

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
BOOK-ENTRY**

**RATINGS: S&P: "AAA"
Moody's: "Aa1"
See "Ratings"**

The interest on the Bonds is included in gross income for federal income tax purposes. In the opinion of Gilmore & Bell, P.C., Bond Counsel to the Agency, under existing law, the interest on the Bonds is exempt from income taxation by the State of Nebraska. See "TAX MATTERS" in this Official Statement.

OFFICIAL STATEMENT

**\$100,000,000
WEST HAYMARKET JOINT PUBLIC AGENCY
IN THE STATE OF NEBRASKA
(The City of Lincoln, Nebraska and The Board of Regents of the University of Nebraska)
GENERAL OBLIGATION FACILITY REFUNDING BONDS
TAXABLE SERIES 2019**

Dated: date of delivery

Due: December 15, as set forth on the inside cover

The Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000 or any integral multiple thereof. Purchasers will not receive certificates representing their interests in Bonds purchased. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references to the Registered Owners shall mean Cede & Co., and shall not mean the Beneficial Owners (herein defined) of the Bonds. So long as DTC or its nominee, Cede & Co., is the registered owner of the Bonds, payments of principal or redemption price of and interest on the Bonds will be made directly to DTC. Disbursement of such payments to DTC Participants (herein defined) is the responsibility of DTC and disbursements of such payments to the Beneficial Owners is the responsibility of DTC Participants. See **"THE BONDS – Book-Entry System."** Semiannual interest will be payable on June 15 and December 15 of each year beginning on June 15, 2020, by Union Bank and Trust Company, as bond registrar and paying agent (the **"Registrar"**).

The Bonds are subject to optional and mandatory redemption as set forth under **"THE BONDS – Redemption."**

The West Haymarket Joint Public Agency (the **"Agency"**) will use the proceeds of the Bonds to (a) refund certain outstanding bonds of the Agency (as described herein) and (b) pay the costs of issuing the Bonds. See **"PLAN OF REFUNDING."**

The Bonds are issued pursuant to the terms of a resolution duly passed by the Board of the Agency on September 26, 2019 (the **"Resolution"**). The Bonds are general obligations of the Agency payable, unless paid from other sources, from taxes levied by valuation on all taxable property without limitation as to rate or amount in the City, pursuant to the provisions of the JPA Act and the Joint Public Agency Agreement Creating the West Haymarket Joint Public Agency, dated as of April 1, 2010, between the City and The Board of Regents of the University of Nebraska (the **"Regents"**), as amended and supplemented from time to time, including, without limitation, the Amended and Restated Joint Public Agency Agreement of the West Haymarket Joint Public Agency, dated January 10, 2011 (collectively, the **"JPA Agreement"**), between the City and the Regents. Pursuant to the Facilities Agreement, dated September 8, 2010, as amended and supplemented from time to time, including, without limitation, the Second Amended and Restated Facilities Agreement, dated March 12, 2014 (collectively, the **"Facilities Agreement"**) between the City and the Agency, (a) the City is obligated to collect all revenues, receipts and income received by the Agency from any source (the **"Revenues"**) and (b) in the event that 30 days prior to the payment date of any principal or interest on Bonds, amounts in the Debt Service Fund are insufficient to fully pay the principal of or interest on all outstanding Bonds, the City is obligated to loan to the Agency the full amount of any such deficiency not later than such date of payment. Any such loan, together with interest accrued thereon, shall be repaid to the City (a) first, from the first receipts of Revenues, and (b) second, from taxes levied and collected by the Agency pursuant to the provisions of the Facilities Agreement. If the projected actual Available Revenues (defined to be all cash receipts of the Agency, plus unrestricted amounts in the Surplus Fund, less all cash payments of the Agency, including, without limitation, debt service on Bonds, operation and maintenance expenses and deposits to the Depreciation and Replacement Fund) for the fiscal year are less than the budgeted Available Revenues for such fiscal year by \$1,000,000 or more, the Agency is obligated to implement the Agency Bond Levy. See **"THE AGENCY," "SECURITY," "NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION"** and **"APPENDIX D – SUMMARY OF PRINCIPAL DOCUMENTS – JPA Agreement"** and **"- Facilities Agreement."**

MATURITY SCHEDULE – SEE INSIDE COVER

PIPER JAFFRAY & CO.
Has Acted as Municipal Advisor with respect to the Bonds

The Bonds are offered in book-entry form only when, as and if issued by the Agency and accepted by the Underwriter, subject to the approval of legality by Gilmore & Bell, P.C., Omaha, Nebraska, Bond Counsel. Certain legal matters will be passed upon for the City and the Agency by Jeffery R. Kirkpatrick, City Attorney and general counsel to the Agency. It is expected that the Bonds in definitive form will be available for delivery through DTC on or about November 21, 2019.

The Date of this Official Statement is November 6, 2019.

MATURITY SCHEDULE

\$100,000,000

**WEST HAYMARKET JOINT PUBLIC AGENCY
IN THE STATE OF NEBRASKA
(The City of Lincoln, Nebraska and The Board of Regents of the University of Nebraska)
GENERAL OBLIGATION FACILITY REFUNDING BONDS
TAXABLE SERIES 2019**

<u>Maturity (December 15)</u>	<u>Principal Amount</u>	<u>Rate of Interest</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP Number (534366)</u>
2022	\$3,890,000	3.000%	1.870%	103.351%	CR8
2023	3,930,000	3.000	1.950	104.085	CS6
2024	3,980,000	3.000	2.000	104.794	CT4
2025	4,035,000	3.000	2.150	104.809	CU1
2026	4,085,000	3.000	2.250	104.873	CV9
2027	4,150,000	3.000	2.390	104.450	CW7
2028	4,270,000	2.375	2.440	99.473	CX5
2029	4,365,000	2.375	2.490	98.980	CY3
2030	4,460,000	2.500	2.610	98.947	CZ0
2031	4,560,000	2.600	2.670	99.280	DA4
2032	4,665,000	2.650	2.740	99.016	DB2
2033	4,785,000	2.700	2.790	98.957	DC0
2034	4,910,000	2.750	2.850	98.780	DD8
2035	5,040,000	2.750	2.920	97.831	DE6
2036	5,175,000	2.875	2.980	98.602	DF3
2037	5,325,000	2.875	3.030	97.854	DG1
2038	5,430,000	3.000	3.070	98.994	DH9
2039	5,545,000	3.000	3.090	98.660	DJ5
2040	5,670,000	3.050	3.140	98.619	DK2
2042	11,730,000*	3.250	3.320	98.876	DM8

*Term Bond

WEST HAYMARKET JOINT PUBLIC AGENCY

Leirion Gaylor Baird (Mayor)	Chair and Representative
Timothy Clare (Regent)	Vice Chair and Representative
Tammy Ward (City Council)	Secretary and Representative

Brandon Kauffman	Treasurer
Jeffery R. Kirkpatrick	General Counsel

THE CITY OF LINCOLN, NEBRASKA CITY OFFICIALS

Leirion Gaylor Baird, Mayor

City Council Members

Jane Raybould (Chair)	
James Michael Bowers	Roy Christensen
Richard Meginnis	Bennie Shobe
Tammy Ward	Sandra Washington

City Department Heads

Brandon A. Kauffman.....	Finance Director
Jeffery R. Kirkpatrick	City Attorney
David Cary.....	Planning Director
Lynn Johnson	Parks and Recreation Director
Kevin Wailes.....	LES Administrator and CEO
Dan Marvin	Urban Development Director
Pat Leach.....	Library Director
Tom Casady	Interim Transportation and Utilities Director
Patricia Lopez	Interim Health Director
Douglas J. McDaniel.....	Human Resources Director
Chad Blahak.....	Building and Safety Director
Jeff Bliemeister	Police Chief
Michael Despain	Fire Chief

Municipal Advisor

Piper Jaffray & Co.

Registrar and Paying Agent

Union Bank and Trust Company

Bond Counsel

Gilmore & Bell, P.C.

THE BOARD OF REGENTS OF THE UNIVERSITY OF NEBRASKA

Tim Clare, Chair, Lincoln, Nebraska
Howard Hawks, Omaha, Nebraska
Paul Kenney, Kearney, Nebraska
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Keith Ozanne, Student Regent, UNMC
Aya Yousef, Student Regent, UNO

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Chris Kabourek, Vice President for Business & Finance|CFO
James Pottorff, Vice President and General Counsel
Carmen Maurer, Corporation Secretary
Doug Kristensen, Chancellor, UNK
Jeffrey P. Gold, Chancellor, UNMC; Chancellor, UNO
Ronnie Green, Chancellor, UNL
Heath Mello, Interim Vice President for University Affairs
David Jackson, Interim Executive Vice President and Provost

REGARDING USE OF THIS OFFICIAL STATEMENT

AUTHORIZED INFORMATION AND REPRESENTATIONS

No dealer, broker, sales representative or other person has been authorized by the Agency, the City, the Regents or Raymond James & Associates, Inc., (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 Agency, the City, the Regents 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 Agency, the City or the Regents since the date hereof.

REGISTRATION EXEMPTION

The Bonds have not been registered with the United States Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), in reliance upon an exemption contained in the Securities Act. In making an investment decision, investors must rely upon their own examination of the Agency and the City and the terms of the offering, including the merits and risks involved. No federal or state securities commission or regulatory authority has recommended the Bonds. Moreover, none of the foregoing authorities has confirmed the accuracy or determined the adequacy of this Official Statement. Any representation to the contrary is a criminal offense.

FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements” within the meaning of federal securities laws. Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “anticipate,” “budget,” “intend” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. None of the Agency, the City, the Regents or any other party plans to issue any updates or revisions to those forward-looking statements if or when the expectations, or events, conditions or circumstances upon which such statements are based occur.

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THE UNDERWRITER INTENDS TO OFFER THE BONDS INITIALLY AT THE OFFERING PRICES SET FORTH ON THE INSIDE 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 THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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.

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OFFICIAL STATEMENT

\$100,000,000

WEST HAYMARKET JOINT PUBLIC AGENCY IN THE STATE OF NEBRASKA

**(The City of Lincoln, Nebraska and The Board of Regents of the University of Nebraska)
GENERAL OBLIGATION FACILITY REFUNDING BONDS
TAXABLE SERIES 2019**

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. Definitions of capitalized terms not otherwise defined herein may be found in “**APPENDIX D: SUMMARY OF PRINCIPAL DOCUMENTS – Definitions.**”*

Purpose of the Official Statement

The purpose of this Official Statement is to furnish information relating to (a) the West Haymarket Joint Public Agency (the “**Agency**”), (b) The City of Lincoln, Nebraska (the “**City**”), and (c) the Agency’s \$100,000,000 principal amount General Obligation Facility Refunding Bonds, Taxable Series 2019, dated the date of delivery thereof (the “**Bonds**”).

The Agency

The Agency was created pursuant to (a) the Joint Public Agency Act (Chapter 13, Article 25, Reissue Revised Statutes of Nebraska, as amended, the “**JPA Act**”) and (b) the Joint Public Agency Agreement Creating the West Haymarket Joint Public Agency, dated as of April 1, 2010, between the City and The Board of Regents of the University of Nebraska (the “**Regents**”), as amended and supplemented from time to time, including, without limitation, the Amended and Restated Joint Public Agency Agreement of the West Haymarket Joint Public Agency, dated January 10, 2011 (collectively, the “**JPA Agreement**”), between the City and the Regents. The Agency was created (a) for purposes of constructing, equipping, furnishing and financing public facilities in the West Haymarket Redevelopment Area (herein defined) of the City including, but not limited to, a sports/entertainment arena (the “**Arena**”), roads, streets, sidewalks, pedestrian overpass, public plaza space, sanitary sewer mains, water mains, electric transmission lines, drainage systems, flood control, parking garages and surface parking lots (collectively, the “**West Haymarket Facilities**”), and (b) to acquire land and to relocate existing businesses, to undertake environmental remediation and site preparation as necessary and appropriate for the construction, equipping, furnishing and financing of the West Haymarket Facilities (collectively, the “**Projects**,” and, individually, a “**Project**”).

The Projects

The Projects consist of various public facilities in the West Haymarket Redevelopment Area of the City including, but not limited to, the Arena, roads, streets, sidewalks, pedestrian overpass, public plaza space, sanitary sewer mains, water mains, electric transmission lines, drainage systems, flood control, parking garages and surface parking lots, and acquiring land and relocating existing businesses, undertaking environmental remediation and site preparation as necessary and appropriate for the construction, equipping, furnishing and financing of the West Haymarket Facilities. The Agency acquired the real property for the Projects from the Burlington Northern Santa Fe (“**BNSF**”) and Union Pacific Railroads. The Arena Projects

(consisting of the Arena and related parking improvements) will be owned by the Agency until the Bonds are no longer outstanding, at which time the Agency will transfer ownership of the Arena Projects to the City. The City will operate and maintain all of the Projects pursuant to the Facilities Agreement, dated September 8, 2010, as amended and supplemented from time to time, including, without limitation, the Second Amended and Restated Facilities Agreement, dated March 12, 2014 (collectively, the **“Facilities Agreement”**) between the City and the Agency. See **APPENDIX D - SUMMARY OF PRINCIPAL DOCUMENTS – Facilities Agreement.**”

The City

The City is a city of the primary class duly organized and validly existing under the laws of the State, including, without limitation, Chapter 15, Reissue Revised Statutes of Nebraska, as amended. See **“THE CITY.”**

The Regents and the Operating Agreement

The Regents are a public body corporate duly created and existing under the laws of the State of Nebraska. Pursuant to a Memorandum of Understanding dated as of March 31, 2010 (the **“MOU”**) between the City and the Regents, the Regents have agreed to lease the Arena for a term of 30 years, which began September 1, 2013, to play the University of Nebraska-Lincoln men’s and women’s varsity basketball home games. The terms of the MOU were formalized through an Operating Agreement between the City and the Regents, dated November 16, 2011. Other than the annual payment of rent for its use of the Arena pursuant to the Operating Agreement, the Regents have no obligation to pay the principal or redemption price of and interest on the Bonds. The Operating Agreement term commenced on September 1, 2013 and continues for a term of 30 years, unless extended or earlier terminated pursuant to the Operating Agreement.

The Bonds

The Bonds will be issued pursuant to a Bond Resolution passed September 26, 2019 (the **“Bond Resolution”**) by the Agency for the purpose of (a) providing for the payment of the principal of and interest on \$100,000,000 outstanding principal amount of the Agency’s General Obligation Facility Bonds, Series 2011, dated August 24, 2011 (the **“Refunded Bonds”**), through and including December 15, 2021 (the **“Redemption Date”**) and redeeming on the 2011 Redemption Date all of the then outstanding 2011 Refunded Bonds, and (b) paying the costs of issuing the Bonds. See **“PLAN OF REFUNDING”** and **“THE BONDS.”**

Security and Source of Payment

The principal or redemption price of and interest on the Bonds are general obligations of the Agency payable, unless paid from other sources, from taxes levied by the Agency on all taxable property in the City without limitation as to rate or amount pursuant to the provisions of the JPA Act and the JPA Agreement. Pursuant to the JPA Act, under the JPA Agreement, the City has allocated to the Agency its authority to cause a levy of taxes within the City pursuant to Section 15-202, Reissue Revised Statutes of Nebraska, as amended, in an amount which will be sufficient to pay the principal or redemption price of and interest on the Bonds when and as the same become due (the **“Agency Bond Levy”**). The Facilities Agreement requires that (a) the City collect all revenues, receipts and income received by the Agency from any source (the **“Revenues”**) and (b) in the event that 30 days prior to the payment date of any principal or interest on the Bonds, amounts in the Debt Service Fund are insufficient to fully pay the principal of or interest on all outstanding Bonds, the City shall loan to the Agency the full amount of any such deficiency not later than such date of payment. Such loan shall bear interest as provided in the Facilities Agreement from the date such amounts are loaned to the Agency until all such amounts are repaid by the Agency. Any such loan, together with interest accrued

thereon, shall be repaid to the City (i) first, from the first receipts of Revenues, and (ii) second, from taxes levied and collected by the Agency pursuant to the provisions of the Facilities Agreement. If the projected actual Available Revenues (defined to be all cash receipts of the Agency, plus unrestricted amounts in the Surplus Fund, less all cash payments of the Agency, including, without limitation, debt service on Bonds, operation and maintenance expenses and deposits to the Depreciation and Replacement Fund) for the fiscal year are less than the budgeted Available Revenues for such fiscal year by \$1,000,000 or more, the Agency is obligated to implement the Agency Bond Levy. See **“THE AGENCY,” “SECURITY,” “NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION,”** and **“APPENDIX D – SUMMARY OF PRINCIPAL DOCUMENTS – JPA Agreement,” “—Facilities Agreement”** and **“—Bond Resolution.”**

Financial Statements

See **“MISCELLANEOUS – Independent Auditors”** and **“APPENDIX B”** and **“APPENDIX C”** hereto for information concerning certain audited financial information of the Agency and the City.

Ratings

The Agency has applied to Moody’s Investors Service, Inc. and Standard & Poor’s for ratings on this issue. See **“MISCELLANEOUS – Ratings.”**

THE AGENCY

The Agency was created on April 2, 2010 pursuant to the JPA Act and the JPA Agreement for the purpose of exercising any power, privilege or authority to facilitate land acquisition, relocation of existing businesses, environmental remediation, site preparation and the construction, equipping, furnishing and financing of public facilities, including, but not limited to, the Arena and the other West Haymarket Facilities and any other capital improvements or other projects pertaining to the redevelopment of an area in the City generally bounded by BNSF and Union Pacific railroad lines and First Street on the west, approximately Ninth Street and I-180 on the east, Cornhusker Highway on the north and “M” Street on the south (the **“West Haymarket Redevelopment Area”**), as determined by the Agency to be necessary, desirable, advisable or in the best interests of the City and the Regents.

Under the JPA Agreement, the governing body of the Agency (the **“Board”**) consists of the Mayor of the City, the member of The Board of Regents of the University of Nebraska from District No. 1, and a member of the Council of the City appointed by the Mayor. All actions may be taken by the affirmative vote of a majority of the Board, except that the actions of the Agency related to the Arena (as opposed to the West Haymarket Facilities as a whole) require a unanimous vote of the Board. Issuance of indebtedness of the Agency must also be approved by the Mayor and Council of the City.

The members of the Board are as follows: Leirion Gaylor Baird (Mayor of the City), Timothy Clare (Regent from District No. 1), and Tammy Ward (member of the Council). The officers of the Board are as follows:

<u>Name</u>	<u>Office</u>
Leirion Gaylor Baird	Chair
Timothy Clare	Vice Chair
Tammy Ward	Secretary
Brandon Kauffman	Treasurer

Mayor Gaylor Baird and Regent Clare serve on the Board for so long as they hold the office of Mayor and Regent, respectively. Council Member Ward's term on the Board expires when a successor is appointed by the Mayor.

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 92 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 an estimated population of over 287,401. See **"APPENDIX A – THE CITY OF LINCOLN, NEBRASKA – GENERAL, ECONOMIC AND FINANCIAL INFORMATION"** and **"APPENDIX B – THE CITY OF LINCOLN, NEBRASKA - ACCOUNTANT'S REPORT AND AUDITED FINANCIAL STATEMENTS."**

PLAN OF REFUNDING

Refunding of Refunded Bonds

The Agency is using the Bond proceeds to provide funds to (a) fund an escrow for the purpose of paying the principal of and interest on the Agency's Refunded Bonds through and including the Redemption Date and (b) pay the costs of issuing the Bonds.

On the date of issuance of the Bonds, the net proceeds thereof, together with certain other funds held by the Agency with respect to the Refunded Bonds, will be deposited into an escrow account (the **"Escrow Account"**) to be held under an Escrow Agreement, dated the date of the Bonds (the **"Escrow Agreement"**), between the Agency and Union Bank and Trust Company (the **"Escrow Agent"**). Such deposit, as held and invested, will be sufficient to pay when due the principal amount or redemption price of and all interest due on the Refunded Bonds through and including the Redemption Date and to redeem on the applicable Redemption Date all of the then outstanding Refunded Bonds.

After the issuance of the Bonds and the deposit of the proceeds thereof and other moneys with the Escrow Agent pursuant to the Escrow Agreement, the Refunded Bonds will be payable from the deposit thereof held for such purpose by the Escrow Agent. Under the Escrow Agreement, the moneys held by the Escrow Agent are irrevocably pledged to the payment of the Refunded Bonds and the interest thereon and may be applied only to such payment, and the Refunded Bonds will no longer be deemed outstanding.

Verification of Mathematical Computations

Upon delivery of the Bonds, Chris D. Berens, CPA, P.C., a firm of independent certified public accountants, will deliver to the Agency and the Underwriter a report for each of the Refunded Bonds verifying the mathematical accuracy of certain computations relating to the adequacy of the maturing principal amount of the securities held in the respective escrow account, interest earned thereon and certain uninvested cash to pay the principal and redemption price of, and interest on, the Refunded Bonds as such principal and redemption price and interest become due and payable. Such verification of the accuracy of the computations will be based upon information supplied by the Agency's Municipal Advisor.

Sources and Uses of Funds

The following table summarizes the estimated sources of funds, including the proceeds from the sale of the Bonds, and the expected uses of such funds, in connection with the plan of refunding:

Sources of Funds:

Proceeds from Sale of Bonds	\$100,000,000.00
Plus: net original issue premium	121,925.65
Issuer Contribution	<u>8,886,312.37</u>
Total sources of funds	\$109,008,238.02

Uses of Funds:

Deposit to Escrow Account	\$108,072,738.02
Underwriting Discount (0.60%)	600,000.00
Costs of Issuance	<u>335,500.00</u>
Total uses of funds	\$109,008,238.02

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THE BONDS

The following is a summary of certain terms and provisions of the Bonds. Reference is hereby made to the Bonds and the provisions of the Bond Resolution for the detailed terms and provisions thereof.

Principal Maturities and Interest Rates

The Bonds will be dated the date of delivery thereof, numbered from R-1 upward in order of their issuance, mature on December 15 in the years and in the principal amounts set forth on the inside cover page of this Official Statement and bear interest calculated on the basis of a 360-day year consisting of twelve 30-day months at the rates per annum set forth on the inside cover page hereof. Interest is payable on June 15 and December 15 of each year, commencing June 15, 2020. 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.

Form and Denomination

The Bonds are issuable as fully registered bonds and when issued will initially be available in book-entry form only in denominations of \$5,000 and any integral multiple thereof. See **“THE BONDS – Book-Entry System.”**

Place of Payment

Unless the Bonds are being held in book-entry form only, the principal or redemption price thereof due at maturity or upon redemption prior to maturity is payable upon presentation and surrender of the Bonds to Union Bank and Trust Company, as bond registrar and paying agent (the **“Registrar”**), at its designated corporate trust administration office in Lincoln, Nebraska. Interest on the Bonds is payable by check or draft mailed on the date such interest is payable by the Registrar to the registered owner of such Bonds at such registered owner’s address as shown on the Record Date on the books of registry kept by the Registrar. During such time as the Bonds are being held in book-entry form only, the principal or redemption price of and interest on the Bonds are payable as described under **“THE BONDS – Book-Entry System.”**

Redemption

Optional Redemption. The Bonds are subject to optional redemption at the option of the Agency in whole or in part at any time on or after December 15, 2029, in the principal amounts and from the maturity or maturities selected by the Agency 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, plus accrued interest on such principal amount to the date of redemption.

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Sinking Fund Redemption of Bonds. The Bonds maturing December 15 in the year 2042 are subject to mandatory redemption and payment prior to maturity pursuant to the mandatory redemption requirements set forth below at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date. The payments specified in the Bond Resolution which are to be deposited into the Debt Service Fund shall be sufficient to redeem, and the Agency shall redeem on each December 15 the following principal amounts of Bonds:

Year (December 15)	Principal Amount
2041	\$5,795,000
2042*	5,935,000

*Maturity

Partial Redemption. The Bonds shall be redeemed in whole multiples of \$5,000 and if any Bond be in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any integral multiple thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bond, there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, registered bonds of like series, maturity and interest rate in any of the authorized denominations provided by the Bond Resolution.

Notice of Redemption. Notice of redemption of any Bond shall be sent by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption to the registered owner thereof at the address maintained by the Registrar. No further interest shall accrue after the redemption date on any Bonds duly called for redemption if payment thereof has been duly provided for with the Registrar.

Book-Entry System

General. The Bonds will be made available initially in book-entry form only in denominations of \$5,000 each or integral multiples thereof. The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Bonds. The ownership of one fully registered Bond for each maturity, as set forth on the cover of this Official Statement, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as the nominee for DTC. Ownership interests in the Bonds will be available to purchasers only through the 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 heading are found in “**APPENDIX F – 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 the accounts of its Direct Participants, which will thereafter credit them to the accounts of the Beneficial Owners either directly or indirectly through Indirect Participants.

Because transactions in the Bonds can be effected only through DTC, DTC Participants and certain banks, the ability of a Beneficial Owner to pledge a Bond 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. Beneficial Owners will not be recognized by the Registrar as registered owners for purposes of the Bond Resolution, and Beneficial Owners will be permitted to exercise the rights of registered owners only indirectly through DTC and DTC Participants.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bonds, nor any error in the printing of such numbers shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and payment for any Bonds.

SECURITY

General

The principal or redemption price of and interest on the Bonds are general obligations of the Agency payable, unless paid from other sources, from taxes levied by the Agency on all taxable property in the City without limitation as to rate or amount pursuant to the provisions of the JPA Act and the JPA Agreement. See **“NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION.”**

JPA Agreement

Under the JPA Agreement, the City has irrevocably allocated and assigned to the Agency, for the period beginning June 1, 2010 and ending on the date upon which all of the Bonds are no longer deemed to be outstanding and unpaid under the Bond Resolution, its authority pursuant to Section 15-202, Reissue Revised Statutes of Nebraska, as amended, to cause the levy of taxes within the City (the **“Agency Bond Levy”**), in an amount to be levied solely for the purpose of paying the principal or redemption price of and interest on the Bonds. The Agency Bond Levy is unlimited as to both rate and amount and, if levied, (a) would be levied on all the taxable property within the corporate limits of the City and (b) would not affect the ability of the City to levy property taxes. Because the Agency’s Revenues have been sufficient to pay debt service on its outstanding bonds, the Agency has never imposed the Agency Bond Levy, and will not be required to make any levy in 2019 for collection in 2020.

The JPA Agreement obligates the Agency to certify the Agency Bond Levy to The County of Lancaster, Nebraska in its budget statement as provided in the Nebraska Budget Act, Sections 13-501 to 13-513, Reissue Revised Statutes of Nebraska, as amended, for levy and collection in such amounts, if any, as may be required to pay the principal or redemption price of and interest on the Bonds as the same become due. No further action is required to implement the Agency Bond Levy. All taxes collected under the Agency Bond Levy shall be credited to the Agency as soon as practicable.

Facilities Agreement

The Facilities Agreement required that (a) the City collect the Revenues, and (b) in the event that 30 days prior to the payment date of any principal or interest on the Bonds, amounts in the Debt Service Fund are insufficient to fully pay the principal of or interest on all outstanding Bonds, the City shall loan to the Agency the full amount of any such deficiency not later than such date of payment. Such loan shall bear interest at a rate equal to the current interest rate received by the City on its investment pool (computed on the basis of a 360-day year consisting of twelve 30-day months) from the date such amounts are loaned to the Agency until all such amounts are repaid by the Agency. Any such loan, together with interest accrued thereon, shall be repaid to the City (a) first, from the first receipts of Revenues, and (b) second, from taxes levied and collected by the Agency pursuant to the provisions of the Facilities Agreement. If the projected actual Available Revenues (defined to be all cash receipts of the Agency, plus unrestricted amounts in the Surplus Fund, less all cash payments of the Agency, including, without limitation, debt service on Bonds, operation and maintenance expenses and deposits to the Depreciation and Replacement Fund) for the fiscal year are less than the budgeted Available Revenues for such fiscal year by \$1,000,000 or more, the Agency is obligated to

implement the Agency Bond Levy. See “THE AGENCY,” “NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION,” and “APPENDIX D - SUMMARY OF PRINCIPAL DOCUMENTS - JPA Agreement” and “- Bond Resolution.”

NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION

The Nebraska Legislature (the “**Legislature**”) has in recent years enacted and amended legislation intended to reduce the level of property taxation and political subdivision expenditures in the State of Nebraska (the “**State**”). Section 13-519, Reissue Revised Statutes of Nebraska (as enacted in 1996 and amended from time to time, “**Section 13-519**”), provides for an overall limitation on the use of “restricted funds” revenue sources for cities, counties and certain other political subdivisions, and Section 77-3442, Reissue Revised Statutes of Nebraska (as enacted in 1996 and amended from time to time, “**Section 77-3442**”) reduces the rate of taxation for general property taxes authorized for cities and counties. Among other provisions, Section 13-519 provides that for all fiscal years beginning on or after July 1, 1998, no governmental unit may adopt a budget containing a total of budgeted restricted funds more than the prior year’s total of budgeted restricted funds plus allowable growth, plus a basic allowable growth percentage (initially 2½% until adjusted by the Legislature). Restricted funds generally include (a) property taxes, excluding any amounts refunded to taxpayers, (b) payments in lieu of property taxes, (c) local option sales taxes, (d) motor vehicle taxes, (e) state aid, (f) transfers of surpluses from any user fee, permit fee, or regulatory fee if the fee surplus is transferred to fund a service or function not directly related to the fee and the costs of the activity funded from the fee, and (g) any funds excluded from restricted funds for the prior year because they were budgeted for capital improvements but which were not spent and are not expected to be spent for capital improvements. Allowable growth includes the percentage increase in taxable valuation in excess of the base limitation established under Section 77-3446, Reissue Revised Statutes of Nebraska, as amended, if any, due to improvements to real property as a result of new construction, additions to existing buildings, any improvements to real property that increase the value of such property and any increase in valuation due to annexation and any personal property valuation over the prior year. Such budget limitations may be exceeded by up to an additional 1% upon the affirmative vote of at least 75% of the governing body, and larger increases are permitted with the approval of a majority of legal voters voting on the issue of such increase at a special election held for such purposes.

Under Section 77-3442, the rates for levying property taxes are limited for each type of governmental unit in the State. The rate for the City is no more than 50¢ per \$100 of taxable valuation, except that 5¢ per \$100 of taxable valuation of property subject to the levy may only be levied to provide financing for a city’s share of revenue required under an agreement executed pursuant to the Interlocal Cooperation Act, Chapter 13, Article 8, Reissue Revised Statutes of Nebraska, as amended, or the Joint Public Agency Act, Chapter 13, Article 25, Reissue Revised Statutes of Nebraska, as amended. A political subdivision may exceed the levy limitations provided in Section 77-3442 or a final levy allocation determination as provided in Section 77-3443, Reissue Revised Statutes of Nebraska, as amended, by an amount not to exceed a maximum levy approved by a majority of registered voters. ***The limitations of Section 13-519 do not apply to restricted funds pledged to retire bonded indebtedness, and the limitations of Section 77-3442 do not apply to property taxes levied for bonded indebtedness approved according to law and secured by a levy on property.*** The Agency is not authorized to make any levy for operating expenses in the future.

Ad valorem taxes levied by the Agency to pay debt service on the Bonds are not subject to either the budget limitations or the levy limitations described above.

Future legislation, decisions of the Nebraska Supreme Court, or initiative petitions proposed and passed by qualified voters in the State may alter the limitations set forth in Section 13-519 and Section 77-3442, or may

otherwise modify the sources of and limitations on the revenues used by governmental units in the State to finance their activities.

LEGAL MATTERS

Legal Proceedings

As of the date hereof, there is no controversy, suit or other proceeding of any kind pending or threatened raising, or which may raise, any question or dispute or affecting in any way the legal organization of the Agency, the City or the Regents or the right or title of any officer to his or her respective offices, 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 Agency'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., Omaha, Nebraska, Bond Counsel. Certain legal matters will be passed upon for the City and the Agency by Jeffery R. Kirkpatrick, City Attorney and general counsel to the Agency. 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 and independent auditors, as referred to herein, and Bond Counsel expresses no opinion as to the accuracy or sufficiency thereof.

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.

Tax Status of the Bonds – Federal and State of Nebraska

No Federal Tax Exemption. The interest on the Bonds is *included* in gross income for federal income tax purposes, in accordance with an owner's normal method of accounting.

Nebraska Tax Exemption. In the opinion of Gilmore & Bell, P.C., Bond Counsel to the Agency, under the law existing as of the issue date of the Bonds, the interest on the Bonds is exempt from income taxation by the State of Nebraska.

No Other Opinions. Bond Counsel is expressing no opinion regarding other federal, state or local tax consequences arising with respect to the Bonds, except as expressly provided herein. Purchasers of the Bonds should consult their tax advisors as to the applicability of these tax consequences and other income tax consequences of the purchase, ownership and disposition of the Bonds, including the possible application of state, local, foreign and other tax laws.

Other Tax Consequences

Original Issue Discount. For Federal income tax purposes, original issue discount 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 to the public. If the original issue discount on a Bond is more than a *de minimis* amount (generally $\frac{1}{4}$ of 1% of the stated redemption price at maturity of the Bond multiplied by the number of complete years to its maturity date), then that Bond will be treated as issued with original issue discount. The amount of original issue discount that accrues to an owner of a Bond during any accrual period generally equals (1) the issue price of that Bond, plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (2) 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 (3) any interest payable on that Bond during that accrual period. The amount of original issue discount accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be included in 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 original issue discount.

Original Issue Premium. For federal income tax purposes, premium is the excess of the issue price of a Bond over its stated redemption price at maturity. The issue price of a Bond is generally the first price at which a substantial amount of the Bonds of that maturity have been sold to the public. Under Section 171 of the Code, the owner of a Bond having bond premium may elect to amortize the premium over the term of the Bond using constant yield principles, based on the purchaser's yield to maturity. An owner of a Bond amortizes bond premium by offsetting the qualified stated interest allocable to an accrual period with the bond premium allocable to that accrual period. This offset occurs when the owner takes the qualified stated interest into income under the owner's regular method of accounting. If the premium allocable to an accrual period exceeds the qualified stated interest for that period, the excess is treated by the owner as a deduction under Section 171(a)(1) of the Code. As premium is amortized, the owner's basis in the Bond will be reduced by the amount of amortizable bond premium properly allocable to the owner. 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. Further, if the Agency establishes a legal defeasance of any Bond, that Bond may be deemed to be retired and "reissued" for U.S. federal income tax purposes as a result of the defeasance. In that event, in general, a holder will recognize taxable gain or loss equal to the difference between (i) the amount realized from the deemed sale, exchange or retirement (less any accrued qualified stated interest) and (ii) the holder's adjusted tax basis in the Bond.

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. 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.

CONTINUING DISCLOSURE

The Agency and the City are 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 Agency and the City are the only “obligated persons” with responsibility for continuing disclosure. The Agency and the City do not believe they have failed to comply, in all material respects, with their prior undertakings under the Rule within the past five years.

Annual Reports

Pursuant to the Continuing Disclosure Undertaking, the Agency and the City shall, not later than **May 1** of each year, commencing May 1, 2020, 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 Agency 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) 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.

(c) 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

No later than 10 business days after the occurrence of any of the following events, the City or the Agency shall give, or cause to be given to the MSRB, through EMMA, 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 bondholders, 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 Agency or the City;
- (13) the consummation of a merger, consolidation, or acquisition involving the Agency or the City or the sale of all or substantially all of the assets of the Agency or 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;
- (14) appointment of a successor or additional trustee or the change of name of the trustee, if material;
- (15) incurrence of a Financial Obligation of the Agency or City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Agency or City, any of which affect security holders, if material; and
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Agency or City, any of which reflect financial difficulties.

For purposes of events (15) and (16) above, “Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of repayment for, an existing or planned debt obligation; or (c) guarantee of (a) or (b); *provided, however*, the term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

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

The Agency 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 Agency or the City pursuant to the Continuing Disclosure Undertaking.

Notwithstanding any other provision of the Continuing Disclosure Undertaking, the Agency, 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 Agency or 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 Agency, the City and any dissemination agent with its opinion that the undertaking of the Agency and 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 Agency, 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 Agency, 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 Bond Resolution, and the sole remedy under the Continuing Disclosure Undertaking in the event of any failure of the Agency, 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 Agency, 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 Agency, the City, the Regents or the Bonds is incorporated by reference in this Official Statement.

MISCELLANEOUS

Ratings

Moody's Investors Service, Inc. has assigned the Bonds a rating of "Aa1" and Standard & Poor's, a division of The McGraw-Hill Companies, has assigned the Bonds the rating of "AAA." Such ratings reflect only the views of such organizations, and an explanation of the significance of such ratings may be obtained from Moody's Investors Service, 250 Greenwich Street, 23rd Floor, New York, New York 10007, telephone (212) 553-0300, and Standard & Poor's Ratings Services, 55 Water Street, New York, New York, 10041, telephone (212) 438-2124.

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 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.

Independent Auditors

The audited financial statements of the Agency, as of and for the period ended August 31, 2018, are included in “**APPENDIX C – WEST HAYMARKET JOINT PUBLIC AGENCY - ACCOUNTANT’S REPORT AND AUDITED FINANCIAL STATEMENTS.**” These financial statements have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein.

The audited financial statements of the City, as of and for the year ended August 31, 2018, are included in “**APPENDIX B – THE CITY OF LINCOLN, NEBRASKA - ACCOUNTANT’S REPORT AND AUDITED FINANCIAL STATEMENTS.**” These financial statements have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein.

Certification and Other Matters Regarding Official Statement

Information set forth in this Official Statement has been furnished or reviewed by certain officials of the Agency, 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.

Simultaneously with the delivery of the Bonds, each of the Agency and the City will furnish to the Underwriter a certificate which shall state, among other things, that to the best knowledge and belief of such officer, this Official Statement (and any amendment or supplement hereto) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading in any material respect.

The form of this Official Statement, and its distribution and use by the Underwriter, has been approved by the Agency. Neither the Agency 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 Agency or the Agency’s ability to make payments required of it; and further, neither the Agency 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 Agency by the Bond Resolution.

**WEST HAYMARKET JOINT PUBLIC
AGENCY**

THE CITY OF LINCOLN, NEBRASKA

APPENDIX A

THE CITY OF LINCOLN, NEBRASKA GENERAL, ECONOMIC AND FINANCIAL INFORMATION

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 96.75 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.

Population

The 1980 population of the City was 171,932; the 1990 population was 191,972; the 2000 population was 225,588; and the 2010 population was 258,379, a 14.5 percent increase over the 2000 count. The 2010 count represents 90.5 percent of the population of Lancaster County, the county in which the City is located. The estimated 2018 population is 284,736.

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 7,511 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, Minneapolis and Atlanta. Eppley Airfield, located in east Omaha, is 65 minutes from downtown Lincoln and offers service from numerous 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 and Union Pacific, both maintaining yards in Lincoln. AMTRAK provides daily passenger and package express services. Ground transportation is furnished by Greyhound/Black Hills Stage Lines, multiple taxi companies, Uber and local StarTran bus services.

The mean commute time in Lincoln is 19 minutes and nearly 17 percent of area commuters spend less than 10 minutes on the road.

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), 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 25,820 students, Nebraska Wesleyan University, with approximately 2,064 students, Union College, with approximately 868 students, Kaplan University, with approximately 593 students, Bryan LGH College of Health Sciences with approximately 700 students, and Southeast Community College, with more than 9,000 students and a number of facilities for both full-time and part-time occupational training, are located in the City of Lincoln. The City's modern and progressive school system, with an enrollment of over 42,011 is served by 6 high schools, 12 middle schools, and 39 elementary schools. Lincoln is home to over 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 Christians.

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	
2018	1,036	\$ 308,714,552	3,014	\$ 352,657,602	\$ 5,582,574,159	\$ 13,997,042,582	\$ 19,579,616,741
2017	1,007	441,939,943	3,036	280,532,269	5,443,342,291	12,573,902,552	18,017,244,843
2016	1,038	285,396,259	2,891	248,194,698	5,264,621,434	12,353,764,148	17,618,385,582
2015	1,321	309,759,043	2,346	379,740,291	5,017,666,961	11,584,715,041	16,602,382,002
2014	1,197	264,070,303	2,300	249,343,435	4,962,314,863	11,403,992,418	16,366,307,281
2013	1,341	484,317,980	2,323	250,266,476	4,787,396,700	11,181,988,692	15,969,385,392
2012	1,372	338,918,061	2,319	186,712,560	4,476,953,562	10,745,000,908	15,221,954,470
2011	1,320	223,215,672	2,336	155,181,140	4,477,256,519	10,648,151,681	15,125,408,200
2010	1,234	241,509,266	2,225	116,914,465	4,438,463,100	10,546,474,527	14,984,937,627
2009	1,196	199,331,086	1,794	104,316,385	4,382,749,195	10,839,440,027	15,222,189,222

¹ City of Lincoln, Building and Safety Department.

² Lancaster County Assessor.

Police and Fire Protection

Lincoln has fourteen fire stations manned by 288 firefighters and three police stations with 327 police officers.

City Employee Information

For the 2018-2019 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 Lincoln City Employees Association (LCEA) representing supervisory, highly technical, and professional personnel, and the Lincoln M Class Employees Association (LMCEA) representing upper management, administration and professional personnel. The LPU contract will expire at the end of August, 2019 and ATU, LMCEA, PAGE, IAF and LCEA contracts will expire at the end of August, 2020.

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 Public Association of Government Employees.

SELECTED ECONOMIC INDICATORS

LINCOLN SMSA (LANCASTER COUNTY) NONAGRICULTURAL WAGE AND SALARY EMPLOYMENT

	MAY 31, 2018		NOVEMBER 30, 2018	
	Number Employed	Percent of Total	Number Employed	Percent of Total
Industry Manufacturing:				
Durable Goods	8,512	4.5	8,667	4.5
Nondurable Goods	4,847	2.5	4,645	2.4
Total Industry Manufacturing	13,359	7.0	13,312	6.9
Nonmanufacturing:				
Natural Resource & Construction	10,017	5.2	10,077	5.2
Transportation, Warehousing & Utilities	10,710	5.6	10,804	5.6
Wholesale Trade	3,916	2.0	3,873	2.0
Retail Trade	19,663	10.3	20,176	10.4
Information	3,140	1.6	3,160	1.6
Finance, Insurance & Real Estate	14,887	7.8	14,941	7.7
Services (except domestic)	74,245	38.8	75,576	39.0
Government	41,510	21.7	41,811	21.6
Total Nonmanufacturing	178,088	93.0	180,418	93.1
TOTAL	191,447	100.0	193,730	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.

As of December 2018 the unemployment rate in Lincoln was 2.3%, among the lowest unemployment rates in the United States.

LINCOLN SMSA (LANCASTER COUNTY LABOR FORCE DATA 2017-2008) (For the Calendar Year Indicated)

	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
Civilian Labor Force	177,717	177,482	176,185	176,723	177,962	176,563	172,923	171,331	169,553	168,912
Unemployment	4,693	4,947	4,674	5,275	6,176	6,366	6,902	7,202	7,290	5,186
Percent of Labor Force	2.6	2.8	2.7	3.0	3.5	3.6	4.0	4.2	4.3	3.1
Employment	173,024	172,535	171,511	171,448	171,786	170,197	166,021	164,129	162,263	163,726

STATE OF NEBRASKA

Percent of Labor Force										
Unemployment	2.9	3.1	3.0	3.3	3.8	4.0	4.4	4.6	4.6	3.3

Source: State of Nebraska, Department of Labor

**LINCOLN PRINCIPAL EMPLOYERS
CURRENT YEAR**

<u>Employer</u>	<u>Employees</u>	<u>Rank</u>	<u>Percentage of Total City Employment</u>
State of Nebraska	8,795	1	4.54 %
Lincoln Public Schools	8,557	2	4.41
University of Nebraska-Lincoln	6,513	3	3.36
Bryan Health	3,500	4	1.80
US Government	3,454	5	1.78
City of Lincoln	2,653	6	1.37
Saint Elizabeth Regional Medical Center	2,300	7	1.19
Burlington Northern Railroad	2,000	8	1.03
Madonna Rehabilitation Hospital	1,500	9	0.77
Duncan Aviation	1,200	10	0.62
Total	<u>40,472</u>		<u>20.87 %</u>

**DEMOGRAPHIC STATISTICS
LAST TEN YEARS**

<u>Year</u>	<u>Population ¹</u>	<u>Per Capita Personal Income ²</u>	<u>School Enrollment ³</u>
2018	284,736	\$	42,020
2017	280,364	46,924	41,737
2016	277,348	45,511	40,109
2015	272,996	44,133	39,842
2014	268,738	43,399	39,066
2013	265,404	42,743	37,845
2012	262,341	41,584	36,902
2011	258,379	40,015	36,530
2010	254,001	37,864	35,896
2009	251,624	37,737	34,973

Sources:

¹ Lincoln/Lancaster Planning Department.

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

Per Capita Income is based on Lincoln Metropolitan Statistical Area, which includes all of Lancaster and Seward Counties. Per Capita Income for 2018 is unavailable.

³ Lincoln Public Schools.

Median age from the 2010 census was 31.8. Education statistics per the 2010 Census indicate that 92.4% of the population 25 years and older has a high school degree or greater with 35.2% of the same population holding a Bachelor's degree or greater.

**LINCOLN UTILITY CUSTOMERS
LAST TEN YEARS**

<u>Year</u>	<u>Water Customers</u>	<u>Gas Customers</u>	<u>Electricity Customers</u>
2018	84,636	99,259	138,489
2017	83,797	98,600	136,641
2016	82,853	97,639	134,417
2015	82,058	96,680	132,672
2014	81,196	96,368	131,915
2013	80,418	95,480	130,537
2012	79,698	94,592	129,163
2011	79,184	94,231	128,373
2010	78,740	93,916	129,322
2009	77,973	93,679	128,115

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 Transit	Debt Service	Totals
2018	\$ 59,728,570	86,243,206	21,746,886	27,301,223	14,563,832	21,863,274	18,315,179	44,688,559	294,450,729
2017	58,560,593	81,171,971	20,634,650	26,730,859	13,034,266	23,116,621	13,439,363	45,301,015	281,989,338
2016	54,483,582	77,399,174	20,896,834	25,310,935	14,012,940	22,605,745	12,380,084	43,165,211	270,254,505
2015	50,714,491	75,625,163	19,464,370	24,538,296	14,773,423	23,038,785	15,539,838	38,634,986	262,329,352
2014	51,044,096	72,833,698	21,054,394	25,172,100	13,792,741	22,097,954	14,419,436	36,449,212	256,863,631
2013	42,761,424	72,489,536	18,355,326	22,323,942	12,831,193	21,339,175	11,980,828	31,721,325	233,802,749
2012	39,048,320	70,444,362	18,471,067	22,518,532	14,673,671	22,070,619	10,288,935	31,689,831	229,205,337
2011	36,622,362	69,537,057	18,335,078	21,794,585	15,811,914	21,993,415	15,088,883	26,439,462	225,622,756
2010	35,865,006	64,679,523	19,832,223	21,483,873	15,359,628	21,652,729	12,034,413	17,032,401	207,939,796
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

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

GENERAL GOVERNMENTAL 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
2018	\$ 220,143,985	72,965,698	25,157,171	18,348,789	5,859,234	12,953,023	355,427,900
2017	213,096,181	74,133,945	25,823,013	17,102,484	6,868,335	14,794,365	351,818,323
2016	202,860,560	64,711,049	25,704,855	16,807,455	6,249,869	10,542,628	326,876,416
2015	182,765,313	70,694,942	25,327,804	16,083,267	1,006,466	11,026,123	306,903,915
2014	172,251,539	79,378,553	23,794,402	14,283,172	10,571,021	10,985,173	311,263,860
2013	166,316,730	81,340,882	22,936,015	8,341,522	1,732,354	12,037,497	292,705,000
2012	161,333,989	68,267,660	20,239,031	7,850,732	4,744,887	20,209,185	282,645,484
2011	144,632,640	71,532,824	18,524,372	7,521,366	5,454,877	11,279,552	258,945,631
2010	131,562,303	61,640,301	16,432,219	7,004,334	5,197,259	6,467,138	228,303,554
2009	130,360,416	75,099,973	17,119,002	6,600,299	5,791,391	7,818,015	242,789,096

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

**SPECIAL ASSESSMENT COLLECTIONS
LAST TEN YEARS ¹**

Fiscal Year Ended <u>August 31</u>	Special Assessment Collections <u>Including Interest</u>
2018	\$ 1,600,742
2017	1,694,846
2016	1,585,717
2015	1,590,119
2014	1,577,645
2013	1,021,572
2012	1,151,931
2011	1,103,720
2010	1,136,150
2009	1,071,238

¹Special assessment collections are not tracked by levy year, therefore the portion of collections during any year that 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 2018 tax levy for the 2018-2019 fiscal year is \$165,508,208 below the legal limit, a tax rate per \$100 valuation of .31648. The assessed value upon which the 2018 levy is based is \$21,670,357,076. By charter, only 90% of the property tax levy may be appropriated.

For the 2018-2019 fiscal year the City is subject to a state-imposed lid on the appropriation of “restricted funds”, that 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 inter local agreements are exempt from the lid. For 2018-2019 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 2.92%. An additional 1% can be authorized by a 75% vote of the City Council but was not utilized for the 2018-2019 budget. The 2018-2019 budget is \$13,348,777 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.

Fiscal Year Ended August 31	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy			Accumulated Collections As Of August 31, 2018	
		Amount	Percent		Amount	Percent
2018	\$ 64,910,918	\$ 63,903,976	98.45 %	\$	63,903,976	98.45 %
2017	63,002,583	61,735,542	97.99		62,995,508	99.99
2016	58,972,198	57,685,951	97.82		58,944,699	99.95
2015	55,476,049	54,235,009	97.76		55,450,523	99.95
2014	53,880,835	52,616,370	97.65		53,865,256	99.97
2013	52,460,687	51,226,109	97.65		52,432,581	99.95
2012	50,168,325	48,788,943	97.25		50,123,771	99.91
2011	45,597,934	44,206,917	96.95		45,558,148	99.91
2010	45,211,603	43,791,366	96.86		45,183,255	99.94
2009	45,916,232	44,385,970	96.67		45,873,100	99.91

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.

Taxpayers	Type of Business	2018 Assessed Valuations	Percentage Of Total Assessed Valuation
B & J Partnership Ltd.	Building Management	\$ 144,121,000	0.70%
Burlington Northern	Railroad	108,165,612	0.53%
Kawasaki	Manufacturing	71,026,815	0.35%
Nebco	Construction/Development	70,179,982	0.34%
Ameritas Life Insurance Corp	Insurance	60,702,594	0.30%
WEA Gateway LLC	Retail Management	53,234,300	0.26%
Windstream	Telecommunications	49,017,210	0.24%
BryanLGH	Hospital	40,519,500	0.20%
Assurity Life Insurance Co.	Insurance	39,159,979	0.19%
Wal-Mart Real Estate Trust	Retail Management	39,070,700	0.19%
		<u>\$ 675,197,692</u>	<u>3.30%</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

Year Ended August 31	Amount
2018	\$ 76,812,830
2017	75,259,945
2016	71,621,717
2015	68,861,600
2014	66,393,391
2013	63,134,808
2012	61,472,342
2011	57,959,545
2010	54,925,013
2009	54,255,376

GENERAL FUND TAX COLLECTIONS LAST TEN YEARS

Fiscal Year	Property and Motor Vehicle Taxes	Sales and Use Taxes	Sundry Taxes	Taxes In Lieu	Occupation Taxes	Total
2018	\$ 46,009,808	\$ 76,812,830	\$ 31,436	\$ 2,208,834	\$ 8,758,996	\$ 133,821,904
2017	42,669,103	75,259,945	33,512	2,260,572	9,494,397	129,717,529
2016	40,564,330	71,621,717	26,396	2,119,674	9,617,902	123,950,019
2015	37,333,435	68,861,600	31,314	2,120,619	11,024,711	119,371,679
2014	37,428,736	66,393,391	31,218	2,042,148	11,184,522	117,080,015
2013	34,599,257	63,134,808	28,713	1,962,330	11,741,366	111,466,474
2012	33,574,992	61,472,342	31,610	1,936,396	12,583,795	109,599,135
2011	31,449,267	57,959,545	30,957	1,755,098	11,699,691	102,894,558
2010	31,486,553	54,925,013	11,895	1,620,431	10,467,534	98,511,426
2009	33,783,984	54,255,376	8,143	1,540,752	10,071,230	99,659,485

**TAXABLE ASSESSED VALUATION
LAST TEN YEARS ¹**

Fiscal Year Ended August 31,	Real Estate	All Other	Total
2018	\$ 19,579,616,741	\$ 937,318,112	\$ 20,516,934,853
2017	18,017,244,843	853,580,721	18,870,825,564
2016	17,618,385,582	838,933,170	18,457,318,752
2015	16,602,382,002	777,744,371	17,380,126,373
2014	16,366,307,281	744,661,478	17,110,968,759
2013	15,969,385,392	706,811,504	16,676,196,896
2012	15,221,954,470	678,874,343	15,900,828,813
2011	15,125,408,200	755,852,220	15,881,260,420
2010	14,984,937,627	761,515,955	15,746,453,582
2009	15,222,189,222	713,383,515	15,935,572,737

Property 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									
	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
City of Lincoln	0.3165	0.3337	0.3196	0.3196	0.3158	0.3158	0.3158	0.2879	0.2879	0.2879
School District No. 1	1.2389	1.2397	1.2429	1.2434	1.2441	1.2447	1.2461	1.2462	1.2537	1.2668
Lancaster County	0.2666	0.2753	0.2783	0.2813	0.2813	0.2843	0.2683	0.2683	0.2683	0.2683
Educational Service Unit #18	0.0150	0.0150	0.0150	0.0150	0.0150	0.0150	0.0150	0.0145	0.0150	0.0150
Community Technical College	0.0907	0.0752	0.0757	0.0598	0.0667	0.0627	0.0627	0.0600	0.0676	0.0722
Lower Platte South Natural Res. Dist.	0.0321	0.0335	0.0345	0.0358	0.0361	0.0378	0.0398	0.0406	0.0410	0.0410
Railroad Transportation Safety Dist.	0.0222	0.0190	0.0160	0.0130	0.0130	0.0100	0.0260	0.0260	0.0260	0.0260
Lancaster County Correctional JPA City	0.0141	0.0153	0.0156	0.0168	0.0172	0.0177	0.0185	0.0189	0.0194	0.0195
Lancaster County Correctional JPA County	0.0079	0.0085	0.0088	0.0094	0.0096	0.0099	0.0105	0.0106	0.0107	0.0106
Agricultural Society of Lancaster County	0.0014	0.0015	0.0015	0.0015	0.0015	0.0015	0.0016	0.0017	0.0016	0.0015
Lancaster County Fairgrounds	0.0028	0.0030	0.0031	0.0033	0.0034	0.0037	0.0037	0.0038	0.0038	0.0038
Public Building Commission	0.0170	0.0170	0.0170	0.0170	0.0170	0.0167	0.0170	0.0170	0.0170	0.0170
	<u>2.0252</u>	<u>2.0367</u>	<u>2.0280</u>	<u>2.0159</u>	<u>2.0207</u>	<u>2.0198</u>	<u>2.0250</u>	<u>1.9955</u>	<u>2.0120</u>	<u>2.0296</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, 2018

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
General Obligation Bonds:							
General Bonds:							
8,200	02/10/11	Stormwater Bonds	2,000 - 4,500	Serial 2013 to 2030	2020	Semiannually	5,950
19,290	06/21/11	Refunding	0,2000 - 5,000	Serial 2011 to 2022	2019	"	5,375
8,090	06/26/12	Refunding	1,000 - 3,000	Serial 2013 to 2023	-	"	3,195
6,385	03/20/13	Stormwater Bonds	2,000 - 4,000	Serial 2014 to 2029	2023	"	4,965
1,515	03/20/13	Stormwater Bonds	3,125	Term 2032	2023	"	1,515
5,720	04/15/15	Stormwater Refunding Bonds	1,000 - 5,000	Serial 2016 to 2025	-	"	4,145
6,300	06/28/16	Stormwater Bonds	2,000 - 3,000	Serial 2017 to 2036	2026	"	6,025
4,345	09/20/17	Stormwater Refunding Bonds	2,000 - 5,000	Serial 2018 to 2027	-	"	4,105
Total General Bonds							\$ 35,275
Tax Allocation Bonds:							
2,205	04/05/07	Tax Allocation Bonds	5,000 - 5,550	Serial 2009 to 2018	2012	Semiannually	275
601	06/01/07	Tax Allocation Bonds	5,240	Serial 2008 to 2018	Anytime	"	407
42	07/15/08	Tax Allocation Bonds	4,660	Serial 2009 to 2021	Anytime	"	13
71	07/15/08	Tax Allocation Bonds	4,660	Serial 2009 to 2017	Anytime	"	25
547	08/01/08	Tax Allocation Bonds	4,610	Serial 2009 to 2022	Anytime	"	196
200	08/01/08	Tax Allocation Bonds	4,610	Serial 2009 to 2022	Anytime	"	66
3,375	07/28/09	Tax Allocation Bonds	2,500 - 6,400	Serial 2011 to 2023	Anytime	"	1,820
263	04/01/11	Tax Allocation Bonds	3,990	Serial 2011 to 2022	Anytime	"	112
103	04/15/13	Tax Allocation Bonds	2,370	Serial 2013 to 2025	Anytime	"	62
140	07/01/16	Tax Allocation Bonds	2,200	Serial 2016 to 2028	Anytime	"	120
600	12/01/16	Tax Allocation Bonds	2,300	Serial 2018 to 2021	Anytime	"	539
110	05/01/17	Tax Allocation Bonds	2,740	Serial 2018 to 2024	Anytime	"	103
Total Tax Allocation Bonds							\$ 3,738
Tax Supported Bonds:							
28,095	06/06/12	Highway Allocation Fund Refunding	1,000 - 5,000	Serial 2012 to 2023	na	Semiannually	16,265
14,735	12/15/16	Highway Allocation Fund Refunding	2,000 - 5,000	Serial 2018 to 2027	na	"	13,445
16,515	07/23/13	Limited Tax Arena Bonds	2,000 - 4,500	Serial 2016 to 2031	2023	"	13,810
2,635	07/23/13	Limited Tax Arena Bonds	2,000 - 4,500	Term 2035	2023	"	2,635
5,850	07/23/13	Limited Tax Arena Bonds	2,000 - 4,500	Term 2037	2023	"	5,850
Total Tax Supported Bonds							\$ 52,005
Special Assessment Bonds:							
825	08/18/11	Special Assessment	0,400 - 3,700	Serial 2012 to 2026	2016	Semiannually	475
375	08/18/11	Special Assessment	4,200	Term 2031	2016	"	375
3,000	11/23/11	Special Assessment	2,000 - 3,500	Serial 2012 to 2031	2021	"	2,105
Total Special Assessment Bonds							\$ 2,955
West Haymarket Joint Public Agency							
31,515	09/08/10	Facility Bonds Taxable Build America Bonds	3,500 - 4,45	Serial 2020 to 2030	Anytime	Semiannually	31,515
68,485	09/08/10	Facility Bonds Taxable Build America Bonds	4,750 / 5,000	Term 2035 & 2045	Anytime	"	68,485
15,785	12/01/10	Facility Bonds Taxable Build America Bonds	4,000 - 5,000	Serial 2020 - 2025	Anytime	"	15,785
52,180	12/01/10	Facility Bonds Taxable Build America Bonds	5,400 / 5,800 / 6,000	Term 2030 2035 2039	Anytime	"	52,180
32,035	12/01/10	Recovery Zone Economic Development	6,750	Term 2045	Anytime	"	32,035
44,290	08/24/11	Facility Bonds	3,500 - 5,000	Serial 2021 to 2032	2021	"	44,290
55,710	08/24/11	Facility Bonds	4,250 - 5,000	Term 2036 & 2042	2021	"	55,710
20,850	12/04/13	Facility Bonds	2,000 - 5,000	Serial 2014 to 2038	2023	"	18,655
7,325	12/04/13	Facility Bonds	4,500	Term 2043	2023	"	7,325
Total West Haymarket Joint Public Agency							\$ 325,980
TOTAL GENERAL OBLIGATION BONDS							\$ 419,953
Revenue Bonds:							
38,290	05/24/12	Wastewater Revenue Refunding	1,000 - 5,000	Serial 2013 to 2028	2023	Semiannually	\$ 25,570
12,220	04/09/15	Wastewater Revenue Refunding	1,000 - 4,000	Serial 2016 to 2030	2025	"	10,110
13,235	09/13/17	Wastewater Revenue Refunding	2,000 - 5,000	Serial 2018 to 2032	2027	"	12,755
Total Wastewater Bonds							\$ 48,435
10,515	08/04/09	Water Revenue	2,000 - 4,125	Serial 2013 to 2029	2019	Semiannually	7,530
4,905	08/04/09	Water Revenue	4,5000	Term 2034	2019	"	4,905
10,895	06/21/12	Water Revenue Refunding	1,000 - 4,000	Serial 2013 to 2022	N/A	"	4,575
28,595	05/30/13	Water Revenue Refunding	1,000 - 5,000	Serial 2013 to 2025	2023	"	17,240
Total Water Bonds							\$ 34,250
7,745	01/27/11	Parking Revenue and Refunding	2,000 - 5,000	Serial 2015 to 2024	2021	Semiannually	5,480
10,775	01/27/11	Parking Revenue and Refunding	5,000 / 5,125 / 5,500	Term 2026 & 2031	2021	"	10,775
9,315	11/29/12	Parking Revenue and Refunding	400 - 4,000	Serial 2013 to 2027	2022	"	4,970
2,765	11/29/12	Parking Revenue and Refunding	3,00	Term 2032	2022	"	2,765
Total Parking Bonds							\$ 23,990
8,340	02/26/13	Solid Waste Management Revenue and Refundir	250 - 4,000	Serial 2013 to 2029	2023	Semiannually	5,060
5,520	07/08/15	Solid Waste Management Revenue	2,000 - 5,000	Serial 2016 to 2035	2025	"	\$ 4,845
Total Solid Waste Management Bonds							\$ 9,905
93,045	10/01/03	Electric Revenue and Refunding Bonds	3,000 - 5,000	Serial 2004 to 2026	2013	Semiannually	1,150
247,150	08/15/12	Electric Revenue and Refunding Bonds	1,000 - 5,000	Serial 2013 to 2032	2022	"	186,855
30,165	08/15/12	Electric Revenue and Refunding Bonds	3,625 - 5,000	Term 2037	2022	"	30,165
75,525	06/20/13	Electric Revenue and Refunding Bonds	2,700 - 5,000	Serial 2021 to 2025	2023	"	75,525
127,630	03/11/15	Electric Revenue and Refunding Bonds	3,000 - 5,000	Serial 2019 to 2036	2025	"	127,090
40,170	03/11/15	Electric Revenue and Refunding Bonds	4,00	Term 2040	2025	"	40,710
116,645	09/01/16	Electric Revenue Refunding Bonds	3,000 - 5,000	Serial 2017 to 2034	2027	"	99,575
Total Electric Bonds							\$ 561,070
TOTAL REVENUE BONDS							\$ 677,650

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		Capital Leases	
	Principal	Interest	Principal	Interest
2019	\$ 10,832	19,529	5,497	1,023
2020	10,852	19,190	5,259	898
2021	14,548	18,758	4,524	772
2022	18,005	18,152	4,562	639
2023	18,673	17,408	3,943	508
2024-2028	75,587	76,497	12,507	920
2029-2033	71,391	60,824	1,198	53
2034-2038	78,380	43,392	-	-
2039-2043	86,260	22,351	-	-
2044-2048	35,425	3,068	-	-
	<u>\$ 419,953</u>	<u>299,169</u>	<u>37,490</u>	<u>4,813</u>

Fiscal Year Ended August 31	Business-Type Activities					
	Revenue Bonds		Loans Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2019	\$ 29,360	28,690	2,005	680	330	23
2020	32,930	27,404	2,043	642	337	18
2021	38,910	25,928	2,083	602	340	11
2022	40,345	24,144	2,123	561	234	5
2023	41,135	22,355	2,164	519	24	2
2024-2028	184,190	86,079	10,471	1,947	25	1
2029-2033	157,195	52,130	10,668	786	-	-
2034-2038	112,875	20,671	1,415	21	-	-
2039-2043	40,710	3,299	-	-	-	-
	<u>\$ 677,650</u>	<u>290,700</u>	<u>32,972</u>	<u>5,758</u>	<u>1,290</u>	<u>60</u>

Fiscal Year Ended August 31	Major Enterprise Funds					
	Wastewater System		Water System		Electric System	
	Principal	Interest	Principal	Interest	Principal	Interest
2019	\$ 4,879	2,145	4,637	1,607	19,480	24,247
2020	4,989	2,032	4,792	1,438	22,750	23,273
2021	5,123	1,887	4,981	1,240	28,615	22,166
2022	5,275	1,728	4,817	1,076	30,045	20,735
2023	5,446	1,550	3,972	921	31,455	19,328
2024-2028	29,532	4,705	12,469	2,847	139,975	76,632
2029-2033	12,486	800	8,902	1,259	137,025	49,837
2034-2038	510	6	1,984	64	111,015	20,583
2039-2043	-	-	-	-	40,710	3,299
	<u>\$ 68,240</u>	<u>14,853</u>	<u>46,554</u>	<u>10,452</u>	<u>561,070</u>	<u>260,100</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 position of \$3,779,454, \$4,268,572, \$931,078, and \$2,249,927 is currently available in the debt service funds to service the Tax Allocation Bonds, General Obligation Bonds, Tax Supported Bonds, and Special Assessment 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	\$ 1,780,066	\$ 199,546
Buildings	28,980,700	1,647,945
Improvements	5,070,465	-
Infrastructure	31,312,535	-
Machinery and Equipment	10,960,176	2,955,644
Construction In Progress		-
Less Accumulated Depreciation, (where applicable)	(19,622,772)	(2,696,482)
Total	\$ 58,481,170	\$ 2,106,653

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 coverage.

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, 2018, is summarized below (unaudited):

<u>Governmental Units</u>	Debt Outstanding	Estimated Percentage Applicable	Direct And Overlapping Debt To The City
Direct:			
City	\$ 469,660,000	100.0 %	\$ 469,660,000
Overlapping:			
School District #1	382,467,134	99.5	380,555,000
Public Building Commission	33,060,000	85.4	28,233,000
Lancaster County Correctional Facility	36,275,000	85.4	30,979,000
Lancaster County Fairgrounds	8,340,000	85.4	7,122,000
	460,142,134		446,889,000
Total	\$ 929,802,134		\$ 916,549,000

The City has no direct liability for the School District, Public Building Commission, Lancaster County Fairgrounds or Lancaster County Correctional Facility debt summarized above. This results in a per capita direct City debt of \$1,649.46; a per capita direct and overlapping debt of \$3,218.94; a ratio of direct City debt to 2018 actual valuation of 2.29 percent; and a ratio of direct and overlapping debt to 2018 actual valuation of 4.47 percent.

In addition to the governmental units listed above, the Airport Authority of the City of Lincoln, Nebraska (the "Airport Authority"), a body politic and corporate separate and distinct from the City of Lincoln, provides services within the City's boundaries and has overlapping general obligation indebtedness. As of June 30, 2018, the Airport Authority had outstanding \$52,500,000 in aggregate principal amount of its general obligation airport bonds. The bonds are secured by a pledge of all revenues and income derived by the Airport Authority directly or indirectly from the ownership, use and operations of the Airport. The Airport Authority is authorized to levy a property tax, at a rate not to exceed three and five-tenths cents (\$.035) on each \$100 of taxable valuation, on all the taxable property in the City. The Airport Authority has not levied a property tax since 1985 for any purpose, including airport operating expenses or debt service on its bonds.

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	Total Debt Service	Total General Governmental Expenditures	Ratio Of Debt Service To Total General Expenditures
2018	\$ 10,687,368	\$ 3,611,998	\$ 14,299,366	\$ 294,450,729	4.86%
2017	10,705,534	4,074,708	14,780,242	281,989,338	5.24%
2016	11,709,540	4,472,154	16,181,694	270,254,505	5.99%
2015	10,134,997	4,812,005	14,947,002	262,329,352	5.70%
2014	9,662,748	5,240,713	14,903,461	256,863,631	5.80%
2013	8,427,726	4,266,429	12,694,155	233,802,749	5.43%
2012	7,485,645	5,123,060	12,608,705	229,205,337	5.50%
2011	6,857,978	5,147,840	12,005,818	225,622,756	5.32%
2010	7,457,532	5,676,933	13,134,465	207,939,796	6.32%
2009	8,036,544	5,814,071	13,850,615	195,544,608	7.08%

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

² 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 YEAR

Fiscal Year	General Obligation Bonded Debt	Sinking Funds	Net General Obligation Bonded Debt	Population	Net G.O. Bonded Debt Per Capita	Assessed Valuation Real And Personal	Ratio of Net Debt To Assessed Valuation Real & Personal	Assessed Valuation Of Taxable Real Property	Ratio of Net Debt To Estimated Valuation Of Taxable Real Property
2018	\$ 93,973,000	\$ 9,261,000	\$ 84,712,000	284,736	\$ 297.51	\$ 20,516,934,853	0.41%	\$ 19,579,616,741	0.43%
2017	105,391,000	8,221,000	97,170,000	280,364	346.59	18,870,825,564	0.51%	18,017,244,843	0.54%
2016	116,036,000	8,328,000	107,708,000	277,348	388.35	18,457,318,752	0.58%	17,618,385,582	0.61%
2015	120,451,000	9,143,000	111,308,000	272,996	407.73	17,380,126,373	0.64%	16,602,382,002	0.67%
2014	130,391,000	9,427,000	120,964,000	268,738	450.12	17,110,968,759	0.71%	16,366,307,281	0.74%
2013	139,274,000	15,640,000	123,634,000	265,404	465.83	16,676,196,896	0.74%	15,969,385,392	0.77%
2012	113,958,000	15,142,000	98,816,000	262,341	376.67	15,900,828,813	0.62%	15,221,954,470	0.65%
2011	119,663,000	13,305,000	106,358,000	258,379	411.64	15,881,260,420	0.67%	15,125,408,200	0.70%
2010	118,383,000	13,480,000	104,903,000	254,001	413.00	15,746,453,582	0.67%	14,984,937,627	0.70%
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%

¹ Source: Lincoln/Lancaster Planning Department.

² Assessed valuation is 100% of actual

**REVENUE BOND COVERAGE
LAST TEN FISCAL YEARS**

		Gross	Direct	Net	Debt Service Requirements			
		Revenue	Operating	Available	Principal	Interest	Total	Coverage
		Expenses	Revenue					
<u>Wastewater System</u>								
2018	\$	32,381,312	14,863,221	17,518,091	4,599,602	2,361,501	6,961,103	2.52
2017		30,516,105	14,726,200	15,789,905	4,761,635	2,619,980	7,381,615	2.14
2016		29,026,442	14,019,061	15,007,381	4,562,314	2,847,529	7,409,843	2.03
2015		28,026,866	13,541,561	14,485,305	3,747,284	3,114,518	6,861,802	2.11
2014		27,049,162	13,337,986	13,711,176	4,053,916	3,077,999	7,131,915	1.92
2013		24,988,275	12,522,159	12,466,116	3,487,906	3,089,698	6,577,604	1.90
2012		24,763,975	12,378,673	12,385,302	3,137,858	3,655,156	6,793,014	1.82
2011		23,546,370	12,543,964	11,002,406	2,865,000	3,647,609	6,512,609	1.69
2010		22,472,095	11,664,593	10,807,502	2,695,000	3,731,444	6,426,444	1.68
2009		22,643,270	11,771,291	10,871,979	2,620,000	3,820,044	6,440,044	1.69
<u>Water System</u>								
2018	\$	41,473,196	17,768,444	23,704,752	4,517,445	1,877,042	6,394,487	3.71
2017		38,494,901	17,893,434	20,601,467	4,408,451	2,021,708	6,430,159	3.20
2016		37,985,431	16,969,116	21,016,315	4,344,979	2,123,747	6,468,726	3.25
2015		34,481,875	16,955,058	17,526,817	4,290,300	2,116,262	6,406,562	2.74
2014		34,933,647	16,308,059	18,625,588	3,923,000	2,044,417	5,967,417	3.12
2013		34,241,815	16,113,390	18,128,425	1,850,000	2,345,562	4,195,562	4.32
2012		35,984,891	15,636,494	20,348,397	5,380,000	2,955,202	8,335,202	2.44
2011		30,629,506	15,455,027	15,174,479	6,310,000	3,191,857	9,501,857	1.60
2010		26,515,467	14,091,292	12,424,175	6,050,000	3,458,097	9,508,097	1.31
2009		27,838,187	14,995,077	12,843,110	5,795,000	3,128,414	8,923,414	1.44
<u>Parking Facilities</u> ¹								
2018	\$	12,691,925	5,152,321	7,539,604	1,345,000	1,066,890	2,411,890	3.13
2017		12,674,910	4,905,848	7,769,062	1,320,000	1,095,315	2,415,315	3.22
2016		10,697,157	4,575,662	6,121,495	1,290,000	1,130,215	2,420,215	2.53
2015		10,419,352	4,577,437	5,841,915	1,260,000	1,148,265	2,408,265	2.43
2014		9,816,550	4,211,473	5,605,077	1,310,000	1,172,465	2,482,465	2.26
2013		8,444,055	3,919,678	4,524,377	1,270,000	1,091,614	2,361,614	1.92
2012		7,382,101	3,823,131	3,558,970	860,000	1,078,688	1,938,688	1.84
2011		7,698,018	3,606,008	4,092,010	580,000	689,717	1,269,717	3.22
2010		6,869,392	3,340,601	3,528,791	1,435,000	558,519	1,993,519	1.77
2009		7,014,250	2,874,768	4,139,482	1,360,000	624,394	1,984,394	2.09
<u>Solid Waste Management</u>								
2018	\$	12,863,464	9,083,674	3,779,790	810,000	366,796	1,176,796	3.21
2017		12,697,221	9,460,290	3,236,931	795,000	382,096	1,177,096	2.75
2016		12,371,412	7,896,480	4,474,932	775,000	396,521	1,171,521	3.82
2015		10,074,541	7,519,523	2,555,018	550,000	196,202	746,202	3.42
2014		9,132,756	7,319,215	1,813,541	550,000	198,128	748,128	2.42
2013		7,933,037	7,087,935	845,102	475,000	133,463	608,463	1.39
2012		7,745,565	6,376,120	1,369,445	220,000	124,025	344,025	3.98
2011		7,615,130	6,253,133	1,361,997	210,000	132,425	342,425	3.98
2010		7,377,385	5,768,077	1,609,308	200,000	140,425	340,425	4.73
2009		7,664,336	5,491,789	2,172,547	195,000	148,225	343,225	6.33

¹ Information in this table does not agree with information in the transmittal letter of the City's Comprehensive Annual Financial Report 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

	F.Y. 2018	F.Y. 2017	F.Y. 2016	F.Y. 2015	F.Y. 2014	F.Y. 2013	F.Y. 2012	F.Y. 2011	F.Y. 2010	F.Y. 2009
Cash & Investment Balance - September 1 of Year Indicated	\$ 40,447,532	38,315,059	36,190,807	32,471,866	25,932,021	22,789,222	16,942,409	14,597,487	16,286,626	15,738,481
Receipts:										
Property Tax	46,009,808	42,669,103	40,564,330	37,333,435	37,428,736	34,599,257	33,574,992	31,449,267	31,486,553	33,783,984
City Sales & Use Tax	76,812,830	75,259,945	71,621,717	68,861,600	66,393,392	63,134,808	61,472,342	57,959,545	54,925,013	54,255,376
Other Income	<u>38,470,133</u>	<u>37,291,708</u>	<u>37,383,280</u>	<u>38,281,650</u>	<u>36,929,588</u>	<u>36,298,994</u>	<u>36,542,477</u>	<u>33,232,580</u>	<u>27,906,103</u>	<u>27,389,492</u>
Total Receipts	161,292,771	155,220,756	149,569,327	144,476,685	140,751,716	134,033,059	131,589,811	122,641,392	114,317,669	115,428,852
Less Disbursements	<u>157,404,058</u>	<u>153,088,283</u>	<u>147,445,075</u>	<u>140,757,744</u>	<u>134,211,871</u>	<u>130,890,260</u>	<u>125,742,998</u>	<u>120,296,470</u>	<u>116,006,808</u>	<u>114,880,707</u>
Cash & Investment Balance - August 31 of Year Indicated	<u>\$ 44,336,245</u>	<u>40,447,532</u>	<u>38,315,059</u>	<u>36,190,807</u>	<u>32,471,866</u>	<u>25,932,021</u>	<u>22,789,222</u>	<u>16,942,409</u>	<u>14,597,487</u>	<u>16,286,626</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. 2018</u>	<u>F.Y. 2017</u>	<u>F.Y. 2016</u>	<u>F.Y. 2015</u>	<u>F.Y. 2014</u>	<u>F.Y. 2013</u>	<u>F.Y. 2012</u>	<u>F.Y. 2011</u>	<u>F.Y. 2010</u>	<u>F.Y. 2009</u>
Cash Balance - September 1 of Year Indicated	\$ 3,663,200	3,361,571	3,572,272	3,561,702	3,883,237	3,929,968	2,234,981	2,941,245	3,533,968	4,201,889
Receipts:										
Property Tax	6,370,523	6,298,844	5,829,094	6,214,882	5,558,081	5,594,005	5,773,392	5,337,610	5,517,878	5,689,007
Interest Income	22,655	12,163	9,711	8,214	10,126	8,507	13,723	28,331	60,063	131,475
Bond Proceeds	5,016,382			6,092,475			8,369,497	20,236,484		
Other Income	<u>6,135</u>	<u>3,769</u>	<u>98,043</u>	<u>119,376</u>	<u>98,027</u>	<u>104,162</u>	<u>110,962</u>	<u>116,758</u>	<u>124,279</u>	<u>173,446</u>
Total Receipts	<u>11,415,695</u>	<u>6,314,776</u>	<u>5,936,848</u>	<u>12,434,947</u>	<u>5,666,234</u>	<u>5,706,674</u>	<u>14,267,574</u>	<u>25,719,183</u>	<u>5,702,220</u>	<u>5,993,928</u>
Disbursements:										
Bonds Paid	4,775,000	4,590,000	4,730,000	4,355,000	4,240,000	4,225,000	2,390,000	2,720,000	4,110,000	4,320,000
Bonds Defeased										
Interest Paid	1,170,162	1,420,473	1,414,275	1,500,213	1,745,495	1,521,904	1,822,197	1,753,957	2,178,545	2,335,411
Transfer to Trustee	4,956,976			5,990,206			8,242,367	21,746,822		
Other Disbursements	<u>283,871</u>	<u>2,674</u>	<u>3,274</u>	<u>578,958</u>	<u>2,274</u>	<u>6,501</u>	<u>118,023</u>	<u>204,668</u>	<u>6,398</u>	<u>6,438</u>
Total Disbursements	<u>11,186,009</u>	<u>6,013,147</u>	<u>6,147,549</u>	<u>12,424,377</u>	<u>5,987,769</u>	<u>5,753,405</u>	<u>12,572,587</u>	<u>26,425,447</u>	<u>6,294,943</u>	<u>6,661,849</u>
Cash Balance - August 31 of Year Indicated	\$ <u>3,892,886</u>	<u>3,663,200</u>	<u>3,361,571</u>	<u>3,572,272</u>	<u>3,561,702</u>	<u>3,883,237</u>	<u>3,929,968</u>	<u>2,234,981</u>	<u>2,941,245</u>	<u>3,533,968</u>

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

	F.Y. 2018	F.Y. 2017	F.Y. 2016	F.Y. 2015	F.Y. 2014	F.Y. 2013	F.Y. 2012	F.Y. 2011	F.Y. 2010	F.Y. 2009
Cash & Investment Balance - September 1 of Year Indicated \$	2,768,599	2,195,823	2,133,866	2,619,720	2,509,487	2,348,773	759,180	4,302,257	4,161,711	11,148,146
Receipts:										
Special Assessment Collections	1,429,730	1,497,442	1,420,191	1,394,764	1,521,959	941,365	1,049,570	996,209	984,301	954,672
Interest on Special Assessments	165,098	180,258	161,882	193,995	53,761	78,642	98,844	106,379	148,383	112,749
City's Share of Costs	1,039,944	1,422,840	1,509,919	901,883	783,436	1,205,443	621,898	233,615	292,420	34,802
Developers' Share of Costs										
Bond Proceeds							3,036,003	1,200,000		
Interest on Investments	34,326	21,763	18,537	19,392	40,673	41,212	47,349	60,248	135,149	335,273
Miscellaneous		301,716	188,457	82,000	733			38,456		
Total Receipts	2,669,098	3,424,019	3,298,986	2,592,034	2,400,562	2,266,662	4,853,664	2,634,907	1,560,253	1,437,496
Disbursements:										
Construction Costs	1,500,618	1,294,057	1,829,379	1,880,449	1,213,770	901,811	2,359,096	2,081,765	1,113,691	861,203
Bonds Paid	180,000	180,000	175,000	175,000	175,000	170,000	190,000			
Equity Transfer										7,554,009
Interest Paid on Bonds & Notes	99,448	102,923	106,123	109,122	112,023	114,722	94,911	3,758,342		
Other Refunds & Expenses	1,076,609	1,274,263	1,126,527	913,317	789,536	919,415	620,064	337,877	306,016	8,719
Total Disbursements	2,856,675	2,851,243	3,237,029	3,077,888	2,290,329	2,105,948	3,264,071	6,177,984	1,419,707	8,423,931
Cash & Investment Balance - August 31 of Year Indicated \$	<u>2,581,022</u>	<u>2,768,599</u>	<u>2,195,823</u>	<u>2,133,866</u>	<u>2,619,720</u>	<u>2,509,487</u>	<u>2,348,773</u>	<u>759,180</u>	<u>4,302,257</u>	<u>4,161,711</u>

APPENDIX B

**THE CITY OF LINCOLN, NEBRASKA
ACCOUNTANT'S REPORT AND AUDITED FINANCIAL STATEMENTS**



COMPREHENSIVE ANNUAL FINANCIAL REPORT

**FISCAL YEAR ENDED
AUGUST 31, 2018**

**CITY OF
LINCOLN[™]
NEBRASKA**

**COMPREHENSIVE
ANNUAL FINANCIAL REPORT**

**OF THE
CITY OF LINCOLN, NEBRASKA**

FOR THE FISCAL YEAR ENDED AUGUST 31, 2018

Prepared by:

The Accounting Division of the Finance Department

INTRODUCTORY SECTION

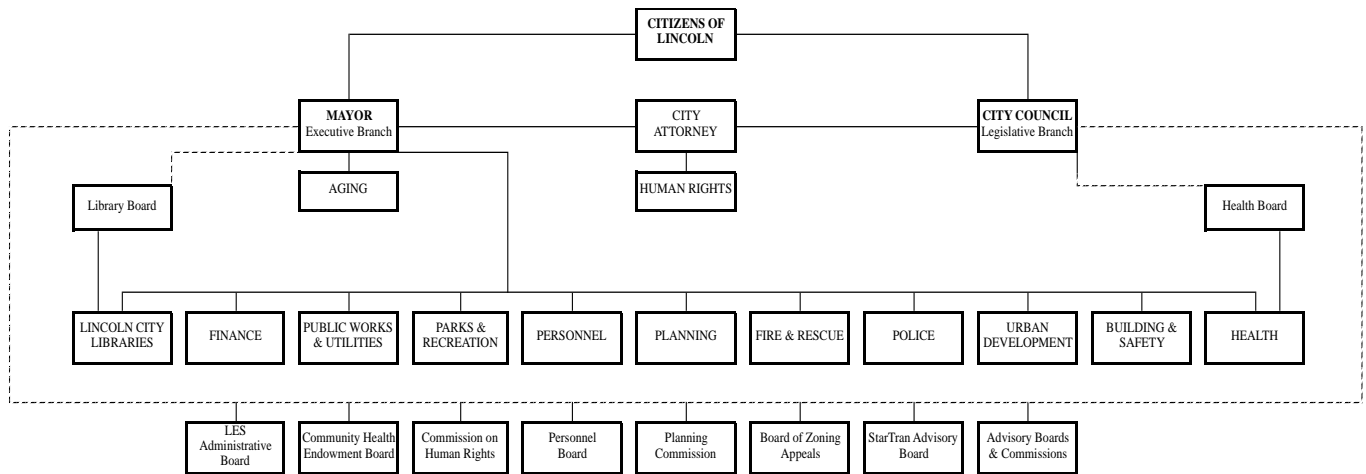
OFFICIALS OF THE CITY OF LINCOLN

Chris Beutler	Mayor
Bernie Shobe	Chair, City Council
Cyndi Lamm	Vice Chair, City Council
Leirion Gaylor Baird	Council Member
Jon Camp	Council Member
Roy Christensen	Council Member
Carl Eskridge	Council Member
Jane Raybould	Council Member
* * * * * *	

Brandon Kauffman	Finance Director
David Cary	Planning Director
Lynn Johnson	Parks and Recreation Director
Kevin Wailes	Lincoln Electric System Administrator
David Landis	Urban Development Director
Pat Leach	Library Director
Miki Esposito	Public Works/Utilities Director
Chad Blahak	Building and Safety Director
Shavonna Lausterer	Health Director
Douglas McDaniel	Personnel Director
Jeffery Kirkpatrick	City Attorney
Tom Casady	Public Safety Director
Jeff Bliemeister	Chief of Police
Michael Despain	Fire Chief

* * * * * *

CITY OF LINCOLN ORGANIZATION CHART



**CITY OF LINCOLN, NEBRASKA
COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR THE YEAR ENDED AUGUST 31, 2018
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MAYOR CHRIS BEUTLER

555 South 10th Street - Suite 301 Lincoln, NE 68508
402.441.7511 fax: 402.441.7120 lincoln.ne.gov

February 15, 2019

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, 2018.

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 unmodified audit opinion that follows. I am proud to report that the 2017 report submitted to the Government Finance Officers Association was recognized with the prestigious Certificate of Achievement for Excellence in Financial Reporting for the 35th 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,

A handwritten signature in blue ink, appearing to read "Chris Beutler", with a long, sweeping underline that extends to the right.

Chris Beutler
Mayor of Lincoln

February 15, 2019

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, 2018, 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 Title 2 U.S. Code of Federal Regulations Part 200, requires local governments that expend \$750,000 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, 2018, disclosed no material internal control weaknesses. The independent auditor's 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 auditors concluded, based upon the audit, that there was a reasonable basis for rendering unmodified opinions that the City's financial statements for the fiscal year ended August 31, 2018, 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 auditors.

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 98 square miles, serves a population of approximately 285,000, 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; entertainment center; 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, Pinnacle Bank Arena, Broadband Enterprise, 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 System, Community Health Permanent Endowment Fund, and West Haymarket Joint Public Agency.

The biennial 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 biennium, 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 tax supported funds in addition to those authorized in the biennial 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, Lancaster County's rate of growth between 2010 and 2017 has been 9.9% or approximately 1.35% per year. The 2017 population of Lancaster County has been estimated to be in excess of 314,000 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, 2018, was 2.6%, well below the national average of 3.9%, with employment strongest in the categories of government, educational & health services, and retail trade. Lincoln's current number of construction permits is up 10.5% when compared to levels 5 years ago.

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 \$1,485,105 or 2% from the previous fiscal year, of which \$13,020,583 comes from a voter approved .25% tax increase, effective October 1, 2015, to fund replacement of the City's emergency 911 radio system and the construction and/or relocation of four fire stations.

Long-Term Planning and Major Initiatives

Urban Development

The City anticipates approximately \$60 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, the Antelope Valley project area, older commercial areas, and in low-to-moderate income neighborhoods throughout the City.

Public financing will be provided by a variety of sources, including Tax Increment Financing (TIF), Parking Revenues, CDBG and HOME federal 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 future projects include:

- The parking and occupancy studies performed by the Parking Services Division resulted in the selection of Block 65 as the best location for the proposed parking garage. Site acquisition required the purchase of an existing parking facility, the land beneath that structure, and two adjacent surface parking lots. Completion of the purchase of the site is scheduled for February 2019. Parking Services intends to operate the existing parking garage and surface lots until the first quarter of 2021. At that time the structure will be closed and demolition of the parking garage and subsequent site preparation will

commence. The construction of the new parking facility is expected to take 24 months. Anticipated occupancy of the new structure is June 1, 2023.

- Downtown Redevelopment Projects:
 - 1) West Haymarket, Block 4 project.
 - 2) West Haymarket, Block 5 project.
 - 3) Pershing Redevelopment project.
 - 4) South Haymarket streetscape.
 - 5) 11th and P redevelopment project.
 - 6) 9th and P redevelopment project.
 - 7) Lied Place redevelopment project
- Antelope Valley Redevelopment Projects:
 - 1) Telegraph District redevelopment.
 - 2) Viet Hao Grocery redevelopment.
 - 3) Antelope Square housing.
 - 4) Hoppe Block redevelopment.
- University Place redevelopment:
 - 1) Former Green's Plumbing site.
- West O Street redevelopment (Lincoln Sports Complex project).
- N 27th Street Redevelopment Project, 28th & Vine Container Housing.
- Havelock Redevelopment Project, 6117 Havelock Avenue Façade.
- NW Corridor redevelopment (West Cornhusker Highway).
- Innovation Campus redevelopment.
- 56th and Arbor Road redevelopment.
- North Cotner redevelopment.
- VA Victory Park redevelopment.

Ongoing and anticipated Livable Neighborhood projects include:

- 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 other non-profit and for-profit housing organizations for affordable housing projects in low-to-moderate income neighborhoods.
 - 3) Continue RESCUE program for neglected/problem properties.
 - 4) Coordinate with other City Departments to implement neighborhood improvement projects in focused geographic areas. Projects may include, but are not limited to, infrastructure, parks, trails and housing improvements.

Ongoing and anticipated Administration projects include:

- Real estate major acquisition, negotiation and relocation projects:
 - 1) For effective transportation:
 - ✓ NW 48th and Vine.
 - ✓ Pine Lake Road, 61st to Hwy 2.
 - ✓ Rokeby Road, 40th to 56th and 70th to 84th Streets.
 - ✓ 14th and Cornhusker Hwy safety project.
 - ✓ 33rd and Cornhusker Hwy RTSD project.
 - ✓ 14th/Old Cheney/Warlick intersection.
 - ✓ South 84th, Hwy 2 to Rokeby Road.
 - ✓ East Beltway preliminary acquisitions.
 - ✓ South 40th Street Improvements.

- ✓ South Beltway preliminary acquisitions.
 - ✓ 66th & Fremont safety project.
 - ✓ West A Street, Folsom to SW 40th Street, 2 Phases: East/West.
 - ✓ New LFR & LPD station acquisitions/surplus.
 - ✓ StarTran site acquisition and bus shelter projects.
 - ✓ Arterial/residential rehabs, executive order, traffic signals & bridge replacement.
 - ✓ 56th & Yankee Hill Road Improvements.
- 2) For environmental quality:
- ✓ Park sites citywide, Stone Bridge bike trail and Prairie Corridor, Jensen Park, Salt Creek wetland acquisitions.
 - ✓ Stevens Creek Phase V, Cardwell branch, Beal Slough Trunk Sewer and miscellaneous sanitary sewer upgrade projects.
 - ✓ 98th Street water main, Holdrege to Alvo.
 - ✓ 56th & Morton, Dead Man's Run 46th & High/Hillside, 84th & Glynoak and conservation easements, wetlands acquisitions and storm water improvements.
- 3) Relocation activities:
- ✓ 14th/Old Cheney/Warlick intersection project.
 - ✓ Downtown library site project.
 - ✓ Downtown parking garage sites project.
 - ✓ West A widening project.

West Haymarket Project

The West Haymarket Redevelopment Project is a multi-faceted endeavor to revitalize 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 involved the relocation and elimination of existing railroad tracks and completion of other site preparation activities, the construction of a 15,223 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 improvements, landscaping, trails and walkways, pedestrian bridges, and environmental enhancements. The public portion of the project cost to date is approximately \$365 million. The arena opened and became fully operational in September 2013.

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 was 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.

Wastewater System

The Lincoln Wastewater System is projecting a capital improvements program in the amount of approximately \$97,536,000 over the 5-year period of fiscal year 2018-19 through fiscal year 2022-23. Funding for these projects will come from impact fees, revenue bonds, and 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 \$111,813,500 over the 5-year period of fiscal year 2018-19 through 2022-23. These projects will be financed through impact fees, revenue bonds, and utility revenues. 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 2019-2023 Streets and Highways capital improvements program and Transportation improvement program identify average annual expenditures of \$43 million for the next five years. Funding for these projects includes \$137 million in City revenues, \$30 million in federal aid, and \$50 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 are set and adopted by the City Council.

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 the civilian unions, as well as non-union employees, have agreed to change these plans to a \$1.29 to \$1 match for new employees hired after a union specific effective date. Newly hired Department Directors and Mayoral Aides will receive a \$1 to \$1 match. 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.

Property Tax Collections

As of August 31, 2018, current tax collections by the County Treasurer were 98.45% of the tax levy, an increase of .46% from last year. Allocations of property tax levy by purpose are as follows:

<u>City Tax Levy by Purpose</u>	<u>2017-2018</u>	<u>2016-2017</u>	<u>2015-2016</u>
General Fund	.1930	.1990	.1957
Library	.0413	.0444	.0421
Social Security	.0146	.0158	.0144
Police and Fire Pension	.0367	.0402	.0352
Unemployment Compensation	.0003	.0003	.0003
General Obligation Debt	.0306	.0340	.0319
Total	<u>.3165</u>	<u>.3337</u>	<u>.3196</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	1,057	November, 1978
Cornhusker Square	390	December, 1983
University Square	432	April, 1990
Que Place	810	October, 1994
Carriage Park	701	February, 1995
Market Place	385	August, 2000
Haymarket	408	August, 2002
Larson Building	647	July, 2012
Lumberworks	530	January, 2014

The City's parking garages have been built to promote downtown redevelopment efforts by working with the private sector 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 undesignated street construction funds, are pledged for debt service of the 2011 Parking Revenue and Refunding Bonds and 2012 Parking Revenue and Refunding Bonds. Comparative data for the past two fiscal years are presented in the following table:

	<u>2017-2018</u>	<u>2016-2017</u>
Operating Revenues	\$12,511,615	12,583,732
Net Earnings Before Depreciation	7,539,604	7,769,062
Debt Service	2,483,115	2,483,115
Debt Service Coverage Ratio	3.04	3.13

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, 2018, the City estimates that it will incur costs approximating \$30 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>2017-2018</u>	<u>2016-2017</u>
Operating Revenues	\$31,409,050	29,599,243
Operating Income	7,730,640	6,287,353
Revenue Available For Debt Service	17,518,091	15,789,905
Debt Service	6,961,103	7,381,615
Debt Service Coverage Ratio	2.52	2.14

The City's Water 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>Water System</u>	<u>2017-2018</u>	<u>2016-2017</u>
Operating Revenues	\$38,981,816	36,222,398
Operating Income	12,366,484	9,663,620
Revenue Available For Debt Service	23,704,752	20,601,467
Debt Service	6,394,487	6,430,159
Debt Service Coverage Ratio	3.71	3.20

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, 2017, is included in the City's August 31, 2018, 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, 2017. This was the thirty-fifth 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,



Brandon Kauffman
Finance Director





Government Finance Officers Association

**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, 2017

Christopher P. Morrell

Executive Director/CEO



FINANCIAL SECTION



Independent Auditor's Report

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, 2018, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of Lincoln Wastewater System and Lincoln Water System, which represent 36%, 59% and 18%, respectively, of the total assets, net position and revenues of the business-type activities. Those financial statements were audited by other auditors, whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for Lincoln Wastewater System and Lincoln Water System, is based solely on the report of the other auditors. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinions

In our opinion, based on our audit and the reports of the other auditors, 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, 2018, and the respective changes in financial position and cash flows, where applicable, and the respective budgetary comparison information for the general fund and street construction fund thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1 to the financial statements, in 2018, the City adopted Governmental Accounting Standards Board (GASB) Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefit Plans Other Than Pensions*. Our opinions are not modified with respect to this matter.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The accompanying information in the introductory section listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

BKD, LLP

Lincoln, Nebraska
February 15, 2019

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, 2018. 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). The financial information for 2017 shown in the condensed statements of net position and condensed statements of activities on pages 7-8 have not been updated for changes resulting from the implementation of GASB Statement No. 75 (see page 41 for information regarding the implementation of GASB Statement No. 75).

FINANCIAL HIGHLIGHTS

- The assets and deferred outflows of resources of the City exceeded its liabilities and deferred inflows of resources at August 31, 2018, by \$2,109,391,077 (net position). Of this amount, \$258,172,463 (unrestricted net position) may be used to meet the government's ongoing obligations to citizens and creditors.
- The City's total net position increased by \$104,321,578. Of this amount, \$63,051,661, or 60%, was an increase in governmental activities and \$41,269,917, or 40%, related to business-type activities. Please refer to the fund descriptions preceding the various combining statements (beginning on page 87) for information regarding constraints imposed on the City in spending available funds.
- As of August 31, 2018, the City's governmental funds reported combined ending fund balances of \$340,191,685, an increase of \$10,199,758 in comparison with the prior year. Of this total fund balance, 14%, or \$45,985,302 is available for spending at the City's discretion (unassigned fund balance).
- As of August 31, 2018, unrestricted fund balance (the total of committed, assigned, and unassigned fund balance) for the general fund was \$62,451,782, or 44% of total general fund expenditures. Following the implementation of GASB Statement No. 54, reference must be made to pages 89-91 of this report for an accurate comparison of the City's General funds based on the structure used for budgeting.
- The City's total bonded debt decreased by \$40,052,368 (4%) during the current fiscal year. Lincoln Water System issued \$13,235,000 in refunding bonds for an economic gain of approximately \$2,266,000. The City also issued \$4,345,000 in general obligation refunding bonds for an economic gain of approximately \$750,000.

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

The statement of activities presents information showing how the City's net position changed during the year ended August 31, 2018. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported 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; entertainment center; broadband facilities; 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-one 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 a biennial 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; entertainment center; solid waste management; ambulance services; broadband system, 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, municipal services center operations, 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 24-29 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 30-31 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 33-82 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 pages 83-85 of this report.

The combining statements referred to earlier are presented immediately following the required supplementary information on pensions and OPEB. Combining and individual fund statements and schedules can be found beginning on page 87 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of the City, assets and deferred outflows of resources exceeded liabilities and deferred inflows of resources by \$2,109,391,077 at August 31, 2018.

City Of Lincoln Condensed Statements of Net Position August 31, 2018 and 2017

	Governmental Activities		Business-type Activities		Total	
	2018	2017 *	2018	2017	2018	2017
Current and Other Assets	\$ 441,956,426	428,006,186	337,420,808	339,015,651	779,377,234	767,021,837
Capital Assets	1,311,852,970	1,277,140,923	1,631,708,999	1,579,695,054	2,943,561,969	2,856,835,977
Total Assets	1,753,809,396	1,705,147,109	1,969,129,807	1,918,710,705	3,722,939,203	3,623,857,814
Deferred Outflows of Resources	5,614,207	7,863,870	17,145,308	19,341,875	22,759,515	27,205,745
Long-Term Liabilities Outstanding	568,719,411	581,849,334	840,088,872	841,060,908	1,408,808,283	1,422,910,242
Other Liabilities	40,059,179	37,327,350	169,206,946	161,066,864	209,266,125	198,394,214
Total Liabilities	608,778,590	619,176,684	1,009,295,818	1,002,127,772	1,618,074,408	1,621,304,456
Deferred Inflows of Resources	17,193,940	18,521,460	1,039,293	1,002,923	18,233,233	19,524,383
Net Position:						
Net Investment in Capital Assets	846,442,664	803,312,775	793,807,694	714,268,860	1,640,250,358	1,517,581,635
Restricted	182,122,089	170,845,285	28,846,167	27,308,837	210,968,256	198,154,122
Unrestricted	104,886,320	101,154,775	153,286,143	193,344,188	258,172,463	294,498,963
Total Net Position	\$ 1,133,451,073	1,075,312,835	975,940,004	934,921,885	2,109,391,077	2,010,234,720

* The current and other assets and deferred inflows of resources line items for 2017 include the effects of the City's implementation of GASB Statement No. 81.

By far the largest portion of the City's net position (78%) 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.

An additional portion of the City's net position (10%) represents resources that are subject to external restrictions on their use. The remaining balance of unrestricted net position (12%) may be used to meet the government's ongoing obligations to citizens and creditors.

At August 31, 2018, the City is able to report positive balances in all three categories of net position, 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, 2018 and 2017**

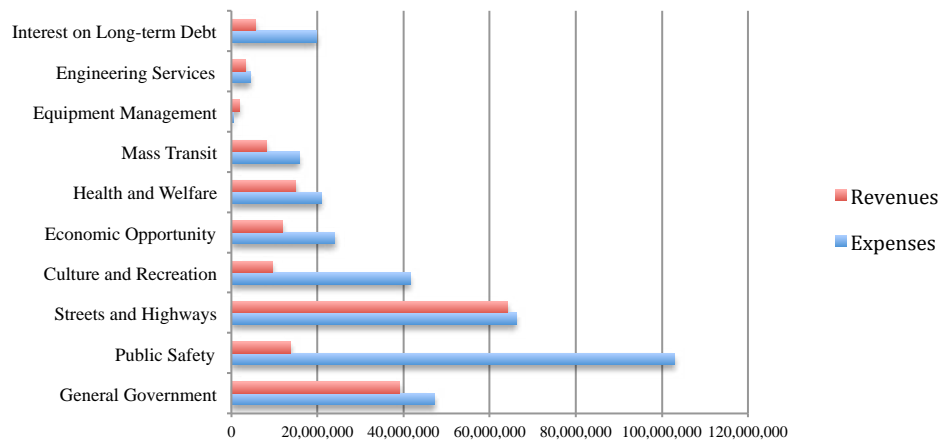
	Governmental Activities		Business-type Activities		Total	
	2018	2017	2018	2017	2018	2017
Revenues:						
Program Revenues:						
Charges for Services	\$ 71,393,774	72,029,839	438,920,430	428,577,587	510,314,204	500,607,426
Operating Grants and Contributions	63,076,418	65,860,903	112,847	-	63,189,265	65,860,903
Capital Grants and Contributions	37,901,112	23,824,607	18,800,761	11,416,105	56,701,873	35,240,712
General Revenues:						
Property Tax	74,308,924	70,687,331	-	-	74,308,924	70,687,331
Sales and Use Tax	89,978,538	88,493,433	-	-	89,978,538	88,493,433
Occupation Tax	27,438,041	27,167,889	3,622,544	3,809,059	31,060,585	30,976,948
Other Taxes	26,757,487	25,822,855	-	-	26,757,487	25,822,855
Unrestricted Grants and Contributions	60,620	71,620	-	-	60,620	71,620
Unrestricted Investment Earnings	3,022,679	2,308,284	2,197,770	2,339,375	5,220,449	4,647,659
Other	919,184	489,198	192,670	233,578	1,111,854	722,776
Total Revenues	394,856,777	376,755,959	463,847,022	446,375,704	858,703,799	823,131,663
Expenses:						
General Government	47,260,387	52,387,910	-	-	47,260,387	52,387,910
Public Safety	102,979,449	96,915,706	-	-	102,979,449	96,915,706
Streets and Highways	66,223,821	49,055,496	-	-	66,223,821	49,055,496
Culture and Recreation	41,524,548	41,071,450	-	-	41,524,548	41,071,450
Economic Opportunity	24,018,579	21,384,298	-	-	24,018,579	21,384,298
Health and Welfare	20,885,234	22,433,400	-	-	20,885,234	22,433,400
Mass Transit	15,822,765	15,298,159	-	-	15,822,765	15,298,159
Equipment Management	508,118	527,243	-	-	508,118	527,243
Engineering Services	4,394,576	4,159,498	-	-	4,394,576	4,159,498
Interest on Long-Term Debt	19,721,240	21,172,325	-	-	19,721,240	21,172,325
Golf Courses	-	-	3,981,087	4,193,694	3,981,087	4,193,694
Parking	-	-	10,302,430	9,874,516	10,302,430	9,874,516
Entertainment Facilities	-	-	11,587,968	11,783,010	11,587,968	11,783,010
Solid Waste Management	-	-	11,767,958	11,684,258	11,767,958	11,684,258
Ambulance Transport	-	-	6,422,207	6,395,628	6,422,207	6,395,628
Broadband Enterprise	-	-	948,029	819,075	948,029	819,075
Wastewater	-	-	25,728,896	25,637,244	25,728,896	25,637,244
Water	-	-	28,275,160	29,304,869	28,275,160	29,304,869
Electric	-	-	312,132,000	303,928,000	312,132,000	303,928,000
Total Expenses	343,338,717	324,405,485	411,145,735	403,620,294	754,484,452	728,025,779
Increase in Net Position Before Transfers	51,518,060	52,350,474	52,701,287	42,755,410	104,219,347	95,105,884
Transfers	11,533,601	7,617,803	(11,431,370)	(7,522,157)	102,231	95,646
Increase in Net Position	63,051,661	59,968,277	41,269,917	35,233,253	104,321,578	95,201,530
Net Position - Beginning, Before Restatement	1,075,312,835	1,015,344,558	934,921,885	899,688,632	2,010,234,720	1,915,033,190
Adjustment for Implementation of GASB 75	(4,913,423)	-	(251,798)	-	(5,165,221)	-
Net Position - Beginning, After Restatement	1,070,399,412	1,015,344,558	934,670,087	899,688,632	2,005,069,499	1,915,033,190
Net Position - Ending	\$ 1,133,451,073	1,075,312,835	975,940,004	934,921,885	2,109,391,077	2,010,234,720

GOVERNMENTAL ACTIVITIES

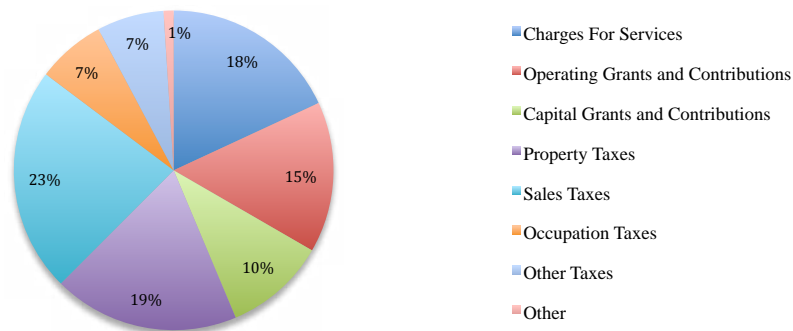
Governmental activities increased the City's net position by \$63,051,661, accounting for 60% of the total growth in the net position of the City of Lincoln. Key elements of this increase are as follows:

- Operating grants and contributions decreased by approximately \$2.8 million (4.2%) during 2018. This decrease can be attributed to a reduction of \$3.4 million in funds received by the City health programs.
- Capital grants and contributions increased by approximately \$14 million (59.1%) during 2018. This increase is primarily impacted by the \$15 million of developer contributions of infrastructure in various closed projects recorded in the current year.
- Property Tax receipts increased by approximately \$3.6 million (5.1%) in 2018 primarily due to a 8.7% increase in the overall tax base, but offset by a 5.1% reduction in the tax rate for the current year.
- Sales taxes increased by approximately \$1.5 million (1.7%) during 2018. This increase falls short of the 4% increase budgeted for the 2018 fiscal year.

Expenses and Program Revenues - Governmental Activities



Revenues by Source - Governmental Activities

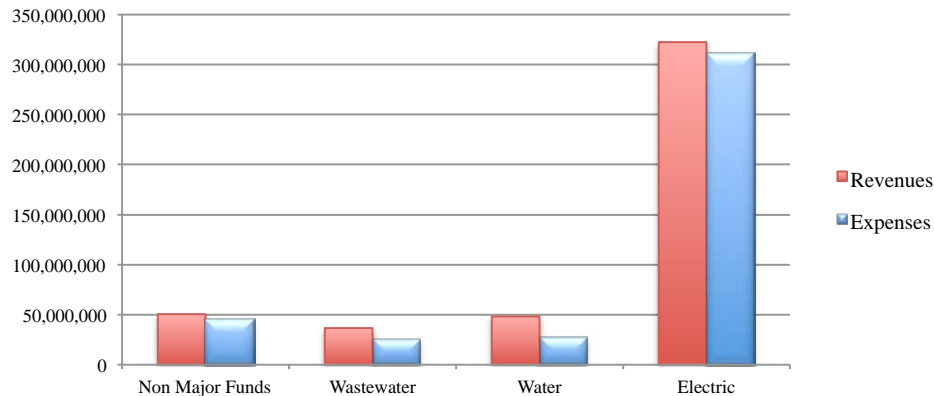


BUSINESS-TYPE ACTIVITIES

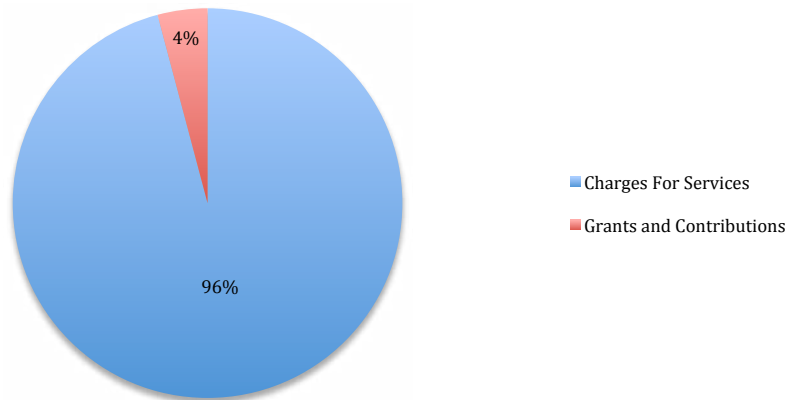
Business-type activities increased the City's net position by \$41,269,917, accounting for 40% of the total growth in the government's net position. Key elements of this increase are as follows:

- Lincoln Electric System operating revenue in 2017 was up 1.9% from 2016. Retail revenue was 2.4% higher primarily due to more customers receiving service. Wholesale revenue decreased 1.3% due to decreased sales in the Southwest Power Pool Integrated Marketplace (SPP IM). Other revenue was up 2.3% primarily due to the change in unbilled revenues. Operating expenses in 2017 were \$267,474,000, an increase of less than 1%. Other non-operating expenses increased due to a \$10,500,000 payment made for the termination of the Sheldon Generating Station agreement.
- Lincoln Wastewater System reported increased revenues primarily due to a 5% increase implemented November 2017 and applied solely to the service charge. Total operating expenses increased primarily due to increased plant, pumping and treatment cost, including depreciation and maintenance.
- Lincoln Water System reported increased revenues primarily due to a 5% increase implemented November 2017 and applied solely to the service charge. Lincoln Water System capital contributions increased due to a grant received from the State Water Sustainability fund providing partial funding for the construction of a new horizontal well. Non-operating expense decreased due to one-time costs in the prior year for abandonment of two water reservoirs.

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, unassigned fund balance may serve as a useful measure of a government's net resources available for discretionary spending at the end of the fiscal year.

As of August 31, 2018, the City's governmental funds reported combined ending fund balances of \$340,191,685, an increase of \$10,199,758 in comparison with the prior year. Of this total amount, 14% constitutes unassigned fund balance, which is available for spending at the City's discretion. The remainder of fund balance is either nonspendable, restricted, committed, or assigned to indicate that it is not in spendable form (\$1,926,772), legally required to be maintained intact (\$37,160,000), restricted for particular purposes (\$152,252,985), committed for particular purposes (\$2,992,578), or assigned for particular purposes (\$99,874,048).

The General Fund is the chief operating fund of the City. At August 31, 2018, the unrestricted fund balance of the General Fund was \$62,451,782, while total fund balance reached \$69,840,641. As a measure of the General Fund's liquidity, it may be useful to compare both unrestricted fund balance and total fund balance to total fund expenditures. Unrestricted fund balance represents 44% of total general fund expenditures, while total fund balance represents 50% of that same amount.

The fund balance of the City's General Fund increased by \$2,185,413 during 2018. Actual property tax revenue exceeded 98% of the levy while the estimated tax revenue is based on 90% collections. The City appropriates General fund balance as a funding source for budget, with the allocation of balances spread over the two-year budget cycle.

The Street Construction Fund has a total fund balance of \$66,536,507, which is to be used in the construction and maintenance of streets and highways. The net decrease in fund balance during 2018 in the Street Construction Fund was \$2,985,197, with total revenues showing a 5% decrease and capital construction expenses showing a 17% increase. Included in current year expense is a \$16,400,000 contribution to the State of Nebraska South Beltway project.

The West Haymarket JPA Fund had a fund balance of \$37,126,987, which is to be used for funding improvements of the West Haymarket Redevelopment Project and debt service on the related debt. The current year change in fund balance is \$5,100,119. The fund balance is a result of the issuance of bonds in prior years, occupation tax and donation revenue, less the Agency's expenditures for construction, debt service and general operations.

PROPRIETARY FUNDS

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

Unrestricted net position of the Wastewater System, Water System, Electric System, and other enterprise funds amounted to \$24,547,873, \$34,992,440, \$96,211,000 and \$(2,465,170), respectively, at August 31, 2018 (December 31, 2017 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 (decrease of \$21,589) and can be briefly summarized as follows:

Expenditure appropriations:

- \$304,590 in miscellaneous changes in general government activities.
- \$333 in increases allocated to public safety.
- \$(127,631) in decreases to streets & highways.
- \$(69,513) in decreases allocated to parks and recreation.
- \$(129,368) in decreases allocated for General Fund transfers to other City funds.

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

- \$5,399,585 positive variance in real estate and personal property tax. Actual property tax collections were 98.45% of the 2017 levy, while estimated tax revenue is based on 90% collections as provided by the City Charter.
- \$4,421,311 positive variance in miscellaneous general government expenditures. Significant savings were realized in several service line items that are reappropriated to cover future expenditures.
- \$3,651,922 positive variance in police expenditures. Salary related expenditure variances are the result of vacancies in positions during the year reducing actual costs compared to a fully staffed budget.

- \$1,654,097 positive variance in fire expenditures. This variance is the result of holding funds to be used in the subsequent year for retro salary payments related to settlement of the fire union labor agreement and delayed purchase of capital asset items.
- (\$1,007,195) negative variance in street lighting function expenditures. This variance is the result of street light additions in major street construction projects.
- \$1,272,626 positive variance in parks and recreation expenditures. The Parks Department is putting funds in place to address the emerald ash borer infestation. Expenditures in this program will increase now that the insect has been identified in the Lincoln area.

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, 2018, amounts to \$2,943,561,969 (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 2018 was 3% (2.7% increase for governmental activities and 3.3% increase for business-type activities).

Major capital asset events during 2018 included the following:

- The City increased its investment in infrastructure, including streets, bridges, drainage and traffic systems, in excess of \$36 million.
- The City invested in its 911 emergency radio system at a cost of approximately \$2.8 million. It is anticipated that agencies will begin using the new system in the spring of 2019, along with the old system during transition, with final acceptance testing later in the year. Estimated total project cost of the system is \$12 million.
- The construction of 5 new fire stations began with current year expenses of \$7.9 million.
- StarTran, the City mass transit system, added 11 new handivans and 5 new buses at a cost of \$3.4 million.
- LES is a 12.76% share owner in the Laramie River Station. LES' share of capital improvements for the plant in 2017 was \$9,895,000.
- Construction is underway for the LES Operation Center (LOC). Capital expenditures in 2017 for this project totaled \$21,501,000. Phase one of the LOC, which includes a second LES operations center and fleet building, is expected to be completed in 2019. Phase two of construction, which will include an administrative building and control center is planned for completion in 2021.
- The Duct Installation Program (DIP), which started in 2012, is a 10-year project to install duct adjacent to distribution cable, allowing the cable to be replaced quickly when it reaches the end of its useful life. Capital expenditures in 2017 totaled \$4,139,000. The DIP project is expected to be completed in 2022 with an estimated project cost of \$30,301,000.
- Lincoln Wastewater System 2018 events included select main replacements of approximately \$2.2 million.
- Lincoln Water System events included approximately \$5.6 million of select main replacements.

City Of Lincoln Capital Assets (net of depreciation) August 31, 2018 and 2017

	Governmental Activities		Business-type Activities		Total	
	2018	2017	2018	2017	2018	2017
Land	\$ 170,489,231	169,428,427	25,448,134	25,247,402	195,937,365	194,675,829
Buildings	281,707,136	281,013,179	142,846,179	145,575,876	424,553,315	426,589,055
Improvements Other Than Buildings	93,097,543	94,446,308	509,434,926	497,615,613	602,532,469	592,061,921
Machinery and Equipment	42,496,297	39,775,590	21,902,823	20,625,172	64,399,120	60,400,762
Utility Plant	-	-	787,222,000	797,890,000	787,222,000	797,890,000
Infrastructure	637,274,730	629,277,539	-	-	637,274,730	629,277,539
Construction-in-progress	86,788,033	63,199,880	144,854,937	92,740,991	231,642,970	155,940,871
Total	<u>\$ 1,311,852,970</u>	<u>1,277,140,923</u>	<u>1,631,708,999</u>	<u>1,579,695,054</u>	<u>2,943,561,969</u>	<u>2,856,835,977</u>

Additional information on the City's capital assets can be found in Note 7 of the notes to the financial statements on pages 52-54 of this report.

LONG-TERM DEBT

At August 31, 2018, the City of Lincoln had total bonded debt outstanding of \$1,097,603,373. Of this amount, \$419,953,373 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, 2018 and 2017

	Governmental Activities		Business-type Activities		Total	
	2018	2017	2018	2017	2018	2017
General Obligation Bonds	\$ 419,953,373	431,935,741	-	-	419,953,373	431,935,741
Revenue Bonds	-	-	677,650,000	705,720,000	677,650,000	705,720,000
Total	<u>\$ 419,953,373</u>	<u>431,935,741</u>	<u>677,650,000</u>	<u>705,720,000</u>	<u>1,097,603,373</u>	<u>1,137,655,741</u>

The City's total bonded debt decreased by \$40,052,368 (4%) in the current fiscal year. Lincoln Water System issued \$13,235,000 in refunding bonds for an economic gain of approximately \$2,266,000. The City also issued \$4,345,000 in general obligation refunding bonds for an economic gain of approximately \$750,000.

The City maintains the following credit ratings:

	Moody's Investors Service	Standard & Poor's	Fitch Investors Service
General Obligation Bonds	Aaa	AAA	-
West Haymarket JPA Bonds	Aa1	AAA	-
Water Revenue Bonds	Aa1	AA	-
Wastewater Revenue Bonds			
MBIA insured	Aaa	AAA	-
Underlying	Aa2	AA+	-
Parking Revenue Bonds	A1	A+	-
Solid Waste Management Revenue Bonds	Aa2	AA+	-
Lincoln Electric System			
Revenue Bonds	-	AA	AA
Commercial Paper	-	A-1+	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 55-61 of this report.

ECONOMIC FACTORS AND FUTURE BUDGETS AND RATES

- In August 2018, the Lincoln City Council approved a 5% revenue increase for both fiscal years of the biennial budget for both the Water and Wastewater Systems. This will be attained through increases in the usage rates and service charges.
- The electric utility industry repeatedly has been faced with new and proposed environmental regulations. The increase in legislation has been a major issue facing LES and all electric utility providers. LES continues to work diligently with industry groups and government representatives to help shape legislation and to implement cost-effective means to comply with all regulations.
- Property tax revenue expected to fund the 2018-2019 budget increased \$3,285,315 from the prior year. Total valuation growth is 5.6%, with no change in the current tax rate.
- 2019 projected sales tax collections reflect a 4.0% increase over 2018 estimated collections. The budgeted local sales tax rate is 1.5%, which supports the General Fund. Projected sales tax collections could be impacted by legislative changes and unanticipated changes in economic activity. Each year, more online retailers have begun collecting sales tax, which will have a positive impact on revenues.

- Lincoln voters approved a .25% cent sales tax increase in 2015, for three years only, to provide funding for a new 911 radio system and 4 new fire stations. This tax ends in October 2018.
- Health insurance is projected to increase 3% in the first year and 10% in the second year of the 2018-2020 biennial budget. Dental insurance is projected to increase 4% each year.
- The City negotiates with six different bargaining units. Currently one union is still in negotiations for the 2018/2019 fiscal year, another contract will expire in August 2019, with the remaining four agreements in effect until August 2020.
- Staffing changes included in the 2018-2019 fiscal year budgets resulted in an increase for all funds of 31.76 full-time equivalents.

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. This report and other financial information are also available online at www.lincoln.ne.gov/city/finance/.

BASIC FINANCIAL STATEMENTS

CITY OF LINCOLN, NEBRASKA
STATEMENT OF NET POSITION
AUGUST 31, 2018

	Governmental Activities	Business-Type Activities	Total
ASSETS			
Cash and Cash Equivalents	\$ 20,969,860	26,526,452	47,496,312
Investments	319,824,817	154,772,485	474,597,302
Receivables, (Net of Allowance for Uncollectibles)	32,684,059	52,087,144	84,771,203
Internal Balances	(6,451,860)	6,451,860	-
Due from Other Governments	27,084,830	131,355	27,216,185
Inventories	2,324,347	14,956,926	17,281,273
Plant Operation Assets	-	17,901,000	17,901,000
Prepaid Items	1,110,137	2,696,125	3,806,262
Other Assets	7,250,236	4,763,363	12,013,599
Restricted Assets:			
Cash and Cash Equivalents	-	9,201,771	9,201,771
Investments	37,160,000	47,910,754	85,070,754
Receivables	-	21,573	21,573
Capital Assets:			
Non-depreciable	257,277,264	170,303,071	427,580,335
Depreciable (Net)	1,054,575,706	1,461,405,928	2,515,981,634
Total Assets	<u>1,753,809,396</u>	<u>1,969,129,807</u>	<u>3,722,939,203</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred Loss on Refunding	661,605	16,702,327	17,363,932
Deferred Outflows for Pension	3,962,233	313,130	4,275,363
Deferred Outflows for OPEB	990,369	129,851	1,120,220
Total Deferred Outflows of Resources	<u>5,614,207</u>	<u>17,145,308</u>	<u>22,759,515</u>
LIABILITIES			
Accounts Payable and Other Current Liabilities	20,698,321	27,021,329	47,719,650
Accrued Liabilities	5,173,406	31,018,895	36,192,301
Due to Other Governments	713,771	253,174	966,945
Unearned Revenue	8,980,087	6,544,562	15,524,649
Notes Payable	-	95,500,000	95,500,000
Accrued Interest Payable	4,493,594	8,868,986	13,362,580
Noncurrent Liabilities:			
Payable within One Year	31,079,131	38,202,641	69,281,772
Payable in More Than One Year	537,640,280	801,886,231	1,339,526,511
Total Liabilities	<u>608,778,590</u>	<u>1,009,295,818</u>	<u>1,618,074,408</u>
DEFERRED INFLOWS OF RESOURCES			
Deferred Beneficial Interest Revenue	3,541,924	-	3,541,924
Deferred Gain on Refunding	844,645	-	844,645
Deferred Inflows for Pension	11,940,723	925,665	12,866,388
Deferred Inflows for OPEB	866,648	113,628	980,276
Total Deferred Inflows of Resources	<u>17,193,940</u>	<u>1,039,293</u>	<u>18,233,233</u>
NET POSITION			
Net Investment in Capital Assets	846,442,664	793,807,694	1,640,250,358
Restricted for:			
Debt Service	6,802,784	18,707,108	25,509,892
Capital Projects	74,275,391	9,204,059	83,479,450
Grantor Loan Programs	18,006,000	-	18,006,000
Other	15,241,427	935,000	16,176,427
Trust Donations:			
Expendable	2,200,347	-	2,200,347
Nonexpendable	160,000	-	160,000
Health Care:			
Expendable	28,436,140	-	28,436,140
Nonexpendable	37,000,000	-	37,000,000
Unrestricted	<u>104,886,320</u>	<u>153,286,143</u>	<u>258,172,463</u>
Total Net Position	<u>\$ 1,133,451,073</u>	<u>975,940,004</u>	<u>2,109,391,077</u>

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, 2018

		Program Revenues			Net (Expense) Revenue and Changes in Net Position		
		Charges for	Operating	Capital	Governmental	Business-Type	Total
	Expenses	Services	Grants and Contributions	Grants and Contributions	Activities	Activities	
Functions/Programs							
Governmental Activities:							
General Government	\$ (47,260,387)	36,481,336	1,825,211	852,933	(8,100,907)	-	(8,100,907)
Public Safety	(102,979,449)	7,724,306	5,361,593	723,430	(89,170,120)	-	(89,170,120)
Streets and Highways	(66,223,821)	5,278,153	26,856,179	32,108,828	(1,980,661)	-	(1,980,661)
Culture and Recreation	(41,524,548)	4,549,413	1,645,966	3,294,608	(32,034,561)	-	(32,034,561)
Economic Opportunity	(24,018,579)	2,138,366	9,714,537	-	(12,165,676)	-	(12,165,676)
Health and Welfare	(20,885,234)	5,144,629	9,797,560	-	(5,943,045)	-	(5,943,045)
Mass Transit	(15,822,765)	3,870,808	4,229,263	-	(7,722,694)	-	(7,722,694)
Equipment Management	(508,118)	1,831,208	-	-	1,323,090	-	1,323,090
Engineering Services	(4,394,576)	3,254,154	-	4,367	(1,136,055)	-	(1,136,055)
Interest on Long-Term Debt	(19,721,240)	1,121,401	3,646,109	916,946	(14,036,784)	-	(14,036,784)
Total Governmental Activities	(343,338,717)	71,393,774	63,076,418	37,901,112	(170,967,413)	-	(170,967,413)
Business-Type Activities:							
Golf	(3,981,087)	3,855,051	1,685	-	-	(124,351)	(124,351)
Parking System	(10,302,430)	14,618,944	-	10,191	-	4,326,705	4,326,705
Municipal Arena	(11,587,968)	11,406,354	-	-	-	(181,614)	(181,614)
Solid Waste Management	(11,767,958)	9,213,646	111,162	-	-	(2,443,150)	(2,443,150)
Emergency Medical Services	(6,422,207)	7,158,786	-	-	-	736,579	736,579
Broadband Enterprise	(948,029)	879,852	-	3,263,533	-	3,195,356	3,195,356
Wastewater System	(25,728,896)	31,323,851	-	5,282,107	-	10,877,062	10,877,062
Water System	(28,275,160)	38,914,946	-	9,308,930	-	19,948,716	19,948,716
Electric System	(312,132,000)	321,549,000	-	936,000	-	10,353,000	10,353,000
Total Business-Type Activities	(411,145,735)	438,920,430	112,847	18,800,761	-	46,688,303	46,688,303
Total	\$ (754,484,452)	510,314,204	63,189,265	56,701,873	(170,967,413)	46,688,303	(124,279,110)
General Revenues:							
Property Tax					74,308,924	-	74,308,924
Motor Vehicle Tax					5,956,910	-	5,956,910
Wheel Tax					18,647,301	-	18,647,301
Sales and Use Tax					89,978,538	-	89,978,538
Sundry and In Lieu Tax					2,153,276	-	2,153,276
Occupation Tax					27,438,041	3,622,544	31,060,585
Unrestricted Grants and Contributions					60,620	-	60,620
Unrestricted Investment Earnings					3,022,679	2,197,770	5,220,449
Miscellaneous General Revenues					919,184	192,670	1,111,854
Transfers					11,533,601	(11,431,370)	102,231
Total General Revenues and Transfers					234,019,074	(5,418,386)	228,600,688
Change in Net Position					63,051,661	41,269,917	104,321,578
Net Position - Beginning of Year, Before Restatement					1,075,312,835	934,921,885	2,010,234,720
Adjustment for Implementation of GASB 75					(4,913,423)	(251,798)	(5,165,221)
Net Position - Beginning of Year, After Restatement					1,070,399,412	934,670,087	2,005,069,499
Net Position - Ending					\$ 1,133,451,073	975,940,004	2,109,391,077

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

CITY OF LINCOLN, NEBRASKA
BALANCE SHEET
GOVERNMENTAL FUNDS
AUGUST 31, 2018

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
ASSETS					
Cash and Cash Equivalents	\$ 4,582,538	2,370,203	1,412,571	10,286,743	18,652,055
Investments	52,030,234	52,805,280	39,675,524	159,931,871	304,442,909
Receivables, (Net of Allowance for Uncollectibles)	5,854,219	225,588	2,261,957	23,879,630	32,221,394
Due from Other Funds	1,002,064	9,999,190	7,532	1,755,629	12,764,415
Due from Other Governments	14,183,075	5,175,337	762,179	6,890,239	27,010,830
Inventories	391,693	312,222	-	742,375	1,446,290
Beneficial Interest Asset	-	-	-	3,541,924	3,541,924
Assets Held for Resale	-	-	3,708,312	-	3,708,312
Prepaid Items	180,029	-	300,453	-	480,482
Total Assets	<u>78,223,852</u>	<u>70,887,820</u>	<u>48,128,528</u>	<u>207,028,411</u>	<u>404,268,611</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES					
Liabilities:					
Accounts Payable	1,296,928	3,731,476	263,188	5,253,239	10,544,831
Contracts Payable	-	124,789	-	1,064,523	1,189,312
Accrued Liabilities	2,831,380	177,787	183,000	1,525,573	4,717,740
Due to Other Funds	1,978,668	179,763	316,203	17,573,561	20,048,195
Due to Other Governments	123,420	22,775	496,724	171,060	813,979
Due to Other Contractors	-	-	-	7,044,823	7,044,823
Unearned Revenue	1,405	-	8,726,181	228,947	8,956,533
Total Liabilities	<u>6,231,801</u>	<u>4,236,590</u>	<u>9,985,296</u>	<u>32,861,726</u>	<u>53,315,413</u>
Deferred Inflows of Resources:					
Unavailable Revenues	2,151,410	114,723	1,016,245	3,937,211	7,219,589
Beneficial Interest Revenue	-	-	-	3,541,924	3,541,924
Total Deferred Inflows of Resources	<u>2,151,410</u>	<u>114,723</u>	<u>1,016,245</u>	<u>7,479,135</u>	<u>10,761,513</u>
Fund Balances:					
Nonspendable	571,722	312,222	300,453	37,902,375	39,086,772
Restricted	6,817,137	39,929,601	2,919,454	102,586,793	152,252,985
Committed	-	-	-	2,992,578	2,992,578
Assigned	16,389,131	26,294,684	33,907,080	23,283,153	99,874,048
Unassigned	46,062,651	-	-	(77,349)	45,985,302
Total Fund Balances	<u>69,840,641</u>	<u>66,536,507</u>	<u>37,126,987</u>	<u>166,687,550</u>	<u>340,191,685</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 78,223,852</u>	<u>70,887,820</u>	<u>48,128,528</u>	<u>207,028,411</u>	

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	1,280,407,882
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.	7,219,589
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 position.	60,240,747
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.	(554,608,830)
Net position of governmental activities	<u>\$ 1,133,451,073</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, 2018

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
REVENUES					
Taxes:					
Property	\$ 39,416,074	-	-	34,893,961	74,310,035
Motor Vehicle	5,956,910	-	-	-	5,956,910
Wheel	-	-	-	18,647,301	18,647,301
Sales and Use	76,957,955	-	-	13,020,583	89,978,538
Sundry and In Lieu	75,103	-	-	2,094,566	2,169,669
Occupation	9,063,320	-	17,058,415	1,332,486	27,454,221
Special Assessment	40,331	-	-	1,586,980	1,627,311
Intergovernmental	4,008,619	37,706,742	3,642,859	27,607,478	72,965,698
Permits and Fees	5,084,460	4,492,029	4,085	15,576,597	25,157,171
Reimbursement for Services	7,806,936	229,376	8,679,229	1,633,248	18,348,789
Program Income	-	-	-	172,718	172,718
Investment Earnings	750,717	394,629	627,122	4,086,766	5,859,234
Donations	843,324	-	-	2,845,837	3,689,161
Keno Proceeds	-	-	-	5,220,645	5,220,645
Miscellaneous	620,035	632,881	-	2,617,583	3,870,499
Total Revenues	150,623,784	43,455,657	30,011,710	131,336,749	355,427,900
EXPENDITURES					
Current:					
General Government	37,527,686	-	7,772,290	14,428,594	59,728,570
Public Safety	75,496,472	-	-	10,746,734	86,243,206
Streets and Highways	6,660,440	15,086,446	-	-	21,746,886
Culture and Recreation	15,896,991	-	-	11,404,232	27,301,223
Economic Opportunity	4,563,818	-	-	10,000,014	14,563,832
Health and Welfare	629,533	-	-	21,233,741	21,863,274
Mass Transit	-	-	-	18,315,179	18,315,179
Debt Service	68,720	-	16,779,637	27,840,202	44,688,559
Capital Outlay	-	45,865,192	157,384	24,524,444	70,547,020
Total Expenditures	140,843,660	60,951,638	24,709,311	138,493,140	364,997,749
Excess (Deficiency) of Revenues Over (Under) Expenditures	9,780,124	(17,495,981)	5,302,399	(7,156,391)	(9,569,849)
OTHER FINANCING SOURCES (USES)					
Transfers In	12,403,722	20,492,358	-	35,722,450	68,618,530
Transfers Out	(23,954,308)	(6,054,736)	(202,280)	(25,173,991)	(55,385,315)
Issuance of Debt	4,439,375	-	-	4,345,000	8,784,375
Premium on Debt Issued	221,425	-	-	671,382	892,807
Transfer To Bond Refunding Agent	(749,615)	-	-	(4,956,976)	(5,706,591)
Sale of Capital Assets	44,690	73,162	-	2,447,949	2,565,801
Total Other Financing Sources (Uses)	(7,594,711)	14,510,784	(202,280)	13,055,814	19,769,607
Net Change in Fund Balances	2,185,413	(2,985,197)	5,100,119	5,899,423	10,199,758
Fund Balances - Beginning	67,655,228	69,521,704	32,026,868	160,788,127	329,991,927
Fund Balances - Ending	\$ 69,840,641	66,536,507	37,126,987	166,687,550	340,191,685

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, 2018

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

Net change in fund balances - total governmental funds	\$ 10,199,758
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	12,306,439
The net effect of various transactions involving capital contributions is to increase net position.	19,927,664
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.	(463,526)
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 position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	12,078,337
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.	(694,554)
Changes in the net pension liability, deferred inflows and outflows related to the net pension liability, net OPEB liability, and deferred inflows and outflows related to the net OPEB liability do not represent financial activity in the governmental funds.	1,144,013
Internal service funds are used by management to charge the costs of certain services to individual funds. The net income of the internal service funds is reported within governmental activities.	8,553,530
Change in net position of governmental activities	<u>\$ 63,051,661</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, 2018

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final Budget
				Positive
				(Negative)
Revenues:				
Real Estate and Personal Property Tax	\$ 40,610,223	40,610,223	46,009,808	5,399,585
Taxes Collected by Others	77,527,604	77,527,604	76,812,830	(714,774)
Sundry Taxes and In Lieu	47,595	47,595	62,270	14,675
Occupation Taxes	9,491,045	9,491,045	9,053,545	(437,500)
Intergovernmental	2,701,374	2,701,374	2,153,884	(547,490)
Permits and Fees	3,613,322	3,613,322	3,977,352	364,030
Reimbursement for Services	3,257,339	3,257,339	4,188,660	931,321
Court Fees	750,000	750,000	77,607	(672,393)
Recreation Receipts	2,582,753	2,582,753	2,545,438	(37,315)
Investment Earnings	315,005	315,005	578,115	263,110
Donations	849,496	849,496	855,384	5,888
Rental Income	568,393	568,393	557,595	(10,798)
Miscellaneous	344,591	344,591	495,339	150,748
Total Revenues	142,658,740	142,658,740	147,367,827	4,709,087
Expenditures:				
General Government:				
Legislative	348,791	348,791	239,226	109,565
Executive	1,713,632	1,713,632	1,604,825	108,807
Financial Administration	3,040,125	3,119,225	2,856,979	262,246
Law	3,567,940	3,567,940	2,970,577	597,363
Personnel Administration	1,413,762	1,413,762	982,037	431,725
Planning and Zoning	2,356,207	2,406,207	2,112,542	293,665
Urban Development	1,115,517	1,115,517	919,806	195,711
Miscellaneous	31,611,104	31,786,594	27,365,283	4,421,311
Total General Government	45,167,078	45,471,668	39,051,275	6,420,393
Public Safety:				
Police	41,270,026	41,270,026	37,618,104	3,651,922
Fire	31,217,922	31,218,255	29,564,158	1,654,097
Traffic Engineering	1,749,183	1,749,183	1,760,800	(11,617)
Total Public Safety	74,237,131	74,237,464	68,943,062	5,294,402
Streets and Highways:				
Street Maintenance	3,445,750	3,308,751	2,789,678	519,073
Street Lighting	2,764,581	2,773,949	3,781,144	(1,007,195)
Total Streets and Highways	6,210,331	6,082,700	6,570,822	(488,122)
Culture and Recreation:				
Parks and Recreation	17,151,080	17,081,567	15,808,941	1,272,626
Libraries	141,838	141,838	140,798	1,040
Total Culture and Recreation	17,292,918	17,223,405	15,949,739	1,273,666
Economic Opportunity:				
Lincoln Area Agency on Aging	310,046	310,046	310,046	-
Health and Welfare:				
Lincoln/Lancaster County Health	629,784	629,784	629,784	-
Debt Service:				
Issuance and Management Costs	-	-	68,720	(68,720)
Total Expenditures	143,847,288	143,955,067	131,523,448	12,431,619
Excess (Deficiency) of Revenues				
Over (Under) Expenditures	(1,188,548)	(1,296,327)	15,844,379	17,140,706
Other Financing Sources (Uses):				
Transfers In	12,682,887	12,682,887	13,040,347	357,460
Transfers Out	(31,871,446)	(31,742,078)	(30,047,884)	1,694,194
Proceeds from Issuance of Debt	-	-	4,439,375	4,439,375
Premium on Debt Issued	-	-	221,425	221,425
Transfer to Bond Refunding Agent	-	-	(749,615)	(749,615)
Sale of Capital Assets	5,000	5,000	44,865	39,865
Total Other Financing Sources (Uses)	(19,183,559)	(19,054,191)	(13,051,487)	6,002,704
Net Change in Fund Balances	\$ (20,372,107)	(20,350,518)	2,792,892	23,143,410
Fund Balances - Beginning			43,732,697	
Fund Balances - Ending			\$ 46,525,589	

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, 2018

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final Budget
				Positive
				(Negative)
Revenues:				
Intergovernmental	13,882,499	13,882,499	25,489,332	11,606,833
Permits and Fees	-	-	444,318	444,318
Reimbursement for Services	600,000	600,000	251,832	(348,168)
Investment Earnings	57,200	57,200	386,377	329,177
Miscellaneous	-	-	1,531	1,531
Total Revenues	14,539,699	14,539,699	26,573,390	12,033,691
Expenditures -- Streets and Highways:				
Personal Services	8,172,757	8,172,757	7,700,614	472,143
Materials and Supplies	2,068,004	2,068,004	1,586,865	481,139
Other Services and Charges	5,088,814	5,088,814	5,375,455	(286,641)
Capital Outlay	373,429	373,429	511,761	(138,332)
Total Expenditures	15,703,004	15,703,004	15,174,695	528,309
Excess (Deficiency) of Revenues Over (Under) Expenditures	(1,163,305)	(1,163,305)	11,398,695	12,562,000
Other Financing Sources (Uses):				
Transfers In	20,071,513	20,071,513	20,071,513	-
Transfers Out	(6,054,736)	(6,054,736)	(6,054,736)	-
Total Other Financing Sources (Uses)	14,016,777	14,016,777	14,016,777	-
Net Change in Fund Balances	\$ 12,853,472	12,853,472	25,415,472	12,562,000
Amount Budgeted on Project Basis			(33,779,046)	
Fund Balances - Beginning			69,662,220	
Fund Balances - Ending			\$ 61,298,646	

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
AUGUST 31, 2018

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
ASSETS						
Current Assets:						
Cash and Cash Equivalents	\$ 1,025,115	1,297,250	17,193,000	7,011,087	26,526,452	2,317,805
Investments	15,730,536	19,636,434	85,390,000	17,240,794	137,997,764	38,364,167
Restricted Assets:						
Cash and Cash Equivalents	-	-	5,605,000	-	5,605,000	-
Investments	-	-	11,949,000	-	11,949,000	-
Receivables, (Net of Allowance for Uncollectibles)	2,269,864	3,235,520	20,626,000	4,349,238	30,480,622	462,665
Unbilled Revenues	3,110,775	4,408,747	14,087,000	-	21,606,522	-
Due from Other Funds	45,836	137,509	-	496,084	679,429	1,438,683
Due from Other Governments	-	-	-	131,355	131,355	74,000
Inventories	47,211	1,637,772	12,727,000	544,943	14,956,926	878,057
Plant Operation Assets	-	-	17,901,000	-	17,901,000	-
Prepaid Expenses	-	-	2,594,000	102,125	2,696,125	629,655
Total Current Assets	<u>22,229,337</u>	<u>30,353,232</u>	<u>188,072,000</u>	<u>29,875,626</u>	<u>270,530,195</u>	<u>44,165,032</u>
Noncurrent Assets:						
Investments	4,096,763	6,150,992	-	6,526,966	16,774,721	14,177,741
Costs Recoverable from Future Billings	<u>588,590</u>	<u>355,773</u>	<u>3,819,000</u>	<u>-</u>	<u>4,763,363</u>	<u>-</u>
Restricted Assets:						
Cash and Cash Equivalents	-	-	644,000	2,952,771	3,596,771	-
Investments	7,364,873	7,749,487	17,272,000	3,575,394	35,961,754	-
Receivables	-	-	-	21,573	21,573	-
Due from Other Funds	<u>970,475</u>	<u>5,554,340</u>	<u>-</u>	<u>-</u>	<u>6,524,815</u>	<u>-</u>
Total Restricted Assets	<u>8,335,348</u>	<u>13,303,827</u>	<u>17,916,000</u>	<u>6,549,738</u>	<u>46,104,913</u>	<u>-</u>
Capital Assets:						
Land	6,995,636	5,737,347	-	12,715,151	25,448,134	1,594,451
Buildings	81,530,458	82,113,847	-	80,085,398	243,729,703	17,865,864
Improvements Other Than Buildings	323,087,528	375,785,802	-	65,073,634	763,946,964	759,550
Machinery and Equipment	13,785,451	26,957,943	-	20,449,786	61,193,180	40,430,964
Utility Plant	-	-	1,521,767,000	-	1,521,767,000	-
Construction in Progress	7,642,088	18,937,236	116,933,000	1,342,613	144,854,937	37,955
Less Accumulated Depreciation	<u>(153,649,599)</u>	<u>(165,647,112)</u>	<u>(734,545,000)</u>	<u>(75,389,208)</u>	<u>(1,129,230,919)</u>	<u>(29,243,696)</u>
Total Capital Assets, Net	<u>279,391,562</u>	<u>343,885,063</u>	<u>904,155,000</u>	<u>104,277,374</u>	<u>1,631,708,999</u>	<u>31,445,088</u>
Total Noncurrent Assets	<u>292,412,263</u>	<u>363,695,655</u>	<u>925,890,000</u>	<u>117,354,078</u>	<u>1,699,351,996</u>	<u>45,622,829</u>
Total Assets	<u>314,641,600</u>	<u>394,048,887</u>	<u>1,113,962,000</u>	<u>147,229,704</u>	<u>1,969,882,191</u>	<u>89,787,861</u>
DEFERRED OUTFLOWS OF RESOURCES						
Deferred Loss on Refunding	732,627	498,832	15,455,000	15,868	16,702,327	-
Deferred Outflows for Pension	-	-	-	313,130	313,130	-
Deferred Outflows for OPEB	<u>31,557</u>	<u>45,479</u>	<u>-</u>	<u>52,815</u>	<u>129,851</u>	<u>52,908</u>
Total Deferred Outflows of Resources	<u>764,184</u>	<u>544,311</u>	<u>15,455,000</u>	<u>381,813</u>	<u>17,145,308</u>	<u>52,908</u>

(Continued)

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
LIABILITIES						
Current Liabilities:						
Accounts Payable	\$ 679,131	909,695	23,507,000	1,925,503	27,021,329	1,919,357
Construction Contracts	2,404,584	2,568,490	-	-	4,973,074	-
Accrued Liabilities	562,209	883,878	29,137,000	435,808	31,018,895	344,153
Accrued Compensated Absences	402,869	488,262	-	643,560	1,534,691	959,884
Due to Other Funds	-	-	-	752,384	752,384	606,763
Due to Other Governments	-	-	-	253,174	253,174	25,093
Unearned Revenue	-	-	-	6,544,562	6,544,562	23,554
Claims	-	-	-	-	-	5,004,325
Accrued Interest	449,507	113,259	8,227,000	79,220	8,868,986	108,246
Current Portion of Notes Payable	-	-	95,500,000	200,000	95,700,000	-
Current Portion of Capital Lease	20,884	-	-	309,183	330,067	1,585,215
Current Portion of Long-Term Debt	4,858,054	4,636,755	19,480,000	2,190,000	31,164,809	-
Total Current Liabilities	<u>9,377,238</u>	<u>9,600,339</u>	<u>175,851,000</u>	<u>13,333,394</u>	<u>208,161,971</u>	<u>10,576,590</u>
Noncurrent Liabilities:						
Accrued Compensated Absences	518,777	779,193	-	172,089	1,470,059	1,151,172
Claims	-	-	532,000	-	532,000	6,328,048
Notes Payable	-	-	-	800,000	800,000	-
Capital Lease Payable	115,564	-	-	850,567	966,131	10,612,737
Long-Term Debt, Net	67,350,153	43,867,782	625,485,000	32,486,918	769,189,853	-
Accrued Liabilities	-	-	646,000	-	646,000	-
Net Pension Liability	-	-	-	2,709,034	2,709,034	-
Total OPEB Liability	527,965	760,902	-	884,287	2,173,154	885,177
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	23,400,000	23,400,000	-
Total Noncurrent Liabilities	<u>68,512,459</u>	<u>45,407,877</u>	<u>626,663,000</u>	<u>61,302,895</u>	<u>801,886,231</u>	<u>18,977,134</u>
Total Liabilities	<u>77,889,697</u>	<u>55,008,216</u>	<u>802,514,000</u>	<u>74,636,289</u>	<u>1,010,048,202</u>	<u>29,553,724</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred Inflows for Pension	-	-	-	925,665	925,665	-
Deferred Inflows for OPEB	27,614	39,798	-	46,216	113,628	46,298
Total Deferred Inflows of Resources	<u>27,614</u>	<u>39,798</u>	<u>-</u>	<u>971,881</u>	<u>1,039,293</u>	<u>46,298</u>
NET POSITION						
Net Investment in Capital Assets	205,511,398	293,310,868	223,373,000	71,612,428	793,807,694	19,160,710
Restricted for:						
Debt Service	6,458,727	5,687,536	6,384,000	176,845	18,707,108	-
Capital Projects	970,475	5,554,340	-	2,679,244	9,204,059	-
Other	-	-	935,000	-	935,000	-
Unrestricted	24,547,873	34,992,440	96,211,000	(2,465,170)	153,286,143	41,080,037
Total Net Position	<u>\$ 237,488,473</u>	<u>339,545,184</u>	<u>326,903,000</u>	<u>72,003,347</u>	<u>975,940,004</u>	<u>60,240,747</u>

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



CITY OF LINCOLN, NEBRASKA
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
PROPRIETARY FUNDS
FOR THE YEAR ENDED AUGUST 31, 2018

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
Operating Revenues						
Charges for Services	\$ 31,409,050	38,981,816	306,765,000	9,780,977	386,936,843	79,715,833
Fees	-	-	-	12,824,089	12,824,089	-
Parking Revenue	-	-	-	12,152,382	12,152,382	-
Performance Revenue	-	-	-	9,621,765	9,621,765	-
Other Operating Revenue	-	-	14,784,000	2,815,326	17,599,326	-
Total Operating Revenues	<u>31,409,050</u>	<u>38,981,816</u>	<u>321,549,000</u>	<u>47,194,539</u>	<u>439,134,405</u>	<u>79,715,833</u>
Operating Expenses						
Personal Services	-	-	-	15,489,570	15,489,570	15,799,143
Contractual Services	-	-	-	9,487,254	9,487,254	-
Operation and Maintenance	12,941,460	15,713,802	28,920,000	13,011,489	70,586,751	53,855,512
Purchased Power	-	-	146,495,000	-	146,495,000	-
Depreciation	8,815,189	8,846,888	52,134,000	5,550,959	75,347,036	3,387,296
Administrative Costs	1,921,761	2,054,642	39,925,000	-	43,901,403	-
Total Operating Expenses	<u>23,678,410</u>	<u>26,615,332</u>	<u>267,474,000</u>	<u>43,539,272</u>	<u>361,307,014</u>	<u>73,041,951</u>
Operating Income	<u>7,730,640</u>	<u>12,366,484</u>	<u>54,075,000</u>	<u>3,655,267</u>	<u>77,827,391</u>	<u>6,673,882</u>
Nonoperating Revenues (Expenses)						
Investment Earnings	155,416	260,148	1,456,000	326,206	2,197,770	590,570
Grant Revenue	-	-	-	111,162	111,162	-
Gain (Loss) on Disposal of Capital Assets	-	-	-	(69,420)	(69,420)	378,120
Occupation Tax	-	-	-	3,622,544	3,622,544	-
Payments in Lieu of Taxes	-	-	(10,831,000)	-	(10,831,000)	-
Net Costs Recoverable	(51,107)	(48,767)	-	-	(99,874)	-
Interest Expense and Fiscal Charges	(2,019,050)	(1,611,061)	(22,389,000)	(1,400,936)	(27,420,047)	(319,239)
Other	-	-	(10,502,000)	-	(10,502,000)	-
Total Nonoperating Revenues (Expenses)	<u>(1,914,741)</u>	<u>(1,399,680)</u>	<u>(42,266,000)</u>	<u>2,589,556</u>	<u>(42,990,865)</u>	<u>649,451</u>
Income Before Contributions and Transfers	5,815,899	10,966,804	11,809,000	6,244,823	34,836,526	7,323,333
Capital Contributions	5,282,107	9,308,930	936,000	4,527,533	20,054,570	1,676,002
Plant Costs Recovered through Capital Contributions	-	-	(936,000)	-	(936,000)	-
Transfers In	-	-	-	537,251	537,251	1,062,879
Transfers Out	-	-	(9,543,000)	(3,679,430)	(13,222,430)	(1,508,684)
Change in Net Position	<u>11,098,006</u>	<u>20,275,734</u>	<u>2,266,000</u>	<u>7,630,177</u>	<u>41,269,917</u>	<u>8,553,530</u>
Net Position - Beginning of Year, Before Restatement	226,593,146	319,561,557	324,637,000	64,130,182	934,921,885	52,027,062
Adjustment for Implementation of GASB 75	<u>(202,679)</u>	<u>(292,107)</u>	<u>-</u>	<u>242,988</u>	<u>(251,798)</u>	<u>(339,845)</u>
Net Position - Beginning of Year, After Restatement	<u>226,390,467</u>	<u>319,269,450</u>	<u>324,637,000</u>	<u>64,373,170</u>	<u>934,670,087</u>	<u>51,687,217</u>
Net Position - Ending	<u>\$ 237,488,473</u>	<u>339,545,184</u>	<u>326,903,000</u>	<u>72,003,347</u>	<u>975,940,004</u>	<u>60,240,747</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, 2018

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
Cash Flows from Operating Activities						
Receipts from Customers and Users	\$ 30,930,486	36,897,516	297,493,000	45,507,199	410,828,201	16,639,395
Receipts from Interfund Services Provided	186,608	997,692	6,447,000	1,633,128	9,264,428	62,993,435
Payments to Suppliers for Goods and Services	(3,304,419)	(5,288,910)	(165,429,000)	(17,678,185)	(191,700,514)	(48,005,833)
Payments to Employees	(8,012,522)	(8,750,550)	(29,663,000)	(15,413,777)	(61,839,849)	(15,833,281)
Payments for Interfund Services Provided	(3,122,144)	(3,715,570)	(1,545,000)	(3,664,089)	(12,046,803)	(5,157,926)
Other Receipts	-	-	-	2,850,844	2,850,844	-
Net Cash Provided by Operating Activities	16,678,009	20,140,178	107,303,000	13,235,120	157,356,307	10,635,790
Cash Flows from Noncapital Financing Activities						
Occupation Tax	-	-	-	3,612,279	3,612,279	-
Payments in Lieu of Taxes	-	-	(10,519,000)	-	(10,519,000)	-
Transfers from Other Funds	-	-	-	537,251	537,251	1,062,880
Transfers to Other Funds	-	-	(9,552,000)	(3,679,430)	(13,231,430)	(1,508,684)
Advances from General Fund	-	-	-	155,551	155,551	3,435,645
Repayment of Advances from General Fund	-	-	-	(511,162)	(511,162)	(3,521,659)
Advances to Other Funds	(45,836)	(137,509)	-	(137,290)	(320,635)	(91,527)
Repayments from Other Funds	-	-	-	-	-	58,473
Grant Proceeds	-	-	-	16,373	16,373	-
Principal Payment of Long-Term Debt	-	-	-	(200,000)	(200,000)	-
Interest and Fiscal Charges Paid	-	-	-	(2,280)	(2,280)	-
Other	-	-	(380,000)	-	(380,000)	-
Net Cash Used by Noncapital Financing Activities	(45,836)	(137,509)	(20,451,000)	(208,708)	(20,843,053)	(564,872)
Cash Flows from Capital and Related Financing Activities						
Additions to Capital Assets	(9,534,849)	(17,392,652)	(80,312,000)	(3,217,847)	(110,457,348)	(4,821,980)
Capital Contributions	816,846	2,231,233	936,000	10,191	3,994,270	-
Grant Proceeds	-	3,404,124	-	-	3,404,124	-
Proceeds from Sale of Capital Assets	-	-	-	91,325	91,325	504,065
Repayment of Advance from Other Fund	-	-	-	(150,000)	(150,000)	-
Proceeds from Issuance of Long-Term Debt	-	-	30,000,000	222,634	30,222,634	-
Funds Used for Bond Refunding	(383,001)	-	-	-	(383,001)	-
Net Cost of Retiring Plant	-	-	(2,414,000)	-	(2,414,000)	-
Principal Payments of Capital Lease	(25,523)	-	-	(310,364)	(335,887)	(1,546,475)
Principal Payments of Long-Term Debt	(4,599,602)	(4,517,445)	(17,070,000)	(2,155,000)	(28,342,047)	-
Interest and Fiscal Charges Paid	(2,361,501)	(1,877,042)	(25,924,000)	(1,466,217)	(31,628,760)	(368,284)
Net Cash Used by Capital and Related Financing Activities	(16,087,630)	(18,151,782)	(94,784,000)	(6,975,278)	(135,998,690)	(6,232,674)
Cash Flows from Investing Activities						
Proceeds from Sale and Maturities of Investments	16,214,633	17,568,597	151,520,000	16,905,146	202,208,376	31,127,635
Purchases of Investments	(16,927,423)	(19,655,018)	(138,144,000)	(19,853,106)	(194,579,547)	(37,485,540)
Interest and Other Receipts	359,843	570,128	1,460,000	349,335	2,739,306	648,570
Net Cash Provided (Used) by Investing Activities	(352,947)	(1,516,293)	14,836,000	(2,598,625)	10,368,135	(5,709,335)
Net Increase (Decrease) in Cash and Cash Equivalents	191,596	334,594	6,904,000	3,452,509	10,882,699	(1,871,091)
Cash and Cash Equivalents - Beginning	833,519	962,656	16,538,000	6,511,349	24,845,524	4,188,896
Cash and Cash Equivalents - Ending	<u>\$ 1,025,115</u>	<u>1,297,250</u>	<u>23,442,000</u>	<u>9,963,858</u>	<u>35,728,223</u>	<u>2,317,805</u>

(Continued)

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
Reconciliation of Operating Income to Net Cash Provided by Operating Activities						
Operating Income	\$ 7,730,640	12,366,484	54,075,000	3,655,267	77,827,391	6,673,882
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:						
Depreciation	8,815,189	8,846,888	52,134,000	5,550,959	75,347,036	3,387,296
Changes in Assets, Deferred Outflows of Resources, Liabilities, and Deferred Inflows of Resources:						
Accounts Receivable and Unbilled Revenues	(441,723)	(1,061,408)	554,000	(466,823)	(1,415,954)	237,816
Due from Other Funds	-	-	-	(98,849)	(98,849)	(284,923)
Due from Other Governments	-	-	-	(19,117)	(19,117)	23,192
Inventories	50,064	(133,189)	2,550,000	(50,337)	2,416,538	(20,257)
Plant Operation Assets	-	-	1,055,000	-	1,055,000	-
Prepaid Expenses	-	-	(949,000)	(39,151)	(988,151)	87,581
Other Assets	-	-	3,947,000	-	3,947,000	-
Deferred Outflows for Pension	-	-	-	237,738	237,738	-
Deferred Outflows for OPEB	(31,557)	(45,479)	-	(52,815)	(129,851)	(52,908)
Accounts Payable	319,172	218,271	4,248,000	88,904	4,874,347	(265,507)
Accrued Liabilities	165,338	(46,890)	(10,302,000)	(25,284)	(10,208,836)	(19,207)
Accrued Compensated Absences	65,029	(12,942)	-	2,278	54,365	28,154
Due to Other Funds	-	-	-	35,835	35,835	185,315
Due to Other Governments	-	-	-	(181,254)	(181,254)	(30,578)
Unearned Revenue	-	-	-	3,357,445	3,357,445	(59,084)
Claims	-	-	(9,000)	-	(9,000)	735,196
Net Pension Liability	-	-	-	(201,859)	(201,859)	-
Total OPEB Liability	(21,757)	(31,355)	-	(32,275)	(85,387)	(36,476)
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	1,505,500	1,505,500	-
Deferred Inflows for Pension	-	-	-	(77,258)	(77,258)	-
Deferred Inflows for OPEB	27,614	39,798	-	46,216	113,628	46,298
Total Adjustments	8,947,369	7,773,694	53,228,000	9,579,853	79,528,916	3,961,908
Net Cash Provided by Operating Activities	<u>\$ 16,678,009</u>	<u>20,140,178</u>	<u>107,303,000</u>	<u>13,235,120</u>	<u>157,356,307</u>	<u>10,635,790</u>
Supplemental Disclosure of Noncash Investing, Capital, and Financing Activities:						
Contribution of Capital Assets	\$ 4,465,261	3,673,573	-	4,517,342	12,656,176	1,676,002
Purchase of Capital Assets on Account	2,404,584	2,568,490	2,471,000	345,102	7,789,176	86,426
Change in Fair Value of Investments	(204,427)	(309,980)	104,000	(60,325)	(470,732)	(114,594)
Debt Refunding/Defeasance	14,730,000	-	-	-	14,730,000	-
Acquisition of Leased Capital Assets	161,970	-	-	-	161,970	-
Capitalized Interest included in Capital Asset Additions	-	-	673,000	-	673,000	-

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF FIDUCIARY NET POSITION
FIDUCIARY FUNDS
AUGUST 31, 2018

	Police & Fire Pension Trust Fund	Agency Funds
	<u>Trust Fund</u>	<u>Funds</u>
ASSETS		
Cash and Cash Equivalents	\$ 1,365,433	3,405,677
Investments:		
Pooled Investment Funds	1,927,698	-
Equities	10,486,854	-
Mutual Funds	122,947,185	-
Limited Partnership	28,805,548	-
Real Estate Limited Partnerships	80,338,433	-
Total Investments	<u>244,505,718</u>	-
Receivables:		
Contributions	557,801	-
Accrued Interest	5,118	-
Other	-	57,776
Due from Other Governments	560	-
Contractor Retainage	<u>-</u>	<u>78,454</u>
Total Assets	<u>246,434,630</u>	<u>3,541,907</u>
DEFERRED OUTFLOWS OF RESOURCES		
Deferred Outflows for OPEB	<u>464</u>	-
LIABILITIES		
Warrants Payable	-	973,590
Accounts Payable	14,738	296,747
Accrued Liabilities	3,370	-
Accrued Compensated Absences	12,675	-
Due to Other Governments	282	879,025
Total OPEB Liability	7,762	-
Due to Homeowners	-	2,647
Due to Contractors	-	1,271,972
Due to Bondholders	<u>-</u>	<u>117,926</u>
Total Liabilities	<u>38,827</u>	<u>3,541,907</u>
DEFERRED INFLOWS OF RESOURCES		
Deferred Inflows for OPEB	<u>406</u>	
NET POSITION		
Net Position Restricted for Pensions	<u>\$ 246,395,861</u>	

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

CITY OF LINCOLN, NEBRASKA
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FIDUCIARY FUND
FOR THE YEAR ENDED AUGUST 31, 2018

	<u>Police & Fire Pension Trust Fund</u>
Additions:	
Contributions:	
Employer	\$ 8,068,138
Employee	3,195,658
Total Contributions	<u>11,263,796</u>
Investment Earnings:	
Interest	19,628
Dividends	3,137,939
Increase in Fair Value of Investments	14,522,530
Investment Earnings	<u>17,680,097</u>
Less Investment Expense	(407,981)
Net Investment Earnings	<u>17,272,116</u>
Total Additions	<u>28,535,912</u>
Deductions:	
Benefit Payments	15,246,359
Refunds of Contributions	421,197
Administrative Costs	<u>310,064</u>
Total Deductions	<u>15,977,620</u>
Change in Net Position	<u>12,558,292</u>
Net Position Restricted for Pensions - Beginning, Before Restatement	233,840,546
Adjustment for Implementation of GASB 75	<u>(2,977)</u>
Net Position Restricted for Pensions - Beginning, After Restatement	<u>233,837,569</u>
Net Position Restricted for Pensions - Ending	<u><u>\$ 246,395,861</u></u>

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, 2018

(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, as the City is ultimately responsible for the debt of the WHJPA if such revenues are insufficient to make the necessary debt service payments. 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 almost exclusively benefits the City as its primary function is to finance and construct those City owned assets located in the 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, or online at www.lincoln.ne.gov/city/finance/account/westhay/audits.htm.

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, 2018. 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, 2017. The amounts included in the City's 2018 financial statements for LES are amounts as of and for the year ended December 31, 2017.

GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the 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*.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

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

MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND 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, aging services, police and fire protection, emergency communications, legal services, planning, and parks and recreation. Primary resources of the fund include property, sales, and occupation taxes.

The Street Construction Fund, a special revenue fund, accounts for the resources accumulated, primarily highway allocation fees received from the State of Nebraska, and the payments made for the maintenance, construction, and improvement of the streets and highways in the City. Certain capital outlay expenditures reported in this fund are paid with a combination of these restricted resources and the proceeds from previous bond issuances.

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. Occupation taxes imposed on bar, restaurant, car rental, and hotel revenues, provides the resources to finance the activities of the JPA.

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.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Additionally, the City reports the following fund types:

Internal Service Funds account for data processing, engineering, risk management, fleet management, municipal services center operations, 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.

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; and reserve funds held for the Public Building Commission Bonds.

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, return on equity, 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.

In 2011, the City Council approved an ordinance requiring LES to pay an annual dividend to the City for the City's ownership of LES, in an amount based on the total net position of LES as of the most recent audited year-end financial statements. The annual dividend shall be remitted to the City on a semiannual basis on the 20th day of February and August of each year, with each payment representing fifty percent of the annual dividend payment.

ASSETS, LIABILITIES, AND NET POSITION 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 either fair value or net asset 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

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

market 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

Materials, supplies, and fuel inventories are stated at cost, which is generally determined using the average cost 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 the government-wide and fund financial statements. The cost of prepaid items is recorded as expenditures/expenses when consumed rather than when purchased.

Amounts of governmental fund inventories and vendor prepaid items are reported as nonspendable net position to indicate that they do not represent "available spendable resources".

Plant Operation Assets

LES' interest in jointly owned facilities Laramie River Station and Walter Scott Energy Center (see Note 23), is reported as plant operation assets on the statement of net position.

Costs Recoverable from Future Billings

Certain income and expense items of the Wastewater System, Water System, and LES, which would be recognized during the current period are deferred and not included in the determination of the change in net position until such costs are expected to be recovered through rates, in accordance with the regulated operations provisions of GASB Statement No. 62.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, drainage systems, street lights, 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 acquisition value at the date of donation.

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. Prior to September 1, 2017, and the implementation of GASB Statement No. 89, interest incurred during the construction phase of capital assets of business-type activities was included as part of the capitalization value of the assets constructed.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

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

The exceptions to this rule are library media, which is depreciated using a composite depreciation method, and LES, which depreciates its utility plant on a straight-line basis using composite rates ranging between 2% and 20%, depending on the respective asset type.

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 37 days.

Employees earn sick leave at the rate of one day per month with total accumulation unlimited. Upon retirement, an employee is reimbursed for a percentage of accumulated sick leave with percentages and maximums depending on the employees' bargaining unit contract. Upon resignation from City service an employee may also be compensated for a percentage of accumulated sick leave, again, based on the employees' bargaining union contract. In some cases payment may be placed in a medical spending account rather than reimbursing the employee directly.

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 position. Bond premiums and discounts are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. 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. The unamortized balance of the refunding gain or loss is reported as deferred inflows or outflows of resources, as applicable, on the statement of net position.

In the fund financial statements, governmental funds recognize bond premiums and discounts during the current period. The face amount of debt issued is reported as another 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.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Fund Equity

Fund balances reflect assets plus deferred outflows of resources minus liabilities and deferred inflows of resources in the governmental fund statements. Fund balance is divided into five classifications; nonspendable, restricted, committed, assigned and unassigned. Fund balance is reported as nonspendable when not in spendable form or legally or contractually required to be maintained intact. Fund balance is reported as restricted when constraints placed on the use are either externally imposed by creditors, grantors, contributors, or laws or regulations of other governments; or imposed by law through constitutional provisions or enabling legislation.

Fund balance is reported as committed when constraints are imposed by formal action (ordinance) of the City Council, the City's highest level of decision-making authority. Once adopted, the limitations imposed by the ordinance remain in place until the adoption of another ordinance to remove or revise the limitation.

Fund balance is reported as assigned when the intent of the City (resolutions approved by Council and executive orders approved by the Mayor) is to use the funds for a specific purpose. Unlike commitments, assignments generally only exist temporarily, as an additional formal action does not have to be taken to alter an assignment. Unassigned fund balance is the residual amount and only the General Fund can report a positive unassigned balance.

The City has established a policy intended to address the primary consideration of meeting unanticipated short-term cash flow needs of the City and the long-term goal of managing General Fund balances in a manner that at all times preserves the City's ability to meet its cash flow needs. No less than twenty percent of the ensuing year's General Fund budget is to be set aside to meet excess cash flow needs. Currently \$34,472,087 of the General Fund's spendable and unrestricted fund balance meets the requirements of this policy.

Net Position Classification

Net position is assets plus deferred outflows of resources minus liabilities and deferred inflows of resources and is shown in the entity-wide, proprietary, and fiduciary fund financial statements. Net position is required to be classified into three components – net investment in capital assets, restricted, and unrestricted. These classifications are defined as follows:

Net investment in capital assets – This component of net position 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. Deferred outflows of resources and deferred inflows of resources that are attributable to the acquisition, construction, or improvements of those assets or related debt also should be included in this component of net position. 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 net investment in capital assets.

Restricted – This component of net position consists of restricted assets, reduced by liabilities related to those assets, with constraints placed on their use through external parties such as creditors (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 position reports \$200,130,770 of restricted net position, of which enabling legislation restricts \$43,816,601.

Unrestricted – This component consists of assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the "restricted" or "net investment in capital assets" components of net position.

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

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

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) No later than June 15, prior to the beginning of the biennial budget period, the Mayor submits to the City Council a proposed biennial budget for the ensuing years. The biennial budget is a complete financial plan for the biennial period 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 biennial period, 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 during the biennium. 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 that fiscal or biennial period.

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 biennial 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 biennial period for which authorized except for those reappropriated by Council resolution, 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, Parks & Recreation Special Projects, RP Crawford Park, and Vehicle Tax Residual Revenue), debt service (Special Assessment), permanent (JJ Hompes), Fast Forward, and agency funds. In addition, capital project funds are budgeted on a project rather than a biennial basis.

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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 \$27,571,140 which is reported along with \$865,000 of contingency funds as expendable health care restricted net position in the statement of net position. The initial endowment principal is reported as nonexpendable health care restricted net position in the statement of net position.

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 2018 the City implemented the provisions of the following GASB Statements:

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions (OPEB)*. The revised requirements under Statement No. 75 establish new financial reporting requirements for state and local governments that provide their employees with OPEB benefits, including additional note disclosure and required supplementary information. In addition, Statement No 75 requires a state or local government employer to use the entry age normal actuarial cost method, and requires deferred outflows of resources and deferred inflows of resources that arise from other types of events related to OPEB to be recognized. Accordingly, the City has reported the cumulative effect of applying GASB 75 as a restatement of net position as of September 1, 2017. This restatement decreased previously reported net position for governmental activities by \$(4,913,423) and for business-type activities by \$(251,798).

GASB Statement No. 81, *Irrevocable Split-Interest Agreements*. The objective of this statement is to improve accounting and financial reporting for irrevocable split-interest agreements, which are a type of giving agreement used by donors to provide resources to two or more beneficiaries, including governments. This statement requires a government to recognize assets, liabilities, and deferred inflows of resources at the inception of the agreement, and revenue when the resources become applicable to the reporting period. At August 31, 2018, the City reported both a beneficial interest asset and deferred inflows of resources for beneficial interest revenue of \$3,541,924.

GASB Statement No. 85, *Omnibus 2017*. This statement addresses a variety of topics including issues related to blending component units, goodwill, fair value measurement and application, and postemployment benefits (pensions and other postemployment benefits [OPEB]). The implementation of Statement 85 did not have an impact on the City's current financial statements.

GASB Statement No. 86, *Certain Debt Extinguishment Issues*. The objective of this statement is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources – resources other than the proceeds of refunding debt – are placed in an irrevocable trust for the sole purpose of extinguishing debt. This statement also improves accounting and financial reporting for prepaid insurance on

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debt that is extinguished and notes to financial statements for debt that is defeased in substance. The implementation of Statement 86 did not have an impact on the City's current financial statements.

GASB Statement No 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*. Statement No. 89 requires that, in financial statements using the economic resources measurement focus, interest costs incurred before the end of a construction period be recognized as expenses in the period in which the costs are incurred. Previous governmental accounting standards guidance required such costs to be capitalized and included as a component of construction in progress for certain projects, and any amount capitalized was included in the historical costs of a capital asset reported in the financial statements. Statement 89 was applied prospectively, thus any interest costs capitalized in previous years were not removed from the historical costs of the related capital assets. The amounts included in the City's 2018 financial statements for LES are amounts as of and for the year ended December 31, 2017. LES has not implemented the provisions of Statement No. 89 in its December 31, 2017 financial 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 POSITION

The governmental funds balance sheet includes a reconciliation between *fund balance – total governmental funds* and *net position of governmental activities* as reported in the government-wide statement of net position. 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 \$554,608,830 difference are as follows:

Bonds Payable	\$ 419,953,372
Less issuance discounts	(989,238)
Plus issuance premiums	12,767,414
Plus deferred charge on refunding	183,040
Capital Leases Payable	25,730,399
Accrued Interest Payable	4,385,348
Net Pension Liability	47,851,096
Deferred Outflows for Pension	(3,962,233)
Deferred Inflows for Pension	11,940,723
Net OPEB Liability	15,696,148
Deferred Outflows for OPEB	(937,461)
Deferred Inflows for OPEB	820,350
Compensated Absences	21,183,660
Other	(13,788)
Net difference	<u>\$ 554,608,830</u>

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 position 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 \$12,306,439 difference are as follows:

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Capital outlay	\$ 56,233,569
Depreciation expense	(43,927,130)
Net difference	<u>\$ 12,306,439</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 position. Also, governmental funds report the effect of premiums, discounts and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.” The details of this \$12,078,337 difference are as follows:

Debt issued or incurred:	
Issuance of general obligation refunding bonds	\$ (4,345,000)
Issuance of refunding capital lease	(749,615)
Issuance of capital lease	(239,760)
Issuance of certificates of participation	(3,450,000)
Issuance premiums	(892,807)
Amortization of deferred premiums, discounts, and amounts from refundings	783,882
Transfers to bond refunding agent	5,706,591
Principal repayments	15,265,046
Net difference	<u>\$ 12,078,337</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 \$(694,554) difference are as follows:

Loss on disposal of capital assets	\$ (490,242)
Accrued interest	114,258
Compensated absences	(317,981)
Other	(589)
Net difference	<u>\$ (694,554)</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 position 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 in the Renewal and Replacement Account are restricted for specific 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 capital improvements. Also, Lincoln Electric System has assets restricted for paying employee health claims and for deposits provided by both customers and developers.

A recap of the proprietary funds restrictions and related balances at August 31, 2018, are as follows:

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Fund Account	Parking System	Solid Waste Management	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Total
Principal and Interest	\$ 201,567	-	1,458,048	413,494	14,579,000	16,652,109
Reserve	2,551,843	1,117,084	5,450,186	5,387,300	16,733,000	31,239,413
Surplus	-	-	456,639	1,948,693	-	2,405,332
Renewal and Replacement	2,449,521	-	-	-	-	2,449,521
Capital Construction and Equipment	209,423	20,300	970,475	5,554,340	-	6,754,538
Customer/Developer Deposits	-	-	-	-	1,996,000	1,996,000
Claims	-	-	-	-	2,162,000	2,162,000
Total	\$ 5,412,354	1,137,384	8,335,348	13,303,827	35,470,000	63,658,913

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, provide a Federal Home Loan Bank letter of credit, 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).

The City's cash deposits, including certificates of deposit, are insured up to \$250,000 by the FDIC. At August 31, 2018, at a single financial institution, \$211,733 of the City's bank balance was uninsured and uncollateralized. Subsequent to year-end, additional collateral was pledged by the financial institution for the uncollateralized balance. The City's remaining cash deposits and 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, or a letter of credit issued by a Federal Reserve Bank. No legal opinion has been obtained regarding the enforceability of any of the collateral arrangements.

INVESTMENTS

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

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The following table presents the fair value measurements of assets and liabilities recognized in the accompanying financial statements measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at August 31, 2018.

Money Market Funds and External Investment Trusts are carried at cost, and thus are not included within the fair value hierarchy. Certain investments that are measured using the net asset value per share (or its equivalent) practical expedient have also not been classified in the fair value hierarchy. Other than the pension trust fund investments noted specifically on page 49, the City's remaining investments carried at net asset value have no unfunded commitments and these investments can be redeemed at any time. These investments have been noted with NAV in the table below.

At August 31, 2018, the City had the following investments, maturities, credit ratings, and fair value measurement:

	August 31, 2018							
	Maturities in Years							
Type	Carrying Value	Less than 1	1-5	6-10	More than 10	Credit Rating		Hierarchy
						Moody's	S&P	Level
General City:								
U.S. Treasury Obligations	\$ 144,393,972	124,727,802	19,666,170	-	-	Aaa	AA+	2
U.S. Sponsored Agency Obligations	294,375,188	186,574,738	103,056,092	4,744,358	-	Aaa	AA+	2
Commercial Issuers (Commercial Paper)	44,126,000	44,126,000	-	-	-	P1	A1	2
Money Market Funds - U.S. Treasury	4,163,874	4,163,874	-	-	-	Aaa-mf	AAAm	N/A
Money Market Funds - U.S. Agencies	34,822,293	34,822,293	-	-	-	Aaa	AAAm	N/A
External Investment Trust	9,600,000	9,600,000	-	-	-	Not rated	Not rated	N/A
Tax Increment Financing Investments	10,482,911	407,026	1,055,088	4,492,487	4,528,310	Not rated	Not rated	2
Equities	3,847,039	3,847,039	-	-	-	Not rated	Not rated	1
Total General City	545,811,277	408,268,772	123,777,350	9,236,845	4,528,310			
Community Health Endowment:								
Money Market Mutual Funds	2,203,744	2,203,744	-	-	-	Not rated	Not rated	N/A
Institutional funds								
Fixed income	9,526,726	-	8,608,799	-	917,927	Not rated	Not rated	NAV
Intermediate term credit	2,558,255	-	2,558,255	-	-	Not rated	Not rated	NAV
Large cap equity	9,021,766	9,021,766	-	-	-	Not rated	Not rated	NAV
International equity	13,609,621	13,609,621	-	-	-	Not rated	Not rated	NAV
High-yield bonds	5,721,191	-	-	5,721,191	-	Not rated	Not rated	NAV
Emerging markets equity	3,121,147	3,121,147	-	-	-	Not rated	Not rated	NAV
Mid cap equity	2,567,777	2,567,777	-	-	-	Not rated	Not rated	NAV
U.S. treasuries	5,746,050	-	5,746,050	-	-	Not rated	Not rated	NAV
Small cap equity	3,258,877	3,258,877	-	-	-	Not rated	Not rated	NAV
Commodities	4,972,333	4,972,333	-	-	-	Not rated	Not rated	NAV
Real Estate	1,292,280	1,292,280	-	-	-	Not rated	Not rated	NAV
Limited Partnership	310,340	310,340	-	-	-	Not rated	Not rated	NAV
Total Community Health Endowment:	63,910,107	40,357,885	16,913,104	5,721,191	917,927			
Police & Fire Pension Trust:								
Equities	10,486,854	10,486,854	-	-	-	Not rated	Not rated	1
Mutual Funds	122,947,185	122,947,185	-	-	-	Not rated	Not rated	1
	133,434,039	133,434,039	-	-	-			
Limited Partnerships	28,805,548							NAV
Real Estate Limited Partnerships	80,338,433							NAV
Total Police & Fire Pension Trust	242,578,020							
Total Primary Government	\$ 852,299,404							

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to,

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yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The City has no investments at August 31, 2018 that are classified within Level 3 of the hierarchy.

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.

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. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. 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	AAm	---
Corporate Notes	AA-	Aa3
Investment Agreements	AA-	Aa3
Commercial Paper	A-1	P-1
Bankers' Acceptance	A-1	P-1
Local Government Debt	AA	Aa

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) funds. These Funds are carried by the City at amortized cost. NPAIT and STFIT invest in only the highest quality securities, including U.S. government, rated U.S. sponsored agencies, and guaranteed student loans, and their investment portfolios are valued at amortized cost, which approximates fair value based on the short-term nature of the instruments.

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.

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<u>Type</u>	<u>Portfolio Composition</u>	<u>Policy Limits on Issuer</u>
U.S. agency obligations:		
Federal Home Loan Bank	23.14 %	40.00 %
Federal Home Loan Mortgage Corporation	15.32	40.00
Federal National Mortgage Association	8.79	40.00
Federal Farm Credit Bank	6.69	40.00
Federal Agricultural Mortgage Corporation	0.00	25.00

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. CHE has engaged one of the world's largest institutional investment firms to advise on portfolio management. That investment firm and affiliates are also the sponsor and investment manager for all of the institutional funds listed on a previous page.

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. All investments are held in CHE's name.

Interest Rate Risk. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. 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.

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. None of CHE's investments were rated at August 31, 2018.

Concentration of Credit Risk. Concentration of credit risk is the risk associated with the amount of investments CHE has with any one issuer that exceeds 5% or more of its total investments. CHE limits the percentage that may be invested in any one sector, 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, 2018.

Police & Fire Pension Trust Policy

The Police & Fire Pension Trust Investment Board, established by the City Council in accordance with Lincoln Municipal Code chapter 4.62, directs and oversees the trust's investments for the sole benefit of plan participants and beneficiaries. The Board consists of nine members. Two board positions shall be filled by the City Finance Director and the City Human Resources Director; two board positions shall be elected by secret ballot by the active paid police officers of the City; two board positions shall be elected by secret ballot by the active paid firefighters of the City; and three board positions shall be appointed by the Mayor, after consultation with the other six members, subject to approval by the City Council. The three appointed members shall have at least five years demonstrated experience in financial, actuarial, investment or employee benefit plan matters.

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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, and alternative investments.

The investment board has the responsibility to allocate plan assets in various investment strategies to reach the overall return and risk objectives of the plan. Annually the board reviews the plan's investments from an "asset allocation" perspective. The strategic allocation process is based on such factors as historical absolute returns of the benchmarks, recent returns for benchmarks, volatility of benchmark returns as measured by standard deviation, and the correlation of returns with other asset classes used in the portfolio. The following was the asset allocation as of August 31, 2018:

<u>Asset Class</u>	<u>Target Allocation</u>
Developed Markets Equity	35.0 %
Emerging Markets Equity	5.0
Private Equity	10.0
Fixed Rate Debt (Intermediate)	5.0
Fixed Rate High Yield Bonds	5.0
Private Credit	10.0
Low Volatility Hedge Funds	10.0
Master Limited Partnerships (MLPs)	5.0
Private Real Estate	<u>15.0</u>
Total	<u><u>100.0</u></u> %

Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the 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. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Investment Board for the Police & Fire Pension Trust compares the risk and return characteristics derived from the actual performance of the Fund, by separate asset classes and specific securities to appropriate benchmarks, and 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. The policy places no limit on the amount that may be invested in any one issuer. The following individual investments currently held by the Plan are greater than 5% of the Plan's fiduciary net position:

Vanguard Total Stock Market Index	12.00 %
American New Perspective R6	11.60
RREEF America REIT II	10.67
Vanguard Total Intl Stock Index Fund Ins	10.70
Dodge and Cox Global Stock Fund	10.92
J.P. Morgan Core Bond Fund	10.73
Parametric Defensive Equity Fund LLC	5.01

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The Trust is required to fund the following additional amounts in accordance with the related investment agreements:

Tenaska TPF II, LP - \$66,521

Aberdeen U.S. Private Equity VI - \$1,350,000

Weathergale Venture Capital IV - \$1,890,000

Golub Capital Partners International Fund 11 - \$2,800,000

Principal Real Estate Debt Fund II - \$5,617,183

Summary of Deposit and Investment Balances

Following is a reconciliation of the City's deposit and investment balances as of August 31, 2018:

	Totals		
Investments	\$ 852,299,404		
Deposits and Cash on Hand	13,343,563		
	<u>\$ 865,642,967</u>		
	Government-wide Statement of Net Position	Fiduciary Funds Statement of Net Position	Totals
Cash and Cash Equivalents	\$ 47,496,312	4,771,110	52,267,422
Investments	474,597,302	244,505,718	719,103,020
Restricted Assets:			
Cash and Cash Equivalents	9,201,771	-	9,201,771
Investments	85,070,754	-	85,070,754
	<u>\$ 616,366,139</u>	<u>249,276,828</u>	<u>865,642,967</u>

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(5) FUND BALANCES

Fund balances are classified as nonspendable, restricted, committed, assigned or unassigned. The City generally follows this same order in spending available resources unless special circumstances apply. The following provides details of the aggregate amounts displayed on the face of the governmental funds balance sheet:

	Major Funds			Other	
	General	Street	West	Governmental	
	Fund	Construction	Haymarket	Funds	Total
			JPA		
Fund Balances:					
Nonspendable:					
Inventory	\$ 391,693	312,222	-	742,375	1,446,290
Prepaid Items	180,029	-	300,453	-	480,482
Permanent Fund Principal	-	-	-	37,160,000	37,160,000
Total Nonspendable	571,722	312,222	300,453	37,902,375	39,086,772
Restricted For:					
Capital Improvements	2,244,961	39,929,601	1,287,812	30,637,636	74,100,010
Human Services	1,401,598	-	-	-	1,401,598
Donor Purposes	3,170,578	-	-	3,004,409	6,174,987
Agency Activities	-	-	1,631,642	-	1,631,642
Land Purchases	-	-	-	3,616,157	3,616,157
Social Security Obligations	-	-	-	1,845,887	1,845,887
Community Betterment	-	-	-	4,242,589	4,242,589
Federal Loan Programs	-	-	-	18,006,000	18,006,000
Grant Programs	-	-	-	1,353,285	1,353,285
Special Assessment Improvements	-	-	-	422,570	422,570
Debt Service	-	-	-	9,261,327	9,261,327
Health Care	-	-	-	27,648,852	27,648,852
Claims Contingencies	-	-	-	865,000	865,000
Library Media	-	-	-	789,181	789,181
Street Maintenance	-	-	-	893,900	893,900
Total Restricted	6,817,137	39,929,601	2,919,454	102,586,793	152,252,985
Committed To:					
Public Access Television	-	-	-	719,725	719,725
Building Code Enforcement	-	-	-	305,149	305,149
Debt Service	-	-	-	1,967,704	1,967,704
Total Committed	-	-	-	2,992,578	2,992,578
Assigned To:					
Capital Improvements	-	25,329,846	-	14,583	25,344,429
Donor Purposes	844,212	-	-	-	844,212
Public Improvements	26,864	-	-	-	26,864
Athletic Facility Improvements	628,018	-	-	-	628,018
Senior Care	1,038,876	-	-	-	1,038,876
Emergency Communications	2,340,599	-	-	-	2,340,599
Economic Development Projects	5,008,071	-	-	-	5,008,071
Snow Removal	-	964,838	-	-	964,838
Debt Service	-	-	33,907,080	-	33,907,080
Land Purchases	-	-	-	76,721	76,721
Public Access Television	-	-	-	323,572	323,572
Library Services	-	-	-	3,767,090	3,767,090
Health Care	-	-	-	4,493,783	4,493,783
Social Security Obligations	-	-	-	455,533	455,533
Public Transportation	-	-	-	3,793,752	3,793,752
Community Betterment	-	-	-	182,500	182,500
Building Code Enforcement	-	-	-	9,987,093	9,987,093
Park Projects	-	-	-	188,526	188,526
Subsequent Year's Appropriated Fund Balance	6,358,584	-	-	-	6,358,584
Other Purposes	143,907	-	-	-	143,907
Total Assigned	16,389,131	26,294,684	33,907,080	23,283,153	99,874,048
Unassigned	46,062,651	-	-	(77,349)	45,985,302
Total Fund Balances	\$ 69,840,641	66,536,507	37,126,987	166,687,550	340,191,685

CITY OF LINCOLN, NEBRASKA
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(6) RECEIVABLES AND DUE FROM OTHER GOVERNMENTS

Receivables at August 31, 2018, consist of the following (in thousands):

Fund	Taxes	Accounts	Accrued Interest	Loans	Special Assessment		Contributions	Gross Receivables	Allowance For Uncollectibles	Net
					Current	Deferred				
General	\$ 3,382	2,273	199	-	-	-	-	5,854	-	5,854
Street Construction	-	31	195	-	-	-	-	226	-	226
West Haymarket JPA	1,632	388	242	-	-	-	-	2,262	-	2,262
Wastewater System	-	5,381	-	-	-	-	-	5,381	-	5,381
Water System	-	7,644	-	-	-	-	-	7,644	-	7,644
Electric System	-	35,179	350	-	-	-	-	35,529	816	34,713
Nonmajor -										
Special Revenue	1,419	326	237	22,545	-	-	-	24,527	4,539	19,988
Debt Service	942	380	50	-	396	2,182	-	3,950	187	3,763
Capital Projects	-	-	115	-	-	-	-	115	-	115
Permanent	-	1	13	-	-	-	-	14	-	14
Enterprise	-	7,152	133	-	-	-	-	7,285	2,914	4,371
Internal Service	-	227	236	-	-	-	-	463	-	463
Fiduciary	-	58	5	-	-	-	558	621	-	621
Total	\$ 7,375	59,040	1,775	22,545	396	2,182	558	93,871	8,456	85,415

Enterprise funds customer accounts receivable include unbilled charges for services. Delinquent special assessment receivables at August 31, 2018, were \$182,264.

The total of Due From Other Governments of \$27,216,185 includes the following significant items:

Fund/Fund Type	Amount	Service
General/Major Governmental	\$13,214,154	State of Nebraska, July/August Sales & Use Tax
	575,713	August Motor Vehicle Taxes Collected by Lancaster County
	15,772	August Property Tax Interest Collected by Lancaster County
	29,133	State of Nebraska, Cost Reimbursements
	135,698	Lincoln Public Schools, Cost Reimbursements
	45,410	Federal Government, Cost Reimbursements
	159,778	Lancaster County, Cost Reimbursements
Street Construction/Major Governmental	4,728,308	State of Nebraska, July/August Highway User Fees
	14,183	Railroad Transportation Safety District, Share of Projects
	370,425	State of Nebraska, Cost Reimbursements
	62,421	Federal Government, Cost Reimbursements
West Haymarket JPA/Major Governmental	762,179	Federal Government, Cost Reimbursements
Lincoln/Lancaster Co. Health/Special Revenue	401,894	Lancaster County, Cost Reimbursements
Federal Grants/Special Revenue	1,249,383	Federal Government, Cost Reimbursements
	419,506	State of Nebraska, Cost Reimbursements
Vehicle Tax Residual Revenue/Special Revenue	893,900	August Motor Vehicle Taxes Collected by Lancaster County
Special Assessment/Debt Service	34,679	August Special Assessments Collected by Lancaster County
Vehicle Tax/Capital Projects	893,899	August Motor Vehicle Taxes Collected by Lancaster County
Storm Sewer Bonds/Capital Projects	477,674	Federal Government, Cost Reimbursements
Other Capital Projects/Capital Projects	2,212,436	State of Nebraska, July/August Sales & Use Tax
	305,550	Federal Government, Cost Reimbursements
Pinnacle Bank Arena/Enterprise	24,365	Lincoln Public Schools Billings
Solid Waste Management/Enterprise	94,789	Federal Government, Cost Reimbursements
Information Services/Internal Service	14,158	Lancaster County Billings
Police Garage/Internal Service	6,632	State of Nebraska Billings
	45,018	Lancaster County Billings
Subtotal	27,187,057	
All other	29,128	
Total Due From Other Governments	\$27,216,185	

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(7) **CAPITAL ASSETS**

Capital asset activity for the year ended August 31, 2018, was as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Governmental Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 169,428,427	1,509,554	448,750	170,489,231
Construction in Progress	63,199,880	36,565,536	12,977,383	86,788,033
Total Capital Assets, not being Depreciated	<u>232,628,307</u>	<u>38,075,090</u>	<u>13,426,133</u>	<u>257,277,264</u>
Capital Assets, being Depreciated:				
Buildings	347,441,338	8,442,372	81,071	355,802,639
Improvements Other Than Buildings	138,819,408	3,072,389	55,475	141,836,322
Machinery and Equipment	110,684,879	10,431,952	6,555,216	114,561,615
Infrastructure	954,560,931	36,102,949	527,461	990,136,419
Total Capital Assets, being Depreciated	<u>1,551,506,556</u>	<u>58,049,662</u>	<u>7,219,223</u>	<u>1,602,336,995</u>
Less Accumulated Depreciation for:				
Buildings	66,428,159	7,735,783	68,439	74,095,503
Improvements Other Than Buildings	44,373,100	4,421,154	55,475	48,738,779
Machinery and Equipment	70,909,289	7,543,661	6,387,632	72,065,318
Infrastructure	325,283,392	27,613,828	35,531	352,861,689
Total Accumulated Depreciation	<u>506,993,940</u>	<u>47,314,426</u>	<u>6,547,077</u>	<u>547,761,289</u>
Total Capital Assets, being Depreciated, Net	<u>1,044,512,616</u>	<u>10,735,236</u>	<u>672,146</u>	<u>1,054,575,706</u>
Governmental Activities Capital Assets, Net	<u>\$ 1,277,140,923</u>	<u>48,810,326</u>	<u>14,098,279</u>	<u>1,311,852,970</u>
	Beginning Balances	Increases	Decreases	Ending Balances
Business-type Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 25,247,402	204,754	4,022	25,448,134
Construction in Progress	92,740,991	112,906,013	60,792,067	144,854,937
Total Capital Assets, not being Depreciated	<u>117,988,393</u>	<u>113,110,767</u>	<u>60,796,089</u>	<u>170,303,071</u>
Capital Assets, being Depreciated:				
Buildings	240,947,123	2,782,580	-	243,729,703
Improvements Other Than Buildings	737,706,611	26,261,232	20,879	763,946,964
Machinery and Equipment	58,145,799	4,716,004	1,668,623	61,193,180
Utility Plant	1,486,425,000	39,052,000	3,710,000	1,521,767,000
Total Capital Assets, being Depreciated	<u>2,523,224,533</u>	<u>72,811,816</u>	<u>5,399,502</u>	<u>2,590,636,847</u>
Less Accumulated Depreciation for:				
Buildings	95,371,247	5,512,277	-	100,883,524
Improvements Other Than Buildings	240,090,998	14,437,634	16,594	254,512,038
Machinery and Equipment	37,520,627	3,263,125	1,493,395	39,290,357
Utility Plant	688,535,000	52,134,000	6,124,000	734,545,000
Total Accumulated Depreciation	<u>1,061,517,872</u>	<u>75,347,036</u>	<u>7,633,989</u>	<u>1,129,230,919</u>
Total Capital Assets, being Depreciated, Net	<u>1,461,706,661</u>	<u>(2,535,220)</u>	<u>(2,234,487)</u>	<u>1,461,405,928</u>
Business-type Activities Capital Assets, Net	<u>\$ 1,579,695,054</u>	<u>110,575,547</u>	<u>58,561,602</u>	<u>1,631,708,999</u>

CITY OF LINCOLN, NEBRASKA
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Depreciation expense was charged to functions/programs as follows:

Governmental Activities:	
General Government	\$ 1,813,413
Public Safety	2,314,905
Streets and Highways, including Infrastructure	27,148,781
Culture and Recreation	10,509,663
Economic Opportunity	44,431
Health and Welfare	319,868
Mass Transit	1,776,069
Subtotal	<u>43,927,130</u>
Internal Service Funds Capital Assets	
Depreciation is charged to the various functions based on usage of the assets.	3,387,296
Total Depreciation Expense - Governmental	<u>\$ 47,314,426</u>
Business-type Activities:	
Golf	\$ 455,266
Parking System	2,153,223
Pinnacle Bank Arena	25,735
Solid Waste Management	2,312,500
Emergency Medical Services	256,589
Broadband Enterprise	347,646
Wastewater System	8,815,189
Water System	8,846,888
Lincoln Electric System	52,134,000
Total Depreciation Expense - Business-type	<u>\$ 75,347,036</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	\$ 6,999,631	27	4,022	6,995,636
Construction in Progress	<u>2,806,906</u>	<u>10,546,788</u>	<u>5,711,606</u>	<u>7,642,088</u>
Total Capital Assets, not being Depreciated	<u>9,806,537</u>	<u>10,546,815</u>	<u>5,715,628</u>	<u>14,637,724</u>
Capital Assets, being Depreciated:				
Buildings	80,785,913	744,545	-	81,530,458
Improvements Other Than Buildings	315,338,086	7,749,442	-	323,087,528
Machinery and Equipment	<u>11,374,435</u>	<u>2,446,832</u>	<u>35,816</u>	<u>13,785,451</u>
Total Capital Assets, being Depreciated	<u>407,498,434</u>	<u>10,940,819</u>	<u>35,816</u>	<u>418,403,437</u>
Less Accumulated Depreciation for:				
Buildings	34,305,535	1,837,021	-	36,142,556
Improvements Other Than Buildings	102,872,235	6,299,579	-	109,171,814
Machinery and Equipment	<u>7,687,324</u>	<u>678,589</u>	<u>30,684</u>	<u>8,335,229</u>
Total Accumulated Depreciation	<u>144,865,094</u>	<u>8,815,189</u>	<u>30,684</u>	<u>153,649,599</u>
Total Capital Assets, being Depreciated, Net	<u>262,633,340</u>	<u>2,125,630</u>	<u>5,132</u>	<u>264,753,838</u>
Wastewater System Capital Assets, Net	<u>\$ 272,439,877</u>	<u>12,672,445</u>	<u>5,720,760</u>	<u>279,391,562</u>

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
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	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Water System:				
Capital Assets, not being Depreciated:				
Land	\$ 5,532,620	204,727	-	5,737,347
Construction in Progress	8,174,195	18,217,780	7,454,739	18,937,236
Total Capital Assets, not being Depreciated	<u>13,706,815</u>	<u>18,422,507</u>	<u>7,454,739</u>	<u>24,674,583</u>
Capital Assets, being Depreciated:				
Buildings	82,113,847	-	-	82,113,847
Improvements Other Than Buildings	365,538,484	10,247,318	-	375,785,802
Machinery and Equipment	26,082,737	958,213	83,007	26,957,943
Total Capital Assets, being Depreciated	<u>473,735,068</u>	<u>11,205,531</u>	<u>83,007</u>	<u>484,857,592</u>
Less Accumulated Depreciation for:				
Buildings	32,531,362	1,675,606	-	34,206,968
Improvements Other Than Buildings	106,722,194	5,977,565	-	112,699,759
Machinery and Equipment	17,616,036	1,193,717	69,368	18,740,385
Total Accumulated Depreciation	<u>156,869,592</u>	<u>8,846,888</u>	<u>69,368</u>	<u>165,647,112</u>
Total Capital Assets, being Depreciated, Net	<u>316,865,476</u>	<u>2,358,643</u>	<u>13,639</u>	<u>319,210,480</u>
Water System Capital Assets, Net	<u>\$ 330,572,291</u>	<u>20,781,150</u>	<u>7,468,378</u>	<u>343,885,063</u>
	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Electric System:				
Capital Assets, not being Depreciated:				
Construction in Progress	\$ 75,805,000	82,594,000	41,466,000	116,933,000
Capital Assets, being Depreciated:				
Utility Plant	1,486,425,000	39,052,000	3,710,000	1,521,767,000
Less Accumulated Depreciation	688,535,000	52,134,000	6,124,000	734,545,000
Total Capital Assets, being Depreciated, Net	<u>797,890,000</u>	<u>(13,082,000)</u>	<u>(2,414,000)</u>	<u>787,222,000</u>
Electric System Capital Assets, Net	<u>\$ 873,695,000</u>	<u>69,512,000</u>	<u>39,052,000</u>	<u>904,155,000</u>

The costs of LES retirement work orders are closed into accumulated depreciation, which follows Federal Energy Regulatory Commission guidelines. Therefore, as shown above, the decrease in LES accumulated depreciation exceeds the decrease in Utility Plant assets and the decrease in Construction in Progress exceeds the increase in Utility Plant.

Lincoln Electric System utility plant includes an allowance for funds used during construction for projects costing in excess of \$500,000. The allowance for funds used during construction is based on LES' true interest cost of the most recent borrowing. The rate for 2017 was 2.3%.

CITY OF LINCOLN, NEBRASKA
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(8) INTERFUND BALANCES AND ACTIVITY

Balances Due To/From Other Funds at August 31, 2018, consist of the following:

	Due To	Due From					
		General Fund	Street Construction	West Haymarket JPA	Nonmajor Governmental	Nonmajor Enterprise	Internal Service
General Fund	\$	-	368	95	48,982	573,136	379,483
Street Construction		558,354	-	-	9,440,836	-	-
West Haymarket JPA		7,532	-	-	-	-	-
Nonmajor Governmental		252,225	-	-	1,484,404	19,000	-
Lincoln Wastewater System		45,836	-	-	970,475	-	-
Lincoln Water System		137,509	-	-	5,554,340	-	-
Nonmajor Enterprise		164,476	9,676	299,908	22,024	-	-
Internal Service		812,736	169,719	16,200	52,500	160,248	227,280
Total	\$	1,978,668	179,763	316,203	17,573,561	752,384	606,763
							21,407,342

“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.

Transfers To/From Other Funds for the year ended August 31, 2018, consist of the following:

	Transfer To	Transfer From					
		General Fund	Street Construction	West Haymarket JPA	Nonmajor Governmental	Lincoln Electric System	Nonmajor Enterprise
General Fund	\$	-	-	-	663,465	9,645,231	2,095,026
Street Construction		1,320,571	-	-	19,157,671	-	14,116
Nonmajor Governmental		22,519,093	5,304,775	-	5,078,294	-	1,570,288
Nonmajor Enterprise		54,971	-	202,280	80,000	-	-
Internal Service		59,673	749,961	-	194,561	-	-
Total	\$	23,954,308	6,054,736	202,280	25,173,991	9,645,231	3,679,430
							1,508,684
							70,218,660

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 and return on equity from LES to the General Fund.

The \$102,231 variance for transfers on the Statement of Activities is caused by the different fiscal year end dates used by the City (August 31) and Lincoln Electric System (December 31). Lincoln Electric System records an estimate for payments of return on equity as an accrued liability at December 31. The City however, receives the payments before the August 31 fiscal year end, and records the total amount as a transfer in.

(9) DEBT OBLIGATIONS

SHORT-TERM

Established by City Ordinance, LES may borrow up to \$150 million under a commercial paper note program. The payment of the commercial paper notes is subordinated to the payment of the principal of, and interest on, the outstanding bonds. At December 31, 2017, LES had \$95.5 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, 2017, was 0.89%. The outstanding commercial paper notes are secured by a revolving credit agreement. There were no advances outstanding under the credit agreement at December 31, 2017. LES uses commercial paper notes as part of their long-term financing strategy. As such, commercial paper is typically renewed as it matures. The weighted average length of maturity of commercial paper for 2017 was 76 days.

CITY OF LINCOLN, NEBRASKA
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Commercial paper activity for the year ended December 31, 2017, is as follows:

	Beginning			Ending	Due Within
Lincoln Electric System:	Balance	Additions	Reductions	Balance	One Year
Commercial Paper Notes	\$ 95,500,000	477,500,000	(477,500,000)	95,500,000	95,500,000

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 position of \$3,779,454, \$4,268,572, \$931,078, and \$2,249,927 is currently available in the debt service funds to service the Tax Allocation Bonds, General Obligation Bonds, Tax Supported Bonds, and Special Assessment 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, entry corridor improvements, sidewalks, dump trucks, street sweepers, motor grader, emergency vehicles and equipment, 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	\$ 1,780,066	\$ 199,546
Buildings	28,980,700	1,647,945
Improvements	5,070,465	-
Infrastructure	31,312,535	-
Machinery and Equipment	10,960,176	2,955,644
Construction in Progress	-	-
Less Accumulated Depreciation, (where applicable)	(19,622,772)	(2,696,482)
Total	\$ 58,481,170	\$ 2,106,653

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.

In September 2017, the Wastewater System issued \$13,235,000 of Sanitary Sewer Refunding Bonds with an average interest rate of 2.21% to refund \$14,730,000 of Wastewater Revenue Bonds, Series 2007. The System completed the advance refunding to reduce its total debt service payments for the next 15 years by \$2,688,002 for an economic gain (difference between the present values of the old and new debt service payments) of \$2,265,951.

In September 2017, the City issued \$4,345,000 of General Obligation Stormwater Refunding Bonds with an average interest rate of 4.49% to refund \$5,075,000 of General Obligation Stormwater Bonds, Series 2007. The City completed the advance refunding to reduce its total debt service payments for an economic gain of \$750,000.

In November 2017, LES entered into a revolving credit agreement with USBank National Association. The agreement permits LES to draw up to \$50 million on a variable rate basis. As of December 31, 2017, the rate was 1.362% and there was \$30 million outstanding under the agreement. The USBank revolving agreement terminates unless extended in accordance with its terms, on November 2, 2020. LES classifies this as a long-

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term liability on the balance sheet, as repayment of amounts drawn under the agreement are not required until the agreement's expiration date.

Lincoln Wastewater System has entered into a loan agreement with the Nebraska Department of Environmental Quality (NDEQ) consisting of three separate contracts. Under contract 317247 the Lincoln Wastewater System has borrowed \$4,808,792 to fund certain sewer system extension and sewer repairs. The System also borrowed \$5,000,000 under contract 317078 to fund certain treatment facilities projects. The interest rate throughout the term of these loans is 2.0%. The Wastewater System has also borrowed \$17,000,000 under contract 317830 to fund certain wastewater solids handling, trunk sewer, and selected facility replacement improvements. The interest rate throughout the term of this loan is 3.25%.

Lincoln Water System has entered into a \$14,977,829 loan agreement with NDEQ to fund certain water system extension and water repairs. The interest rate throughout the term of the loan is 2.25%. In addition, an administrative fee of 1% will be incurred on the loan.

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:							
\$ 8,200	02/10/11	Stormwater Bonds	2.000 - 4.500	Serial 2013 to 2030	2020	Semiannually	\$ 5,950
19,290	06/21/11	Refunding	0.200 - 5.000	Serial 2011 to 2022	2019	"	5,375
8,090	06/26/12	Refunding	1.000 - 3.000	Serial 2013 to 2023	---	"	3,195
6,385	03/20/13	Stormwater Bonds	2.000 - 4.000	Serial 2014 to 2029	2023	"	4,965
1,515	03/20/13	Stormwater Bonds	3.125	Term 2032	2023	"	1,515
5,720	04/15/15	Stormwater Refunding Bonds	1.000 - 5.000	Serial 2016 to 2025	---	"	4,145
6,300	06/28/16	Stormwater Bonds	2.000 - 3.000	Serial 2017 to 2036	2026	"	6,025
4,345	09/20/17	Stormwater Refunding Bonds	2.000 - 5.000	Serial 2018 to 2027	---	"	4,105
Total General Bonds							<u>\$ 35,275</u>
Tax Allocation Bonds:							
\$ 2,205	04/05/07	Tax Allocation Bonds	5.000 - 5.550	Serial 2009 to 2018	2012	Semiannually	\$ 275
601	06/01/07	Tax Allocation Bonds	5.240	Serial 2008 to 2018	Anytime	"	407
42	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2021	Anytime	"	13
71	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2017	Anytime	"	25
547	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	196
200	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	66
3,375	07/28/09	Tax Allocation Bonds	2.500 - 6.400	Serial 2011 to 2023	Anytime	"	1,820
263	04/01/11	Tax Allocation Bonds	3.990	Serial 2011 to 2022	Anytime	"	112
103	04/15/13	Tax Allocation Bonds	2.370	Serial 2013 to 2025	Anytime	"	62
140	07/01/16	Tax Allocation Bonds	2.200	Serial 2016 to 2028	Anytime	"	120
600	12/01/16	Tax Allocation Bonds	2.300	Serial 2018 to 2021	Anytime	"	539
110	05/01/17	Tax Allocation Bonds	2.740	Serial 2018 to 2024	Anytime	"	103
Total Tax Allocation Bonds							<u>\$ 3,738</u>
Tax Supported Bonds:							
\$ 28,095	06/06/12	Highway Allocation Fund Refunding	1.000 - 5.000	Serial 2012 to 2023	---	Semiannually	\$ 16,265
14,735	12/15/16	Highway Allocation Fund Refunding	2.000 - 5.000	Serial 2018 to 2027	2026	"	13,445
16,515	07/23/13	Limited Tax Arena Bonds	2.000 - 4.500	Serial 2016 to 2031	2023	"	13,810
2,635	07/23/13	Limited Tax Arena Bonds	2.000 - 4.500	Term 2035	2023	"	2,635
5,850	07/23/13	Limited Tax Arena Bonds	2.000 - 4.500	Term 2037	2023	"	5,850
Total Tax Supported Bonds							<u>\$ 52,005</u>
Special Assessment Bonds:							
\$ 825	08/18/11	Special Assessment	0.400 - 3.700	Serial 2012 to 2026	2016	Semiannually	\$ 475
375	08/18/11	Special Assessment	4.200	Term 2031	2016	"	375
3,000	11/23/11	Special Assessment	2.000 - 3.500	Serial 2012 to 2031	2021	"	2,105
Total Special Assessment Bonds							<u>\$ 2,955</u>
West Haymarket Joint Public Agency Bonds:							
\$ 31,515	09/08/10	Facility Bonds Taxable Build America Bonds	3.500 - 4.450	Serial 2020 to 2030	Anytime	Semiannually	\$ 31,515
68,485	09/08/10	Facility Bonds Taxable Build America Bonds	4.750 / 5.000	Term 2035 & 2045	Anytime	"	68,485
15,785	12/01/10	Facility Bonds Taxable Build America Bonds	4.000 - 5.000	Serial 2020 to 2025	Anytime	"	15,785
52,180	12/01/10	Facility Bonds Taxable Build America Bonds	5.400 / 5.800 / 6.000	Term 2030 2035 2039	Anytime	"	52,180
32,035	12/01/10	Recovery Zone Economic Development	6.750	Term 2045	Anytime	"	32,035
44,290	08/24/11	Facility Bonds	3.500 - 5.000	Serial 2021 to 2032	2021	"	44,290
55,710	08/24/11	Facility Bonds	4.250 / 5.000	Term 2036 & 2042	2021	"	55,710
20,850	12/04/13	Facility Bonds	2.000 - 5.000	Serial 2014 to 2038	2023	"	18,655
7,325	12/04/13	Facility Bonds	4.500	Term 2043	2023	"	7,325
Total West Haymarket Joint Public Agency Bonds							<u>\$ 325,980</u>
TOTAL GENERAL OBLIGATION BONDS							<u>\$ 419,953</u>

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Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
Business-Type Activities:							
Revenue Bonds:							
\$	38,290	05/24/12	Wastewater Revenue Refunding	1.000 - 5.000	Serial 2013 to 2028	2023	Semiannually \$ 25,570
	12,220	04/09/15	Wastewater Revenue Refunding	1.000 - 4.000	Serial 2016 to 2030	2025	" 10,110
	13,235	09/13/17	Wastewater Revenue Refunding	2.000 - 5.000	Serial 2018 to 2032	2027	" 12,755
			Total Wastewater Bonds				\$ 48,435
\$	10,515	08/04/09	Water Revenue	2.000 - 4.125	Serial 2013 to 2029	2019	Semiannually \$ 7,530
	4,905	08/04/09	Water Revenue	4.500	Term 2034	2019	" 4,905
	10,895	06/21/12	Water Revenue Refunding	1.000 - 4.000	Serial 2013 to 2022	---	" 4,575
	28,595	05/30/13	Water Revenue Refunding	1.000 - 5.000	Serial 2014 to 2025	2023	" 17,240
			Total Water Bonds				\$ 34,250
\$	7,745	01/27/11	Parking Revenue and Refunding	2.000 - 5.000	Serial 2015 to 2024	2021	Semiannually \$ 5,480
	10,775	01/27/11	Parking Revenue and Refunding	5.000 / 5.125 / 5.500	Term 2026 & 2031	2021	" 10,775
	9,315	11/29/12	Parking Revenue and Refunding	0.400 - 4.000	Serial 2013 to 2027	2022	" 4,970
	2,765	11/29/12	Parking Revenue and Refunding	3.000	Term 2032	2022	" 2,765
			Total Parking Bonds				\$ 23,990
\$	8,340	02/26/13	Solid Waste Management Revenue and Refunding	0.250 - 4.000	Serial 2013 to 2029	2023	Semiannually \$ 5,060
	5,520	07/08/15	Solid Waste Management Revenue	2.000 - 5.000	Serial 2016 to 2035	2025	" 4,845
			Total Solid Waste Management Bonds				\$ 9,905
\$	93,045	10/01/03	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2004 to 2026	2013	Semiannually \$ 1,150
	247,150	08/15/12	Electric Revenue and Refunding Bonds	1.000 - 5.000	Serial 2013 to 2032	2022	" 186,855
	30,165	08/15/12	Electric Revenue and Refunding Bonds	3.625 - 5.000	Term 2037	2022	" 30,165
	75,525	06/20/13	Electric Revenue and Refunding Bonds	2.700 - 5.000	Serial 2021 to 2025	2023	" 75,525
	127,630	03/11/15	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2019 to 2036	2025	" 127,090
	40,170	03/11/15	Electric Revenue and Refunding Bonds	4.000	Term 2040	2025	" 40,710
	116,645	09/01/16	Electric Revenue Refunding Bonds	3.000 - 5.000	Serial 2017 to 2034	2027	" 99,575
			Total Electric Bonds				\$ 561,070
			TOTAL REVENUE BONDS				\$ 677,650

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		Capital Leases	
	Principal	Interest	Principal	Interest
2019	\$ 10,832	19,529	5,497	1,023
2020	10,852	19,190	5,259	898
2021	14,548	18,758	4,524	772
2022	18,005	18,152	4,562	639
2023	18,673	17,408	3,943	508
2024 - 2028	75,587	76,497	12,507	920
2029 - 2033	71,391	60,824	1,198	53
2034 - 2038	78,380	43,392	-	-
2039 - 2043	86,260	22,351	-	-
2044 - 2048	35,425	3,068	-	-
Total	\$ 419,953	299,169	37,490	4,813

Fiscal Year Ended August 31	Business-Type Activities					
	Revenue Bonds		Loans/Note Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2019	\$ 29,360	28,690	2,005	680	330	23
2020	32,930	27,404	2,043	642	337	18
2021	38,910	25,928	2,083	602	340	11
2022	40,345	24,144	2,123	561	234	5
2023	41,135	22,355	2,164	519	24	2
2024 - 2028	184,190	86,079	10,471	1,947	25	1
2029 - 2033	157,195	52,130	10,668	786	-	-
2034 - 2038	112,875	20,671	1,415	21	-	-
2039 - 2043	40,710	3,299	-	-	-	-
Total	\$ 677,650	290,700	32,972	5,758	1,290	60

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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
2019	\$ 4,879	2,145	4,637	1,607	19,480	24,247
2020	4,989	2,032	4,792	1,438	22,750	23,273
2021	5,123	1,887	4,981	1,240	28,615	22,166
2022	5,275	1,728	4,817	1,076	30,045	20,735
2023	5,446	1,550	3,972	921	31,455	19,328
2024 - 2028	29,532	4,705	12,469	2,847	139,975	76,632
2029 - 2033	12,486	800	8,902	1,259	137,025	49,837
2034 - 2038	510	6	1,984	64	111,015	20,583
2039 - 2043	-	-	-	-	40,710	3,299
Total	\$ 68,240	14,853	46,554	10,452	561,070	260,100

Long-term liability activity for the year ended August 31, 2018, 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	\$ 40,780	4,345	(9,850)	35,275	4,490
Tax Allocation Bonds	4,911	-	(1,173)	3,738	857
Tax Supported Bonds	56,565	-	(4,560)	52,005	4,715
Special Assessment Debt with Government Commitment	3,135	-	(180)	2,955	190
West Haymarket Joint Public Agency Bonds	326,545	-	(565)	325,980	580
Capital Leases	39,370	4,440	(6,320)	37,490	5,497
Gross Bonds and Leases Payable	471,306	8,785	(22,648)	457,443	16,329
Deferred Amounts:					
For Issuance Premiums	13,318	893	(1,005)	13,206	-
For Issuance Discounts	(990)	-	1	(989)	-
Net Bonds and Leases Payable	483,634	9,678	(23,652)	469,660	16,329
Other Liabilities:					
Compensated Absences	22,949	9,725	(9,380)	23,294	9,746
Construction Contracts	3,404	-	(3,404)	-	-
Claims and Judgements	10,597	35,210	(34,474)	11,333	5,004
Net Pension Liability	48,987	-	(1,136)	47,851	-
Total OPEB Liability	17,192	-	(611)	16,581	-
Governmental Activities Long-Term Liabilities	\$ 586,763	54,613	(72,657)	568,719	31,079
Business-Type Activities:					
Bonds, Loans, Note, and Leases Payable:					
Wastewater Revenue Bonds	\$ 53,395	13,235	(18,195)	48,435	3,700
Wastewater Loan Payable	20,803	-	(1,135)	19,668	1,158
Water Revenue Bonds	38,135	-	(3,885)	34,250	3,990
Water Loan Payable	12,936	-	(632)	12,304	647
Electric System Revenue Bonds	578,140	-	(17,070)	561,070	19,480
Parking Revenue Bonds	25,335	-	(1,345)	23,990	1,380
Solid Waste Management Revenue Bonds	10,715	-	(810)	9,905	810
Pinnacle Bank Arena Note	1,200	-	(200)	1,000	200
Capital Leases	1,241	385	(336)	1,290	330
Gross Bonds, Loans, Note, and Leases Payable	741,900	13,620	(43,608)	711,912	31,695
Deferred Amounts:					
For Issuance Premiums	65,876	1,385	(6,478)	60,783	-
For Issuance Discounts	(53)	-	9	(44)	-
Net Bonds, Loans, Note, and Leases Payable	807,723	15,005	(50,077)	772,651	31,695
Other Liabilities:					
Compensated Absences	2,950	1,582	(1,527)	3,005	1,535
Construction Contracts	2,138	4,973	(2,138)	4,973	4,973
Revolving Credit Agreement	-	30,000	-	30,000	-
Developer Performance Deposits	896	-	(250)	646	-
Claims and Judgements	541	-	(9)	532	-
Net Pension Liability	2,911	-	(202)	2,709	-
Total OPEB Liability	2,258	-	(85)	2,173	-
Accrued Landfill Closure/Postclosure Care Costs	21,895	1,505	-	23,400	-
Business-Type Activities Long-Term Liabilities	\$ 841,312	53,065	(54,288)	840,089	38,203

* The beginning balance shown for the Total OPEB Liability represents the restated beginning balance as a result of the City's implementation of GASB Statement No. 75.

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Internal Service funds predominantly serve the governmental funds, therefore, their long-term liabilities are included with the governmental activities. Compensated absences for governmental activities are generally liquidated in the General Fund as well as various other Special Revenue and Internal Service funds where personnel costs are incurred. The construction contracts are liquidated in the Street Construction fund, financed primarily with impact fee collections. The claims and judgments 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 liability will be liquidated through the Police & Fire Pension Contributions Special Revenue Fund with financing provided by an annual property tax levy. The total OPEB liability for an implicit rate subsidy will be liquidated with those governmental funds where personnel health insurance costs are incurred.

Long-term liability activity for the major enterprise funds for the year ended August 31, 2018, was as follows (in thousands of dollars):

	Beginning *	Additions	Reductions	Ending Balance	Due Within One Year
Balance					
Lincoln Wastewater System:					
Bonds and Loans Payable:					
Wastewater Revenue Bonds	\$ 53,395	13,235	(18,195)	48,435	3,700
Wastewater Loans Payable	20,803	-	(1,135)	19,668	1,158
Capital Leases	-	162	(25)	137	21
Deferred for Issuance Premiums	3,082	1,386	(363)	4,105	-
Deferred for Issuance Discounts	(7)	-	7	-	-
Net Bonds and Loans Payable	<u>77,273</u>	<u>14,783</u>	<u>(19,711)</u>	<u>72,345</u>	<u>4,879</u>
Other Liabilities:					
Compensated Absences	856	470	(404)	922	403
Construction Contracts	663	2,405	(663)	2,405	2,405
Total OPEB Liability	<u>550</u>	<u>-</u>	<u>(22)</u>	<u>528</u>	<u>-</u>
Total Long-Term Liabilities	<u>\$ 79,342</u>	<u>17,658</u>	<u>(20,800)</u>	<u>76,200</u>	<u>7,687</u>
Lincoln Water System:					
Bonds and Loan Payable:					
Water Revenue Bonds	\$ 38,135	-	(3,885)	34,250	3,990
Water Loan Payable	12,936	-	(632)	12,304	647
Deferred for Issuance Premiums	2,304	-	(330)	1,974	-
Deferred for Issuance Discounts	(25)	-	2	(23)	-
Net Bonds and Loan Payable	<u>53,350</u>	<u>-</u>	<u>(4,845)</u>	<u>48,505</u>	<u>4,637</u>
Other Liabilities:					
Compensated Absences	1,280	492	(505)	1,267	488
Construction Contracts	1,475	2,568	(1,475)	2,568	2,568
Total OPEB Liability	<u>792</u>	<u>-</u>	<u>(31)</u>	<u>761</u>	<u>-</u>
Total Long-Term Liabilities	<u>\$ 56,897</u>	<u>3,060</u>	<u>(6,856)</u>	<u>53,101</u>	<u>7,693</u>
Lincoln Electric System:					
Bonds Payable:					
Electric System Revenue Bonds	\$ 578,140	-	(17,070)	561,070	19,480
Deferred for Issuance Premiums	59,609	-	(5,714)	53,895	-
Net Bonds Payable	<u>637,749</u>	<u>-</u>	<u>(22,784)</u>	<u>614,965</u>	<u>19,480</u>
Other Liabilities:					
Revolving Credit Agreement	-	30,000	-	30,000	-
Developer Performance Deposits	896	-	(250)	646	-
Claims and Judgements	<u>541</u>	<u>-</u>	<u>(9)</u>	<u>532</u>	<u>-</u>
Total Long-Term Liabilities	<u>\$ 639,186</u>	<u>30,000</u>	<u>(23,043)</u>	<u>646,143</u>	<u>19,480</u>

* The beginning balance shown for the Total OPEB Liability represents the restated beginning balance as a result of the City's implementation of GASB Statement No. 75.

DEVELOPER PURCHASED TAX INCREMENT FINANCING NOTES AND BONDS

At August 31, 2018, \$74,287,179 of developer purchased tax increment financing notes and bonds were outstanding. Developer purchased tax increment financing allows the City to create special districts to enable public/private improvements within those districts that will generate public/private-sector development. For a period of 15 years, the tax base is frozen at the predevelopment level, and taxes generated from the incremental increases in assessed value are remitted to the developer. The agreements between the City and developer expressly limit the City's commitment for debt repayment to the incremental tax collected during the 15-year period. At the end of the 15-year period, the tax jurisdiction collects on the increased property values. The related tax increment districts are not component units of the City; therefore, the City is not liable for the outstanding debt. The City's responsibility for this liability is limited only to remittance of paid taxes, thus these notes and bonds are not reflected in the City's financial statements.

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CONDUIT DEBT

On January 26, 2012, the City issued \$19,815,000 of Educational Facilities Revenue and Refunding Bonds for the purpose of paying the cost of acquiring, constructing, equipping and furnishing improvements to Nebraska Wesleyan University's (NWU) higher education facilities and refinancing certain outstanding indebtedness of NWU.

The Bonds are limited obligations of the City and are payable solely from payments to be made by NWU pursuant to a loan agreement dated January 1, 2012, by and between the City and NWU. The Bonds shall not be a charge against the City's general credit or taxing powers. The Bonds shall never constitute an indebtedness of the City within the meaning of any constitutional provision or statutory limitation and shall never constitute or give rise to a pecuniary liability of the City, thus these bonds are not reflected in the City's financial statements. At August 31, 2018, \$15,050,000 of these bonds remain outstanding.

(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, funds for which budget and reporting structures differ, and funds for which legally adopted annual budgets are not established. A reconciliation for the year ended August 31, 2018, which discloses the nature and amount of the adjustments necessary to convert the actual GAAP data to the budgetary basis, is presented below:

	<u>General Fund</u>	<u>Street Construction Fund</u>
Net Change in Fund Balances:		
Balance on a GAAP basis	\$ 2,185,413	(2,985,197)
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.	(744,943)	(5,378,377)
Perspective differences occur when the structure used for budgeting differs from the fund structure used for financial reporting.	1,352,422	-
Amount budgeted on a project basis.	-	<u>33,779,046</u>
Balance on a budget basis	<u>\$ 2,792,892</u>	<u>25,415,472</u>

(11) DEFICIT NET POSITION

The following funds had a net position or fund balance deficit as of August 31, 2018:

Special Revenue - Impact Fees Fund	\$ (69,180)
Special Revenue – Lincoln Bike Share Fund	(8,169)
Enterprise - Pinnacle Bank Arena Fund	(441,598)
Internal Service - Engineering Revolving Fund	(2,038,608)

- The Impact Fees Fund deficit is expected to be reduced through future fee collections.
- The Lincoln Bike Share Fund shows a fund balance deficit due to large start up costs of the Lincoln Bike Share Program.

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- The Pinnacle Bank Arena Fund was created to manage the operation of a new Arena, which opened in August, 2013. The Fund deficit is expected to be reduced through future revenue 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) EXCESS OF EXPENDITURES OVER APPROPRIATIONS

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

General Fund	
Traffic Engineering	\$ 11,617
Street Lighting	1,007,195
Debt Service	68,720

(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 Pension Plan (PFP) 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 – PFP is a single-employer defined benefit pension plan administered by the City of Lincoln for all commissioned police and firefighters. PFP provides retirement, disability, and death benefits to plan members and beneficiaries. The City does not issue a separate report that includes financial statements and required supplementary information for PFP.

Summary of Benefit Provisions -

Plan A is applicable to members who were hired on/after April 1, 1995 or who were hired prior to that date, but elected Plan A coverage.

Plan B is applicable to members who were employed on/after April 11, 1984 or who, prior to April 11, 1984, elected Plan B coverage.

Plan C is applicable to members who were employed before April 11, 1984 and did not elect to move to Plan B or A.

Regular Pay - All plans include member's base pay and City's contributions to the Post-Employment Health Plan for the last consecutive 26 bi-weekly pay periods, or in the case of a demotion, the highest consecutive 26 bi-weekly pay periods.

Normal Retirement Age – Plan A: Age 50
Plans B and C: Age 53

Normal Retirement – Plan A: Normal retirement age and 25 years of service.
Plans B and C: Normal retirement age and 21 years of service.

Amount of Pension –

Plan A: 2.56% of regular pay times years of service to a maximum of 64% of regular pay.

Plan B: 58% of regular pay with 21 years of service, plus 2% of regular pay for each year of service rendered after becoming eligible for retirement to a maximum increase of 10%.

Plan C: 54% of regular pay with 21 years of service, plus 2% of regular pay for each year of service rendered after becoming eligible for retirement to a maximum increase of 10%.

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Early Retirement - Eligibility for all plans is age 50 and 21 years of service.

Amount of Pension –

Plan A: 2.56% of regular pay times years of service up to a maximum of 64% of regular pay.

Plan B and C: 52% and 48% of regular pay, respectively, plus 2% of regular pay for each year of service rendered after becoming eligible, up to a maximum increase of 6%.

Partial Annuity - Eligibility for all plans is early retirement age and 10, or more, years of service.

Amount of Pension –

Plan A: 2.56% of regular pay times years of service.

Plan B: 58% of regular pay with 21 years of service. Members with less than 21 years of service receive a ratio of years of service to 21 years of 58% of regular pay.

Plan C: 54% of regular pay with 21 years of service. Members with less than 21 years of service receive a ratio of years of service to 21 years of 54% of regular pay.

Deferred Annuity (Vested Termination) - Eligibility for all plans is age less than early retirement age and 10, or more, years of service. Payments begin at age 50.

Amount of Pension –

Plan A: 2.56% of regular pay times years of service.

Plan B: 58% of regular pay with 21 years of service. Members with less than 21 years of service receive a ratio of years of service to 21 years of 58% of regular pay.

Plan C: 54% of regular pay with 21 years of service. Members with less than 21 years of service receive a ratio of years of service to 21 years of 54% of regular pay.

Duty-Related Disability - Eligibility for all plans is permanent inability to perform the duties of the position from a cause occurring while in line of duty.

Amount of Pension –

Plan A: 58% of regular pay.

Plan B and C: A benefit equal to 58% or 54% of regular pay, respectively, plus 2% of regular pay for each year of service rendered after becoming eligible for retirement, to a maximum increase of 10% of regular pay.

Such benefits shall continue after the member's death to the member's surviving spouse (until their death or remarriage), minor children or designated beneficiary (at a reduced amount). The above amounts are subject to deduction of the amount received from worker's compensation.

Non-Duty Disability - Eligibility for all plans is permanent inability to perform duties of position from a cause not occurring in the line of duty.

Amount of Pension – equal to the following percent of regular pay:

<u>Years of Service (YOS)</u>	<u>Plan A</u>	<u>Plan B</u>	<u>Plan C</u>
5 ≤ YOS < 10	23%	23%	21%
10 ≤ YOS < 15	39%	39%	36%
YOS ≥ 15	53%	53%	49%

Duty-Related Death - Eligibility for all plans is an active member death in the line of duty, or as a result of injuries received while in the line of duty.

Amount of Pension –

Spouse beneficiary paid at duty disability rate until remarriage or death. Upon spouse's remarriage or death, dependent children paid at same rate until age 19. Non-spouse beneficiary paid at 100% survivor rate for lifetime. The above amounts are subject to deduction of the amount received from worker's compensation.

Non-Duty Death - Eligibility for all plans is member dies from non-duty related cause and 5 years of service.

Amount of Pension - Benefits which would have been payable as a non-duty disability awarded the day prior to death (joint and 100% survivor).

CITY OF LINCOLN, NEBRASKA
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August 31, 2018

Death After Retirement – Remainder Refund - Eligibility for members employed on January 1, 1992, or hired between January 1, 1992, and March 31, 2010.

Upon retirement, the member's balance of contributions plus accrued interest is reduced each month by a level amount equal to the member's balance divided by the expected number of payments. Once both the member and, if applicable, their joint annuitant have died, the remaining balance is paid as a lump sum to a designated beneficiary. The expected number of monthly payments is established in the Internal Revenue Code in effect April 1, 2010, and depends on the age of the retiree at retirement, or the combined ages of the retiree and joint annuitant.

Non-Vested Termination - Eligibility for all plans includes termination of employment and no pension is or will become payable.

Amount of Benefit – all plans will refund member's contributions plus annual interest.

Employee Contributions - Plan A: 8.0% of pay
Plan B: 7.6% of pay
Plan C: 7.0% of pay

Upon reaching 21 years of service, member contributions are discontinued for Plans B and C.

Cost of Living Adjustments (COLA) – Eligibility requirements include receiving benefits for at least twelve months preceding September 1. The base amount of the lump sum payment is \$750 effective 9/1/1994. The base amount is increased each year by the lesser of three percent or the annual percentage increase in the Consumer Price Index. Members who retired with at least 21 years of service and members who were granted a duty disability pension will receive the full payments amount. All other members who have been receiving a pension for at least 12 months (and their beneficiaries) will receive a partial payment, determined on a pro-rata basis according to their service.

Deferred Retirement Option Plan (DROP) - The City has established 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. The balance held by the third party DROP administrator at August 31, 2018, is \$6,628,845.

Membership of the pension plan consisted of the following at August 31, 2018, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	519
Terminated plan members entitled to but not yet receiving benefits	25
Active plan members (non-DROP)	587
Death benefit refund due	2
DROP members	39
Total	<u>1,172</u>
Number of participating employers	<u>1</u>

Funding Policy – The contribution requirements of plan members and the City are established by City Ordinance 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. It is recommended that the City contribute an actuarially determined amount; the contribution amount for fiscal year 2018 was \$8,164,782. For the fiscal year ended August 31, 2018, the Plan received \$8,239,839 in employer contributions.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Actuarial Methods and Assumptions – The annual required contribution for the current year was determined as part of the August 31, 2016, 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 7.50% per year compounded annually, (b) projected salary increases of 7.3% grading down to 3.5% per year, including wage inflation at 2.5%, and (c) the assumption that benefits will increase 2.50% after retirement. The actuarial value of assets was determined using a five year smoothed market method. The unfunded actuarial accrued liability is being amortized as a level percentage of payrolls on a closed basis over a remaining period of twenty-eight years.

Net Pension Liability

The components of the net pension liability of the PFP at August 31, 2018, were as follows:

Total pension liability	\$ 296,440,660
Plan fiduciary net position	(245,880,530)
Net pension liability	<u>\$ 50,560,130</u>

Plan fiduciary net position as a percentage of the total pension liability	82.94%
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The total pension liability was determined by an actuarial valuation using the entry age normal cost method and calculated based on the discount rate and actuarial assumptions below.

Valuation date	August 31, 2018
Measurement date	August 31, 2018

Assumptions

The total pension liability as of August 31, 2018, was determined by an actuarial valuation performed as of August 31, 2018, using the following key actuarial assumptions:

Price inflation	2.50%
Salary increases, including wage inflation	3.50% to 7.30%
Long-term Rate of Return, net of investment expense, including price inflation	7.50%
Municipal Bond Index Rate	3.96%
Single Equivalent Interest Rate, net of investment expense, including price inflation	7.50%
Post-retirement adjustment	COLA benefit payments are assumed to increase 2.50% each year.
Mortality	Mortality rates are based on the RP-2000 Mortality Tables for Employees, Healthy Annuitants, and Disabled Retirees with Generational Projection using Scale AA.

The actuarial assumptions that determined the total pension liability as of August 31, 2018, (with the exception of the investment return assumption) were based on the results of the most recent actuarial experience study for the five-year period ending August 31, 2014.

Discount Rate

The discount rate used to measure the total pension liability at August 31, 2018, was 7.50%.

The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rate and that City contributions will be equal to the actuarially determined contribution rates determined in the actuarial valuation prepared two years prior to the current fiscal year end.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Based on these assumptions, the plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on plan investments of 7.50% was applied to all periods of projected benefit payments to determine the total pension liability. Future benefit payments for all current pension members were projected through 2117.

Long-Term Rate of Return – The long-term expected rate of return on pension plan investments is generally reviewed on a regular basis as part of an experience study. The 7.50% long-term assumed rate of return for both the current and prior measurement date was actuarially developed. Several factors are considered in evaluating the long-term rate of return assumption, including long-term historical data, estimates inherent in current market data, and an analysis in which best-estimate ranges of expected future real rates of return (expected returns, net of investment expense and inflation), along with estimates of variability and correlations for each asset class, were developed by investment consultants. These ranges were combined to develop the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation.

Best estimates of geometric real rates of return for each major asset class included in the pension plan's target asset allocation as of August 31, 2018, are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return*</u>
Developed Markets Equity	35.0 %	4.9 %
Emerging Markets Equity	5.0	5.8
Private Equity	10.0	7.8
Fixed Rate Debt (Intermediate)	5.0	1.5
Fixed Rate High Yield Bonds	5.0	3.3
Private Credit	10.0	4.1
Low Volatility Hedge Funds	10.0	2.8
Master Limited Partnerships (MLPs)	5.0	4.2
Private Real Estate	15.0	4.8
Total	<u>100.0 %</u>	

* Geometric mean, net of investment expenses

Sensitivity of the net pension liability to changes in the discount rate - The following presents the net pension liability of the City, calculated using the discount rate of 7.50%, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1 percentage point lower (6.50%) or 1 percentage point higher (8.50%) than the current rate.

	<u>1% Decrease 6.50%</u>	<u>Current Discount Rate 7.50%</u>	<u>1% Increase 8.50%</u>
Total Pension Liability	\$ 332,170,648	296,440,660	266,376,457
Fiduciary Net Position	245,880,530	245,880,530	245,880,530
Net Pension Liability	\$ 86,290,118	50,560,130	20,495,927

Rate of Return - For the year ended August 31, 2018, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 7.59 percent. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

PFP financial statements are prepared on the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded when a liability is incurred. Employee and employer contributions are recognized in the period in which employee services are performed. Benefits and refunds are recognized when due and payable in accordance with the plan terms.

CITY OF LINCOLN, NEBRASKA
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Investments as reported in the financial statements include long-term investments. Law or legal instruments may restrict these investments. All investments are stated at fair value based on quoted market prices. For investments where no readily ascertainable fair value exists, management has received an estimate of fair value from the investment fund manager based, in part, on real estate appraisals.

There have been no changes since the measurement date that would materially alter the pension plan financial report.

Changes in the Net Pension Liability

	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a) - (b)
Balances at August 31, 2017	\$ 285,038,672	233,140,335	51,898,337
Changes for the year:			
Service cost at end of year	7,416,228	-	7,416,228
Interest on TPL	20,800,989	-	20,800,989
Difference between expected and actual experience	(1,147,672)	-	(1,147,672)
Employer contributions	-	8,239,839	(8,239,839)
Employee contributions	-	3,195,658	(3,195,658)
Net investment income	-	17,407,833	(17,407,833)
Benefit payments, including member refunds	(15,667,557)	(15,667,557)	-
Administrative expenses	-	(435,578)	435,578
Net changes	11,401,988	12,740,195	(1,338,207)
Balances at August 31, 2018	\$ 296,440,660	245,880,530	50,560,130

Deferred Outflows and Inflows of Resources

Deferred Outflows of Resources
As of August 31, 2018

Differences between expected and actual experience	\$ 3,916,583
Change in the City's proportion of the collective net pension liability since the prior measurement date	255,502
Change in the Emergency Medical Services Fund's proportion of the collective net pension liability since the prior measurement date	103,278
Total	\$ 4,275,363

Deferred Inflows of Resources
As of August 31, 2018

Differences between expected and actual experience	\$ 2,800,374
Changes of assumptions	9,126,715
Differences between projected and actual earnings	580,519
Change in the City's proportion of the collective net pension liability since the prior measurement date	103,278
Change in the Emergency Medical Services Fund's proportion of the collective net pension liability since the prior measurement date	255,502
Total	\$ 12,866,388

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Amounts reported as Deferred Outflows and Inflows of Resources related to pensions will be recognized in pension expense in future fiscal years as follows:

<u>Fiscal Year</u> <u>Ending August 31</u>	<u>Deferred</u> <u>Outflows</u> <u>of Resources</u>	<u>Deferred</u> <u>Inflows</u> <u>of Resources</u>	<u>Net Deferred</u> <u>Outflows/Inflows</u> <u>of Resources</u>
2019	\$ 1,453,410	(1,851,560)	(398,150)
2020	1,453,410	(5,877,135)	(4,423,725)
2021	919,812	(4,274,910)	(3,355,098)
2022	290,577	(569,917)	(279,340)
2023	149,465	(217,513)	(68,048)
Thereafter	8,689	(75,353)	(66,664)
	<u>\$ 4,275,363</u>	<u>(12,866,388)</u>	<u>(8,591,025)</u>

Pension Expense

The calculation of the pension expense for the year ended August 31, 2018, is shown below:

Pension Expense	
For the Fiscal Year Ended August 31, 2018	
Service cost at end of year	\$ 7,416,228
Interest on the total pension liability	20,800,989
Expensed portion of current-period differences between expected and actual experience in the total pension liability	(180,168)
Employee contributions	(3,195,658)
Projected earnings on plan investments	(17,313,653)
Expensed portion of current-period differences between projected and actual earnings on plan investments	(18,836)
Administrative expenses	435,578
Recognition of beginning deferred outflows of resources	3,966,734
Recognition of beginning deferred inflows of resources	<u>(4,165,881)</u>
Total Pension Expense	<u>\$ 7,745,333</u>

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 created in accordance with Internal Revenue Code Section 401(K). The plan assets are held, managed and administered by a custodian. The plan was established under the authority of the LES administrative board and contributions are also established by the administrative board. LES' contribution is equal to 200% of the employees' contributions, up to 5% of applicable compensation for employees hired prior to 1/1/11. For employees hired after 1/1/11, LES' contribution is equal to 100% of employee's contributions up to 10% of applicable compensation. Vesting of LES contributions occurs over a three-year period. Employee forfeitures are used to reduce future employer contributions. For the year ended December 31, 2017, LES incurred contribution expense of approximately \$4,144,000 or 9.49% of covered payroll and its employees contributed approximately \$3,483,000 or 7.97% of covered payroll.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

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 contributions determined by the employees' date of hire. The City contributes 6% to 12% and the employee contributes 0% to 6% of earned income 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, 2017, was \$2,098,129. City contributions totaled \$190,231 or 9.07% of covered payroll and employee contributions totaled \$57,693 or 2.75% of covered payroll. There were no voluntary employee contributions made for the year ended December 31, 2017.

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 at a rate determined by the employees' bargaining unit and date of hire. The City contributes between \$1.29 and \$2.00 for every \$1.00 contributed by employees. Employee forfeitures are used to reduce employer contributions. Employees covered by the Plan may also make voluntary contributions. During the year ended December 31, 2017, total payroll was approximately \$89,085,000 and covered payroll was approximately \$75,365,000. The City incurred contribution expense totaling \$8,234,473, which included a reduction in expense of \$99,139 for employee forfeitures. Employer contributions were 10.93% of covered payroll and employee contributions totaled \$4,550,336 or 6.04% of covered payroll. Employees made \$321,998 in voluntary contributions for the year ended December 31, 2017.

(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 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.

Membership of the OPEB plan consisted of the following at June 30, 2016, the date of the valuation data used to develop the August 31, 2018 total OPEB liability:

Retired members	68
Spouses of retired members	21
Surviving spouses	3
Active employees	1,768
Total	<u>1,860</u>
Number of participating employers	<u>1</u>

Actuarial Methods and Assumptions

The total OPEB liability of \$18,762,241 at August 31, 2018, was measured at August 31, 2017 and was determined by an actuarial valuation prepared as of June 30, 2016 rolled forward 14 months, using standard actuarial formulae and the following actuarial assumptions and other inputs:

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Price Inflation	2.50%
Municipal Bond Index Rate	3.53%
Healthcare Cost Trend Rate	7.5% for 2 years, decreasing by 0.50% per year for 4 years, then decreasing by 0.25% per year until an ultimate rate of 5.00% is reached in 2023.
Cost-Sharing Premiums	Premiums, effective as of November 1, 2017, were trended back to the Valuation Date. Civilian rates were based on the base plan and the Police and Fire rates were based on an average of the Police group and the Fire group.
	Civilians: Retiree - \$7,810 Spouse - \$9,529
	Police and Fire: Retiree - \$8,784 Spouse - \$10,674
Mortality	
	Civilians: RP-2014 Total Dataset Mortality Table, adjusted for mortality improvement using Projection Scale MP 2015.
	Police and Fire: Mortality rates are based on the RP-2000 Mortality Tables for Employees, Healthy Annuitants, and Disabled Retirees with Generational Projection using Scale AA.

The civilian demographic actuarial assumptions for retirement and withdrawal used at the June 30, 2016 valuation date were consistent with the assumptions used in the September 1, 2015 GASB 45 valuation as they are considered reasonable estimates of future experience.

The Police and Fire demographic actuarial assumptions are consistent with those used in the valuation of the Lincoln Police and Fire Pension Plan, which are based on the most recent actuarial experience study covering the five-year period ending August 31, 2014. The experience study report was prepared by a prior actuary and is dated October 14, 2015.

The remaining actuarial assumptions (initial per capita costs, health care cost trends, rate of plan participation, rates of DROP participation, etc.) used in the June 30, 2016 valuation were based on a review of recent plan experience.

Sensitivity of the total OPEB liability to changes in the rates

The following presents the total OPEB liability of the plan, calculated using health care cost trend rates ranging from 7.50% in 2016 and trending downward to 5.0% in 2023, as well as the total OPEB liability calculated using trend rates that are 1% lower or 1% higher than the current rate:

	1% <u>Decrease</u>	Current <u>Trend Rate</u>	1% <u>Increase</u>
Total OPEB Liability	\$ 16,648,291	18,762,241	21,264,356

The following presents the total OPEB liability of the plan, calculated using the discount rate of 3.53% (2.85% at prior measurement date), as well as the Plan's total OPEB liability calculated using a discount rate that is 1% lower or 1 % higher than the current rate:

	1% <u>Decrease</u>	Current <u>Discount Rate</u>	1% <u>Increase</u>
	2.53%	3.53%	4.53%
Total OPEB Liability	\$ 20,458,804	18,762,241	17,221,071

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

Changes in the Total OPEB Liability

	Total OPEB Liability
Balance at Beginning of Year	\$ 19,458,198
Changes for the year:	
Service cost at end of year	969,040
Interest on Total OPEB Liability	539,411
Assumption changes	(1,133,914)
Benefit payments	(1,070,494)
Net changes	(695,957)
Balance at End of Year	\$ 18,762,241

The assumption changes, shown above, are due to the change in the discount rate from 2.85% to 3.53% related to a change in the municipal bond rate since the prior measurement date.

OPEB Expense

The calculation of the OPEB expense for the fiscal year ended August 31, 2018, is show below:

OPEB Expense
Year Ending August 31, 2018

Service cost at end of year	\$ 969,040
Interest on the total OPEB liability	539,411
Expensed portion of current-period assumption changes	(153,232)
Total OPEB Expense	\$ 1,355,219

Deferred Outflows and Inflows of Resources

Deferred Outflows of Resources
As of August 31, 2018

Benefit payments subsequent to the measurement date	\$ 1,120,684
Total	\$ 1,120,684

Deferred Inflows of Resources
As of August 31, 2018

Changes of assumptions	\$ 980,682
Total	\$ 980,682

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

The Deferred Outflows of Resources related to OPEB resulting from contributions subsequent to the measurement date will be recognized as a reduction of OPEB expense in the fiscal year ending August 31, 2019. Amounts reported as Deferred Inflows of Resources related to OPEB will be recognized in OPEB expense in future years as follows:

<u>Fiscal Year</u> <u>Ending August 31</u>	<u>Deferred</u> <u>Inflows</u> <u>of Resources</u>
2019	\$ 153,232
2020	153,232
2021	153,232
2022	153,232
2023	153,232
Thereafter	214,522
	<u>\$ 980,682</u>

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 \$1,281,000.

Long-Term Disability Plan

The City also provides employees with long-term disability benefits when they become disabled due to a non-work related accident or illness and are unable to perform their essential job functions. Results of an actuarial valuation have not been included here as it did not have a significant impact on the City's financial statements. Long-term disability claims liability of \$718,344 has been included in the Insurance Revolving Internal Service Fund, as it relates to these benefits.

(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 2017 tax levy, for the 2017-2018 fiscal year, was \$156,576,725 below the legal limit, with a tax rate per \$100 valuation of \$0.3165. The assessed value upon which the 2017 levy was based was \$20,516,934,853.

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 2017-2018 are recorded as revenue in the fund financial statements when expected to be collected within 60 days after August 31, 2018. 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 unavailable revenue on the fund balance sheets.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

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. Payments in lieu of taxes are transferred to the City of Lincoln, Lancaster County, Lincoln Public Schools, and the City of Waverly.

(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, 2018, the City had a self-insured retention for workers' compensation exposures up to \$800,000 per claim; law enforcement liability, commercial general liability, public officials liability, public transportation liability, EMT and medical professional liability, and auto liability exposures up to \$250,000 per occurrence; all-risk property exposures up to \$75,000 per occurrence; health care claims of \$150,000 per person; self-insured dental benefits; and self-insured 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 \$800,000 per individual. Law enforcement, commercial general, public officials, public transportation, EMT and medical professional, and auto liabilities were covered by an aggregate policy that provided limits of \$6 million per occurrence with a \$12 million annual aggregate above the City's \$250,000 retention.

All-risk property exposures were covered by an insurance policy with a total property limit of \$500,000,000 over the City's retention of \$75,000. Healthcare was covered by an unlimited stop loss insurance policy above the \$150,000 retention per claim. 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, and auto liability 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 \$11,332,373 were recorded at August 31, 2018, which do not include claims relating to Lincoln Electric System's self-funded health and dental insurance programs. Excluding medical care claims approximating \$2,539,000, 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 2.09% discount rate. The City has purchased no annuity contracts in the current fiscal year to resolve City of Lincoln claims.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

The following is a summary of the changes in the estimated claims liability for the years ended August 31, 2018 and 2017:

	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at August 31, 2017	\$ 7,755,000	1,044,639	1,797,538	10,597,177
Current year claims and changes in estimates	3,012,292	(161,355)	32,359,048	35,209,985
Claims payments	(2,692,292)	(164,940)	(31,617,557)	(34,474,789)
Balance at August 31, 2018	<u>\$ 8,075,000</u>	<u>718,344</u>	<u>2,539,029</u>	<u>11,332,373</u>

	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at August 31, 2016	\$ 6,972,000	1,005,951	1,981,261	9,959,212
Current year claims and changes in estimates	3,351,344	143,409	27,723,659	31,218,412
Claims payments	(2,568,344)	(104,721)	(27,907,382)	(30,580,447)
Balance at August 31, 2017	<u>\$ 7,755,000</u>	<u>1,044,639</u>	<u>1,797,538</u>	<u>10,597,177</u>

LINCOLN ELECTRIC SYSTEM

LES has self-funded health and dental insurance programs with claims processed by a third party administrator on behalf of the utility. As part of the health plan, a reinsurance policy has been purchased which covers claims in excess of \$150,000 per individual. Total accrual and payment history is shown below:

	2017	2016
Balance beginning of year	\$ 541,000	508,000
Claims and fees incurred	5,597,000	6,430,000
Claims paid/other	(5,606,000)	(6,397,000)
Balance end of year	<u>\$ 532,000</u>	<u>541,000</u>

As required by state statute, LES maintains an incurred but not reported claims reserve which is actuarially determined, the balance of which was \$532,000 and \$541,000 at December 31, 2017 and 2016, respectively. LES established two separate bank accounts for the self-funded employee health and dental insurance plan reserve to ensure compliance with statutory requirements. Although not required by the statute, LES maintains excess insurance that limits the total claims liability for each plan year to not more than 125% of the expected claims liability, up to an annual aggregate maximum of \$1,000,000.

(17) **COMMITMENTS AND CONTINGENCIES**

GENERAL

The City participates in a number of federal and state assisted grant programs. Federal and state 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, 2018, approximately 96% of the full-time, regular City's employees are represented by a Union. Labor contracts involving civilian City employees are negotiated to cover, at a minimum, a two-year period coinciding with the biennial budget process.

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 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, unanticipated corrective action costs related to landfill gas migration or groundwater contamination, if identified through current monitoring procedures, may be recorded once these costs can be reasonably estimated.

STREET CONSTRUCTION PROJECTS

The City's Street Construction Fund has commitments under major construction contracts in progress of approximately \$14,195,000 as of August 31, 2018, which will be financed primarily through highway user fees, bond proceeds, federal and state grants, and developer contributions. The City also has a funding obligation of approximately \$15,000,000 to the State of Nebraska for the South Beltway Project.

WEST HAYMARKET JOINT PUBLIC AGENCY

In connection with the West Haymarket Development Project, the WHJPA is involved with the clean-up and remediation of several development sites relating to soil and groundwater contamination. This clean-up and remediation is performed as sites are developed, as the WHJPA has not been designated as a potentially responsible party (PRP or equivalent status) by any regulatory agency requiring the immediate clean-up of impacted areas. Although future costs may be incurred, it is not possible at this time to reasonably estimate the amount of any obligation for remediation activities because of uncertainties with respect to assessing the extent if the contamination or the applicable regulatory requirements. No liability has been recorded for potential future remediation activities as of August 31, 2018.

LINCOLN WASTEWATER SYSTEM

The Lincoln Wastewater System has commitments under major construction contracts in progress of approximately \$20,285,000 as of August 31, 2018.

LINCOLN WATER SYSTEM

The Lincoln Water System has commitments under major construction contracts in progress of approximately \$7,200,000 as of August 31, 2018.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

LINCOLN ELECTRIC SYSTEM

LES has an allocation from the U.S. Department of Energy, through Western Area Power Administration (WAPA), of firm power under contract from Upper Missouri Basin hydroelectric plants of approximately 56 MW. LES has also received an allocation of 72 MW of firm peaking power from WAPA for the six month summer season and 22 MW for the remaining months. LES has signed an amendment which extends the contract to 2051.

LES has had participation contracts in two existing Nebraska Public Power District (NPPD) power plants that provide for an entitlement to a thirty percent (65 MW) and eight percent (109 MW) of the output of the Sheldon Station Power Plant (nominally rated 215 MW coal plant) and Gerald Gentleman Station Power Plant (nominally rated 1,365 MW coal plant), respectively. LES and NPPD terminated the Sheldon Station participation contract effective December 31, 2017. A termination payment of \$10.5 million was made to NPPD and there is no further obligation for Sheldon Station.

LES is responsible for its respective participating interests in the two facilities' capital additions and improvements. 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 GASB Codification Section RE10, *Regulated Operations*. Fixed cost payments under the agreement are on a participation basis whether or not such plants are operating or operable.

The participation contract for Gerald Gentleman continues 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 fixed cost payments to NPPD under this contract, including capital additions and improvements, debt service payments, fixed costs and credits were \$7,213,000 in 2017.

Through the participation contracts LES may be required to pay costs associated with compliance with environmental regulations.

LES also participates in three wind plants through direct Power Purchase Agreements with the plant's developer/owner: 100 MW Arbuckle Mountain Wind farm in Oklahoma, 100 MW Buckeye Wind Energy Center in Kansas and 73 MW Prairie Breeze II Wind Energy Center in Nebraska. These wind energy facilities were placed in commercial operation in 2015. LES also participates in four Nebraska-based wind plants through Power Sales Agreements with NPPD: Laredo Ridge (10 MW), Broken Bow (10 MW), Elkhorn Ridge (6 MW), and Crofton Bluffs (3 MW). For each of these plants, NPPD has the actual Power Purchase Agreement with the wind plant developer/owner.

LES has outstanding contract commitments totaling \$34,256,000 as of December 31, 2017. These are primarily related to construction contracts for the LES Operations Center.

(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 position date. These costs are accounted for in the Solid Waste Management Fund, a nonmajor enterprise fund.

At August 31, 2018, the City had incurred a liability of approximately \$15,263,000 for the municipal solid waste landfill which represents the amount of costs reported to date based on the approximately 59% of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$10.7 million, which will be recognized as the remaining capacity is used (estimated to be approximately 18 years).

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

As of August 31, 2018, the City had incurred a liability of approximately \$1,343,000 for the construction and demolition debris landfill which represents the amount of costs reported to date based on the approximately 38% of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$2,235,000, which will be recognized as the remaining capacity is used (estimated to be approximately 30 years). During 2018, the City revised the number of acres used for calculating the landfill capacity from 121 acres to 186 acres.

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, 2018, a liability for closure and postclosure care costs is recorded in the amount of approximately \$6,794,000. If any unanticipated corrective action costs related to landfill gas migration or groundwater contamination are identified through current monitoring procedures, then an additional accrued liability will be recorded once these costs can be reasonably estimated.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

(19) SEGMENT INFORMATION

The City has issued revenue bonds and other debt instruments to finance capital construction and acquisitions for both the Urban Development and Public Works/Utilities Departments. The Parking Facilities Division of the Urban Development Department operates the City's downtown parking garages and is accounted for in the Parking System Fund. The Solid Waste Management Division of the Public Works/Utilities Department operates the City's solid waste disposal sites, 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, 2018, is presented as follows:

	Parking Facilities	Solid Waste Management
CONDENSED STATEMENT OF NET POSITION		
Assets:		
Current Assets, excluding Due from Other Funds	\$ 8,802,137	8,460,443
Due from Other Funds	136,687	57,322
Other Assets	8,461,426	3,408,662
Capital Assets, Net	56,838,015	29,510,382
Total Assets	<u>74,238,265</u>	<u>41,436,809</u>
Deferred Outflows of Resources	<u>928</u>	<u>28,863</u>
Liabilities:		
Current Liabilities, excluding Due to Other Funds	3,321,676	1,792,858
Due to Other Funds	4,595	2,776
Noncurrent Liabilities	22,826,206	33,371,779
Total Liabilities	<u>26,152,477</u>	<u>35,167,413</u>
Deferred Inflows of Resources	<u>812</u>	<u>11,371</u>
Net Position:		
Net Investment in Capital Assets	35,114,541	19,878,660
Restricted	2,835,789	20,300
Unrestricted	10,135,574	(13,612,072)
Total Net Position	<u>\$ 48,085,904</u>	<u>6,286,888</u>
CONDENSED STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION		
Operating Revenues	\$ 12,511,615	9,223,269
Depreciation Expense	(2,147,470)	(2,312,500)
Other Operating Expenses	(5,152,321)	(9,167,883)
Operating Income (Loss)	<u>5,211,824</u>	<u>(2,257,114)</u>
Nonoperating Revenues (Expenses):		
Investment Earnings	180,310	97,651
Grant Proceeds	-	111,162
Gain (Loss) on Disposal of Capital Assets	(1,181)	35,633
Occupation Tax	-	3,542,544
Interest Expense and Fiscal Charges	(1,047,273)	(323,158)
Capital Contributions	9,172	-
Transfers	<u>(2,095,025)</u>	<u>(1,421,291)</u>
Change in Net Position	<u>2,257,827</u>	<u>(214,573)</u>
Beginning Net Position, Before Restatement	45,834,033	6,584,934
Adjustment for Implementation of GASB 75	<u>(5,956)</u>	<u>(83,473)</u>
Beginning Net Position, After Restatement	<u>45,828,077</u>	<u>6,501,461</u>
Ending Net Position	<u>\$ 48,085,904</u>	<u>6,286,888</u>
CONDENSED STATEMENT OF CASH FLOWS		
Net Cash Provided (Used) by:		
Operating Activities	\$ 7,497,076	1,443,658
Noncapital Financing Activities	(2,186,552)	2,081,598
Capital and Related Financing Activities	(3,507,437)	(2,710,767)
Investing Activities	<u>(1,671,435)</u>	<u>(667,913)</u>
Net Increase in Cash	131,652	146,576
Beginning Balance	3,388,787	396,283
Ending Balance	<u>\$ 3,520,439</u>	<u>542,859</u>

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

(20) 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 all outstanding wastewater revenue bonds and loans. Proceeds from the debt provided financing for improvements to the sanitary sewer system, as well as refunding prior year wastewater debt. The debt is payable solely from the net earnings of the Wastewater System and is payable through 2034. The total principal and interest remaining to be paid is \$82,939,811 with annual payments expected to require 40% of net revenues. Principal and interest paid for the current year and net system revenues were \$6,961,103 and \$17,518,091, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Water System, net of operating and maintenance expenses, to repay all outstanding water revenue bonds and loans. Proceeds from the debt provided financing for improvements to the water supply system, as well as refunding prior water revenue bonds. The debt is payable solely from the net earnings of the Water System and is payable through 2034. The total principal and interest remaining to be paid is \$57,005,766, with annual payments expected to require 31% of net revenues. Principal and interest paid for the current year and net system revenues were \$6,394,487 and \$23,704,752, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Electric System, net of operating and maintenance expenses, to repay all outstanding 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 2040. The total principal and interest remaining to be paid on the bonds is \$821,170,000, with annual payments expected to require 46% of net revenues. Principal and interest paid for the current year and net system revenues were \$42,689,000 and \$106,243,000, 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 all outstanding parking revenue bonds. Proceeds from the bonds provided financing for construction and improvements to the parking system, as well as refunding prior revenue bonds. The bonds are payable solely from the net earnings of the Parking System and are payable through 2032. The total principal and interest remaining to be paid on the bonds is \$32,381,634, with annual payments expected to require 34% of net revenues. Principal and interest paid for the current year and net system revenues were \$2,411,890 and \$7,539,604, 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 outstanding solid waste management revenue bonds. Proceeds from the bonds provided financing for improvements to the solid waste facilities and to refund prior revenue bonds. The bonds are payable solely from the net earnings of the Solid Waste System and are payable through 2035. The total principal and interest remaining to be paid on the bonds is \$12,577,570, with annual payments expected to require 31% of net revenues. Principal and interest paid for the current year and net system revenues were \$1,176,796 and \$3,779,790 respectively.

(21) 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, 2018, the City made rental payments of approximately \$3.1 million to the Commission.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

As of August 31, 2018, the Commission has debt outstanding of \$34,645,494. Bond and note proceeds 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 these 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.

For certain bonds 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 building occupancy. Such contributions are expected to be minimal and will be expensed in the appropriate funds when incurred.

For all other debt, funded through rental payments, the City's proportionate share is recorded as capital assets and the corresponding debt is reflected as capital lease long-term obligations in the City's statement of net position. Lease payments are not recorded as capital lease payments in the Debt Service Funds' financial statements but rather are recorded as current expenditures in the various individual funds at the time the payment is made.

Complete separate financial statements for the Commission may be obtained from the Lancaster County Budget & Fiscal Officer, 555 South 10th Street, Suite 110, Lincoln, NE 68508.

(22) TAX ABATEMENTS

As of August 31, 2018, the City provides tax abatements through three programs - the Tax Increment Financing (TIF) program, the Employment and Investment Growth Act, and the Nebraska Advantage Act:

The Tax Increment Financing Law allows for the increased property taxes generated by the improvement of blighted property to be used to pay for the financing of community redevelopment/TIF projects. The statutes for community redevelopment/TIF are found in Neb.Rev.Stat. SS 18-2101 through 18-2150. The City must declare the area as substandard, blighted, and in need of redevelopment. The City is required to prepare a redevelopment plan. TIF bonds may be issued for the acquisition of property, site preparation, and public improvements. An agreement is entered into between the City and the Developer and a base valuation is established. The base property valuation remains assessable to all taxing entities. Any increase in value and resulting taxes are used to pay off the debt incurred for the redevelopment project. The project must not exceed a 15-year period. Currently, the City has Developer TIF bonds that extend through December 31, 2032.

For the year ended August 31, 2018, the City abated \$1,541,782 in property tax revenue under the tax increment financing program.

The Employment and Investment Growth Act and the Nebraska Advantage Act provide benefits in the form of sales tax rebates for businesses which invest and/or increase employment by specified amounts (Neb.Rev.Stat. SS 77-4101 et. seq). Businesses that qualify must be involved in research, data processing, finance or insurance, manufacturing, technology-related services or a headquarters operation. The Act is available to businesses transporting, wholesaling, storing, or selling products, but not retailers who do not make their own products. Businesses must propose a qualifying project and be approved by the State of Nebraska Department of Revenue. The obligations of each party are set out in a contract with the State. If the project qualifies for benefits, but later falls below the required levels of jobs or investment, the company receives no benefits for that year and one-seventh of the benefits already received are recaptured for each year the company fails to qualify.

For the year ended August 31, 2018, the City abated \$1,165,633 in sales tax revenue under these two programs.

(23) JOINTLY OWNED FACILITIES

Laramie River Station (LRS)

LES is a 12.76% co-owner of the Missouri Basin Power Project that includes LRS, a coal-fired generating station in eastern Wyoming and a related transmission system. LES has sold approximately 13% of its ownership in LRS to Municipal Energy Agency of Nebraska (MEAN). Costs, net of accumulated depreciation, and excluding costs allocated to MEAN for its ownership share, associated with LRS of approximately \$30.2 million are reflected in utility plant at December 31, 2017.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

LRS has certain postretirement obligations, which have not yet been billed to the owners, as these costs are not due and payable. Thus, LES has not reflected these costs in its financial statements. As a co-owner of LRS, LES' allocation of these postretirement obligations was \$1.3 million at December 31, 2017.

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 section of the agreement which provides for the County to pay LES monthly payments for the capital budget, processing and dispatch costs was amended in September 2016. The monthly payments are subject to true-up each January 1 based on actual costs (as compared to budget) of LRS. The agreement remains in effect until either the final maturity occurs on any LRS related debt or LRS is removed from commercial operation. During 2017 LES billed the County approximately \$3.6 million for demand and energy charges.

Walter Scott Energy Center (WSEC #4)

MidAmerican Energy's Walter Scott Energy Center includes four coal-fired units. LES maintains ownership interest in 12.66% of WSEC #4. In order to minimize unit outage risk, LES has executed a power purchase and sales agreement with MidAmerican Energy to "swap" capacity and energy from LES' WSEC #4 ownership with capacity and energy from WSEC #3. Under this agreement LES will schedule 50 MW of capacity and energy from WSEC #3 and 53 MW of capacity and energy from WSEC #4. This twenty-year unit agreement 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 WSEC #4 and has capitalized these costs plus interest. Costs, net of accumulated depreciation, associated with WSEC #4 of approximately \$131 million are reflected in utility plant at December 31, 2017.

(24) JOINTLY GOVERNED ORGANIZATIONS

District Energy Corporation

The District Energy Corporation (DEC) was formed in 1989 by the City of Lincoln and Lancaster County 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 Lancaster County Board of Commissioners, two by the Mayor of Lincoln who must be confirmed by the City Council, and one appointed by LES. No participant has any obligation, entitlement, or residual interest.

The DEC Board of Directors, under a 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 on an established rate schedule. The total amount of payments to LES for management, operations, and maintenance services was approximately \$1,221,000 in 2017. The total amount of payments to LES for energy was approximately \$565,000 in 2017.

Nebraska Utility Corporation

On May 17, 2001, LES, in conjunction with the University of Nebraska Board of Regents, created the Nebraska Utility Corporation (NUCorp) to purchase, lease, construct, and finance facilities and acquire services to meet energy requirements of the University of Nebraska Lincoln (UNL). The Board of Directors of NUCorp is comprised of five members: three members appointed by UNL and two members appointed by LES. No participant has any obligation, entitlement, or residual interest. NUCorp is considered a component unit of the University of Nebraska; therefore, financial statements of NUCorp are included in the University of Nebraska's financial statements.

Operations commenced in January 2002. The NUCorp board of directors, under a twenty-year management agreement, appointed LES to supervise and manage the energy supply and financial 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 services was approximately \$125,000 in 2017. The total amount of payments to LES for energy was approximately \$9.5 million in 2017.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2018

(25) SUBSEQUENT EVENTS

In September 2018, the City issued a payment in the amount of \$15,000,000 to the State of Nebraska Department of Transportation for the City of Lincoln's contribution towards the Lincoln South Beltway project.

In November 2018, the Parking System made payments totaling approximately \$5.1 million for the purchase of a downtown parking garage and related real property. In January 2019, the Parking System made a payment of \$1 million to purchase two surface parking lots adjacent to the parking garage purchased in November. Additionally, in early February 2019, the City Council gave approval for the acquisition of a leasehold interest in another nearby downtown parking garage with a purchased price of \$1.87 million.

In January 2019, the City issued a promissory note in the amount of \$2,175,080 for the purpose of financing a portion of the costs of certain energy efficient equipment and improvements for the Parks and Recreation Department and Lincoln City Libraries.

CITY OF LINCOLN, NEBRASKA
Required Supplementary Information
August 31, 2018

Schedule of Changes in the Police and Fire Pension (PFP) Net Pension Liability
and Related Ratios
For the Fiscal Year Ended August 31

	2018	2017	2016	2015	2014
Total Pension Liability					
Service cost	\$ 7,416,228	\$ 7,117,899	\$ 8,539,932	\$ 7,929,376	\$ 7,289,994
Interest	20,800,989	19,817,083	19,098,818	17,507,641	16,897,591
Differences between expected and actual experience	(1,147,672)	1,513,600	(3,351,824)	7,390,055	736,647
Effect of assumption changes or inputs	-	-	-	(23,499,491)	22,725,982
Benefit payments, including refunds of member contributions	(15,667,557)	(15,004,132)	(14,426,427)	(13,708,805)	(13,430,163)
Net change in total pension liability	11,401,988	13,444,450	9,860,499	(4,381,224)	34,220,051
Total pension liability - beginning	285,038,672	271,594,222	261,733,723	266,114,947	231,894,896
Total pension liability - ending (a)	<u>\$ 296,440,660</u>	<u>\$ 285,038,672</u>	<u>\$ 271,594,222</u>	<u>\$ 261,733,723</u>	<u>\$ 266,114,947</u>
Plan Fiduciary Net Position					
Contributions - employer	\$ 8,239,839	\$ 7,974,731	\$ 7,170,104	\$ 8,045,293	\$ 7,865,929
Contributions - employee	3,195,658	3,112,583	2,817,102	2,604,101	2,613,971
Net investment income	17,407,833	23,644,797	14,795,745	(5,843,555)	30,932,275
Benefit payments, including refunds of member contributions	(15,667,557)	(15,004,132)	(14,426,427)	(13,708,805)	(13,430,163)
Administrative expense	(435,578)	(445,579)	(493,860)	(444,578)	(407,146)
Net change in plan fiduciary net position	12,740,195	19,282,400	9,862,664	(9,347,544)	27,574,866
Plan fiduciary net position - beginning	233,140,335	213,857,935	203,995,271	213,342,815	185,767,949
Plan fiduciary net position - ending (b)	<u>\$ 245,880,530</u>	<u>\$ 233,140,335</u>	<u>\$ 213,857,935</u>	<u>\$ 203,995,271</u>	<u>\$ 213,342,815</u>
PFP Net Pension Liability - Ending (a) - (b)	<u>\$ 50,560,130</u>	<u>\$ 51,898,337</u>	<u>\$ 57,736,287</u>	<u>\$ 57,738,452</u>	<u>\$ 52,772,132</u>
Plan fiduciary net position as a percentage of the total pension liability	82.94%	81.79%	78.74%	77.94%	80.17%
Covered payroll	\$ 44,885,478	\$ 42,930,194	\$ 42,381,059	\$ 37,887,505	\$ 38,107,652
PFP net pension liability as a percentage of covered payroll	112.64%	120.89%	136.23%	152.39%	138.48%

Note to schedule:

Results for the other years within the last ten years are not available and will be developed prospectively from 2014. Information prior to 2015 was restated after a change in the actuarial firm providing services.

Changes of benefit and funding terms:

8/31/2016 valuation - City Ordinance No. 20343, as passed by the City Council, merged the COLA Pool fund into the general pension fund. No benefits were impacted, only the funding of the benefits.

Changes in actuarial assumptions:

8/31/2016 valuation - Expected future investment return was increased from 6.40% to 7.50% compounded annually.

8/31/2015 valuation - Expected future investment return was reduced from 6.75% to 6.40% compounded annually.

8/31/2014 valuation - Expected future investment return was reduced from 7.50% to 6.75% compounded annually.

Assumed salary increase rates were reduced.

Mortality tables were updated from the 1994 Group Annuity Mortality tables with a 2 year set forward for males and 1 year set forward for females to the RP2000 Mortality table with generational improvements using Scale AA.

Assumed rates of retirement were generally lowered for Plans A, B and C.

The payroll growth assumption was reduced from 4.25% to 3.00%.

CITY OF LINCOLN, NEBRASKA
Required Supplementary Information
August 31, 2018

Schedule of Employer Contributions for the Police and Fire Pension
For the Fiscal Year Ended August 31

	2018	2017	2016	2015	2014
Actuarial determined employer contribution	\$ 8,164,782	\$ 7,829,103	\$ 9,666,852	\$ 8,418,199	\$ 7,377,763
Actual employer contributions	8,239,839	7,974,731	7,170,104	8,045,293	7,865,929
Annual contribution deficiency (excess)	<u>\$ (75,057)</u>	<u>\$ (145,628)</u>	<u>\$ 2,496,748</u>	<u>\$ 372,906</u>	<u>\$ (488,166)</u>
Covered payroll - current	\$ 44,885,478	\$ 42,930,194	\$ 42,381,059	\$ 37,887,505	\$ 38,107,652
Actual contributions as a percentage of covered payroll	18.36%	18.58%	16.92%	21.23%	20.64%

Note to Schedule:

Results for the other years within the last ten years are not available and will be developed prospectively from 2014.

Actuarially determined contribution rates are calculated as of August 31, two years prior to the end of the fiscal year in which contributions are reported.

Valuation date:	8/31/2016	8/31/2015	8/31/2014	8/31/2013	8/31/2012
Methods and assumptions used to determine contribution rates:					
Actuarial cost method:	Entry Age Normal	Entry Age Normal	Entry Age Normal	Entry Age Normal	Entry Age Normal
Amortization method:	30 years, level percent, closed	30 years, level percent, closed	30 years, level percent, closed	30 years, level percent, open	30 years, level percent, open
Remaining amortization period:	28 years	29 years	30 years	30 years	30 years
Asset valuation method:	5-year smoothed market	5-year smoothed market	5-year smoothed market	5-year smoothed market	5-year smoothed market
Inflation:	2.50%	2.50%	2.50%	4.25%	4.25%
Salary increases:	3.50% - 7.30%	3.50% - 7.30%	3.50% - 7.30%	4.25% - 8.25%	4.25% - 8.25%
Investment rate of return:	7.50%	6.40%	6.75%	7.50%	7.50%

Schedule of Investment Returns for the Police and Fire Pension
Last Ten Fiscal Years

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
Annual money-weighted rate of return, net of investment expense	7.59%	11.25%	7.36%	-3.52%	16.67%	12.42%	5.47%	12.64%	9.60%	-16.77%

CITY OF LINCOLN, NEBRASKA
Required Supplementary Information
August 31, 2018

**Schedule of Changes in the Total OPEB Liability
and Related Ratios**

Measurement Period Ending August 31,

	<u>2017</u>
Total OPEB Liability	
Service cost	\$ 969,040
Interest	539,411
Effect of assumption changes or inputs	(1,133,914)
Benefit payments	<u>(1,070,494)</u>
Net change in total OPEB liability	(695,957)
Total OPEB liability - beginning	<u>19,458,198</u>
Total OPEB liability - ending	<u><u>\$ 18,762,241</u></u>
 Covered payroll	 \$ 138,350,403
 Total OPEB liability as a percentage of covered payroll	 13.56%

Notes to schedule:

Results for the other years within the last ten years are not available and will be developed prospectively from 2017.

The City of Lincoln has no accumulated assets held in trust to pay related benefits.

Changes in actuarial assumptions:

8/31/17 valuation - The discount rate has changed from 2.85% to 3.53% due to a change in the municipal bond rate.

APPENDIX C

**WEST HAYMARKET JOINT PUBLIC AGENCY
ACCOUNTANT'S REPORT AND AUDITED FINANCIAL STATEMENTS**

West Haymarket Joint Public Agency

(A Component Unit of the City of Lincoln, Nebraska)
Independent Auditor's Report and Financial Statements

August 31, 2018



West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
August 31, 2018

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Independent Auditor's Report

Board of Representatives
West Haymarket Joint Public Agency
Lincoln, Nebraska

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the major fund of the West Haymarket Joint Public Agency (the Agency) (a component unit of the City of Lincoln, Nebraska), as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the West Haymarket Joint Public Agency as of August 31, 2018, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Required Supplementary Information

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated January 17, 2019, on our consideration of the Agency's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.

BKD, LLP

Lincoln, Nebraska
January 17, 2019

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Management's Discussion and Analysis
August 31, 2018

As management of the West Haymarket Joint Public Agency (the Agency), we offer readers of the Agency's basic financial statements this narrative and analysis of the financial activities of the Agency as of and for the year ended August 31, 2018. We encourage readers to consider the information presented here in conjunction with additional information provided in the basic financial statements.

The West Haymarket Joint Public Agency was organized as a joint public agency on April 2, 2010, created by a Joint Public Agency Agreement entered into between the City of Lincoln, Nebraska and the Board of Regents of the University of Nebraska. The Agency is a component unit of the City of Lincoln, Nebraska.

Overview of Basic Financial Statements

This discussion and analysis is intended to serve as an introduction to the Agency's basic financial statements. These basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to the financial statements.

Government-Wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the Agency's finances in a manner similar to a private-sector business.

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

The statement of activities presents information showing how the Agency's net position changed during the year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flow changes only in future fiscal periods.

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 Agency, like other local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. The Agency maintains one governmental fund - the Project Fund.

The Agency is not required by the Nebraska State Budget Act to adopt an annual budget, therefore, a budgetary comparison has not been provided in the basic financial statements.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Management's Discussion and Analysis
August 31, 2018

Notes to Basic Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Government-Wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of the Agency's financial position. In the case of the West Haymarket Joint Public Agency, as of August 31, 2018, net position was \$1,858,031. The Agency's condensed financial information as of August 31, 2018 and 2017 is found below.

Condensed Statements of Net Position

	2018	2017
Assets		
Equity in pooled cash and investments	\$ 32,220,334	\$ 30,111,402
Other current assets	15,908,194	11,829,039
Capital assets, net of accumulated depreciation	<u>297,963,598</u>	<u>303,202,220</u>
Total assets	<u>346,092,126</u>	<u>345,142,661</u>
Liabilities		
Unearned revenue	8,726,181	7,929,290
Other liabilities	4,635,207	4,310,100
Long-term liabilities	<u>330,872,707</u>	<u>331,442,554</u>
Total liabilities	<u>344,234,095</u>	<u>343,681,944</u>
Net Position		
Net investment in capital assets	(31,621,297)	(26,792,866)
Restricted by enabling legislation	1,631,642	1,592,747
Unrestricted	<u>31,847,686</u>	<u>26,660,836</u>
Total net position	<u>\$ 1,858,031</u>	<u>\$ 1,460,717</u>

Total assets remained relatively consistent from 2017 to 2018, with a slight increase primarily due to an increase in investments of approximately \$4 million related to the issuance of a new tax increment financing investment in 2018, an increase in equity in pooled cash and investments of approximately \$2 million, partially offset by a decrease in net capital assets of approximately \$5.2 million resulting from depreciation on capital assets. Additionally, total liabilities increased slightly from 2017 to 2018, primarily as a result of an increase in accounts payable and unearned revenue from 2017 to 2018.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Management's Discussion and Analysis
August 31, 2018

Government-Wide Financial Analysis - Continued

Condensed Statements of Activities

	2018	2017
Revenues		
Occupation taxes	\$ 17,058,415	\$ 16,680,921
Intergovernmental	3,646,109	3,799,577
Suite and premium seating revenue	2,518,529	2,478,308
Investment income	627,122	469,409
Capital contributions	-	573,167
Other program revenues	6,123,974	5,294,208
Total revenues	<u>29,974,149</u>	<u>29,295,590</u>
Expenses		
General government	7,833,029	8,813,189
Culture and recreation	5,276,961	5,278,063
Debt service	16,206,259	16,223,407
Capital outlay	58,306	11,159
Total expenses	<u>29,374,555</u>	<u>30,325,818</u>
Transfers to City of Lincoln	<u>(202,280)</u>	<u>(202,660)</u>
Change in Net Position	397,314	(1,232,888)
Net Position, Beginning of Year	<u>1,460,717</u>	<u>2,693,605</u>
Net Position, End of Year	<u><u>\$ 1,858,031</u></u>	<u><u>\$ 1,460,717</u></u>

Pinnacle Bank Arena, constructed by the Agency within the West Haymarket area, officially opened in September 2013. Thus, 2018 represents the fifth full year of activity for the Agency, while Pinnacle Bank Arena has been in operation. Other program revenues increased from 2017 to 2018, as a result of the Agency receiving an additional \$200,000 in parking revenues related to the increased popularity of the Haymarket area, and additional revenues of \$600,000 related to power charges incurred by various tenants within the West Haymarket area.

General government expenses decreased approximately \$1 million from 2017 to 2018 due to the non-recurrence of a \$2 million endowment fund contribution (discussed below), partially offset by an approximately \$600,000 increase in energy charges incurred by the Agency, for the benefit of West Haymarket area tenants.

During 2017, the Agency authorized a \$2 million payment to the Lincoln Parks and Recreation Foundation (Foundation) to establish the WHJPA Endowment Fund (Fund), to be maintained and administered by the Foundation. The Foundation will use assets from the Fund to pay for capital improvement projects, major repairs and replacements, and extraordinary maintenance obligations of the West Haymarket area enhanced landscape and streetscape features, including the public right-of-way and park property within the West Haymarket area. This payment was included within general government expenses in the Agency's 2017 financial statements.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Management's Discussion and Analysis
August 31, 2018

Capital Assets

The Agency's investment in capital assets as of August 31, 2018 amounts to \$297,963,598.

Additional information on the Agency's capital assets can be found in the notes to the financial statements.

Debt Administration

At August 31, 2018, the Agency had total bonded debt outstanding of \$325,980,000, which was used to fund a portion of the Agency's construction costs. Additional information on the Agency's debt can be found in the notes to the financial statements.

Occupation Taxes

Beginning January 1, 2011, occupation taxes were imposed within the City of Lincoln at a rate of 2% on bar and restaurant revenues and a rate of 4% on car rental and hotel revenues. This tax revenue is generated to finance the activities of the Agency and is pledged to repayment of any outstanding Agency bonds. Occupation tax revenue increased by 2.3% in 2018 compared to 2017. The Agency expects occupation tax revenue to continue growing by 2% annually.

Financial Analysis of the Agency's Funds

The Agency has one governmental fund, the Project Fund. The Project Fund is considered a major fund and is used to account for the Agency's general operations, construction, and debt activities. Activity during the year ended August 31, 2018, resulted in an increase in fund balance of \$5,100,119, resulting in a total fund balance at August 31, 2018 of \$37,126,987. The fund balance is a result of the issuance of bonds in prior years, occupation tax and donation revenue, less the Agency's expenditures for construction, debt service and general operations.

Request for Information

This financial report is designed to provide a general overview of the Agency's finances for all those with an interest in the Agency. 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.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Governmental Fund Balance Sheet/Statement of Net Position
August 31, 2018

	Project Fund	Adjustments (Note 1)	Statement of Net Position
Assets			
Cash	\$ 28,223	\$ -	\$ 28,223
Equity in pooled cash and investments	32,220,334	-	32,220,334
Investments	8,839,538	-	8,839,538
Occupation taxes receivable	1,631,642	-	1,631,642
Accounts receivable	388,219	-	388,219
Interest receivable	242,096	-	242,096
Due from other City funds	7,532	-	7,532
Due from other governments	762,179	-	762,179
Prepaid expenses	300,453	-	300,453
Assets held for resale	3,708,312	-	3,708,312
Capital assets, net of accumulated depreciation of \$26,048,104	-	297,963,598	297,963,598
Total assets	<u>48,128,528</u>	<u>297,963,598</u>	<u>346,092,126</u>
Liabilities			
Accounts payable	263,188	-	263,188
Interest payable	-	3,376,092	3,376,092
Due to other City funds	316,203	-	316,203
Due to other governments	496,724	-	496,724
Security deposits	183,000	-	183,000
Unearned revenue	8,726,181	-	8,726,181
Long-term liabilities			
Payable within one year	-	580,000	580,000
Payable in more than one year	-	330,292,707	330,292,707
Total liabilities	<u>9,985,296</u>	<u>334,248,799</u>	<u>344,234,095</u>
Deferred Inflows of Resources			
Unavailable revenues	<u>1,016,245</u>	<u>(1,016,245)</u>	<u>-</u>
Fund Balance/Net Position			
Fund Balance			
Nonspendable	300,453	(300,453)	-
Restricted for capital projects	1,287,812	(1,287,812)	-
Restricted by enabling legislation	1,631,642	(1,631,642)	-
Assigned for debt service	33,907,080	(33,907,080)	-
Total fund balance	<u>37,126,987</u>	<u>(37,126,987)</u>	<u>-</u>
Total liabilities, deferred inflows of resources and fund balance	<u><u>\$ 48,128,528</u></u>		
Net Position			
Net investment in capital assets		(31,621,297)	(31,621,297)
Restricted by enabling legislation		1,631,642	1,631,642
Unrestricted		31,847,686	31,847,686
Total net position		<u><u>\$ 1,858,031</u></u>	<u><u>\$ 1,858,031</u></u>

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Statement of Governmental Fund Revenues, Expenditures and
Changes in Fund Balance/Statement of Activities
Year Ended August 31, 2018

	Project Fund	Adjustments (Note 1)	Statement of Activities
Expenditures/Expenses			
General government	\$ 7,772,290	\$ 60,739	\$ 7,833,029
Culture and recreation	-	5,276,961	5,276,961
Debt service	16,779,637	(573,378)	16,206,259
Capital outlay	157,384	(99,078)	58,306
Total expenditures/expenses	<u>24,709,311</u>	<u>4,665,244</u>	<u>29,374,555</u>
Program Revenues			
Naming rights and sponsorship revenue	1,352,995	(40,811)	1,312,184
Suite and premium seating revenue	2,518,529	-	2,518,529
Parking facility revenue	2,461,176	-	2,461,176
Charges for services	1,914,154	-	1,914,154
Facility lease and other rent revenue	436,460	-	436,460
Total program revenues	<u>8,683,314</u>	<u>(40,811)</u>	<u>8,642,503</u>
General Revenues			
Occupation taxes	17,058,415	-	17,058,415
Intergovernmental	3,642,859	3,250	3,646,109
Investment income	627,122	-	627,122
Total general revenues	<u>21,328,396</u>	<u>3,250</u>	<u>21,331,646</u>
Other Financing Uses			
Transfers to City of Lincoln	<u>(202,280)</u>	<u>-</u>	<u>(202,280)</u>
Revenues in excess of expenditures and other financing uses	5,100,119	(5,100,119)	-
Change in Net Position	-	397,314	397,314
Fund Balance/Net Position			
Beginning of Year	<u>32,026,868</u>	<u>(30,566,151)</u>	<u>1,460,717</u>
End of Year	<u><u>\$ 37,126,987</u></u>	<u><u>\$ (35,268,956)</u></u>	<u><u>\$ 1,858,031</u></u>

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

The West Haymarket Joint Public Agency (the Agency) was organized as a joint public agency under the Nebraska Joint Public Agency Act on April 2, 2010, to facilitate land acquisition, relocation of existing businesses, environmental remediation, site preparation and the construction, equipping, furnishing and financing of public facilities including, but not limited to, a sports/entertainment arena, roads, streets, sidewalks, a pedestrian overpass, public plaza space, sanitary sewer mains, water mains, electric transmission lines, drainage systems, flood control, parking garages and surface parking lots (collectively considered the West Haymarket Development Project or Project) for the benefit of residents of the City of Lincoln, Nebraska (the City). The Agency was created pursuant to a Joint Public Agency Agreement entered into between the City and the Board of Regents of the University of Nebraska.

Reporting Entity

As required by accounting principles generally accepted in the United States of America, these basic financial statements present the financial activities of the Agency. The Agency follows the Governmental Accounting Standards Board (GASB) accounting pronouncements, which provide guidance for determining the governmental activities, organizations, and functions that should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency.

The Agency is not financially accountable for any other organization. Under current GASB pronouncements, the Agency has been determined to be a component unit of the City of Lincoln, Nebraska – the primary government. As such, the Agency's financial results are included in the City of Lincoln, Nebraska's Comprehensive Annual Financial Report.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements (*i.e.*, the statement of net position and the statement of activities) report information on all of the Agency's financial activities. Governmental activities are normally supported by taxes and intergovernmental revenue which are reported as general revenues.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies - Continued

Measurement Focus, Basis of Accounting, and Financial Statement Presentation - Continued

The government-wide financial statements are presented using the total economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recognized when a liability is incurred, regardless of the timing of the related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. With this measurement focus, the operating statement presents increases and decreases in current assets, net and unreserved fund balance is a measure of available spendable resources. This means that only current liabilities are generally included on the governmental fund balance sheet.

The statement of net position does not equal the governmental funds balance sheet at August 31, 2018, due to net capital assets, unavailable revenues and bond principal and interest that are not payable from available spendable resources in the statement of net position.

Under the modified accrual basis of accounting, revenues are recognized as soon as they are both measurable and available. Measurable means the amount of the transaction can be determined; available means collectible within the current period, or soon enough thereafter, to pay liabilities of the current period. Revenues are considered to be available if collected within 60 days after year end. Expenditures are recorded when the related fund liability is incurred and is expected to be paid from available spendable resources.

Occupation taxes and intergovernmental revenues are considered to be susceptible to accrual and are recorded as revenue in the period to which they relate.

Fund Accounting

The accounts of the Agency are organized on the basis of funds. The operations of the Project Fund are accounted for with a set of self-balancing accounts that comprise its assets, liabilities, deferred inflows and outflows of resources, fund equity, revenues and expenditures. Resources are allocated to and accounted for in the Project Fund based upon the purposes for which they are to be spent and the means by which spending activities are controlled.

The major fund presented in the accompanying basic financial statements is the Project Fund. The Project Fund is the Agency's only fund and is used to account for general government operational activities.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies - Continued

Use of 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, liabilities and deferred inflows and outflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses and other changes in net position during the reporting period. Actual results could differ from those estimates.

Deposits and Investments

The Agency participates in a cash management pool managed by the City. The pool consists of bank deposits and investments. Cash balances in excess of current requirements are invested along with cash from other City funds and interest earned on these investments is allocated monthly to the various funds by the City Treasurer on a pro rata basis of using aggregate quarterly balances. The Agency's interest in the pool is shown as equity in pooled cash and investments in the statement of net position. Fair value of the equity in the pool is the same as the value of the pool shares determined using the fair value of the pool's underlying investment portfolio.

The Agency 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. The Agency's investments in Tax Increment Financing investments are valued using discounted cash flow techniques.

Investment income includes interest income and the net change for the year in the fair value of investments carried at fair value.

Occupation Taxes

Beginning January 1, 2011, occupation taxes were imposed within the City of Lincoln at a rate of 2% on bar and restaurant revenues and a rate of 4% on car rental and hotel revenues. As stated in the related ordinance, occupation taxes, less any administrative expenses, shall be used to fund expenditures of the Agency.

Capital Assets

Arena and infrastructure planning, design and construction costs are capitalized on the government-wide financial statements. At August 31, 2018, certain arena and infrastructure assets were in-service, and are being depreciated on a straight-line basis over their estimated useful lives of 25-50 years.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies - Continued

Unearned Revenue

Unearned revenue is primarily comprised of advance payments received for various arena suites, loge boxes and club seats, the arena naming rights and prepaid parking. Revenue for these agreements will be recognized when the term of the related agreements commence on September 1, 2018.

Fund Balance Classification

Fund balances are shown only in the governmental fund financial statements. In accordance with Governmental Accounting Standards Board (GASB) Statement No. 54, *Fund Balance Reporting and Governmental Fund-Type Definitions*, fund balance is required to be classified into four components – nonspendable, restricted, committed and/or assigned. These classifications are defined as follows:

Nonspendable - includes fund balance amounts that cannot be spent either because it is not in spendable form or because of legal or contractual restraints.

Restricted - includes fund balance amounts that are constrained for specific purposes as stipulated by constitution; external resource providers, such as donors or creditors; or through enabling legislation.

Committed - includes fund balance amounts that can be used only for the specific purposes determined by a formal action of the Agency's highest level of decision-making authority.

Assigned - includes fund balance amounts that are not classified as either nonspendable, restricted, or committed.

When expenditures are incurred for purposes for which amounts in more than one category of fund balance are available for use, it is the Agency's policy to use the restricted amounts first, followed by the committed and assigned amounts.

Net Position Classification

Net position is required to be classified into three components - net investment in capital assets; restricted; and unrestricted. These classifications are defined as follows:

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies - Continued

Net Position Classification - Continued

Net investment in capital 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 improvement of those assets. Deferred outflows of resources and deferred inflows of resources that are attributable to the acquisition, construction, or improvement of those assets, if any, or related debt also should be included in this component of net position. 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 net investment in capital assets.

Restricted - consists of restricted assets, reduced by liabilities related to those assets, with constraints placed on their use either by a) external groups such as creditors (such as through debt covenants), contributors, or laws or regulations of other governments or b) law through constitutional provisions or enabling legislation.

Unrestricted - consists of the assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the net investment in capital assets or restricted components of net position.

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

Adjustments Column

The adjustments column on the governmental fund balance sheet/statement of net position represents the recording of certain assets and liabilities as required by GASB Statement No. 34.

The adjustments column on the governmental fund balance sheet/statement of net position is comprised of the following as of August 31, 2018:

Amounts reported for the Project Fund are different from the statement of net position because of

Capital assets, net of accumulated depreciation	\$ 297,963,598
Interest payable	(3,376,092)
Deferred revenue	1,016,245
Long-term liabilities	<u>(330,872,707)</u>
Total adjustment amount	<u><u>\$ (35,268,956)</u></u>

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies - Continued

Adjustments Column - Continued

The adjustments column on the statement of governmental fund revenues, expenditures and changes in fund balance/statement of activities is comprised of the following for the year ended August 31, 2018:

Amounts reported for the Project Fund are different from the statement of activities because of

Capital outlay	\$ 99,078
Depreciation expense	(5,337,700)
Debt service	573,378
Change in deferred revenue	<u>(37,561)</u>
Total adjustment amount	<u><u>\$ (4,702,805)</u></u>

Note 2: Deposits, Investments and Investment Return

Deposits

State statutes require banks either to provide a bond or to pledge government securities to the City Treasurer in the amount of the City's deposits. The Agency has been allocated a portion of the City's pooled cash and investments. The City's cash deposits, including certificates of deposit, are insured up to \$250,000 by the Federal Deposit Insurance Corporation (FDIC). Any cash deposits or certificates of deposit in excess of FDIC limits are covered by collateral held in a Federal Reserve pledge account or by an agent for the City and thus no custodial credit risk exists. No legal opinion has been obtained regarding the enforceability of any of the collateral arrangements.

Investments

The Agency generally follows the investment policy adopted by the City Council and utilized by the City Treasurer. The Agency 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.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 2: Deposits, Investments and Investment Return - Continued

At August 31, 2018, the Agency had the following investments, maturities and credit ratings:

Type	Fair Value	Maturities (in Years)		Credit Ratings
		More than 10		Moody's/ S&P
Tax Increment Financing Investments	\$ 8,839,538	\$	8,839,538	Not rated

Custodial Credit Risk

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

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair values of a government's financial instruments or a government's cash flows. 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 no longer than twenty-four months. Fixed income investments held in construction funds, operating funds, and other nonoperating funds are limited to ten-year maturities. 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:

	S & P	Moody's
Money Markets	AAm	---
Corporate Notes	AA-	Aa3
Investment Agreements	AA-	Aa3
Commercial Paper	A-1	P-1
Bankers' Acceptance	A-1	P-1
Local Government Debt	AA	Aa

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 2: Deposits, Investments and Investment Return - Continued

Concentration of Credit Risk

Concentration of credit risk is the risk associated with the amount of investments the Agency has with any one issuer that exceeds 5% or more of its total investments. Investments issued or explicitly guaranteed by the U.S. Government are excluded from this requirement. At August 31, 2018, the Agency's investments were comprised entirely of Tax Increment Financing investments.

Summary of Carrying Values

The carrying values of deposits and investments are as follows:

Cash	\$ 28,223
Investments	8,839,538
Equity in pooled cash and investments	<u>32,220,334</u>
	<u><u>\$ 41,088,095</u></u>

Investment Income

Investment income, consisting of interest income and fair market value adjustments, was \$627,122 for the year ended August 31, 2018.

Note 3: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 3: Disclosures About Fair Value of Assets and Liabilities - Continued

Investments

The only investments held by the Agency at August 31, 2018 are Tax Increment Financing investments, which are valued by the Agency on a recurring basis using discounted cash flow techniques, and are classified within Level 2 of the fair value hierarchy at August 31, 2018.

Note 4: Capital Assets

As of August 31, 2018, the Agency's capital assets consisted of the following:

Depreciable assets, net of depreciation	
Buildings and improvements	\$ 227,869,233
Machinery and equipment	367,039
	<u>228,236,272</u>
Total depreciable assets, net of depreciation	
Nondepreciable assets	
Construction in progress	18,922
Land	69,708,404
	<u>69,708,404</u>
Total capital assets, net	<u><u>\$ 297,963,598</u></u>

Capital asset activity for 2018 was:

	Beginning Balance	Additions	Reductions	Transfers	Ending Balance
Buildings and improvements	\$ 253,809,202	\$ 40,719	\$ -	\$ -	\$ 253,849,921
Land	69,660,781	47,623	-	-	69,708,404
Machinery and equipment	434,455	-	-	-	434,455
Construction in progress	8,186	10,736	-	-	18,922
	<u>323,912,624</u>	<u>99,078</u>	<u>-</u>	<u>-</u>	<u>324,011,702</u>
Total capital assets					
Less accumulated depreciation	(20,710,404)	(5,337,700)	-	-	(26,048,104)
	<u>(20,710,404)</u>	<u>(5,337,700)</u>	<u>-</u>	<u>-</u>	<u>(26,048,104)</u>
Capital assets, net	<u><u>\$ 303,202,220</u></u>	<u><u>\$ (5,238,622)</u></u>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 297,963,598</u></u>

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 5: Long-term Liabilities

Long-term liability activity for 2018 was:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Bonds payable	\$ 326,545,000	\$ -	\$ 565,000	\$ 325,980,000	\$ 580,000
Unamortized bond premium	4,897,554	-	4,847	4,892,707	-
Net bonds payable	<u>\$ 331,442,554</u>	<u>\$ -</u>	<u>\$ 569,847</u>	<u>\$ 330,872,707</u>	<u>\$ 580,000</u>

In September 2010, the Agency issued \$100,000,000 in General Obligation Facility Bonds, Taxable Series 2010A. Semi-annual interest payments began in December 2010. Annual principal payments begin in December 2020 at amounts that range from \$2,440,000 to \$5,855,000 with the final maturity in December 2045. The bonds are Build America Bonds and, as such, the Agency has elected to receive a federal subsidy of 35 percent from the United States Department of Treasury (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 approximately 3.20 percent.

In December 2010, the Agency issued \$67,965,000 in General Obligation Facility Bonds, Taxable Series 2010B. Semi-annual interest payments began in June 2011. Annual principal payments begin in December 2020 at amounts that range from \$2,440,000 to \$4,650,000 with the final maturity in December 2039. The bonds are direct pay Build America Bonds, with a federal subsidy of 35 percent from the Treasury for a portion of the interest payable on the bonds. The interest rates on the bonds range from 4.00 to 6.00 percent prior to the federal subsidy. The federal subsidy reduces the true interest cost to approximately 3.73 percent.

In December 2010, the Agency issued \$32,035,000 in General Obligation Recovery Zone Economic Development Bonds, Taxable Series 2010C. Semi-annual interest payments began in June 2011. Annual principal payments begin in December 2040 at amounts that range from \$4,865,000 to \$5,855,000 with the final maturity in December 2045. The bonds are direct pay General Obligation Recovery Zone Economic Development Bonds, with a federal subsidy of 45 percent from the Treasury for a portion of the interest payable on the bonds. The interest rate on the bonds is 6.75 percent prior to the federal subsidy. The federal subsidy reduces the true interest cost to approximately 3.79 percent.

In August 2011, the Agency issued \$100,000,000 in General Obligation Facility Bonds, Series 2011. Semi-annual interest payments began in December 2011. Annual principal payments begin in December 2021 at amounts that range from \$3,115,000 to \$6,660,000 with the final maturity in December 2042. The interest rates on the bonds range from 3.50 to 5.00 percent.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 5: Long-term Liabilities - Continued

In December 2013, the Agency issued \$28,175,000 in General Obligation Facility Bonds, Series 2013. Semi-annual interest payments began in June 2014. Annual principal payments began in December 2014 at amounts that range from \$540,000 to \$1,595,000 with the final maturity in December 2043. The interest rates on the bonds range from 2.00 to 5.00 percent.

The Series 2010A, 2010B and 2010C bonds are callable at the option of the Agency in whole or in part at any time. The Series 2011 bonds are callable at the option of the Agency in whole or in part at any time on or after December 15, 2021. The Series 2013 bonds are callable at the option of the Agency in whole or in part at any time on or after December 15, 2023.

All bonds were issued 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. The full faith and credit and the taxing powers of the City are pledged for the payment of the principal and interest on the bonds.

Annual requirements to pay principal and interest to maturity on outstanding debt is as follow:

Years Ending						
August 31	Principal	Interest	Interest Subsidy	Net Interest	Total Debt Service	
2019	\$ 580,000	\$ 16,192,345	\$ (3,658,460)	\$ 12,533,885	\$ 13,113,885	
2020	605,000	16,168,645	(3,900,278)	12,268,367	12,873,367	
2021	5,510,000	16,052,445	(3,868,253)	12,184,192	17,694,192	
2022	8,790,000	15,756,205	(3,801,966)	11,954,239	20,744,239	
2023	9,050,000	15,361,726	(3,730,836)	11,630,890	20,680,890	
2024-2028	49,710,000	70,282,264	(17,396,232)	52,886,032	102,596,032	
2029-2033	58,995,000	58,080,111	(14,787,343)	43,292,768	102,287,768	
2034-2038	71,055,000	42,640,615	(11,401,624)	31,238,991	102,293,991	
2039-2043	86,260,000	22,351,547	(6,954,621)	15,396,926	101,656,926	
2044-2046	35,425,000	3,067,681	(1,235,295)	1,832,386	37,257,386	
	<u>\$ 325,980,000</u>	<u>\$ 275,953,584</u>	<u>\$ (70,734,908)</u>	<u>\$ 205,218,676</u>	<u>\$ 531,198,676</u>	

The Series 2010A, 2010B and 2010C bonds were issued as direct pay Build America Bonds and General Obligation Recovery Zone Economic Development Bonds, respectively, in accordance with the American Recovery and Reinvestment Act of 2009, which allows the Agency to receive a U.S. Treasury subsidy equal to 35% and 45%, respectively, of the amount of interest payable on those bonds. Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, refund payments to certain state and local government filers claiming refundable credits under section 6341 of the Internal Revenue Code applicable to certain qualified bonds are subject to sequestration. The refund payments processed on or after October 1, 2018 and on or before September 30, 2019 will be reduced by the fiscal year 2019 sequestration rate of 6.2%.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 5: Long-term Liabilities - Continued

The interest subsidy is reflected in the table above as the Agency expects to receive these payments throughout the term of the related Bonds. Future subsidy payments are contingent on federal regulations and are subject to change. The subsidy is reflected as intergovernmental revenue in the Statement of Activities.

Note 6: Lease Agreements

West Haymarket Station Lease

In 2012, the Agency entered into a lease agreement with AMTRAK for the lease and use of West Haymarket Station (“Station”). The lease provides for a thirty-five year term, with the Agency receiving monthly payments of \$2,990, adjusted annually for inflation using the Consumer Price Index. Income from the lease totaled approximately \$40,000 during 2018 and is included in facility lease and other rent revenue on the statement of activities. Under the Second Amended and Restated Facilities Agreement (see Note 9), the Agency has contracted with the City for the City to undertake the maintenance, operation, and management of the Station.

Arena Lease and Operating Agreement

The Agency has entered into a Lease and Operating Agreement with the Board of Regents of the University of Nebraska (“UNL”) as of October 2011. The agreement is for the lease of the basketball space and other defined leased improvements within the sports/entertainment arena, for a term of 30 years commencing on September 1, 2013, with the option to extend the term for three additional periods of five years each. Under the terms of the agreement, UNL is to pay an annual lease payment to the Agency, which is initially \$750,000 and is adjusted for inflation on an annual basis beginning September 1, 2014. The agreement also provides for credits against this lease payment for the annual amount of turnback sales tax receipts the City receives from the sale of UNL basketball tickets, and a provision for lost concession revenue in an amount equal to \$300,000, which is adjusted for inflation on an annual basis beginning September 1, 2014. The net rent revenue for fiscal year 2018 was approximately \$320,000.

The Agreement also provides for UNL to receive a portion of the revenues related to certain premium seating arrangements at the Arena, based on seating type. The Agency paid approximately \$322,000 to UNL during 2018 for revenue sharing for premium seating. The suite and premium seating revenues shown in the statement of governmental fund revenues, expenditures and changes in fund balance/statement of activities are shown net of amounts owed to UNL under this provision of the Agreement.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 7: Contractual Arrangements

Naming Rights and Premium Seating

The Agency has entered into a Title Sponsorship Agreement with Pinnacle Bank for the exclusive naming rights for the sports/entertainment arena through August 2038. The agreement called for Pinnacle Bank to make annual payments of \$280,000 through fiscal year 2023, when the payments increased to \$563,333 annually. The agreement also provided Pinnacle Bank with the opportunity to pay a discounted amount by making a prepayment to the Agency. Pinnacle Bank has exercised this option and has made prepayments to the Agency totaling approximately \$6,700,000. This amount is included in unearned revenue on the balance sheet at August 31, 2018 and will be recognized as revenue on a pro-rata basis over the remaining term of the agreement.

The Agency has entered into agreements with individuals and businesses for various premium seating arrangements. The agreements require an initial security deposit and annual installments from the individuals and businesses, with the option of prepayment, and have terms ranging between five and ten years. As of August 31, 2018, amounts collected by the Agency for premium seating arrangements for future years totaled approximately \$2,087,000, with approximately \$236,000 remaining to be collected for the contract period beginning September 1, 2018. The amount already collected is included in unearned revenue on the balance sheet and will be recognized as revenue in the fiscal year to which the payment relates.

The Agency's future collections under the premium seating agreements are as follows:

Annual Contract Period Beginning September 1,	
2019	\$ 2,302,877
2020	2,195,883
2021	2,193,592
2022	2,210,591
2023	72,076
Thereafter	153,000
	\$ 9,128,019

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 7: Contractual Arrangements - Continued

Advertising and Sponsorship Agreement

The Agency has entered into an agreement with IMG College, LLC (“IMG”) which grants IMG the exclusive advertising and sponsorship rights at the sports/entertainment arena, for the period of September 1, 2013 through June 30, 2021. The agreement requires IMG to make guaranteed annual payments to the Agency, and 50% of any gross collected cash revenue in excess of the revenue sharing threshold, as outlined in the agreement. Two payments totaling \$1,082,432 were received from IMG for the fiscal year ended August 31, 2018. The contracted schedule of remaining guaranteed annual payments and the revenue sharing threshold is shown below:

Annual Contract Period Beginning September 1,	Guaranteed Rights Fee	Revenue Sharing Threshold
2018	\$ 1,104,081	\$ 1,964,864
2019	1,126,162	2,008,162
2020	1,148,686	2,052,325
	<u>\$ 3,378,929</u>	<u>\$ 6,025,351</u>

Note 8: Risk Management

The Agency is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; injuries to employees; and natural disasters. The Agency carries commercial insurance for risks of loss, including liability, property, pollution, errors and omissions, and workers’ compensation. The Agency has had no claims or judgments exceeding the policy limits.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 9: Related Party Transactions

City of Lincoln (City)

The City provides certain administrative services to the Agency for which the Agency pays fees to the City. These fees amounted to approximately \$820,000 for the year ended August 31, 2018. These charges are recorded as general government expenses in the statement of governmental fund revenues, expenditures and changes in fund balance and statement of activities.

During 2014, the Agency entered into a second Amended and Restated Facilities Agreement with the City, which clarified the responsibilities for operation and maintenance of certain infrastructure assets within the West Haymarket Development Project. With the exception of certain infrastructure assets, the agreement details that ownership of arena project assets, including the related parking facilities, will remain with the Agency until such time as no associated bonds are outstanding, at which time these assets will be conveyed to the City for the sum of one dollar and other good and valuable consideration.

During 2013, the Agency entered into a Parking Garage Management Agreement with the City for the operation, management and maintenance of three parking garages constructed by the Agency within the West Haymarket Development Project. Under the agreement, the Agency made payments totaling approximately \$1,570,000 during fiscal year 2018 for the operation and maintenance of the Agency's parking garages.

As discussed in Note 1, the Agency is invested in the City of Lincoln, Nebraska's pooled cash and investment management system.

University of Nebraska (UNL)

During 2018, the Agency made payments totaling approximately \$264,000 to UNL for UNL Men's and Women's basketball tickets, for seating provided to suite and loge box users as part of their lease agreements, for the 2017-2018 and 2018-2019 basketball seasons. Payments for tickets for the 2018-2019 basketball season are recorded as prepaid expenses on the balance sheet/statement of net position at August 31, 2018.

West Haymarket Joint Public Agency
(A Component Unit of the City of Lincoln, Nebraska)
Notes to Financial Statements
August 31, 2018

Note 10: Commitments

Environmental Matters

In connection with the West Haymarket Development Project, the Agency is involved with the clean-up and remediation of several development sites relating to soil and groundwater contamination. This clean-up and remediation is performed as sites are developed, as the Agency has not been designated as a potentially responsible party (PRP or equivalent status) by any regulatory agency requiring the immediate clean-up of impacted areas. Although future costs may be incurred, it is not possible at this time to reasonably estimate the amount of any obligation for remediation activities because of uncertainties with respect to assessing the extent of the contamination or the applicable regulatory requirements. No liability has been recorded for potential future remediation activities as of August 31, 2018.

Note 11: Subsequent Events

In January 2019, the Agency's board of representatives approved a Purchase Agreement with a local developer, which provided for the purchase of certain property within the West Haymarket Development Project area by the Agency for approximately \$2,000,000. The Agency's board of representatives also approved a Purchase Agreement with this developer, providing for the sale of certain property within the West Haymarket Development Project area to the developer for approximately \$1,555,000. This Purchase Agreement also contained provisions allowing the Agency to regain title to the property if certain conditions are not satisfied in connection with the developer's future development of the property.

Subsequent events have been evaluated through January 17, 2019, which is the date the financial statements were available to be issued.

**Report on Internal Control over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards***

Independent Auditor's Report

Board of Representatives
West Haymarket Joint Public Agency
Lincoln, Nebraska

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the governmental activities and the major fund of the West Haymarket Joint Public Agency (the Agency) (a component unit of the City of Lincoln, Nebraska) as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements, and have issued our report thereon dated January 17, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Agency's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Agency's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BKD, LLP

Lincoln, Nebraska
January 17, 2019

APPENDIX D

SUMMARY OF PRINCIPAL DOCUMENTS

SUMMARY OF PRINCIPAL DOCUMENTS

The following is a summary of certain provisions and defined terms of the JPA Agreement, Facilities Agreement and the Bond Resolution. This summary does not purport to be comprehensive or definitive and is subject to all of the terms and provisions of the JPA Agreement, Facilities Agreement and the Bond Resolution, to each of which reference is hereby made, and copies of which are on file in the office of the Clerk of the City.

DEFINITIONS

The terms defined below are among those used in the summaries of the Facilities Agreement and the Bond Resolution. Except where otherwise indicated or provided, words in the singular include the plural and vice versa.

“Act” means the Joint Public Agency Act, Chapter 13, Article 25, Reissue Revised Statutes of Nebraska, as amended.

“Agency” means the West Haymarket Joint Public Agency, a joint public agency duly organized and validly existing under the laws of the State, and its successors and assigns.

“Agency Bond Levy” means the authority of the City which is irrevocably allocated and assigned to the Agency, for the period beginning June 1, 2010 and ending on the date upon which all of the Bonds are no longer deemed to be outstanding and unpaid pursuant to the resolution or resolutions pursuant to which they are issued, to cause the levy of taxes within the taxing jurisdiction of the City, beginning in the year 2010 for collection in 2011, for the purpose of paying the costs of the Projects pursuant to Section 15-202, Reissue Revised Statutes of Nebraska, as amended, in an amount which will be sufficient to pay the principal or redemption price of and interest on the Bonds when and as the same become due.

“Arena” means the sports/entertainment arena to be constructed, equipped, furnished and financed by the Agency.

“Arena Improvements” means any improvements to the Arena Project as may be made from time to time as determined by the City to be necessary, desirable, or advisable.

“Arena Manager” means any entity with which the City contracts to manage the Arena.

“Arena Project” means, collectively, those Projects described on **Exhibit A** of the Facilities Agreement, as it may be amended from time to time, which collectively constitute the Arena and the related parking improvements consisting of the surface parking lot northwest of the BNSF tracks, the parking garage adjacent to the Arena and the surface parking lot on the Arena site.

“Arena Sources of Funds” means state aid, developer contributions, occupation taxes, the turnback tax, Arena rent, concessions, premium seating, naming rights, signage, tickets, interest, tax increment revenues, parking revenues, state and federal environmental funds and private donations.

“Authorized Officer” means the Chair and the Secretary, or in the event that either the Chair or the Secretary is unavailable for any reason, any other member of the Board or the Treasurer or any other officer of the Agency authorized by the Board to execute documents for and on behalf of the Agency.

“Available Revenues” means all cash receipts of the Agency, plus unrestricted amounts in the Surplus Fund, less all cash payments of the Agency, including, without limitation, debt service on Bonds, operation and maintenance expenses and deposits to the Depreciation and Replacement Fund.

“Beneficial Owner” means any Person that (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Board” means the board of representatives of the Agency.

“Bond Counsel” means Gilmore & Bell, P.C., or other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing selected by the Agency.

“Bond Register” means the books for the registration, transfer and exchange of Bonds kept at the office of the Paying Agent.

“Bond Resolution” means the resolution adopted by the Agency on September 26, 2019, authorizing the issuance of the Bonds.

“Bonds” means, with respect to the Facilities Agreement, any indebtedness issued by the Agency the proceeds of which are used to pay any of the costs of acquiring, constructing, equipping or furnishing any of the Projects, authorized to be issued by a Resolution of the Agency and any indebtedness of the Agency issued to refund, directly or indirectly, any Bonds; and means, with respect to the Resolution, the Bonds.

“Budget Act” means Sections 13-501 to 13-513, inclusive, Reissue Revised Statutes of Nebraska, as amended.

“Business Day” means a day other than a Saturday, Sunday or holiday on which the Registrar is scheduled in the normal course of its operations to be open to the public for conduct of its banking operations.

“Cede & Co.” means Cede & Co., as nominee of The Depository Trust Company, New York, New York.

“City” means The City of Lincoln, Nebraska.

“Clerk” means the Clerk of the City.

“Code” means the Internal Revenue Code of 1986, as amended, and the applicable regulations of the Treasury Department proposed or promulgated thereunder.

“Completion Date” means the date established pursuant to the Resolution on which construction of the Projects is complete.

“Compliance Procedure” means the Compliance Plan and Procedure for West Haymarket Joint Public Agency Tax Advantaged Bonds attached to the Facilities Agreement as Exhibit B, as it may be amended from time to time.

“Construction Fund” means any of the funds designated as such by a Resolution of the Agency and any accounts or subaccounts created therein into which the net proceeds from the sale of a series of Bonds issued by the Agency shall be deposited.

“Consultant’s Report” means a written report of an individual consultant or accountant or firm of consultants or accountants, selected by the Agency and acceptable to the City and the Agency, having the skill and experience necessary to render the particular report, certification or service required by the Facilities Agreement and having a favorable reputation for such skill and experience, which individual or firm shall have no interest in the Agency or the City, and, in the case of an individual, shall not be a member, officer or employee of the Agency or any Participant, and, in the case of a firm, shall not have a partner, member, director, officer or employee who is a member, officer or employee of the Agency or any Participant.

“Continuing Disclosure Undertaking” means the Continuing Disclosure Undertaking executed by the Agency and the City, dated the date of delivery of the Bonds, as originally executed and as amended from time to time in accordance with its terms.

“Costs of Construction” means, with respect to each Project:

- (a) Obligations incurred for labor and material and to contractors, builders and materialmen in connection with such Project or any part thereof;
- (b) The cost of acquiring rights, rights-of-way, easements or other interests in land as may be deemed necessary or convenient for the construction and operation of such Project;
- (c) Taxes or other municipal or governmental charges lawfully levied or assessed against such Project or against any property acquired therefor, or payments required in lieu thereof, in each case during the period of construction, and premiums on insurance;
- (d) Costs of installing utility services or connections thereto or relocation thereof;
- (e) Costs of fidelity and indemnity bonds;
- (f) Costs of fixed and moveable equipment;
- (g) Expenses incurred in enforcing any remedy against a contractor or subcontractor in respect of default;
- (h) Costs of site acquisition, preparation and landscaping;
- (i) Fees and expenses of architects, engineers, consultants, surveyors, and inspectors and costs of issuance of the Bonds; and
- (j) Any other costs directly incurred in the acquisition, purchase, construction, equipping, furnishing and completion of such Project.

“2019 Debt Service Account” means the account by that name in the Debt Service Fund, in which there shall be established such subaccounts as shall be determined by the Finance Director.

“Debt Service Fund” means any of the funds and any accounts or subaccounts created pursuant to a Resolution authorizing the issuance of Bonds into which money for the payment of such Bonds shall be deposited as provided by such Resolution and the Facilities Agreement.

“Defaulted Interest” means interest on any Bond which is payable but not paid on any Interest Payment Date.

“Defeasance Obligations” means any of the following obligations:

(a) Government Obligations that are not subject to redemption in advance of their maturity dates;
or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (A) not subject to redemption prior to maturity or (B) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or Government Obligations that may be applied only to the principal or Redemption Price of and interest payments on such obligations;

(3) such cash and the principal of and interest on such Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;

(5) such cash and Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and

(6) the obligations are rated in the highest rating category by Moody’s Investors Service, Inc. (presently “Aaa”) or Standard & Poor’s Ratings Group (presently “AAA”).

“Depreciation Fund Requirement” means an amount equal to 2% of the original construction cost of the Arena Project, as determined by the Finance Director of the City.

“Facilities” means the West Haymarket Facilities identified in **Exhibit A** to the Facilities Agreement, as it may be amended and supplemented from time to time, and at the date of the Official Statement includes the following: (a) the Arena, (b) roads, streets and sidewalks, (c) a pedestrian overpass, (d) public plaza space, (e) sanitary sewer mains, (f) water mains, (g) electric transmission lines, (h) drainage systems, (i) flood control, (j) parking garages and (k) surface parking lots.

“Facilities Agreement” means the Facilities Agreement, dated September 8, 2010, as amended and restated by the Second Amended and Restated Facilities Agreement, dated March 12, 2014, between the City and the Agency, governing the acquisition, construction, equipping, furnishing, operation and management of the Projects, and the collection, deposit and application of the Revenues.

“Finance Director” means the Finance Director of the City, as the chief financial officer of the Agency.

“Government Obligations” means bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States, including evidences of a direct ownership interest in future interest or principal payments on obligations issued or guaranteed by the United States (including the interest component of obligations of the Resolution Funding Corporation), or securities which represent an undivided interest in such obligations, which obligations are rated in the highest

rating category by a nationally recognized rating service and such obligations are held in a custodial account for the benefit of the Agency.

“Infrastructure Improvement” means any improvements to the Infrastructure Project as may be made from time to time as determined by the City to be necessary, desirable, or advisable.

“Infrastructure Project” means all of the Projects excluding the Arena Project.

“Interest Payment Date” means June 15 and December 15 of each year beginning June 15, 2020.

“JPA Agreement” means the Joint Public Agency Agreement Creating the West Haymarket Joint Public Agency, dated as of April 1, 2010, between the City and the Regents, as amended and restated by the Amended and Restated Joint Public Agency Agreement of the West Haymarket Joint Public Agency, dated January 10, 2011.

“Maturity,” when used with respect to any Bond, means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or call for optional or mandatory redemption or otherwise.

“Non-Qualified User” means any person or entity other than a Qualified User.

“Operation and Maintenance Fund” means the fund by that name created by the Facilities Agreement.

“Operational Increment” means, for any fiscal year, the amount negotiated between the City and the Arena Manager and budgeted to pay operation and maintenance expenses of the Arena to the extent revenues received by the Arena Manager are insufficient for such purposes.

“Outstanding” means, when used with reference to the Bonds, as of any particular date of determination, all Bonds theretofore authenticated and delivered under the Resolution, except the following Bonds:

(a) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds deemed to be paid in accordance with the defeasance provisions of the Resolution; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered under the Resolution.

“Participants” means, for purposes of the JPA Agreement and Facilities Agreement, the City and the Regents.

“Person” means any natural person, corporation, partnership, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

“Project” means any one of the Projects.

“Projects” means the projects identified in **Exhibit A** to the Facilities Agreement, as it may be amended and supplemented from time to time.

“Regents” means The Board of Regents of the University of Nebraska.

“Resolution” means, for purposes of the Facilities Agreement, any resolution or other authorizing document of the Agency pursuant to which a series of Bonds is issued to finance or refinance any portion of the costs of any Project; and means, for purposes of the Bond Resolution, the Bond Resolution.

“Revenue Fund” means the fund by that name created by the Facilities Agreement, and in which there is established a General Account and a Private Account.

“Revenues” means any revenues, receipts and income received by the Agency from any source, including, without limitation, amounts received from the following sources: interest subsidy payments received pursuant to the Code, state aid, developer contributions, occupation taxes, the turnback tax, Arena rent, concessions, premium seating, naming rights, signage and advertising, tickets, interest, tax increment revenues, parking revenues, state and federal environmental funds and private donations.

“Site” means the real estate indicated on **Exhibit A** of the Facilities Agreement, as amended and supplemented from time to time, to be acquired by the Agency.

“Surplus Fund” means the fund by that name created by the Facilities Agreement, and in which there is established an Arena Account and an Infrastructure Account.

“Tax Agreement” means the Tax Compliance Agreement dated the date of its execution and delivery by the Agency and the City concerning the requirements of the Code with respect to the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

“Tax Compliance Plan” means the Compliance Plan and Procedure for West Haymarket Joint Public Agency Tax Advantaged Bonds attached as **Exhibit B** to the Facilities Agreement, as it may be amended from time to time.

“West Haymarket Facilities” means the Projects defined to include the West Haymarket Facilities in **Exhibit A** to the Facilities Agreement as it may be amended and supplemented from time to time, and at the date of the Official Statement includes the following: (a) the Arena, (b) roads, streets and sidewalks, (c) a pedestrian overpass, (d) public plaza space, (e) sanitary sewer mains, (f) water mains, (g) electric transmission lines, (h) drainage systems, (i) flood control, (j) parking garages and (k) surface parking lots.

“West Haymarket Redevelopment Area” means the area in the City generally bounded by BNSF and Union Pacific railroad lines on the west, approximately North 7th Street on the east, the south interior roadway of Haymarket Park and Bereuter Pedestrian Bridge on the north and “M” Street on the south, as the same may be amended from time to time by the City.

JPA AGREEMENT

Creation

Pursuant to the Act and the JPA Agreement, the Participants created a joint public agency named the West Haymarket Joint Public Agency (the **“Agency”**) which constitutes a separate political subdivision and a public body corporate and politic of the State of Nebraska under the provisions of the Act.

Purpose

The purposes of the Agency are as follows:

(a) To make the most efficient use of the taxing authority and other powers of the Participants and to cooperate with each other and other governmental units on a basis of mutual advantage and to thereby provide services and facilities in a manner and pursuant to a form of governmental organization that will best account with the geographic, economic, population, and other factors influencing the needs and development of the Participants.

(b) To exercise any power, privilege or authority to facilitate land acquisition, relocation of existing businesses, environmental remediation, site preparation and the construction, equipping, furnishing and financing public facilities, including but not limited to a sports/entertainment arena, roads, streets, sidewalks, pedestrian overpass, public plaza space, sanitary sewer mains, water mains, electric transmission lines, drainage systems, flood control, parking garages and surface parking lots and any other capital improvements or other projects pertaining to the redevelopment of the West Haymarket Redevelopment Area as shall be determined by the Board to be necessary, desirable, advisable or in the best interests of the Participants in the manner and as provided for by the Act. The West Haymarket Redevelopment Area is an area generally described in the JPA Agreement and shall include any interest in property belonging to or acquired by the Agency for purposes of the Project including both permanent and temporary interests, licenses and rights of entry inclusive of all public right of way and approaches within design-appropriate distances of intersections for turning lanes and other appropriate features and amenities.

(c) To issue bonds to finance the Projects, and to levy a tax as provided by the Act and the JPA Agreement to pay the principal or redemption price of and interest on such bonds, when and as the same shall become due, to own the Arena and parking garages for so long as any Agency Bonds (hereinafter defined) are outstanding, to enter into a lease with the City to operate the Arena and parking garages for so long as any Agency Bonds are outstanding and to convey the Arena and parking garages to the City at such time as no Agency Bonds are outstanding.

(d) To sell, lease or otherwise dispose of excess land not needed for the Projects to the City, Regents or private entities for redevelopment of the City's West Haymarket Redevelopment Area and, in particular, a proposed mixed use redevelopment project consisting of a multi-story, 200-250 room hotel, including some first floor rental space and one or more buildings containing approximately 100,000 square feet of residential space, 100,000 square feet of office space, and 100,000 square feet of retail space.

Organization

Governing Body. The Board of the Agency consists of the following representatives: (a) Mayor of the City, (b) the member of the Board of Regents of the University of Nebraska from District No. 1, and (c) a member of the City Council of the City appointed by the Mayor.

Term of Office. Unless otherwise disqualified by the provisions of the Act, and except as provided in the JPA Agreement or any amendment thereto, each representative shall serve for so long as such representative holds the position set forth in the preceding paragraph, or, in the case of the member of the City Council, until a successor is appointed by the Mayor.

Voting. Unless the Board unanimously adopts different rules relating to voting by representatives, each representative shall have one vote on matters before the Board. Except as may otherwise be provided in the JPA Agreement, or in any agreement to which the Agency is a party, all actions of the Agency may be

taken with the concurrence of a majority of the representatives entitled to vote. All actions of the Agency related to the Arena (as opposed to the West Haymarket Facilities as a whole) may only be taken by a unanimous vote of all the representatives entitled to vote.

The Board shall adopt rules of governance that will include at a minimum, the following:

(a) *Quorum.* A majority of the representatives shall constitute a quorum for the transaction of any Agency business.

(b) *Officers.* The Board shall elect a chair and vice-chair from among the representatives. The Board shall elect a secretary as provided for in Section 13-2516 of the Act and appoint a treasurer who each shall serve at the pleasure of the Board and until their respective successors shall be appointed or elected as the case may be.

Duration

The duration of the Agency shall be perpetual, commencing with the date of issuance of the Certificate of Creation, and shall continue in effect until terminated as provided in the JPA Agreement.

Powers

The Agency shall have such powers as are allowed by the Act, and any amendments thereto including, but not limited to, the powers:

(a) to incur debts, liability, or obligations, including the borrowing of money and the issuance of bonds, secured or unsecured, pursuant to the Act;

(b) to borrow money or accept contributions, grants, or other financial assistance from a public agency and to comply with such conditions and enter into such contracts, covenants, mortgages, trust indenture, leases, or agreements as may be necessary, convenient, or desirable;

(c) subject to any agreements with holders of outstanding bonds, to invest any funds held in reserve or sinking funds, or any funds not required for immediate disbursement, including the proceeds from the sale of any bonds, in such obligations, securities, and other investments as the Board shall deem proper;

(d) to contract with and compensate consultants for professional services including, but not limited to, architects, engineers, planners, lawyers, accountants, financial advisors and others found necessary or useful and convenient to the stated purposes of the Agency;

(e) to levy taxes upon the taxable property in the City pursuant to Sections 13-2507 and 77-3443, Reissue Revised Statutes of Nebraska, as amended, to the extent that the authority to levy taxes is expressly and specifically assigned and allocated to the Agency by a Participant in the JPA Agreement; and

(f) to exercise any other powers which are deemed necessary and convenient to carry out the Act.

Issuance of Bonds

The Agency, by resolution of the Board, may from time to time issue bonds or other evidences of indebtedness (the “**Agency Bonds**”) payable exclusively from all or a portion of the revenue from one or more projects, from one or more revenue-producing contracts, including securities acquired from any person, or leases made by the Agency with any person, including any Participant, or from its revenue generally which may be additionally secured by a pledge of any grant, subsidy, or contribution from any person or a pledge of any income or revenue, funds, or money of the Agency from any source whatsoever or a mortgage or security interest in any real or personal property, commodity, product, or service or interest therein.

The Agency may from time to time also issue bonds in such principal amounts as the Board shall determine to be necessary to provide sufficient funds to carry out any of the Agency’s purposes and powers, including the establishment or increase of reserves, the payment of interest accrued during construction of a project and for such period thereafter as the Board may determine, and the payment of all other costs or expenses of the Agency incident to and necessary or convenient to carry out its purposes and powers.

Notwithstanding any other terms of the JPA Agreement to the contrary, the Agency shall not issue any bonds or other form of indebtedness without the question of said bonds or indebtedness being first presented to, and approved by, the Mayor and Council of the City.

Levy Authority

Pursuant to the provisions of Section 13-2507, Reissue Revised Statutes of Nebraska, as amended:

The City irrevocably allocates and assigns to the Agency, for the period beginning June 1, 2010 and ending on the date upon which all of the Agency Bonds are no longer deemed to be outstanding and unpaid pursuant to the resolution or resolutions pursuant to which they are issued, its authority to cause the levy of taxes within the taxing district of the City, beginning in the year 2010 for collection in 2011, for the purpose of paying the costs of the Projects pursuant to Section 15-502, Reissue Revised Statutes of Nebraska, as amended, in any amount which will be sufficient to pay the principal or redemption price of and interest on the Agency Bonds when and as the same become due (the “**Agency Bond Levy**”), solely for the purpose of paying the principal or redemption price of and interest on the Agency Bonds.

The Agency Bond Levy shall be certified to The County of Lancaster, Nebraska as provided by law for levy and collection in such amounts, if any, as may be required to pay the principal or redemption price of and interest on the Agency Bonds as the same become due.

All taxes collected under the Agency Bond Levy shall be collected as provided by law and shall be credited to the Agency as soon as practicable.

Acquiring and Holding Property

The Board may lease, purchase or acquire by any means, from a Participant or from any other source, such real and personal property as is required for the operation of the Agency and for carrying out the purposes of the JPA Agreement. The title to all such property, personal or real, needed for the West Haymarket Facilities shall be held in the name of the Agency for so long as any Agency Bonds shall remain outstanding. The Agency shall convey all of its interest in the Projects to the City at such time as no Agency Bonds remain outstanding. The Agency shall comply with the applicable bidding procedures of the County Purchasing Act, Section 23-3111, Reissue Revised Statutes of Nebraska, as amended. The City shall perform the functions of the purchasing agent designated therein.

All conveyances of real property owned or held in the name of the Agency shall be authorized by resolution of the Board and executed by the Chair.

Budget

The Board shall prepare a budget based on a fiscal year coinciding with the fiscal year of the City, for the operation of the Agency. The budget of the Agency shall be established as provided in the Nebraska Budget Act (Chapter 13, Article 5, Reissue Revised Statutes of Nebraska, as amended) and presented to the City Council prior to the Agency's levy certification. The Agency shall cause to be conducted annually an audit conducted by a private qualified auditing business. The resulting audit report shall be delivered to the Agency and the governing body of each Participant.

Withdrawal

If the governing body of a Participant adopts a resolution setting forth the determination that the need for the Agency no longer exists, the Participant shall be permitted to withdraw from participation in the Agency, but withdrawal shall not affect the obligations of the withdrawing Participant pursuant to the JPA Agreement or any other agreements with the Agency. Withdrawal shall not impair or adversely affect the levy of taxes by the Agency or receipt of revenues for, or the payment of, any outstanding bonds or indebtedness or the interest thereon.

Dissolution

The Agency shall not be dissolved so long as any Agency Bonds are outstanding under the instrument pursuant to which they were issued. Upon dissolution of the Agency, provided the City continues to have the responsibility for the Projects, all interest in the land, capital improvements, personal property and all other assets of the Agency used in the operation of the Projects financed by the Agency Bonds remaining in the Agency shall be transferred to the City.

Amendment

The JPA Agreement may be amended in writing signed by all the Participants, provided however, that no amendment may be made limiting the duty of the Agency or the Participants created herein to levy and collect taxes for the payment of any Agency Bonds. Any amendment to the JPA Agreement must first be approved by resolution of the governing body of each Participant. The amended and restated Agreement shall be filed with the Nebraska Secretary of State.

FACILITIES AGREEMENT

Provision of Facilities

The Agency agrees that it will acquire title to the Site and acquire, construct, equip and furnish all of the Projects for the City on the Site and in accordance with final plans and specifications to be approved by the City.

The ownership of, in and to the Arena Project acquired pursuant to the Facilities Agreement, including any and all improvements and other property, shall vest in the Agency for so long as any Bonds remain outstanding. The Agency shall not transfer, encumber or sell the Arena Project or any portion thereof without the approval of the City. At such time as no Bonds remain outstanding, the Agency shall convey the Arena Project to the City for the sum of \$1.00 and other good and valuable consideration.

The ownership of, in and to the tangible portions of the Infrastructure Project shall vest in the City as provided in the Facilities Agreement.

Ownership and Management of Parking Garages; Transfer or Dedication of Infrastructure Project to the City

(a) Parking Garages.

(1) Ownership. Unless otherwise agreed to between the City and Agency, the ownership of and in the premises for the Parking Garages and the parking garage improvements constructed thereon pursuant to the Agreement shall vest in the Agency for so long as any of the Bonds remain outstanding. At such time as no Bonds remain outstanding, the Agency shall convey the Parking Garages to the City for the sum of One Dollar (\$1.00) and other good and valuable consideration.

(2) Management of Parking Garages. The City shall contract with the Agency for the City to undertake the maintenance, operation, and management of the Parking Garages on behalf of the Agency in the same manner as the City undertakes to maintain, operate and repair the City's downtown parking garages.

(b) Infrastructure Projects.

(1) Design and Construction. The Agency or City shall provide all necessary personnel to design, engineer, construct and complete each Infrastructure Project in the same manner as comparable City facilities. The Director of Transportation and Utilities of the City is hereby designated as the chief official responsible for any design, engineering, construction or completion of the Infrastructure Project by the City. All City personnel assisting with the designing, engineering, construction or completion of the Infrastructure Project shall be and will remain employees of the City for purposes of all state and federal laws governing the conditions of their employment, including payment of wages, employment benefits, insurance, liability and taxation of income.

(2) Transfer or Dedication. The Agency, except as provided in (a) above, has transferred or dedicated such portion of each Infrastructure Project which is of the type customarily publicly dedicated to the City. The transfer or dedication of such portion of the Infrastructure Project shall be made as and when completed to be maintained, operated and managed as City facilities and the Agency shall execute and deliver to the City any and all documents as may be requested by the City for such purpose. Prior to the City's acceptance of such transfer or dedication of any portion of any Infrastructure Project to the City, the Director of Transportation and Utilities of the City shall review and approve the design and construction of such Infrastructure Project as having been designed and constructed in substantially the same manner as comparable City facilities.

City to Maintain, Operate and Manage the Arena Project

The City undertakes to maintain, operate and manage the Arena Project. In such connection the following terms shall apply:

(a) The City shall provide or contract for all necessary personnel, materials and supplies to maintain, operate and manage the Arena Project as an entertainment/sports arena and related facilities. Except for Qualified Use Agreements (as defined in the Compliance Procedure), the City will not enter into any lease or contract with respect to the use, operation or management of the Arena without first obtaining a Special Tax Opinion (as defined in the Compliance Procedure). All City personnel assisting with the operation of the Arena Project shall be and will remain employees of the City for purposes of all state and

federal laws governing the conditions of their employment, including payment of wages, employment benefits, insurance, liability and taxation of income.

(b) Any improvements to the Arena Project may be made from time to time as determined by the City to be necessary, desirable or advisable (the “**Arena Improvements**”). The Agency shall contract for work on such Arena Improvements with contracts to be awarded and entered into pursuant to the County Purchasing Act, Section 23-3111, Reissue Revised Statutes of Nebraska, as amended. All costs of such Arena Improvements shall be paid by the Agency from Agency funds available for such purposes, including, without limitation, the Arena Account in the Surplus Fund.

(c) The City shall establish rates, fees and charges which are to apply to the use of the Arena Project and shall adjust such rates, fees and charges from time to time as it deems appropriate, just and equitable. The City shall annually, or at such other intervals as the City deems appropriate, submit a report to the Agency detailing the proposed rates, projected revenues based on the same and the proposed expenses.

(d) The Agency shall pay to the City the fees and charges, based upon actual costs and budgeted annually, as the same shall be amended from time to time.

(e) In exercising its authority and carrying out its duties and functions the City shall not discriminate against any employee, applicant for employment, contractor, potential contractor, or any individual or entity on the basis of race, religion, color, sex, national origin, disability, age, marital status, or any other basis prohibited by law.

Insurance

The City or Agency shall maintain, or cause to be maintained, insurance upon the Arena Project and the operation thereof as follows:

(a) insurance against fire, theft and extended coverage risks (including vandalism and malicious mischief) in an amount not less than the full insurable value of the Arena Project.

(b) general public liability insurance against claims for bodily injury, death or property damage occurring on, in or about any of the Projects with limits of not less than \$1,000,000 for any person for any number of claims arising out of a single occurrence, \$5,000,000 for all claims arising from a single occurrence, and any greater limits of liability which may be established by Section 13-926, Reissue Revised Statutes of Nebraska, as amended, or any other applicable provision of the Nebraska Political Subdivision Tort Claims Act (the “**Tort Claims Act**”), and excess insurance with limits of not less than \$2,000,000 dollars for any liability which may not be limited by the Tort Claims Act. Such general public liability insurance may be subject to a deductible amount not in excess of \$500,000.

(c) workers’ compensation insurance coverage as required by the laws of the State of Nebraska.

(d) performance bond coverage and labor and materials payment bond coverage for the construction of the Improvements in the full amount of the contract or contracts for construction of the Improvements.

All such insurance shall show the City and the Agency as insureds as their respective interests may appear. Insurance required in (a) and (d) above shall be payable to the Agency. The cost of any and all such insurance shall be treated as a cost of operation and maintenance of the Projects.

Utilities and Other Impositions

The City shall provide for the payment of all utility charges, taxes (if any) and other impositions related to the Projects or the operation thereof and all such charges or impositions shall be treated as a cost of operation and maintenance of the Arena Project and be paid from the Operation and Maintenance Fund, or if the balance thereof is insufficient for such purposes, by the City. Because the Projects will be used for governmental purposes and not for financial gain or profit, under present law the Projects will not be subject to real estate or personal property taxes. It is understood and agreed, however, that the City agrees to pay any taxes and assessments, general and special, and all other impositions, ordinary and extraordinary, of every kind and nature which might be levied or assessed on the Projects and any improvements hereafter constructed.

Use of Projects

As long as any Bonds remain outstanding, the proceeds of which were used to acquire, construct, equip, or furnish any of the Projects, the City and the Agency shall not use any of the Projects, or allow the use thereof, in any manner inconsistent with use for the general municipal purposes of the Agency or the City.

Bond Debt Service

The City and the Agency covenant and agree that all payments of the principal or redemption price of and interest on the Bonds shall be made from Revenues, together with the proceeds of the tax levied by the Agency by authority granted to the Agency pursuant to the JPA Agreement and any other available funds of the Agency.

Establishment of Funds

The Facilities Agreement establishes the following separate funds to be held by the City Treasurer as agent for the Agency:

- (a) the West Haymarket Joint Public Agency Revenue Fund (the **“Revenue Fund”**) in which there is established (1) a General Account and (2) a Private Account.
- (b) the West Haymarket Joint Public Agency Debt Service Fund (the **“Debt Service Fund”**) in which there shall be established an account for each series of Bonds.
- (c) the West Haymarket Joint Public Agency Operation and Maintenance Fund (the **“Operation and Maintenance Fund”**).
- (d) the West Haymarket Joint Public Agency Depreciation and Replacement Fund (the **“Depreciation and Replacement Fund”**).
- (e) the West Haymarket Joint Public Agency Surplus Fund (the **“Surplus Fund”**) in which there is established (1) an Arena Account and (2) an Infrastructure Account.

The funds referred to in paragraphs (a) through (e) above shall be maintained and administered by the Agency and the City solely for the purposes and in the manner as provided in the Facilities Agreement so long as any Bonds remain outstanding within the meaning of the Resolution pursuant to which such Bonds were issued.

In addition, to the extent that proceeds of the Bonds authorized by a Resolution will be used to pay the Costs of Construction of any portion of any Project, such Resolution shall establish a Construction Fund

and any necessary or desirable accounts and subaccount therein in accordance with the provisions of the Facilities Agreement.

Collection and Application of Revenues

The City and the Agency covenant and agree that from and after the delivery of any Bonds, and continuing as long as any Bonds remain outstanding under the Resolution pursuant to which they were issued, all of the Revenues shall as and when received be paid and deposited into the Revenue Fund. The City and the Agency shall deposit Revenues into the General Account and the Private Account in accordance with the Compliance Procedure. The Revenues shall be segregated and kept separate and apart from all other moneys, revenues, funds and accounts of the Agency and the City and shall not be commingled with any other moneys, revenues, funds and accounts of the Agency or the City. The Revenue Fund shall be administered and applied solely for the purposes and in the manner provided in the Facilities Agreement.

The City's occupation tax revenues generated under Ordinance Nos. 19407, 19408, and 19409 (the "**Occupation Tax Revenues**") have been and shall be expended by the City through the JPA in part to acquire, construct, improve, and equip the Arena as a sports arena facility (as defined in Section 13-2603). Any state assistance provided under the Convention Center Facility Financing Assistance Act (the "**Turn Back Tax**") in excess of the amounts necessary for a period of thirteen months from the date of receipt to pay principal of and interest on the City's \$25,000,000 in principal amount of general obligation bonds issued pursuant to Ordinance No. 19843 adopted on March 4, 2013, by the City Council for the City, and proceeds of any bonds issued to refund such bonds, (the "**Turn Back Tax Bonds**") shall be used to pay the City back amounts for capital expenditures on the Arena so expended from the City's Occupation Tax Revenues through the JPA. To the extent Turn Back Tax receipts held by the City are insufficient to pay amounts next falling due on the City's Turn Back Tax Bonds, the JPA shall provide funds in an amount necessary for the City to make such debt service payment on the Turn Bank Tax Bonds.

Application of Money in Funds

(a) The City and the Agency covenant and agree that from and after the delivery of any Bonds and continuing so long as any Bonds shall remain outstanding under the Resolution pursuant to which such Bonds were issued, it will on the first day of each month administer and allocate all of the money then held in the General Account in the Revenue Fund as follows:

(1) ***Debt Service Fund.*** There shall first be paid and credited monthly to each account established pursuant to a Resolution, all Revenues collected in the preceding month until the balance in such account is equal to all principal and interest payments becoming due through the following December 15 on all Bonds then outstanding under such Resolution payable from such account.

(2) ***Operation and Maintenance Fund.*** There shall next be paid and credited to the Operation and Maintenance Fund an amount equal to the Operational Increment for the current fiscal year of the Agency. All amounts paid and credited to the Operation and Maintenance Fund shall be expended and used by the City, as agent for the Agency, solely for the purpose of paying the operating expenses of the Arena Project to the extent revenues received by the Arena Manager are insufficient for such purposes.

(3) ***Depreciation and Replacement Fund.*** After all payments and credits required at the time to be made under the provisions of paragraphs (1) and (2) above have been made, there shall next be paid and credited to the Depreciation and Replacement Fund all amounts remaining in the General Account in the Revenue Fund until such Fund aggregates the Depreciation Fund Requirement so long as any of the Bonds remain Outstanding.

Money in the Depreciation and Replacement Fund shall be expended and used by the Agency and the City, if no other funds are available therefor, (A) for the purpose of making emergency replacements and repairs in and to the Arena Project as may be necessary to keep the Arena Project in good repair and working order and to assure the continued effective and efficient operation thereof and (B) to pay the Operational Increment, to the extent that Revenues are insufficient for such purpose. After the Depreciation and Replacement Fund aggregates the Depreciation Fund Requirement, no further payments into said Fund shall be required, but if the Agency or the City is ever required to expend a part of the money in the Depreciation and Replacement Fund for its authorized purposes and such expenditure reduces the amount of such Fund below the Depreciation Fund Requirement, then monthly payments into the Depreciation and Replacement Funds shall resume and continue until said Fund again aggregates the Depreciation Fund Requirement.

(4) ***Surplus Fund.*** After all payments and credits required at the time to be made under the provisions of the foregoing paragraphs (a)(1), (2) and (3) have been made, all moneys remaining in the General Account in the Revenue Fund shall be paid and credited to either the Arena Account or the Infrastructure Account in the Surplus Fund, as determined by the City and the Agency. Money in the Arena Account of the Surplus Fund may be expended and used for the following purposes as determined by the City and the Agency:

(A) Paying all or a portion of the costs of one or more Projects which constitute the Arena Project in accordance with the plans and specifications therefor prepared by the Agency's architects approved by the City and the Agency and on file in the office of the Secretary, including any alterations in or amendments to such plans and specifications deemed advisable by the Agency's architects and approved by the City and the Agency.

The Treasurer shall make a withdrawal from the Arena Account in the Surplus Fund for such purpose only upon a duly authorized and executed order of the Agency accompanied by a certificate executed by the Agency's architects stating that such payment is being made for a purpose within the scope of the Facilities Agreement and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for or, if such payment is not being made pursuant to an express contract, that such payment is not in excess of the reasonable value thereof.

(B) Paying the cost of the operation, maintenance and repair of the Arena Project to the extent that may be necessary after the application of the moneys held in the Operation and Maintenance Fund;

(C) Paying the cost of extending, enlarging or improving the Arena Project;

(D) Paying the principal of and interest on the Bonds or calling, redeeming and paying prior to the maturity thereof, or, at the option of the Agency, purchasing in the open market at the best price obtainable not exceeding the redemption price (if any bonds are callable) any outstanding Bonds including principal, interest and redemption premium, if any; and

(E) Any other lawful purpose in connection with the operation of the Arena Project and benefiting the Arena Project.

Money in the Infrastructure Account of the Surplus Fund may be expended and used for the following purposes as determined by the City and the Agency:

(A) Paying all or a portion of the costs of one or more Projects in accordance with the plans and specifications therefor prepared by the Agency's architects approved by the City and the Agency and on file in the office of the Secretary, including any alterations in or amendments to such plans and specifications deemed advisable by the Agency's architects and approved by the City and the Agency.

The Treasurer shall make a withdrawal from the Infrastructure Account in the Surplus Fund for such purpose only upon a duly authorized and executed order of the Agency accompanied by a certificate executed by the Agency's architects stating that such payment is being made for a purpose within the scope of the Facilities Agreement and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for or, if such payment is not being made pursuant to an express contract, that such payment is not in excess of the reasonable value thereof.

(B) Paying the cost of the operation, maintenance and repair of any of the Projects to the extent that may be necessary after the application of the moneys held in the Operation and Maintenance Fund;

(C) Paying the cost of extending, enlarging or improving any of the Projects;

(D) Paying the principal of and interest on the Bonds or calling, redeeming and paying prior to the maturity thereof, or, at the option of the Agency, purchasing in the open market at the best price obtainable not exceeding the redemption price (if any bonds are callable) any outstanding Bonds including principal, interest and redemption premium, if any;

(E) Any other lawful purpose in connection with the operation of any of the Projects and benefiting any of the Projects.

(b) In the event that 30 days prior to the payment date of any principal or interest on Bonds, amounts in the Debt Service Fund are insufficient to fully pay the principal of or interest on all outstanding Bonds, the City shall loan to the Agency the full amount of any such deficiency not later than such date of payment. Such loan shall bear interest at a rate equal to the rate received by the City on its investment pool (computed on the basis of a 360-day year consisting of twelve 30-day months) from the date such amounts are loaned to the Agency until all such amounts are repaid by the Agency. Any such loan, together with interest accrued thereon as provided herein, shall be repaid to the City (i) first, from the first receipts of Revenues, and (ii) second, from taxes levied and collected by the Agency pursuant to the Facilities Agreement.

Transfer of Funds to Paying Agent

The Treasurer of the Agency is hereby authorized and directed to withdraw from the Debt Service Fund sums sufficient to pay the principal of and interest on the Bonds as and when the same become due on any principal or interest payment date, and to forward such sums to the respective paying agents for each series of Bonds in a manner which ensures such paying agent will have available funds in such amounts on or before the business day immediately preceding each such payment date. All money deposited with any paying agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in the Facilities Agreement and the applicable Resolution.

Annual Budget; Levy of Taxes

Prior to the commencement of each fiscal year, the Agency will cause to be prepared and filed with its Secretary and the Clerk a budget setting forth the estimated receipts and expenditures for each month in the next succeeding fiscal year. Such annual budget shall be prepared in accordance with the requirements of the laws of Nebraska and shall contain all information that is required by such laws.

The Treasurer shall, not later than the last day of each month, prepare, file with the Secretary and the City Clerk, and forward to each member of the governing body, a financial report which includes the financial statements for the preceding month and the results for the fiscal year through the end of the preceding month. If, at the end of any fiscal quarter, such financial statements show that the budgeted Available Revenues would exceed the projected actual Available Revenues at the end of the fiscal year by more than \$500,000, the Agency covenants and agrees that within 60 days of such determination it will deliver a Consultant's Report to the Participants setting forth recommendations for increasing the Available Revenues to the budgeted levels; provided, however, that in the event that such Consultant's Report shall state that federal, state or other applicable governmental laws or regulations (or interpretations thereof) placing restrictions and limitations on the rates, fees and charges to be fixed, charged and collected for the use of or the services furnished by the Arena Project do not permit or by their application make it impracticable for the Agency to produce the required Available Revenues, then the budgeted Available Revenues shall be reduced to the highest practicable level permitted, as set forth in such Consultant's Report, by such laws and regulations then in effect. The Agency agrees that it will, to the extent feasible, follow the recommendations of the Consultant's Report.

In the event that the budgeted Available Revenues for the fiscal year exceeds the projected actual Available Revenues for such fiscal year by \$1,000,000 or more, the Agency covenants and agrees that it shall in its next annual budget prepared pursuant to the Facilities Agreement, include an amount to be levied upon all of the taxable property within the City sufficient in rate and amount to produce the amounts necessary to make up such deficiency in the actual Available Revenues, together with any anticipated additional deficiency in the actual Available Revenues through the end of the next fiscal year.

The taxes referred to above shall be extended upon the tax rolls in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as the other ad valorem taxes of the Agency or the City are levied and collected. The proceeds derived from such taxes shall be used to repay any and all amounts advanced by the City pursuant to its obligation under the Facilities Agreement to loan to the Agency the full amount of any deficiency in the Debt Service Fund, shall be kept separate and apart from all other funds of the Agency and shall be used solely for the payment of amounts advanced by the City.

Annual Financial Audit

Annually, promptly after the end of the fiscal year, the Agency will cause a financial audit to be made of the Arena Project for the preceding fiscal year by a nationally recognized independent certified public accountant or firm of nationally recognized independent certified public accountants to be employed for that purpose and paid from the Revenues.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the Secretary, and a duplicate copy of the audit shall be mailed to the City Clerk. Such audits shall at all times during the usual business hours be open to the examination and inspection by any taxpayer, the registered owner of any of the Bonds, or by anyone acting for or on behalf of such taxpayer or registered owner.

As soon as possible after the completion of the annual audit, the governing body of the Agency shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of the Facilities Agreement or any Resolution, the Agency will promptly cure such deficiency and the City and the Agency will promptly proceed to take such action as may be necessary to adequately provide for such requirements.

Term of Agreement

The Facilities Agreement shall not terminate so long as Bonds remain outstanding under the terms of the Resolution authorizing their issuance. Either the City or the Agency may terminate the Facilities Agreement at any time after all of Bonds are no longer outstanding under the terms of the Resolution authorizing their issuance.

Amendment

The Facilities Agreement may be amended in writing upon the approval of both parties.

BOND RESOLUTION

Security for and Payment of Bonds

The Bonds shall be general obligations of the Agency payable as to both principal and interest from the General Account in the Revenue Fund, and to the extent such revenues are insufficient, from ad valorem taxes which may be levied upon all the taxable property in the City as provided in the following paragraph. The full faith, credit and resources of the Agency are irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

Pursuant to the JPA Agreement, the City has assigned and allocated to the Agency its authority to levy ad valorem property taxes for the purposes of paying the principal or redemption price of and interest on the Bonds. Pursuant to the Facilities Agreement, the Agency shall (a) collect all Revenues and (b) if an Agency Bond Levy is to be made for the following tax year, include in its next “proposed budget statement” (as defined in Section 13-504 of the Budget Act) the amount required by the Facilities Agreement to be raised from the Agency Bond Levy for the following tax year and shall levy upon all of the taxable property within the City the Agency Bond Levy, in addition to all other taxes, sufficient in rate and amount to reimburse the City all amounts advanced by the City pursuant to the Facilities Agreement, the Agency hereby pledging such levy of taxes for such purpose.

The taxes referred to above shall be budgeted by the Agency in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as ad valorem taxes of the City are levied and collected. The proceeds derived from such taxes shall be used to reimburse the City for any loan to the Agency by the City under the Facilities Agreement.

Establishment of Funds; Deposit and Application of Money

The Resolution establishes a 2019 Construction Account in the Construction Fund; a 2019 Escrow Account; a 2019 Debt Service Account; and the Rebate Fund.

The net proceeds received from the sale of the Bonds shall be deposited simultaneously with the delivery of the Bonds as follows:

(a) All accrued interest received from the sale of the Bonds shall be deposited in the 2019 Debt Service Account.

(b) Proceeds of the Bonds shall be deposited into such accounts or subaccounts as may be established by the Finance Director under the Resolution in the amounts determined by the Finance Director.

(c) The proceeds of the Bonds which remain after the deposits required by the paragraphs described above have been made shall be deposited in the 2019 Construction Account.

The Revenues shall be deposited, held and applied as provided in the Facilities Agreement.

Money in the 2019 Construction Account shall be used by the Agency solely for the purpose of paying the costs and expenses of issuing the Bonds.

The Treasurer shall make a withdrawal from the 2019 Construction Account only upon a duly authorized and executed order of the Agency.

The Agency shall make deposits into the 2019 Debt Service Account in the Debt Service Fund as provided in the Facilities Agreement.

Any money or investments remaining in the Debt Service Fund after the retirement of the indebtedness for which the Bonds were issued and all other indebtedness of the Agency shall be transferred and paid to the City.

All money at any time deposited in the Rebate Fund shall be held in trust, to the extent required to satisfy the requirements of the Code, for payment to the United States of America, and neither the Agency nor the Registered Owner of any Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this and the Tax Agreement. Any money remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any Rebate Amount, or provision made therefor, shall be released to the Agency.

Miscellaneous Provisions

The Agency's obligations under the Resolution as to any Bond shall be discharged if such Bond has been paid or if there has been deposited with the Paying Agent, or other commercial bank or trust company having full trust powers, at or prior to the Stated Maturity or Redemption Date of such Bonds, in trust for and irrevocably appropriated thereto, money and/or Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of such Bonds and/or interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date, then to the date of the tender of such payments, provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (a) the Agency has elected to redeem such Bonds, and (b) either notice of such redemption has been given, or the Agency has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Paying Agent to give such notice of redemption.

The Resolution provides that it may be amended by the Agency without the consent of any Registered Owners for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein which is not materially adverse to the interests of the Registered Owners. It may also be amended in any respect by the Registered Owners of a majority in aggregate principal amount of the Bonds then Outstanding, except that amendments as to extension of maturity of principal or

interest, reductions in the amount of principal or interest which the Agency is required to pay, permitting preference or priority of any Bond over any other Bond, or reducing the percentage in principal amount of Bonds required to consent to modification of the Resolution must be approved by the Registered Owners of all Bonds then Outstanding.

In the event that any provisions of the Resolution are inconsistent with the Facilities Agreement, the provisions of the Facilities Agreement shall govern.

* * * * *

APPENDIX E

FORM OF OPINION OF BOND COUNSEL

_____, 2019

West Haymarket Joint Public Agency
Lincoln, Nebraska

[Underwriter]
[Underwriter address]

Re: \$_____ Lincoln, Nebraska West Haymarket Joint Public Agency, General
 Obligation Facility Refunding Bonds, Taxable Series 2019

Ladies and Gentlemen:

We have acted as bond counsel to the West Haymarket Joint Public Agency (the “Agency”) in connection with the issuance of the above-captioned bonds (the “Bonds”). In this capacity, we have examined the law and the certified proceedings, certifications and other documents as we deem necessary to render this opinion.

The Bonds are issued pursuant to the provisions of: (a) the Nebraska Joint Public Agency Act (Chapter 13, Article 25, Reissue Revised Statutes of Nebraska, as amended, the “Act”), (b) the Joint Public Agency Agreement Creating the West Haymarket Joint Public Agency, dated as of April 1, 2010, as amended and restated by the Amended and Restated Joint Public Agency Agreement of the West Haymarket Joint Public Agency, dated January 10, 2011 (collectively, the “JPA Agreement”), between The City of Lincoln, Nebraska (the “City”) and The Board of Regents of the University of Nebraska (the “Regents”), (c) the Bond Resolution, adopted September 26, 2019, (the “Resolution”), by the Agency and (d) the Second Amended and Restated Facilities Agreement, dated March 12, 2014 (as amended and supplemented from time to time, the “Facilities Agreement”), between the City and the Agency. Capitalized terms used and not otherwise defined in this opinion have the meanings assigned in the Resolution and the Facilities Agreement.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Based on and subject to the foregoing, we are of the opinion, under existing law, as follows:

1. The Agency is duly created and validly existing under the Act as a joint public agency and a political subdivision of the State of Nebraska (the “State”) with the corporate power to adopt the Resolution

and execute and deliver the Facilities Agreement, perform the agreements on its part contained therein, and issue the Bonds.

2. The Resolution has been duly adopted by the Agency and the Facilities Agreement has been duly authorized, executed and delivered by the Agency and each constitutes a valid and legally binding obligation of the Agency enforceable upon the Agency to the extent permitted by law.

3. The Bonds have been duly authorized, executed, and delivered by the Agency and are valid and binding obligations of the Agency payable from the sources provided therefor in the Resolution and the Facilities Agreement, including, but not limited to, the proceeds of taxes levied by the Agency pursuant to the provisions of the Act and the JPA Agreement.

4. Interest on the Bonds is included in gross income as interest for federal income tax purposes. Interest on the Bonds is exempt from income taxation by the State of Nebraska. We express no opinion regarding other tax consequences related to the ownership or disposition of the Bonds.

We express no opinion regarding (a) the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the Bonds or (b) federal or state tax consequences arising with respect to the Bonds, other than as expressly set forth in this opinion.

The rights of the owners of the Bonds and the enforceability of the Bonds, the Resolution and the Facilities Agreement may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

This opinion is given as of its date, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may come to our attention or any changes in law that may occur after the date of this opinion.

Very truly yours,

APPENDIX F

BOOK-ENTRY SYSTEM

BOOK-ENTRY SYSTEM

General. The Bonds are available in book-entry only form. Purchasers of the Bonds will not receive certificates representing their interests in the Bonds. Ownership interests in the Bonds will be available to purchasers only through a book-entry system (the “**Book-Entry System**”) maintained by The Depository Trust Company (“**DTC**”), New York, New York.

The following information concerning DTC and DTC’s book-entry system has been obtained from DTC. The Agency takes no responsibility as to the accuracy or completeness thereof and neither the Indirect Participants nor the Beneficial Owners should rely on the following information with respect to such matters, but should instead confirm the same with DTC or the Direct Participants, as the case may be. There can be no assurance that DTC will abide by its procedures or that such procedures will not be changed from time to time.

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

DTC and its Participants. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”). DTC has a Standard & Poor’s highest 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 Ownership Interests. 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 Securities, except in the event that use of the book-entry system for the Bonds is discontinued.

Transfers. 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.

Notices. 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.

Voting. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to 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 Agency 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).

Payments of Principal, Redemption Price and Interest. Redemption proceeds, distributions, and dividend 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 Agency or the Registrar, 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 securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Registrar or the Agency, 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 Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

Discontinuation of Book-Entry System. DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the Agency or the Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The Agency 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, 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), and delivered to DTC (or a successor securities depository), to be held by it as securities depository for Direct Participants. If, however, the system of book-entry-only transfers has been discontinued and a Direct Participant has elected to withdraw its Bonds from DTC (or such successor securities depository), Bond certificates may be delivered to Beneficial Owners in the manner described in the Resolution.