</u>	<u>-</u>
NET POSITION					
Net investment in capital assets	28,345,988	23,387,335	51,733,323	(1,357,385)	-
Restricted for:					
Capital projects	-	-	-	594,280	-
Cultural and recreational:					
Expendable	679,573	-	679,573	-	-
Nonexpendable	28,966	-	28,966	-	-
Debt service	834,307	-	834,307	790,851	-
Economic development	-	-	-	6,241,981	-
Industrial development	-	-	-	-	1,009
Public safety	1,124,496	-	1,124,496	-	-
Streets	695,343	-	695,343	-	-
Tourism	108,137	-	108,137	-	-
Unrestricted	142,434	2,302,448	2,444,882	-	-
Total Net Position	<u>\$ 31,959,244</u>	<u>\$ 25,689,783</u>	<u>\$57,649,027</u>	<u>\$ 6,269,727</u>	<u>\$ 1,009</u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF ACTIVITIES
For the Fiscal Year Ended September 30, 2016

	Net (Expense) Revenue and Changes in Net Position										
	Program Revenues					Primary Government			Ennis		Ennis
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Total	Economic Corporation	Development Corporation	Industrial Development Corporation	
Function/Programs:											
Primary government:											
Governmental activities:											
General government	\$ 2,505,980	\$ 308,178	\$ 258,024	\$ 270,773	\$ (1,669,005)	\$ -	\$ (1,669,005)	\$ -	\$ -	\$ -	
Public safety	9,114,529	763,986	8,032	-	(8,342,511)	-	(8,342,511)	-	-	-	
Streets	2,709,706	-	-	-	(2,709,706)	-	(2,709,706)	-	-	-	
Health	335,075	-	-	-	(335,075)	-	(335,075)	-	-	-	
Equipment services	331,180	-	-	-	(331,180)	-	(331,180)	-	-	-	
Cultural and recreational	1,286,058	19,920	165,899	-	(1,100,239)	-	(1,100,239)	-	-	-	
Airport	148,531	35,236	26,641	-	(86,654)	-	(86,654)	-	-	-	
Hospital	1,229,321	544,893	-	-	(684,428)	-	(684,428)	-	-	-	
Public works	367,727	3,677	-	-	(364,050)	-	(364,050)	-	-	-	
Interest	965,000	-	-	-	(965,000)	-	(965,000)	-	-	-	
Total governmental activities	<u>18,993,107</u>	<u>1,675,890</u>	<u>458,596</u>	<u>270,773</u>	<u>(16,587,848)</u>	<u>-</u>	<u>(16,587,848)</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Business-type activities:											
Water	4,238,207	5,236,246	-	351,405	-	1,349,444	1,349,444	-	-	-	
Sewer	3,619,526	3,380,920	-	351,404	-	112,798	112,798	-	-	-	
Sanitation	1,161,486	1,112,661	-	-	-	(48,825)	(48,825)	-	-	-	
Total business-type activities	9,019,219	9,729,827	-	702,809	-	1,413,417	1,413,417	-	-	-	
Total primary government	<u>\$ 28,012,326</u>	<u>\$ 11,405,717</u>	<u>\$ 458,596</u>	<u>\$ 973,582</u>	<u>(16,587,848)</u>	<u>1,413,417</u>	<u>(15,174,431)</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Component units:											
Ennis Economic Development Corporation	\$ 1,371,365	-	\$ 100	\$ -	-	-	-	(1,371,265)	-	-	
Total component units	<u>\$ 1,371,365</u>	<u>\$ 100</u>	<u>\$ 100</u>	<u>\$ -</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,371,265)</u>	<u>-</u>	<u>-</u>	
General revenues:											
Property taxes					10,005,334	-	10,005,334	-	-	-	
Sales taxes					5,018,180	-	5,018,180	1,694,512	-	-	
Franchise taxes					1,550,923	-	1,550,923	-	-	-	
Hotel occupancy taxes					344,126	-	344,126	-	-	-	
Alcoholic beverage taxes					43,442	-	43,442	-	-	-	
Grants and contributions not restricted to specific programs					116,000	-	116,000	-	-	-	
Investment earnings					283,228	31,877	315,105	42,291	-	-	
Loss on sale of capital asset					-	-	-	(33,446)	-	-	
Miscellaneous					107,252	-	107,252	14,319	-	-	
Transfers					745,875	(745,875)	-	-	-	-	
Total general revenues					<u>18,214,360</u>	<u>(713,998)</u>	<u>17,500,362</u>	<u>1,717,676</u>	<u>-</u>	<u>-</u>	
Change in net position					1,626,512	699,419	2,325,931	346,411	-	-	
Net position - beginning, as restated					30,332,732	24,990,364	55,323,096	5,923,316	1,009	1,009	
Net position - ending					<u>\$ 31,959,244</u>	<u>\$ 25,689,783</u>	<u>\$ 57,649,027</u>	<u>\$ 6,269,727</u>	<u>\$ 1,009</u>	<u>\$ 1,009</u>	

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

CITY OF ENNIS, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
September 30, 2016

	General	2016 Street Reconstruction	Debt Service	Total Nonmajor Funds	Total Governmental Funds
ASSETS					
Cash and cash equivalents	\$ 7,621,904	\$ 8,812,118	\$ 834,307	\$ 3,291,846	\$ 20,560,175
Receivables (net of allowance for uncollectibles)	1,482,909	-	-	356,398	1,839,307
Intergovernmental receivables	138,686	-	-	-	138,686
Due from other funds	555,970	-	-	2,635	558,605
Inventories	47,451	-	-	-	47,451
Prepaid items	21,857	-	-	3,588	25,445
Total assets	<u>\$ 9,868,777</u>	<u>\$ 8,812,118</u>	<u>\$ 834,307</u>	<u>\$ 3,654,467</u>	<u>\$ 23,169,669</u>
LIABILITIES					
Accounts payable	\$ 593,015	\$ -	\$ -	\$ 8,098	\$ 601,113
Accrued payroll payable	351,475	-	-	4,734	356,209
Due to other funds	2,635	-	-	-	2,635
Due to component unit	789,042	-	-	-	789,042
Total liabilities	<u>1,736,167</u>	<u>-</u>	<u>-</u>	<u>12,832</u>	<u>1,748,999</u>
DEFERRED INFLOWS OF RESOURCES					
Unavailable revenue-property taxes	117,067	-	-	-	117,067
Unavailable revenue-special assessment	27,139	-	-	-	27,139
Total deferred inflows of resources	<u>144,206</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>144,206</u>
FUND BALANCES					
Nonspendable:					
Endowment	-	-	-	28,966	28,966
Inventories	47,451	-	-	-	47,451
Prepaid items	21,857	-	-	3,588	25,445
Restricted:					
Capital projects	3,022	8,812,118	-	1,001,606	9,816,746
Cultural and recreational	-	-	-	679,573	679,573
Debt service	-	-	834,307	-	834,307
Public safety	74	-	-	1,124,422	1,124,496
Streets	-	-	-	695,343	695,343
Tourism	-	-	-	108,137	108,137
Assigned:					
Insurance	203,464	-	-	-	203,464
Unassigned	<u>7,712,536</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7,712,536</u>
Total fund balances	<u>7,988,404</u>	<u>8,812,118</u>	<u>834,307</u>	<u>3,641,635</u>	<u>21,276,464</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 9,868,777</u>	<u>\$ 8,812,118</u>	<u>\$ 834,307</u>	<u>\$ 3,654,467</u>	<u>\$ 23,169,669</u>

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

CITY OF ENNIS, TEXAS
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION
September 30, 2016

Amounts reported for governmental activities in the statement of net position (page 25) are different because:

Total fund balances - governmental funds (page 27)		\$ 21,276,464
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.		63,053,924
Other long-term assets are not available to pay for current period expenditures and, therefore, are reported as unavailable revenue in the funds.		144,206
Deferred outflows of resources are not reported in the governmental funds:		
Deferred charges on refunding	\$ 603,574	
Pension contributions after measurement date	979,070	
Difference in projected and actual earnings on pension assets	<u>2,409,861</u>	3,992,505
Interest payable on long-term debt does not require current financial resources. Therefore interest payable is not reported as a liability in the governmental funds balance sheet.		(131,141)
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.		
Due within one year	(4,156,034)	
Due in more than one year	<u>(51,420,477)</u>	(55,576,511)
Deferred inflows of resources are not reported in the governmental funds:		
Changes in actuarial assumptions	(23)	
Difference in expected and actual pension experience	<u>(800,180)</u>	<u>(800,203)</u>
Net position of governmental activities (page 25)		<u><u>\$ 31,959,244</u></u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
For the Fiscal Year Ended September 30, 2016

	General	2016 Street Reconstruction	Debt Service	Total Nonmajor Funds	Total Governmental Funds
REVENUES					
Property taxes	\$ 6,582,359	\$ -	\$ 3,432,575	\$ -	\$ 10,014,934
Sales taxes	3,389,044	-	-	1,629,136	5,018,180
Franchise taxes	1,550,923	-	-	-	1,550,923
Hotel occupancy taxes	-	-	-	344,126	344,126
Alcoholic beverage taxes	43,442	-	-	-	43,442
Licenses and permits	292,635	-	-	-	292,635
Fines and forfeitures	603,300	-	-	22,530	625,830
Charges for services	207,909	-	-	35,236	243,145
Revenues from use of money and property	196,175	36,180	15,311	35,562	283,228
Miscellaneous	73,881	-	-	2,760	76,641
Intergovernmental	446,431	-	116,000	160,040	722,471
Contributions and donations	-	-	-	40,532	40,532
Total revenues	<u>13,386,099</u>	<u>36,180</u>	<u>3,563,886</u>	<u>2,269,922</u>	<u>19,256,087</u>
EXPENDITURES					
Current:					
General government	2,484,620	-	-	449,490	2,934,110
Public safety	8,497,933	-	-	106,400	8,604,333
Streets	920,975	-	-	553,059	1,474,034
Health	317,168	-	-	-	317,168
Equipment services	322,871	-	-	-	322,871
Cultural and recreational	1,065,060	-	-	40,173	1,105,233
Airport	14,570	-	-	-	14,570
Public works	297,208	-	-	-	297,208
Capital outlay:					
Streets	-	-	-	242,075	242,075
Airport	-	-	-	120,506	120,506
Debt service:					
Principal retirement	186,420	-	2,854,906	-	3,041,326
Interest and fiscal charges	25,158	558	778,540	-	804,256
Bond issuance costs	-	106,742	39,601	-	146,343
Total expenditures	<u>14,131,983</u>	<u>107,300</u>	<u>3,673,047</u>	<u>1,511,703</u>	<u>19,424,033</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(745,884)</u>	<u>(71,120)</u>	<u>(109,161)</u>	<u>758,219</u>	<u>(167,946)</u>
OTHER FINANCING SOURCES (USES)					
Transfers in	618,441	-	144,967	-	763,408
Transfers out	-	(4,167)	-	(13,366)	(17,533)
Refunding bonds issued	-	-	3,325,000	-	3,325,000
Certificates of obligation issued	-	8,760,000	-	-	8,760,000
Premium on bonds issued	-	127,405	-	-	127,405
Payment to refunded bond escrow agent	-	-	(3,299,300)	-	(3,299,300)
Total other financing sources (uses)	<u>618,441</u>	<u>8,883,238</u>	<u>170,667</u>	<u>(13,366)</u>	<u>9,658,980</u>
Net change in fund balances	(127,443)	8,812,118	61,506	744,853	9,491,034
Fund balances-beginning	<u>8,115,847</u>	<u>-</u>	<u>772,801</u>	<u>2,896,782</u>	<u>11,785,430</u>
Fund balances-ending	<u>\$ 7,988,404</u>	<u>\$ 8,812,118</u>	<u>\$ 834,307</u>	<u>\$ 3,641,635</u>	<u>\$ 21,276,464</u>

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

CITY OF ENNIS, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
For the Fiscal Year Ended September 30, 2016

Amounts reported for governmental activities in the statement of activities (page 26) are different because:

Net Change in Fund Balances - total governmental funds (page 29)		\$ 9,491,034
Governmental funds report capital outlay as expenditures. However, in the government-wide statement of activities and changes in net position, the cost of those assets is allocated over their estimated useful lives as depreciation expense. This is the amount of capital outlay recorded as capital assets in the current period.		925,527
The net effect of various miscellaneous transactions involving capital assets (i.e., asset retirements/disposals) is to decrease net position.		(9,972)
Depreciation expense on capital assets is reported in the government-wide statement of activities and changes in net position, but they do not require the use of current financial resources. Therefore, depreciation expense is not reported as expenditure in governmental funds.		(2,961,560)
The issuance of long-term debt (e.g. bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas 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.		
Bonds issued	\$ (8,760,000)	
Refunding bonds issued	(3,325,000)	
Premium on bonds issued	(127,405)	
Deferred charge on refunding	90,534	
Bond principal retirement	5,926,912	
Amortization of bond premiums/discounts	64,055	
Amortization of deferred charge on refunding	(72,688)	
Note payable retirement	136,755	
Development agreement payable retirement	544,893	
Capital lease retirement	<u>186,480</u>	(5,335,464)
Accrued interest expense on long-term debt is reported in the government-wide statement of activities and changes in net position, but does not require the use of current financial resources; therefore, accrued interest expense is not reported as expenditures in governmental funds. Change in accrued interest.		(5,829)
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.		(9,600)
Pension contributions are recorded as expenditures in the governmental funds. However, in the statement of activities, these contributions are converted to the full accrual GASBS 68 pension amounts.		
Pension contributions after measurement date	6,272	
Difference in projected and actual earnings on pension assets	2,036,736	
Changes in actuarial assumptions	(23)	
Difference in expected and actual pension experience	<u>(371,982)</u>	1,671,003
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 governmental funds.		
Compensated absences	(108,633)	
Net pension liability	<u>(2,029,994)</u>	<u>(2,138,627)</u>
Change in net position of governmental activities (page 26)		<u><u>\$ 1,626,512</u></u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
For the Fiscal Year Ended September 30, 2016

	Budgeted Amounts		Actual	Variance with
	Original	Final	GAAP Basis	Final Budget
REVENUES				
Property taxes	\$ 6,677,350	\$ 6,677,350	\$ 6,582,359	\$ (94,991)
Sales taxes	3,092,700	3,092,700	3,389,044	296,344
Franchise taxes	1,644,568	1,644,568	1,550,923	(93,645)
Alcoholic beverage taxes	36,875	36,875	43,442	6,567
Licenses and permits	180,610	180,610	292,635	112,025
Fines and forfeitures	547,420	547,420	603,300	55,880
Charges for services	232,140	232,140	207,909	(24,231)
Revenues from use of money and property	228,990	228,990	196,175	(32,815)
Miscellaneous	42,159	42,159	73,881	31,722
Intergovernmental	-	-	446,431	446,431
Total revenues	<u>12,682,812</u>	<u>12,682,812</u>	<u>13,386,099</u>	<u>703,287</u>
EXPENDITURES				
Current:				
General government:				
City commission	94,688	94,688	115,727	21,039
Administration	1,544,818	1,999,818	2,368,893	369,075
Total general government	<u>1,639,506</u>	<u>2,094,506</u>	<u>2,484,620</u>	<u>390,114</u>
Public safety:				
Police protection	4,375,914	4,375,914	4,326,494	(49,420)
Judicial	198,452	198,452	247,818	49,366
Fire protection	3,353,261	3,442,261	3,419,933	(22,328)
Inspection	495,845	495,845	503,688	7,843
Total public safety	<u>8,423,472</u>	<u>8,512,472</u>	<u>8,497,933</u>	<u>(14,539)</u>
Streets	1,172,919	1,262,919	920,975	(341,944)
Health	388,732	388,732	317,168	(71,564)
Equipment services	294,701	294,701	322,871	28,170
Cultural and recreational:				
Parks	738,376	738,376	589,013	(149,363)
Library	430,854	430,854	423,104	(7,750)
Museum	33,597	33,597	52,943	19,346
Total cultural and recreational	<u>1,202,827</u>	<u>1,202,827</u>	<u>1,065,060</u>	<u>(137,767)</u>
Airport	-	-	14,570	14,570
Public works	299,112	299,112	297,208	(1,904)
Debt service:				
Principal retirement	172,523	172,523	186,420	13,897
Interest and fiscal charges	-	-	25,158	25,158
Total debt service	<u>172,523</u>	<u>172,523</u>	<u>211,578</u>	<u>39,055</u>
Total expenditures	<u>13,593,792</u>	<u>14,227,792</u>	<u>14,131,983</u>	<u>(95,809)</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(910,980)</u>	<u>(1,544,980)</u>	<u>(745,884)</u>	<u>799,096</u>
OTHER FINANCING SOURCES (USES)				
Transfers in	910,980	910,980	618,441	(292,539)
Total other financing sources and uses	<u>910,980</u>	<u>910,980</u>	<u>618,441</u>	<u>(292,539)</u>
Net change in fund balance	-	(634,000)	(127,443)	506,557
Fund balance-beginning	<u>7,737,241</u>	<u>7,737,241</u>	<u>8,115,847</u>	<u>378,606</u>
Fund balance-ending	<u>\$ 7,737,241</u>	<u>\$ 7,103,241</u>	<u>\$ 7,988,404</u>	<u>\$ 885,163</u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
September 30, 2016

	Business-type Activities - Enterprise		
	Utility	Nonmajor Enterprise Fund	Total Enterprise Funds
ASSETS			
Current Assets:			
Cash and cash equivalents	\$ 4,137,690	\$ -	\$ 4,137,690
Restricted cash and cash equivalents - bond construction	232,312	-	232,312
Receivables (net of allowance for uncollectibles)	907,730	131,492	1,039,222
Due from other funds	-	14,808	14,808
Intergovernmental receivable	132,961	-	132,961
Inventories	146,505	-	146,505
Prepaid items	892	-	892
Total current assets	<u>5,558,090</u>	<u>146,300</u>	<u>5,704,390</u>
Noncurrent Assets:			
Restricted cash and cash equivalents - bond construction	2,802,825	-	2,802,825
Capital assets (net, where applicable of accumulated depreciation)	33,030,779	182,151	33,212,930
Total noncurrent assets	<u>35,833,604</u>	<u>182,151</u>	<u>36,015,755</u>
Total assets	<u>41,391,694</u>	<u>328,451</u>	<u>41,720,145</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred charges on refunding	195,899	-	195,899
Pension contributions after measurement date	230,956	82,147	313,103
Difference in projected and actual earnings on pension assets	568,469	202,194	770,663
Total deferred outflows of resources	<u>995,324</u>	<u>284,341</u>	<u>1,279,665</u>
LIABILITIES			
Current Liabilities:			
Accounts payable	169,343	15,972	185,315
Accrued payroll payable	79,614	27,974	107,588
Due to other funds	252,918	317,860	570,778
Compensated absences	122,511	40,616	163,127
Customer deposits payable	553,935	-	553,935
Bonds payable	1,545,654	-	1,545,654
Capital lease payable	-	9,482	9,482
Accrued interest payable	58,529	-	58,529
Current liabilities payable from restricted assets:			
Accounts payable	232,312	-	232,312
Total current liabilities	<u>3,014,816</u>	<u>411,904</u>	<u>3,426,720</u>
Noncurrent Liabilities:			
Compensated absences	-	14,695	14,695
Bonds payable	11,269,183	-	11,269,183
Net pension liability	1,728,672	614,856	2,343,528
Total noncurrent liabilities	<u>12,997,855</u>	<u>629,551</u>	<u>13,627,406</u>
Total liabilities	<u>16,012,671</u>	<u>1,041,455</u>	<u>17,054,126</u>
DEFERRED INFLOWS OF RESOURCES			
Changes in actuarial assumptions	5	2	7
Difference in expected and actual pension experience	188,757	67,137	255,894
Total deferred inflows of resources	<u>188,762</u>	<u>67,139</u>	<u>255,901</u>
NET POSITION (DEFICIT)			
Net investment in capital assets	23,214,666	172,669	23,387,335
Unrestricted	2,970,919	(668,471)	2,302,448
Total net position (deficit)	<u>\$ 26,185,585</u>	<u>\$ (495,802)</u>	<u>\$ 25,689,783</u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
PROPRIETARY FUNDS
For the Fiscal Year Ended September 30, 2016

	Business-type Activities - Enterprise		
	Utility	Nonmajor Enterprise Fund	Total Enterprise Funds
Operating revenues:			
Water revenue	\$ 5,236,246	\$ -	\$ 5,236,246
Sewer revenue	3,380,920	-	3,380,920
Sanitation revenue	-	1,112,661	1,112,661
Total operating revenues	<u>8,617,166</u>	<u>1,112,661</u>	<u>9,729,827</u>
Operating expenses:			
Personnel	2,604,169	936,128	3,540,297
Supplies	645,593	45,309	690,902
Maintenance and replacement	983,737	38,477	1,022,214
Miscellaneous services	1,415,893	73,656	1,489,549
Depreciation and amortization	1,803,424	67,392	1,870,816
Total operating expenses	<u>7,452,816</u>	<u>1,160,962</u>	<u>8,613,778</u>
Operating income (loss)	<u>1,164,350</u>	<u>(48,301)</u>	<u>1,116,049</u>
Nonoperating revenue (expenses):			
Investment earnings	31,877	-	31,877
Loss on disposal of property	(40,716)	-	(40,716)
Interest expense	(276,869)	(524)	(277,393)
Bond issuance costs	(87,332)	-	(87,332)
Total nonoperating revenue (expenses)	<u>(373,040)</u>	<u>(524)</u>	<u>(373,564)</u>
Income before contributions and transfers	791,310	(48,825)	742,485
Capital contributions	702,809	-	702,809
Transfer in	4,167	-	4,167
Transfer out	<u>(737,001)</u>	<u>(13,041)</u>	<u>(750,042)</u>
Change in net position	761,285	(61,866)	699,419
Net position-beginning, as restated	<u>25,424,300</u>	<u>(433,936)</u>	<u>24,990,364</u>
Net position (deficit)-ending	<u><u>\$ 26,185,585</u></u>	<u><u>\$ (495,802)</u></u>	<u><u>\$ 25,689,783</u></u>

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

CITY OF ENNIS, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Fiscal Year Ended September 30, 2016

	Business-type Activities - Enterprise		
	Utility	Nonmajor Enterprise Fund	Total Enterprise Funds
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers	\$8,696,602	\$1,107,444	\$9,804,046
Payments to suppliers and service providers	(3,009,194)	(151,866)	(3,161,060)
Payments to employees for salaries and benefits	(2,573,393)	(911,770)	(3,485,163)
Net cash provided by (used for) operating activities	<u>3,114,015</u>	<u>43,808</u>	<u>3,157,823</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Advances to other funds	-	(1,271)	(1,271)
Advances from other funds	34,296	8,545	42,841
Capital contributions	397,075	-	397,075
Transfers from other funds	4,167	-	4,167
Transfers to other funds	(737,001)	(13,041)	(750,042)
Net cash provided by (used for) noncapital financing activities	<u>(301,463)</u>	<u>(5,767)</u>	<u>(307,230)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES			
Acquisition and construction of capital assets	(2,469,913)	-	(2,469,913)
Proceeds from sale of bonds	7,785,000	-	7,785,000
Bond issuance costs	(87,332)	-	(87,332)
Principal paid on bond maturities	(4,518,088)	-	(4,518,088)
Interest and fiscal charges paid on bonds	(357,259)	-	(357,259)
Principal paid on leased assets	-	(37,517)	(37,517)
Interest paid on leased assets	-	(524)	(524)
Net cash provided by (used for) capital and related financing activities	<u>352,408</u>	<u>(38,041)</u>	<u>314,367</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest on investments	39,807	-	39,807
Net cash provided by investing activities	<u>39,807</u>	<u>-</u>	<u>39,807</u>
Net increase (decrease) in cash and cash equivalents	3,204,767	-	3,204,767
Cash and cash equivalents October 1 (including \$39,385 reported in restricted accounts)	3,968,060	-	3,968,060
Cash and cash equivalents September 30 (including \$3,035,137 reported in restricted accounts)	<u>\$7,172,827</u>	<u>\$ -</u>	<u>\$7,172,827</u>
Reconciliation of operating income to net cash provided by operating activities:			
Operating income (loss)	\$1,164,350	\$ (48,301)	\$1,116,049
Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities:			
Depreciation and amortization	1,803,424	67,392	1,870,816
(Increase) decrease in accounts receivable	69,486	(5,217)	64,269
(Increase) decrease in inventory	(3,530)	-	(3,530)
(Increase) decrease in prepaid items	(892)	-	(892)
(Increase) decrease in pension related deferred outflows	(386,486)	(137,241)	(523,727)
Increase (decrease) in accounts payable	40,451	5,576	46,027
Increase (decrease) in accrued payroll payable	14,279	4,456	18,735
Increase (decrease) in compensated absences	(31,475)	3,919	(27,556)
Increase (decrease) in customer deposits	9,950	-	9,950
Increase (decrease) in net pension liability	434,458	153,224	587,682
Total adjustments	<u>1,949,665</u>	<u>92,109</u>	<u>2,041,774</u>
Net cash provided by (used for) operating activities	<u>\$3,114,015</u>	<u>\$ 43,808</u>	<u>\$3,157,823</u>
Schedule of non-cash transactions:			
Contributions of capital assets	\$ 172,773	\$ -	\$ -
Purchase of capital assets on account	232,312	-	232,312

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

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Description of government-wide financial statements

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary activities of the primary government and its component units. *Governmental activities*, which normally are supported by taxes, intergovernmental revenues, and other nonexchange transactions, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges to external customers for support. Likewise, the *primary government* is reported separately from certain legally separate *component units* for which the primary government is financially accountable.

B. Reporting entity

The City of Ennis, Texas (the "City") was incorporated May 2, 1872, and operates under a Commission-Manager form of government. The accompanying financial statements present the City and its component units, entities for which the City is considered to be financially accountable. The City (the primary government) is financially accountable if it appoints a voting majority of the organization's governing board and (1) is able to impose its will on the organization or (2) there is a potential for the organization to provide specific financial benefit to or impose specific financial burden on the City. Additionally, the City is required to consider other organizations for which the nature and significance of their relationship with the City are such that exclusion would cause the City's financial statements to be misleading or incomplete. The financial statements are formatted to allow the user to clearly distinguish between the primary government and its component units.

Discretely presented component units. The Corporations described below are included in the City's reporting entity because the City appoints the governing body and the Corporations are fiscally dependent on the City. The Corporations are reported as discretely presented component units since the governing body is not substantively the same as the governing body of the City, and they provide service to the citizens of Ennis and the surrounding area as opposed to only the primary government. To emphasize that they are legally separate from the City, they are reported in separate columns in the financial statements.

The *Ennis Economic Development Corporation, Inc.* (the "Corporation") is responsible for collecting and disbursing the one-half percent sales tax to be used for economic development within the City. The members of the Corporation's board are appointed by the City. The City can impose its will on the Corporation by significantly influencing the program, projects, activities, or level of service performed by the Corporation. The Corporation is presented as a governmental fund type and has a September 30 year end.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

B. Reporting entity (continued)

Separately issued financial reports are available for the Corporation. This report may be obtained by contacting the following office.

City of Ennis
115 West Brown Street
Ennis, Texas 75119

The *Ennis Industrial Development Corporation, Inc.* (IDC) is authorized to acquire, whether by construction, devise, purchase, gift, lease or otherwise or any one or more of such methods to construct, improve, maintain, equip and furnish development projects within or partially within the City limits and to issue revenue bonds to defray all or part of the cost of any project. The members of the IDC's board are appointed by the City Commission. The City can impose its will on the IDC by significantly influencing the program, projects, activities, or level of service performed by the IDC. Separate financial statements for the IDC are not issued.

C. Basis of presentation – government-wide financial statements

While separate government-wide and fund financial statements are presented, they are interrelated. The governmental activities column incorporates data from governmental funds, while business-type activities incorporate data from the City's enterprise funds. Separate financial statements are provided for governmental funds and proprietary funds.

As discussed earlier, the City has discretely presented component units. The Economic Development Corporation and Industrial Development Corporation are considered to be major component units and are shown in separate columns in the government-wide financial statements.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the City's water and sewer and sanitation functions and various other functions of the City. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

D. Basis of presentation – fund financial statements

The fund financial statements provide information about the City's funds. Separate statements for each fund category—governmental and proprietary—are presented. The emphasis of fund financial statements is on major governmental and enterprise funds, each displayed in a separate column. All remaining governmental and enterprise funds are aggregated and reported as nonmajor funds. Major individual governmental and enterprise funds are reported as separate columns in the fund financial statements.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Basis of presentation – fund financial statements (continued)

The City reports the following major governmental funds:

The *general fund* is the City's primary operating fund. It accounts for all financial resources of the general government, except those accounted for in another fund.

The *2016 street construction fund* is used to account for improvements to streets from issuance of certificates of obligation.

The *debt service fund* is used to account for the accumulation of resources that are restricted for the payment of principal and interest on long-term obligations of governmental funds.

The City reports the following major enterprise fund:

The *utility fund* accounts for the activities of the sewage treatment plant, sewage pumping stations and collection systems, and the water distribution system.

During the course of operations the City has activity between funds for various purposes. Any residual balances outstanding at year end are reported as due from/to other funds. While these balances are reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Balances between the funds included in governmental activities (i.e., the governmental funds) are eliminated so that only the net amount is included as internal balances in the governmental activities column. Similarly, balances between the funds included in business-type activities (i.e., the enterprise funds) are eliminated so that only the net amount is included as internal balances in the business-type activities column.

Further, certain activity occurs during the year involving transfers of resources between funds. In fund financial statements these amounts are reported at gross amounts as transfers in/out. While reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Transfers between the funds included in governmental activities are eliminated so that only the net amount is included as transfers in the governmental activities column. Similarly, balances between the funds included in business-type activities are eliminated so that only the net amount is included as transfers in the business-type activities column.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

E. Measurement focus and basis of accounting

The accounting and financial reporting treatment is determined by the applicable measurement focus and basis of accounting. Measurement focus indicates the type of resources being measured such as *current financial resources* or *economic resources*. The basis of accounting indicates the timing of transactions or events for recognition in the financial statements.

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

The governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences, and claims and judgments, are recorded only when payment is due. General capital asset acquisitions are reported as expenditures in governmental funds. Issuance of long-term debt and acquisitions under capital leases are reported as other financing sources.

Property taxes, sales taxes, franchise taxes, licenses, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period if received during the period or within the availability period for this revenue source (within 60 days of year end). Expenditure-driven grants are recognized as revenue when the qualifying expenditures have been incurred and all other eligibility requirements have been met, and the amount is received during the period or within the availability period for this revenue source (within 60 days of year end). All other revenue items are considered to be measurable and available only when cash is received by the City.

The proprietary funds are reported using the *economic resources measurement focus* and the *accrual basis of accounting*.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

F. Budgetary information

1. *Budgetary basis of accounting*

Annual budgets are adopted on a basis consistent with generally accepted accounting principles for the general fund and debt service fund. The annual budgets for the utility and nonmajor enterprise funds are prepared on the budgetary basis of accounting. Appropriations in all budgeted funds lapse at the end of the fiscal year. The legal level of budgetary control (i.e., the level at which expenditures may not legally exceed appropriations) is the fund level.

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance

1. *Cash and cash equivalents*

The City's cash and cash equivalents are considered to be cash on hand, demand deposits, certificates of deposit and short-term investments with original maturities of three months or less from the date of acquisition.

2. *Investments*

Investments for the City are reported at fair value (generally based on quoted market prices) except for the position in TexPool. In accordance with state law, TexPool operates in conformity with all of the requirements of the Securities and Exchange Commission's (SEC) Rule 2a7 as promulgated under the Investment Company Act of 1940, as amended. Accordingly, TexPool qualifies as a 2a7-like pool and is reported at the net asset value per share (which approximates fair value) even though it is calculated using the amortized cost method. TexPool is subject to regulatory oversight by the State Treasurer, although it is not registered with the SEC.

The State Comptroller of Public Accounts oversees TexPool. Federated Investors is the full service provider to the pool managing the assets, providing participant services, and arranging for all custody and other functions in support of the pool operations under a contract with the Comptroller.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

TexPool is managed conservatively to provide a safe, efficient, and liquid investment alternative to Texas governments. The pool seeks to maintain a \$1.00 value per share as required by the Texas Public Funds Investment Act. TexPool investments consist exclusively of U.S. Government securities, repurchase agreements collateralized by U.S. Government securities, and AAA-rated no-load money market mutual funds. TexPool is rated AAAM by Standard & Poor's, the highest rating a local government investment pool can achieve. The weighted average maturities of the pool cannot exceed 60 days, with the maximum maturity of any investment limited to 13 months. TexPool, like its participants, is governed by the Texas Public Funds Investment Act, and is in full compliance with the Act.

3. Restricted assets

Certain proceeds of the City's enterprise funds general obligation bonds are classified as restricted assets on the statement of net position because they are maintained in separate bank accounts and their use is limited by applicable bond covenants. The "revenue bond construction" account is used to report those proceeds of revenue bond issuances that are restricted for use in construction.

4. Inventories and prepaid items

Inventories are valued at cost using the first-in/first-out (FIFO) method and consist of expendable supplies and vehicle repair parts. The cost of such inventories is recorded as expenditures/expenses when consumed rather than when purchased.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements. The cost of prepaid items is recorded as expenditures/expenses when consumed rather than when purchased.

5. Capital assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g., roads, bridges, sidewalks and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Capital assets are defined by the City as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

As the government constructs or acquires additional capital assets each period, they are capitalized and reported at historical cost. The reported value excludes normal maintenance and repairs which are essentially amounts spent in relation to capital assets that do not increase the capacity or efficiency of the item or increase its estimated useful life. Donated capital assets are recorded at their estimated fair value at the date of donation.

Interest incurred during the construction phase of capital assets of enterprise funds is included as part of the capitalized value of the assets constructed, net of interest earned on the invested proceeds over the same period. The amount of interest capitalized depends on the specific circumstances. This year certificates of obligation were issued to finance utility fund projects. Accordingly, the interest capitalized in the amount of \$92,226 was calculated by netting actual interest expense on the bonds (\$100,156) with the actual investment earnings on the unspent proceeds of the bonds (\$7,930).

Land and construction in progress are not depreciated. The other property, plant, equipment, and infrastructure of the primary government are depreciated using the straight line method over the following estimated useful lives:

Capital asset classes	Lives
Buildings	7-50
Improvements	7-50
Machinery and equipment	5-30
Infrastructure	10-50
Water rights	30

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

6. *Deferred outflows/inflows of resources*

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. Deferred outflows of resources reported in this year's financial statements include (1) a deferred outflow of resources for contributions made to the City's defined benefit pension plan between the measurement date of the net pension liabilities from that plan and the end of the City's fiscal year, (2) deferred outflows of resources related to the differences between the projected and actual investment earnings for the City's multiple-employer defined benefit fund, and (3) deferred charge on refunding. Deferred outflows for pension contributions will be recognized in the subsequent fiscal year. The differences between the projected and actual investment earnings are attributed to pension expense over a total of 5 years, including the current year. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt. No deferred outflows of resources affect the governmental funds financial statements in the current year.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. Deferred inflows of resources are reported in the City's various statements of net position for 1) a deferred inflow of resources related to changes in actuarial assumptions of the City's defined benefit pension plan and 2) the difference between expected and actual experience data used by the actuary. Deferred inflows for changes in actuarial assumptions is attributed to pension expense over a total of 5.42 years. The deferred inflow of resources related to the difference between expected and actual experience data used by the actuary is attributed to pension expense over a total of 5 years, including the current year. In its governmental funds, the only deferred inflow of resources is for revenues that are not considered available. The City will not recognize the related revenues until they are available (collected not later than 60 days after the end of the City's fiscal year) under the modified accrual basis of accounting. Accordingly, unavailable revenues from property taxes are reported in the governmental funds balance sheet.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

7. Long-term obligations

In the government-wide financial statements, and proprietary fund type in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statements of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

8. Net position flow assumption

Net position represent the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources on the government-wide financial statements. Net positions are classified in the following categories:

Net investment in capital assets —This amount consists of capital assets net of accumulated depreciation and reduced by outstanding debt that is attributed to the acquisition, construction, or improvement of the assets.

Restricted net position —This amount is restricted by creditors, grantors, contributors, or laws or regulations of other governments.

Unrestricted net position —This amount is the net position that does not meet the definition of “net investment in capital assets” or “restricted net position”.

Sometimes the City will fund outlays for a particular purpose from both restricted (e.g., restricted bond or grant proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted – net position and unrestricted – net position in the government-wide and proprietary fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted – net position to have been depleted before unrestricted – net position is applied.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

9. Fund balance flow assumption

The governmental fund financial statements present fund balance categorized based on the nature and extent of the constraints placed on the specific purposes for which a government's funds may be spent. The following classifications describe the relative strength of the spending constraints:

Nonspendable fund balance—amounts that are not in spendable form (such as inventories and prepaid items) or are required to be maintained intact.

Restricted fund balance—amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.

Committed fund balance—amounts constrained to specific purposes by the City itself, using its highest level of decision-making authority (i.e., City Commissioners). To be reported as committed, amounts cannot be used for any other purpose unless the City takes the same highest level action to remove or change the constraint.

Assigned fund balance—amounts the City intends to use for a specific purpose. Intent can be expressed by the City Commissioners or by an official or body to which the City Commissioners delegates the authority.

Unassigned fund balance—amounts that represent fund balance that has not been assigned to other funds and that has not been restricted, committed, or assigned to specific purposes within the general fund. Other governmental funds might report a negative balance in this classification, as the result of overspending for specific purposes for which amounts had been restricted, committed, or assigned. Positive balances are reported only in the general fund.

Sometimes the City will fund outlays for a particular purpose from both restricted and unrestricted resources (the total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements a flow assumption must be made about the order in which the resources are considered to be applied. It is the City's policy to consider restricted fund balance to have been depleted before using any of the components of unrestricted fund balance. Further, when the components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

G. Assets, liabilities, deferred outflows/inflows of resources, and net position/fund balance (continued)

10. *Library Endowment*

Under terms of the endowment, and consistent with State statutes, the City is authorized on a total-return policy to spend the net appreciation for the benefit of the Ennis Public Library. All available net appreciation has been expended as of September 30, 2016.

11. *Deficit fund equity*

As of September 30, 2016, the Sanitation fund, a nonmajor enterprise fund, has a deficit fund balance of \$495,802.

H. Revenues and expenditures/expenses

1. *Program revenues*

Amounts reported as *program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions (including special assessments) that are restricted to meeting the operational or capital requirements of a particular function or segment. All taxes, including those dedicated for specific purposes, and other internally dedicated resources are reported as general revenues rather than as program revenues.

2. *Property taxes*

The City's property tax is levied each October 1 on the assessed value listed as of the prior January 1 for all real and personal property. Appraised values are established by the Ellis Appraisal District as market value and assessed at 100% of appraised value. Property taxes attach as an enforceable lien on property as of January 1. The Ellis County Tax Assessor/Collector bills and collects the City's property taxes, which are due October 1. Full payment can be made prior to the next January 31 to avoid penalty and interest charges. Over time substantially all property taxes are collected.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

H. Revenues and expenditures/expenses (continued)

3. *Compensated absences*

The City's policy permits employees to accumulate earned but unused vacation benefits, which are eligible for payment upon separation from City service. The liability for such leave is reported as incurred in the government-wide and proprietary fund financial statements. A liability for those amounts is recorded in the governmental funds only if the liability has matured as a result of employee resignations or retirements. The liability for compensated absences includes salary-related benefits, where applicable. Vacation leave shall be taken during the year following its accumulation.

4. *Proprietary funds operating and nonoperating revenues and expenses*

Proprietary funds distinguish *operating* revenues and expenses from *nonoperating* items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the utility and nonmajor enterprise funds are charges to customers for sales and services. The utility fund also recognizes as operating revenue the portion of tap fees intended to recover the cost of connecting new customers to the system. Operating expenses for the enterprise funds includes the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

5. *Pensions*

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the Fiduciary Net Position of the Texas Municipal Retirement System (TMRS) and additions to/deductions from TMRS's Fiduciary Net Position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS

A. Cash deposits with financial institutions

Custodial credit risk-deposits. In the case of deposits, this is the risk that in the event of a bank failure, the City's deposits may not be returned to it. State statutes require that all deposits in financial institutions be fully collateralized by U.S. Government obligations or obligations of Texas and its agencies that have a market value of not less than the principal amount of the deposits. The City's deposits were fully insured or collateralized as required by State statutes at September 30, 2016. At year end, the bank balance of the City's deposits was \$27,984,148. Of the bank balance, \$513,074 was covered by federal depository insurance and the remaining balance, \$27,471,074, was covered by collateral pledged in the City's name. The collateral was held in the City's name by the safekeeping department of the pledging bank's agent and had a fair value of approximately \$29,971,000.

B. Investments

State statutes authorize the City to invest in certificates of deposit, obligations of the U.S. Treasury and the State Treasurer's Investment Pool.

The State Treasurer's Investment Pool (TexPool) operates in accordance with state law, which requires it to meet all of the requirements of Rule 2a-7 of the Securities and Exchange Commission. See note 1.G.2, *Investments*, for a discussion of how the shares in the Pool are valued. TexPool invests in a high quality portfolio of debt securities investments legally permissible for municipalities and school districts in the state.

<u>Investment Type</u>	<u>Fair Value</u>
TexPool	<u>\$ 303,156</u>

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. As of September 30, 2016, the City's investment in TexPool was rated AAA by Standard & Poor's and Aaa by Moody's Investors Service.

Concentration of credit risk. The City's investment policy contains no limitations on the amount that can be invested in any one issuer.

TexPool is considered a cash equivalent on the Government-wide Statement of Net Position and on the Balance Sheets of the Fund Financial Statements.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

C. Receivables

Amounts are aggregated into a single accounts receivable (net of allowance for uncollectibles) line for certain funds and aggregated columns. Below is the detail of receivables for the general, nonmajor governmental, utility, and nonmajor enterprise funds, including the applicable allowances for uncollectible accounts:

Receivables:	General	Nonmajor Governmental	Utility	Nonmajor Enterprise	Total
Taxes	\$ 1,587,766	\$ 356,398	\$ -	\$ -	\$ 1,944,164
Accounts	-	-	938,771	141,185	1,079,956
Special assessments	27,139	-	-	-	27,139
Other	35,367	-	-	-	35,367
Gross receivables	<u>1,650,272</u>	<u>356,398</u>	<u>938,771</u>	<u>141,185</u>	<u>3,086,626</u>
Less: allowance for uncollectibles	(167,363)	-	(31,041)	(9,693)	(208,097)
Net total receivables	<u>\$ 1,482,909</u>	<u>\$ 356,398</u>	<u>\$ 907,730</u>	<u>\$ 131,492</u>	<u>\$ 2,878,529</u>

D. Capital assets

Capital asset activity for the year ended September 30, 2016, was as follows:

Governmental activities:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 6,661,766	\$ -	\$ -	\$ 6,661,766
Construction in progress	5,051,063	462,407	(5,056,360)	457,110
Total capital assets not being depreciated	<u>11,712,829</u>	<u>462,407</u>	<u>(5,056,360)</u>	<u>7,118,876</u>
Capital assets being depreciated:				
Buildings	30,992,571	-	-	30,992,571
Improvements	2,725,535	-	-	2,725,535
Machinery and equipment	14,122,585	463,120	-	14,585,705
Infrastructure	43,526,896	5,056,360	(48,012)	48,535,244
Totals capital assets being depreciated	<u>91,367,587</u>	<u>5,519,480</u>	<u>(48,012)</u>	<u>96,839,055</u>
Less accumulated depreciation for:				
Buildings	(7,840,846)	(757,889)	-	(8,598,735)
Improvements	(1,696,024)	(86,839)	-	(1,782,863)
Machinery and equipment	(9,169,350)	(925,214)	-	(10,094,564)
Infrastructure	(19,274,267)	(1,191,618)	38,040	(20,427,845)
Total accumulated depreciation	<u>(37,980,487)</u>	<u>(2,961,560)</u>	<u>38,040</u>	<u>(40,904,007)</u>
Total capital assets, being depreciated, net	<u>53,387,100</u>	<u>2,557,920</u>	<u>(9,972)</u>	<u>55,935,048</u>
Governmental activities capital assets, net	<u>\$ 65,099,929</u>	<u>\$ 3,020,327</u>	<u>\$ (5,066,332)</u>	<u>\$ 63,053,924</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

D. Capital assets (continued)

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

Governmental activities:

General government	\$ 8,195
Public safety	301,379
Streets	1,216,234
Health	8,560
Equipment services	1,317
Cultural and recreational	152,598
Airport	13,455
Hospital	1,229,355
Public works	30,467
Total depreciation expense - governmental activities	<u>\$ 2,961,560</u>

Business-type activities:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Land	\$ 241,639	\$ -	\$ -	\$ 241,639
Construction in progress	139,916	2,389,368	(40,716)	2,488,568
Total capital assets not being depreciated	<u>381,555</u>	<u>2,389,368</u>	<u>(40,716)</u>	<u>2,730,207</u>
Capital assets being depreciated:				
Buildings	9,622,243	-	-	9,622,243
Improvements	48,838,131	139,069	-	48,977,200
Machinery and equipment	2,823,015	438,786	-	3,261,801
Water rights	1,001,831	-	-	1,001,831
Total capital assets being depreciated	<u>62,285,220</u>	<u>577,855</u>	<u>-</u>	<u>62,863,075</u>
Less accumulated depreciation for:				
Buildings	(5,320,491)	(180,381)	-	(5,500,872)
Improvements	(22,499,892)	(1,464,082)	-	(23,963,974)
Machinery and equipment	(2,221,635)	(192,959)	-	(2,414,594)
Water rights	(467,518)	(33,394)	-	(500,912)
Total accumulated depreciation	<u>(30,509,536)</u>	<u>(1,870,816)</u>	<u>-</u>	<u>(32,380,352)</u>
Total capital assets being depreciated, net	<u>31,775,684</u>	<u>(1,292,961)</u>	<u>-</u>	<u>30,482,723</u>
Business-type capital assets, net	<u>\$ 32,157,239</u>	<u>\$ 1,096,407</u>	<u>\$ (40,716)</u>	<u>\$ 33,212,930</u>

Depreciation expense was charged to the functions/programs of the business-type activities of the primary government as follows:

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

D. Capital assets (continued)

Business-type activities:

Water	\$ 1,043,426
Sewer	759,998
Sanitation	67,392
Total depreciation expense - business-type activities	<u><u>\$ 1,870,816</u></u>

E. Construction commitments

Construction commitments. The City has active construction projects as of September 30, 2016. The projects include street improvements and water and sewer improvements. At year end the City's commitments with contractors are as follows:

<u>Project</u>	<u>Spent-to-Date</u>	<u>Remaining commitment</u>
Street improvements	\$ 457,110	\$ 743,417
Water and sewer improvements	2,400,491	2,228,831
	<u><u>\$ 2,857,601</u></u>	<u><u>\$ 2,972,248</u></u>

The street improvements projects are commitments of the City's General fund. The projects are being funded by operating revenues and grant proceeds.

The water and sewer improvements projects are a commitments of the Utility fund. The projects are being funded by certificates of obligation and grant proceeds.

F. Other significant commitments

The City has entered into a contract with Trinity River Authority of Texas whereby the City acquired the right to utilize approximately 2,880-acre feet of water annually from the Bardwell Dam and Reservoir. In addition to the original contract, an amendatory contract was executed whereby the Authority agreed to construct intake structures, a water treatment plant and necessary transmission mains for use by the City in utilizing water from Lake Bardwell. The Trinity River Authority (TRA) is a governmental agency, which is controlled by directors appointed by the governor. A current schedule of estimated future contractual payments due the Authority is shown below:

<u>Future Period</u>	<u>Monthly Payment</u>	<u>Annual Payment</u>	<u>Total of Payments</u>
10/01/16 12/31/17	\$ 28,419	\$ 341,028	<u><u>\$ 426,285</u></u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

F. Other significant commitments (continued)

Actual payments for the year ended September 30, 2016 were \$464,412. The payments to be received from the City of Ennis, Texas are used as collateral for the bonds issued by TRA to construct the facility.

The City has entered into a contract with Trinity River Authority, subject to a Raw Water Supply Contract between Trinity River Authority and the Tarrant Regional Water District, whereby the City acquired the right to utilize approximately 1,994-acre feet of raw water annually from the Richland-Chambers and Cedar Creek Reservoir. Under the terms of the agreement the City is to make a payment if the City draws no water or a higher payment if the City draws water (Take or Pay Contract). The City has not taken water under this contract since 2007. Annually, since 2007, the TRWD has waived the payments and actual payments for the year ended September 30, 2016 were \$0.

Complete separate financial statements for the Trinity River Authority may be obtained at Trinity River Authority of Texas, 5300 South Collins, P.O. Box 60, Arlington, Texas 76004.

On June 15, 2015 the City entered into an agreement with the Texas Department of Transportation (the State) to contribute \$600,061 to the State for the acquisition of right of ways along U.S. Highway 287 for the purposes of relocating and/or adjusting utilities. The City has agreed to contribute property with an appraised value of \$130,375 and make 4 periodic payments to the State. The land was contributed to the State during the current year and payments made as of the year ended September 30, 2016 totaled \$320,000. The fourth payment of \$149,686 will be due on or before October 1, 2017.

On April 4, 2016 the City contracted Schaumburg and Polk to perform a regional wastewater feasibility study for an amount not to exceed \$350,000. Actual payments made by the City for the year ended September 30, 2016 totaled \$42,000.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

G. Risk management

The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The City maintains commercial insurance coverage covering each of those risks of loss. Management believes such coverage is sufficient to preclude any significant uninsured losses to the City. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

H. Lease obligations

1. Operating lease (as lessor)

The City entered into a lease agreement with PRHC-Ennis GP, Inc. (subsequently LifePoint Hospitals, Inc.)(the “Company”) for the purpose of managing, operating and maintaining the new municipally owned hospital. Under the terms of the lease agreement the City has agreed to make the new hospital available to the Company for a term of forty years with two renewal periods of ten years, each. The Company has agreed to operate and maintain the hospital during the initial lease term and subsequent renewal periods and will pay the City \$3,200,000 for each lease renewal period (Total consideration for the initial term and two lease renewal periods will be \$28,195,735). The Company has the right to terminate the lease on 180 days notice to the City and the rent paid or payable under the lease will be proportionately and equitably rebated in accordance with the terms of the lease. Rental revenue reported under the lease agreement for the year ended September 30, 2016 totaled \$544,893.

The assets leased under the agreement are as follows:

<u>Asset</u>	<u>Governmental Activities</u>
Building	\$ 28,531,928
Machinery and equipment	7,525,953
Less: accumulated depreciation	<u>(11,298,254)</u>
Total	<u>\$ 24,759,627</u>

2. Capital lease (as lessee)

The City is currently purchasing equipment under lease purchase agreements. The interest on the leases range from 1.74-2.258%.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

H. Lease obligations (continued)

The assets acquired through capital leases are as follows:

<u>Asset</u>	Governmental Activities	Business-type Activities
Machinery and equipment	\$ 1,168,524	\$ 146,838
Less: accumulated depreciation	(372,383)	(102,787)
Total	<u>\$ 796,141</u>	<u>\$ 44,051</u>

Annual debt service requirements to maturity are as follows –

<u>Year Ending September 30</u>	Capital Lease Obligations			
	Governmental Activities		Business-type Activities	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
2017	\$ 29,611	\$ 676	\$ 9,482	\$ 28
2018	97,298	9,454	-	-
2019	80,483	7,519	-	-
2020	82,300	5,702	-	-
2021	84,158	3,844	-	-
2022	86,058	1,943	-	-
	<u>\$ 459,908</u>	<u>\$ 29,138</u>	<u>\$ 9,482</u>	<u>\$ 28</u>

I. Long-term liabilities

Certificates of Obligation

The City issues certificates of obligation to provide funds for the acquisition, construction and maintenance of major capital facilities. Certificates of obligation have been issued for both governmental and business-type activities. Certificates of obligation are direct obligations and pledge the full faith and credit of the government. Certificates of obligation outstanding at September 30, 2016 are as follows:

Governmental Activities:

<u>Series</u>	<u>Issue Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Year-end Balances</u>
2006	\$ 3,000,000	8/1/2027	4.0-5.0	\$ 150,000
2012	2,955,000	8/1/2020	2.0-3.0	400,000
2014	6,000,000	2/1/2034	2.0-3.75	5,750,000
2015	5,990,000	8/1/2035	2.0-3.375	5,635,000
2016	2,770,000	8/1/2031	2.0-2.10	2,770,000
Total				<u>\$ 14,705,000</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

I. Long-term liabilities (continued)

Business-type Activities:

<u>Series</u>	<u>Issue Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Year-end Balances</u>
2015	\$ 4,005,000	8/1/2035	2.0-3.375	\$ 4,005,000
2016	715,000	8/1/2026	2.0	715,000
Total				<u>\$ 4,720,000</u>

General Obligation Bonds

The City issues general obligation bonds to provide funds for the acquisition, construction and maintenance of major capital facilities. General obligation bonds have been issued for both governmental and business-type activities. General obligation bonds are direct obligations and pledge the full faith and credit of the government. General obligation bonds outstanding at September 30, 2016 are as follows:

Governmental Activities:

<u>Series</u>	<u>Issue Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Year-end Balances</u>
2007	\$ 2,565,432	8/1/2022	3.625-4.00	\$ 2,401,722
2012 - Refunding	1,685,000	2/1/2018	2.00	515,000
2012A - Refunding	1,984,500	8/1/2022	2.00-3.00	525,000
2014 - Refunding	10,045,000	8/1/2025	2.00-3.75	8,425,000
2016 - Refunding	3,325,000	8/1/2027	1.79	3,245,000
Total				<u>\$ 15,111,722</u>

Business-type Activities:

<u>Series</u>	<u>Issue Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Year-end Balances</u>
2007	\$ 4,094,568	8/1/2022	3.625-4.00	\$ 3,833,278
2012A - Refunding	3,685,500	8/1/2022	2.0-3.0	1,140,000
2016 - Refunding	3,065,000	8/1/2020	1.79	2,990,000
Total				<u>\$ 7,963,278</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

I. Long-term liabilities (continued)

Development Agreement Payable

The City entered into a development agreement with PRHC-Ennis GP, Inc. (subsequently LifePoint Hospitals, Inc.) (the "Company") for the construction, maintenance and operation of an acute municipal hospital. Under the terms of the development agreement the City purchased the constructed hospital from the Company. The purchase price paid at closing was reduced by an amount identified as rent under the terms of the development agreement and the terms of a lease agreement (described in Note 2.1.1). This development agreement payable (\$21,795,735) was recorded at closing and is reduced as rent revenue under the lease agreement as earned.

The development agreement payable currently outstanding and reported as a liability of the City's governmental activities at September 30, 2016 totaled \$16,846,920. The amount due within one year totals \$544,893.

Advance Refunding

The City issued \$6,390,000 in general obligation bonds with interest rate at 1.79%. The proceeds were used to advance refund \$6,190,000 of outstanding 2005 Series, general obligation bonds and 2006 Series, certificates of obligation which had interest rates ranging from 3.625% to 5.0%. The net proceeds of \$6,340,610 (after payment of \$77,456 in underwriting fees and other issuance costs and accrued interest of \$28,066) were deposited in an irrevocable trust with an escrow agent to provide funds for the future debt service payment on the refunded bonds. As a result, 2005 Series, general obligation bonds and 2006 Series, certificates of obligation are considered defeased and the liability for those bonds has been removed from the statement of net position. At September 30, 2016, \$0 of defeased bonds remain outstanding.

The reacquisition price exceeded the net carrying amount of the old debt by \$150,610. This amount is amortized over the remaining life of the refunding debt. The City advance refunded 2005 Series, general obligation bonds and 2006 Series, certificates of obligation to reduce its total debt service payments over 11 years by \$483,208 and to obtain an economic gain (difference between the present values of the debt service payments on the old and new debt) of \$539,207.

Compensated Absences

Compensated absences represent the estimated liability for employees' paid time off benefits for which employees are entitled to be paid upon termination. The retirement of this liability is paid from the General Fund, Utility Fund and nonmajor enterprise fund based on the assignment of an employee at termination.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

I. Long-term liabilities (continued)

Net Pension Liability

The net pension liability represents the liability for employees' for projected pension benefit payments to be provided to current active and inactive employees that is attributed to those employees' past periods of service less the amount of the pension plan's fiduciary net position.

Changes in Long-Term Liabilities

Changes in the City's long-term liabilities for the year ended September 30, 2016 are as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Governmental activities:					
Bonds payable:					
Certificates of obligation	\$ 8,665,000	\$ 8,760,000	\$ (2,720,000)	\$ 14,705,000	\$ 1,105,000
General obligation bonds	14,993,634	3,325,000	(3,206,912)	15,111,722	1,989,346
Less deferred amounts:					
For issuance discount	(3,809)	-	694	(3,115)	-
For issuance premium	439,622	127,405	(64,749)	502,278	-
Total bonds payable	<u>24,094,447</u>	<u>12,212,405</u>	<u>(5,990,967)</u>	<u>30,315,885</u>	<u>3,094,346</u>
Note payable	136,755	-	(136,755)	-	-
Development agreement payable	17,391,183	-	(544,893)	16,846,290	544,893
Capital leases	646,388	-	(186,480)	459,908	29,611
Compensated absences	517,581	595,817	(487,184)	626,214	487,184
Net pension liability	<u>5,298,220</u>	<u>2,029,994</u>	<u>-</u>	<u>7,328,214</u>	<u>-</u>
Governmental activity					
Long-term liabilities	<u>\$ 48,084,574</u>	<u>\$ 14,838,216</u>	<u>\$ (7,346,279)</u>	<u>\$ 55,576,511</u>	<u>\$ 4,156,034</u>

Certificates of obligation, general obligation bonds and note payable issued for governmental activity purposes are liquidated by the debt service fund. Governmental capital lease obligations, compensated absences, and net pension liability will be liquidated by the general fund. Vacation leave shall be taken during the year following its accumulation.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

I. Long-term liabilities (continued)

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Business-type activities:					
Bonds payable:					
Certificates of obligation	\$ -	\$ 4,720,000	\$ -	\$ 4,720,000	\$ -
General obligation bonds	9,416,366	3,065,000	(4,518,088)	7,963,278	1,545,654
Less deferred amounts:					
For issuance discount	(19,828)	-	7,848	(11,980)	-
For issuance premium	101,910	59,618	(17,989)	143,539	-
Total bonds payable	9,498,448	7,844,618	(4,528,229)	12,814,837	1,545,654
Capital lease	46,999	-	(37,517)	9,482	9,482
Compensated absences	205,379	154,574	(182,131)	177,822	163,127
Net pension liability	1,755,846	587,682	-	2,343,528	-
Business-type activity					
Long-term liabilities	<u>\$ 11,506,672</u>	<u>\$ 8,586,874</u>	<u>\$ (4,747,877)</u>	<u>\$ 15,345,669</u>	<u>\$ 1,718,263</u>

Certificates of obligation, general obligation bonds, capital lease obligations, compensated absences and net pension liability issued for business-type activities are repaid from those activities.

The debt service requirements for the City's bonds are as follows:

Year Ending September 30	Governmental Activities			
	Certificates of Obligation		General Obligation bonds	
	Principal	Interest	Principal	Interest
2017	\$ 1,105,000	\$ 373,500	\$ 1,989,346	\$ 429,767
2018	925,000	352,295	2,045,978	385,046
2019	1,015,000	333,245	1,898,312	339,009
2020	1,030,000	311,108	1,967,572	284,840
2021	665,000	289,458	1,634,906	228,192
2022-2026	3,545,000	1,222,013	5,395,608	447,207
2027-2031	4,010,000	748,150	180,000	3,222
2032-2035	2,410,000	169,656	-	-
	<u>\$ 14,705,000</u>	<u>\$ 3,799,425</u>	<u>\$ 15,111,722</u>	<u>\$ 2,117,283</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

I. Long-term liabilities (continued)

Year Ending September 30	Business-Type Activities			
	Certificates of Obligation		General Obligation Bonds	
	Principal	Interest	Principal	Interest
2017	\$ -	\$ 121,865	\$ 1,545,654	\$ 238,302
2018	-	123,056	1,509,022	197,740
2019	-	123,056	1,556,688	155,624
2020	-	123,056	1,602,428	112,044
2021	340,000	123,056	905,094	65,979
2022-2026	1,800,000	503,756	844,392	31,726
2027-2031	1,345,000	318,606	-	-
2032-2035	1,235,000	103,144	-	-
	<u>\$ 4,720,000</u>	<u>\$ 1,539,595</u>	<u>\$ 7,963,278</u>	<u>\$ 801,415</u>

J. Fund Balance

Minimum fund balance policy. In the general fund, the City strives to maintain an adequate General Fund Reserve which shall be at least the equivalent of ninety working days of general fund operating expenditures or \$1,000,000, whichever is the greater.

K. Interfund receivables and payables

The composition of interfund balances as of September 30, 2016 is as follows:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General	Utility	\$ 238,110
General	Nonmajor enterprise fund	317,860
Nonmajor governmental funds	General	2,635
Nonmajor enterprise fund	Utility	14,808
		<u>\$ 573,413</u>

The outstanding balances between funds result mainly from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

L. Interfund transfers

The composition of interfund transfers as of September 30, 2016 is as follows:

	Transfer In:			
	General	Debt Service	Utility	Total
Transfer out:				
2016 Street Construction	\$ -	\$ -	\$ 4,167	\$ 4,167
Nonmajor Governmental	13,366	-	-	13,366
Utility	592,034	144,967	-	737,001
Nonmajor Enterprise	13,041	-	-	13,041
Total	\$ 618,441	\$ 144,967	\$ 4,167	\$ 767,575

Transfers are primarily used to reimburse General Fund for administrative services provided and moving funds from the Utility Fund to the Debt Service Fund for payment of debt.

M. Discretely presented component units

1. Ennis Economic Development Corporation, Inc. (Corporation)

Cash deposits with financial institutions

At year end the bank balance of the Corporation's deposits was \$8,019,246. Of the bank balance, \$511,287 was covered by federal depository insurance and the remaining balance, \$7,507,959 was covered by collateral pledged in the Corporation's name. The collateral was held in the Corporation's name by the safekeeping department of the pledging bank's agent and had a fair value of approximately \$9,588,000.

Capital asset activity for the Corporation for the year ended September 30, 2016, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Governmental activities:				
Capital assets not being depreciated:				
Land	\$ 3,602,682	\$ 168,155	\$ (106,601)	\$ 3,664,236
Total capital assets not being depreciated	3,602,682	168,155	(106,601)	3,664,236
Capital assets being depreciated:				
Building	566,704	567,855	-	1,134,559
Improvements	343,429	-	-	343,429
Totals capital assets being depreciated	910,133	567,855	-	1,477,988
Less accumulated depreciation				
Building	(11,019)	(22,045)	-	(33,064)
Improvements	(343,429)	-	-	(343,429)
Total accumulated depreciation	(354,448)	(22,045)	-	(376,493)
Total capital assets being depreciated, net	555,685	545,810	-	1,101,495
Corporation capital assets, net	\$ 4,158,367	\$ 713,965	\$ (106,601)	\$ 4,765,731

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

M. Discretely presented component units (continued)

On October 9, 1998, the Corporation entered into a letter of agreement with Sterilite Corporation (Sterilite) whereby the Corporation conveyed 100 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, Sterilite agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

The conditional advance of land and cash valued at \$2,500,000 shall not be repaid by Sterilite in the event Sterilite maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year Sterilite maintains its facility at the levels described in the letter of agreement, Sterilite shall receive one-twentieth of the advance-combined amount credited to Sterilite.

To further secure the obligations of Sterilite, Sterilite granted and conveyed to the Corporation a second lien on real property and improvements with an agreed value of \$2,500,000. The Corporation agrees to release the second lien upon the expiration of ten years provided Sterilite has performed according to the letter of agreement.

On May 13, 2002, the Corporation entered into a letter of agreement with Lowe's Home Centers, Inc. (Lowe's) whereby the Corporation conveyed 41 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, Lowe's agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

The conditional advance of land valued at \$1,009,625 shall not be reimbursed by Lowe's in the event Lowe's maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year Lowe's maintains its facility at the levels described in the letter of agreement, one-twentieth shall reduce Lowe's obligation for any land cost reimbursement.

On January 23, 2003, the Corporation entered into a letter of agreement with CVS Texas Distribution, L.P. (CVS) whereby the Corporation conveyed 61.8 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, CVS agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

M. Discretely presented component units (continued)

The conditional advance of land valued at \$800,000 shall not be reimbursed by CVS in the event CVS maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year CVS maintains its facility at the levels described in the letter of agreement, one-twentieth shall reduce CVS's obligation for any land cost reimbursement.

On August 2, 2004, the Corporation entered into a letter of agreement with Koyo Steering Systems of Texas, L.P. (Koyo) whereby the Corporation conveyed 41.98 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, Koyo agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

The conditional advance of land valued at \$1,049,500 shall not be reimbursed by Koyo in the event Koyo maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year Koyo maintains its facility at the levels described in the letter of agreement, Koyo's obligation for any land cost reimbursement shall be reduced by one-twentieth.

On June 5, 2005, the Corporation entered into a letter of agreement with ASMO Manufacturing, Inc. (ASMO) whereby the Corporation conveyed 23.0155 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, ASMO agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

The conditional advance of land valued at \$805,543 shall not be reimbursed by ASMO in the event ASMO maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year ASMO maintains its facility at the levels described in the letter of agreement, ASMO's obligation for any land cost reimbursement shall be reduced by one-twentieth.

On August 9, 2006, the Corporation entered into a letter of agreement with Alliance Data Systems, Inc. (ADS) whereby the Corporation conveyed 15.570 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, ADS agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

M. Discretely presented component units (continued)

The conditional advance of land valued at \$622,800 shall not be reimbursed by ADS in the event ADS maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year ADS maintains its facility at the levels described in the letter of agreement, ADS's obligation for any land cost reimbursement shall be reduced by one-twentieth.

On February 3, 2015, the Corporation entered into a letter of agreement with Dakota Utility Contractors, Inc. (Dakota) whereby the Corporation conveyed 17.5 acres of land in consideration of certain promises, agreements and covenants as outlined in the letter of agreement. As part of the letter of agreement, Dakota agreed to invest in private infrastructure and employ a minimum number of individuals for a period of twenty years from the opening date of its facilities in Ennis, Texas.

The conditional advance of land valued at \$545,508 shall not be reimbursed by Dakota in the event Dakota maintains its Ennis, Texas facility at the levels described in the letter of agreement for a period of twenty years from the date of opening its facility in Ennis, Texas. Each year Dakota maintains its facility at the levels described in the letter of agreement, Dakota's obligation for any land cost reimbursement shall be reduced by one-twentieth.

Long-term liabilities

Sales Tax Revenue Bonds

Revenue bonds currently outstanding and reported as liabilities of the Corporation are:

<u>Series</u>	<u>Issue Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Year-end Balances</u>
1999	\$ 3,290,430	8/1/2034	3.50-8.45	\$ 455,430
2008 Refunding	5,460,000	8/1/2024	3.50-5.25	3,210,000
2014 Refunding	2,745,000	8/1/2034	0.50-4.50	2,470,000
Total				<u>\$ 6,135,430</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

M. Discretely presented component units (continued)

Service Contract

The City entered into a service contract with the Corporation, whereby the Corporation agrees to pay to the City a portion of the debt service for the City's Series 1998 Certificates of Obligation. Under the contract the City is required to provide \$80,000 in annual debt service and the Corporation will be required to serve the remainder of the annual debt. The payments are subject to the Corporation's annual budgeting and appropriations and are subject to the requirements for the Corporation's bond resolutions authorizing the Corporation's bonds. Actual payments made by the Corporation to the City for the year ended September 30, 2016 were \$115,800.

Annual debt service requirements to maturity for revenue bonds are as follows:

Year Ending September 30	Component Unit	
	Sales Tax	
	Revenue Bonds	
	Principal	Interest
2017	\$ 475,000	\$ 255,465
2018	490,000	236,880
2019	515,000	216,370
2020	535,000	194,080
2021	555,000	169,618
2022-2026	2,178,690	1,402,772
2027-2031	847,275	2,627,335
2032-2034	539,465	1,543,625
	<u>\$ 6,135,430</u>	<u>\$ 6,646,145</u>

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Corporation					
Bonds payable:					
Sales tax revenue bonds	\$ 6,590,430	\$ -	\$ (455,000)	\$ 6,135,430	\$ 475,000
Less deferred amounts:					
For issuance discount	(13,194)	-	880	(12,314)	-
	<u>6,577,236</u>	<u>-</u>	<u>(454,120)</u>	<u>6,123,116</u>	<u>475,000</u>
Note payable	136,755	-	(136,755)	-	-
	<u>\$ 6,713,991</u>	<u>\$ -</u>	<u>\$ (590,875)</u>	<u>\$ 6,123,116</u>	<u>\$ 475,000</u>

Subsequent events

Subsequent to year end, the Corporation approved the following items:

- Purchase of property in the amount of \$195,000.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 2 - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (continued)

N. Contingencies

Amounts received or receivable from grantor agencies are subject to audit and adjustment by grantor agencies. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount, if any, of expenditures which may be disallowed by the grantor, cannot be determined at this time although the government expects such amounts, if any, to be immaterial.

O. Subsequent events

On October 17, 2016 the City approved a construction contract in the amount of \$800,000 in relation to the construction of Minnie McDowal Park.

On December 5, 2016, the City approved the purchase of a solid waste vehicle in the amount of \$169,415.

On January 3, 2017, the City approved the purchase of a equipment in the amount of \$173,763.

On January 17, 2017, the City approved the purchase of fleet replacement vehicles in an amount not to exceed \$421,000.

P. Prior Period Adjustment

Corrections have been made to the business-type activities beginning net position in the government-wide financial statements and proprietary fund beginning net position in the fund financial statements due to the understatement of assets and net position. The changes to the beginning net position as of October 1, 2015 are summarized as follows:

	Government- wide Financial Statements	Fund Financial Statements
	Business-type Activities	Utility Fund
As previously reported, October 1, 2015	\$ 24,953,164	\$ 25,387,100
Correct understatement of capital assets	37,200	37,200
Restated, October 1, 2015	\$ 24,990,364	\$ 25,424,300
Effect of restatement on operations for the year ended September 30, 2015	\$ 37,200	\$ 37,200

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS

A. Plan Description

The City of Ennis Texas participates as one of 866 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). TMRS is an agency created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the System with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State of Texas. TMRS's defined benefit pension plan is a tax-qualified plan under Section 401 (a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

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

B. Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the city, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the city-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven payments options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS (continued)

B. Benefits Provided (continued)

	<u>Plan Provisions</u>
Employee deposit rate	7%
Municipal current matching ratio	2 - 1
Updated service credits:	
Rate (%)	100 T
Year effective	1998R
Increase benefits to retirees:	
Rate (%) ⁽¹⁾	70
Year effective	2001R
Vesting	5 yrs
Service retirement eligibilities	5 yrs/age 60, 20 yrs/any age
Restricted prior service credit effective date	1-93
Supplemental death benefits:	
Employees	Yes
Retirees	Yes
Statutory maximum (%)	Removed

⁽¹⁾ For years prior to 1982, the rate is the actual percentage in annuities. For 1982 and later, the rate is the percentage of the change in the CPI-U since retirement date, granted to each annuitant as an increase of the original annuity.

T — Includes Transfer Credits.

R — Annually Repeating. Ordinance automatically renews effective January 1 of each successive year.

Employees covered by benefit terms

At the December 31, 2015 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	116
Inactive employees entitled to but not yet receiving benefits	41
Active employees	<u>170</u>
	327

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS (continued)

C. Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the city matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the city. Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Employees for the City of Ennis, Texas were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City of Ennis, Texas were 17.93% and 18.55% in calendar years 2016 and 2015, respectively. The City's contributions to TMRS for the year ended September 30, 2016, were \$1,683,257, and were equal to the required contributions.

D. Net Pension Liability

The City's Net Pension (Asset) Liability (NPL) was measured as of December 31, 2015, and the Total Pension Liability (TPL) used to calculate the Net Pension (Asset) Liability was determined by an actuarial valuation as of that date.

Actuarial assumptions

The Total Pension Liability in the December 31, 2015 actuarial valuation was determined using the following actuarial assumptions:

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

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment, with male rates multiplied by 109% and female rates multiplied by 103%. Based on the size of the City, rates are multiplied by a factor of 100%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with males rates multiplied by 109% and female rates multiplied by 103% with a 3-year set-forward for both males and females. In addition, a 3% minimum mortality rate is applied to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements subject to the 3% floor.

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS (continued)

D. Net Pension Liability (continued)

Actuarial assumptions used in the December 31, 2015, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering 2009 through 2011, and dated December 31, 2013. These assumptions were first used in the December 31, 2013 valuation, along with a change to the Entry Age Normal (EAN) actuarial cost method. Assumptions are reviewed annually. No additional changes were made for the 2014 valuation. After the Asset Allocation Study analysis and experience investigation study, the Board amended the long-term expected rate of return on pension plan investments from 7% to 6.75%. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, the actuary focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). At its meeting on July 30, 2015, the TMRS Board approved a new portfolio target allocation. The target allocation and best estimates of real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected
Domestic Equity	17.5%	4.55%
International Equity	17.5%	6.10%
Core Fixed Income	10.0%	1.00%
Non-Core Fixed	20.0%	3.65%
Real Return	10.0%	4.03%
Real Estate	10.0%	5.00%
Absolute Return	10.0%	4.00%
Private Equity	5.0%	8.0%
Total	100%	

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS (continued)

D. Net Pension Liability (continued)

Discount Rate

The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

Changes in the Net Pension Liability

	Increase (Decrease)		
	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a) - (b)
Balance at 12/31/2014	\$58,275,533	\$51,221,467	\$7,054,066
Changes for the year:			
Service cost	1,671,627	-	1,671,627
Interest	4,045,832	-	4,045,832
Difference between expected and actual experience	(749,875)	-	(749,875)
Changes of assumptions	(37)	-	(37)
Contributions - employer	-	1,686,270	(1,686,270)
Contributions - employee	-	636,329	(636,329)
Net investment income	-	75,581	(75,581)
Benefit payments, including refunds of employee contributions	(2,627,506)	(2,627,506)	-
Administrative expense	-	(46,036)	46,036
Other changes	-	(2,273)	2,273
Net Changes	\$ 2,340,041	\$ (277,635)	\$2,617,676
Balance at 12/31/2015	\$60,615,574	\$50,943,832	\$9,671,742

Sensitivity of the net pension liability to changes in the discount rate -

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

	Discount Rate (5.75%)	Discount Rate (6.75%)	1.0% Increase in Discount Rate (7.75%)
City's net pension liability	\$ 18,083,304	\$ 9,671,742	\$ 2,738,932

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 3 - DEFINED BENEFIT PENSION PLANS (continued)

D. Net Pension Liability (continued)

Pension Plan Fiduciary Net Position

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

Payables to the Pension Plan - Legally required contributions outstanding at the end of the year totaled \$129,264.

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

For the year ended September 30, 2016, the City recognized pension expense of \$2,106,204.

At September 30, 2016, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflow of Resources	Deferred Inflow of Resources
Changes in actuarial assumptions	\$ -	\$ 30
Contributions subsequent to the measurement date	1,292,173	-
Difference between projected and actual investment earnings	3,180,524	-
Differences between expected and actual economic experience	-	1,056,074
Total	<u>\$ 4,472,697</u>	<u>\$ 1,056,104</u>

\$1,292,173 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension asset for the year ending September 30, 2016. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Year Ended December 31</u>	
2016	\$ 562,267
2017	562,267
2018	562,268
2019	495,730
2019	(58,112)
Total	<u>\$2,124,420</u>

CITY OF ENNIS, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2016

NOTE 4 - OTHER POSTEMPLOYMENT BENEFIT (OPEB) OBLIGATIONS

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by the Texas Municipal Retirement System (TMRS) known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The City may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death); retired employees are insured for \$7,500; this coverage is an "other postemployment benefit," or OPEB.

The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during employees' entire careers.

The City's contributions to the TMRS SDBF for the years ended 2016, 2015 and 2014 were \$18,419, \$17,286 and \$16,813, respectively, which equaled the required contributions each year.

Financial Advisory Services
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