

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

**NEW ISSUE –FULL BOOK ENTRY
NOT BANK QUALIFIED**

**RATING: Moody's: "Aaa"
See "Rating"**

In the opinion of Gilmore & Bell, P.C., Bond Counsel, under existing law and assuming continued compliance with certain requirements of the Internal Revenue Code of 1986, as amended (the "Code"), (1) the interest on the Bonds (including any original issue discount properly allocable to an owner thereof) is excludable from gross income for federal income tax purposes, and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, (2) the interest on the Bonds is exempt from Nebraska income taxation by the State of Nebraska and (3) the Bonds have not been designated as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code. See "TAX MATTERS."

OFFICIAL STATEMENT
\$3,000,000
THE CITY OF LINCOLN, NEBRASKA
GENERAL OBLIGATION SPECIAL ASSESSMENT REVOLVING FUND BONDS
SERIES 2011B

Dated: date of delivery

Due: August 15, as shown on the inside cover

The Bonds will be issued in fully registered form and, when initially issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the Bonds. Purchases of the Bonds will be originally made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof, through brokers and dealers who are, or who act through, DTC participants. Beneficial owners of the Bonds will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as the securities depository with respect to the Bonds. So long as DTC or its nominee is the registered owner of the Bonds, payments of the principal or redemption price of and interest on the Bonds will be made directly to DTC. Interest is payable on February 15 and August 15 of each year, beginning February 15, 2012. Disbursement of such payments to DTC participants is the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of the DTC participants. BOKF, National Association, Lincoln, Nebraska, is bond registrar and paying agent for the Bonds (the "Registrar"). For terms relating to principal and interest payments made to DTC or its nominee or in the event that the use of book-entry form is discontinued, see "THE BONDS - Book-Entry System."

The Bonds are being issued to provide funds to (a) maintain and replenish the City's Special Assessment Revolving Fund (the "SARF"), established pursuant to Article VIII, Section 10a(2), of the Charter of the City for the purpose of paying from the SARF the cost of special assessment improvements as completed and accepted and to retire, when due, outstanding special assessment obligations, including, without limitation, the Bonds, and (b) pay certain costs of issuing the Bonds. See "THE PROJECT" and "ESTIMATED SOURCES AND USES OF FUNDS" herein.

The full faith and credit of the City is pledged to the prompt payment of the principal or redemption price of and interest on the Bonds. The City has power and is obligated to levy and collect ad valorem taxes, unlimited as to rate and amount, against all taxable property in the City sufficient, together with such special assessments as may be collected, to pay the principal of and interest on the Bonds. See "SECURITY" and "NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION."

The Bonds maturing on or after August 15, 2022, are subject to optional redemption prior to maturity at any time on or after August 15, 2021, as set forth herein. See "THE BONDS - Optional Redemption."

MATURITY SCHEDULE – See Inside Cover

The Bonds are offered when, as, and if issued, subject to the approval of legality by Gilmore & Bell, P.C., Lincoln, Nebraska, Bond Counsel. It is expected that the Bonds will be available for delivery through DTC on or about November 23, 2011.

BAIRD

AMERITAS INVESTMENT CORP.

has acted as Financial Advisor

The date of this Official Statement is November 9, 2011

MATURITY SCHEDULE

\$3,000,000

THE CITY OF LINCOLN, NEBRASKA

GENERAL OBLIGATION SPECIAL ASSESSMENT REVOLVING FUND BONDS SERIES 2011B

<u>Maturity (August 15)</u>	<u>Principal Amount</u>	<u>Rate of Interest</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP Number (534238)</u>
2012	\$140,000	2.00%	0.40%	101.161	6S4
2013	120,000	2.00	0.52	102.542	6T2
2014	125,000	2.00	0.74	103.395	6U9
2015	125,000	2.00	1.03	103.537	6V7
2016	125,000	2.00	1.29	103.245	6W5
2017	130,000	2.00	1.52	102.622	6X3
2018	130,000	2.00	1.76	101.515	6Y1
2019	135,000	2.00	2.00	100.000	6Z8
2020	135,000	3.00	2.25	105.911	7A2
2021	140,000	3.00	2.39	105.264	7B0
2022	145,000	3.00	2.60*	103.416	7C8
2023	150,000	3.00	2.75*	102.118	7D6
2024	155,000	3.00	2.90*	100.839	7E4
2025	160,000	3.00	3.00	100.000	7F1
2026	165,000	3.00	3.10	98.821	7G9
2027	170,000	3.10	3.20	98.768	7H7
2028	175,000	3.20	3.30	98.719	7J3
2029	185,000	3.30	3.40	98.673	7K0
2030	190,000	3.50	3.50	100.000	7L8
2031	200,000	3.50	3.60	98.592	7M6

*Yield to date of first optional redemption

**THE CITY OF LINCOLN, NEBRASKA
CITY OFFICIALS**

Mayor

Christopher J. Beutler

City Council Members

Eugene Carroll (Chair)

Jon Camp
Doug Emery
Adam Hornung

Jonathan Cook
Carl Eskridge
DiAnna Schimek

City Administration

Steve Hubka Interim Finance Director
Rodney Confer City Attorney
Marvin Krout Planning Director
Lynn Johnson Parks and Recreation Director
Kevin Wailes LES Administrator and CEO
David Landis Urban Development Director
Pat Leach Library Director
Miki Esposito Interim Public Works and Utilities Director
Judith Halstead Health Director
Mark Koller Personnel Director
Thomas Casady Public Safety Director
Fred Hoke Building and Safety Director

Peggy Tharnish, City Controller

Underwriter

Robert W. Baird & Co. Incorporated
Winston-Salem, North Carolina

Financial Advisor

Ameritas Investment Corp.
Lincoln, Nebraska

Bond Counsel

Gilmore & Bell, P.C.
Lincoln, Nebraska

Paying Agent And Registrar

BOKF, National Association
Lincoln, Nebraska

Independent Auditors

BKD, LLP
Lincoln, Nebraska

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No broker, dealer, sales representative or other person has been authorized by the City or the Underwriter to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the City and other sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the Underwriter. The Underwriter has provided the following sentence for inclusion in this Official Statement: “The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.” The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstance, create any implication that there has been no change in the affairs of the City since the date hereof.

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THIS OFFICIAL STATEMENT IS NOT, AND MAY NOT BE CONSTRUED AS, A CONTRACT WITH THE PURCHASERS OF THE BONDS. STATEMENTS CONTAINED IN THE OFFICIAL STATEMENT WHICH INVOLVE ESTIMATES, FORECASTS, OR MATTERS OF OPINION, WHETHER OR NOT EXPRESSLY SO DESCRIBED HEREIN, ARE INTENDED SOLELY AS SUCH AND ARE NOT TO BE CONSTRUED AS A REPRESENTATION OF FACTS.

THE UNDERWRITER INTENDS TO OFFER THE BONDS INITIALLY AT THE OFFERING PRICES SET FORTH ON THE COVER PAGE OF THIS OFFICIAL STATEMENT, WHICH MAY SUBSEQUENTLY CHANGE WITHOUT ANY REQUIREMENT OF PRIOR NOTICE. IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET, AND SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACT.

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OFFICIAL STATEMENT

\$3,000,000

THE CITY OF LINCOLN, NEBRASKA GENERAL OBLIGATION SPECIAL ASSESSMENT REVOLVING FUND BONDS SERIES 2011B

INTRODUCTION

This introduction is only a brief description and summary of certain information contained in this Official Statement and is qualified in its entirety by reference to more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement.

Purpose of the Official Statement

The purpose of this Official Statement is to furnish information relating to (a) The City of Lincoln, Nebraska (the “**City**”), a home rule city of the primary class and political subdivision of the State of Nebraska (the “**State**”), and (b) the General Obligation Special Assessment Revolving Fund Bonds, Series 2011B (the “**Bonds**”), of the City, dated the date of delivery thereof, issued in the principal amount of \$3,000,000.

The City

The City is a city of the primary class and political subdivision organized and existing under the laws of the State of Nebraska. See “**THE CITY.**”

The Bonds

The Bonds have been authorized by Ordinance No. 19635 (the “**Ordinance**”), passed by the Council on October 10, 2011 and approved by the Mayor on October 20, 2011 pursuant to authority granted to the City by Article VIII, Section 10a of the home rule Charter of the City. The net proceeds of the Bonds will be used to provide funds to (a) maintain and replenish the City’s Special Assessment Revolving Fund (the “**SARF**”), established pursuant to Article VIII, Section 10a(2), of the Charter of the City for the purpose of paying from the SARF the cost of special assessment improvements as completed and accepted and to retire, when due, outstanding special assessment obligations, including, without limitation, the Bonds, and (b) pay certain costs of issuing the Bonds.

Security and Source of Payment

The Bonds are general obligations of the City and its full faith and credit have been pledged to the payment of the Bonds. The City has the power and is obligated to levy ad valorem taxes without limitation as to rate or amount upon all taxable property within the City sufficient, together with such special assessments as may be collected, to pay the principal of and interest on the Bonds when and as the same become due, which taxes are in excess of and in addition to all other taxes now or hereafter authorized to be levied by the City. See “**SECURITY.**”

Financial Statements

The audited financial statements of the City for Fiscal Year ended August 31, 2010, are included in **APPENDIX B – FINANCIAL STATEMENTS** hereto. The financial statements in **APPENDIX B – FINANCIAL STATEMENTS** have been audited by BKD, LLP, Lincoln, Nebraska, independent auditors, whose report thereon is also included in **APPENDIX B – FINANCIAL STATEMENTS** hereto.

THE CITY

The City is a city of the primary class and political subdivision created and existing under the laws of the State, including, without limitation, Chapter 15, Reissue Revised Statutes of Nebraska, as amended. The City encompasses approximately 90 square miles and includes most of the urban area of Lancaster County. Located in southeastern Nebraska approximately midway between Chicago and Denver, the City has a population of 258,379 according to the 2010 census. See “**APPENDIX A – THE CITY OF LINCOLN, NEBRASKA**” and “**APPENDIX B – FINANCIAL STATEMENTS.**”

AUTHORITY

The City is issuing the Bonds under the authority of Article VIII, Section 10a of the Charter of the City, and the Ordinance. The proceeds of the Bonds will be used to pay the costs of improvements in Water District No. 1198, Water District No. 1199, Water District No. 1200, and Sewer District No. 1186 of the City, or for such other improvements that may be specially assessed as may be determined by the City.

SECURITY

The full faith and credit of the City has been pledged to the payment of the principal or redemption price of and interest on the Bonds. The City has the power and is obligated to levy ad valorem taxes without limitation as to rate or amount upon all property subject to taxation by the City sufficient, together with such special assessments as may be collected, to pay the principal or redemption price of and interest on the Bonds, which taxes shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the City. See “**NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION.**”

Among other factors affecting an investment in the Bonds, potential investors should be aware that the United States Bankruptcy Code enables debtors (including municipalities such as the City) that are insolvent to obtain relief through a petition and plan that may result in the modification or delay of payments to creditors, including registered owners of the Bonds. In the event the City becomes insolvent, the registered owners of the Bonds would be treated as general creditors of the City along with all other unsecured claimants. The extent to which the exception from limitations upon overall tax rates provided for in existing legislation might entitle registered owners of the Bonds to be treated as a separate class or otherwise given priority over other unsecured claimants is a matter that would be subject to future determinations of state and federal courts interpreting and applying both state law and the provisions of the United States Bankruptcy Code. Procedures under the United States Bankruptcy Code or other insolvency laws could result in delays in payment and modifications of payment rights. The State of Nebraska has authorized its political subdivisions to seek relief under the United States Bankruptcy Code.

NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION

The Nebraska Legislature (the “**Legislature**”) has enacted legislation intended to reduce the level of expenditures and property taxes by political subdivisions in the State. Sections 13-518 to 13-522, inclusive, Reissue Revised Statutes of Nebraska, as amended, and related sections (collectively, the “**Budget Limitations**”), limit the increase of certain restricted funds that may be budgeted by governmental units such as the City. Such restricted funds include property taxes, sales taxes and other funding sources comprising approximately 75% of funding sources used to fund the City’s tax supported budget, but exclude restricted funds pledged to retire bonded indebtedness. The Budget Limitations currently provide for an annual increase of a base limitation of 2.5% or the percentage increase in the property tax base provided by new construction, improvements to existing property, annexations and new personal property added to the property tax base, whichever is greater. The base limitation is subject to review by the Legislature from year to year and may be exceeded by an additional 1% upon an affirmative vote of at least 75% of the governing body. The Budget Limitations are enforced through the office of the Auditor of Public Accounts of the State and State aid may be withheld from governmental units that fail to comply. As a result of legislation passed by the Nebraska Legislature, the City receives no state aid. The Budget Limitations do not apply to the revenues of proprietary funds except to the extent such revenues are used for general fund purposes.

For the 2011-2012 fiscal year, the City was permitted to increase its appropriation of restricted funds under the Budget Limitations by 2.5%. Unused restricted fund authority from prior years can be carried over into future fiscal years to use in addition to the annual increases allowed. As of August 31, 2011, the City had accumulated \$18,279,327 of unused restricted funds authority which would be available for future fiscal years.

The Legislature has also enacted Section 77-3442, Reissue Revised Statutes of Nebraska, as amended, and related sections (collectively, the “**Levy Limitations**”), to provide overall limitations on the property tax levies of political subdivisions, including the City. The Levy Limitations expressly exclude any property taxes levied for bonded indebtedness. The maximum levy for the City is presently set at 45¢ per \$100 of taxable valuation with an additional 5¢ per \$100 of taxable valuation available to provide for the City’s share of revenue required under any agreement executed by the City with another governmental unit pursuant to the Interlocal Cooperation Act or the Joint Public Agency Act. The City’s current levy (excluding its bond levy) is 27.87¢ per \$100 of taxable valuation on all the taxable property within the City.

Ad valorem taxes levied to pay debt service on the Bonds are not subject to either the Budget Limitations or the Levy Limitations. The City is authorized to levy ad valorem taxes without limitation as to rate or amount upon all of the taxable property in the City sufficient to pay the principal or redemption price of and interest on the Bonds, which taxes may be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the City. The authority of the City to levy such taxes with respect to the Bonds is not subject to any charter, statutory or constitutional limitations.

Future legislation, decisions of the Nebraska Supreme Court, or initiative petitions proposed and passed by qualified voters in the State may alter the Budget Limitations and the Levy Limitations, or may otherwise modify the sources of and limitations on the revenues used by governmental units in the State to finance their activities.

ESTIMATED SOURCES AND USES OF FUNDS

SOURCES OF FUNDS:

Principal Amount of Bonds	\$3,000,000.00
Plus Net Original Issue Premium	<u>36,002.80</u>
TOTAL SOURCES:	<u>\$3,036,002.80</u>

USES OF FUNDS:

Project Costs	\$2,972,102.80
Underwriter's Discount and Costs of Issuance	<u>63,900.00</u>
TOTAL USES:	<u>\$3,036,002.80</u>

THE BONDS

General

The Bonds will be issued in the principal amount of \$5,000 or any integral multiple thereof, dated the date of delivery thereof (the **"Dated Date"**), bear interest from the Dated Date payable on February 15 and August 15 of each year, beginning February 15, 2012, mature on August 15 in the years and the principal amounts, and bear interest at the rates (calculated on the basis of a 360-day year consisting of twelve, 30-day months) as set forth on the cover page. Each installment of interest is payable by check or draft mailed by BOKF, National Association (the **"Registrar"**) on the due date (or on the next business day if such due date falls on a Saturday, Sunday or bank holiday applicable to the Registrar) to the registered owner of any Bond as shown on the bond registration records of the City maintained by the Registrar as of the Record Date (hereinafter defined). The principal of each Bond is payable only upon the surrender of such Bond to the Registrar. The **"Record Date"** for each installment of interest shall be the fifteenth day (whether or not a business day) next preceding such interest payment date.

Book-Entry System

General. The Depository Trust Company (**"DTC"**) will act as securities depository for the Bonds. The ownership of one fully registered Bond for each maturity, as set forth on the cover page hereof, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as DTC's nominee. Ownership interests in the Bonds will be available to purchasers through a book-entry system maintained by DTC (the **"Book-Entry System"**). A description of DTC, the Book-Entry System and definitions of initially capitalized terms used under this caption are found in **"APPENDIX C - BOOK-ENTRY SYSTEM."**

Risk Factors. Beneficial Owners of the Bonds may experience some delay in their receipt of distributions of the principal or redemption price of and interest on the Bonds because such distributions will be forwarded by the Registrar to DTC, credited by DTC to its Direct Participants, and then credited to the accounts of the Beneficial Owners either directly or indirectly through Indirect Participants.

Because transactions in the Bonds can only be effected through DTC, DTC Participants and certain banks, the ability of a Beneficial Owner to pledge Bonds to persons or entities that do not participate in the Book-Entry System, or otherwise to take actions in respect of such Bonds, may be limited due to the

lack of physical certificates. The Registrar will not recognize Beneficial Owners as registered owners for purposes of the Ordinance, and Beneficial Owners will be permitted to exercise the rights of registered owners only indirectly through DTC and DTC Participants.

Optional Redemption

Bonds maturing on or prior to August 15, 2021, are not subject to redemption prior to their stated maturities. Bonds maturing on or after August 15, 2022, are subject to redemption prior to maturity in whole or in part, on or after August 15, 2021, in the principal amounts and from the maturity or maturities selected by the City, and by lot in integral multiples of \$5,000 within a maturity, at a redemption price equal to 100% of the principal amount being redeemed, together with accrued interest thereon to the redemption date.

Notice and Effect of Call for Redemption

In the event of redemption of Bonds, the Registrar will give written notice of redemption by first-class mail to the registered owner of each Bond to be redeemed, such notice to be mailed not fewer than 30 days prior to the redemption date. Notice of redemption having been given as required, the Bonds or portions thereof to be redeemed shall become due and payable on the redemption date and from and after the redemption date (unless the City defaults in the payment of the redemption price) such Bonds or portion thereof shall cease to bear interest.

So long as DTC is effecting book-entry transfers of the Bonds, the Registrar will provide the notices of Bonds to be redeemed to DTC. It is expected that DTC will notify the DTC Participants and that the DTC Participants will notify or cause to be notified the Beneficial Owners. Any failure on the part of DTC or a DTC Participant, or failure on the part of a nominee of a Beneficial Owner of a Bond (having been mailed notice from the Registrar, a DTC Participant or otherwise) to notify the Beneficial Owner of the Bond so affected, will not affect the validity of the redemption of such Bond.

Interchangeability and Transfer

Each Bond when issued shall be registered by the Registrar in the name of the owner thereof on the Bond Register. Bonds are transferable only upon the Bond Register upon presentation and surrender of the Bonds, together with instructions for transfer. Bonds may be exchanged for Bonds in the same aggregate principal amount and maturity upon presentation to the Registrar, subject to the terms, conditions and limitations set forth in the Ordinance and upon payment of any tax, fee or other governmental charge required to be paid with respect to any such registration, transfer or exchange.

In all cases in which the privilege of exchanging or transferring the Bonds is exercised, the City shall execute and the Registrar shall deliver the Bonds in accordance with the Ordinance. For every such transfer or exchange of Bonds, the Registrar shall require the payment by the registered owner requesting such transfer or exchange of any tax or other governmental charges payable with respect thereto, and may charge a sum not exceeding the actual cost for each new Bond.

The foregoing procedures will not apply to the Bonds so long as they are held in book-entry form. The transfer and exchange of Bonds held in book-entry form will be governed by the procedures described in **“APPENDIX C - BOOK-ENTRY SYSTEM.”**

LEGAL MATTERS

Legal Proceedings

As of the date hereof, there is no controversy, suit or other proceeding of any kind pending or threatened in or by which any question is raised or may be raised, questioning, disputing or affecting in any way the legal organization of the City or its boundaries, or the right or title of any of its officers to his or her respective office, or the legality of any official act in connection with the authorization, issuance and sale of the Bonds, or the constitutionality or validity of the Bonds or any of the proceedings had in relation to the authorization, issuance or sale thereof, or the levy and collection of a tax to pay the principal and interest thereof, or which might affect the City's ability to meet its obligations to pay the Bonds.

Approval of Legality

All legal matters incident to the authorization and issuance of the Bonds are subject to the approval of Gilmore & Bell, P.C., Lincoln, Nebraska, Bond Counsel. Bond Counsel has participated in the preparation of this Official Statement, but the factual and financial information appearing herein has been supplied or reviewed by certain officials of the City.

TAX MATTERS

The following is a summary of the material federal and State of Nebraska income tax consequences of holding and disposing of the Bonds. This summary is based upon laws, regulations, rulings and judicial decisions now in effect, all of which are subject to change (possibly on a retroactive basis). This summary does not discuss all aspects of federal income taxation that may be relevant to investors in light of their personal investment circumstances or describe the tax consequences to certain types of owners subject to special treatment under the federal income tax laws (for example, dealers in securities or other persons who do not hold the Bonds as a capital asset, tax-exempt organizations, individual retirement accounts and other tax deferred accounts, and foreign taxpayers), and, except for the income tax laws of the State of Nebraska, does not discuss the consequences to an owner under any state, local or foreign tax laws. The summary does not deal with the tax treatment of persons who purchase the Bonds in the secondary market. Prospective investors are advised to consult their own tax advisors regarding federal, state, local and other tax considerations of holding and disposing of the Bonds.

Opinion of Bond Counsel

In the opinion of Gilmore & Bell, P.C., Bond Counsel, under the law existing as of the issue date of the Bonds:

Federal and Nebraska Tax Exemption. The interest on the Bonds is excludable from gross income for federal income tax purposes and is exempt from income taxation by the State of Nebraska.

Alternative Minimum Tax. Interest on the Bonds is not an item of tax preference for purposes of computing the federal alternative minimum tax imposed on individuals and corporations, but is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations.

Bank Qualification. The Bonds have not been designated as "qualified tax-exempt obligations" for purposes of Section 265(b) of the Code.

Bond Counsel's opinion is provided as of the date of the original issue of the Bonds, subject to the condition that the City comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The City has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income for federal and Nebraska income tax purposes retroactive to the date of issuance of the Bonds. Bond Counsel is expressing no opinion regarding other federal, state or local tax consequences arising with respect to the Bonds but has reviewed the discussion under the heading "**TAX MATTERS.**"

Other Tax Consequences

Original Issue Discount. For federal income tax purposes, original issue discount ("**OID**") is the excess of the stated redemption price at maturity of a Bond over its issue price. The issue price of a Bond is the first price at which a substantial amount of the Bonds of that maturity have been sold (ignoring sales to bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers). Under Section 1288 of the Code, OID on tax-exempt bonds accrues on a compound basis. The amount of OID that accrues to an owner of a Bond during any accrual period generally equals (a) the issue price of that Bond, plus the amount of OID accrued in all prior accrual periods, multiplied by (b) the yield to maturity on that Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period), minus (c) any interest payable on that Bond during that accrual period. The amount of OID accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excludable from gross income for federal income tax purposes, and will increase the owner's tax basis in that Bond. Prospective investors should consult their own tax advisors concerning the calculation and accrual of OID.

Original Issue Premium. If a Bond is issued at a price that exceeds the stated redemption price at maturity of the Bond, the excess of the purchase price over the stated redemption price at maturity constitutes "premium" on that Bond. Under Section 171 of the Code, the purchaser of that Bond must amortize the premium over the term of the Bond using constant yield principles, based on the purchaser's yield to maturity. As premium is amortized, the owner's basis in the Bond and the amount of tax-exempt interest received will be reduced by the amount of amortizable premium properly allocable to the owner. This will result in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes on sale or disposition of the Bond prior to its maturity. Even though the owner's basis is reduced, no federal income tax deduction is allowed. Prospective investors should consult their own tax advisors concerning the calculation and accrual of bond premium.

Sale, Exchange or Retirement of Bonds. Upon the sale, exchange or retirement (including redemption) of a Bond, an owner of the Bond generally will recognize gain or loss in an amount equal to the difference between the amount of cash and the fair market value of any property received on the sale, exchange or retirement of the Bond (other than in respect of accrued and unpaid interest) and such owner's adjusted tax basis in the Bond. To the extent a Bond is held as a capital asset, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the Bond has been held for more than 12 months at the time of sale, exchange or retirement.

Reporting Requirements. In general, information reporting requirements will apply to certain payments of principal, interest and premium paid on the Bonds, and to the proceeds paid on the sale of the Bonds, other than certain exempt recipients (such as corporations and foreign entities). A backup withholding tax will apply to such payments if the owner fails to provide a taxpayer identification number or certification of foreign or other exempt status or fails to report in full dividend and interest income. The amount of

any backup withholding from a payment to an owner will be allowed as a credit against the owner's federal income tax liability.

Collateral Federal Income Tax Consequences. Prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income," foreign corporations subject to the branch profits tax, life insurance companies, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry or have paid or incurred certain expenses allocable to the Bonds. Bond Counsel expresses no opinion regarding these tax consequences. Purchasers of Bonds should consult their tax advisors as to the applicability of these tax consequences and other federal income tax consequences of the purchase, ownership and disposition of the Bonds, including the possible application of state, local, foreign and other tax laws.

MISCELLANEOUS

Rating

Moody's Investors Service has assigned the Bonds the rating of "Aaa." Such rating reflects only the views of such organization, and an explanation of the significance of such rating may be obtained from Moody's Investors Service, 7 World Trade Center, 350 Greenwich Street, 23rd Floor, New York, New York 10007, telephone (212) 553 0300.

Generally, a rating agency bases its rating on such information and materials and investigations, studies and assumptions furnished to and obtained and made by the rating agency. The debt rating is not a recommendation to purchase, sell or hold a security, inasmuch as it does not comment as to market price or suitability for a particular investor. There is no assurance that the above rating will remain for any given period of time or that it may not be lowered, suspended or withdrawn entirely by such rating agency if it deems circumstances are appropriate. Any downward change in, suspension or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

Continuing Disclosure

The City is executing the Continuing Disclosure Undertaking for the benefit of the owners and Beneficial Owners of the Bonds and in order to assist the Underwriter in complying with Rule 15c2-12 of the Securities and Exchange Commission (the "**Rule**"). The City is the only "obligated person" within the meaning of the Rule with responsibility for continuing disclosure. The City is current in its continuing disclosure reporting and is in compliance with all prior undertakings.

Annual Reports. Pursuant to the Continuing Disclosure Undertaking, the City shall, not later than **May 1** of each year, commencing May 1, 2012, provide to the Municipal Securities Rulemaking Board ("**MSRB**") the following financial information and operating data (the "**Annual Report**"):

- (a) The audited financial statements of the City for the prior fiscal year, prepared in accordance with generally accepted accounting principles. If audited financial statements are not available by the time the Annual Report is required to be filed, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement relating to the Bonds, and the audited financial statements shall be filed in the same manner as the Annual Report promptly after they become available.

(b) Updates as of the end of the fiscal year of the financial information and operating data relating to the City contained in **APPENDIX A** of this Official Statement in substantially the same format contained in this Official Statement.

Material Event Notices. Pursuant to the Continuing Disclosure Undertaking, not later than 10 business days after the occurrence of any of the following events, the City shall also give, or cause a dissemination agent to give, notice of the occurrence of any of the following events with respect to the Bonds (“**Material Events**”):

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions; the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) modifications to rights of bondowners, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution or sale of property securing repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the City;
- (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into 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 the trustee, if material.

If the City has not submitted the Annual Report to the MSRB by the date specified above, the City shall send a notice to the MSRB of the failure of the City to file the Annual Report on a timely basis, which notice shall be given by the City in accordance with the above procedures.

The City may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under the Continuing Disclosure Undertaking, and may discharge any such dissemination agent, with or without appointing a successor dissemination agent. The dissemination agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to the Continuing Disclosure Undertaking.

Notwithstanding any other provision of the Continuing Disclosure Undertaking, the City and any dissemination agent may amend the Continuing Disclosure Undertaking (and such dissemination agent shall agree to any amendment so requested by the City) and any provision of the Continuing Disclosure Undertaking may be waived, provided Bond Counsel or other counsel experienced in federal securities law matters provides the City and any dissemination agent with its opinion that the undertaking of the City, as so amended or after giving effect to such waiver, is in compliance with the Rule and all current

amendments thereto and interpretations thereof that are applicable to the Continuing Disclosure Undertaking.

In the event of a failure of the City or any dissemination agent to comply with any provision of the Continuing Disclosure Undertaking, any owner or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City or any dissemination agent, as the case may be, to comply with its obligations under the Continuing Disclosure Undertaking. A default under the Continuing Disclosure Undertaking shall not be deemed an event of default under the Ordinance, and the sole remedy under the Continuing Disclosure Undertaking in the event of any failure of the City or any dissemination agent to comply with the Continuing Disclosure Undertaking shall be an action to compel performance.

Electronic Municipal Market Access System (EMMA). All Annual Reports and notices of Material Events required to be filed by the City or the dissemination agent pursuant to the Continuing Disclosure Undertaking must be submitted to the MSRB through the MSRB's Electronic Municipal Market Access system ("EMMA"). EMMA is an internet-based, online portal for free investor access to municipal bond information, including offering documents, material event notices, real-time municipal securities trade prices and MSRB education resources, available at www.emma.msrb.org. Nothing contained on EMMA relating to the City or the Bonds is incorporated by reference in this Official Statement.

Independent Auditors

The audited financial statements of the City for fiscal year ended August 31, 2010, are included in **APPENDIX B – FINANCIAL STATEMENTS** hereto. The financial statements in **APPENDIX B – FINANCIAL STATEMENTS** have been audited by BKD, LLP, Lincoln, Nebraska, independent auditors, whose report thereon is also included in **APPENDIX B – FINANCIAL STATEMENTS** hereto.

Certification and Other Matters Regarding Official Statement

Information set forth in this Official Statement has been furnished or reviewed by certain officials of the City, certified public accountants, and other sources, as referred to herein, which are believed to be reliable. Any statements made in this Official Statement involving matters of opinion, estimates or projections, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates or projections will be realized.

The form of this Official Statement, and its distribution and use by the Underwriter, has been approved by the City. Neither the City nor any of its officers, directors or employees, in either their official or personal capacities, has made any warranties, representations or guarantees regarding the financial condition of the City or the City's ability to make payments required of it; and further, neither the City nor its officers, directors or employees assumes any duties, responsibilities or obligations in relation to the issuance of the Bonds other than those either expressly or by fair implication imposed on the City by the Ordinance.

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This Official Statement is issued by the City.

THE CITY OF LINCOLN, NEBRASKA

By: /s/ Steve Hubka
Steve Hubka, Interim Finance Director

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APPENDIX A

THE CITY OF LINCOLN, NEBRASKA

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THE CITY OF LINCOLN

General

Lincoln, the capital of Nebraska, is located in southeastern Nebraska near the center of population of the state. The City was originally incorporated in 1869. It is approximately midway between Chicago and Denver. It has an area of 90.48 square miles, and in its growth and development has annexed five other municipalities so that the City includes most of the urban area of Lancaster County. It enjoys a unique position in Nebraska as the center of the state governmental and educational activities. It is currently one of the fastest growing non-Sunbelt cities in the U.S. and one of the fastest growing metro areas in the Midwest.

Population

The 1960 population of the City was 128,521; the 1970 population was 149,510; the 1980 population was 171,932; the 1990 population was 191,972; and the 2000 population was 225,588, a 17.5 percent increase over the 1990 count. The 2000 count represents approximately 90 percent of the population of Lancaster County, the county in which the City is located. The estimated 2009 population is 251,624.

City Government

The City, operating under a home rule charter, has a mayor-council form of government with an elected full-time chief executive, the Mayor, and an elected legislative body, the Council, composed of seven members. Three are elected at large and four by district on a nonpartisan basis for a term of four years. The administration of City government is performed under the direction of the Mayor by administrative departments.

City government has a broad range of responsibilities, including electric, water, and sanitary sewer systems, and an impressive park and playground system of over 6,503 acres maintained for public use, nine public swimming pools, and five public golf courses. The City has cooperated actively with the county government in several joint governmental buildings, and in other specific areas of responsibility, including health, planning, civil defense, data processing, tax collection, parks, and jail facilities. There are cooperative agreements with the United States government on parks and flood control, with the University of Nebraska on planning and property transfer, with the area Watershed District on flood control, and with the Lincoln School District on recreation.

Transportation

The Lincoln metropolitan area is served by Interstate 80, and U.S. Highways 2, 6, 34, and 77.

Lincoln is served by two commercial airports with daily shuttle service available between locations. The Lincoln Municipal Airport is located less than 10 minutes from downtown and has daily departures to Chicago, Denver, Detroit, and Minneapolis. Eppley Airfield, located in east Omaha, is 65 minutes from downtown Lincoln and offers service from 13 airlines. Together the two airports offer more than 100 arrivals and departures daily. The Lincoln Municipal Airport also offers General Aviation services. The General Aviation runway is 8,649 feet long, and the runway is lit dusk to dawn.

Railroad transportation facilities include those of Burlington Northern/Santa Fe, Union Pacific, and AMTRAK. Ground transportation is furnished by Greyhound/BlackHills Stage Lines and local StarTran bus services.

Government Center

The State Capitol, an architectural achievement located in Lincoln, is considered one of the most impressive in all the 50 states. Other state governmental facilities in the City include the Nebraska Educational Telecommunications facility, the Nebraska Game and Parks Commission headquarters, the Lincoln Regional Center (state hospital), the Nebraska State Fair Park, and the Nebraska Penal Complex.

Federal agencies in Lincoln include regional offices of the U.S. Department of Agriculture (Mid-West Regional Technical Service Center), the Immigration & Naturalization Service and the Veterans Administration, as well as the state offices of other federal agencies. There is also a U.S. Veterans Medical Facility.

Lancaster County offices are also located in Lincoln, the county seat.

Education

The University of Nebraska, with approximately 23,000 students, Nebraska Wesleyan University, with approximately 2,000 students, Union College, with approximately 1,000 students, Kaplan University, with approximately 700 students and Southeast Community College, with approximately 10,000 students and with a number of facilities for both full-time and part-time occupational training, are in the City of Lincoln. The City's modern and progressive school system, with an enrollment of over 32,000 is served by 6 senior high schools, 10 middle schools, and 36 elementary schools. Lincoln is home to nearly 30 private and parochial schools. Lincoln's private school offerings range from pre-K to high school institutions. Affiliations include Roman Catholic, Lutheran, SDA, and nondenominational Christian.

Building Permits and Property Values

LAST TEN YEARS

FISCAL YEAR	COMMERCIAL 1 CONSTRUCTION		RESIDENTIAL 1 CONSTRUCTION		PROPERTY VALUE 2		TOTALS
	# PERMITS	VALUE	# PERMITS	VALUE	COMMERCIAL	RESIDENTIAL	
2009	1,196	\$ 199,331,086	1,794	\$ 104,316,385	\$ 4,382,749,195	\$ 10,839,440,027	\$ 15,222,189,222
2008	1,064	274,267,477	2,261	149,678,215	4,246,365,596	10,723,170,809	14,969,536,405
2007	994	293,968,408	2,820	202,786,768	4,236,340,817	10,402,515,684	14,638,856,501
2006	1,088	263,006,153	3,150	195,885,622	3,814,534,869	9,083,290,211	12,897,825,080
2005	1,092	204,677,969	3,387	277,158,200	3,694,097,147	8,727,702,573	12,421,799,720
2004	1,061	258,670,339	3,846	321,126,701	3,598,787,015	8,402,403,364	12,001,190,379
2003	1,036	269,298,229	3,913	315,666,242	3,094,988,486	7,255,640,292	10,350,628,778
2002	1,013	245,476,386	3,405	262,293,941	2,855,200,333	7,048,688,380	9,903,888,713
2001	1,017	215,856,679	3,212	231,390,626	2,540,905,431	6,273,610,610	8,814,516,041
2000	1,069	181,983,107	3,385	225,622,611	2,356,367,014	6,067,493,586	8,423,860,600

¹ City of Lincoln, Building and Safety Department.

² Lancaster County Assessor.

Police and Fire Protection

Lincoln has fourteen fire stations manned by 267 firefighters and three police stations with 318 police officers.

City Employee Information

For the 2009-2010 fiscal year, contracts have been signed with all of our unions. Unions include: the Lincoln Police Union (LPU) representing police officers; the International Association of Firefighters (IAF) representing firefighters, the Amalgamated Transit Union (ATU) representing transit workers, the Public Association of Government Employees (PAGE) representing labor, trades, and clerical personnel, the City Employees Association (CEA) representing supervisory, highly technical, and professional personnel, and the Lincoln M Class Employees Association (LMCEA) representing upper management, administration and professional personnel. The LPU, IAF, ATU, CEA and PAGE contracts expire at the end of August, 2010. The LMCEA contract expires at the end of August, 2011.

Since the inception of labor contracts in 1970, the City of Lincoln has been able to handle its labor relations in such a manner as to avoid interruptions, although it has been necessary to use the facilities of the Nebraska Commission of Industrial Relations on issues involving the International Association of Firefighters, International Brotherhood of Police Officers, and the union representing labor, trades, and clerical personnel.

SELECTED ECONOMIC INDICATORS

LINCOLN SMSA (LANCASTER COUNTY) NONAGRICULTURAL WAGE AND SALARY EMPLOYMENT

	MAY 31, 2009		NOVEMBER 30, 2009	
	Number Employed	Percent of Total	Number Employed	Percent of Total
Manufacturing	12,787	7.7	12,185	7.4
	12,787	7.7	12,185	7.4
Nonmanufacturing:				
Natural Resource & Construction	7,243	4.3	7,238	4.4
Wholesale Trade	3,679	2.2	3,654	2.2
Retail Trade	17,601	10.5	16,927	10.3
Information	2,223	1.3	2,221	1.3
Financial Activities	12,659	7.6	12,599	7.6
Services (except domestic)	71,934	43.1	71,288	43.3
Government	38,914	23.3	38,677	23.5
Total Nonmanufacturing	154,253	92.3	152,604	92.6
TOTAL	167,040	100.0	164,789	100.0

Lincoln is proud to have some of the nation's leading industrial companies as local employers, including Goodyear Tire and Rubber Company, Burlington Northern Railroad, Archer-Daniels-Midlands Company, Kawasaki Motors Corporation USA, and Square D.

LINCOLN SMSA (LANCASTER COUNTY LABOR FORCE DATA 2009-2000) (For the Calendar Year Indicated)

	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Civilian Labor Force	159,298	159,943	157,887	157,632	157,999	158,444	156,940	153,021	150,846	150,239
Unemployment	7,015	4,899	4,462	4,592	5,643	5,346	5,841	5,007	4,209	3,542
Percent of Labor Force	4.4	3.1	2.8	2.9	3.6	3.4	3.7	3.3	2.8	2.4
Employment	152,283	155,044	153,425	153,040	152,355	153,098	151,100	148,013	146,636	146,697

STATE OF NEBRASKA

Percent of Labor Force										
Unemployment	4.7	3.3	3.0	3.2	3.9	3.8	3.8	3.6	3.1	2.7

Source: State of Nebraska, Department of Labor

**DEMOGRAPHIC STATISTICS
LAST TEN YEARS**

Year	Population 1	Per Capita Personal Income 2	School Enrollment 3
2009	251,624	\$	34,973
2008	248,744		34,061
2007	241,167	35,254	33,466
2006	239,213	33,705	32,934
2005	238,625	32,617	32,505
2004	236,146	31,800	32,270
2003	235,565	30,846	31,889
2002	231,800	30,064	31,867
2001	225,588	29,330	31,581
2000	218,497	29,020	31,354

Sources:

1 Lincoln/Lancaster Planning Department.

2 U.S. Dept. of Commerce Bureau of Economic Analysis.

Per Capital Income is based on Lincoln Metropolitan Statistical Area, which includes all of Lancaster and Seward Counties

Per Capita Income for 2008 and 2009 is unavailable.

3 Lincoln Public Schools.

Median age from the 2000 census was 31.3. Education statistics per the 2000 Census indicate that 90.2% of the population 25 years and older has a high school degree or greater with 33% of the same population holding a Bachelor's degree or greater.

**LINCOLN UTILITY CUSTOMERS
LAST TEN YEARS**

Year	Water Customers	Gas Customers	Electricity Customers
2009	77,973	93,679	128,115
2008	77,532	93,419	126,978
2007	76,816	93,301	124,878
2006	75,919	92,824	123,376
2005	74,649	92,152	121,508
2004	73,059	91,046	119,456
2003	72,260	89,642	116,974
2002	69,704	89,085	114,388
2001	68,187	87,749	112,247
2000	66,956	86,501	110,414

Source: Indicated Utility Companies

SELECTED FINANCIAL STATISTICS

GENERAL GOVERNMENTAL EXPENDITURES BY FUNCTION ¹ LAST TEN FISCAL YEARS

Fiscal Year	General Government	Public Safety	Streets And Highways	Culture And Recreation	Economic Opportunity	Health And Welfare	Mass ² Transit	Debt Service	Totals
2009	\$ 34,428,477	63,984,484	16,445,304	22,449,569	11,321,242	20,349,757	9,575,670	16,990,105	195,544,608
2008	35,278,575	61,147,903	16,482,240	21,686,564	14,685,668	21,053,132	10,707,601	14,427,795	195,469,478
2007	33,946,258	60,953,651	17,430,452	21,719,544	11,670,315	20,378,863	14,877,357	11,589,720	192,566,160
2006	34,666,641	60,064,604	16,928,575	20,938,212	12,623,307	25,566,267	8,901,327	11,016,269	190,705,202
2005	32,532,685	58,669,932	17,064,845	21,669,847	14,870,592	19,126,931	8,306,921	10,562,993	182,804,746
2004	30,884,544	55,272,920	13,633,902	22,308,940	14,728,510	18,544,667	10,525,090	7,914,521	173,813,094
2003	28,938,852	50,933,285	12,317,663	19,935,823	16,469,645	17,614,751	7,996,019	8,507,223	162,713,261
2002	27,237,134	49,913,169	10,833,055	16,974,798	14,017,601	17,989,603	12,691,837	7,411,878	157,069,075
2001	23,821,580	48,122,074	11,175,059	14,806,760	12,559,336	15,862,462	-	7,742,690	134,089,961
2000	23,529,495	44,042,882	9,039,840	13,958,414	11,204,029	13,974,690	-	7,924,295	123,673,645

¹ Includes General, Special Revenue, and Debt Service Funds.

² StarTran added as a Governmental Fund in 2002.

GENERAL REVENUES BY SOURCE ¹ LAST TEN FISCAL YEARS

Fiscal Year	Taxes And Special Assessment	Inter-Governmental	Permits And Fees	Reimbursement For Services	Investment Earnings	Other	Totals
2009	\$ 130,360,416	75,099,973	17,119,002	6,600,299	5,791,391	7,818,015	242,789,096
2008	130,094,818	73,830,720	18,013,104	6,511,457	6,806,258	7,667,778	242,924,135
2007	125,328,388	63,928,043	19,126,239	6,491,112	10,371,565	7,052,107	232,297,454
2006	121,857,986	60,757,501	18,423,079	7,063,192	4,082,196	7,886,377	220,070,331
2005	119,318,079	63,180,171	16,535,049	6,936,334	4,327,311	12,028,417	222,325,361
2004	114,756,962	58,619,699	15,593,326	6,322,870	5,207,711	10,188,520	210,689,088
2003	107,114,577	52,773,424	12,679,623	6,097,336	4,353,336	8,234,138	191,252,434
2002 ²	105,139,052	59,029,609	12,449,879	5,605,557	4,606,825	10,325,634	197,156,556
2001	95,016,014	48,619,317	9,638,475	5,071,766	8,005,027	9,146,189	175,496,788
2000	92,305,453	35,807,100	9,838,029	4,896,203	9,330,374	10,246,196	162,423,355

¹ Includes General, Special Revenue and Debt Service Funds.

² StarTran added as a Governmental Fund in 2002.

**SPECIAL ASSESSMENT COLLECTIONS
LAST TEN YEARS ¹**

Fiscal Year Ended <u>August 31</u>	Special Assessment Collections <u>Including Interest</u>
2009	\$ 1,071,238
2008	1,418,936
2007	1,448,146
2006	1,667,037
2005	1,413,582
2004	2,104,925
2003	1,814,191
2002	1,867,653
2001	1,796,924
2000	1,948,791

¹ Special assessment collections are not tracked by levy year, therefore the portion of collections during any year which apply to any particular levy cannot be determined.

Authority to Levy Taxes

Article IX, Section 3 of the Home Rule Charter of the City provides that the City shall have power to levy a tax each year for general revenue purposes upon all property subject to taxation; provided that the maximum amount of taxes that can be levied by the City in any one year for general revenue purposes shall not exceed an amount known as the City tax limit. The City tax limit is a tax ceiling established by using the September 1, 1966 City dollar tax limit as an initial tax limit, and increasing that tax limit each year following 1966 by 7% so that in each fiscal year thereafter, the amount of the City tax limit shall be the amount of the city tax limit for the previous year, plus 7% thereof. In addition, the City also has the power to levy taxes each year sufficient to pay any judgment existing against the City and the interest on bonded debt and the principal on any bonded debt maturing during the fiscal year or within six months thereafter, as well as taxes authorized by state law. The City is also authorized to receive all taxes collected and distributed pursuant to state law and in lieu of tax payments imposed by law. The 2009 tax levy for the 2009-2010 fiscal year is \$84,939,527 below the legal limit, a tax rate per \$100 valuation of .28788. The assessed value upon which the 2009 levy is based is \$15,746,453,582. By charter, only 90% of the property tax levy may be appropriated.

For the 2009-2010 fiscal year the City is subject to a state imposed lid on the appropriation of “restricted funds”, which are revenues received from property tax, sales tax, state aid, in-lieu of tax and highway allocation fees. Bonded indebtedness, capital improvements, and costs associated with interlocal agreements are exempt from the lid. For 2009-2010 the City can also use authority equal to the greater of 2.5% or the amount of real growth in the tax base which was 1.85%. An additional 1% can be authorized by a 75% vote of the City Council but was not utilized for the 2009-2010 budget. The 2009-2010 budget is approximately \$12.1 million below the state imposed lid limit.

**PROPERTY TAX LEVIED AND COLLECTED
LAST TEN YEARS**

The fiscal year of the City begins September 1 and ends August 31. Taxes are levied in October. First installments of real estate taxes are delinquent the following April 1, second installments delinquent August 1; personal property taxes are delinquent April 1 and August 1. Delinquent taxes bear 14 percent interest. The figures below include interest and penalties. The figures below do not include motor vehicle in lieu of ad valorem taxes.

Tax Year	Taxes Levied	Collected As Of August 31 After Levy		Accumulated Collections As Of August 31, 2009	
		Amount	Percent	Amount	Percent
2009	\$ 45,875,327	\$ 44,419,142	96.83 %	\$ 44,419,142	96.83 %
2008	45,064,524	43,561,215	96.66	45,170,532	100.24
2007	43,475,089	41,848,163	96.26	43,432,987	99.90
2006	40,873,358	39,579,041	96.83	41,068,497	100.48
2005	38,755,995	37,514,748	96.80	38,872,118	100.30
2004	36,994,112	35,726,509	96.57	37,034,522	100.11
2003	35,007,926	33,676,453	96.20	35,040,518	100.09
2002	33,731,282	32,501,760	96.35	33,833,541	100.30
2001	31,159,364	29,936,079	96.07	31,146,108	99.96
2000	29,603,794	28,665,780	96.83	29,761,421	100.53

TEN LARGEST TAXPAYERS

Listed below are the ten largest taxpayers in the City of Lincoln as reported by the County Assessor. These taxpayers each pay less than five percent of the total taxes levied.

<u>Taxpayers</u>	<u>Type Of Business</u>	<u>2009 Assessed Valuations</u>	<u>Percentage Of Total Assessed Valuation</u>
Burlington Northern	Railroad	\$ 90,073,928	.57%
B & J Partnership Ltd.	Building Management	75,543,266	.47
Kawasaki	Manufacturing	69,661,956	.44
WEA Gateway LLC	Retail Management	59,352,318	.37
Pfizer	Animal Health	57,320,332	.36
Windstream	Telecommunications	56,779,077	.36
Ameritas Life Insurance Corp	Insurance	54,189,717	.34
Chateau Van Dorn LLC	Real Estate Development	50,457,704	.32
Nebco	Construction/Development	46,352,883	.29
Molex Inc.	Manufacturing	46,194,962	.29
		<u>\$ 605,926,143</u>	<u>3.81%</u>

CITY SALES TAX INFORMATION

The City had a one percent (1%) sales and use tax through June 30, 1985. Effective July 1, 1985 the sales and use tax was raised to one and one half percent (1.5%). These taxes are administered and collected for the City by the State of Nebraska. The State receives three percent (3%) for their service. The City has had a sales tax since 1969.

SALES AND USE TAX COLLECTIONS LAST TEN YEARS

<u>Year Ended</u> <u>August 31</u>	<u>Amount</u>
2009	\$ 54,255,376
2008	55,733,297
2007	53,960,485
2006	54,270,346
2005	53,781,209
2004	51,869,477
2003	48,657,268
2002	45,393,491
2001	44,486,127
2000	43,608,313

GENERAL FUND TAX COLLECTIONS LAST TEN YEARS

<u>Fiscal</u> <u>Year</u>	<u>Property and</u> <u>Motor Vehicle</u> <u>Taxes</u>	<u>Sales and</u> <u>Use Taxes</u>	<u>Sundry</u> <u>Taxes</u>	<u>Taxes</u> <u>In Lieu</u>	<u>Occupation</u> <u>Taxes</u>	<u>Total</u>
2009	\$ 33,783,984	54,255,376	8,143	1,540,752	10,071,230	99,659,485
2008	32,181,660	55,733,297	18,600	1,511,404	9,670,060	99,115,021
2007	31,454,763	53,960,485	10,492	1,399,939	9,596,588	96,422,267
2006	28,366,526	54,270,346	9,526	1,315,038	8,936,502	92,897,938
2005	26,727,618	53,781,209	12,445	1,159,742	9,169,791	90,850,805
2004	24,546,532	51,869,477	9,263	1,144,747	9,037,781	86,607,800
2003	22,780,085	48,657,268	10,876	1,199,507	8,831,712	81,479,448
2002	23,353,414	45,393,491	8,403	1,163,468	9,097,442	79,016,218
2001	20,284,364	44,486,127	8,497	1,107,183	5,889,097	71,775,268
2000	19,487,198	43,608,313	8,522	1,043,287	5,651,371	69,798,691

**TAXABLE ASSESSED VALUATION
LAST TEN YEARS ¹**

Tax Year	Real Estate	All Other	Total
2009	\$ 15,222,189,222	713,383,515	15,935,572,737
2008	14,969,536,405	684,390,085	15,653,926,490
2007	14,638,856,501	703,307,287	15,342,163,788
2006	12,897,825,080	685,425,215	13,583,250,295
2005	12,421,799,720	716,716,506	13,138,516,226
2004	12,001,190,379	742,915,013	12,744,105,392
2003	10,350,628,778	779,959,389	11,130,588,167
2002	9,903,888,713	820,797,124	10,724,685,837
2001	8,814,516,041	806,431,814	9,620,947,855
2000	8,423,860,600	716,780,457	9,140,641,057

¹Property is assessed at actual value; therefore, the assessed values are equal to actual value.

**TOTAL PROPERTY TAX LEVIES
ALL OVERLAPPING GOVERNMENTS
LAST TEN YEARS ¹**

	Tax Year									
	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
City of Lincoln	0.2879	0.2879	0.2833	0.3009	0.2950	0.2903	0.3145	0.3145	0.3239	0.3239
School District No. 1	1.2668	1.2719	1.2764	1.3142	1.3141	1.3011	1.2830	1.2732	1.3684	1.3813
Lancaster County	0.2683	0.2755	0.2655	0.2841	0.2797	0.2683	0.2683	0.2583	0.2643	0.2584
Educational Service Unit #18	0.0150	0.0141	0.0141	0.0150	0.0150	0.0150	0.0150	0.0150	0.0150	0.0150
Community Technical College	0.0722	0.0689	0.0689	0.0696	0.0655	0.0655	0.0655	0.0636	0.0295	0.0334
Lower Platte South Natural Res. Dist.	0.0410	0.0418	0.0416	0.0422	0.0323	0.0323	0.0359	0.0365	0.0367	0.0372
Railroad Transportation Safety Dist.	0.0260	0.0260	0.0246	0.0260	0.0260	0.0248	0.0220	0.0221	0.0260	0.0260
Lancaster County Correctional JPA City	0.0195	-	-	-	-	-	-	-	-	-
Lancaster County Correctional JPA County	0.0106	-	-	-	-	-	-	-	-	-
Agricultural Society of Lancaster County	0.0015	0.0016	0.0016	0.0018	0.0020	0.0030	0.0012	0.0024	0.0073	0.0032
Lancaster County Fairgrounds	0.0038	0.0043	0.0037	0.0042	0.0042	0.0043	0.0050	0.0052	0.0000	0.0000
Public Building Commission	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170
	<u>2.0296</u>	<u>2.0090</u>	<u>1.9967</u>	<u>2.0750</u>	<u>2.0508</u>	<u>2.0216</u>	<u>2.0274</u>	<u>2.0078</u>	<u>2.0881</u>	<u>2.0954</u>

¹The assessment rate is 100% of market and the levy is expressed as the tax per \$100 of estimated market value.

DEBT MANAGEMENT
OUTSTANDING INDEBTEDNESS AS OF AUGUST 31, 2009
Long-term debt is comprised of the following individual issues (in thousands of dollars):

Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
Governmental Activities:							
General Obligation Bonds:							
General Bonds:							
14,435	03/01/99	Various Purpose Series A	3.000 - 4.600	Serial 2000 to 2014	2009	Semiannually	\$ 5,840
7,365	03/01/99	Various Purpose Series A	4.750	Term 2019	2009	"	7,365
8,220	03/01/99	Various Purpose Series B	3.000 - 4.250	Serial 1999 to 2011	2007	"	1,160
6,350	05/29/02	Storm Sewer and Drainage	3.000 - 5.000	Serial 2004 to 2020	2010	"	4,940
1,150	05/29/02	Storm Sewer and Drainage	5.000	Term 2022	2010	"	1,150
15,595	07/08/03	Various Purpose	2.625 - 3.750	Serial 2004 to 2017	2013	"	7,145
3,710	07/08/03	Various Purpose	4.000 / 4.125	Term 2020 & 2023	2013	"	3,710
6,555	06/01/05	Storm Sewer Refunding	2.500 - 4.375	Serial 2005 to 2017	2011	"	4,870
9,950	06/15/05	Storm Sewer Construction	3.250 - 4.250	Serial 2006 to 2025	2015	"	8,465
8,295	06/27/07	Stormwater Drainage and Flood Mgmt	4.625 - 5.000	Serial 2008 to 2027	2017	"	7,795
Total General Bonds							\$ 52,440
Tax Allocation Bonds:							
1,035	04/21/04	Tax Allocation Bonds	2.000 - 3.200	Serial 2004 to 2011	2008	Semiannually	420
5,500	04/21/04	Tax Allocation Bonds	3.000 - 4.800	Serial 2004 to 2015	2010	"	3,750
365	08/15/05	Tax Allocation Bonds	4.750	Serial 2006 to 2018	Anytime	"	271
288	10/01/06	Tax Allocation Bonds	5.100	Serial 2008 to 2016	Anytime	"	247
2,205	04/05/07	Tax Allocation Bonds	5.000 - 5.550	Serial 2009 to 2018	2012	"	2,205
601	06/01/07	Tax Allocation Bonds	5.240	Serial 2008 to 2018	Anytime	"	578
388	06/01/07	Tax Allocation Bonds	5.240	Serial 2007 to 2020	Anytime	"	346
369	06/15/07	Tax Allocation Bonds	5.400	Serial 2007 to 2014	Anytime	"	285
42	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2021	Anytime	"	42
71	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2017	Anytime	"	71
474	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2022	Anytime	"	429
547	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	532
200	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	194
611	06/30/09	Tax Allocation Bonds	7.000	Serial 2011 to 2023	Anytime	"	611
3,375	07/28/09	Tax Allocation Bonds	2.500 - 6.400	Serial 2011 to 2023	Anytime	"	3,375
Total Tax Allocation Bonds							\$ 13,356
Tax Supported Bonds:							
35,000	03/17/04	Highway Allocation Fund	2.000 - 5.000	Serial 2007 to 2023	2014	Semiannually	34,080
27,000	12/05/06	Highway Allocation Fund	4.000 - 5.000	Serial 2008 to 2027	2016	"	25,305
Total Tax-Supported Bonds							\$ 59,385
TOTAL GENERAL OBLIGATION BONDS							\$ 125,181
Tax Supported Bonds:							
11,080	3/13/02	Antelope Valley Project	1.500 - 5.000	Serial 2002 to 2016	2012	Semiannually	\$ 7,265
Business-Type Activities:							
Revenue Bonds:							
39,235	07/31/03	Wastewater Revenue	2.000 - 5.000	Serial 2004 to 2023	2013	Semiannually	\$ 29,720
15,765	07/31/03	Wastewater Revenue	4.625 / 5.000	Term 2025 & 2028	2013	"	15,765
18,000	08/03/05	Wastewater Revenue	4.000 - 5.000	Serial 2006 to 2030	2015	"	16,030
16,710	04/18/07	Wastewater Revenue	4.000 - 4.500	Serial 2008 to 2029	2017	"	15,840
3,750	04/18/07	Wastewater Revenue	4.375	Term 2032	2017	"	3,750
Total Wastewater Bonds							\$ 81,105
11,850	11/22/02	Water Revenue	2.750 - 5.000	Serial 2005 to 2017	2012	Semiannually	\$ 7,940
6,660	11/22/02	Water Revenue	5.000	Term 2022	2012	"	6,660
32,180	05/01/03	Water Revenue	5.000	Serial 2004 to 2012	-	"	11,100
40,000	11/16/04	Water Revenue	3.000 - 5.000	Serial 2005 to 2025	2014	"	35,160
10,515	08/04/09	Water Revenue	2.000 - 4.125	Serial 2013 to 2029	2019	"	10,515
4,905	08/04/09	Water Revenue	4.5000	Term 2034	2019	"	4,905
Total Water Bonds							\$ 76,280
6,695	09/08/99	Parking Revenue Series A	5.375	Term 2014	2009	"	\$ 6,695
4,360	12/18/01	Parking Revenue	3.750 - 5.000	Serial 2002 to 2017	2011	"	2,475
1,640	12/18/01	Parking Revenue	5.125	Term 2021	2011	"	1,640
Total Parking Bonds							\$ 10,810
3,165	11/27/01	Golf Course Revenue Refunding	2.300 - 4.050	Serial 2002 to 2011	2008	Semiannually	\$ 715
4,000	08/17/06	Solid Waste Management Revenue	4.000 - 4.250	Serial 2007 to 2021	2013	Semiannually	\$ 3,430
148,190	10/01/02	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2004 to 2025	2012	"	103,290
93,045	10/01/03	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2004 to 2026	2014	"	84,415
33,265	10/01/03	Electric Revenue and Refunding Bonds	4.750	Term 2028	2014	"	33,265
61,290	10/01/05	Electric Revenue Bonds	5.000	Serial 2029 to 2032	2015	"	61,290
53,710	10/01/05	Electric Revenue Bonds	4.750	Term 2035	2015	"	53,710
183,230	05/15/07	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2009 to 2035	2016	"	183,230
81,850	05/15/07	Electric Revenue and Refunding Bonds	4.500 / 4.750	Term 2034 & 2037	2016	"	81,850
Total Electric Bonds							\$ 601,050
TOTAL REVENUE BONDS							\$ 773,390

The annual requirements to pay principal and interest on all outstanding debt are as follows (in thousands of dollars):

Fiscal Year Ended August 31	Governmental Activities					
	General Obligation Bonds		Tax Supported Bonds		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2010	\$ 6,798	5,351	660	326	3,198	1,042
2011	7,288	5,130	685	299	3,212	953
2012	8,162	4,816	710	271	3,656	847
2013	8,063	4,474	740	238	2,429	726
2014	8,385	4,120	780	200	2,418	639
2015 - 2019	43,222	14,857	3,690	335	8,779	1,924
2020 - 2024	35,298	6,023	-	-	2,630	749
2025 - 2029	7,965	657	-	-	1,772	155
	<u>\$ 125,181</u>	<u>45,428</u>	<u>7,265</u>	<u>1,669</u>	<u>28,094</u>	<u>7,035</u>

Fiscal Year Ended August 31	Business-Type Activities			
	Revenue Bonds		Capital Leases	
	Principal	Interest	Principal	Interest
2010	\$ 27,730	36,590	146	13
2011	29,000	35,270	127	7
2012	28,750	33,895	65	1
2013	27,800	32,481	-	-
2014	29,265	31,121	-	-
2015 - 2019	159,060	133,377	-	-
2020 - 2024	141,370	94,338	-	-
2025 - 2029	112,620	66,044	-	-
2030 - 2034	114,460	38,872	-	-
2035 - 2039	103,335	10,447	-	-
	<u>\$ 773,390</u>	<u>512,435</u>	<u>338</u>	<u>21</u>

The City issues general obligation, special assessment, and revenue bonds to finance the acquisition and construction of major capital assets. Bonded indebtedness has also been entered into to advance refund several general obligation and revenue bonds. General obligation bonds are direct obligations and pledge the full faith and credit of the government. Special assessment bonds are repaid from amounts levied against affected property owners, but in the unlikely event collections are not sufficient to make debt payments, the responsibility rests with the City to meet that obligation. For revenue bonds the government pledges income derived from the acquired or constructed assets to pay the debt service.

Net assets of \$3,945,644, \$3,401,372, and \$8,708,856 are currently available in the debt service funds to service the General Obligation Bonds, Tax Supported Bonds, and Tax Allocation Bonds, respectively. Revenue Bonds are funded partially from reserve accounts set up for debt repayment and partially from proceeds of daily operations.

The City has entered into lease agreements for financing the acquisition of land, buildings, street lights, emergency ambulances and defibrillators, fire engines, golf equipment and computer equipment and software. These lease agreements qualify as capital leases for accounting purposes and, therefore, have been recorded at the present value of their future minimum lease payments as of the inception date. Assets acquired through capital leases are as follows:

	Governmental Activities	Business-Type Activities
Land	\$ 515,750	\$ 210,000
Buildings	11,914,750	-
Improvements	219,925	-
Infrastructure	10,933,215	-
Machinery and Equipment	1,838,042	3,113,553
Less Accumulated Depreciation, (where applicable)	<u>(3,483,954)</u>	<u>(2,416,018)</u>
Total	<u>\$ 21,937,728</u>	<u>\$ 907,535</u>

Under the City's Home Rule Charter, there is no legal debt limit. The various bond indentures contain significant limitations and restrictions on annual debt service requirements, minimum amounts to be maintained in various bond reserve funds, and minimum revenue bond coverages.

Established by City Ordinance, LES may borrow up to \$150 million under a commercial paper note program. At December 31, 2008, LES had \$90.0 million of tax exempt commercial paper notes outstanding. The notes mature at various dates but not more than 270 days after the date of issuance. The weighted-average interest rate for the year ended December 31, 2008, was 2.29 percent. The annual requirement to pay interest on this outstanding debt is approximately \$2.1 million. The outstanding commercial paper notes are secured by a revolving credit agreement which provides for borrowings up to \$150 million. LES pays a commitment fee for the credit agreement. Under the terms of the agreement LES can either settle or refinance the commercial paper upon maturity.

The general obligation debt of all local governmental units which provide services within the City's boundaries and which debt must be borne by properties in the City (commonly called overlapping debt) as of August 31, 2009, is summarized below (unaudited):

<u>Governmental Units</u>	<u>Debt Outstanding</u>	<u>Estimated Percentage Applicable ¹</u>	<u>Direct And Overlapping Debt To The City</u>
Direct:			
City	\$ <u>125,181,000</u>	100.0 %	\$ <u>125,181,000</u>
Overlapping:			
School District #1	329,200,000	99.5	327,554,000
Lower Platte South N.R.D.	4,750,000	75.4	3,582,000
Lancaster County	2,330,000	85.4	1,990,000
Public Building Commission	44,400,000	85.4	37,918,000
Lancaster County Correctional Facility	64,390,000	85.4	54,989,000
Lancaster County Fairgrounds	<u>8,830,000</u>	85.4	<u>7,541,000</u>
	<u>453,900,000</u>		<u>433,574,000</u>
Total	\$ <u><u>579,081,000</u></u>		\$ <u><u>558,755,000</u></u>

The City has no direct liability for the School District, Lower Platte South N.R.D., Lancaster County, Public Building Commission, Lancaster County Fairgrounds or Lancaster County Correctional Facility debt summarized above. This results in a per capita direct City debt of \$497.49; a per capita direct and overlapping debt of \$2,220.60; a ratio of direct City debt to 2009 actual valuation of .79 percent; and a ratio of direct and overlapping debt to 2009 actual valuation of 3.51 percent.

Debt Payment Record

The City of Lincoln has never defaulted on its obligation to pay principal or interest on its indebtedness.

Contingencies

The City is a defendant in a number of lawsuits in its normal course of operations and management is of the opinion that ultimate settlement of such lawsuits will not have a materially adverse effect on the financial statements.

**RATIO OF ANNUAL DEBT SERVICE EXPENDITURES FOR
GENERAL BONDED DEBT TO TOTAL GENERAL EXPENDITURES
LAST TEN FISCAL YEARS**

Fiscal Year	Principal	Interest ³	Total Debt Service	Total General Governmental Expenditures ^{1,2}	Ratio Of Debt Service To Total General Expenditures
2009	\$ 8,036,544	\$ 5,814,071	\$ 13,850,615	\$ 195,544,608	7.08 %
2008	6,824,828	5,979,172	\$ 12,804,000	\$ 195,469,478	6.55
2007	5,617,536	4,986,687	10,604,223	192,566,160	5.51
2006	5,770,794	4,670,734	10,441,528	190,705,202	5.48
2005	5,421,699	4,860,926	10,282,625	182,804,746	5.62
2004	4,934,224	2,893,437	7,827,661	173,813,094	4.50
2003	5,435,370	2,986,634	8,422,004	162,713,261	5.18
2002	4,921,172	2,421,303	7,342,475	157,069,075	4.67
2001	4,966,405	2,753,247	7,719,652	134,089,961	5.76
2000	5,125,296	2,772,021	7,897,317	123,673,645	6.39

¹ Includes: General, Special Revenue, and Debt Service Funds

² StarTran added as a Governmental Fund in 2002.

³ Does not include fiscal and miscellaneous charges.

**SCHEDULE OF GENERAL OBLIGATION DEBT IN RELATION TO POPULATION,
ASSESSED VALUATION, AND REAL PROPERTY VALUATION
LAST TEN FISCAL YEARS**

Fiscal Year	General Obligation Bonded Debt	Sinking Funds	Net General Obligation Bonded Debt	Population ¹	Net G.O. Bonded Debt Per Capita	Assessed Valuation Real And Personal ²	Ratio Of Net Debt To Assessed Valuation Real & Personal	Assessed Valuation Of Taxable ² Real Property	Ratio Of Net Debt To Estimated Valuation Of Taxable Real Property
2009	125,181,000	\$ 13,604,000	\$ 111,577,000	251,624	\$ 443.43	\$ 15,935,572,737	0.70 %	\$ 15,222,189,222	0.73 %
2008	128,581,000	12,962,000	115,619,000	248,744	464.81	15,653,926,490	0.74	14,969,536,405	0.77
2007	133,413,000	11,574,000	121,839,000	241,167	505.21	15,342,163,788	0.79	14,638,856,501	0.83
2006	99,347,000	9,733,000	89,614,000	239,213	374.62	13,583,250,295	0.66	12,897,825,080	0.69
2005	104,538,000	13,364,000	91,174,000	238,625	382.08	13,138,516,226	0.69	12,421,799,720	0.73
2004	98,915,000	20,509,000	78,406,000	236,146	332.02	12,744,105,392	0.62	12,001,190,379	0.65
2003	61,759,000	17,083,000	44,676,000	235,565	189.65	11,130,588,167	0.40	10,350,628,778	0.43
2002	56,997,000	15,847,000	41,150,000	231,800	177.52	10,724,685,837	0.38	9,903,888,713	0.42
2001	54,418,000	11,243,000	43,175,000	225,588	191.39	9,620,947,855	0.45	8,814,516,041	0.49
2000	58,814,000	9,739,000	49,075,000	218,497	224.60	9,140,641,057	0.54	8,423,860,600	0.58

¹ Source: Lincoln/Lancaster Planning Department.

² Assessed valuation is 100% of actual

**REVENUE BOND COVERAGE
LAST TEN FISCAL YEAR**

	Gross Revenue	Direct	Net	Debt Service Requirements			Coverage
		Operating Expenses	Available Revenue	Principal	Interest	Total	
<u>Wastewater System</u>							
2009	\$ 22,643,270	11,771,291	10,871,979	2,620,000	3,820,044	6,440,044	1.69
2008	22,347,867	11,393,624	10,954,243	2,415,000	4,030,454	6,445,454	1.70
2007	21,158,743	11,462,964	9,695,779	2,005,000	3,081,481	5,086,481	1.91
2006	19,827,194	11,125,819	8,701,375	2,065,000	3,043,500	5,108,500	1.70
2005	18,248,683	10,482,955	7,765,728	1,500,000	2,403,519	3,903,519	1.99
2004	18,092,619	10,042,919	8,049,700	1,750,000	2,133,704	3,883,704	2.07
2003	15,607,743	9,086,469	6,521,274	1,032,500	266,722	1,299,222	5.02
2002	15,731,749	8,632,287	7,099,462	992,500	316,847	1,309,347	5.42
2001	16,663,975	8,087,688	8,576,287	952,500	364,972	1,317,472	6.51
2000	16,741,692	7,707,242	9,034,450	912,500	411,097	1,323,597	6.83
<u>Water System</u>							
2009	\$ 27,838,187	14,995,077	12,843,110	5,795,000	3,128,414	8,923,414	1.44
2008	27,257,184	14,425,521	12,831,663	5,555,000	3,376,201	8,931,201	1.44
2007	29,386,495	14,351,136	15,035,359	5,340,000	3,612,001	8,952,001	1.68
2006	29,014,999	13,808,214	15,206,785	5,130,000	3,834,301	8,964,301	1.70
2005	27,153,937	13,145,665	14,008,272	4,895,000	3,517,932	8,412,932	1.67
2004	24,557,918	12,477,486	12,080,432	3,115,000	2,411,632	5,526,632	2.19
2003	22,094,721	11,631,496	10,463,225	3,010,000	2,898,489	5,908,489	1.77
2002	22,894,652	11,474,433	11,420,219	2,880,000	2,110,590	4,990,590	2.29
2001	22,489,456	10,960,315	11,529,141	2,755,000	2,240,075	4,995,075	2.31
2000	24,018,217	9,812,147	14,206,070	2,640,000	2,361,515	5,001,515	2.84
<u>Golf</u>							
	<u>Facility and Course Fees</u>						
2009	\$ 3,133,238	2,516,538	616,700	335,000	41,848	376,848	1.64
2008	2,933,843	2,402,983	530,860	325,000	54,035	379,035	1.40
2007	2,926,985	2,463,827	463,158	315,000	65,060	380,060	1.22
2006	2,993,961	2,467,141	526,820	305,000	74,973	379,973	1.39
2005	3,135,875	2,568,462	567,413	295,000	83,823	378,823	1.50
2004	2,899,670	2,467,141	432,529	290,000	91,653	381,653	1.13
2003	2,648,552	2,408,947	239,605	280,000	98,513	378,513	0.63
2002	2,673,078	2,141,707	531,371	305,000	75,628	380,628	1.40
2001	2,626,592	2,140,853	485,739	230,000	239,088	469,088	1.04
2000	2,934,568	1,952,906	981,662	215,000	252,310	467,310	2.10
<u>Parking Facilities</u> ^{1,2}							
2009	\$ 7,014,250	2,874,768	4,139,482	1,360,000	624,394	1,984,394	2.09
2008	7,134,709	2,912,511	4,222,198	1,305,000	687,194	1,992,194	2.12
2007	6,645,013	2,781,952	3,863,061	1,240,000	746,374	1,986,374	1.94
2006	6,785,593	2,775,122	4,010,471	1,185,000	799,931	1,984,931	2.02
2005	6,219,935	2,972,709	3,247,226	1,140,000	850,501	1,990,501	1.63
2004	6,299,598	2,733,492	3,566,106	1,145,000	908,456	2,053,456	1.74
2003	5,988,240	2,304,632	3,683,608	1,085,000	962,829	2,047,829	1.80
2002	5,483,546	1,964,389	3,519,157	1,115,000	924,470	2,039,470	1.73
2001	5,172,264	2,127,350	3,044,914	795,000	787,419	1,582,419	1.92
2000	4,853,708	1,393,637	3,460,071	455,000	761,521	1,216,521	2.84
<u>Solid Waste Management</u>							
2009	\$ 7,664,336	4,482,819	3,181,517	195,000	148,225	343,225	9.27
2008	8,537,520	5,701,312	2,836,208	190,000	155,825	345,825	8.20
2007	8,020,390	5,079,147	2,941,243	185,000	155,971	340,971	8.63

- 1 Includes parking meter revenues that were deposited to the General Fund but are pledged per bond ordinance.
- 2 Information in this table does not agree with information in the transmittal letter of the City's CAFR because that information is calculated in accordance with specific requirements of the bond covenants.

CITY OF LINCOLN, NEBRASKA
GENERAL FUND
SUMMARY CASH FLOW STATEMENT - CASH BASIS
FOR LAST TEN FISCAL YEARS

	<u>F.Y. 2009</u>	<u>F.Y. 2008</u>	<u>F.Y. 2007</u>	<u>F.Y. 2006</u>	<u>F.Y. 2005</u>	<u>F.Y. 2004</u>	<u>F.Y. 2003</u>	<u>F.Y. 2002</u>	<u>F.Y. 2001</u>	<u>F.Y. 2000</u>
Cash & Investment Balance - September 1 of Year Indicated	15,738,481	14,632,274	13,475,643	18,948,253	23,521,130	26,784,845	26,589,993	24,802,768	26,814,745	25,069,133
Receipts:										
Property Tax	33,783,984	32,181,660	31,454,763	28,366,526	26,727,618	24,546,532	22,780,085	23,353,414	20,284,364	19,487,198
City Sales & Use Tax	54,255,376	55,733,297	53,960,485	54,270,346	53,781,209	51,869,477	48,657,268	45,393,492	44,486,127	43,608,313
Other Income	<u>27,389,492</u>	<u>26,270,119</u>	<u>27,663,641</u>	<u>25,390,112</u>	<u>25,620,145</u>	<u>23,615,320</u>	<u>24,933,838</u>	<u>26,342,414</u>	<u>21,786,016</u>	<u>21,339,093</u>
Total Receipts	115,428,852	114,185,076	113,078,889	108,026,984	106,128,972	100,031,329	96,371,191	95,089,320	86,556,507	84,434,604
Less Disbursements	<u>114,880,707</u>	<u>113,078,869</u>	<u>111,922,258</u>	<u>113,499,594</u>	<u>110,701,849</u>	<u>103,295,044</u>	<u>96,176,339</u>	<u>93,302,095</u>	<u>88,568,484</u>	<u>82,688,992</u>
Cash & Investment Balance - August 31 of Year Indicated	<u>16,286,626</u>	<u>15,738,481</u>	<u>14,632,274</u>	<u>13,475,643</u>	<u>18,948,253</u>	<u>23,521,130</u>	<u>26,784,845</u>	<u>26,589,993</u>	<u>24,802,768</u>	<u>26,814,745</u>

CITY OF LINCOLN, NEBRASKA
 GENERAL BONDED INDEBTEDNESS AND DEBT SERVICE FUND
 SUMMARY CASH FLOW STATEMENT - CASH BASIS
 FOR LAST TEN FISCAL YEARS

	<u>F.Y. 2009</u>	<u>F.Y. 2008</u>	<u>F.Y. 2007</u>	<u>F.Y. 2006</u>	<u>F.Y. 2005</u>	<u>F.Y. 2004</u>	<u>F.Y. 2003</u>	<u>F.Y. 2002</u>	<u>F.Y. 2001</u>	<u>F.Y. 2000</u>
Cash Balance - September 1 of Year Indicated	4,201,889	4,057,088	2,761,491	3,364,608	3,570,557	2,935,997	3,440,537	3,099,198	3,313,405	3,536,402
Receipts:										
Property Tax	5,689,007	5,709,454	5,460,690	2,973,410	5,607,615	5,387,468	5,883,592	6,340,938	5,814,489	5,843,384
Interest Income	131,475	153,977	84,935	86,812	83,286	48,595	32,298	53,873	107,693	174,146
Bond Proceeds					6,597,635		9,436,083			
Other Income	<u>173,446</u>	<u>1,003,173</u>	<u>1,927,112</u>	<u>2,935,603</u>	<u>149,038</u>	<u>691,340</u>	<u>240,110</u>	<u>232,009</u>	<u>235,736</u>	<u>247,591</u>
Total Receipts	<u>5,993,928</u>	<u>6,866,604</u>	<u>7,472,737</u>	<u>5,995,825</u>	<u>12,437,574</u>	<u>6,127,403</u>	<u>15,592,083</u>	<u>6,626,820</u>	<u>6,157,918</u>	<u>6,265,121</u>
Disbursements:										
Bonds Paid	4,320,000	4,260,000	3,950,000	4,250,000	3,850,000	3,215,000	4,177,765	4,137,254	4,052,948	3,973,769
Bonds Defeased							9,609,774			
Interest Paid	2,335,411	2,456,373	2,217,610	2,342,582	2,197,207	2,271,548	2,309,084	2,144,322	2,308,922	2,500,471
Transfer to Trustee					6,504,876					
Other Disbursements	<u>6,438</u>	<u>5,430</u>	<u>9,530</u>	<u>6,360</u>	<u>91,440</u>	<u>6,295</u>		<u>3,905</u>	<u>10,255</u>	<u>13,878</u>
Total Disbursements	<u>6,661,849</u>	<u>6,721,803</u>	<u>6,177,140</u>	<u>6,598,942</u>	<u>12,643,523</u>	<u>5,492,843</u>	<u>16,096,623</u>	<u>6,285,481</u>	<u>6,372,125</u>	<u>6,488,118</u>
Equity Transfer										
Cash Balance - August 31 of Year Indicated	<u>3,533,968</u>	<u>4,201,889</u>	<u>4,057,088</u>	<u>2,761,491</u>	<u>3,364,608</u>	<u>3,570,557</u>	<u>2,935,997</u>	<u>3,440,537</u>	<u>3,099,198</u>	<u>3,313,405</u>

CITY OF LINCOLN, NEBRASKA
SPECIAL ASSESSMENT REVOLVING FUND
SUMMARY CASH FLOW STATEMENT - CASH BASIS
FOR LAST TEN FISCAL YEARS

	<u>F.Y. 2009</u>	<u>F.Y. 2008</u>	<u>F.Y. 2007</u>	<u>F.Y. 2006</u>	<u>F.Y. 2005</u>	<u>F.Y. 2004</u>	<u>F.Y. 2003</u>	<u>F.Y. 2002</u>	<u>F.Y. 2001</u>	<u>F.Y. 2000</u>
Cash & Investment Balance - September 1 of Year Indicated	11,148,146	9,991,053	8,846,000	7,583,251	7,830,502	6,910,967	6,586,633	3,778,207	4,964,458	5,003,362
Receipts:										
Special Assessment Collections	954,672	1,235,621	1,257,112	1,476,284	1,208,686	1,654,695	1,271,575	1,360,347	1,529,352	1,638,233
Interest on Special Assessments	112,749	179,258	188,349	189,927	204,108	267,298	346,725	294,839	257,157	310,558
City's Share of Costs	34,802		187,957	723,038	578,992	116,009	97,107	2,145,574	2,516,175	895,961
Developers' Share of Costs								4,617	473,445	
Bond Proceeds										
Interest on Investments	335,273	453,282	340,274	254,809	217,996	140,289	130,555	137,143	219,536	286,460
Miscellaneous		<u>33,964</u>	<u>49,403</u>	<u>74,657</u>	<u>30,687</u>	<u>288,482</u>	<u>195,535</u>	<u>474,438</u>	<u>144,005</u>	<u>993,245</u>
Total Receipts	<u>1,437,496</u>	<u>1,902,125</u>	<u>2,023,095</u>	<u>2,718,715</u>	<u>2,240,469</u>	<u>2,466,773</u>	<u>2,041,497</u>	<u>4,416,958</u>	<u>5,139,670</u>	<u>4,124,457</u>
Disbursements:										
Construction Costs	861,203	742,698	766,768	1,066,513	1,796,239	1,399,323	1,560,456	1,090,434	3,646,025	2,338,999
Bonds Paid			55,000		100,000	105,000	105,000	110,000	270,000	770,000
Equity Transfer	7,554,009									
Interest Paid on Bonds & Notes			37,581		3,425	10,420	17,534	24,762	39,438	67,293
Other Refunds & Expenses	<u>8,719</u>	<u>2,334</u>	<u>18,693</u>	<u>389,453</u>	<u>588,056</u>	<u>32,495</u>	<u>34,173</u>	<u>383,336</u>	<u>2,370,458</u>	<u>987,069</u>
Total Disbursements	<u>8,423,931</u>	<u>745,032</u>	<u>878,042</u>	<u>1,455,966</u>	<u>2,487,720</u>	<u>1,547,238</u>	<u>1,717,163</u>	<u>1,608,532</u>	<u>6,325,921</u>	<u>4,163,361</u>
Cash & Investment Balance - August 31 of Year Indicated	<u>4,161,711</u>	<u>11,148,146</u>	<u>9,991,053</u>	<u>8,846,000</u>	<u>7,583,251</u>	<u>7,830,502</u>	<u>6,910,967</u>	<u>6,586,633</u>	<u>3,778,207</u>	<u>4,964,458</u>

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APPENDIX B

FINANCIAL STATEMENTS

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**COMPREHENSIVE
ANNUAL FINANCIAL REPORT**

**OF THE
CITY OF LINCOLN, NEBRASKA**

FOR THE FISCAL YEAR ENDED AUGUST 31, 2010

Prepared by:

The Accounting Division of the Finance Department

INTRODUCTORY SECTION

OFFICIALS OF THE CITY OF LINCOLN

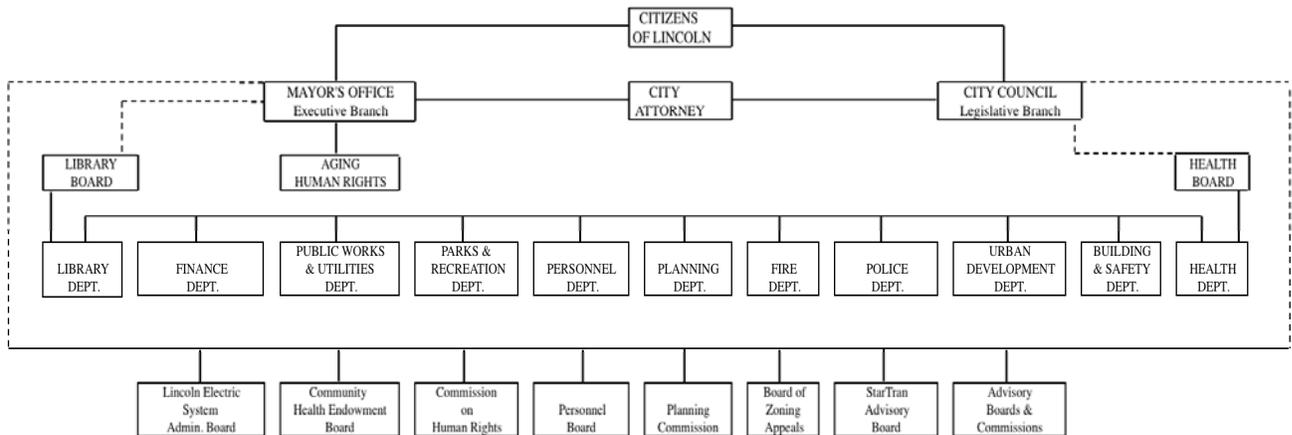
Chris Beutler Mayor
 John Spatz Chair, City Council
 Eugene Carroll..... Vice Chair, City Council
 Jon Camp..... Council Member
 Jonathan Cook..... Council Member
 Doug Emery Council Member
 Adam Hornung..... Council Member
 Jayne Snyder Council Member

* * * * *

Don Herz Finance Director
 Marvin Krout..... Planning Director
 Lynn Johnson Parks and Recreation Director
 Kevin Wailes Lincoln Electric System Administrator
 David Landis Urban Development Director
 Pat Leach..... Library Director
 Greg MacLean..... Public Works/Utilities Director
 Chuck Zimmerman..... Interim Building and Safety Director
 Judith Halstead Health Director
 Mark Koller Personnel Director
 Rodney Confer City Attorney
 Thomas Casady Police Chief
 Niles Ford..... Fire Chief

* * * * *

CITY OF LINCOLN ORGANIZATION CHART



**CITY OF LINCOLN, NEBRASKA
 COMPREHENSIVE ANNUAL FINANCIAL REPORT
 FOR THE YEAR ENDED AUGUST 31, 2010
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CITY OF LINCOLN
NEBRASKA

MAYOR CHRIS BEUTLER

lincoln.ne.gov

Office of the Mayor
555 South 10th Street
Suite 301

Lincoln, Nebraska 68508
402-441-7511
fax: 402-441-7120
mayor@lincoln.ne.gov

February 23, 2011

Dear Citizens and Public Officials:

It is my pleasure to submit the City of Lincoln's Comprehensive Annual Financial Report for the fiscal year ended August 31, 2010.

Ensuring both fiscal and operational accountability in our use of public resources is a priority for my Administration, and this report is essential to that effort. This report provides a complete and accurate picture of the City's financial status and fulfills our continuing disclosure responsibilities in accordance with governmental reporting standards.

Our ability to manage the City's fiscal affairs and provide a full disclosure of the City's fiscal condition is exhibited by the unqualified audit opinion that follows. I am proud to report that the 2009 report submitted to the Government Finance Officers Association was recognized with the prestigious Certificate of Achievement for Excellence in Financial Reporting for the 27th consecutive year. This recognition is a credit to the City and a compliment to our dedicated Finance Department.

I would like to thank the Finance Department employees for their commitment in dealing with these complex accounting issues and to all City departments for their cooperation in the preparation of this document.

Sincerely,

Chris Beutler
Mayor of Lincoln



Finance Department
Don Herz, Director
555 South 10th Street
Suite 103
Lincoln, Nebraska 68508

402-441-7411
fax: 402-441-8325



MAYOR CHRIS BEUTLER

lincoln.ne.gov

February 23, 2011

To the Honorable Mayor, Members of the City Council, and Citizens of the City of Lincoln:

Both the City Charter and State law require an annual audit of the City's funds and accounts be made by a recognized independent and qualified accountant covering all financial transactions, affairs, and financial condition of the City, with the audit report published within six months after the close of the fiscal year. Pursuant to this requirement, the Comprehensive Annual Financial Report (CAFR) of the City of Lincoln, Nebraska for the fiscal year ended August 31, 2010, is hereby submitted.

Responsibility for both the accuracy of the data found in this report, and the completeness and fairness of the presentation, including all disclosures, rests with management. In developing and evaluating the City's accounting system, consideration is given to the adequacy of internal accounting controls. Internal accounting controls are designed to provide reasonable, but not absolute, assurance regarding the safeguarding of assets against loss, theft, or misuse, and to ensure the reliability of financial records for preparing financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) and maintaining accountability for assets. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

As a recipient of federal, state and local financial assistance, the City is also responsible for ensuring that an adequate internal control structure is in place to ensure and document compliance with applicable laws and regulations related to these programs. The federal government, under the revised OMB Circular A-133, requires local governments that expend \$500,000 or more in federal funds in any fiscal year to have a financial and compliance audit performed. As part of the City's Single Audit, tests were made of the City's internal control structure over compliance and its compliance with applicable laws and regulations, including those related to major federal financial assistance programs. The Single Audit for the year ended August 31, 2010, disclosed no material internal control weaknesses. The independent accountants' reports are included in the Single Audit section found at the end of the CAFR.

To the best of management's knowledge and belief, the enclosed data are accurate in all material respects and reported in a manner designed to present fairly the financial position and financial activities of the City. All disclosures necessary to enable the reader to gain an understanding of the government's financial activities as specified by all currently effective statements of the Governmental Accounting Standards Board have been included.

A firm of licensed certified public accountants has audited the City's financial statements. The goal of the independent audit was to provide reasonable assurance that the financial statements of the City are free of material misstatement. The audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent accountants concluded, based upon the audit, that there was a reasonable basis for rendering unqualified opinions that the City's financial statements for the fiscal year ended August 31, 2010, are fairly presented in conformity with GAAP.

Generally accepted accounting principles require that management provide a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of management's discussion and analysis (MD&A). This letter of transmittal is designed to complement MD&A and should be read in conjunction with it. The City's MD&A can be found in the Financial Section immediately following the report of the independent accountants.

Profile of the City

The City of Lincoln, capital city of Nebraska, was originally incorporated on April 7, 1869. Lincoln is located in the southeastern corner of the state, is midway between Chicago and Denver, and is currently one of the fastest growing metro areas in the Midwest. It occupies a land area of approximately 90 square miles, serves a population of over 254,000, and in its growth and development has annexed five other municipalities so that the City includes most of the urban area of Lancaster County. It enjoys a unique position in Nebraska as the center of the state's governmental and educational activities.

The City operates under a Home Rule Charter and has a Mayor-Council form of government with an elected full-time chief executive, the Mayor, and an elected legislative body, the Council, composed of seven members. Three Council members are elected at large and four by district on a nonpartisan basis for a term of four years. All legislative powers of the City are exclusively vested in the Council, as well as the power to adopt the budget, set the tax levy, and equalize taxes and assessments. The Mayor is responsible for the proper conduct of the affairs of the City, with the administration of City government performed under the direction of the Mayor through administrative departments.

The City of Lincoln provides a full range of services, including public safety (police and fire); the construction and maintenance of highways, streets, and other infrastructure; health; planning and zoning; golf courses, parks and recreation; urban development; mass transportation; ambulance transport; electric, water, and wastewater utilities; solid waste management; auditorium; parking facilities; and general administrative services.

The City Council exercises budgetary and/or rate setting authority over the City Library and Lincoln Electric System (LES), neither of which are legally separate from the City and are thus included as part of the primary government. The Lincoln Water System, Lincoln Wastewater System, Emergency Medical Services, Solid Waste Management, Parking Facilities and Lots, Golf Courses, Pershing Municipal Auditorium, and Community Health Endowment are all part of administrative departments under the direction of the Mayor and are included as part of the primary government. The City is considered to be financially accountable for the West Haymarket Joint Public Agency, and has included the Agency as part of the primary government as a blended component unit. Separately audited financial statements are available for LES, Lincoln Water System, Lincoln Wastewater System, Emergency Medical Services, Solid Waste Management, Parking Facilities, Community Health Permanent Endowment Trust, and West Haymarket Joint Public Agency.

The annual budget serves as the basis for the City of Lincoln's financial planning and control. Following public hearings and not later than five days prior to the beginning of the fiscal year, the budget is legally adopted by resolution of the City Council. Appropriation controls are required at the department level, however, as a matter of policy and practice, appropriations generally are controlled at the next level of organization (division) or by fund within a department. The Mayor has the authority to transfer balances within a department as well as lower appropriations in any fund where actual revenues are less than appropriated in order to avoid incurring a budget deficit for the year. Appropriation transfers between departments may only be authorized by resolution of the City Council. The Council may not make any appropriations in addition to those authorized in the annual budget, except in the event of an emergency threatening serious loss of life, health, or property in the community.

Economic Condition and Outlook

Population growth is one of the best indicators of a community's economic well being. As such, the Lincoln metropolitan area's population growth during the past several years reflects a community that is economically viable and is strongly positioned to meet future challenges.

The Lincoln metropolitan area population base (Lancaster County) continues to demonstrate a pattern of sustained growth. According to the U. S. Census figures, the Lincoln metropolitan area population grew by 79.03 percent since 1960. Lancaster County's rate of growth between 2000 and 2009 has been 10.57 percent or approximately 1.3 percent per year. The 2009 population of Lancaster County has been estimated to be in excess of 281,000 persons.

While such a growth rate may be modest by some standards, this healthy pace of expansion places Lincoln as one of the fastest growing communities in this region. Recent projections envision Lincoln to continue to grow at a rate of over 1% per year. As importantly, the City of Lincoln continues to absorb about 90% of all growth in Lancaster County.

Lincoln's unemployment rate at August 31, 2010 was 3.9%, well below the national average of 9.6%, with employment strongest in the categories of government, educational & health services, and retail trade. Lincoln's current number of construction permits is down 23% when compared to levels 5 years ago, with a corresponding decrease in the value of construction permits of over \$123 million.

To more aggressively pursue economic opportunities, the City, Lancaster County, and LES have partnered to hire an economic development coordinator to facilitate job creation in the private sector. In addition, the Mayor's Technology Council completed its technology audit, which led to a new strategic plan for economic development.

Net sales and use tax revenue increased \$1,025,376 or 1.9% from the previous fiscal year. In relation to this primary revenue source, the City is seeing slight signs of recovery from the negative economic factors that have affected the local and national economies.

Long-Term Planning and Major Initiatives

Urban Development

The City anticipates approximately \$19.5 million of public expenditures funded through various urban development projects and programs over the next three years. These projects are varied in type and size and are located in the Downtown and Haymarket areas, North 27th Street and Havelock business areas, Focus Area neighborhoods, the South Capitol blight area, the Antelope Valley project area, West O, and in low-moderate income neighborhoods throughout the City.

Financing will be provided by a variety of sources, including Tax Increment Financing (TIF), Parking Revenues, CDBG, HOME, Economic Development Initiative, Neighborhood Stabilization Program (NSP) and American Recovery and Reinvestment Act (ARRA) grants, Advanced Land Acquisition funds, Special Assessments, and General Fund. Funding is often combined with developer, grant or other private sector funds.

The City's involvement will vary depending upon the project and could likely include property acquisition, relocation and demolition; housing rehabilitation and development; commercial development; and construction of public improvements including parking, sidewalks, infrastructure and streetscapes.

Ongoing and anticipated projects include:

- Downtown Redevelopment Projects:
 - 1) Block 38 Catalyst One site.
 - 2) Former Douglas III/Civic Plaza site.
 - 3) West Haymarket/Hotel project.
 - 4) North Haymarket Arts & Humanities Block.
 - 5) Block 85.
 - 6) Telesis/Meadow Gold project.
 - 7) Haymarket Hotel and Tool House.
 - 8) M Street Corridor planning.
 - 9) P & Q Streets Corridor planning.
 - 10) Centennial Mall project.
- North 27th Street redevelopment efforts are focusing on the acquisition of blighted properties and assembly for redevelopment.
- Antelope Valley Redevelopment Projects:
 - 1) Plaza Parkway Triangle, phase 1 – Assurity project site.
 - 2) 19th & K - WJS project site.
 - 3) 10th & Military – Creekside Village.
 - 4) 23rd & P – Antelope Creek Village.
- Havelock Redevelopment on-going projects include streetscape improvements, commercial building facade improvements, public parking lot improvements, and park improvements.
- University Place redevelopment of the former Green’s Plumbing site.
- West O Street redevelopment projects and historic DLD marker project.
- NW Corridor redevelopment (West Cornhusker Highway).
- Innovation Campus redevelopment.
- 84th and Havelock redevelopment.
- South Capitol redevelopment.
- Focus area projects in Malone and South Capitol.
- Housing rehabilitation programs for quality, affordable housing and home ownership:
 - 1) Continuation of First-time Homebuyer and Owner-Occupied Housing Rehabilitation Loan programs.
 - 2) Partner with NeighborWorks-Lincoln for their Home Ownership Zone in Antelope Valley.
 - 3) Partner with other non-profit and for-profit housing organizations for affordable housing projects in low-to-moderate income neighborhoods under the Mayor’s Stronger Safer Neighborhoods Program.
 - 4) Manage the local affordable housing effort made possible by Federal Economic Stimulus Programs.
- Real Estate Division major acquisition, negotiation and relocation projects:
 - 1) For effective transportation:
 - ✓ Antelope Valley transportation projects.
 - ✓ Antelope Valley redevelopment plan catalyst projects.
 - ✓ West Haymarket transportation projects.
 - ✓ Yankee Hill Roadway, 70th to 84th Street.
 - ✓ SW 40th Street overpass.
 - ✓ 14th Street, Superior to Alvo Road.
 - ✓ 56th Street, Old Cheney to Pine Lake Rd.
 - ✓ Old Cheney Road, 70th to 84th Street.
 - ✓ Pine Lake Road, 59th to Hwy 2.
 - ✓ RTSD Quiet Zone project.
 - ✓ East Beltway preliminary acquisitions.
 - ✓ South Beltway preliminary acquisitions.
 - ✓ Arterial rehab, executive order, traffic signal, and Federal Infrastructure Stimulus funded projects.
 - 2) For environmental quality:
 - ✓ Park sites city-wide.
 - ✓ Antelope Valley storm water projects.
 - ✓ Stevens Creek sanitary sewer Phase III.
 - ✓ Yankee Hill water main, 56th to 84th Street.
 - ✓ 98th Street water main, Holdrege to Alvo.
 - ✓ 56th & Arbor Road sewer and water district projects.
 - ✓ North 1st Street, Cornhusker Hwy to Superior Street.
 - ✓ Conservation easements and wetlands acquisitions.
 - ✓ Additional projects made possible by Federal Infrastructure Stimulus funds.

- 3) Relocation activities:
 - ✓ North 27th Street projects.
 - ✓ West Haymarket projects.
 - ✓ Antelope Valley projects.
- Workforce Investment Act funds received by the City provide employment skills to low-income adults and youth and also to individuals laid-off from area employers. Funding is provided for GED and Adult Basic Education instruction, secondary and post-secondary education, and placement in work experience and On-the-Job Training (OJT) with an emphasis on high wage and high demand occupations.

Services are provided from the Workforce Center located in the Gold's Building. Partner agencies co-located at the Center include Operation ABLE, Goodwill Industries, Vocational Rehabilitation, Nebraska Department of Labor, and Experience Works. Over 20,000 individuals and 500 employers use the Center annually.

Examples of specialized projects this year include:

- ✓ Targeted OJT projects for dislocated workers.
- ✓ "Pathways Out of Poverty" program providing basic skills and green building skills to low-income residents in north Lincoln.
- ✓ "The Metro SyNErgy" project in Lincoln and Omaha providing green building technology to unemployed and incumbent workers.
- ✓ Expanded job search assistance for laid-off workers affected by the TierOne Bank closure.
- ✓ Regional Innovation Network fostering collaboration of education, economic development and workforce development leaders in a twelve county southeast Nebraska area.

West Haymarket Project

The West Haymarket Redevelopment Project is a multi-faceted endeavor to revitalize the 100 acres of underutilized property that lies on the western edge of Lincoln's downtown and Haymarket district. On May 11, 2010, the citizens of Lincoln voted to approve the issuance of arena bonds which signaled approval for the project to proceed. The project involves the relocation and elimination of existing railroad tracks and completion of other site preparation activities, the construction of a 16,000 seat civic arena, a community ice center, private retail and office space, a new Amtrak Station, residential units, surface and decked parking, public gathering areas, street and utility improvement, landscaping, trails and walkways, pedestrian bridges, and environmental enhancements. The overall project cost is estimated to be approximately \$340 million.

The West Haymarket Joint Public Agency (WHJPA) is the governmental agency responsible for oversight of the project, for issuing bonds, collecting revenue, and making bond payments over the course of the Project. Participants in the agency are the City and the Board of Regents of the University of Nebraska.

Beginning January 1, 2011, an occupation tax will be imposed on car rental, hotel, restaurant and bar charges within the City of Lincoln. This revenue has been pledged to repayment of any outstanding WHJPA bonds.

Antelope Valley Project

The City of Lincoln, Lower Platte South Natural Resource District and the University of Nebraska-Lincoln have joined together through an interlocal agreement to form the Joint Antelope Valley Authority (JAVA). JAVA is in the process of implementing the Antelope Valley project, which consists of stormwater, transportation and community revitalization strategies.

The stormwater and transportation portions of the project are scheduled for substantial completion in 2012. Redevelopment projects have begun and will progress as flood control work is completed. The channel work needed for re-mapping of the floodplain was completed in 2010.

Projects completed include Fleming Field, Lewis Fields; Military, Y Street, and Vine Street bridges and

roadways; the BNSF overpass and roadway (Big T & East Leg Bridge and Roadway) near Devaney Center; channel work between Salt Creek and R Street; the BNSF railroad bridge project over Antelope Creek; landscaping work on the Military, Y Street, Vine Street, Vine to Y, P to Vine, East Leg and Big T roadway projects and the BNSF overpass project; roadway construction between P and Y streets; and the J, P, Q, and O Street bridges and roadways.

Work on the north/south roadway between K and P and the South Street bridge project will begin in 2011 and will be complete in 2012.

The entire project is projected to cost \$246 million, which includes all components of the Antelope Valley project: community revitalization, flood control, and transportation.

Wastewater System

The Lincoln Wastewater System is projecting a capital improvements program in the amount of approximately \$66,787,000 over the 6-year period of fiscal year 2010-11 through fiscal year 2015-16. Of that total, approximately \$45,629,000 will be financed by revenue bonds, approximately \$4,030,000 will be financed by impact fees, \$640,000 from TIF funding, with the remaining \$16,488,000 to come from utility revenue fees. The majority of these dollars are needed for replacement and maintenance of existing infrastructure, new infrastructure to serve development in various basins throughout the City, and improvements to both the Theresa Street and Northeast treatment plants.

Water System

The Lincoln Water System is projecting a capital improvements program in the amount of approximately \$100,520,000 over the 6-year period of fiscal year 2010-11 through 2015-16. Of these dollars, approximately \$82,550,000 will be financed through revenue bonds, approximately \$4,530,000 will be financed from TIF funding, approximately \$5,020,000 will be financed through impact fees, with the balance of \$8,420,000 coming from utility revenue fees. The major projects contributing to these total dollars include the installation of transmission lines, replacement mains, replacement and new wells, and additional storage reservoirs.

Streets and Highways

The 2011-2016 Streets and Highways capital improvements program and Transportation improvement program identify average annual expenditures of \$26 million for the next six years. Funding for these projects includes \$108 million in City revenues, \$25 million in federal aid, and \$23 million in other funds.

Infrastructure Impact Fees

The City's growth in both population and employment have created demands for new residential and nonresidential development, which in turn creates the need for additional public facilities, including water and wastewater systems, arterial streets, and neighborhood parks and trails. The City's laws, taxes, fees, utility charges, and other forms of revenue generated from new development do not provide sufficient funds to finance these new facilities.

In response to these funding needs the City of Lincoln passed an ordinance to provide for the imposition of impact fees to ensure that facilities are available to serve new growth and that new development bears its proportionate share of the cost of improvements to the City's facilities. Impact fees for all types of new construction have been set and adopted by the City Council and began June, 2003.

Pension Costs

The City currently contributes \$2 for every \$1 contributed by employees in the civilian retirement plans. In an effort to control this significant budget item, the City and three of four civilian unions have agreed to change the plan to a \$1.29 to \$1 match for new employees hired after the effective date. The City is unable

to legally change the match for current employees. The City anticipates saving 20 to 25 percent in retirement costs for each employee hired under this new arrangement, with the first actual match reduction occurring in February, 2011.

Property Tax Collections

As of August 31, 2010, current tax collections by the County Treasurer were 96.60% of the tax levy, a decrease of .15% from last year. Allocations of property tax levy by purpose are as follows:

<u>City Tax Levy by Purpose</u>	<u>2009-2010</u>	<u>2008-2009</u>	<u>2007-2008</u>
General Fund	.1772	.1806	.1778
Library	.0398	.0396	.0404
Social Security	.0097	.0129	.0134
Police and Fire Pension	.0251	.0201	.0203
General Obligation Debt	<u>.0361</u>	<u>.0347</u>	<u>.0360</u>
	<u>.2879</u>	<u>.2879</u>	<u>.2879</u>

Parking Facilities

The City of Lincoln operates the following parking garages:

<u>Facility</u>	<u>Number of Stalls</u>	<u>Date Opened</u>
Center Park	1,048	November, 1978
Cornhusker Square	405	December, 1983
University Square	436	April, 1990
Que Place	773	October, 1994
Carriage Park	710	February, 1995
Market Place	433	August, 2000
Haymarket	420	August, 2002

The City’s parking garages have been built to promote downtown redevelopment efforts by working with private industry in providing necessary parking to various businesses in the downtown area.

Revenue generated by the parking facilities and on-street parking meters, as well as unappropriated street construction funds, are pledged for debt service of both the 2001 Parking Revenue Bonds and the 1999 Parking Revenue and Refunding Bonds. Comparative data for the past two fiscal years are presented in the following table:

	<u>2009-2010</u>	<u>2008-2009</u>
Operating Revenues	\$ 6,747,738	6,614,715
Operating Income Before Depreciation	3,407,137	3,739,947
Debt Service	1,998,056	1,998,056
Debt Service Coverage Ratio	1.71	1.87

Solid Waste Management

The City of Lincoln owns and operates a municipal solid waste landfill and a construction and demolition debris landfill that are subject to the U.S. Environmental Protection Agency rule *Solid Waste Disposal Facility Criteria*, which establishes closure and postclosure care requirements. As of August 31, 2010, the City estimates that it will incur costs approximating \$20 million to adhere to such requirements (see Note 18 of Notes to the Financial Statements).

Water and Wastewater System

The City's Wastewater Utility System showed an increase in operating revenues and an increase in operating income. Comparative data for the past two fiscal years is presented in the following table:

<u>Wastewater System</u>	<u>2009-2010</u>	<u>2008-2009</u>
Operating Revenues	\$21,703,427	21,142,579
Operating Income	2,875,498	1,782,499
Revenue Available For Debt Service	10,807,502	10,871,979
Debt Service	6,426,444	6,440,044
Debt Service Coverage Ratio	1.68	1.69

The City's Water Utility System showed a decrease in operating revenues and an increase in operating income. Comparative data for the past two fiscal years is presented in the following table:

<u>Water System</u>	<u>2009-2010</u>	<u>2008-2009</u>
Operating Revenues	\$25,135,127	25,692,203
Operating Income	3,881,476	3,769,225
Revenue Available For Debt Service	12,424,175	12,843,110
Debt Service	9,508,097	8,923,414
Debt Service Coverage Ratio	1.31	1.44

Lincoln Electric System (LES)

The City owns and operates its own electric utility system that is managed by an administrative board. Actions of the board with regard to rates, budgets, and long-term financing are subject to final review and approval by the City Council. In accordance with Section 4.24.090 of the Lincoln Municipal Code, LES operates on a January 1 - December 31, fiscal year. Audited financial information as of and for LES' fiscal year ended December 31, 2009, is included in the City's August 31, 2010, financial statements.

Certificate of Achievement

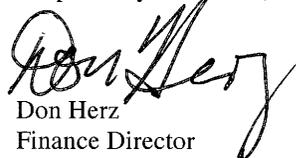
The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Lincoln, Nebraska, for its comprehensive annual financial report for the fiscal year ended August 31, 2009. This was the twenty-seventh consecutive year that the City has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both accounting principles generally accepted in the United States of America 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 meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

Acknowledgments

The preparation of this report on a timely basis could not be accomplished without the efficient and dedicated services of the entire staff of the Finance Department. I would like to express my appreciation to all members of the department who assisted and contributed to its preparation. I would also like to thank the Mayor and members of the City Council for their interest and support in planning and conducting the financial operations of the City in a responsible and progressive manner.

Respectfully submitted,


Don Herz
Finance Director



Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Lincoln
Nebraska

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
August 31, 2009

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



President

Executive Director



FINANCIAL SECTION

Independent Accountants' Report on Financial Statements and Supplementary Information

The Honorable Mayor
and Members of the City Council
City of Lincoln, Nebraska

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Lincoln, Nebraska (the City) as of and for the year ended August 31, 2010, which collectively comprise the City of Lincoln's basic financial statements. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of Lincoln Electric System which represent 59%, 33% and 77%, respectively, of the total assets, net assets and revenues of the business-type activities. Those financial statements were audited by other accountants whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for Lincoln Electric System, is based solely on the report of the other accountants. The prior-year summarized comparative financial information in these statements has been derived from the City's basic financial statements as of and for the year ended August 31, 2009, and in our report dated February 24, 2010, we expressed unqualified opinions on the respective financial statements of the governmental activities, the business-type activities, each major fund and the aggregate remaining fund information.

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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the report of the other accountants provide a reasonable basis for our opinions.

In our opinion, based on our audit and the report of other accountants, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Lincoln, Nebraska as of August 31, 2010, and the respective changes in financial position and cash flows, where applicable, thereof and the respective budgetary comparison for the general fund and street construction fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying management's discussion and analysis and the schedules of funding progress and employer contributions are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We and the other accountants have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The accompanying introductory section has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on it.

BKD, LLP

February 23, 2011



MANAGEMENT'S DISCUSSION AND ANALYSIS

The management of the City of Lincoln, Nebraska (the City) offers readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended August 31, 2010. Please consider this discussion in conjunction with the additional information provided in the Letter of Transmittal (beginning on page vii) and the transactions, events and conditions reflected in the City's financial statements (beginning on page 16).

FINANCIAL HIGHLIGHTS

- The assets of the City exceeded its liabilities at August 31, 2010, by \$1,546,569,783 (net assets). Of this amount, \$308,220,460 (unrestricted net assets) may be used to meet the government's ongoing obligations to citizens and creditors.
- The City's total net assets increased by \$37,572,599. Of this amount, \$16,434,072, or 44 percent, was an increase in governmental activities and \$21,138,527, or 56 percent, related to business-type activities.
- As of August 31, 2010, the City's governmental funds reported combined ending fund balances of \$186,888,572, a decrease of \$(3,878,503) in comparison with the prior year. Of this total fund balance, 58 percent, or \$108,395,395, is available for spending at the City's discretion (unreserved fund balance).
- As of August 31, 2010, unreserved fund balance for the general fund was \$25,701,931, or 25 percent of total general fund expenditures.
- The City's total bonded debt decreased by \$35,188,000 (3.9 percent) during the current fiscal year. The City issued no additional bonded debt in the current year.

OVERVIEW OF THE FINANCIAL STATEMENTS

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

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

The statement of activities presents information showing how the City's net assets changed during the year ended August 31, 2010. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the City 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 administrative services, public safety, streets and highways, health, planning and zoning, parks and recreation, libraries, aging services, job

programs, urban development, mass transportation, engineering, self-insurance, and fleet management. The business-type activities of the City include water, wastewater and electric utilities; ambulance transport; solid waste management; golf courses; auditorium; and parking.

The government-wide financial statements can be found on pages 16-17 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 three categories: governmental funds, proprietary funds, and fiduciary 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 evaluating the City’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 thirty-seven 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, the Street Construction fund, and the West Haymarket JPA fund, which are considered to be major funds. Data from the other governmental funds are combined into a single, aggregated presentation. Individual fund data for each of the nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

The City adopts an annual appropriated budget for its general fund and most other governmental funds. A budgetary comparison statement has been provided for the General and Street Construction major funds to demonstrate compliance with this budget. The West Haymarket JPA major fund is not required to adopt an annual budget so a budgetary comparison has not been provided.

The basic governmental fund financial statements can be found on pages 18-23 of this report.

Proprietary funds – The City maintains two different types of proprietary funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for its parking facilities and lots; golf courses; auditorium; solid waste management; ambulance services; and wastewater, water, and electric systems. Internal service funds are used to accumulate and allocate costs internally among the City’s various functions. The City uses internal service funds to account for its data processing, engineering, insurance, fleet management, telecommunications, and copy services. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

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 Water, Wastewater and Electric Systems, all of which are considered to be major funds of the City. Data from the other enterprise funds are combined into a single, aggregated presentation. Internal service funds are also combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for these funds is provided in the form of combining statements elsewhere in this report.

The basic proprietary fund financial statements can be found on pages 24-26 of this report.

Fiduciary funds – Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the City’s own programs. The accounting used for fiduciary funds is much like that used for proprietary funds.

The fiduciary fund financial statements can be found on pages 27-28 of this report.

NOTES TO THE FINANCIAL STATEMENTS

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 30-69 of this report.

OTHER INFORMATION

In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City’s progress in funding its obligation to provide pension benefits to its police and fire employees, and to provide other postemployment benefits. Required supplementary information can be found on page 70 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net assets may serve over time as a useful indicator of a government’s financial position. In the case of the City, assets exceeded liabilities by \$1,546,569,783 at August 31, 2010.

By far the largest portion of the City’s net assets (70 percent) reflects its investment in capital assets (e.g., land, buildings, improvements, utility plant, infrastructure, and machinery and equipment), less any related debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City’s investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

**City Of Lincoln
Condensed Statements of Net Assets
August 31, 2010 and 2009**

	Governmental Activities		Business-type Activities		Total	
	2010	2009	2010	2009	2010	2009
Current and Other Assets	\$ 398,115,532	388,695,310	246,650,963	242,568,924	644,766,495	631,264,234
Capital Assets	622,796,373	614,765,299	1,417,922,340	1,410,398,966	2,040,718,713	2,025,164,265
Total Assets	<u>1,020,911,905</u>	<u>1,003,460,609</u>	<u>1,664,573,303</u>	<u>1,652,967,890</u>	<u>2,685,485,208</u>	<u>2,656,428,499</u>
Long-Term Liabilities Outstanding	189,192,032	194,364,099	773,188,114	795,328,460	962,380,146	989,692,559
Other Liabilities	21,147,269	14,957,978	155,388,010	142,780,778	176,535,279	157,738,756
Total Liabilities	<u>210,339,301</u>	<u>209,322,077</u>	<u>928,576,124</u>	<u>938,109,238</u>	<u>1,138,915,425</u>	<u>1,147,431,315</u>
Net Assets:						
Invested in Capital Assets,						
Net of Related Debt	482,099,420	471,161,398	598,053,416	583,202,962	1,080,152,836	1,054,364,360
Restricted	121,155,820	111,672,739	37,040,667	37,782,662	158,196,487	149,455,401
Unrestricted	207,317,364	211,304,395	100,903,096	93,873,028	308,220,460	305,177,423
Total Net Assets	<u>\$ 810,572,604</u>	<u>794,138,532</u>	<u>735,997,179</u>	<u>714,858,652</u>	<u>1,546,569,783</u>	<u>1,508,997,184</u>

An additional portion of the City’s net assets (10 percent) represents resources that are subject to external restrictions on their use. The remaining balance of unrestricted net assets (20 percent) may be used to meet the government’s ongoing obligations to citizens and creditors.

At August 31, 2010, the City is able to report positive balances in all three categories of net assets, both for the government as a whole, as well as for its separate governmental and business-type activities.

City Of Lincoln
Condensed Statements of Activities
For the Years Ended August 31, 2010 and 2009

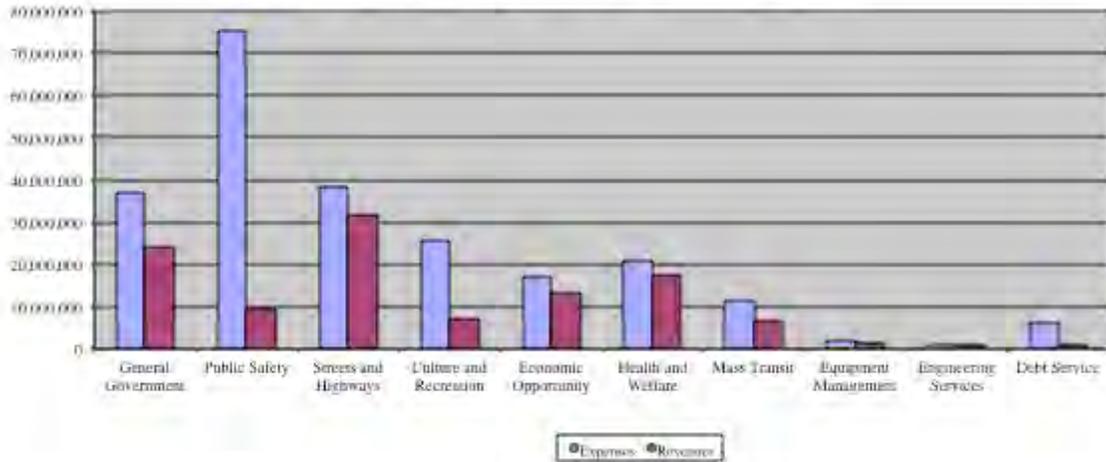
	Governmental Activities		Business-type Activities		Total	
	2010	2009	2010	2009	2010	2009
Revenues:						
Program Revenues:						
Charges for Services	\$ 41,701,425	41,844,680	313,690,349	315,614,846	355,391,774	357,459,526
Operating Grants and Contributions	55,013,696	50,412,504	-	-	55,013,696	50,412,504
Capital Grants and Contributions	16,171,192	25,746,780	5,767,531	11,025,070	21,938,723	36,771,850
General Revenues:						
Property Tax	48,637,701	49,370,031	-	-	48,637,701	49,370,031
Sales and Use Tax	55,362,688	54,337,312	-	-	55,362,688	54,337,312
Other Taxes	26,668,385	25,609,164	1,984,400	1,978,659	28,652,785	27,587,823
Unrestricted Grants and Contributions	2,006,071	1,542,816	-	-	2,006,071	1,542,816
Unrestricted Investment Earnings	1,926,976	5,181,996	1,673,103	4,680,958	3,600,079	9,862,954
Other	793,365	844,591	893,109	152,522	1,686,474	997,113
Total Revenues	248,281,499	254,889,874	324,008,492	333,452,055	572,289,991	588,341,929
Expenses:						
General Government	36,991,820	31,985,923	-	-	36,991,820	31,985,923
Public Safety	75,364,591	75,077,334	-	-	75,364,591	75,077,334
Streets and Highways	38,150,193	31,465,735	-	-	38,150,193	31,465,735
Culture and Recreation	25,713,710	28,998,338	-	-	25,713,710	28,998,338
Economic Opportunity	17,198,314	14,851,021	-	-	17,198,314	14,851,021
Health and Welfare	20,840,847	19,592,758	-	-	20,840,847	19,592,758
Mass Transit	11,198,681	11,059,139	-	-	11,198,681	11,059,139
Equipment Management	1,767,774	2,562,842	-	-	1,767,774	2,562,842
Engineering Services	829,470	1,859,008	-	-	829,470	1,859,008
Interest on Long-Term Debt	6,373,674	6,503,466	-	-	6,373,674	6,503,466
Parking	-	-	5,475,157	5,007,885	5,475,157	5,007,885
Golf Courses	-	-	3,165,446	3,170,423	3,165,446	3,170,423
Auditorium	-	-	2,243,518	1,937,132	2,243,518	1,937,132
Solid Waste Management	-	-	10,607,775	6,543,805	10,607,775	6,543,805
Ambulance Transport	-	-	3,819,895	3,687,450	3,819,895	3,687,450
Wastewater	-	-	22,265,579	22,979,974	22,265,579	22,979,974
Water	-	-	23,469,948	23,794,190	23,469,948	23,794,190
Electric	-	-	229,241,000	237,476,000	229,241,000	237,476,000
Total Expenses	234,429,074	223,955,564	300,288,318	304,596,859	534,717,392	528,552,423
Increase in Net Assets Before Transfers	13,852,425	30,934,310	23,720,174	28,855,196	37,572,599	59,789,506
Transfers	2,581,647	2,275,892	(2,581,647)	(2,275,892)	-	-
Increase in Net Assets	16,434,072	33,210,202	21,138,527	26,579,304	37,572,599	59,789,506
Net Assets - Beginning	794,138,532	760,928,330	714,858,652	688,279,348	1,508,997,184	1,449,207,678
Net Assets - Ending	\$ 810,572,604	794,138,532	735,997,179	714,858,652	1,546,569,783	1,508,997,184

GOVERNMENTAL ACTIVITIES

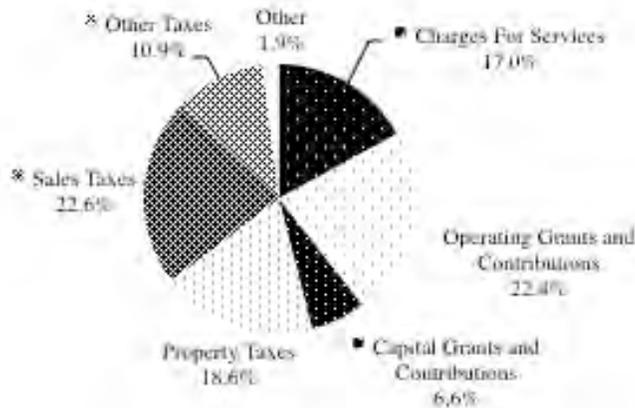
Governmental activities increased the City's net assets by \$16,434,072, accounting for 44 percent of the total growth in the net assets of the City of Lincoln. Key elements of this increase are as follows:

- The City's current year contribution to the Joint Antelope Valley Authority amounted to \$2,783,720, of which a significant portion is federally funded.
- Sales taxes increased by approximately \$1.0 million (1.9 percent) during 2010 after showing a decrease of 1.8% in the prior year.

Expenses and Program Revenues - Governmental Activities



Revenues By Source - Governmental Activities



BUSINESS-TYPE ACTIVITIES

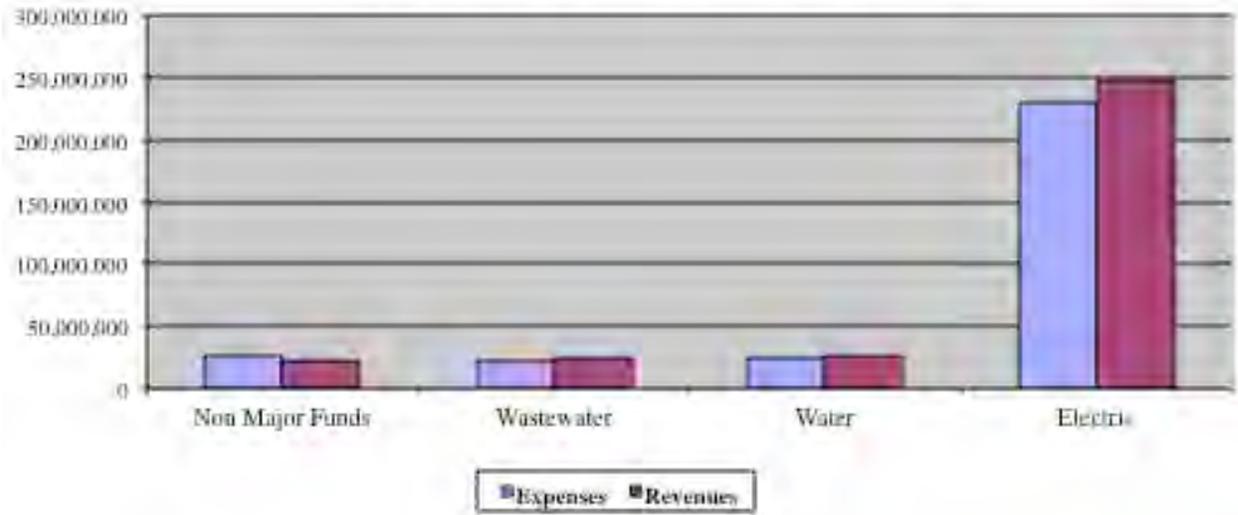
Business-type activities increased the City's net assets by \$21,138,527, accounting for 56 percent of the total growth in the government's net assets. Key elements of this increase are as follows:

- Water System operating revenues decreased by \$557,076 (2.17%) from 2009. Effective February, 2010, there was a 5% user fee increase, but total water pumpage for 2010 was down 5% due to summer weather conditions. Operating expense decreased \$669,327 (3.05%) due to decreased electricy and chemical costs from lower water pumpage.
- Wastewater System operating revenues increased \$560,848 (2.65%) primarily due to a 4% user fee increase implemented with the billings starting in February, 2010. Sanitary sewer bills for residential customers are based on water usage during a two-month period during the winter and remain the same over the balance of the following ten-month period. Non-residential customers are billed for sanitary sewer based on their monthly water usage.
- Lincoln Electric System operating revenue in 2009 was 1% lower than 2008. Energy sales were down due to mild summer weather and the economy. Wholesale revenue was 20% less due to the end of a short-term sale of a portion of Walter Scott 4 generating station power, offset by increased non-firm

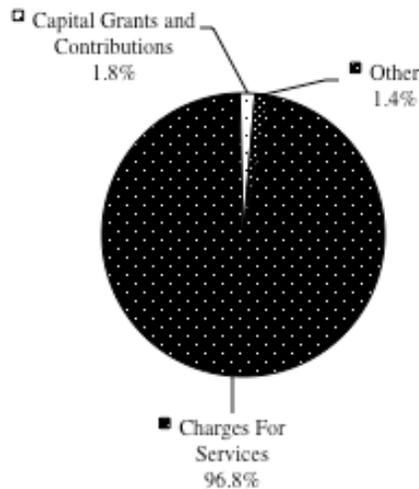
sales benefiting from membership in Southwest Power Pool. Operating expense decreased 4% because of lower power cost from reduced fuel expense.

- LES recorded capital contributions of \$2 million.
- Lincoln Water and Wastewater Systems each reported developer capital contributions of approximately \$1.9 million.
- Lincoln Water and Wastewater Systems reported net losses in nonoperating activities due to interest expense.

Expenses And Program Revenues - Business-type Activities



Revenues By Source - Business-type Activities



FINANCIAL ANALYSIS OF THE GOVERNMENT'S 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, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of August 31, 2010, the City's governmental funds reported combined ending fund balances of \$186,888,572, a decrease of \$(3,878,503) in comparison with the prior year. Of this total amount, 58 percent constitutes unreserved fund balance, which is available for spending at the City's discretion. The remainder of fund balance is reserved to indicate that it is not available for new spending because it has already been committed to:

- long-term loans receivable (\$19,566,000),
- pay debt service (\$16,172,469),
- generate income for the purpose of funding health and health-related programs for the citizens of Lincoln (\$37,000,000), and
- a variety of other restricted purposes (\$5,754,708).

The General Fund is the chief operating fund of the City. At August 31, 2010, the unreserved fund balance of the General Fund was \$25,701,931, while total fund balance reached \$30,425,582. As a measure of the General Fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. Unreserved fund balance represents 25 percent of total general fund expenditures, while total fund balance represents 30 percent of that same amount.

The fund balance of the City's General Fund decreased by \$(1,829,641) during 2010. For the current fiscal year, appropriated General fund balance, used as a funding source for the budget decreased \$542,052 to \$2,608,706. General Fund balances as a future funding source are projected to decrease as the City reduces balances, measured at year end, to a goal of 15% of the projected General Fund budget five years in the future.

The Street Construction Fund had a total fund balance of \$31,586,833, which is to be used in the construction and maintenance of street and highways. The net increase in fund balance during 2010 in the Street Construction Fund was \$3,198,330, which was the result of changes in the demand for funding of the various JAVA projects.

The West Haymarket JPA Fund had a fund deficit of \$(2,474,531), due to start-up costs and a short-term note borrowing. The JPA has issued \$200,000,000 in bonds subsequent to year-end for funding the improvements of the West Haymarket Redevelopment Project.

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 assets of the Wastewater System, Water System, Electric System, and other enterprise funds amounted to \$10,008,549, \$10,247,931, \$83,113,000 and \$2,788,606, respectively, at August 31, 2010 (December 31, 2009 for LES). Factors concerning the finances of these funds have already been addressed in the discussion of the City's business-type activities.

GENERAL FUND BUDGETARY HIGHLIGHTS

Differences between the original budget and the final amended budget were relatively minor (increase of \$99,820 in appropriations) and can be briefly summarized as follows:

- \$(689,576) in miscellaneous changes in general government activities.
- \$(59,729) in decreases allocated to public safety.
- \$(10,400) in decreases allocated to parks and recreation.
- \$859,525 in increases allocated for General Fund transfers to other City funds.

Variances between actual General Fund revenues and expenditures and the final amended budget included the following:

- \$1,924,797 positive variance in real estate and personal property tax. Actual property collections were 96.60% of the 2009 levy, while estimated tax revenue is based on 90% collections as provided by the City Charter.
- \$1,199,660 positive variance in miscellaneous general government expenditures. Significant savings were realized in several service line items that are reappropriated to cover ongoing future expenditures.
- \$(2,490,797) negative variance in street lighting function expenditures. This variance was the result of additions related to both normal construction as well as Antelope Valley Project construction.

CAPITAL ASSET AND DEBT ADMINISTRATION

CAPITAL ASSETS

The City’s investment in capital assets for its governmental and business-type activities as of August 31, 2010, amounts to \$2,040,718,713 (net of accumulated depreciation). This investment in capital assets includes land, buildings, improvements, machinery and equipment, streets, bridges, storm sewers, electric plant, and water and sewer plant. The total increase in the City’s investment in capital assets for 2010 was .77 percent (a 1.31 percent increase for governmental activities and a .53 percent increase for business-type activities).

Major capital asset events during 2010 included the following:

- A variety of street construction widening and expansion projects for existing streets and bridges continued. Along with new construction of streets and drainage projects, construction-in-progress of infrastructure as of August 31, 2010 reached \$82,932,000.
- Wastewater and Water Systems realized significant reductions in capital spending in order to preserve cash positions, keep rate increases as small as possible, and maintain or improve bonding capacity for future years. In 2010 capital assets increased by only \$984,530 and \$2,195,024, respectively.

**City Of Lincoln
Capital Assets (net of depreciation)
August 31, 2010 and 2009**

	Governmental Activities		Business-type Activities		Total	
	2010	2009	2010	2009	2010	2009
Land	\$ 63,866,125	65,038,172	21,950,552	21,691,556	85,816,677	86,729,728
Buildings	45,950,230	45,508,199	126,543,523	154,374,821	172,493,753	199,883,020
Improvements Other Than Buildings	38,189,441	36,850,167	446,114,577	388,022,172	484,304,018	424,872,339
Machinery and Equipment	31,600,937	31,042,569	12,232,011	11,321,850	43,832,948	42,364,419
Utility Plant	-	-	760,709,000	729,402,000	760,709,000	729,402,000
Infrastructure	354,568,639	347,255,342	-	-	354,568,639	347,255,342
Construction-in-progress	88,621,001	89,070,850	50,372,677	105,586,567	138,993,678	194,657,417
Total	\$ 622,796,373	614,765,299	1,417,922,340	1,410,398,966	2,040,718,713	2,025,164,265

Additional information on the City’s capital assets can be found in Note 7 of the notes to the financial statements on pages 45-47 of this report.

LONG-TERM DEBT

At August 31, 2010, the City of Lincoln had total bonded debt outstanding of \$870,648,000. Of this amount, \$118,383,000 comprises debt backed by the full faith and credit of the City. The remainder of the City’s debt represents bonds secured solely by specified revenue sources (i.e., revenue bonds).

**City Of Lincoln
Outstanding Bonded Debt
August 31, 2010 and 2009
(dollar amounts in thousands)**

	Governmental Activities		Business-type Activities		Total	
	2010	2009	2010	2009	2010	2009
General Obligation Bonds	\$ 118,383	125,181	-	-	118,383	125,181
Tax Supported Bonds	6,605	7,265	-	-	6,605	7,265
Revenue Bonds	-	-	745,660	773,390	745,660	773,390
Total	\$ 124,988	132,446	745,660	773,390	870,648	905,836

The City’s total bonded debt decreased by \$35,188,000 (3.9 percent) during the current fiscal year.

The City maintains the following credit ratings:

	Moody's Investors Service	Standard And Poor's	Fitch Investors Service
General Obligation Bonds	Aaa	AAA	-
Antelope Valley Project Bonds	Aa2	AA	-
Water Revenue Bonds	Aa2	AA	-
Wastewater Revenue Bonds			
MBIA insured	Aaa	AAA	-
Underlying	Aa2	AA+	-
Parking Revenue Bonds	A2	A	-
Lincoln Electric System			
Revenue Bonds	Aa2	AA	AA
2005 Revenue Bonds			
FSA insured	-	AAA	AAA
2007 Revenue Bonds			
FGIC insured	Aaa	AAA	AAA
Commercial Paper – tax exempt	-	A1+	F1+

Under the City’s Home Rule Charter, there is no legal debt limit.

Additional information on the City’s long-term debt can be found in Note 9 of the notes to the financial statements on pages 49-54 of this report.

ECONOMIC FACTORS AND NEXT YEAR’S BUDGETS AND RATES

- Property tax revenue required to fund the 2011 budget increased \$349,273 or .86 percent from the prior year. Total change in the tax base is also estimated at .86 percent, therefore the tax rate for 2011 remains the same as 2010.
- The adequacy of fees charged for City service cost recovery is examined each year and some fee increases are included in each annual budget. Without periodic increases in fees, amounts collected, or other revenue adjustments, inflationary cost increases would need to be covered by additional property tax revenue or the levels of service provided would need to be reduced. Fee adjustments in 2011 include changes to the telecommunications occupation tax ordinance to clarify categories of gross revenue to be taxed effective October 1, 2010, resulting in an anticipated revenue increase of \$666,666.

- A transfer of \$3,732,350 from the Cash Reserve Fund (provided by surplus special assessment fund balance) will be used in 2011 to subsidize the City's tax funds.
- Sales tax collections for 2010 finished .83 percent behind projections. 2011 projections reflect a 1.96 percent increase over 2010 actual collections.
- A 5 percent water rate increase and a 5 percent wastewater rate increase were adopted by the City Council and were effective January, 2011.
- A hiring freeze and a retirement incentive package have been utilized in prior years to create vacant positions, eliminate positions, encourage reorganizations and make budget reductions while at the same time minimizing the number of layoffs. Staffing changes included in the 2010-2011 budget result in an increase for all funds of 19.97 full-time equivalents.

All of these factors were considered in preparing the City's budget for the 2011 fiscal year.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the City of Lincoln's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City of Lincoln, Finance Department, 555 South 10th Street, Lincoln, NE 68508.

BASIC FINANCIAL STATEMENTS

CITY OF LINCOLN, NEBRASKA

STATEMENT OF NET ASSETS

AUGUST 31, 2010

With Summarized Financial Information as of August 31, 2009

	Governmental Activities	Business-Type Activities	Totals	
			2010	2009
ASSETS				
Cash and Cash Equivalents	\$ 39,699,866	42,617,927	82,317,793	99,641,976
Investments	106,596,863	42,107,920	148,704,783	110,480,156
Invested Securities Lending Collateral	1,025,994	-	1,025,994	1,020,557
Receivables, (Net of Allowance for Uncollectibles)	30,165,820	40,802,353	70,968,173	67,402,703
Internal Balances	(1,679,380)	1,679,380	-	-
Due from Other Governments	27,967,702	3,831	27,971,533	26,919,786
Inventories	2,040,156	17,006,247	19,046,403	17,648,866
Plant Operation Assets	-	14,091,000	14,091,000	12,387,000
Prepaid Items	711,547	1,116,621	1,828,168	2,055,749
Deferred Charges and Other Assets	1,835,187	14,798,356	16,633,543	20,372,387
Restricted Assets:				
Cash and Cash Equivalents	-	18,790,915	18,790,915	46,029,807
Investments	37,160,000	53,387,696	90,547,696	77,248,595
Receivables	-	248,717	248,717	248,595
Investment in Joint Venture	152,591,777	-	152,591,777	149,808,057
Capital Assets:				
Non-depreciable	152,487,126	72,323,229	224,810,355	281,387,145
Depreciable (Net)	470,309,247	1,345,599,111	1,815,908,358	1,743,777,120
Total Assets	1,020,911,905	1,664,573,303	2,685,485,208	2,656,428,499
LIABILITIES				
Accounts Payable and Other Current Liabilities	9,910,385	41,919,029	51,829,414	36,351,623
Accrued Liabilities	5,194,633	12,043,296	17,237,929	15,062,038
Due to Other Governments	651,524	167,868	819,392	1,072,869
Unearned Revenue	719,807	904,560	1,624,367	1,786,057
Obligations under Securities Lending	1,025,994	-	1,025,994	1,020,557
Notes Payable	2,000,000	90,000,000	92,000,000	90,000,000
Accrued Interest Payable	1,644,926	10,353,257	11,998,183	12,445,612
Noncurrent Liabilities:				
Payable within One Year	24,197,525	30,842,185	55,039,710	53,493,783
Payable in More Than One Year	164,994,507	742,345,929	907,340,436	936,198,776
Total Liabilities	210,339,301	928,576,124	1,138,915,425	1,147,431,315
NET ASSETS				
Invested in Capital Assets, Net of Related Debt	482,099,420	598,053,416	1,080,152,836	1,054,364,360
Restricted for:				
Debt Service, Net of Related Debt	4,463,918	30,404,916	34,868,834	32,413,460
Capital Projects	41,173,646	1,342,678	42,516,324	37,057,651
Grantor Loan Programs	19,566,000	-	19,566,000	19,637,000
Other	998,080	5,293,073	6,291,153	7,745,784
Trust Donations:				
Expendable	1,723,206	-	1,723,206	1,715,834
Nonexpendable	160,000	-	160,000	160,000
Health Care:				
Expendable	16,070,970	-	16,070,970	13,725,672
Nonexpendable	37,000,000	-	37,000,000	37,000,000
Unrestricted	207,317,364	100,903,096	308,220,460	305,177,423
Total Net Assets	\$ 810,572,604	735,997,179	1,546,569,783	1,508,997,184

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED AUGUST 31, 2010
 With Summarized Financial Information for the Year Ended August 31, 2009

Functions/Programs	Expenses	Program Revenues		Net (Expense) Revenue and Changes in Net Assets				
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Totals	
							2010	2009
Governmental Activities:								
General Government	\$ (36,991,820)	20,614,039	1,730,599	1,684,485	(12,962,697)	-	(12,962,697)	(6,796,450)
Public Safety	(75,364,591)	5,034,014	4,513,715	131,049	(65,685,813)	-	(65,685,813)	(67,329,726)
Streets and Highways	(38,150,193)	3,291,012	15,242,304	13,056,892	(6,559,985)	-	(6,559,985)	12,275,641
Culture and Recreation	(25,713,710)	3,880,012	1,921,677	1,124,361	(18,787,660)	-	(18,787,660)	(21,618,166)
Economic Opportunity	(17,198,314)	1,014,906	12,304,207	27,000	(3,852,201)	-	(3,852,201)	(4,687,391)
Health and Welfare	(20,840,847)	4,257,066	13,046,524	-	(3,537,257)	-	(3,537,257)	(4,655,499)
Mass Transit	(11,198,681)	1,480,352	5,254,670	-	(4,463,659)	-	(4,463,659)	(7,007,403)
Equipment Management	(1,767,774)	1,326,194	-	25,000	(416,580)	-	(416,580)	(1,185,555)
Engineering Services	(829,470)	798,718	-	2,823	(27,929)	-	(27,929)	(185,680)
Interest on Long-Term Debt	(6,373,674)	5,112	1,000,000	119,582	(5,248,980)	-	(5,248,980)	(4,761,371)
Total Governmental Activities	(234,429,074)	41,701,425	55,013,696	16,171,192	(121,542,761)	-	(121,542,761)	(105,951,600)
Business-Type Activities:								
Parking Lots	(386,081)	468,451	-	-	-	82,370	82,370	128,097
Golf	(3,165,446)	2,771,655	-	20,000	-	(373,791)	(373,791)	(46,879)
Parking Facilities	(5,089,076)	6,747,242	-	-	-	1,658,166	1,658,166	1,899,849
Municipal Auditorium	(2,243,518)	1,594,711	-	-	-	(648,807)	(648,807)	(751,476)
Solid Waste Management	(10,607,775)	5,313,308	-	-	-	(5,294,467)	(5,294,467)	(1,420,033)
Emergency Medical Services	(3,819,895)	4,415,824	-	-	-	595,929	595,929	629,995
Wastewater System	(22,265,579)	21,661,455	-	1,887,561	-	1,283,437	1,283,437	189,145
Water System	(23,469,948)	25,012,703	-	1,900,970	-	3,443,725	3,443,725	5,066,359
Electric System	(229,241,000)	245,705,000	-	1,959,000	-	18,423,000	18,423,000	16,348,000
Total Business-Type Activities	(300,288,318)	313,690,349	-	5,767,531	-	19,169,562	19,169,562	22,043,057
Total	\$ (534,717,392)	355,391,774	55,013,696	21,938,723	(121,542,761)	19,169,562	(102,373,199)	(83,908,543)
General Revenues:								
Property Tax					48,637,701	-	48,637,701	49,370,031
Motor Vehicle Tax					4,247,118	-	4,247,118	4,323,350
Wheel Tax					11,519,622	-	11,519,622	10,697,955
Sales and Use Tax					55,362,688	-	55,362,688	54,337,312
Sundry and In Lieu Tax					54,431	-	54,431	46,078
Occupation Tax					10,847,214	1,984,400	12,831,614	12,520,440
Unrestricted Grants and Contributions					2,006,071	-	2,006,071	1,542,816
Unrestricted Investment Earnings					1,926,976	1,673,103	3,600,079	9,862,954
Miscellaneous General Revenues					793,365	893,109	1,686,474	997,113
Transfers					2,581,647	(2,581,647)	-	-
Total General Revenues and Transfers					137,976,833	1,968,965	139,945,798	143,698,049
Change in Net Assets					16,434,072	21,138,527	37,572,599	59,789,506
Net Assets - Beginning					794,138,532	714,858,652	1,508,997,184	1,449,207,678
Net Assets - Ending					\$ 810,572,604	735,997,179	1,546,569,783	1,508,997,184

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

CITY OF LINCOLN, NEBRASKA
BALANCE SHEET
GOVERNMENTAL FUNDS
AUGUST 31, 2010

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
ASSETS					
Cash and Cash Equivalents	\$ 6,609,172	7,531,109	2,710,908	15,284,268	32,135,457
Investments	10,799,505	20,259,752	-	91,285,881	122,345,138
Invested Securities Lending Collateral	-	-	-	1,025,994	1,025,994
Receivables, (Net of Allowance for Uncollectibles)	4,786,747	1,093,027	1,303	23,885,417	29,766,494
Due from Other Funds	1,732,085	4,419,316	-	4,931,635	11,083,036
Due from Other Governments	10,252,420	11,899,787	-	5,438,210	27,590,417
Inventories	475,372	47,203	-	816,558	1,339,133
Prepaid Items	8,314,491	-	-	-	8,314,491
Total Assets	<u>42,969,792</u>	<u>45,250,194</u>	<u>2,712,211</u>	<u>142,667,963</u>	<u>233,600,160</u>
LIABILITIES AND FUND BALANCES					
Liabilities:					
Accounts Payable	982,568	3,871,697	2,182,908	2,376,897	9,414,070
Contracts Payable	-	59,723	-	191,290	251,013
Accrued Liabilities	2,029,219	126,192	-	1,609,673	3,765,084
Due to Other Funds	7,872,362	27,482	2,741	5,917,477	13,820,062
Due to Other Governments	116,361	-	-	389,749	506,110
Tax Anticipation Note	-	-	2,000,000	-	2,000,000
Note Interest Payable	-	-	1,093	-	1,093
Bond Security Deposit	-	-	1,000,000	-	1,000,000
Unearned Revenue	-	-	-	575,298	575,298
Obligations under Securities Lending	-	-	-	1,025,994	1,025,994
Deferred Revenue	1,543,700	9,578,267	-	3,230,897	14,352,864
Total Liabilities	<u>12,544,210</u>	<u>13,663,361</u>	<u>5,186,742</u>	<u>15,317,275</u>	<u>46,711,588</u>
Fund Balances (Deficits):					
Reserved for:					
Inventories	475,372	47,203	-	816,558	1,339,133
Prepaid Items	317,037	-	-	-	317,037
Improvements	3,046,200	-	-	7,296	3,053,496
Grantor Loan Programs	-	-	-	19,566,000	19,566,000
Restricted Funds	885,042	-	-	-	885,042
Debt Service	-	-	-	16,172,469	16,172,469
Trust Donations (nonexpendable)	-	-	-	160,000	160,000
Health Care (nonexpendable)	-	-	-	37,000,000	37,000,000
Unreserved, Reported in:					
General Fund:					
Designated for Debt Service	379,783	-	-	-	379,783
Designated for Subsequent Years Expenditures	3,577,797	-	-	-	3,577,797
Designated for Encumbrances	859,428	-	-	-	859,428
Undesignated	20,884,923	-	-	-	20,884,923
Special Revenue Funds:					
Designated for Subsequent Years Expenditures	-	52,100	-	1,481,896	1,533,996
Designated for Encumbrances	-	5,319,256	-	3,782,754	9,102,010
Undesignated	-	26,168,274	(2,474,531)	23,087,592	46,781,335
Capital Projects Funds:					
Designated for Encumbrances	-	-	-	2,661,119	2,661,119
Undesignated	-	-	-	6,103,803	6,103,803
Permanent Funds:					
Designated for Contingencies	-	-	-	865,000	865,000
Undesignated	-	-	-	15,646,201	15,646,201
Total Fund Balances (Deficits)	<u>30,425,582</u>	<u>31,586,833</u>	<u>(2,474,531)</u>	<u>127,350,688</u>	<u>186,888,572</u>
Total Liabilities and Fund Balances (Deficits)	<u>\$ 42,969,792</u>	<u>45,250,194</u>	<u>2,712,211</u>	<u>142,667,963</u>	

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	605,937,726
Investment in joint venture is not a financial resource and, therefore, is not reported in the funds.	152,591,777
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.	14,352,864
Internal service funds are used by management to charge the costs of certain services to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets.	29,167,115
Accrued pension contribution, long-term construction contracts and other liabilities require the use of unavailable financial resources and, therefore, are not reported in the funds.	(4,742,365)
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.	(173,623,085)
Net assets of governmental activities	<u>\$ 810,572,604</u>

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED AUGUST 31, 2010

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
REVENUES					
Taxes:					
Property	\$ 28,953,318	-	-	19,963,009	48,916,327
Motor Vehicle	4,247,118	-	-	-	4,247,118
Wheel	-	-	-	11,519,622	11,519,622
Sales and Use	55,362,688	-	-	-	55,362,688
Sundry and In Lieu	41,167	-	-	16,028	57,195
Occupation	10,314,055	-	-	-	10,314,055
Special Assessment	472	-	-	1,144,826	1,145,298
Intergovernmental	3,831,371	24,036,221	-	33,772,709	61,640,301
Permits and Fees	3,781,112	1,682,121	-	10,968,986	16,432,219
Reimbursement for Services	4,881,815	23,871	-	2,098,648	7,004,334
Program Income	-	-	-	207,978	207,978
Investment Earnings	270,175	305,351	1,824	4,619,909	5,197,259
Donations	711,163	-	-	540,741	1,251,904
Keno Proceeds	-	-	-	3,132,180	3,132,180
Miscellaneous	671,103	289,604	-	914,369	1,875,076
Total Revenues	<u>113,065,557</u>	<u>26,337,168</u>	<u>1,824</u>	<u>88,899,005</u>	<u>228,303,554</u>
EXPENDITURES					
Current:					
General Government	27,216,459	-	65,068	8,583,479	35,865,006
Public Safety	53,448,064	-	-	11,231,459	64,679,523
Streets and Highways	8,362,054	7,158,846	-	4,311,323	19,832,223
Culture and Recreation	11,437,768	-	-	10,046,105	21,483,873
Economic Opportunity	246,307	-	-	15,113,321	15,359,628
Health and Welfare	224,473	-	-	21,428,256	21,652,729
Mass Transit	-	-	-	12,034,413	12,034,413
Debt Service	49,918	-	577,343	16,405,140	17,032,401
Capital Outlay	-	23,120,038	1,833,944	7,593,257	32,547,239
Total Expenditures	<u>100,985,043</u>	<u>30,278,884</u>	<u>2,476,355</u>	<u>106,746,753</u>	<u>240,487,035</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>12,080,514</u>	<u>(3,941,716)</u>	<u>(2,474,531)</u>	<u>(17,847,748)</u>	<u>(12,183,481)</u>
OTHER FINANCING SOURCES (USES)					
Transfers In	2,866,901	12,148,040	-	31,011,845	46,026,786
Transfers Out	(20,971,889)	(6,251,254)	-	(16,035,970)	(43,259,113)
Issuance of Debt	4,131,948	-	-	-	4,131,948
Sale of Capital Assets	62,885	1,243,260	-	99,212	1,405,357
Total Other Financing Sources (Uses)	<u>(13,910,155)</u>	<u>7,140,046</u>	<u>-</u>	<u>15,075,087</u>	<u>8,304,978</u>
Net Change in Fund Balances	(1,829,641)	3,198,330	(2,474,531)	(2,772,661)	(3,878,503)
Fund Balances - Beginning	<u>32,255,223</u>	<u>28,388,503</u>	<u>-</u>	<u>130,123,349</u>	<u>190,767,075</u>
Fund Balances (Deficits) - Ending	<u>\$ 30,425,582</u>	<u>31,586,833</u>	<u>(2,474,531)</u>	<u>127,350,688</u>	<u>186,888,572</u>

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

CITY OF LINCOLN, NEBRASKA
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED AUGUST 31, 2010

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

Net change in fund balances - total governmental funds	\$ (3,878,503)
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	8,335,241
The net effect of various miscellaneous transactions involving capital contributions is to increase net assets.	6,088,309
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds: change in revenues in fund statements previously recognized in the statement of activities.	933,041
The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	7,077,674
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.	(3,933,333)
Changes in the net pension obligation and the net OPEB obligation do not represent financial activity in governmental funds.	(857,118)
Changes in the interest in the underlying net assets of the joint venture do not represent financial activity in governmental funds.	2,783,720
Internal service funds are used by management to charge the costs of certain services to individual funds. The net revenue of the internal service funds is reported within governmental activities.	<u>(114,959)</u>
Change in net assets of governmental activities	<u>\$ 16,434,072</u>

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

CITY OF LINCOLN, NEBRASKA
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL (BUDGET BASIS)
FOR THE YEAR ENDED AUGUST 31, 2010

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
Revenues:				
Real Estate and Personal Property Tax	\$ 30,677,088	30,677,088	32,601,885	1,924,797
Taxes Collected by Others	55,614,362	55,614,362	54,925,013	(689,349)
Sundry Taxes and In Lieu	29,538	29,538	35,326	5,788
Occupation Taxes	11,354,160	11,354,160	10,760,491	(593,669)
Intergovernmental	3,902,519	3,902,519	3,887,002	(15,517)
Permits and Fees	2,999,903	2,999,903	3,054,960	55,057
Reimbursement for Services	2,719,030	2,719,030	2,322,805	(396,225)
Court Fees	565,000	565,000	552,526	(12,474)
Recreation Receipts	2,022,835	2,022,835	2,043,802	20,967
Investment Earnings	342,973	342,973	319,521	(23,452)
Donations	723,371	723,371	733,027	9,656
Rental Income	502,416	502,416	471,716	(30,700)
Miscellaneous	345,956	345,956	691,998	346,042
Total Revenues	<u>111,799,151</u>	<u>111,799,151</u>	<u>112,400,072</u>	<u>600,921</u>
Expenditures:				
General Government:				
Legislative	311,055	311,055	265,653	45,402
Executive	1,284,037	1,241,099	1,127,249	113,850
Financial Administration	2,429,249	2,454,449	2,372,704	81,745
Law	2,338,652	2,392,652	2,378,806	13,846
Personnel Administration	877,121	877,121	847,649	29,472
Planning and Zoning	1,778,317	1,768,567	1,699,972	68,595
Building and Plant	-	-	1,110,000	(1,110,000)
Urban Development	916,205	916,205	762,384	153,821
Miscellaneous	18,467,320	17,751,232	16,551,572	1,199,660
Total General Government	<u>28,401,956</u>	<u>27,712,380</u>	<u>27,115,989</u>	<u>596,391</u>
Public Safety:				
Police	32,750,367	32,793,305	31,340,607	1,452,698
Fire	21,577,234	21,474,567	20,947,624	526,943
Traffic Engineering	1,502,383	1,502,383	1,435,401	66,982
Total Public Safety	<u>55,829,984</u>	<u>55,770,255</u>	<u>53,723,632</u>	<u>2,046,623</u>
Streets and Highways:				
Street Maintenance	2,380,337	2,380,337	2,089,416	290,921
Street Lighting	3,784,138	3,784,138	6,274,935	(2,490,797)
Total Streets and Highways	<u>6,164,475</u>	<u>6,164,475</u>	<u>8,364,351</u>	<u>(2,199,876)</u>
Culture and Recreation:				
Parks and Recreation	11,537,791	11,527,391	11,122,129	405,262
Libraries	243,678	243,678	243,678	-
Total Culture and Recreation	<u>11,781,469</u>	<u>11,771,069</u>	<u>11,365,807</u>	<u>405,262</u>
Economic Opportunity:				
Lincoln Area Agency on Aging	245,213	245,213	245,213	-
Health and Welfare:				
Lincoln/Lancaster County Health	216,187	216,187	216,187	-
Debt Service:				
Issuance and Management Costs	-	-	49,918	(49,918)
Total Expenditures	<u>102,639,284</u>	<u>101,879,579</u>	<u>101,081,097</u>	<u>798,482</u>
Excess of Revenues Over Expenditures	<u>9,159,867</u>	<u>9,919,572</u>	<u>11,318,975</u>	<u>1,399,403</u>
Other Financing Sources (Uses):				
Transfers In	3,109,326	3,109,326	2,863,258	(246,068)
Transfers Out	(20,764,926)	(21,624,451)	(21,035,060)	589,391
Proceeds from Issuance of Debt	4,131,948	4,131,948	4,131,948	-
Sale of Capital Assets	66,088	66,088	92,555	26,467
Total Other Financing Sources (Uses)	<u>(13,457,564)</u>	<u>(14,317,089)</u>	<u>(13,947,299)</u>	<u>369,790</u>
Net Change in Fund Balances	(4,297,697)	(4,397,517)	(2,628,324)	1,769,193
Fund Balances - Beginning	23,614,376	23,614,376	23,614,376	-
Fund Balances - Ending	<u>\$ 19,316,679</u>	<u>19,216,859</u>	<u>20,986,052</u>	<u>1,769,193</u>

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



CITY OF LINCOLN, NEBRASKA
STREET CONSTRUCTION FUND
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL (BUDGET BASIS)
FOR THE YEAR ENDED AUGUST 31, 2010

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
Revenues:				
Intergovernmental	\$ 12,613,270	12,613,270	15,919,139	3,305,869
Permits and Fees	-	-	218,443	218,443
Reimbursement for Services	400,000	400,000	5,297	(394,703)
Investment Earnings	100,000	100,000	123,547	23,547
Miscellaneous	-	-	8,056	8,056
Total Revenues	<u>13,113,270</u>	<u>13,113,270</u>	<u>16,274,482</u>	<u>3,161,212</u>
Expenditures -- Streets and Highways:				
Personal Services	3,847,880	3,847,880	4,016,232	(168,352)
Materials and Supplies	667,827	668,827	663,947	4,880
Other Services and Charges	3,010,718	3,400,718	2,911,466	489,252
Capital Outlay	24,449	24,449	6,881	17,568
Total Expenditures	<u>7,550,874</u>	<u>7,941,874</u>	<u>7,598,526</u>	<u>343,348</u>
Excess of Revenues Over Expenditures	<u>5,562,396</u>	<u>5,171,396</u>	<u>8,675,956</u>	<u>3,504,560</u>
Other Financing Sources (Uses):				
Transfers In	12,111,141	12,111,141	12,111,141	-
Transfers Out	(6,251,254)	(6,251,254)	(6,251,254)	-
Sale of Capital Assets	-	-	1,243,260	1,243,260
Total Other Financing Sources (Uses)	<u>5,859,887</u>	<u>5,859,887</u>	<u>7,103,147</u>	<u>1,243,260</u>
Net Change in Fund Balances	11,422,283	11,031,283	15,779,103	4,747,820
Amount Budgeted on Project Basis	(12,727,628)	(12,727,628)	(12,727,628)	-
Fund Balances - Beginning	<u>25,873,997</u>	<u>25,873,997</u>	<u>25,873,997</u>	<u>-</u>
Fund Balances - Ending	<u>\$ 24,568,652</u>	<u>24,177,652</u>	<u>28,925,472</u>	<u>4,747,820</u>

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
AUGUST 31, 2010

	Business-Type Activities -- Enterprise Funds				Total	Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds		
ASSETS						
Current Assets:						
Cash and Cash Equivalents	\$ 3,080,393	1,804,922	32,961,000	4,771,612	42,617,927	7,564,409
Investments	-	-	30,427,000	11,680,920	42,107,920	21,411,725
Restricted Assets:						
Cash and Cash Equivalents	-	-	15,764,000	937,658	16,701,658	-
Investments	1,331,676	397,309	932,000	-	2,660,985	-
Receivables, (Net of Allowance for Uncollectibles)	3,440,264	2,711,578	14,519,000	1,978,389	22,649,231	399,326
Unbilled Revenues	2,238,194	3,801,928	12,113,000	-	18,153,122	-
Due from Other Funds	1,104,649	341,866	-	830,971	2,277,486	2,145,304
Due from Other Governments	-	-	-	3,831	3,831	377,285
Inventories	102,980	840,372	15,882,000	180,895	17,006,247	701,023
Plant Operation Assets	-	-	14,091,000	-	14,091,000	-
Prepaid Expenses	-	-	1,076,000	40,621	1,116,621	394,510
Total Current Assets	<u>11,298,156</u>	<u>9,897,975</u>	<u>137,765,000</u>	<u>20,424,897</u>	<u>179,386,028</u>	<u>32,993,582</u>
Noncurrent Assets:						
Restricted Assets:						
Cash and Cash Equivalents	-	-	293,000	1,796,257	2,089,257	-
Investments	13,349,964	13,811,830	22,028,000	1,536,917	50,726,711	-
Receivables	131,375	107,783	-	9,559	248,717	-
Due from Other Funds	-	-	-	74,185	74,185	-
Total Restricted Assets	<u>13,481,339</u>	<u>13,919,613</u>	<u>22,321,000</u>	<u>3,416,918</u>	<u>53,138,870</u>	<u>-</u>
Deferred Charges	743,424	663,892	13,053,000	338,040	14,798,356	-
Capital Assets:						
Land	5,820,833	5,444,607	-	10,685,112	21,950,552	48,250
Buildings	75,359,698	67,219,982	-	50,730,487	193,310,167	373,146
Improvements Other Than Buildings	247,828,003	320,129,285	-	35,945,808	603,903,096	1,159,425
Machinery and Equipment	8,551,731	8,183,784	-	12,388,267	29,123,782	27,315,648
Utility Plant	-	-	1,192,400,000	-	1,192,400,000	-
Construction in Progress	6,524,586	2,116,922	41,229,000	502,169	50,372,677	-
Less Accumulated Depreciation	(90,382,035)	(102,066,552)	(431,691,000)	(48,998,347)	(673,137,934)	(20,035,276)
Total Capital Assets, Net	<u>253,702,816</u>	<u>301,028,028</u>	<u>801,938,000</u>	<u>61,253,496</u>	<u>1,417,922,340</u>	<u>8,861,193</u>
Total Noncurrent Assets	<u>267,927,579</u>	<u>315,611,533</u>	<u>837,312,000</u>	<u>65,008,454</u>	<u>1,485,859,566</u>	<u>8,861,193</u>
Total Assets	<u>279,225,735</u>	<u>325,509,508</u>	<u>975,077,000</u>	<u>85,433,351</u>	<u>1,665,245,594</u>	<u>41,854,775</u>
LIABILITIES						
Current Liabilities:						
Accounts Payable	249,416	665,094	13,764,000	974,425	15,652,935	775,073
Construction Contracts	1,305,063	1,394,031	639,000	-	3,338,094	-
Accrued Liabilities	435,972	687,344	10,627,000	292,980	12,043,296	359,820
Accrued Compensated Absences	347,742	409,070	-	294,811	1,051,623	719,414
Due to Other Funds	-	-	-	672,291	672,291	1,087,658
Due to Other Governments	-	-	-	167,868	167,868	29,894
Unearned Revenue	-	-	-	904,560	904,560	144,509
Claims	-	-	478,000	-	478,000	5,097,887
Accrued Interest	751,467	134,393	9,430,000	37,397	10,353,257	-
Commercial Paper Notes Payable	-	-	90,000,000	-	90,000,000	-
Current Portion of Capital Lease	-	-	-	318,288	318,288	-
Current Portion of Long-Term Debt	2,785,000	6,310,000	17,820,000	2,079,274	28,994,274	-
Other	-	-	22,928,000	-	22,928,000	-
Total Current Liabilities	<u>5,874,660</u>	<u>9,599,932</u>	<u>165,686,000</u>	<u>5,741,894</u>	<u>186,902,486</u>	<u>8,214,255</u>
Noncurrent Liabilities:						
Accrued Compensated Absences	196,528	371,633	-	68,193	636,354	711,532
Construction Contracts	2,681,630	1,227,600	-	-	3,909,230	-
Claims	-	-	-	-	-	3,616,183
Long-Term Debt, Net	80,364,615	65,463,309	566,195,000	10,895,154	722,918,078	-
Capital Lease Payable	-	-	-	1,009,368	1,009,368	-
Accrued Liabilities	84,011	119,104	33,000	146,784	382,899	145,690
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	13,490,000	13,490,000	-
Total Noncurrent Liabilities	<u>83,326,784</u>	<u>67,181,646</u>	<u>566,228,000</u>	<u>25,609,499</u>	<u>742,345,929</u>	<u>4,473,405</u>
Total Liabilities	<u>89,201,444</u>	<u>76,781,578</u>	<u>731,914,000</u>	<u>31,351,393</u>	<u>929,248,415</u>	<u>12,687,660</u>
NET ASSETS						
Invested in Capital Assets, Net of Related Debt	178,631,892	238,080,168	131,184,000	50,157,356	598,053,416	8,861,193
Restricted for:						
Debt Service	860,936	397,377	28,866,000	280,603	30,404,916	-
Capital Projects	522,914	2,454	-	817,310	1,342,678	-
Other	-	-	-	38,083	38,083	-
Unrestricted	10,008,549	10,247,931	83,113,000	2,788,606	106,158,086	20,305,922
Total Net Assets	<u>\$ 190,024,291</u>	<u>248,727,930</u>	<u>243,163,000</u>	<u>54,081,958</u>	<u>735,997,179</u>	<u>29,167,115</u>

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

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS
 PROPRIETARY FUNDS
 FOR THE YEAR ENDED AUGUST 31, 2010

	Business-Type Activities -- Enterprise Funds				Total	Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds		
Operating Revenues						
Charges for Services	\$ 21,703,427	25,135,127	245,705,000	4,415,824	296,959,378	48,916,235
Fees	-	-	-	7,555,077	7,555,077	-
Parking Revenue	-	-	-	7,215,699	7,215,699	-
Performance Revenue	-	-	-	1,531,079	1,531,079	-
Other Operating Revenue	-	-	-	609,487	609,487	-
Total Operating Revenues	<u>21,703,427</u>	<u>25,135,127</u>	<u>245,705,000</u>	<u>21,327,166</u>	<u>313,870,720</u>	<u>48,916,235</u>
Operating Expenses						
Personal Services	-	-	-	7,480,150	7,480,150	12,693,891
Contractual Services	-	-	-	7,323,081	7,323,081	-
Operation and Maintenance	10,067,749	11,833,628	13,708,000	5,933,457	41,542,834	34,601,517
Purchased Power	-	-	110,316,000	-	110,316,000	-
Depreciation	7,163,336	7,162,359	36,311,000	3,675,106	54,311,801	2,454,921
Administrative Costs	1,596,844	2,257,664	30,471,000	-	34,325,508	-
Total Operating Expenses	<u>18,827,929</u>	<u>21,253,651</u>	<u>190,806,000</u>	<u>24,411,794</u>	<u>255,299,374</u>	<u>49,750,329</u>
Operating Income (Loss)	<u>2,875,498</u>	<u>3,881,476</u>	<u>54,899,000</u>	<u>(3,084,628)</u>	<u>58,571,346</u>	<u>(834,094)</u>
Nonoperating Revenues (Expenses)						
Investment Earnings	455,149	523,674	477,000	217,280	1,673,103	516,717
Gain (Loss) on Disposal of Capital Assets	-	-	-	(76,996)	(76,996)	41,104
Insurance Recovery	688,025	-	-	24,713	712,738	-
Occupation Tax	-	-	-	1,984,400	1,984,400	-
Payments in Lieu of Taxes	-	-	(8,717,000)	-	(8,717,000)	-
Amortization of Deferred Charges	(38,904)	(76,887)	(666,000)	(56,441)	(838,232)	-
Interest Expense and Fiscal Charges	(3,398,746)	(2,139,410)	(29,052,000)	(766,560)	(35,356,716)	(658)
Total Nonoperating Revenues (Expenses)	<u>(2,294,476)</u>	<u>(1,692,623)</u>	<u>(37,958,000)</u>	<u>1,326,396</u>	<u>(40,618,703)</u>	<u>557,163</u>
Income (Loss) Before Contributions and Transfers	581,022	2,188,853	16,941,000	(1,758,232)	17,952,643	(276,931)
Capital Contributions	1,887,561	1,900,970	1,959,000	188,856	5,936,387	179,142
Transfers In	-	-	-	677,077	677,077	10,829
Transfers Out	-	-	(1,597,000)	(1,830,580)	(3,427,580)	(27,999)
Change in Net Assets	<u>2,468,583</u>	<u>4,089,823</u>	<u>17,303,000</u>	<u>(2,722,879)</u>	<u>21,138,527</u>	<u>(114,959)</u>
Net Assets - Beginning	<u>187,555,708</u>	<u>244,638,107</u>	<u>225,860,000</u>	<u>56,804,837</u>	<u>714,858,652</u>	<u>29,282,074</u>
Net Assets - Ending	<u>\$ 190,024,291</u>	<u>248,727,930</u>	<u>243,163,000</u>	<u>54,081,958</u>	<u>735,997,179</u>	<u>29,167,115</u>

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED AUGUST 31, 2010

	Business-Type Activities -- Enterprise Funds				Total	Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds		
Cash Flows from Operating Activities						
Receipts from Customers and Users	\$ 19,478,474	24,996,296	250,213,000	20,420,040	315,107,810	10,927,186
Receipts from Interfund Services Provided	519,868	513,149	5,312,000	234,450	6,579,467	38,296,191
Payments to Suppliers for Goods and Services	(3,327,409)	(3,507,425)	(140,505,000)	(7,262,061)	(154,601,895)	(30,860,657)
Payments to Employees	(6,637,193)	(7,643,101)	(21,782,000)	(7,269,060)	(43,331,354)	(13,786,690)
Payments for Interfund Services Provided	(1,740,017)	(2,665,387)	(1,794,000)	(1,912,531)	(8,111,935)	(2,118,399)
Other Receipts	-	-	35,000	609,327	644,327	-
Net Cash Provided by Operating Activities	<u>8,293,723</u>	<u>11,693,532</u>	<u>91,479,000</u>	<u>4,820,165</u>	<u>116,286,420</u>	<u>2,457,631</u>
Cash Flows from Noncapital Financing Activities						
Occupation Tax	-	-	-	1,951,809	1,951,809	-
Payments in Lieu of Taxes	-	-	(8,178,000)	-	(8,178,000)	-
Transfers from Other Funds	-	-	-	708,000	708,000	10,829
Transfers to Other Funds	-	-	(1,519,000)	(1,830,580)	(3,349,580)	(46,202)
Advances from General Fund	-	-	-	1,252,018	1,252,018	948,553
Repayment of Advances from General Fund	-	-	-	(1,739,428)	(1,739,428)	(1,212,866)
Advances to Other Funds	-	-	-	(2,879)	(2,879)	(11,465)
Payments from Other Funds	72,494	534,102	-	229,190	835,786	163,635
Interest Paid to General Fund	-	-	-	(14,695)	(14,695)	-
Other	-	-	14,998,000	-	14,998,000	-
Net Cash Provided (Used) by Noncapital Financing Activities	<u>72,494</u>	<u>534,102</u>	<u>5,301,000</u>	<u>553,435</u>	<u>6,461,031</u>	<u>(147,516)</u>
Cash Flows from Capital and Related Financing Activities						
Additions to Capital Assets	(7,789,773)	(12,403,559)	(40,736,000)	(4,837,665)	(65,766,997)	(1,795,832)
Proceeds from Sale of Capital Assets	-	-	-	52,850	52,850	134,800
Insurance Recovery	688,025	-	-	24,713	712,738	-
Proceeds from Long-Term Debt	3,048,891	-	-	1,189,703	4,238,594	-
Cost of Debt Issuance	-	-	(213,000)	(8,584)	(221,584)	-
Net Salvage Value of Retiring Plant	-	-	15,000	-	15,000	-
Capital Contributions	1,563,520	856,666	1,959,000	-	4,379,186	-
Principal Payments of Capital Lease	-	-	-	(199,956)	(199,956)	(47,014)
Principal Payments of Long-Term Debt	(2,695,000)	(6,050,000)	(17,000,000)	(1,985,000)	(27,730,000)	-
Interest and Fiscal Charges Paid	(3,517,776)	(2,349,658)	(29,569,000)	(747,910)	(36,184,344)	(789)
Net Cash Used by Capital and Related Financing Activities	<u>(8,702,113)</u>	<u>(19,946,551)</u>	<u>(85,544,000)</u>	<u>(6,511,849)</u>	<u>(120,704,513)</u>	<u>(1,708,835)</u>
Cash Flows from Investing Activities						
Proceeds from Sale and Maturities of Investments	3,401,675	7,648,621	-	7,777,187	18,827,483	7,707,138
Purchases of Investments	(3,775,939)	(3,203,284)	(49,748,000)	(5,840,051)	(62,567,274)	(9,322,696)
Interest and Other Receipts	506,818	684,210	257,000	464,547	1,912,575	699,630
Net Cash Provided (Used) by Investing Activities	<u>132,554</u>	<u>5,129,547</u>	<u>(49,491,000)</u>	<u>2,401,683</u>	<u>(41,827,216)</u>	<u>(915,928)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(203,342)	(2,589,370)	(38,255,000)	1,263,434	(39,784,278)	(314,648)
Cash and Cash Equivalents - Beginning	3,283,735	4,394,292	87,273,000	6,242,093	101,193,120	7,879,057
Cash and Cash Equivalents - Ending	<u>\$ 3,080,393</u>	<u>1,804,922</u>	<u>49,018,000</u>	<u>7,505,527</u>	<u>61,408,842</u>	<u>7,564,409</u>
Reconciliation of Operating Income (Loss) to Net Cash Provided by Operating Activities						
Operating Income (Loss)	\$ 2,875,498	3,881,476	54,899,000	(3,084,628)	58,571,346	(834,094)
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operating Activities:						
Depreciation	7,163,336	7,162,359	36,311,000	3,675,106	54,311,801	2,454,921
Changes in Assets and Liabilities:						
Accounts Receivable and Unbilled Revenues	(1,710,084)	375,868	402,000	(192,574)	(1,124,790)	99,347
Due from Other Funds	-	-	-	(76)	(76)	445,438
Due from Other Governments	-	-	-	2,171	2,171	(252,598)
Inventories	(22,862)	9,307	(1,425,000)	40,498	(1,398,057)	(41,675)
Plant Operation Assets	-	-	(1,704,000)	-	(1,704,000)	-
Prepaid Expenses	-	-	346,000	8,017	354,017	(135,384)
Other Assets	-	-	2,667,000	-	2,667,000	-
Accounts Payable	(130,771)	133,534	624,000	250,786	877,549	322,621
Accrued Liabilities	89,137	108,095	-	181,762	378,994	149,909
Accrued Compensated Absences	29,469	22,893	-	(7,219)	45,143	59,780
Due to Other Funds	-	-	-	80,406	80,406	5,936
Due to Other Governments	-	-	-	44,786	44,786	29,788
Unearned Revenue	-	-	-	127,130	127,130	3,049
Claims	-	-	227,000	-	227,000	150,593
Deferred Credits and Other Liabilities	-	-	(868,000)	-	(868,000)	-
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	3,694,000	3,694,000	-
Total Adjustments	5,418,225	7,812,056	36,580,000	7,904,793	57,715,074	3,291,725
Net Cash Provided by Operating Activities	<u>\$ 8,293,723</u>	<u>11,693,532</u>	<u>91,479,000</u>	<u>4,820,165</u>	<u>116,286,420</u>	<u>2,457,631</u>
Supplemental Disclosure of Noncash Investing, Capital, and Financing Activities:						
Contribution of Capital Assets	\$ 324,041	1,044,304	-	188,856	1,557,201	179,142
Purchase of Capital Assets on Account	3,986,693	2,621,631	-	65,206	6,673,530	-
Change in Fair Value of Investments	(40,953)	(207,165)	-	(187,307)	(435,425)	(175,341)

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
AUGUST 31, 2010

	<u>Police & Fire Pension Trust Fund</u>	<u>Agency Funds</u>
ASSETS		
Cash and Cash Equivalents	\$ 924,027	3,061,015
Investments:		
Pooled Investment Funds	1,410,040	-
U.S. Agency Obligations	-	2,244,459
Corporate Bonds	1,331,400	-
Private Equity	464,992	-
Mutual Funds	135,177,710	-
Real Estate Limited Partnership	9,712,116	-
Total Investments	<u>148,096,258</u>	<u>2,244,459</u>
Receivables:		
Contributions	389,421	-
Accrued Interest	684,143	42,089
Other	-	36,151
Due from Other Governments	803	-
Contractor Retainage	-	<u>927,389</u>
 Total Assets	 <u>150,094,652</u>	 <u><u>6,311,103</u></u>
LIABILITIES		
Warrants Payable	-	399,889
Accounts Payable	50,155	254,077
Accrued Liabilities	4,673	-
Accrued Compensated Absences	12,999	-
Due to Other Governments	-	3,883,269
Due to Homeowners	-	11,848
Due to Contractors	-	1,440,843
Due to Joint Venture	-	203,251
Due to Bondholders	-	<u>117,926</u>
 Total Liabilities	 <u>67,827</u>	 <u><u>6,311,103</u></u>
NET ASSETS		
Held in Trust for Pension Benefits and Other Purposes	 \$ <u><u>150,026,825</u></u>	

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FIDUCIARY FUND
FOR THE YEAR ENDED AUGUST 31, 2010

		Police & Fire Pension Trust Fund
Additions:		
Contributions:		
Employer	\$	4,275,295
Employee		2,296,532
Total Contributions		6,571,827
Investment Earnings:		
Interest		(108,380)
Dividends		2,395,631
Net Increase in Fair Value of Investments		3,289,408
Net Investment Earnings		5,576,659
Total Additions		12,148,486
Deductions:		
Benefit Payments		9,901,647
Refunds of Contributions		876,508
Administrative Costs		403,143
Total Deductions		11,181,298
Change in Net Assets		967,188
Net Assets Held in Trust for Pension Benefits and Other Purposes - Beginning		149,059,637
Net Assets Held in Trust for Pension Benefits and Other Purposes - Ending	\$	150,026,825

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

**NOTES TO THE
FINANCIAL STATEMENTS**

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

(1) **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

REPORTING ENTITY

The accompanying financial statements present the government of the City of Lincoln, Nebraska (City) and its blended component unit, the West Haymarket Joint Public Agency (WHJPA), established April 2, 2010, for which the City is considered to be financially accountable. Regarding related organizations, the City's Mayor appoints and the City Council approves all of the board appointments of the Housing Authority of the City of Lincoln. However, the City has no further accountability for this organization.

Blended component units, although legally separate entities, are, in substance, part of the government's operations. The participants in the WHJPA are the City and University of Nebraska (UNL), and the agency is governed by a board consisting of the Mayor, a member of the UNL Board of Regents, and a member of the City Council. The purpose of the agency is to make the most efficient use of the taxing authority and other powers of the participants to facilitate the redevelopment of the West Haymarket Redevelopment Area. The WHJPA is reported as a major governmental fund in the City's financial statements. Complete separate financial statements for the WHJPA may be obtained at the City of Lincoln Finance Department, 555 South 10th Street, Suite 103, Lincoln, NE 68508.

FISCAL YEAR-END

All funds of the City, with the exception of Lincoln Electric System (LES), are reported as of and for the year ended August 31, 2010. December 31st is the fiscal year-end of LES as established by the City Charter, and the last separate financial statements were as of and for the year ended December 31, 2009. The amounts included in the City's 2010 financial statements for LES are amounts as of and for the year ended December 31, 2009.

GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the non-fiduciary activities of the primary government and its component unit. Fiduciary activities, whose resources are not available to finance the City's programs, are excluded from the government-wide statements. The material effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support.

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

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

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

The government-wide financial statements are reported using the *total economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund and trust fund financial statements. 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 have been met. Agency funds, reporting only assets and liabilities, have no measurement focus but use the accrual basis of accounting.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized when 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, including interest on long-term debt, as well as expenditures related to compensated absences and claims and judgments are recorded only when payment is due.

Property taxes, sales taxes, highway user fees, interdepartmental charges, and intergovernmental revenues are all considered to be susceptible to accrual. Special assessments are recorded as revenues in the year the assessments become current. Annual installments not yet due are reflected as special assessment receivables and deferred revenues. Other revenue items are considered to be measurable and available only when cash is received by the City.

The City reports the following major governmental funds:

The General Fund finances the day-to-day operation of the basic governmental activities, such as legislative, judicial, administration, police and fire protection, legal services, planning, and parks and recreation.

The Street Construction Fund accounts for the resources accumulated and payments made for the maintenance, construction, and improvement of the streets and highways in the City.

The West Haymarket JPA Fund accounts for the activities of the joint public agency, a blended component unit of the City, established to facilitate the redevelopment of the West Haymarket Area.

The City reports the following major enterprise funds:

The Lincoln Wastewater System Fund accounts for the activities of the City's wastewater utility.

The Lincoln Water System Fund accounts for the activities of the City's water distribution operations.

The Lincoln Electric System Fund accounts for the activities of the City's electric distribution operations.

Additionally, the City reports the following fund types:

Internal Service Funds account for data processing, engineering, risk management, fleet management, telecommunications, and copy services provided to other departments or agencies of the government, or to other governments, on a cost reimbursement basis.

The Pension Trust Fund accounts for the receipt, investment, and distribution of retirement contributions made for the benefit of police officers and firefighters.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

The Agency Funds account for the collection of various taxes, fines, and fees due to other government entities; funds held in escrow for homeowners; good faith money due to contractors upon project completion; funds held for payroll taxes and other payroll related payables; funds held to pay outstanding warrants; funds to pay phone system charges; funds to pay matured bonds and coupons for which the City Treasurer is trustee; funds for the joint administrative entity known as JAVA, created to coordinate planning and implementation of the Antelope Valley Project; funds deposited by Gateway Shopping Center in fulfillment of a condition of the use permit for expansion; and reserve funds held for the Public Building Commission Bonds.

Private-sector standards of accounting and financial reporting issued prior to November 30, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict pronouncements of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. Only the City's Lincoln Wastewater System and Lincoln Water System funds have elected to follow subsequent private-sector guidance.

The effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are payments-in-lieu of taxes and charges between the business-type functions and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

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

Proprietary funds distinguish operating revenues and expenses from 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 enterprise funds and of the government's internal service funds are charges to customers for goods and services. Operating expenses include the cost of sales and service, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

ASSETS, LIABILITIES, AND NET ASSETS OR FUND EQUITY

Deposits and Investments

The City's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition. These investments are not specifically identified with any one fund. Interest is allocated to the individual funds on the basis of average cash balances.

The City may invest in certificates of deposit, in time deposits, and in any securities in which the state investment officer is authorized to invest pursuant to the Nebraska Capital Expansion Act and the Nebraska State Funds Investment Act and as provided in the authorized investment guidelines of the Nebraska Investment Council in effect on the date the investment is made.

Investments in the Pension Trust Fund are carried at fair value. Investments in other funds are carried at fair value, except for short-term investments, which are reported at amortized cost, which approximates fair value. Securities traded on a national exchange are valued at the last reported sales price. Investments that do not have an established market are reported at estimated fair value, based on relevant market

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

information of similar financial instruments. Income from investments held by the individual funds is recorded in the respective funds as it is earned.

Receivables and Payables

Loans receivable in governmental funds consist of rehabilitation and redevelopment loans that are generally not expected or scheduled to be collected in the subsequent year.

Noncurrent portions of long-term receivables due to governmental funds are reported on their balance sheets, in spite of their spending measurement focus. Recognition of governmental fund type revenues represented by noncurrent receivables generally is deferred until they become current receivables.

Because of their spending measurement focus, expenditure recognition for governmental fund types excludes amounts represented by noncurrent liabilities. Since they do not affect current assets, such long-term amounts are not recognized as governmental fund type expenditures or fund liabilities.

Inventories and Prepaid Items

All inventories are valued at cost using the first-in/first-out (FIFO) method. Inventories of governmental funds are recorded as expenditures 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 government-wide and fund financial statements.

Amounts of governmental fund inventories and vendor prepaid items are offset by a fund balance reserve account to indicate that they do not represent "available spendable resources".

Certain payments that have been made which benefit future accounting periods and are funded by interfund borrowings, are also recorded as prepayments, with a like amount of interfund liability reflected. These prepayments are charged to expenditures on the governmental fund financial statements over the period of their related borrowings. On the government-wide financial statements these prepayments have been capitalized and are charged to expenditures as the assets are depreciated over their useful lives.

Deferred Charges

Advances for mine development are payments made for the construction of the Dry Fork Coal Mine and are included in deferred charges on the statement of net assets. The mine is expected to provide fuel for Laramie River Station over the estimated 25-year life of the mine. The advances will be returned to LES over the estimated life of the mine. In addition, costs related to certain capital improvements at Sheldon Station have been deferred under accounting pronouncements applicable to regulated utilities.

Investment in Joint Venture

Investment in joint venture consists of the City's interest in the Joint Antelope Valley Authority (see Note 23), a joint administrative entity reported in the City's financial statements using the equity method of accounting.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, drainage systems, 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. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalization value of the assets constructed.

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

<u>Assets</u>	<u>Years</u>
Buildings	10 - 50
Improvements	5 - 40
Infrastructure	20 - 100
Equipment	2 - 20
Utility Plant	30 - 40

The exception to this rule is library media, which is depreciated using a composite depreciation method.

Compensated Absences

City employees generally earn vacation days at a variable rate based on years of service. In the event of termination, an employee is reimbursed for accumulated vacation time up to a maximum allowed accumulation, which is in no case longer than 35 days.

Employees earn sick leave at the rate of one day per month with total accumulation limits established by the employees' bargaining unit. Upon retirement, an employee is reimbursed for accumulated sick leave with maximums depending on the employees' bargaining unit contract. In some cases payment may be placed in a medical spending account rather than reimbursing the employee directly. Police union employees who leave the City's service in good standing after giving two weeks notice of termination of employment are also compensated for sick leave. LES is covered by a separate personnel plan regarding vacation and sick leave with the liability for these benefits recorded in accrued liabilities.

Vacation leave and other compensated absences with similar characteristics are accrued as the benefits are earned if the leave is attributable to past service and it is probable that the City will compensate the employees for such benefits. Sick leave and other compensated absences with similar characteristics are accrued as the benefits are earned only to the extent it is probable that the City will compensate the employees for such benefits through cash payments conditioned on the employee's termination or retirement, and is recorded based on the termination method. Such accruals are based on current salary rates and include salary-related payments directly and incrementally associated with payments made for compensated absences on termination.

All vacation and sick leave is accrued when incurred in the government-wide, proprietary, and fiduciary fund financial statements. In the governmental funds, only compensated absences that have matured as of year-end, for example, as a result of employee resignations and retirements, are recorded as a fund liability.

Long-Term Obligations

In the government-wide financial statements, and proprietary fund types 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 statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt using the bonds-outstanding method. For current and advance refundings of debt, the difference between the reacquisition price and the net carrying amount of the old debt is deferred and amortized as a component of interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

In the fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as an other financing source. 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 current expenditures.

Fund Equity

In the fund financial statements, governmental funds report reservations of fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for specific purposes. Designations of unrestricted fund balance represent tentative management plans that are subject to change.

The City has established a policy providing for an unreserved fund balance in the City's General Fund. To meet excess cash flow needs, no less than twenty percent of the ensuing year's General Fund budget is to be set aside as an unrestricted reserve. Currently \$24,054,573 of the General Fund's unreserved fund balance of \$25,701,931 meets the requirements of this policy, leaving an additional unreserved balance of \$1,647,358.

Net Assets Classification

Net assets are required to be classified into three components – invested in capital assets, net of related debt; restricted; and unrestricted. These classifications are defined as follows:

Invested in capital assets, net of related debt – This component of net assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of invested in capital assets, net of related debt.

Restricted – This component of net assets consists of restrictions placed on net assets use through external constraints imposed by creditors (such as debt covenants), grantors, contributors, or law or regulations of other governments, or constraints imposed by law through constitutional provisions or enabling legislation. The government-wide statement of net assets reports \$158,196,487 of restricted net assets, of which enabling legislation restricts \$12,567,922.

Unrestricted – This component consists of net assets that do not meet the definition of “restricted” or “invested in capital assets, net of related debt.”

BUDGETARY DATA

The City Council follows these procedures, set out in the City Charter, in establishing the budgetary data reflected in the financial statements:

- 1) At least 40 days prior to the end of the budget and fiscal year, the Mayor submits to the City Council a proposed annual budget for the ensuing year. The annual budget is a complete financial plan for the ensuing budget year and consists of an operating budget and a capital budget.
- 2) Public hearing on the proposed budget is scheduled for not later than 10 days prior to the budget adoption date.
- 3) Not later than 5 days prior to the end of the fiscal year, the budget is legally adopted by resolution of the City Council.
- 4) The Mayor is authorized to transfer unencumbered balances between appropriations of the same department or agency. The Mayor also has authority to lower appropriations in any fund where actual revenues are less than appropriated in order to avoid incurring a budget deficit for the year.

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Appropriation transfers between departments or agencies may only be authorized by resolution of the City Council. The Council may not make any appropriations in addition to those authorized in the annual budget, except that it may authorize emergency appropriations in the event of an emergency threatening serious loss of life, health, or property in the community.

- 5) Budgets for all funds are adopted on a basis inconsistent with accounting principles generally accepted in the United States of America (GAAP). Since encumbrances are included in the City's budget accounting, year-end encumbrances are reappropriated to the next year in the budget process. Various funds have expenditures automatically appropriated through the budget resolution, based on funds available. These expenditures are reflected in the original and final budgets at amounts equal to the actual expenditures. Budget basis expenditures are presented on a cash basis.

Amendments to the adopted budget were made this year and resulted from prior fiscal year encumbrances identified subsequent to budget adoption, appropriation of unanticipated revenues to certain funds as provided in the budget resolution, and appropriation revisions between or among departments as provided for under the City Charter.

- 6) Appropriation controls are required at the departmental level. However, as a matter of policy and practice, appropriations generally are controlled at the next level of organization (division) or by fund within a department.
- 7) Operating appropriations lapse at the end of the fiscal year except for capital improvement appropriations and year-end encumbrances against operating budgets. Capital improvement appropriations are continuing appropriations through completion of the project.
- 8) Budgets are adopted by resolution for the following fund types: general, special revenue, debt service, capital projects, permanent, enterprise, internal service, and pension trust. Legally adopted annual budgets are not established for the West Haymarket JPA component unit, certain special revenue (Advance Acquisition, Police & Fire Pension Contributions, Special Assessment, Impact Fees, Fast Forward, Parks & Recreation Special Projects, Seniors Foundation of Lincoln & Lancaster County, and R.P. Crawford Park), permanent (J.J. Hompes), and agency funds. In addition, capital project funds are budgeted on a project rather than an annual basis.

ENDOWMENTS

The Community Health Permanent Endowment Fund was established in 1997 with the \$37,000,000 cash proceeds realized by the City from the sale of Lincoln General Hospital, and may be increased by donations, bequests, or appropriations to the fund. Investment earnings of the fund are used for funding health and health-related programs that further the health, safety, or welfare of the citizens of Lincoln. Earnings deposited with the City Treasurer shall be paid out only by order of those persons designated by the Community Health Endowment (CHE) Board of Trustees as outlined in the Fiscal and Budget Directives policy between the CHE and the City. State law directs that, subject to the intent of a donor expressed in the gift instrument, an institution may appropriate for expenditure or accumulate so much of an endowment fund as the institution determines is prudent for the uses, benefits, purposes, and duration for which the endowment fund is established. The current amount of net appreciation available for expenditure is \$15,205,970, which is reported as expendable health care restricted net assets in the statement of net assets. The initial endowment principal is reported as nonexpendable health care restricted net assets in the statement of net assets.

PRIOR-YEAR SUMMARIZED FINANCIAL INFORMATION

The basic financial statements include certain prior-year summarized comparative information in total but not at the level of detail required for a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the City's basic financial statements as of and for the year ended August 31, 2009, from which the summarized information was derived. Also, certain amounts presented in the prior year data have been reclassified in order to be consistent with the current year's presentation.

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ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses/expenditures during the reporting period. Actual results could differ materially from those estimates.

IMPLEMENTATION OF NEW ACCOUNTING PRINCIPLES

In 2010, the City implemented the provisions of GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*, which establishes accounting and financial reporting requirements for intangible assets to reduce inconsistencies in the areas of recognition, initial measurement, and amortization, thereby enhancing the comparability among state and local governments. The implementation of GASB 51 did not have a material impact on the financial statements.

In 2010, the City implemented the provisions of GASB Statement No. 53 *Accounting and Financial Reporting for Derivative Instruments*, which addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. The implementation of GASB 53 did not have a material impact on the financial statements.

NEW ACCOUNTING PRONOUNCEMENTS

GASB has issued Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, effective for financial statements for periods beginning after June 15, 2010. Statement 54 looks to enhance the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions.

GASB has issued Statements No. 59, *Financial Instruments Omnibus*, effective for periods beginning after June 15, 2010. The objective of Statement No. 59 is to improve existing standards regarding financial reporting and disclosure requirements of certain financial instruments and external investment pools for which significant issues have been identified in practice.

The City will review these standards in preparation for meeting the implementation deadlines as established by the statements.

(2) RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

EXPLANATION OF CERTAIN DIFFERENCES BETWEEN THE GOVERNMENTAL FUNDS BALANCE SHEET AND THE GOVERNMENT-WIDE STATEMENT OF NET ASSETS

The governmental funds balance sheet includes a reconciliation between *fund balance – total governmental funds* and *net assets of governmental activities* as reported in the government-wide statement of net assets. One element of that reconciliation explains, “Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.” The details of the \$173,623,085 difference are as follows:

Bonds Payable	\$ 124,988,473
Less deferred charge for issuance costs	(1,835,187)
Less issuance discounts	(20,577)
Plus issuance premiums	2,597,706
Capital Leases Payable	28,989,369
Accrued Interest Payable	1,643,833
Net Pension Obligation	3,595,657
Net OPEB Obligation	1,904,919
Compensated Absences	<u>11,758,892</u>
Net difference	<u>\$ 173,623,085</u>

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EXPLANATION OF CERTAIN DIFFERENCES BETWEEN THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES AND THE GOVERNMENT-WIDE STATEMENT OF ACTIVITIES

The governmental funds statement of revenues, expenditures, and changes in fund balances includes a reconciliation between *net change in fund balances – total governmental funds* and *change in net assets of governmental activities* as reported in the government-wide statement of activities. One element of that reconciliation explains, “Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.” The details of this \$8,335,241 difference are as follows:

Capital outlay	\$ 31,525,515
Depreciation expense	<u>(23,190,274)</u>
Net difference	<u>\$ 8,335,241</u>

Another element of that reconciliation states, “The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.” The details of this \$7,077,674 difference are as follows:

Debt issued or incurred:	
Issuance of capital lease	\$ (1,110,000)
Issuance of certificates of participation	(3,021,948)
Deferred charge for issuance costs	562,591
Amortization of deferred items	(559)
Principal repayments	<u>10,647,590</u>
Net difference	<u>\$ 7,077,674</u>

Another element of that reconciliation states, “Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.” The details of this \$(3,933,333) difference are as follows:

Loss on disposal of capital assets	\$ (3,983,086)
Construction contracts	448,261
Other	41,131
Accrued interest	36,461
Compensated absences	<u>(476,100)</u>
Net difference	<u>\$ (3,933,333)</u>

(3) RESTRICTED ASSETS

Certain proceeds of the enterprise funds revenue bonds and resources set aside for their repayment are classified as restricted assets on the statement of net assets because their use is limited by applicable bond covenants. Assets included in the Bond Principal and Interest Account and the Bond Reserve Account are restricted for the payment of bond principal and interest. Assets included in the Surplus Account and the Depreciation and Replacement Account are restricted for purposes including improvements, repairs and replacements, acquisition of equipment, and the payment of bond principal and interest. Assets included in the Construction Account are restricted for paying the cost of the capital projects.

Certain assets of the Golf Enterprise Fund are classified as restricted assets to be used for capital improvements.

Certain assets of the Pershing Municipal Auditorium Enterprise Fund are classified as restricted assets to be used for improvements.

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A recap of restrictions and related balances at August 31, 2010 are as follows:

Fund Account	Golf	Parking Facilities	Pershing Municipal Auditorium	Solid Waste Management	EMS	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Totals
Principal and Interest	\$ 4,330	303,312	-	-	-	1,331,676	397,309	16,696,000	18,732,627
Reserve	316,500	1,815,575	-	400,000	-	6,416,951	9,386,640	22,239,000	40,574,666
Depreciation and Replacement	100,000	682,850	-	-	-	-	-	-	782,850
Construction	-	-	-	14,490	-	7,064,388	4,532,973	82,000	11,693,851
Capital Projects	3,892	6,461	9,616	-	659,468	-	-	-	679,437
Marketing	-	-	38,082	-	-	-	-	-	38,082
	\$ 424,722	2,808,198	47,698	414,490	659,468	14,813,015	14,316,922	39,017,000	72,501,513

Resources of the permanent funds totaling \$37,160,000 are legally restricted to the extent that only earnings and not principal may be used to support the City's programs.

(4) DEPOSITS AND INVESTMENTS

DEPOSITS

Custodial credit risk is the risk that in the event of a bank failure, a government's deposits may not be returned to it. The City's deposit policy for custodial credit risk requires compliance with the provisions of state law.

State Statutes 15-846 and 15-847 R.R.S., 1943 require banks either to provide a bond or to pledge government securities (types of which are specifically identified in the Statutes) to the City Treasurer in the amount of the City's deposits. The Statutes allow pledged securities to be reduced by the amount of the deposit insured by the Federal Deposit Insurance Corporation (FDIC).

One or more of the financial institutions holding the City's cash accounts are participating in the FDIC Transaction Account Guarantee Program. Under the program, through December 31, 2012, all noninterest-bearing transaction accounts at these institutions are fully guaranteed by the FDIC for the entire amount in the account. For interest-bearing cash accounts, the City's cash deposits, including certificates of deposit, are insured up to \$250,000 by the FDIC. Any cash deposits or certificates of deposit in excess of the \$250,000 FDIC limits are covered by collateral held in a Federal Reserve pledge account or by an agent for the City and thus no custodial risk exists.

CITY OF LINCOLN, NEBRASKA
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INVESTMENTS

At August 31, 2010, the City had the following investments, maturities and credit ratings:

Type	Fair Value	August 31, 2010 Maturities in Years				Credit Rating	
		Less than 1	1-5	6-10	More than 10	Moody's	S&P
General City:							
U.S. Treasury Obligations	\$ 69,118,621	54,012,000	15,106,621	-	-	N/A	N/A
U.S. Sponsored Agency Obligations	143,858,491	75,297,170	68,561,321	-	-	Aaa	AAA
Collateralized Repurchase Agreements	4,982,098	4,982,098	-	-	-	N/A	N/A
Collateralized Investment Agreements	1,120,000	-	-	1,120,000	-	A1	A+ (Fitch)
Collateralized Investment Agreements	3,139,981	-	-	-	3,139,981	A3	A-
Collateralized Investment Agreements	4,930,000	-	-	-	4,930,000	Aaa	AA-
Money Market Funds - U.S. Treasury	3,986,824	3,986,824	-	-	-	N/A	N/A
Money Market Funds - U.S. Agencies	41,667,056	41,667,056	-	-	-	Aaa	AAAm
External Investment Trust	16,950,000	16,950,000	-	-	-	Not rated	Not rated
Tax Increment Financing Investments	2,767,427	-	238,953	1,414,915	1,113,559	Not rated	Not rated
Fixed Income Mutual Funds	135,703	135,703	-	-	-	Not rated	Not rated
Equities	269,047	269,047	-	-	-	Not rated	Not rated
Complementary Strategies	53,285	53,285	-	-	-	Not rated	Not rated
Real Assets	80,834	80,834	-	-	-	Not rated	Not rated
Total General City	293,059,367	197,434,017	83,906,895	2,534,915	9,183,540		
Community Health Endowment:							
Money Market Mutual Funds	519,671	519,671	-	-	-	Not rated	Not rated
Mutual Funds							
Convertible Bonds	5,007,595	5,007,595	-	-	-	Not rated	Not rated
Institutional Funds							
Fixed Income	11,439,866	11,439,866	-	-	-	Not rated	Not rated
Intermediate Term Credit	6,555,625	6,555,625	-	-	-	Not rated	Not rated
Large Cap Equity	6,492,897	6,492,897	-	-	-	Not rated	Not rated
International Equity	5,017,156	5,017,156	-	-	-	Not rated	Not rated
High-Yield Bonds	4,001,450	4,001,450	-	-	-	Not rated	Not rated
Emerging Markets Equity	2,999,230	2,999,230	-	-	-	Not rated	Not rated
Hedge Funds	2,555,718	2,555,718	-	-	-	Not rated	Not rated
U.S. Treasuries	2,516,591	2,516,591	-	-	-	Not rated	Not rated
Small Cap Equity	1,512,406	1,512,406	-	-	-	Not rated	Not rated
Commodities	1,253,818	1,253,818	-	-	-	Not rated	Not rated
Real Estate	257,029	257,029	-	-	-	Not rated	Not rated
Limited Partnership	1,168,240	1,168,240	-	-	-	Not rated	Not rated
U.S. Treasuries	1,409,827	-	1,409,827	-	-	Aaa	AAA
Securities lending short-term investment pool	1,025,994	1,025,994	-	-	-	Not rated	Not rated
Total Community Health Endowment:	53,733,113	52,323,286	1,409,827	-	-		
Police & Fire Pension Trust:							
Corporate Bonds	1,331,400	-	-	-	1,331,400	B (Fitch)	B+
Mutual Funds	135,177,710	-	-	-	-		
Private Equity	464,992	-	-	-	-		
Real Estate Limited Partnerships	9,712,116	-	-	-	-		
Total Police & Fire Pension Trust	146,686,218						
Total Primary Government	\$ 493,478,698						

INVESTMENT POLICIES

General City Policy

Generally, the City's investing activities are managed under the custody of the City Treasurer. Investing is performed in accordance with the investment policy adopted by the City Council complying with state statutes and the City Charter. The City may legally invest in U.S. government securities and agencies, U.S. government sponsored agencies, and in bank repurchase agreements. It may also invest to a limited extent in corporate bonds, bankers' acceptances, and investment agreements.

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Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the City will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, the City's investment policy limits current operating funds to be invested with maturities of not longer than twenty-four months. Fixed income investments held in construction funds, operating funds, and other nonoperating funds are limited to ten-year maturities. Investment agreements are not subject to interest rate risk, as the issuer guarantees the interest rate. Money market mutual funds and external investment funds are presented as investments with a maturity of less than one year because they are redeemable in full immediately. Tax Increment Financing investments are allowed to exceed 10 years as the interest rates are guaranteed by the fund and the investment is made within the City's funds.

Credit Risk. Credit Risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The City's investment policy establishes requirements for certain investment securities to be rated at certain rates or higher without having collateral pledged to the City. The following investment types must be rated at the minimum rates noted below:

	<u>S&P</u>	<u>Moody's</u>
Money Markets	AA	Aa
Corporate Notes	AA-	Aa3
Investment Agreements	AA-	Aa3

Investment agreements are made with provisions that if the provider is downgraded below Aa3 by Moody's Investors Service (Moody's) or AA- by Standard & Poor's (S&P) the provider must deliver collateral of U.S. Government agencies obligations at a margin of 104% and if the provider is further downgraded, the City will have the right to terminate the agreement and receive all invested amounts plus accrued but unpaid interest without penalty. As of August 31, 2010, the investment agreements were adequately collateralized with U.S. Government agencies obligations that had a rating of Aaa by Moody's and AAA by S&P.

The external investment funds are held in the City's idle fund pool and are comprised of Nebraska Public Agency Investment Trust (NPAIT) and Short-Term Federal Investment Trust (STFIT). NPAIT and STFIT invest in only the highest quality securities, including U.S. government, rated U.S. sponsored agencies, and guaranteed student loans.

<u>Type</u>	<u>Portfolio Composition</u>	<u>Policy Limits on Issuer</u>
U.S. agency obligations:		
Federal Home Loan Bank	23.91 %	40.00 %
Federal Home Loan Mortgage Corporation	7.26	40.00
Federal National Mortgage Association	12.67	40.00
Federal Farm Credit Bank	5.26	40.00

Concentration of Credit Risk. The City's investment policy places various limits on the amount that may be invested in any one issuer. Per the policy, allocation limits do not apply to the investment of proceeds from issuance of debt. These investments shall be governed by the debt covenant included in the debt instrument. Non-compliance due to a decrease in investment balance does not require corrective action.

Community Health Endowment (CHE) Policy

As a public endowment fund, under State law, CHE is permitted to invest in the manner required of a prudent investor acting with care, skill and diligence under the prevailing circumstance, without restrictions as to the type and limits of investments.

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Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, CHE will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, CHE's investment policy requires the average duration of the fixed income portfolio to be no more than 120% of the appropriate fixed income benchmark. Mutual and institutional funds are presented as an investment with a maturity of less than one year because they are redeemable in full immediately.

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. It is CHE's policy to limit its investments in fixed income securities to issues with at least BBB-/Baa3 ratings. Short-term fixed income issues should have a minimum A-2/P-2 rating.

Concentration of Credit Risk. CHE limits the percentage of cost that may be invested in any one industry, company and issuer. CHE's portfolio shall not own more than 5% of the outstanding securities of any single issuer. Exceptions are allowed where a fund's benchmark includes securities greater than 3%, in which case the investment manager may have no more than the securities index weight plus 2%. The entire portfolio shall have no more than 5% of its assets invested in the securities of any one issuer, with the exception of U.S. Treasury and U.S. agencies obligations.

Foreign Currency Risk. This risk relates to adverse affects on the fair value of an investment from changes in exchange rates. CHE had no investment denominated in foreign currency at August 31, 2010.

Police & Fire Pension Trust Policy

The Police & Fire Pension Trust Investment Board, established by the City Council in accordance with the Lincoln Municipal Code chapter 4.62, directs and oversees the trust's investments for the sole benefit of plan participants and beneficiaries. The board also provides oversight and directions to the plan administrator with regard to the investments of the trust's funds. The daily management responsibility of the trust and routine investment transactions are delegated to the plan administrator.

The Police & Fire Pension Trust is allowed to invest in domestic and international equity funds, domestic and foreign bonds, real estate, mortgage-backed securities, and other alternative investments.

Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, Police & Fire Pension Trust will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. The Investment Board for the Police & Fire Pension Trust compares the risk and return characteristics derived from the actual performance of the Fund, separate asset classes and specific securities to appropriate benchmarks, financial indices and/or funds at least annually. Asset allocation, investments, and/or investment managers are adjusted as necessary by this monitoring.

Credit Risk. The policy states that the plan will select appropriate investments, or investment manager(s), to fill each asset class allocation. The individual investment, or investment managers, chosen shall be those determined to meet the board's objectives in terms of their overall combination of risk, return, and liquidity.

Concentration of Credit Risk. It is the desire of the board that no more than 5% of assets may be from a single corporate or sovereign issuer exclusive of the U.S. government. The board reviews assets to monitor the concentration of overlapping securities held by multiple mutual funds.

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Summary of Deposit and Investment Balances

Following is a reconciliation of the City's deposit and investment balances as of August 31, 2010:

	Totals		
Investments	\$	493,478,698	
Deposits and Cash on Hand		2,234,242	
	\$	495,712,940	
	Government-wide Statement of Net Assets	Fiduciary Funds Statement of Net Assets	Totals
Cash and Cash Equivalents	\$	82,317,793	3,985,042
Investments		148,704,783	150,340,717
Invested Securities Lending		1,025,994	-
Restricted Assets:			
Cash and Cash Equivalents		18,790,915	-
Investments		90,547,696	-
	\$	341,387,181	154,325,759
			495,712,940

Securities Lending Transactions

The policies of the Community Health Endowment Board of Trustees authorize CHE to participate in securities lending transactions, where securities are loaned to brokers and broker dealers with a simultaneous agreement to return the collateral for the same securities in the future. The custodial bank administers the securities lending program and receives cash at least equal in value to the fair value of the loaned securities as collateral for securities of the type on loan at year-end. Securities lent at year-end for cash collateral are presented as unclassified in the preceding schedule of custodial risk. At year-end, CHE has no credit risk exposure to borrowers because the amounts CHE owes the borrowers exceed the amounts the borrowers owe CHE. The cash cannot be spent by CHE unless the borrower defaults. There are no restrictions on the amount of securities that can be loaned, and there were no losses resulting from borrower default during the year. At August 31, 2010, securities lending transactions included U.S. treasuries and U.S. agency obligations.

Cash collateral is invested in one of the lending agent's short-term investment pools that had an average duration of 85 days. Because loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. Loss indemnification is provided to CHE by the contract with the custodian. Either CHE or the borrowers can terminate all securities loans on demand. Subsequent to August 31, 2010, CHE liquidated the securities lending transactions and terminated its participation in the program.

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(5) **RECEIVABLES**

Receivables at August 31, 2010, consist of the following (in thousands):

Fund	Taxes	Accounts	Loans	Contributions	Special Assessment		Accrued Interest	Gross Receivables	Allowance For Uncollectibles	Net
					Current	Deferred				
General	\$ 3,177	1,529	-	-	-	-	81	4,787	-	4,787
Street Construction	-	996	-	-	-	-	97	1,093	-	1,093
West Haymarket JPA	-	-	-	-	-	-	1	1	-	1
Wastewater System	-	5,679	-	-	-	-	131	5,810	-	5,810
Water System	-	6,513	-	-	-	-	108	6,621	-	6,621
Electric System	-	26,384	-	-	-	-	248	26,632	-	26,632
Nonmajor -										
Special Revenue	1,174	467	24,607	-	382	1,250	188	28,068	5,164	22,904
Debt Service	795	-	-	-	-	-	93	888	-	888
Capital Projects	-	1	-	-	-	-	77	78	-	78
Permanent	-	-	-	-	-	-	15	15	-	15
Enterprise	-	5,352	-	-	-	-	96	5,448	3,460	1,988
Internal Service	-	237	-	-	-	-	162	399	-	399
Fiduciary	-	36	-	389	-	-	727	1,152	-	1,152
	\$ 5,146	47,194	24,607	389	382	1,250	2,024	80,992	8,624	72,368

Enterprise funds customer accounts receivable include unbilled charges for services.

Delinquent special assessment receivables at August 31, 2010, were \$194,468.

(6) **DUE FROM OTHER GOVERNMENTS**

The total of Due From Other Governments of \$27,971,533 includes the following significant items:

Fund/Fund Type	Amount	Service
General/General	\$ 9,633,161	State of Nebraska, July/August Sales and Use Tax
	392,007	August Motor Vehicle Taxes Collected by Lancaster County
	67,154	Federal Government, Cost Reimbursements
	17,167	State of Nebraska, Cost Reimbursements
	125,707	Lancaster County, Cost Reimbursements
Street Construction/Special Revenue	2,921,919	State of Nebraska, July/August Highway User Fees
	179,875	Railroad Transportation Safety District, Cost Reimbursements
	8,338,417	Federal Government, Cost Reimbursements
	20,164	State of Nebraska, Cost Reimbursements
	439,412	Lancaster County, Cost Reimbursements
Lincoln Area Agency on Aging/Special Revenue	13,136	Federal Government, Cost Reimbursements
Lincoln/Lancaster Co. Health/Special Revenue	355,621	Lancaster County, Cost Reimbursements
Snow Removal/Special Revenue	101,594	August Motor Vehicle Taxes Collected by Lancaster County
StarTran/Special Revenue	26,815	Federal Government, Cost Reimbursements
Federal Grants/Special Revenue	3,077,747	Federal Government, Cost Reimbursements
	666,246	State of Nebraska, Cost Reimbursements
Antelope Valley/Tax Supported Bonds/Debt Service	166,666	State of Nebraska, July/August Development Fund Disbursements
Vehicle Tax/Capital Projects	995,534	August Motor Vehicle Taxes Collected by Lancaster County
Storm Sewer Construction/Capital Projects	24,893	Federal Government, Cost Reimbursements
Information Services/Internal Service	336,850	Lancaster County Billings
Fleet Services/Internal Service	11,506	Lincoln Public Schools Billings
Copy Services/Internal Service	22,570	Lancaster County Billings
Subtotal	27,934,161	
All other	37,372	
Total Due From Other Governments	\$ 27,971,533	

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(7) **CAPITAL ASSETS**

Capital asset activity for the year ended August 31, 2010 was as follows:

	<u>Beginning Balances</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balances</u>
Governmental Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 65,038,172	1,305,178	2,477,225	63,866,125
Construction in Progress	89,070,850	13,015,846	13,465,695	88,621,001
Total Capital Assets, not being Depreciated	<u>154,109,022</u>	<u>14,321,024</u>	<u>15,942,920</u>	<u>152,487,126</u>
Capital Assets, being Depreciated:				
Buildings	74,492,330	2,317,474	147,222	76,662,582
Improvements Other Than Buildings	61,762,633	3,387,349	227,817	64,922,165
Machinery and Equipment	77,567,053	7,042,858	2,927,207	81,682,704
Infrastructure	512,144,037	22,895,115	108,546	534,930,606
Total Capital Assets, being Depreciated	<u>725,966,053</u>	<u>35,642,796</u>	<u>3,410,792</u>	<u>758,198,057</u>
Less Accumulated Depreciation for:				
Buildings	28,984,131	1,868,252	140,031	30,712,352
Improvements Other Than Buildings	24,912,466	1,950,067	129,809	26,732,724
Machinery and Equipment	46,524,484	6,328,168	2,770,885	50,081,767
Infrastructure	164,888,695	15,498,708	25,436	180,361,967
Total Accumulated Depreciation	<u>265,309,776</u>	<u>25,645,195</u>	<u>3,066,161</u>	<u>287,888,810</u>
Total Capital Assets, being Depreciated, Net	<u>460,656,277</u>	<u>9,997,601</u>	<u>344,631</u>	<u>470,309,247</u>
Governmental Activities Capital Assets, Net	<u>\$ 614,765,299</u>	<u>24,318,625</u>	<u>16,287,551</u>	<u>622,796,373</u>
	<u>Beginning Balances</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balances</u>
Business-type Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 21,691,556	367,472	108,476	21,950,552
Construction in Progress	105,586,567	59,195,878	114,409,768	50,372,677
Total Capital Assets, not being Depreciated	<u>127,278,123</u>	<u>59,563,350</u>	<u>114,518,244</u>	<u>72,323,229</u>
Capital Assets, being Depreciated:				
Buildings	192,385,546	1,080,445	155,824	193,310,167
Improvements Other Than Buildings	561,805,034	45,458,544	3,360,482	603,903,096
Machinery and Equipment	27,641,957	2,689,264	1,207,439	29,123,782
Utility Plant	1,128,630,000	68,127,000	4,357,000	1,192,400,000
Total Capital Assets, being Depreciated	<u>1,910,462,537</u>	<u>117,355,253</u>	<u>9,080,745</u>	<u>2,018,737,045</u>
Less Accumulated Depreciation for:				
Buildings	62,349,048	4,573,420	155,824	66,766,644
Improvements Other Than Buildings	149,444,539	11,704,462	3,360,482	157,788,519
Machinery and Equipment	16,320,107	1,722,919	1,151,255	16,891,771
Utility Plant	399,228,000	36,311,000	3,848,000	431,691,000
Total Accumulated Depreciation	<u>627,341,694</u>	<u>54,311,801</u>	<u>8,515,561</u>	<u>673,137,934</u>
Total Capital Assets, being Depreciated, Net	<u>1,283,120,843</u>	<u>63,043,452</u>	<u>565,184</u>	<u>1,345,599,111</u>
Business-type Activities Capital Assets, Net	<u>\$ 1,410,398,966</u>	<u>122,606,802</u>	<u>115,083,428</u>	<u>1,417,922,340</u>

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Depreciation expense was charged to functions/programs as follows:

Governmental Activities:	
General Government	\$ 1,103,159
Public Safety	1,851,825
Streets and Highways, including Infrastructure	14,868,202
Culture and Recreation	3,559,691
Economic Opportunity	59,205
Health and Welfare	279,387
Mass Transit	1,468,805
Subtotal	<u>23,190,274</u>
Internal Service Funds Capital Assets	
Depreciation is charged to the various functions based on usage of the assets.	2,454,921
Total Depreciation Expense - Governmental	<u>\$ 25,645,195</u>
Business-type Activities:	
Parking Lots	\$ 26,983
Golf	535,153
Parking Facilities	1,146,213
Pershing Municipal Auditorium	47,657
Solid Waste Management	1,919,100
Wastewater System	7,163,336
Water System	7,162,359
Lincoln Electric System	36,311,000
Total Depreciation Expense - Business-type	<u>\$ 54,311,801</u>

Capital asset activity of each major enterprise fund was as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Wastewater System:				
Capital Assets, not being Depreciated:				
Land	\$ 5,774,849	45,984	-	5,820,833
Construction in Progress	3,799,297	7,712,835	4,987,546	6,524,586
Total Capital Assets, not being Depreciated	<u>9,574,146</u>	<u>7,758,819</u>	<u>4,987,546</u>	<u>12,345,419</u>
Capital Assets, being Depreciated:				
Buildings	75,192,066	323,456	155,824	75,359,698
Improvements Other Than Buildings	242,828,463	5,002,341	2,801	247,828,003
Machinery and Equipment	8,783,360	81,045	312,674	8,551,731
Total Capital Assets, being Depreciated	<u>326,803,889</u>	<u>5,406,842</u>	<u>471,299</u>	<u>331,739,432</u>
Less Accumulated Depreciation for:				
Buildings	20,013,832	1,709,167	155,824	21,567,175
Improvements Other Than Buildings	59,411,477	4,958,640	2,801	64,367,316
Machinery and Equipment	4,234,440	495,529	282,425	4,447,544
Total Accumulated Depreciation	<u>83,659,749</u>	<u>7,163,336</u>	<u>441,050</u>	<u>90,382,035</u>
Total Capital Assets, being Depreciated, Net	<u>243,144,140</u>	<u>(1,756,494)</u>	<u>30,249</u>	<u>241,357,397</u>
Wastewater System Capital Assets, Net	<u>\$ 252,718,286</u>	<u>6,002,325</u>	<u>5,017,795</u>	<u>253,702,816</u>

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	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Water System:				
Capital Assets, not being Depreciated:				
Land	\$ 5,123,119	321,488	-	5,444,607
Construction in Progress	30,363,834	7,933,962	36,180,874	2,116,922
Total Capital Assets, not being Depreciated	<u>35,486,953</u>	<u>8,255,450</u>	<u>36,180,874</u>	<u>7,561,529</u>
Capital Assets, being Depreciated:				
Buildings	66,986,924	233,058	-	67,219,982
Improvements Other Than Buildings	288,236,209	35,249,281	3,356,205	320,129,285
Machinery and Equipment	6,898,028	1,812,303	526,547	8,183,784
Total Capital Assets, being Depreciated	<u>362,121,161</u>	<u>37,294,642</u>	<u>3,882,752</u>	<u>395,533,051</u>
Less Accumulated Depreciation for:				
Buildings	21,167,628	1,729,142	-	22,896,770
Improvements Other Than Buildings	73,336,417	4,977,547	3,356,205	74,957,759
Machinery and Equipment	4,271,065	455,670	514,712	4,212,023
Total Accumulated Depreciation	<u>98,775,110</u>	<u>7,162,359</u>	<u>3,870,917</u>	<u>102,066,552</u>
Total Capital Assets, being Depreciated, Net	<u>263,346,051</u>	<u>30,132,283</u>	<u>11,835</u>	<u>293,466,499</u>
Water System Capital Assets, Net	<u>\$ 298,833,004</u>	<u>38,387,733</u>	<u>36,192,709</u>	<u>301,028,028</u>
	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Electric System:				
Capital Assets, not being Depreciated:				
Construction in Progress	\$ 68,035,000	40,827,000	67,633,000	41,229,000
Capital Assets, being Depreciated:				
Utility Plant	1,128,630,000	68,127,000	4,357,000	1,192,400,000
Less Accumulated Depreciation	399,228,000	36,311,000	3,848,000	431,691,000
Total Capital Assets, being Depreciated, Net	<u>729,402,000</u>	<u>31,816,000</u>	<u>509,000</u>	<u>760,709,000</u>
Electric System Capital Assets, Net	<u>\$ 797,437,000</u>	<u>72,643,000</u>	<u>68,142,000</u>	<u>801,938,000</u>

During 2010, Lincoln Wastewater System incurred \$3,612,415 of interest cost, of which \$213,669 was capitalized into construction in progress. Lincoln Water System incurred \$3,247,849 of interest cost, of which \$1,108,439 was capitalized into construction in progress. Capitalized interest is added to the cost of the underlying assets and is amortized over the useful lives of the assets.

Lincoln Electric System utility plant includes an allowance for funds used during construction of projects costing in excess of \$500,000 with a construction period in excess of 12 months. The allowance for funds used during construction consists of the plant balance times the weighted-average interest rate on debt based on Federal Energy Regulatory Commission accounting method. The weighted-average rate for 2009 was 4.6%.

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(8) INTERFUND BALANCES AND ACTIVITY

Balances Due To/From Other Funds at August 31, 2010, consist of the following:

Due To	Due From						
	General Fund	Street Construction	West Haymarket JPA	Nonmajor Governmental	Nonmajor Enterprise	Internal Service	Total
General Fund	\$ -	338	2,461	27,984	660,892	1,040,410	1,732,085
Street Construction	1,462,925	-	-	2,956,391	-	-	4,419,316
Nonmajor Governmental	2,631,524	-	-	2,300,111	-	-	4,931,635
Lincoln Wastewater System	581,735	-	-	522,914	-	-	1,104,649
Lincoln Water System	339,412	-	-	2,454	-	-	341,866
Nonmajor Enterprise	897,150	8,006	-	-	-	-	905,156
Internal Service	1,959,616	19,138	280	107,623	11,399	47,248	2,145,304
	<u>\$ 7,872,362</u>	<u>27,482</u>	<u>2,741</u>	<u>5,917,477</u>	<u>672,291</u>	<u>1,087,658</u>	<u>15,580,011</u>

“Due to” and “Due from” balances are recorded when funds overdraw their share of pooled cash. Other balances result 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.

During 2005 the City’s General Fund purchased the street light system from LES at an amount equal to the net book value of the street light system at the transaction date. The purchase was financed through an interfund borrowing. On the government-wide statements, the purchase was accounted for as a purchase of capital assets of governmental activities and a sale of capital assets of business-type activities. On the governmental fund statements, the General Fund recognized a liability in due to other funds and a prepayment for the funds borrowed from the City’s other funds. Each fund has recorded a receivable for the pro-rata share of the borrowed funds. The General Fund will pay back the amount borrowed plus interest in scheduled monthly installments over a period of 120 months. As payments are made, the General Fund will reduce the liability, the related prepayment, and recognize streets and highways expenditures.

Transfers To/From Other Funds for the year ended August 31, 2010, consist of the following:

Transfer To	Transfer From						
	General Fund	Street Construction	Nonmajor Governmental	Lincoln Electric System	Nonmajor Enterprise	Internal Service	Total
General Fund	\$ -	-	400,873	1,597,000	851,029	17,999	2,866,901
Street Construction	969,393	-	11,178,647	-	-	-	12,148,040
Nonmajor Governmental	19,376,419	6,250,425	4,405,450	-	979,551	-	31,011,845
Nonmajor Enterprise	626,077	-	51,000	-	-	-	677,077
Internal Service	-	829	-	-	-	10,000	10,829
Total	<u>\$ 20,971,889</u>	<u>6,251,254</u>	<u>16,035,970</u>	<u>1,597,000</u>	<u>1,830,580</u>	<u>27,999</u>	<u>46,714,692</u>

Transfers are used to (1) move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) use unrestricted revenues in the General Fund to finance various programs accounted for in other funds in accordance with budgetary authorizations, and (3) transfer payment in lieu of taxes from LES to the General Fund.

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(9) **DEBT OBLIGATIONS**

SHORT-TERM

Established by City Ordinance, LES may borrow up to \$150 million under a commercial paper note program. At December 31, 2009, LES had \$90 million of tax-exempt commercial paper notes outstanding. The notes mature at various dates but not more than 270 days after the date of issuance. The weighted-average interest rate for the year ended December 31, 2009, was 0.54 percent. The outstanding commercial paper notes are secured by a revolving credit agreement, which provides for borrowings up to \$150 million. LES pays a commitment fee for the credit agreement. Under the terms of the agreement, LES can either settle or refinance the commercial paper upon maturity. LES uses these vehicles as part of their long-term financing strategy. As such, commercial paper is renewed as it matures. The weighted average length of maturity of commercial paper for 2009 was 62 days.

Lincoln Electric System:	Beginning			Ending	Due Within
Commercial Paper Notes	Balance	Additions	Reductions	Balance	One Year
	\$ 90,000,000	514,500,000	(514,500,000)	90,000,000	90,000,000

The City of Lincoln is authorized by Ordinance No. 19402 to issue up to \$22,500,000 of General Obligation Bond Anticipation Notes and \$27,500,000 of General Obligation Tax Anticipation Notes for the purpose of providing interim financing for costs in connection with construction of a new arena and related improvements in the West Haymarket area of the City. As of August 31, 2010, only \$2,000,000 of tax anticipation notes had been issued. The notes are payable 120 days after their date of issuance and bear interest at 0.60% plus 70% of LIBOR. The full faith and credit and the taxing powers of the City have been pledged for the payment of the principal and interest on the notes. Payment of the principal and interest on the notes will be paid from the proceeds of bonds to be issued by the West Haymarket JPA (see Note 25).

City of Lincoln:	Beginning			Ending	Due Within
Tax Anticipation Notes	Balance	Additions	Reductions	Balance	One Year
	\$ -	2,000,000	-	2,000,000	2,000,000

LONG-TERM

The City issues general obligation, special assessment, and revenue bonds to finance the acquisition and construction of major capital assets. Bonded indebtedness has also been entered into to advance refund several general obligation and revenue bonds. General obligation bonds are direct obligations and pledge the full faith and credit of the government. Special assessment bonds are repaid from amounts levied against affected property owners, but in the unlikely event collections are not sufficient to make debt payments, the responsibility rests with the City to meet that obligation. For revenue bonds the government pledges income derived from the acquired or constructed assets to pay the debt service.

Net assets of \$3,448,228, \$2,928,428, and \$9,795,813, are currently available in the debt service funds to service the General Obligation Bonds, Tax Supported Bonds, and Tax Allocation Bonds, respectively. Revenue Bonds are funded partially from reserve accounts set up for debt repayment and partially from proceeds of daily operations.

The City has entered into lease agreements for financing the acquisition of land, buildings, street lights, emergency ambulances and defibrillators, fire engines, golf equipment, and computer equipment and software. These lease agreements qualify as capital leases for accounting purposes and, therefore, have

CITY OF LINCOLN, NEBRASKA
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been recorded at the present value of their future minimum lease payments as of the inception date. Assets acquired through capital leases are as follows:

	Governmental Activities	Business-Type Activities
Land	\$ 515,750	\$ 210,000
Buildings	12,914,750	-
Improvements	219,925	-
Infrastructure	12,460,176	-
Machinery and Equipment	1,838,042	3,278,413
Less Accumulated Depreciation, (where applicable)	<u>(4,348,400)</u>	<u>(2,271,231)</u>
Total	<u>\$ 23,600,243</u>	<u>\$ 1,217,182</u>

Under the City's Home Rule Charter, there is no legal debt limit. The various bond indentures contain significant limitations and restrictions on annual debt service requirements, minimum amounts to be maintained in various bond reserve funds, and minimum revenue bond coverages.

Lincoln Wastewater System has entered into a loan agreement with the Nebraska Department of Environmental Quality consisting of two separate contracts. Funding totaling \$5,000,000 is available under Contract A to fund certain sewer system extension and repairs. During the year ended August 31, 2010, Lincoln Wastewater System incurred project costs totaling \$4,136,604, resulting in the recognition of \$1,250,000 of federal grant funds as capital contributions and a project loan payable of \$3,048,891. The remaining \$863,396 under Contract A is not reflected on the financial statements. Under Contract B Lincoln Wastewater System has available a \$5,000,000 loan, subject to availability of state and federal funds, to finance certain projects of the system. No costs were incurred under Contract B during the year ended August 31, 2010, therefore, the available loan is not reflected on the financial statements. The interest rate for these loans range from 0.0 to 2.0 percent.

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Long-term bonded debt of the City is comprised of the following individual issues (in thousands of dollars):

Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
Governmental Activities:							
General Obligation Bonds:							
General Bonds:							
14,435	03/01/99	Various Purpose Series A	3.000 - 4.600	Serial 2000 to 2014	2009	Semiannually	\$ 4,775
7,365	03/01/99	Various Purpose Series A	4.750	Term 2019	2009	"	7,365
8,220	03/01/99	Various Purpose Series B	3.000 - 4.250	Serial 1999 to 2011	2007	"	525
6,350	05/29/02	Storm Sewer and Drainage	3.000 - 5.000	Serial 2004 to 2020	2010	"	4,625
1,150	05/29/02	Storm Sewer and Drainage	5.00	Term 2022	2010	"	1,150
15,595	07/08/03	Various Purpose	2.625 - 3.750	Serial 2004 to 2017	2013	"	6,180
3,710	07/08/03	Various Purpose	4.000 / 4.125	Term 2020 & 2023	2013	"	3,710
6,555	06/01/05	Storm Sewer Refunding	2.500 - 4.375	Serial 2005 to 2017	2011	"	4,395
9,950	06/15/05	Storm Sewer Construction	3.250 - 4.250	Serial 2006 to 2025	2015	"	8,070
8,295	06/27/07	Stormwater Drainage and Flood Mgmt	4.625 - 5.000	Serial 2008 to 2027	2017	"	7,535
Total General Bonds							\$ 48,330
Tax Allocation Bonds:							
1,035	04/21/04	Tax Allocation Bonds	2.000 - 3.200	Serial 2004 to 2011	2008	Semiannually	290
5,500	04/21/04	Tax Allocation Bonds	3.000 - 4.800	Serial 2004 to 2015	2010	"	3,325
365	08/15/05	Tax Allocation Bonds	4.750	Serial 2006 to 2018	Anytime	"	244
288	10/01/06	Tax Allocation Bonds	5.100	Serial 2008 to 2016	Anytime	"	219
2,205	04/05/07	Tax Allocation Bonds	5.000 - 5.550	Serial 2009 to 2018	2012	"	2,030
601	06/01/07	Tax Allocation Bonds	5.240	Serial 2008 to 2018	Anytime	"	571
388	06/01/07	Tax Allocation Bonds	5.240	Serial 2007 to 2020	Anytime	"	323
369	06/15/07	Tax Allocation Bonds	5.400	Serial 2007 to 2014	Anytime	"	239
42	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2021	Anytime	"	39
71	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2017	Anytime	"	67
474	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2022	Anytime	"	382
547	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	501
200	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	182
611	06/30/09	Tax Allocation Bonds	7.00	Serial 2011 to 2023	Anytime	"	611
3,375	07/28/09	Tax Allocation Bonds	2.500 - 6.400	Serial 2011 to 2023	Anytime	"	3,375
Total Tax Allocation Bonds							\$ 12,398
Tax Supported Bonds:							
35,000	03/17/04	Highway Allocation Fund	2.000 - 5.000	Serial 2007 to 2023	2014	Semiannually	33,365
27,000	12/05/06	Highway Allocation Fund	4.000 - 5.000	Serial 2008 to 2027	2016	"	24,290
Total Tax-Supported Bonds							\$ 57,655
TOTAL GENERAL OBLIGATION BONDS							\$ 118,383
Tax Supported Bonds:							
11,080	3/13/02	Antelope Valley Project	1.500 - 5.000	Serial 2002 to 2016	2012	Semiannually	\$ 6,605
Business-Type Activities:							
Revenue Bonds:							
39,235	07/31/03	Wastewater Revenue	2.000 - 5.000	Serial 2004 to 2023	2013	Semiannually	\$ 28,060
15,765	07/31/03	Wastewater Revenue	4.625 / 5.000	Term 2025 & 2028	2013	"	15,765
18,000	08/03/05	Wastewater Revenue	4.000 - 5.000	Serial 2006 to 2030	2015	"	15,525
16,710	04/18/07	Wastewater Revenue	4.000 - 4.500	Serial 2008 to 2029	2017	"	15,310
3,750	04/18/07	Wastewater Revenue	4.375	Term 2032	2017	"	3,750
Total Wastewater Bonds							\$ 78,410
11,850	11/22/02	Water Revenue	2.750 - 5.000	Serial 2005 to 2017	2012	Semiannually	\$ 7,075
6,660	11/22/02	Water Revenue	5.000	Term 2022	2012	"	6,660
32,180	05/01/03	Water Revenue	5.000	Serial 2004 to 2012	-	"	6,965
40,000	11/16/04	Water Revenue	3.000 - 5.000	Serial 2005 to 2025	2014	"	34,110
10,515	08/04/09	Water Revenue	2.000 - 4.125	Serial 2013 to 2029	2019	"	10,515
4,905	08/04/09	Water Revenue	4.5000	Term 2034	2019	"	4,905
Total Water Bonds							\$ 70,230
6,695	09/08/99	Parking Revenue Series A	5.375	Term 2014	2009	"	\$ 5,525
4,360	12/18/01	Parking Revenue	3.750 - 5.000	Serial 2002 to 2017	2011	"	2,210
1,640	12/18/01	Parking Revenue	5.125	Term 2021	2011	"	1,640
Total Parking Bonds							\$ 9,375
3,165	11/27/01	Golf Course Revenue Refunding	2.300 - 4.050	Serial 2002 to 2011	2008	Semiannually	\$ 365
4,000	08/17/06	Solid Waste Management Revenue	4.000 - 4.250	Serial 2007 to 2021	2013	Semiannually	\$ 3,230
148,190	10/01/02	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2004 to 2025	2012	"	92,730
93,045	10/01/03	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2004 to 2026	2014	"	81,370
33,265	10/01/03	Electric Revenue and Refunding Bonds	4.750	Term 2028	2014	"	33,265
61,290	10/01/05	Electric Revenue Bonds	5.000	Serial 2029 to 2032	2015	"	61,290
53,710	10/01/05	Electric Revenue Bonds	4.750	Term 2035	2015	"	53,710
183,230	05/15/07	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2009 to 2035	2016	"	179,835
81,850	05/15/07	Electric Revenue and Refunding Bonds	4.500 / 4.750	Term 2034 & 2037	2016	"	81,850
Total Electric Bonds							\$ 584,050
TOTAL REVENUE BONDS							\$ 745,660

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

Annual requirements to pay principal and interest to maturity on outstanding debt follow (in thousands of dollars):

Fiscal Year Ended August 31	Governmental Activities					
	General Obligation Bonds		Tax Supported Bonds		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2011	\$ 7,288	5,130	685	299	3,575	1,010
2012	8,162	4,816	710	271	4,008	920
2013	8,063	4,474	740	238	2,779	798
2014	8,385	4,120	780	200	2,772	709
2015	8,700	3,746	815	162	2,863	618
2016 - 2020	41,294	12,956	2,875	173	8,504	1,825
2021 - 2025	31,551	4,516	-	-	2,673	729
2026 - 2030	4,940	319	-	-	1,662	137
2031 - 2035	-	-	-	-	153	3
	<u>\$ 118,383</u>	<u>40,077</u>	<u>6,605</u>	<u>1,343</u>	<u>28,989</u>	<u>6,749</u>

Fiscal Year Ended August 31	Business-Type Activities					
	Revenue Bonds		Loans Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2011	\$ 29,000	35,271	-	-	318	31
2012	28,750	33,895	112	62	258	24
2013	27,800	32,481	139	35	198	18
2014	29,265	31,121	140	33	205	13
2015	28,955	29,673	142	32	152	7
2016 - 2020	166,625	125,483	735	133	197	7
2021 - 2025	128,475	87,971	780	89	-	-
2026 - 2030	111,185	60,614	829	40	-	-
2031 - 2035	116,345	33,258	172	2	-	-
2036 - 2040	79,260	6,078	-	-	-	-
	<u>\$ 745,660</u>	<u>475,845</u>	<u>3,049</u>	<u>426</u>	<u>1,328</u>	<u>100</u>

Major Enterprise fund annual requirements to pay principal and interest to maturity on outstanding debt follow (in thousands of dollars):

Fiscal Year Ended August 31	Major Enterprise Funds					
	Wastewater System		Water System		Electric System	
	Principal	Interest	Principal	Interest	Principal	Interest
2011	\$ 2,785	3,607	6,310	3,192	17,820	27,840
2012	2,992	3,566	5,380	2,905	18,680	26,956
2013	3,119	3,423	3,310	2,647	19,610	26,007
2014	3,225	3,296	3,425	2,506	20,595	25,010
2015	3,347	3,147	3,555	2,354	21,620	23,972
2016 - 2020	18,760	13,338	20,055	9,147	125,255	102,390
2021 - 2025	23,115	8,691	20,130	4,300	84,860	75,017
2026 - 2030	21,389	3,078	4,045	1,434	86,580	56,141
2031 - 2035	2,727	171	4,020	464	109,770	32,626
2036 - 2040	-	-	-	-	79,260	6,078
	<u>\$ 81,459</u>	<u>42,317</u>	<u>70,230</u>	<u>28,949</u>	<u>584,050</u>	<u>402,037</u>

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Long-term liability activity for the year ended August 31, 2010 was as follows (in thousands of dollars):

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Governmental Activities:					
Bonds and Leases Payable:					
General Bonds	\$ 52,440	-	(4,110)	48,330	3,835
Tax Allocation Bonds	13,356	-	(958)	12,398	1,003
Tax Supported Bonds	59,385	-	(1,730)	57,655	2,450
Tax Supported Antelope Valley Project Bonds	7,265	-	(660)	6,605	685
Capital Leases	28,094	4,132	(3,237)	28,989	3,575
Gross Bonds and Leases Payable	160,540	4,132	(10,695)	153,977	11,548
Deferred Amounts:					
For Issuance Premiums	2,698	-	(100)	2,598	-
For Issuance Discounts	(23)	-	2	(21)	-
Net Bonds and Leases Payable	163,215	4,132	(10,793)	156,554	11,548
Other Liabilities:					
Compensated Absences	12,654	7,316	(6,780)	13,190	7,021
Construction Contracts	5,237	650	(800)	5,087	530
Claims and Judgements	8,564	22,118	(21,968)	8,714	5,098
Net Pension Obligation	3,983	51	(438)	3,596	-
Net OPEB Obligation	711	1,340	-	2,051	-
Governmental Activities Long-Term Liabilities	\$ 194,364	35,607	(40,779)	189,192	24,197
Business-Type Activities:					
Bonds, Loans and Leases Payable:					
Wastewater Revenue Bonds	\$ 81,105	-	(2,695)	78,410	2,785
Wastewater Loan Payable	-	3,049	-	3,049	-
Water Revenue Bonds	76,280	-	(6,050)	70,230	6,310
Parking Revenue Bonds	10,810	-	(1,435)	9,375	1,510
Golf Course Revenue Bonds	715	-	(350)	365	365
Solid Waste Management Revenue Bonds	3,430	-	(200)	3,230	210
Electric System Revenue Bonds	601,050	-	(17,000)	584,050	17,820
Capital Leases	338	1,190	(200)	1,328	318
Gross Bonds, Loans and Leases Payable	773,728	4,239	(27,930)	750,037	29,318
Deferred Amounts:					
For Issuance Premiums	18,576	-	(2,593)	15,983	-
For Issuance Discounts	(12,349)	-	1,776	(10,573)	-
For Refunding	(2,637)	-	430	(2,207)	(6)
Net Bonds and Leases Payable	777,318	4,239	(28,317)	753,240	29,312
Other Liabilities:					
Compensated Absences	1,643	1,049	(1,004)	1,688	1,052
Construction Contracts	5,451	645	(2,187)	3,909	-
Claims and Judgements	1,001	7,185	(7,708)	478	478
Accrued Liabilities	-	33	-	33	-
Net OPEB Obligation	119	231	-	350	-
Accrued Landfill Closure/Postclosure Care Costs	9,796	3,694	-	13,490	-
Business-Type Activities Long-Term Liabilities	\$ 795,328	17,076	(39,216)	773,188	30,842

Internal Service funds predominantly serve the governmental funds. Therefore, their long-term liabilities are included with the governmental activities above. Compensated absences for governmental activities are generally liquidated in the General Fund as well as various other Special Revenue and Internal Service funds where personal costs are incurred. The construction contracts are liquidated in the Street Construction fund, financed with impact fee collections. The claims and judgements liability will generally be liquidated through the City's Insurance Revolving Internal Service Fund, which will finance the payment of those claims by charging other funds based on management's assessment of the relative insurance risk that should be assumed by individual funds. The net pension obligation will be liquidated through the Police & Fire Pension Contributions Special Revenue Fund with financing provided by an annual property tax levy. The net OPEB obligation for an implicit rate subsidy will be liquidated with those governmental funds where personal insurance costs are incurred.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

Long-term liability activity for the major enterprise funds for the year ended August 31, 2010, was as follows (in thousands of dollars):

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Lincoln Wastewater System:					
Bonds Payable:					
Wastewater Revenue Bonds	81,105	-	(2,695)	78,410	2,785
Wastewater Loan Payable	-	3,049	-	3,049	-
Deferred For Issuance Premiums	1,794	-	(93)	1,701	-
Deferred For Issuance Discounts	(10)	-	-	(10)	-
Net Bonds Payable	<u>82,889</u>	<u>3,049</u>	<u>(2,788)</u>	<u>83,150</u>	<u>2,785</u>
Other Liabilities:					
Compensated Absences	515	359	(330)	544	348
Construction Contracts	2,889	54	(261)	2,682	-
Net OPEB Obligation	29	55	-	84	-
Total Long-Term Liabilities	<u>\$ 86,322</u>	<u>3,517</u>	<u>(3,379)</u>	<u>86,460</u>	<u>3,133</u>
Lincoln Water System:					
Bonds Payable:					
Water Revenue Bonds	\$ 76,280	-	(6,050)	70,230	6,310
Deferred for Issuance Premiums	2,180	-	(336)	1,844	-
Deferred For Issuance Discounts	(36)	-	1	(35)	-
Deferred for Refunding	(401)	-	135	(266)	-
Net Bonds Payable	<u>78,023</u>	<u>-</u>	<u>(6,250)</u>	<u>71,773</u>	<u>6,310</u>
Other Liabilities:					
Compensated Absences	758	404	(381)	781	409
Construction Contracts	2,562	591	(1,926)	1,227	-
Net OPEB Obligation	41	78	-	119	-
Total Long-Term Liabilities	<u>\$ 81,384</u>	<u>1,073</u>	<u>(8,557)</u>	<u>73,900</u>	<u>6,719</u>
Lincoln Electric System:					
Bonds Payable:					
Electric System Revenue Bonds	\$ 601,050	-	(17,000)	584,050	17,820
Deferred for Issuance Premiums	14,592	-	(2,165)	12,427	-
Deferred for Issuance Discounts	(12,303)	-	1,775	(10,528)	-
Deferred for Refunding	(2,224)	-	290	(1,934)	-
Net Bonds Payable	<u>601,115</u>	<u>-</u>	<u>(17,100)</u>	<u>584,015</u>	<u>17,820</u>
Other Liabilities:					
Claims and Judgements	1,001	7,185	(7,708)	478	478
Accrued Liabilities	-	33	-	33	-
Total Long-Term Liabilities	<u>\$ 602,116</u>	<u>7,218</u>	<u>(24,808)</u>	<u>584,526</u>	<u>18,298</u>

(10) RECONCILIATION OF BUDGET BASIS TO GAAP

Amounts presented on a non-GAAP budget basis of accounting differ from those presented in accordance with GAAP due to the treatment afforded accruals, encumbrances, and funds for which legally adopted annual budgets are not established. A reconciliation for the year ended August 31, 2010, which discloses the nature and amount of the adjustments necessary to convert the actual GAAP data to the budgetary basis, is presented below:

	General Fund	Street Construction Fund
Net Change in Fund Balances:		
Balance on a GAAP basis	\$(1,829,641)	3,198,330
Basis differences (accruals) occur because the cash basis of accounting used for budgeting differs from the modified accrual basis of accounting prescribed for governmental funds.	(798,683)	(146,855)
Amount budgeted on a project basis.	-	12,727,628
Balance on a budget basis	<u>\$ (2,628,324)</u>	<u>15,779,103</u>

CITY OF LINCOLN, NEBRASKA
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(11) DEFICIT NET ASSETS

The following funds had a net asset or fund balance deficit as of August 31, 2010:

Major Governmental - West Haymarket JPA Fund	\$ (2,474,531)
Special Revenue - Impact Fees Fund	(101,808)
Internal Service - Engineering Revolving Fund	(331,035)

The West Haymarket JPA Fund deficit will be reduced by proceeds from the issuance of bonds.

The Impact Fees Fund deficit is expected to be reduced through future fee collections.

The Engineering Revolving Fund is evaluating various means to reduce expenses and improve revenue collections affected by staffing levels, overhead costs, billing practices, and intra-City services reimbursements.

(12) EXCESSES OF EXPENDITURES OVER APPROPRIATIONS

The following fund had expenditures for which there were no appropriations:

General Fund	
Building and Plant	\$ 1,110,000
Street Lighting	2,490,797
Debt Service	49,918

(13) EMPLOYEES' RETIREMENT PLANS

The employees of the City are covered by several retirement plans. Article II Section 3 of the Lincoln Charter assigns the authority to establish and amend benefit provisions of the various plans to the City Council. The Police and Fire Department Plan (PFDP) is administered by the City and is included in the Fiduciary Fund type. All other plans are administered by outside trustees and are not included in the City's basic financial statements.

POLICE AND FIRE PENSION

Plan Description – PFDP is a single-employer defined benefit pension plan administered by the City of Lincoln. PFDP provides retirement, disability, and death benefits to plan members and beneficiaries. PFDP recognizes plan member contributions in the period in which they are due. Employer contributions are recognized when due and the City has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. Cost-of-living adjustments are provided to members and beneficiaries in accordance with the plan document. The City does not issue a separate report that includes financial statements and required supplementary information for PFDP.

The City has established the Deferred Retirement Option Plan (DROP) for police and fire pension members. The DROP program allows a member to retire for pension purposes, but to continue working. The member receives a paycheck and the member's monthly pension benefit is deposited into the member's DROP account. At the end of five years, or anytime before five years, the member must "retire-in-fact". Contributions to the pension are eliminated at the beginning of the DROP period. Pension benefits are set, and will not be increased because of raises, promotions, increased years of service or pension enhancements. When a member retires-in-fact, their monthly pension benefit will be paid directly to them and the member will have access to the funds in their DROP account.

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Membership of the pension plan consisted of the following at August 31, 2010, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	408
Terminated plan members entitled to but not yet receiving benefits	26
Active plan members (non-DROP)	561
DROP members	55
Total	1,050
Number of participating employers	1

Funding Policy – The contribution requirements of plan members and the City are established by City Ordinance #15728 dated September 24, 1990, and may be amended by the City Council. Plan members are required to contribute between 7% and 8% of their annual covered salary based on an election made by the employee. The City is required to contribute at an actuarially determined rate; the rate for fiscal year 2010 was 10.7% of annual covered payroll. Actual contributions by the City were 11.7% of annual covered payroll. Administrative costs of PFDP are financed through investment earnings.

Annual Pension Cost and Net Pension Obligation – The City’s annual pension cost and net pension obligation to PFDP for the current year were as follows:

(Dollar amounts in thousands)

Annual required contribution	\$ 3,752
Interest on net pension obligation	302
Adjustment to annual required contribution	(478)
Annual pension cost	3,576
Contributions made	3,963
Decrease in net pension obligation	(387)
Net pension obligation beginning	3,983
Net pension obligation ending	\$ 3,596

Three-Year Trend Information
(Dollar amounts in thousands)

Year Ended	Annual Pension Cost (APC)	Annual Pension Contribution	Percentage of APC Contributed	Net Pension Obligation
August 31				
2010	\$ 3,576	\$ 3,963	111 %	\$ 3,596
2009	3,123	3,572	114	3,983
2008	3,907	3,456	88	4,432

Actuarial Methods and Assumptions – The annual required contribution for the current year was determined as part of the August 31, 2008, actuarial valuation using the entry age actuarial funding method. The actuarial assumptions included (a) a rate of return on the investment of present and future assets of 7.5% per year compounded annually, (b) projected salary increases of 4.25 to 8.25% per year, including wage inflation at 4.25%, and (c) the assumption that benefits will not increase after retirement. The actuarial value of assets was determined using a four year smoothed market method. The unfunded actuarial accrued liability is being amortized as a level percentage of payrolls on an open basis over a period of thirty years.

Funded Status and Funding Progress – As of August 31, 2010, the most recent actuarial valuation date, the plan was 88 percent funded. The actuarial accrued liability for benefits was \$195,206,000, and the actuarial value of assets was \$172,317,000, resulting in an unfunded actuarial accrued liability (UAAL) of

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\$22,889,000. The covered payroll (annual payroll of active employees covered by the plan) was \$34,233,000, and the ratio of the UAAL to the covered payroll was 66.86 percent.

The Schedule of Funding Progress, presented as RSI following the Notes to the Financial Statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

ELECTRIC SYSTEM

The City owns and operates its own electric system which is included in the enterprise funds in the accompanying basic financial statements. The electric system is controlled and managed by an administrative board and is not supported by the City's general tax revenues. The electric system provides retirement benefits to its employees under its own separate plan, such benefits being funded solely from revenues derived from the operation of the electric system. A summary of the electric system plan is as follows:

LES has a defined contribution retirement plan covering all employees upon employment; however, employees are not eligible to receive employer contributions until they have been employed six months. The plan is a straight-money purchase plan, administered by LES. LES' contribution is equal to 200% of the employees' contributions, which range from 2% to 5% of gross wages. The administrative board of directors authorized this plan and related contribution requirements. Vesting of LES contributions occurs over a five-year period. Employee forfeitures are used to reduce employer contributions. Vested benefits are fully funded. For the year ended December 31, 2009, LES incurred contribution expense of approximately \$3,143,000 (9.5% of covered payroll) and its employees contributed approximately \$2,117,000 (6.4% of covered payroll).

DEPARTMENT DIRECTORS

Directors of City departments are eligible the first of the month following the date employed to be covered by the Director's Money Purchase Plan, established by City Ordinance, and administered by an insurance company. The Plan is a defined contribution plan requiring the City to contribute 6% of the first \$4,800 of earned income plus 12% of earned income over \$4,800 in one calendar year. Employees covered by the Plan may also make voluntary contributions. Participant accounts are immediately 100% vested. Total and covered payroll for the year ended December 31, 2009, was \$1,806,788. City contributions totaled \$210,349 or 11.6% of covered payroll. There were no employee contributions made for the year ended December 31, 2009.

ALL OTHER CITY EMPLOYEES

All other City employees are eligible after 6 months' service and age 19 to be covered under the City's Money Purchase Pension Plan, established by City Ordinance, and administered by an insurance company. Enrollment in the program is mandatory at age 40 with 5 years service. Vesting occurs in increments between 3 and 7 years of enrollment in the plan. The Plan is a defined contribution plan requiring employees to contribute 3% of earnings on the first \$4,800 and 6% on the balance of earnings. Currently, the City contributes 200% of the employees' contributions. Employee forfeitures are used to reduce employer contributions. Employees covered by the Plan may also make voluntary contributions. During the year ended December 31, 2009, total payroll was approximately \$73,098,000 and covered payroll was approximately \$64,753,000. City contributions totaled \$7,147,081 or 11.0% of covered payroll and employee contributions totaled \$3,693,124 or 5.7% of covered payroll. Employees made \$104,982 in voluntary contributions for the year ended December 31, 2009.

(14) OTHER POSTEMPLOYMENT BENEFITS (OPEB)

Plan Description – The City offers employees and their families the opportunity to continue their health care coverage when there is a qualifying event, such as retirement, that would result in a loss of coverage under the City's plan. Each qualified beneficiary pays the entire cost of premiums for the continuous

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coverage. The City recognizes as OPEB the implicit rate subsidy provided to retirees when their premium is the “full cost” of the insurer’s charge for the active population. Since the retirees have higher costs, the premium they pay is not expected to cover their costs, and the difference is essentially covered by the City’s payment for active employees. The City plan is a single-employer defined benefit plan. The City does not issue a separate report that includes financial statements and required supplementary information for OPEB.

Funding Policy – The plan is a pay-as-you-go and therefore, is not funded.

Annual OPEB cost and Net OPEB Obligation – The City’s annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

The net OPEB obligation as of August 31, 2010, was calculated as follows:

(Dollar amounts in thousands)

Annual required contribution	\$ 2,111
Interest on net OPEB obligation	37
Adjustment to annual required contribution	<u>(51)</u>
Annual OPEB cost	2,097
Contributions made	<u>(526)</u>
Increase in net OPEB obligation	1,571
Net OPEB obligation beginning	830
Net OPEB obligation ending	<u><u>\$ 2,401</u></u>

The City’s annual OPEB cost, the percentage of annual OPEB costs contributed and the net OPEB obligation are as follows:

Year Ended <u>August 31</u>	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2010	\$ 2,097,000	25.1 %	\$ 2,401,000
2009	656,000	37.2	830,000
2008	662,000	36.9	418,000

Funded Status and Funding Progress – As of September 1, 2009, the most recent actuarial valuation date, the plan was zero percent funded. The actuarial liability for benefits was \$19,796,000 and the actuarial value of assets was zero, resulting in an unfunded actuarial liability (UAL) of \$19,796,000. Annual covered payroll was approximately \$112,002,000, and the ratio of the UAL to the covered payroll was 17.7%.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trends. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statement, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

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

In the September 1, 2009, actuarial valuation, the projected unit credit cost method was used. The actuarial assumptions included a 4.5% discount rate and an annual healthcare cost trend rate of 9.5% initially, reduced by decrements to an ultimate rate of 5.0% for 2020 and beyond. Participation assumptions include 60% of eligible civilian members and 40% of eligible Fire/Police members electing coverage, with 30% and 20% participation assumed for civilian and Fire/Police spouses, respectively. The plan's unfunded actuarial accrued liability is being amortized as a level dollar amount on an open basis over a period of thirty years.

PEHP – Defined Contribution Plan

The City has a defined contribution Post Employment Health Plan (PEHP) administered by Nationwide Retirement Solutions. The purpose of the PEHP plan is to provide reimbursement of qualifying health care and medical insurance premium expenses for employees upon separation from employment.

Terms for eligibility and contribution rates are specified in the City's various collective bargaining agreements. Individual employee accounts consist of employer contributions, investment returns and any forfeiture allocations. Current employer contributions range from \$18-\$50 per pay period based on union contracts. Current year contributions totaled approximately \$894,000.

(15) PROPERTY TAXES

The Home Rule Charter of the City imposes a tax ceiling for general revenue purposes. The City tax ceiling was established by using the September 1, 1966, City dollar tax limit as an initial tax limit, and increasing that tax limit each year following 1966 by 7% so that in each fiscal year thereafter the amount of the City tax limit shall be the amount of the City tax limit for the previous year plus 7% thereof. In addition, the City has the power to levy taxes each year sufficient to pay any judgment existing against the City, the interest on bonded debt, and the principal on bonded debt maturing during the fiscal year or within 6 months thereafter, as well as taxes authorized by state law. The 2009 tax levy, for the 2009-2010 fiscal year, was \$84,939,527 below the legal limit, with a tax rate per \$100 valuation of \$0.2879. The assessed value upon which the 2009 levy was based was \$15,746,453,582.

The tax levies for all political subdivisions in Lancaster County are certified by the County Board on or before October 15th. Real estate taxes are due on December 31st and attach as an enforceable lien on property on January 1st following the levy date and become delinquent in two equal installments on April 1st and August 1st. Personal property taxes are due December 31st and become delinquent on April 1st and August 1st following the levy date. Delinquent taxes bear 14% interest.

Within the government-wide financial statements, property taxes are recognized as revenue in the year for which they are levied. Property taxes levied for 2009-2010 are recorded as revenue in the fund financial statements when expected to be collected within 60 days after August 31, 2010. Prior-year levies were recorded using these same principles, and remaining receivables are re-evaluated annually. Property taxes expected to be collected after 60 days are recorded as deferred revenue on the fund balance sheets.

The City-owned electric utility is required by City Charter to make payments in lieu of taxes, aggregating 5% of its gross retail operating revenues derived from within the city limits of incorporated cities and towns served.

CITY OF LINCOLN, NEBRASKA
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August 31, 2010

(16) RISK MANAGEMENT

The City is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors or omissions; injuries to employees and the public; or acts of God. All risk management activities are accounted for in the Insurance Revolving Fund, an internal service fund, and administered through the Risk Management Division.

For the year ended August 31, 2010, the City had a self-insured retention for workers' compensation exposures up to \$500,000 per individual; law enforcement liability, general liability, public officials liability, public transportation liability, medical professional liability, and auto liability exposures up to \$250,000 per occurrence; building and contents property exposures up to \$50,000 per occurrence; health and dental benefits, and employee long-term disability benefits.

The City also obtained excess liability insurance coverage in the current year. Workers' compensation was covered by a policy that provided statutory limits above the City's retention of \$500,000 per individual. Law enforcement, general, public officials, public transportation, medical professional, and auto liabilities were covered by policies that provided limits of \$6 million per occurrence with a \$12 million annual aggregate. Health had excess loss indemnity coverage above \$150,000 per claim and above 125% of the aggregate attachment point. The Nebraska Political Tort Claims Act limits the City's liability for tort claims to \$1 million per individual and \$5 million per occurrence.

There were no significant insurance recoveries in the current year, and settled claims have not exceeded coverage in any of the past three fiscal years.

The City annually retains the services of independent actuaries to analyze the self-insured workers' compensation, general liability, public transportation liability, law enforcement liability, auto liability, and long-term disability exposures. Such analysis has been used to assist the City with its financial planning and management of the self-insurance program. Included in the specific objectives of the studies were to:

- Estimate the outstanding liabilities for the current fiscal year ended August 31,
- Forecast ultimate incurred losses and incurred but not reported losses for future years, and
- Estimate the required funding level for the City's self-insured liabilities.

The City funds its self-insurance program on an "incurred loss" basis. The governmental and proprietary funds pay annual premium amounts, based on past experience of incurred losses, to the Insurance Revolving Fund. Claim liabilities of \$8,714,070 were recorded at August 31, 2010. Excluding medical care claims approximating \$1,228,000, the remaining liability is the actuarially estimated amount of claims based on an estimate of ultimate incurred and incurred but not reported losses as of that date and is calculated considering the effects of inflation, recent claim settlement trends including frequency and amount of pay-outs, and other economic and social factors. The claims liability estimate also includes amounts for incremental claim adjustment expenses related to specific claims and other claim adjustment expenses regardless of their allocation to specific claims. These liabilities have been discounted using a 2.36% discount rate. The City has purchased no annuity contracts in the current fiscal year to resolve City of Lincoln claims.

CITY OF LINCOLN, NEBRASKA
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August 31, 2010

The following is a summary of the changes in the estimated claims liability for the years ended August 31, 2010 and 2009:

<u>2010</u>	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at September 1	\$ 6,267,000	604,770	1,691,707	8,563,477
Current year claims and changes in estimates	3,088,000	370,067	18,659,998	22,118,065
Claims payments	(2,765,000)	(78,654)	(19,123,818)	(21,967,472)
Balance at August 31	<u>\$ 6,590,000</u>	<u>896,183</u>	<u>1,227,887</u>	<u>8,714,070</u>

<u>2009</u>	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at September 1	\$ 4,745,000	559,821	1,367,981	6,672,802
Current year claims and changes in estimates	3,816,000	110,933	17,430,160	21,357,093
Claims payments	(2,294,000)	(65,984)	(17,106,434)	(19,466,418)
Balance at August 31	<u>\$ 6,267,000</u>	<u>604,770</u>	<u>1,691,707</u>	<u>8,563,477</u>

LINCOLN ELECTRIC SYSTEM

LES has a self-funded health insurance program with claims processed by and on behalf of the utility. As part of the plan, a reinsurance policy has been purchased which covers claims in excess of \$100,000 per individual. Total accrual and payment history is shown below:

	<u>2009</u>	<u>2008</u>
Balance beginning of year	\$ 1,001,000	1,202,000
Claims accrued	7,185,000	3,848,000
Claims paid/other	(7,708,000)	(4,049,000)
Balance end of year	<u>\$ 478,000</u>	<u>1,001,000</u>

(17) COMMITMENTS AND CONTINGENCIES

GENERAL

The City participates in a number of federally assisted grant programs. Federal financial assistance programs are subject to financial and compliance audits. The amount of expenditures, if any, which may be disallowed by the granting agencies is not determinable at this time; however, City officials do not believe that such amounts would be significant.

At August 31, 2010, approximately 96% of the full-time, regular City's employees are represented by a Union. The existing union contracts will expire either in August 2011 or August 2012. Public Association of Government Employees contract negotiations are currently under review by the Commission on Industrial Relations.

The City is a defendant in a number of lawsuits and claims in its normal course of operations. Management is currently of the opinion that ultimate settlement of such lawsuits and claims will not have a materially adverse effect on the financial statements.

The City has been identified as a potentially responsible party (PRP) or equivalent status in relation to several sites with environmental remediation activities. Management currently believes that the liability of the City in connection with these activities will be immaterial. However, the ultimate cost will depend on

CITY OF LINCOLN, NEBRASKA
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the extent of remediation required. Management does not believe that changes in these cost estimates will have a materially adverse effect on the financial statements.

The City of Lincoln owns a solid waste disposal area which discontinued operations in 1990, but still requires certain closure and postclosure care, including the construction of final cover, monitoring of groundwater conditions and landfill gas migration, and general site maintenance. While accrual of closure and postclosure care costs has been reflected in the financial statements in the current year, additional corrective action costs related to landfill gas migration and groundwater conditions may be identified once testing is completed and the state regulatory agency has issued a final determination.

The City has entered into various agreements with developers for reimbursement of eligible infrastructure construction. After construction is substantially complete, the developer will be reimbursed based upon the anticipated expenditure appropriations or collection of directed impact fees within the development area. As of August 31, 2010, the City's commitment to developers is estimated to be approximately \$41,000,000.

STREET CONSTRUCTION PROJECTS

The City's Street Construction Capital Projects Fund has commitments under major construction contracts in progress of approximately \$5,500,000 as of August 31, 2010, which will be financed primarily through highway user fees, bond proceeds, federal and state grants, and developer contributions.

LINCOLN WASTEWATER SYSTEM

The Lincoln Wastewater System has commitments under major construction contracts in progress of approximately \$4,900,000 at August 31, 2010.

LINCOLN WATER SYSTEM

The Lincoln Water System has commitments under major construction contracts in progress of approximately \$1,600,000 as of August 31, 2010.

LINCOLN ELECTRIC SYSTEM

Participation Contracts with NPPD

LES has participating interests in the output of two existing NPPD power plants, a thirty percent (68 MW) and eight percent (109 MW) entitlement to the output of the Sheldon Station Power Plant (nominally rated 225 MW coal plant) and Gerald Gentleman Station Power Plant (nominally rated 1,268 MW coal plant), respectively.

LES is responsible for its respective participating interests in the two facilities' capital additions and improvements. LES's share of debt service payments necessary to retire the respective participating interests of principal and interest on bonds issued by NPPD for the facilities was approximately \$6,600,000 in 2009. LES recognizes its share of capital acquisition costs and debt service payments as power costs in the period the costs are billed with the exception of costs approved for deferral under FAS 71. Fixed cost payments under the agreements are on a participation basis whether or not such plants are operating or operable. LES recognized expense for its share of the total fixed costs of approximately \$18,600,000 in 2009.

The participation contracts continue until the facilities are removed from commercial operation or the final maturity occurs on the related debt incurred by NPPD to finance the facilities, whichever occurs last. The estimated fixed cost payments to NPPD under these contracts, including capital additions and improvements, debt service payments and fixed costs, and credits aggregate approximately \$23,400,000, \$21,000,000, \$21,800,000, \$19,600,000, and \$21,500,000, respectively, in each of the five years subsequent to December 31, 2009.

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Laramie River Station (LRS)

LES is a 12.76 percent co-owner of the Missouri Basin Power Project, which includes LRS, a three-unit, 1,650 MW coal-fired generating station in eastern Wyoming and a related transmission system. Costs, net of accumulated depreciation, associated with LRS of approximately \$26,000,000 are reflected in utility plant at December 31, 2009.

LES has a participation power sales agreement with the County of Los Alamos, New Mexico (the County) whereby the County purchases from LES 10 MW of LES's capacity interest in LRS. The agreement provides for the County to pay LES monthly fixed payments for the repayment of debt service. The amount is subject to change each July 1 based on debt costs of LES relative to the current market rates, until termination of the agreement. The agreement remains in effect until either the final maturity occurs on any LRS related debt, LRS is removed from commercial operation, or the County gives LES six-months' notice to terminate the agreement. During 2009, LES billed the County approximately \$3,200,000 for demand and energy charges.

The LRS project participants, including LES, filed a rate case in 2004 with the federal Surface Transportation Board (STB) challenging the reasonableness of the freight rates from the Burlington Northern Santa Fe (BNSF) railroad for coal deliveries to LRS. In early 2009 the STB issued its decision and awarded the LRS project participants a favorable decision estimated by the STB at approximately \$345 million in rate relief. The STB awarded \$119 million to the LRS participants for past freight overcharges plus an expectation of present value rate benefits of approximately \$245 million due to a new tariff the STB ordered to be charged through 2024. BNSF remitted \$15,000,000 to LES, which has been escrowed pending an appeal filed by BNSF.

Walter Scott Energy Center (WS4)

MidAmerican Energy's Walter Scott Energy Center includes the following units: Unit #1 – a 1954 coal-fired unit built with 43 MW capacity, Unit #2 – a 1958 coal-fired unit built with 88 MW capacity, Unit #3 – a 1979 coal-fired unit built with 675 MW capacity, and Unit #4 - the recently completed supercritical technology, coal-fired 790 MW unit that became commercial in June, 2007, as well as the associated common equipment and inventories. LES maintains ownership interest in 12.6 percent of 105 MW of Unit #4. In order to minimize unit outage risk, LES has executed a power purchase and sales agreement with MidAmerican Energy. Under this agreement, beginning in 2009, LES will schedule 50 MW of Unit #3 and 55 MW of Unit #4 under the twenty year unit agreement which can be extended through mutual agreement of the parties. LES is responsible for the operation and maintenance expense and maintains a fuel inventory at the plant site. LES issued debt in conjunction with the construction of Unit #4 and has capitalized these costs plus interest.

(18) LANDFILL CLOSURE AND POSTCLOSURE CARE COSTS

The City of Lincoln currently owns and operates both a municipal solid waste landfill and a construction and demolition debris landfill. State and federal laws require the City to close the landfills once capacity is reached and to monitor and maintain the site for thirty subsequent years on the municipal solid waste landfill and five subsequent years on the construction and demolition debris landfill. Although certain closure and postclosure care costs will be paid only near or after the date that the landfills stop accepting waste, the City reports a portion of these closure and postclosure care costs as an operating expense in each period based on landfill capacity used as of each statement of net assets date.

At August 31, 2010, the City had incurred a liability of approximately \$9,140,000 for the municipal solid waste landfill which represents the amount of costs reported to date based on the approximately 47 percent of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$10.1 million, which will be recognized as the remaining capacity is used (estimated to be approximately 24 years).

CITY OF LINCOLN, NEBRASKA
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As of August 31, 2010, the City had incurred a liability of approximately \$558,000 for the construction and demolition debris landfill which represents the amount of costs reported to date based on the approximately 52 percent of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$508,000, which will be recognized as the remaining capacity is used (estimated to be approximately 20 years).

The estimated costs of closure and postclosure care, as determined by an independent engineering consultant, are subject to changes including the effects of inflation, revision of laws, changes in technology, actual sequence of landfill development and closure, and other variables.

The City of Lincoln, in a review by the Nebraska Department of Environmental Quality (NDEQ), has demonstrated compliance with the financial assurance requirements as specified in Title 132 - *Integrated Solid Waste Management Regulations*, through the Local Government Financial Test.

The City of Lincoln also owns a solid waste disposal area that discontinued operations in 1990. Although exempt from the U.S. Environmental Protection Agency *Solid Waste Disposal Facility Criteria* issued October 9, 1991, the City must still adhere to certain closure and postclosure care requirements under prior legislation, including the construction of final cover, monitoring of ground water conditions and landfill gas migration, and general site maintenance. At August 31, 2010, a liability for closure and postclosure care costs is recorded in the amount of approximately \$3,792,000, which is based on appropriations identified in the City's capital improvement projects budgeting process. Additional corrective action costs related to possible landfill gas migration and groundwater conditions may be identified once testing is completed and the state regulatory agency has issued a final determination. These additional potential costs cannot be reasonably estimated and thus no liability has been accrued as of August 31, 2010.

(19) FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used by the Lincoln Water System and Lincoln Wastewater System to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash, accounts receivable and accounts payable – The carrying amount approximates fair value because of the short maturity of these instruments.

Long-term debt – The estimated fair value of the long-term debt is approximately \$82,307,000 for the Water System and \$94,913,000 for the Wastewater System based on borrowing rates currently available as of August 31, 2010.

Investments – The fair values of investments held directly by the funds are based on quoted market prices.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

(20) SEGMENT INFORMATION

The City has issued revenue bonds and other debt instruments to finance capital construction and acquisitions for both the Parks and Recreation and Public Works/Utilities Departments. The Golf Division of the Parks and Recreation Department operates the City's golf courses and is accounted for in the Golf Fund. The Parking Facilities Division of the Urban Development Department operates the City's downtown parking garages and is accounted for in the Parking Facilities Fund. The Solid Waste Operations Section of the Public Works/Utilities Department operates the City's solid waste disposal sites,

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August 31, 2010

yard waste composting facility, and re-cycling drop-off program. Summary financial information for these divisions as of and for the year ended August 31, 2010, is presented as follows:

	Golf	Parking Facilities	Solid Waste Management
CONDENSED STATEMENT OF NET ASSETS			
Assets:			
Current Assets, excluding Due from Other Funds	\$ 69,933	6,595,701	9,198,687
Due from Other Funds	20,554	352,048	443,862
Restricted Assets	399,838	2,500,861	394,336
Deferred Charges	8,868	259,619	60,969
Capital Assets	5,722,449	35,118,904	19,661,219
Total Assets	<u>6,221,642</u>	<u>44,827,133</u>	<u>29,759,073</u>
Liabilities:			
Current Liabilities, excluding Due to Other Funds	998,377	2,627,327	617,984
Due to Other Funds	600,389	1,848	2,197
Noncurrent Liabilities	496,310	7,866,328	16,574,228
Total Liabilities	<u>2,095,076</u>	<u>10,495,503</u>	<u>17,194,409</u>
Net Assets:			
Invested in Capital Assets, Net of Related Debt	5,020,071	27,565,296	16,821,065
Restricted	107,175	966,631	14,490
Unrestricted	(1,000,680)	5,799,703	(4,270,891)
Total Net Assets	<u>\$ 4,126,566</u>	<u>34,331,630</u>	<u>12,564,664</u>
CONDENSED STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS			
Operating Revenues	\$ 2,777,524	6,747,738	5,322,585
Depreciation Expense	(535,153)	(1,146,213)	(1,919,100)
Other Operating Expenses	(2,562,064)	(3,340,601)	(8,482,526)
Operating Income (Loss)	(319,693)	2,260,924	(5,079,041)
Nonoperating Revenues (Expenses):			
Investment Earnings	(2,765)	121,654	70,400
Loss on Disposal of Capital Assets	(5,212)	-	(62,895)
Insurance Recovery	1,900	-	-
Occupation Tax	-	-	1,984,400
Interest Expense and Fiscal Charges	(63,017)	(602,262)	(143,254)
Capital Contributions	71,722	-	61,270
Transfers	46,500	(843,000)	(979,551)
Change in Net Assets	(270,565)	937,316	(4,148,671)
Beginning Net Assets	4,397,131	33,394,314	16,713,335
Ending Net Assets	<u>\$ 4,126,566</u>	<u>34,331,630</u>	<u>12,564,664</u>
CONDENSED STATEMENT OF CASH FLOWS			
Net Cash Provided (Used) by:			
Operating Activities	\$ 292,121	3,552,865	557,259
Noncapital Financing Activities	344,665	(822,518)	1,177,788
Capital and Related Financing Activities	(634,013)	(2,267,319)	(4,266,791)
Investing Activities	(12,126)	1,001,393	1,613,670
Net Increase (Decrease) in Cash	(9,353)	1,464,421	(918,074)
Beginning Balance	118,015	2,090,624	3,258,436
Ending Balance	<u>\$ 108,662</u>	<u>3,555,045</u>	<u>2,340,362</u>

(21) PLEDGED REVENUES

The City has pledged future revenues derived from the operation of the Lincoln Wastewater System, net of operating and maintenance expenses, to repay \$96,508,891 in wastewater revenue bonds & loans. Proceeds provided financing for improvements to the sanitary sewer system, as well as refunding a \$4.5 million loan to the City from the Nebraska Department of Environmental Quality. The debt is payable solely from the net earnings of the Wastewater System and are payable through 2032. The total principal and interest remaining to be paid on the debt is \$123,775,832, with annual payments expected to require 59 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$6,426,444 and \$10,807,502, respectively.

CITY OF LINCOLN, NEBRASKA
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The City has pledged future revenues derived from the operation of the Lincoln Water System, net of operating and maintenance expenses, to repay \$106,110,000 in water revenue bonds. Proceeds from the bonds provided financing for improvements to the water supply system, as well as refunding \$37.8 million of water revenue bonds. The bonds are payable solely from the net earnings of the Water System and are payable through 2034. The total principal and interest remaining to be paid on the bonds is \$99,179,389, with annual payments expected to require 76.5 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$9,508,097 and \$12,424,175, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Electric System, net of operating, maintenance and certain power expenses, to repay \$654,580,000 in electric revenue bonds. Proceeds from the bonds provided financing for construction of additional utility plant, as well as refunding certain issues of electric revenue bonds. The bonds are payable solely from the net earnings of the Electric System and are payable through 2037. The total principal and interest remaining to be paid on the bonds is \$986,087,000, with annual payments expected to require 52 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$45,946,000 and \$91,687,000, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Golf Courses, net of operating expenses, to repay \$3,165,000 in golf revenue refunding bonds. Proceeds from the bonds provided financing for refunding \$3.3 million of 1991 Golf Course Revenue Bonds. The bonds are payable solely from the net earnings of the municipal golf courses and are payable through 2011. The total principal and interest remaining to be paid on the bonds is \$379,782, with annual payments expected to require 83 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$378,783 and \$217,360, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Parking System, net of operating and maintenance expenses, and amounts, if any, distributed by the State for street purposes to repay \$19,510,000 in parking revenue bonds. Proceeds from the bonds provided financing for construction and improvements to the parking system, as well as refunding \$8,755,000 of Series 1994 A & C parking revenue bonds. The bonds are payable solely from the net earnings of the Parking System and are payable through 2022. The total principal and interest remaining to be paid on the bonds is \$11,394,813, with annual payments expected to require 50 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$1,993,519 and \$3,528,791, respectively.

The City has pledged future revenues derived from the operation of the municipally owned solid waste management facilities, net of operating and maintenance expenses, to repay \$4,000,000 in solid waste management revenue bonds. Proceeds from the bonds provided financing for improvements to the solid waste facilities. The bonds are payable solely from the net earnings of the Solid Waste System and are payable through 2021. The total principal and interest remaining to be paid on the bonds is \$4,162,312, with annual payments expected to require 15 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$340,425 and \$0, respectively.

CITY OF LINCOLN, NEBRASKA
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(22) PUBLIC BUILDING COMMISSION

In 1990, the City and the County of Lancaster, pursuant to state statute, activated a separate governmental entity denominated as the Lincoln-Lancaster County Public Building Commission. The purpose of this joint venture is to design, acquire, construct, maintain, operate, improve, remodel, remove and reconstruct, so long as its corporate existence continues, public buildings, structures, or facilities for use jointly by the City and the County. The City and the County each appoint two members to the five-member Commission, with the fifth member being appointed by the other four members. All property held or acquired by the Commission is held or acquired in the name of the City and the County for use by the Commission in its corporate capacity. The Commission's costs of operation and debt service are funded through rental payments made by the City and the County based upon their proportionate occupancy of such buildings to the extent not covered by a maximum property tax levy of 1.7 cents for each \$100 of actual valuation of taxable property in the County. For the year ended August 31, 2010, the City made rental payments of approximately \$2.6 million to the Commission.

As of August 31, 2010, the Commission has bonds outstanding of \$43,770,000 attributable to several bond issues. Certain proceeds from the bonds totaling \$28,925,000 have been utilized by the Commission to acquire, construct, and/or renovate certain buildings occupied by the City and County. The City's proportionate share of such buildings are recorded as capital assets and the corresponding debt are reflected as capital leases in the City's financial statements. Lease payments are not recorded as capital lease payments in the Debt Service funds but rather are recorded as current expenditures in the various individual funds.

Additional bond proceeds, totaling \$29,000,000, have been utilized by the Commission to construct a new County-City building and to renovate the prior County-City building to be used as a Hall of Justice. It is anticipated that property tax levies by the Commission will be sufficient to meet bond principal and interest payments. Should revenues from such property tax levies not be sufficient to meet debt service requirements in any given year, the City and County would contribute the necessary payments based on their proportionate occupancy in such buildings. Such contributions are expected to be minimal and will be expensed in the appropriate funds when incurred. The City's proportionate share of the buildings has been recorded in capital assets in accordance with the terms of the joint venture agreement regarding the ultimate transfer of assets to the City and County.

Complete separate financial statements for the Commission may be obtained at the Lincoln-Lancaster County Public Building Commission, 920 "O" Street, Room 203, Lincoln, Nebraska 68508.

(23) JOINT ANTELOPE VALLEY AUTHORITY

Joint Antelope Valley Authority is a joint administrative entity created April 15, 2000, in accordance with Article XV, Section 18 of the Constitution of the State of Nebraska and Nebraska Revenue Statutes Sections 13.801 through 13.827 (1997) authorizing the creation of a joint entity by public agencies. Per an interlocal cooperative agreement by and between the Board of Regents of the University of Nebraska, a public body corporate, the City of Lincoln, Nebraska, a municipal corporation, and the Lower Platte South Natural Resources District, a political subdivision of the State of Nebraska, this joint administrative entity was created to be known as Joint Antelope Valley Authority (JAVA). JAVA constitutes a separate administrative entity, exercising the public power granted by the interlocal cooperation agreement on behalf of the three aforementioned "Partners" to coordinate planning and implementation of a public project described in the Antelope Valley Study and the U.S. Army Corps of Engineers Antelope Creek Feasibility Study (the Project). The Project generally includes community revitalization, transportation, and drainage/flood control improvements.

After completion of a specific component of the Project, JAVA will transfer all real estate and improvements thereon to the appropriate individual Partner, subject to the necessary and agreed upon easements which will be conveyed to such Partner or other appropriate public or private entity, or reserved by such a Partner, for the operation, maintenance, repair, and inspection of each specific component.

CITY OF LINCOLN, NEBRASKA
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During the implementation period of the agreement, JAVA shall have the power and authority to acquire and condemn property rights, borrow, mortgage, pledge, or secure loans and bond its appropriated revenues and assets; provided, however, that JAVA shall have no power and authority to bond the credit or revenues of the three Partners or each Partner, or levy taxes.

For the year ended August 31, 2010, total assets of JAVA reached approximately \$182 million, an increase of \$3 million from the prior year. The City's equity interest increased by approximately \$3 million to \$153 million.

Complete separate financial statements for JAVA may be obtained at the City of Lincoln Public Works Business Office, 555 South 10th Street, Lincoln, Nebraska 68508.

(24) JOINTLY GOVERNED ORGANIZATIONS

District Energy Corporation

LES, in conjunction with two other governmental entities, created the District Energy Corporation (DEC) in 1989 to own, operate, maintain, and finance the heating and cooling facilities utilized by certain city, county, and state buildings. The Board of Directors of DEC is comprised of five members: two appointed by the County Board of Commissioners, two by the Mayor of Lincoln who must be confirmed by the City Council, and one by LES. No participant has any obligation, entitlement, or residual interest.

The DEC Board of Directors, under a twenty-year management agreement, has appointed LES to supervise and manage the system and business affairs of DEC. LES is reimbursed for these management services based on the allocated actual costs of these services. LES also provides electric energy to DEC at an established interruptible commercial rate. The total amount of payments to LES for management, operations, and maintenance services was approximately \$280,000 in 2009. The total amount of payments to LES for energy was approximately \$84,000 in 2009.

Nebraska Utility Corporation

On May 17, 2001, LES, in conjunction with another governmental entity, created the Nebraska Utility Corporation (NUCorp) to purchase, lease, construct, and finance facilities and acquire services in order to furnish energy requirements, utility and infrastructure facilities, and all related energy, utility, and infrastructure services to counties, cities, villages, school districts, sanitary and improvement districts, or other municipal corporations or political subdivisions of the State of Nebraska or political subdivisions of another state. The Board of Directors of NUCorp is comprised of five members: three members appointed by the University of Nebraska and two members appointed by LES. No participant has any obligation, entitlement, or residual interest.

Operations commenced in January 2002. The NUCorp board of directors, under a twenty-year management agreement, appointed LES to supervise and manage the system and business affairs of NUCorp. LES is reimbursed for these management services based on the allocated actual costs of these services. LES also provides electric energy to NUCorp on an established rate schedule. The total payment to LES for management, operations, and maintenance services was approximately \$89,000 in 2009. The total amount of payments to LES for energy was approximately \$9.5 million in 2009.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2010

(25) **SUBSEQUENT EVENTS**

In September 2010, the WHJPA issued \$100,000,000 in General Obligation Facility Bonds, Taxable Series 2010A, to provide a portion of the funds necessary to pay the costs of constructing, equipping, furnishing, and financing the development of the West Haymarket facilities. Debt service principal payments are scheduled annually beginning in 2020 at amounts that range from \$2,440,000 to \$5,855,000 with the final maturity December 2045. The bonds are Build America Bonds and, as such, the WHJPA has elected to receive a federal subsidy of 35 percent from the U.S. Department of the Treasury for a portion of the interest payable on the bonds. The interest rates on the bonds range from 3.50 to 5.00 percent prior to the federal subsidy. The federal subsidy reduces the true interest cost to 3.20 percent.

In December 2010, the WHJPA issued an additional \$100,000,000 in General Obligation Facility Bonds, Series 2010B and C. The first series was \$67,965,000 of taxable Build America Bonds, with the federal government providing a 35 percent subsidy. The second series was \$32,035,000 of taxable Recovery Zone Economic Development Bonds, which have a federal subsidy of 45 percent. Debt service principal payments are scheduled annually beginning in 2020 at amounts that range from \$2,440,000 to \$5,855,000 with the final maturity December 2045. The two series have interest rates ranging from 4.00 to 6.75 percent prior to the federal subsidy. The federal subsidy reduces the true interest cost to 3.75 percent.

In November 2010, the City issued \$7,780,000 in Certificates of Participation, Series 2010B, to provide funds for the purchase and improvements to the former Experian Building. Interest rates range from 2.00 to 3.50 percent and the final maturity is November 2025. Debt service principal payments are scheduled annually at amounts that range from \$495,000 to \$650,000.

Also in December 2010, the City issued \$2,065,000 of taxable Parking Revenue Bonds, Series 2010B, to provide a portion of the funds necessary to pay the costs of constructing a new downtown garage. The interest rates on the bonds range from 1.25 to 2.85 percent and the final maturity is August 2014. Debt service principal payments are scheduled annually at amounts that range from \$305,000 to \$600,000.

In January 2011, the City issued an additional \$18,520,000 of tax exempt Parking Revenue Bonds, Series 2011, to provide the remainder of funds necessary to pay the costs of constructing a new downtown garage and the refunding of the 1999A bonds. The interest rates on the bonds range from 2.000 to 5.209 percent and the final maturity is August 2031. Debt service principal payments are scheduled annually at amounts that range from \$545,000 to \$1,780,000.

In February 2011, the City issued \$8,200,000 of General Obligation Stormwater Bonds, Series 2011, to provide a portion of the funds necessary to pay the costs of constructing extensions of and improvements to the City's stormwater system. The interest rates on the bonds range from 2.00 to 4.50 percent and the final maturity is June 2030. Debt service principal payments are scheduled annually at amounts that range from \$365,000 to \$615,000.

CITY OF LINCOLN, NEBRASKA
Required Supplementary Information
August 31, 2010

Schedule of Funding Progress for PFD P Pension
(dollar amounts in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
August 31, 2010	\$ 172,317	\$ 195,206	\$ 22,889	88.3 %	\$ 34,233	66.9 %
August 31, 2009	177,526	187,292	9,766	94.8	33,450	29.2
August 31, 2008	179,390	179,376	(14)	100.0	32,266	(0.0)
August 31, 2007	171,264	169,587	(1,677)	101.0	30,546	(5.5)
August 31, 2006	157,527	161,583	4,056	97.5	30,724	13.2
August 31, 2005	145,730	151,978	6,248	95.9	29,029	21.5

Schedule of Employer Contributions for PFD P Pension
(dollar amounts in thousands)

Year Ended August 31	Annual Required Contribution	Annual Pension Contribution	Percentage Contributed
2010	\$ 3,752	\$ 3,963	106 %
2009	3,316	3,572	108
2008	4,076	3,456	85
2007	4,056	3,494	86
2006	4,077	2,893	71
2005	3,684	2,562	70

Schedule of Funding Progress for City OPEB
(dollar amounts in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Unit Credit (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
September 1, 2009	\$ 0	\$ 19,796	\$ 19,796	0.0 %	\$ 112,002	17.7 %
September 1, 2007	0	5,662	5,662	0.0	106,787	5.3

APPENDIX C

BOOK-ENTRY SYSTEM

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BOOK-ENTRY SYSTEM

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

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Bonds Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, 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. Bonds brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("**DTCC**"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("**Indirect Participants**"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

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

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

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

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

Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC, and neither the City nor the Underwriter takes responsibility for the accuracy thereof, and neither the DTC Participants nor the Beneficial Owners should rely on the foregoing information with respect to such matters but should instead confirm the same with DTC or the DTC Participants, as the case may be.