

CITY OF HORSESHOE BAY, TEXAS
BASIC FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
SEPTEMBER 30, 2012

CITY OF HORSESHOE BAY
ANNUAL FINANCIAL REPORT
FOR THE YEAR ENDED SEPTEMBER 30, 2012

TABLE OF CONTENTS

<u>Exhibit</u>	<u>Page</u>
Independent Auditors' Report	1
Management's Discussion and Analysis	3
 <u>Basic Financial Statements</u>	
Government Wide Statements:	
A-1 Statement of Net Assets	9
B-1 Statement of Activities.....	10
Governmental Fund Financial Statements:	
C-1 Balance Sheet	12
C-2 Reconciliation for C-1	13
C-3 Statement of Revenues, Expenditures and Changes in Fund Balance.....	14
C-4 Reconciliation for C-3.....	15
Proprietary Fund Financial Statements:	
D-1 Statement of Net Assets	16
D-2 Statement of Revenues, Expenses and Changes in Fund Net Assets.....	17
D-3 Statement of Cash Flows	18
E-1 Statement of Fiduciary Net Assets.....	20
Notes to the Financial Statements.....	21
 <u>Required Supplementary Information</u>	
G-1 Budgetary Comparison Schedule - General Fund.....	31
 <u>Supplementary Information</u>	
H-1 Combining Balance Sheet – Nonmajor Governmental Funds.....	32
H-2 Combining Statement of Revenue, Expenditures and Changes in Fund Balances – Nonmajor Governmental Funds.....	33

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Independent Auditor's Report

Honorable Mayor and Council Members
City of Horseshoe Bay, Texas
Horseshoe Bay, TX 78657

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 Horseshoe Bay, Texas, as of and for the year ended September 30, 2012, which collectively comprise the City's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City of Horseshoe Bay, Texas's management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

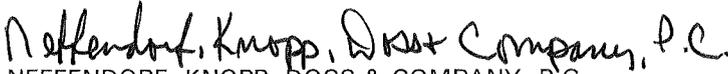
In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Horseshoe Bay, Texas, as of September 30, 2012, and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated February 7, 2013, on our consideration of the City of Horseshoe Bay, Texas's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on pages 3 through 8 and 31 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Horseshoe Bay, Texas's financial statements as a whole. The combining nonmajor fund financial statements are presented for purposes of additional analysis and are not a required part of the financial statements. The combining nonmajor fund financial statements are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.


NEFFENDORF, KNOPP, DOSS & COMPANY, P.C.
Fredericksburg, Texas

February 7, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the City of Horseshoe Bay, we offer readers of the City's financial statements this narrative overview and analysis of the financial statements of the City for the year ended September 30, 2012. Please read it in conjunction with the independent auditors' report on page 1, and City's Basic Financial Statements which begin on page 9.

FINANCIAL HIGHLIGHTS

- The assets of the City exceeded its liabilities at the close of the most recent fiscal year by \$32,897,835 (net assets). Of this amount, \$11,536,951 (unrestricted net assets) may be used to meet the City's ongoing obligations to citizen's and creditors.
- The City's net assets increased by \$851,641 as a result of this period's operations.
- At September 30, 2012, the City's governmental funds reported combined ending fund balances of \$8,509,675.
- At September 30, 2012, the City's Utility Fund reported unrestricted net assets of \$7,149,063.

USING THIS ANNUAL REPORT

This annual report consists of a series of financial statements. The government-wide financial statements include the Statement of Net Assets and the Statement of Activities (on pages 9 and 10). These provide information about the activities of the City as a whole and present a longer-term view of the City's property and debt obligations and other financial matters. They reflect the flow of total economic resources in a manner similar to the financial reports of a business enterprise.

Fund financial statements (beginning on page 12) report the City's operations in more detail than the government-wide statements by providing information about the City's most significant funds. For governmental activities, these statements tell how services were financed in the short term as well as what resources remain for future spending. They reflect the flow of current financial resources, and supply the basis for tax levies and the appropriations budget.

The notes to the financial statements (starting on page 21) provide narrative explanations or additional data needed for full disclosure in the government-wide statements or the fund financial statements.

The Budgetary Comparison Schedule (general fund) is presented as required supplementary information on page 31.

Reporting the City as a Whole

The Statement of Net Assets and the Statement of Activities

The analysis of the City's overall financial condition and operations begins on page 9. Its primary purpose is to show whether the City is better off or worse off as a result of the period's activities. The Statement of Net Assets includes all the City's assets and liabilities at the end of the year while the Statement of Activities includes all the revenues and expenses generated by the City's operations during the period. These apply the accrual basis of accounting which is the basis used by private sector companies.

All of the current period's revenues and expenses are taken into account regardless of when cash is received or paid. All the City's assets are reported whether they serve the current year or future years. Liabilities are considered regardless of whether they must be paid in the current or future years.

These two statements report the City's net assets and changes in them. The City's net assets (the difference between assets and liabilities) provide one measure of the City's financial health, or financial position. Over time, increases or decreases in the City's net assets are one indicator of whether its financial health is improving or deteriorating. To fully assess the overall health of the City, however, you should consider other factors as well, such as changes in the City's customers or its property tax base and the condition of the City's facilities.

In the Statement of Net Assets and the Statement of Activities, the City has two kinds of activity:

- Governmental activity - All of the City's basic services are reported here, including the public safety, public works, municipal court and administration. Property taxes, other taxes and user charges finance most of these activities.
- Business-type activity - The City's utility system is reported as a business-type activity since the fees charged to customers cover the cost of services provided.

Reporting the City's Most Significant Funds

Fund Financial Statements

The fund financial statements provide detailed information about the most significant funds - not the City as a whole. Funds are accounting devices that the City uses to keep track of specific sources of funding and spending for particular purposes.

The City has two kinds of funds:

- Governmental funds - All of the City's basic services are reported in governmental funds. These use modified accrual accounting (a method that measures the receipt and disbursement of cash and all other financial assets that can be readily converted to cash) and report balances that are available for future spending. The governmental fund statements provide a detailed short-term view of the City's general operations and the basic services it provides. We describe the differences between governmental activities (reported in the Statement of Net Assets and the Statement of Activities) and governmental funds in Note II to the financial statements.
- Proprietary funds - Services for which the City charges customers a fee are generally reported in proprietary funds. The City's enterprise fund (Utility) is a business-type activity and provides both long and short-term financial information.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Our analysis focuses on the net assets (Table I) and changes in net assets (Table II) of the City's governmental and business-type activities.

Net assets of the City's governmental activities increased by \$896,489. Unrestricted net assets - the part of net assets that can be used to finance day-to-day operations without constraints established by debt covenants, enabling legislation, or other legal requirements - were \$4,387,888 at September 30, 2012. This increase in governmental net assets was the result of: Capital assets (principally part of the street improvement plan) were acquired aggregating \$6,559,908 which resulted in expenditures exceeding revenues by \$5,274,612 and the recording of depreciation expense of \$533,262.

Net assets of the City's business-type activities decreased from \$19,074,791 to \$19,029,943 resulting in net loss of \$44,848. Unrestricted net assets increased from \$6,696,925 to \$7,149,063.

Table I
City of Horseshoe Bay

NET ASSETS
in thousands

	Governmental Activities		Business-Type Activities		TOTALS Primary Government	
	2012	2011	2012	2011	2012	2011
Current and Other Assets	\$ 9,504	\$ 14,229	\$ 7,873	\$ 7,620	\$ 17,377	\$ 21,849
Capital Assets	11,163	5,140	21,576	22,297	32,739	27,437
Total Assets	\$ 20,667	\$ 19,369	\$ 29,449	\$ 29,917	\$ 50,117	\$ 49,286
Long-Term Liabilities	\$ 5,960	\$ 6,107	\$ 9,395	\$ 9,845	\$ 15,355	\$ 15,952
Other Liabilities	840	290	1,024	998	1,864	1,288
Total Liabilities	\$ 6,800	\$ 6,397	\$ 10,419	\$ 10,843	\$ 17,219	\$ 17,240
Net Assets:						
Invested in Capital Assets						
Net of Related Debt	\$ 5,274	\$ 5,140	\$ 11,881	\$ 12,270	\$ 17,155	\$ 17,410
Restricted	4,205	4,193	-	108	4,205	4,301
Unrestricted	4,388	3,638	7,149	6,697	11,537	10,335
Total Net Assets	\$ 13,867	\$ 12,971	\$ 19,030	\$ 19,075	\$ 32,897	\$ 32,046

Table II
City of Horseshoe Bay

CHANGES IN NET ASSETS
in thousands

	Governmental Activities		Business-Type Activities		TOTALS Primary Government	
	2012	2011	2012	2011	2012	2011
Revenues:						
Charges for Services	\$ 833	\$ 314	\$ 5,953	\$ 6,108	\$ 6,785	\$ 6,422
Stand-by Charges					-	-
Maintenance & Operations Taxes	3,840	3,891			3,840	3,891
Other Taxes	1,060	990			1,060	990
Penalty & Interest	33	46			33	46
Investment Earnings	15	15	9	9	23	24
Grants	98	11	87	-	186	11
Miscellaneous	424	299	23	28	447	327
Total Revenue	\$ 6,303	\$ 5,566	\$ 6,071	\$ 6,145	\$ 12,375	\$ 11,711
Expenses:						
General Government	\$ 1,168	\$ 962			\$ 1,168	\$ 962
Police	1,725	1,553			1,725	1,553
Fire	1,702	1,545			1,702	1,545
Streets	278	370			278	370
Development Services	351	343			351	343
Public Services	1	117			1	117
Utilities			4,184	4,056	4,184	4,056
Debt Service	182	25	376	291	558	316
Depreciation			1,556	1,498	1,556	1,498
Total Expenses	\$ 5,407	\$ 4,915	\$ 6,116	\$ 5,845	\$ 11,523	\$ 10,760
Increase in Net Assets	\$ 896	\$ 651	\$ (45)	\$ 300	\$ 851	\$ 951
Net Assets, Beginning	12,971	12,320	19,075	18,775	32,046	31,095
Net Assets, Ending	\$ 13,867	\$ 12,971	\$ 19,030	\$ 19,075	\$ 32,897	\$ 32,046

THE CITY'S FUNDS

As the City completed the year, its governmental funds (as presented in the balance sheet on page 12) reported a combined fund balance of \$8,509,675. Included in this year's total change in fund balance is an increase of \$737,929 in the City's General Fund.

The City adopted the General Fund Budget. Actual revenues were more than budgeted amounts by \$243,489, and actual expenditures were less than budgeted amounts by \$295,440.

CAPITAL ASSET AND DEBT ADMINISTRATION

At September 30, 2012, the City had the following amounts invested in capital assets, net of depreciation:

CAPITAL ASSETS
In thousands

	Governmental Activities		Business-Type Activities		TOTALS Primary Government	
	2012	2011	2012	2011	2012	2011
Land	\$ 127	\$ 127	\$ 420	\$ 420	\$ 547	\$ 547
Infrastructure	6,992	901	38,814	38,489	45,806	39,390
Machinery and Equipment	2,320	2,218	2,280	1,974	4,601	4,192
Buildings and Improvements	3,748	3,694	866	826	4,613	4,520
Construction in Progress	900	717	205	49	1,105	766
Total Capital Assets	\$ 14,088	\$ 7,657	\$ 42,585	\$ 41,758	\$ 56,672	\$ 49,415
Less: Accumulated Depreciation	(2,924)	(2,517)	(21,009)	(19,461)	(23,933)	(21,978)
Capital Assets, Net	\$ 11,163	\$ 5,140	\$ 21,576	\$ 22,297	\$ 32,739	\$ 27,437

This period's major additions included:

	Governmental Activities	Business Type Activities
Infrastructure	\$ 6,091,128	\$ 318,678
Building and Improvements	53,492	39,230
Machinery and Equipment	231,023	313,488
Construction In Progress	736,871	205,319
TOTALS	\$ 7,112,514	\$ 876,715

More detailed information about the City's capital assets is presented in Note D and E to the financial statements.

DEBT

For governmental activities, the City had \$5,760,000 in combination tax and revenue bonds outstanding.

For business-type activities, the City had \$9,695,000 in general obligation refunding bonds and combination tax and revenue bonds outstanding.

More detailed information about the City's long-term liabilities is presented in Note F to the financial statements.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

The City's elected and appointed officials considered many factors when setting the fiscal-year 2013 budget and tax rates. The major factors are the assessed property values and population growth. These indicators were taken into account when adopting the General Fund budget for 2013. Total revenues in the General Fund budget are \$5,933,750 and expenditures are estimated to be \$6,917,750 (including transfers of \$1,250,000 to the Capital Projects Fund for street improvements). Before the transfers to Capital Projects Fund, the General Fund balance would increase by \$266,000.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the City's finances and to show the City's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the City's business office, at P.O. Box 7765, City of Horseshoe Bay, Horseshoe Bay, Texas 78657.

BASIC FINANCIAL STATEMENTS

CITY OF HORSESHOE BAY
STATEMENT OF NET ASSETS
SEPTEMBER 30, 2012

EXHIBIT A-1

	Primary Government		
	Governmental Activities	Business Type Activities	Total
ASSETS			
Cash and Cash Equivalents	\$ 125,700	\$ 260,260	\$ 385,960
Investments - Current	3,914,399	6,744,045	10,658,444
Receivables (net of allowance for uncollectibles)	695,263	657,029	1,352,292
Inventories	-	71,747	71,747
Capitalized Debt Issuance Costs	-	140,106	140,106
Restricted Assets:			
Restricted Asset - Capital Acquisition	4,768,799	-	4,768,799
Capital Assets:			
Land	127,356	419,563	546,919
Infrastructure, net	6,992,367	38,813,714	45,806,081
Buildings, net	3,747,602	865,671	4,613,273
Machinery and Equipment, net	2,320,310	2,280,283	4,600,593
Accumulated Depreciation	(2,924,391)	(21,008,670)	(23,933,061)
Construction in Progress	900,053	205,319	1,105,372
Total Assets	<u>20,667,458</u>	<u>29,449,067</u>	<u>50,116,525</u>
LIABILITIES			
Accounts Payable	690,406	275,801	966,207
Accrued Interest Payable	21,366	58,758	80,124
Deferred Revenues	55,523	127,497	183,020
Notes Payable - Current	-	300,000	300,000
Other Current Liabilities	72,223	262,068	334,291
Noncurrent Liabilities			
Due Within One Year	255,000	160,000	415,000
Due in More Than One Year	5,705,048	9,235,000	14,940,048
Total Liabilities	<u>6,799,566</u>	<u>10,419,124</u>	<u>17,218,690</u>
NET ASSETS			
Invested in Capital Assets, Net of Related Debt	5,274,709	11,880,880	17,155,589
Restricted for:			
Restricted for Capital Acquisition	4,201,082	-	4,201,082
Restricted for Debt Service	4,213	-	4,213
Unrestricted Net Assets	4,387,888	7,149,063	11,536,951
Total Net Assets	<u>\$ 13,867,892</u>	<u>\$ 19,029,943</u>	<u>\$ 32,897,835</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2012

	Program Revenues		
Expenses	Charges for Services	Capital Grants and Contributions	
Primary Government:			
GOVERNMENTAL ACTIVITIES:			
General Government	\$ 1,168,213	\$ -	\$ -
Police	1,724,612	48,038	89,772
Fire Protection	1,702,416	217,712	-
Streets	277,561	566,697	-
Development Services	351,001	184	-
Bond Interest	181,731	-	-
Total Governmental Activities:	5,405,534	832,631	89,772
BUSINESS-TYPE ACTIVITIES:			
Utility Fund	6,116,326	5,952,602	87,366
Total Business-Type Activities:	6,116,326	5,952,602	87,366
TOTAL PRIMARY GOVERNMENT:	\$ 11,521,860	\$ 6,785,233	\$ 177,138

General Revenues:

Taxes:

Property Taxes, Levied for General Purposes

Property Taxes, Levied for Debt Service

Sales Taxes

Other Taxes

Penalty and Interest

Grants and Contributions Not Restricted

Miscellaneous Revenue

Investment Earnings

Total General Revenues

Change in Net Assets

Net Assets--Beginning

Net Assets--Ending

The notes to the Financial Statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Assets		
Primary Government		
Governmental Activities	Business-type Activities	Total
\$ (1,168,213)	\$ -	\$ (1,168,213)
(1,586,802)	-	(1,586,802)
(1,484,704)	-	(1,484,704)
289,136	-	289,136
(350,817)	-	(350,817)
(181,731)	-	(181,731)
<u>(4,483,131)</u>	<u>-</u>	<u>(4,483,131)</u>
-	(76,358)	(76,358)
-	(76,358)	(76,358)
<u>(4,483,131)</u>	<u>(76,358)</u>	<u>(4,559,489)</u>
3,410,425	-	3,410,425
429,144	-	429,144
807,778	-	807,778
252,697	-	252,697
33,375	-	33,375
8,377	-	8,377
423,076	22,890	445,966
14,748	8,620	23,368
<u>5,379,620</u>	<u>31,510</u>	<u>5,411,130</u>
896,489	(44,848)	851,641
12,971,403	19,074,791	32,046,194
<u>\$ 13,867,892</u>	<u>\$ 19,029,943</u>	<u>\$ 32,897,835</u>

CITY OF HORSESHOE BAY
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2012

EXHIBIT C-1

	General Fund	Capital Projects Fund	Other Funds	Total Governmental Funds
ASSETS				
Cash and Cash Equivalents	\$ 116,839	\$ -	\$ 8,861	\$ 125,700
Investments - Current	3,910,186	-	4,213	3,914,399
Taxes Receivable	131,603	-	6,092	137,695
Allowance for Uncollectible Taxes (credit)	(6,580)	-	(305)	(6,885)
Receivables (Net)	505,160	-	-	505,160
Restricted Assets:				
Restricted Asset - Capital Acquisition	-	4,768,799	-	4,768,799
Total Assets	\$ 4,657,208	\$ 4,768,799	\$ 18,861	\$ 9,444,868
LIABILITIES				
Accounts Payable	\$ 36,147	\$ 564,190	\$ -	\$ 600,337
Wages and Salaries Payable	86,542	3,527	-	90,069
Deferred Revenues	157,916	-	14,648	172,564
Other Current Liabilities	72,223	-	-	72,223
Total Liabilities	352,828	567,717	14,648	935,193
FUND BALANCES				
Restricted Fund Balance:				
Capital Acquisition and Contractual Obligation	-	4,201,082	-	4,201,082
Retirement of Long-Term Debt	-	-	4,213	4,213
Unassigned Fund Balance	4,304,380	-	-	4,304,380
Total Fund Balances	4,304,380	4,201,082	4,213	8,509,675
Total Liabilities and Fund Balances	\$ 4,657,208	\$ 4,768,799	\$ 18,861	\$ 9,444,868

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
 RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE
 STATEMENT OF NET ASSETS
 SEPTEMBER 30, 2012

Total Fund Balances - Governmental Funds	\$	8,509,675
Capital assets used in governmental activities are not financial resources and therefore are not reported in governmental funds. At the beginning of the year, the cost of these assets was \$7,656,524 and the accumulated depreciation was \$2,516,744. In addition, long-term liabilities, including bonds payable, are not due and payable in the current period, and, therefore are not reported as liabilities in the funds. The net effect of including the beginning balances for capital assets (net of depreciation) and long-term debt in the governmental activities is to decrease net assets.		(992,408)
Current year capital outlays and long-term debt principal payments are expenditures in the fund financial statements, but they should be shown as increases in capital assets and reductions in long-term debt in the government-wide financial statements. The net effect of including the 2012 capital outlays and debt principal payments is to increase net assets.		6,707,553
The 2012 depreciation expense increases accumulated depreciation. The net effect of the current year's depreciation is to decrease net assets.		(533,262)
Various other reclassifications and eliminations are necessary to convert from the modified accrual basis of accounting to accrual basis of accounting. These include recognizing deferred revenue as revenue, eliminating interfund transactions and recognizing the liabilities associated with maturing long-term debt and interest. The net effect of these reclassifications and recognitions is to increase net assets.		176,334
Net Assets of Governmental Activities	\$	<u>13,867,892</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2012

	General Fund	Capital Projects Fund	Other Funds	Total Governmental Funds
REVENUES:				
Taxes:				
Property Taxes	\$ 3,420,484	\$ -	\$ 429,144	\$ 3,849,628
General Sales and Use Taxes	807,778	-	-	807,778
Other Taxes	252,697	-	-	252,697
Penalty and Interest on Taxes	33,067	-	308	33,375
Licenses and Permits	53,024	-	-	53,024
Intergovernmental Revenue and Grants	89,772	-	-	89,772
Charges for Services	219,000	-	-	219,000
Fines	47,072	-	-	47,072
Special Assessments	566,559	-	-	566,559
Investment Earnings	6,017	8,638	93	14,748
Rents	9,636	-	-	9,636
Contributions & Donations from Private Sources	8,377	-	-	8,377
Other Revenue	355,006	-	1,669	356,675
Total Revenues	<u>5,868,489</u>	<u>8,638</u>	<u>431,214</u>	<u>6,308,341</u>
EXPENDITURES:				
Current:				
General Government	1,033,771	-	-	1,033,771
Public Safety	-	-	1,669	1,669
Police	1,525,965	-	-	1,525,965
Fire Protection	1,516,717	-	-	1,516,717
Public Works:				
Streets	207,766	-	-	207,766
Development Services	311,827	-	-	311,827
Debt Service:				
Bond Principal	-	-	240,000	240,000
Bond Interest	-	-	185,332	185,332
Capital Outlay:				
Capital Outlay	284,514	6,275,392	-	6,559,906
Total Expenditures	<u>4,880,560</u>	<u>6,275,392</u>	<u>427,001</u>	<u>11,582,953</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>987,929</u>	<u>(6,266,754)</u>	<u>4,213</u>	<u>(5,274,612)</u>
OTHER FINANCING SOURCES (USES):				
Transfers In	-	250,000	-	250,000
Transfers Out (Use)	(250,000)	-	-	(250,000)
Total Other Financing Sources (Uses)	<u>(250,000)</u>	<u>250,000</u>	<u>-</u>	<u>-</u>
Net Change in Fund Balances	737,929	(6,016,754)	4,213	(5,274,612)
Fund Balance - October 1 (Beginning)	<u>3,566,451</u>	<u>10,217,836</u>	<u>-</u>	<u>13,784,287</u>
Fund Balance - September 30 (Ending)	<u>\$ 4,304,380</u>	<u>\$ 4,201,082</u>	<u>\$ 4,213</u>	<u>\$ 8,509,675</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
 RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES,
 AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES
 FOR THE YEAR ENDED SEPTEMBER 30, 2012

Total Net Change in Fund Balances - Governmental Funds	\$	(5,274,612)
Current year capital outlays and long-term debt principal payments are expenditures in the fund financial statements, but they should be shown as increases in capital assets and reductions in long-term debt in the government-wide financial statements. The net effect of removing the 2012 capital outlays and debt principal payments is to increase net assets.		6,707,553
Depreciation is not recognized as an expense in governmental funds since it does not require the use of current financial resources. The net effect of the current year's depreciation is to decrease net assets.		(533,262)
Various other reclassifications and eliminations are necessary to convert from the modified accrual basis of accounting to accrual basis of accounting. These include recognizing deferred revenue as revenue, adjusting current year revenue to show the revenue earned from the current year's tax levy, eliminating interfund transactions and recognizing the liabilities associated with maturing long-term debt and interest. The net effect of these reclassifications and recognitions is to decrease net assets.		(3,190)
Change in Net Assets of Governmental Activities	\$	896,489

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
SEPTEMBER 30, 2012

	Business Type Activities
	Utility Fund
ASSETS	
Current Assets:	
Cash and Cash Equivalents	\$ 260,260
Investments - Current	6,744,045
Accounts Receivable-Net of Uncollectible Allowance	657,029
Inventories	71,747
Total Current Assets	<u>7,733,081</u>
Noncurrent Assets:	
Capitalized Debt Issuance Costs	140,106
Capital Assets:	
Land Purchase and Improvements	419,563
Infrastructure	38,813,714
Buildings	865,671
Machinery and Equipment	2,280,283
Accumulated Depreciation - Capital Assets	(21,008,670)
Construction in Progress	205,319
Total Noncurrent Assets	<u>21,715,986</u>
Total Assets	<u>29,449,067</u>
LIABILITIES	
Current Liabilities:	
Accounts Payable	48,959
Wages and Salaries Payable	187,099
Compensated Absences Payable	39,743
Accrued Interest Payable	58,758
Deferred Revenue	127,497
Notes Payable - Current	300,000
Bonds Payable - Current	160,000
Deposits	262,068
Total Current Liabilities	<u>1,184,124</u>
NonCurrent Liabilities:	
Bonds Payable - Noncurrent	3,490,000
Notes Payable - Noncurrent	5,745,000
Total Noncurrent Liabilities	<u>9,235,000</u>
Total Liabilities	<u>10,419,124</u>
NET ASSETS	
Investments in Capital Assets, Net of Debt	11,880,880
Unrestricted Net Assets	7,149,063
Total Net Assets	<u>\$ 19,029,943</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2012

EXHIBIT D-2

	Business Type Activities
	Utility Fund
OPERATING REVENUES:	
Charges for Water Services	\$ 3,247,755
Charges for Wastewater Service	1,914,317
Charges for Sanitation Service	786,834
Standby Charges	3,696
Other Revenue	22,890
Total Operating Revenues	5,975,492
OPERATING EXPENSES:	
Proprietary Fund Function - Utility Fund	
Personnel Services - Salaries and Wages	1,315,693
Personnel Services - Employee Benefits	575,936
Purchased Professional & Technical Services	153,786
Purchased Property Services	1,785,047
Other Operating Expenses	330,962
Supplies	20,736
Total Proprietary Fund Function - Utility Fund	4,182,160
Depreciation	1,555,763
Total Operating Expenses	5,737,923
Operating Income	237,569
NON-OPERATING REVENUES (EXPENSES):	
Bond Issuance Cost	(8,200)
Investment Earnings	8,620
(Loss) on Sale of Real and Personal Property	(1,821)
Interest Expense - Non-Operating	(368,382)
Total Non-operating Revenue (Expenses)	(369,783)
Income (Loss) Before Contributions	(132,214)
Capital Contributions	87,366
Change in Net Assets	(44,848)
Total Net Assets - October 1 (Beginning)	19,074,791
 Total Net Assets - September 30 (Ending)	 \$ 19,029,943

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2012

	Business Type Activities
	Utility Fund
<u>Cash Flows from Operating Activities:</u>	
Cash Received from User Charges	\$ 6,051,815
Cash Received from Assessments - Standby Charges	3,696
Cash Received Other	22,891
Cash Payments to Employees for Service	(1,608,198)
Cash Payments for Suppliers	24,796
Cash Payments for Other Operating Expenses	(2,567,883)
Net Cash Provided by Operating Activities	<u>1,927,117</u>
<u>Cash Flows from Capital & Related Financing Activities:</u>	
Acquisition of Capital Assets	(836,339)
Capital Contributed by Other Funds	87,366
Decrease in Restricted Assets	107,871
Interest Paid	(373,372)
Principal Payments - Loans	(290,000)
Bond Payments	(150,000)
Net Cash Provided by (Used for) Capital & Related Financing Activities	<u>(1,454,474)</u>
<u>Cash Flows from Investing Activities:</u>	
Interest and Dividends on Investments	<u>8,619</u>
Net Increase in Cash and Cash Equivalents	481,262
Cash and Cash Equivalents at Beginning of the Year:	<u>6,523,043</u>
Cash and Cash Equivalents at the End of the Year:	<u>\$ 7,004,305</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2012

	Business Type Activities
	Utility Fund
<u>Reconciliation of Operating Income to Net Cash</u>	
<u>Provided By Operating Activities:</u>	
Operating Income:	\$ 237,569
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:	
Depreciation	1,555,763
Effect of Increases and Decreases in Current Assets and Liabilities:	
Decrease (increase) in Receivables	113,219
Decrease (increase) in Inventories	(784)
Increase (decrease) in Accounts Payable	41,566
Increase (decrease) in Accrued Liabilities	(28,819)
Increase (decrease) in Other Current Liabilities	18,913
Increase (decrease) in Deferred Revenue	(10,310)
Net Cash Provided by Operating Activities	<u>\$ 1,927,117</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
SEPTEMBER 30, 2012

	Agency Funds
<hr/>	
ASSETS	
Cash and Cash Equivalents	\$ 1,000
Investments - Current	665,173
Total Assets	<u>\$ 666,173</u>
LIABILITIES	
Assessments Payable	<u>\$ 666,173</u>
Total Liabilities	<u>\$ 666,173</u>

The accompanying notes are an integral part of this statement.

CITY OF HORSESHOE BAY, TEXAS
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2012

NOTE I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the City of Horseshoe Bay, Texas, have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to government units. The *Government Accounting Standards Board* (GASB) is the accepted standard-setting body for establishing government accounting and financial reporting principles. The more significant of the City's accounting policies are described below:

A. Creation of the City

At a special election held on September 10, 2005, voters approved incorporation of the City of Horseshoe Bay as a Type A, General-Law-Municipality. At a special election held on November 8, 2005, voters elected a mayor and five Council Members. In January, 2006, the City approved a strategic partnership agreement with the Lake LBJ Municipal Utility District. Pursuant to the terms of the agreement, on March 1, 2006, the City annexed the Lake LBJ Municipal Utility District. All assets, liabilities and equity of the District were transferred to the City and the District was subsequently dissolved. The City became a Home Rule City when a majority of the voters approved the Home Rule Charter at a special election held on May 9, 2009.

B. Reporting Entity

In evaluating how to define the government, for financial purposes, management has considered all potential component units. The decision to include a potential component unit in the reporting entity was made by applying the criteria set forth in GASB Statement 14. The definition of the reporting entity is based primarily on the concept of financial accountability. A primary government is financially accountable for the organizations that make up its legal entity. It is also financially accountable for legally separate organizations if its officials appoint a voting majority of an organization's governing body and either it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the primary government. Based on the foregoing criteria, there were no component units identified that would require inclusion in this report.

C. Government-Wide and Fund Financial Statements

The Statement of Net Assets and the Statement of Activities are government-wide financial statements. They report information on all of the City of Horseshoe Bay nonfiduciary activities with most of the interfund activities removed. *Governmental activities* include programs supported primarily by taxes, municipal court fines, charges for services and other miscellaneous revenues. *Business-type activities* include operations that rely to a significant extent on fees and charges for services.

The Statement of Activities demonstrates how other people or entities that participate in programs the City operates have shared in the payment of the direct costs. The "charges for services" column includes payments made by parties that purchase, use, or directly benefit from goods or services provided by a given function or segment of the City.

Interfund activities between governmental funds appear as due to/due froms on the Governmental Fund Balance Sheet and as other resources and other uses on the governmental fund Statement of Revenues, Expenditures and Changes in Fund Balance. All interfund transactions between governmental funds are eliminated on the government-wide statements. Interfund activities between governmental funds and fiduciary funds remain as due to/due froms on the government-wide Statement of Activities.

The fund financial statements provide reports on the financial condition and results of operations for two fund categories - governmental and proprietary. The City considers some governmental funds major and reports their financial condition and results of operations in a separate column.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. All other revenues and expenses are nonoperating.

D. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

Governmental fund financial statements use the current financial resources measurement focus and the modified accrual basis of accounting. With this measurement focus, only current assets, current liabilities and fund balances are included on the balance sheet. Operating statements of these funds present net increases and decreases in current assets (i.e. revenues and other financing sources and expenditures and other financing uses).

The modified accrual basis of accounting recognizes revenues in the accounting period in which they become both measurable and available, and it recognizes expenditures in the accounting period in which the fund liability is incurred, if measurable, except for unmatured interest and principal on long-term debt, which is recognized when due. The expenditures related to certain compensated absences and claims and judgments are recognized when the obligations are expected to be liquidated with expendable available financial resources. The City considers all revenues available if they are collectible within 60 days after year end.

Revenues from local sources consist primarily of property taxes. Property tax revenues are recognized under the "susceptible to accrual" concept; that is, when they are both measurable and available. The City considers them "available" if they will be collected within 60 days of the end of the fiscal year. Miscellaneous revenues are recorded as revenue when received in cash because they are generally not measurable until actually received. Investment earnings are recorded as earned, since they are both measurable and available.

E. Fund Accounting

The City reports the following major governmental funds:

1. **The General Fund** – The general fund is the City’s primary operating fund. It accounts for all financial resources except those required to be accounted for in another fund.
2. **Capital Projects Fund** – The Capital Projects Fund accounts for all financial resources to acquire and construct street improvements throughout the City.

Proprietary Fund:

1. **Enterprise Fund** - The Water Utility Fund is operated as an Enterprise Fund.

Fiduciary Funds:

1. **Agency Funds** - The City accounts for resources held for others in a custodial capacity in agency funds. The City’s Agency Funds are Summit Rock Public Improvement District No. 1 and Escondido Public Improvement District No. 1.

F. Other Accounting Policies

1. In the government-wide financial statements in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond issuance costs are deferred and amortized over the life of the bonds using the effective interest method. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental fund types recognized bond issuance costs during the current period. The face amount of debt issued is reported as other financing sources. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

2. Capital assets, which include land, buildings, furniture and equipment, 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 estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

Buildings, furniture and equipment of the City are depreciated using the straight line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Infrastructure	20-40
Streets	20
Buildings	30
Improvements	30
Equipment	7
Vehicles	5

3. Beginning with fiscal year end September 30, 2011, the City implemented GASB Statement No. 54, "Fund Balance Reporting and Governmental Fund Type Definitions." This Statement provides more clearly defined fund balance categories to make the nature and extent of the constraints placed on a government's fund balances more transparent. The following classifications describe the relative strength of the spending constraints:
 - Non-spendable fund balance – amounts that are not in non-spendable form (such as inventory) or are required to be maintained intact.
 - Restricted fund balance – amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.
 - Committed fund balance – amounts constrained to specific purposes by the City itself, using its highest level of decision-making authority (i.e. City Council). To be reported as committed, amounts cannot be used for any other purpose unless the City takes the same highest level action to remove or change the constraint.
 - Assigned fund balance – amounts the City intends to use for a specific purpose. Intent can be expressed by the City Council or by an official or body to which the City Council delegates the authority.
 - Unassigned fund balance – amounts that are available for any purpose. Positive amounts are reported only in the general fund.

The City Council establishes (and modifies or rescinds) fund balance commitments by passage of an ordinance. This is typically done through adoption and amendment of the budget. A fund balance commitment is further indicated in the budget document as a designation or commitment of the fund (such as for special incentives). Assigned fund balance is established by the City Council through adoption or amendment of the budget as intended for specific purpose (such as the purchase of fixed assets, construction, debt service, or other purposes).

4. When the City incurs an expense for which it may use either restricted or unrestricted assets, it uses the restricted assets first whenever they will have to be returned if they are not used.
5. The original budget is adopted by the City Council prior to the beginning of the fiscal year through passage of an ordinance. The budget includes proposed expenditures and the means of financing them.

Budgeted amounts for expenditures from the various funds may not exceed the beginning balances of those funds plus the anticipated revenues for the fiscal year. The final amended budget has been presented in this report. Unencumbered appropriations lapse at the end of each year.

6. The presentation of financial statements in conformity with generally accepted accounting principles 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 during the reporting period. Actual results could differ from those estimates.

NOTE II. DETAILED NOTES ON ALL FUNDS AND ACCOUNT GROUPS

A. DEPOSITS AND INVESTMENTS

Legal and Contractual Provisions Governing Deposits and Investments

The funds of the City must be deposited and invested under the terms of a contract, contents of which are set out in the Depository Contract Law. The depository bank places approved pledged securities for safekeeping and trust with the City's agent bank in an amount sufficient to protect City funds on a day-to-day basis during the period of the contract. The pledge of approved securities is waived only to the extent of the depository bank's dollar amount of Federal Deposit Insurance Corporation ("FDIC") insurance.

At September 30, 2012, the carrying amount of the City's deposits was \$385,209 and the bank balance was \$511,195. The City's cash deposits at September 30, 2012 were entirely covered by FDIC insurance or by pledged collateral held by the City's agent bank in the City's name.

The Public Funds Investment Act (Government Code Chapter 2256) contains specific provisions in the areas of investment practices, management reports and establishment of appropriate policies. Among other things, it requires the City to adopt, implement, and publicize an investment policy. That policy must address the following areas: (1) safety of principal and liquidity, (2) portfolio diversification, (3) allowable investments, (4) acceptable risk levels, (5) expected rates of return, (6) maximum allowable stated maturity of portfolio investments, (7) maximum average dollar-weighted maturity allowed based on the stated maturity date for the portfolio, (8) investment staff quality and capabilities, (9) and bid solicitation preferences for certificates of deposit. Statutes authorize the City to invest in (1) obligations of the U.S. Treasury, certain U.S. agencies, and the State of Texas; (2) certificates of deposit, (3) certain municipal securities, (4) money market savings accounts, (5) repurchase agreements, (6) bankers acceptances, (7) mutual funds, (8) investment pools, (9) guaranteed investment contracts, (10) and common trust funds. The Act also requires the City to have independent auditors perform test procedures related to investment practices as provided by the Act. The City is in compliance with the requirements of the Act and with local policies.

The carrying value of investments at September 30, 2012 was \$16,092,416 (Texpool Investment Pool). Local government investment pools operate in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. Local government investment pools use amortized cost rather than market value to report net assets to compute share prices. Accordingly, the fair value of the position in these pools is the same as the value of the shares in each pool.

Policies Governing Deposits and Investments

In compliance with the Public Funds Investment Act, the City has adopted a deposit and investment policy. That policy does address the following risks:

Custodial Credit Risk - Deposits: This is the risk that in the event of bank failure, the City's deposits may not be returned to it. The City was not exposed to custodial credit risk since its deposits at year-end and during the year ended September 30, 2012 were covered by depository insurance or by pledged collateral held by the City's agent bank in the City's name.

Custodial Credit Risk - Investments: This 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 investments or collateral securities that are in the possession of an outside party. Investments are subject to custodial credit risk only if they are evidenced by securities that exist in physical or book entry form. Thus positions in external investment pools are not subject to custodial credit risk because they are not evidenced by securities that exist in physical or book entry form.

Other Credit Risk: There is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. To minimize credit risk, Texpool Investment Pool invests only in investments authorized under the Public Funds Investment Act. TexPool's portfolio has low market (credit) risk due to restrictions on weighted average maturity and maximum maturity of any one investment. The investment manager is required to maintain a stable \$1.00 net asset value and must take immediate action if the net asset value of the portfolio falls below \$.995 or rises above \$1.005.

B. Property Taxes

Property taxes are levied by October 1 on the assessed value listed as of the prior January 1 for all real and business personal property located in the City in conformity with Subtitle E, Texas Property Tax Code. Taxes are due on receipt of the tax bill and are delinquent if not paid before February 1 of the year following the year in which imposed. On January 31 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed. Property tax revenues are considered available (1) when they become due or past due and receivable within the current period and (2) when they are expected to be collected during a 60-day period after the close of the City fiscal year.

The City contracted with the Llano Central Appraisal District and the Burnet Central Appraisal District for the appraisal and with Llano County Tax Assessor and Burnet County Tax Assessor for the collection of taxes. For the 2011 tax roll, the assessed valuation was \$1,546,896,736 and the tax rate was \$.25 per \$100 valuation (general fund - .222; debt service fund - .028).

C. Restricted Assets

Restricted assets represent cash that has been set aside for future payment of capital improvements. A summary of restricted assets at September 30, 2012 appears below:

Capital Projects Fund 4,768,799

D. Property, Plant and Equipment

A summary of changes in property, plant and equipment accounts in the Water Utilities Fund follows:

	Balance 10/01/11	Additions	Deletions	Balance 09/30/12
Land	\$ 419,563	\$	\$	\$ 419,563
Infrastructure	38,498,095	318,678	3,060	38,813,713
Machinery and Equipment	1,973,690	313,488	6,895	2,280,283
Buildings & Improvements	826,441	39,230		865,671
Construction Work In Progress	40,376	205,319	40,376	205,318
Totals	\$ 41,758,165	\$ 876,715	\$ 50,331	\$ 42,584,549
Accumulated Depreciation	(19,461,041)	(1,555,763)	8,134	(21,008,670)
Fixed Assets, Net	\$ 22,297,124	\$ (679,048)	\$ 42,197	\$ 21,575,879

E. Capital Asset Activity

Capital asset activity for the City for the year ended September 30, 2012, was as follows:

	Primary Government			
	Beginning Balance	Additions	Retirements	Ending Balance
Governmental Activities:				
Land	\$ 127,356	\$	\$	\$ 127,356
Streets	901,241	6,091,128		6,992,369
Machinery & Equipment	2,218,029	231,023	128,742	2,320,309
Buildings & Improvements	3,694,110	53,492		3,747,602
Construction Work in Progress	715,788	736,871	552,606	900,053
Totals at Historic Cost	\$ 7,656,524	\$ 7,112,514	\$ 681,348	\$ 14,087,689
Less Accumulated Depreciation	(2,516,744)	(533,262)	125,614	(2,924,393)
Governmental Activities				
Capital Assets, Net	\$ 5,139,780	\$ 6,579,251	\$ 806,962	\$ 11,163,297

F. Changes in Long-Term Liabilities

A summary of changes in long-term debt of the Governmental Funds follows:

	Beginning Balance	Additions	Retirements	Ending Balance	Due Within One Year
Governmental Activities:					
Combination Tax & Revenue					
Bonds - Series 2011	\$ 6,000,000	\$	\$ 240,000	\$ 5,760,000	\$ 255,000
Compensated Absences	188,417	11,631		200,048	
Governmental Activity					
Long-Term Debt	\$ 6,188,417	\$ 11,631	\$ 240,000	\$ 5,960,048	\$ 255,000

A summary of changes in long-term debt of the Utility Fund follows:

	Beginning Balance	Additions	Retirements	Ending Balance	Due Within One Year
Waterworks & Sewer System					
Revenue Notes -					
General Obligation Refunding Bonds -					
Series 2007	\$ 6,335,000	\$	\$ 290,000	\$ 6,045,000	\$ 300,000
Combination Tax & Revenue					
Bonds - Series 2011	3,800,000		150,000	3,650,000	160,000
Business-Type Activity					
Long-Term Debt	\$ 10,135,000	\$ -	\$ 440,000	\$ 9,695,000	\$ 460,000

During 2007, the City issued \$7,500,000 General Obligation Refunding Bonds, Series 2007 for the purpose of providing funds to refund the outstanding Revenue Notes, Series 2004. These revenue notes were called and were redeemed on December 27, 2007 by depositing \$7,527,563 into an escrow account. The Series 2004 notes have been defeased and removed as a liability of the City. The Series 2007 bonds mature on August 1, each of the years 2008 through 2027, bearing interest at 4.04%. The refunding bonds resulted in gross debt service savings of \$130,366 and the net present value savings of \$102,804.

During 2011, the City issued \$9,800,000 Combination Tax and Revenue Certificates of Obligation, Series 2011 to acquire and construct street improvements and related drainage improvements throughout the City and to reimburse for improvements made to the City's water and wastewater system. The Certificates of Obligation were rated AA by Standard and Poor's. The repayment of the certificates is secured through the levy of a direct and continuing ad valorem tax against all taxable property within the City. Surplus Revenues are irrevocably pledged equally and ratable to the payment of the principal of and interest on the certificates, as the same become due to the extent the taxes shall ever be insufficient or unavailable.

The annual requirements to amortize the debt are as follows:

September 30	Governmental Activities		Business-Type Activities		Total
	Principal	Interest	Principal	Interest	
2013	\$ 255,000	\$ 169,015	\$ 460,000	\$ 351,346	\$ 1,235,361
2014	260,000	164,827	480,000	336,582	1,241,409
2015	265,000	159,902	490,000	320,762	1,235,664
2016	270,000	154,552	510,000	304,282	1,238,834
2017	275,000	148,415	530,000	286,659	1,240,074
2018-2022	1,485,000	630,707	2,935,000	1,136,561	6,187,268
2023-2027	1,750,000	384,730	3,525,000	545,431	6,205,161
2028-2032	1,200,000	70,385	765,000	44,905	2,080,290
	<u>\$ 5,760,000</u>	<u>\$ 1,882,533</u>	<u>\$ 9,695,000</u>	<u>\$ 3,326,528</u>	<u>\$ 20,664,061</u>

G. Risk Management

The City of Horseshoe Bay is exposed to various risks of loss relating to general liability, accidental loss of real and personal property, damage to assets, errors and omissions, acts of God and personnel risks which relate to workers compensation.

The City contracts with the Texas Municipal League Intergovernmental Risk Pool (TMLIRP) to provide insurance coverage for identified risks. TMLIRP is a multi-government group that provides for a combination of modified self-insurance and stop-loss coverage. Contributions are sent annually to TMLIRP. Liability by the City is generally limited to the contributed amounts. Contributions for the year ended September 30, 2012 were \$138,580.

H. Retirement Plan

Beginning with the first day of employment, the City will accrue, on behalf of the employee, an amount currently equal to 5% of the employee's regular base salary, not including overtime, until the employee's first anniversary date. The City will then distribute the total accrual for the first year of employment into the effective pension plan on behalf of the employee.

The City will continue to contribute an amount currently equal to 5% of the employee's regular base salary, not including overtime, into the effective pension plan until the employee's five-year anniversary date. After five (5) years of continuous employment, the City's contribution to the currently effective pension plan will be increased by 2.5% of the regular salary, a current total of 7.5%.

All City contributions paid into the pension plan on behalf of the employee are vested 100% to the individual employee after the employee's first anniversary date. However, if an employee terminates employment with the City at any time prior to their first anniversary date, they are not entitled to any of the City's accrued pension amount.

The City will match each employee's contribution to the currently effective pension plan in an amount not to exceed 5% of the employee's regular base salary, not including overtime, starting as soon as the employee begins to contribute to the plan. If the

employee contributes during the first year of employment, matching funds will be accrued and paid to the current pension plan after completion of the first year of employment.

The plan is administered by Nationwide Retirements Solutions, Inc. A copy of the annual report is available for review at the City Office.

A summary of transactions is shown below:

Beginning balance	\$ 1,212,220
Contributions	339,278
Investment earnings	198,248
Withdrawals	(207,259)
Fees	<u>(482)</u>
Ending balance	<u>\$ 1,542,005</u>

I. Employee Insurance Benefits

All regular full time employees of the city are eligible for coverage under the group medical program provided by the city through Blue Cross-Blue Shield of Texas and group dental insurance through Mutual of Omaha. The city pays the premium for eligible employees and 50% of eligible employee dependents premiums. Employees may, at their option, authorize payroll withholdings to pay premiums for eligible family members.

J. Cash Flows Statement - Supplemental Disclosure

Since the City is tax exempt, no income tax was paid in 2012 and 2011. The City paid interest in the amount of \$373,372 in 2012 and \$361,157 in 2011.

K. Summit Rock Public Improvement District No. 1

On March 20, 2007 Summit Rock Public Improvement District No. 1 was created by approved Resolution No. RES 07-03-20A. In February 2012, the City approved an ordinance changing the name from Skywater Over Horseshoe Bay Public Improvement District No. 1 to Summit Rock Public Improvement District No. 1. The City will levy, as special assessments, maximum assessments of \$20,750,000 on all of the assessable property within the District to pay the improvement costs as set forth.

As the improvement assessments are levied by the City and collected by the Llano County Tax Assessor-Collector and such improvement assessments are delivered to the City, the City shall require that such improvement assessments be irrevocably placed into an interest bearing segregated bank account with a financial institution selected in accordance with applicable state statutes as required. The improvement assessments shall be held in trust and shall not be withdrawn except upon written authorization and certification from the City that such funds are necessary; to reimburse the owner for its authorized owner expenditures (as defined in the Development Agreement) for improvement costs or, to pay administration costs of the District.

The City shall make aggregate disbursements solely to pay for improvement costs up to \$20,750,000. Reimbursements to the owner for authorized owner expenditures shall be made by the City on March 1 and August 1 of each year. All such disbursements of improvement assessments shall be made to the owner or the owner's assignee. No reimbursements shall be made unless the owner has submitted its request for reimbursement to the City ten days prior to such date. No reimbursements have been made from the PID.

Pursuant to the November 29, 2011 Water and Wastewater Agreement, the owner assigned and transferred all rights to the City to reimbursement from the PID until a \$5.4 million note payable to the City and all obligations related thereto are fully satisfied.

L. Escondido Public Improvement District No. 1

On October 16, 2007, the City Council passed and approved resolutions (RES-07-10-16B and RES 07-11-13B) approving and authorizing the creation of the Escondido Public Improvement District (PID) to finance the PID costs for the benefit of certain property in the PID, all of which is located within the corporate limits of the City.

The Service and Assessment Plan has been prepared pursuant to the required section codes of chapter 372 of the Texas Local Government Code. MuniCap, Inc., of Columbia, Maryland has been appointed and designated as the initial Administrator of the Service and Assessment Plan and the assessments levied.

On September 30, 2008 Special Assessment Revenue Bonds, Series 2008 in the amount of \$5,475,000 were issued, in accordance with the above resolutions. The bonds will be payable solely from, and secured solely by, the pledged revenues. Pledged revenues means those revenues pledged as security for the payment of the bonds pursuant to the Indenture, consisting primarily of, with respect to each parcel of land against which an assessment has been levied, the portion of each annual payment of such assessment allocated to principal and interest, as shown on the assessment roll. The bonds will not be general obligations of the City and will not constitute a debt within the meaning of the constitution of the state or a pledge of faith and credit of the City.

The City will certify the assessment roll upon receipt from the Administrator of the assessment roll. After certifying the assessment roll, the City will forward it to Llano County Tax Collector/Assessor for preparation and distribution of bills. Collections by Llano County Tax Collector/Assessor will be remitted to the City and, the City will remit collections to the Administrator.

M. Other Taxes

Other taxes consisted of the following:

<u>Description</u>	<u>Amount</u>
Franchise Tax	\$ 209,094
Mixed Beverage Tax	43,603
	<u>\$ 252,697</u>

N. Letters of Credit

Summit Rock Communities, LLC has established an irrevocable standby letter of credit with the IBC Bank for the benefit of the City of Horseshoe Bay, Texas. The letter of credit was issued on December 12, 2011 in the amount of \$2,000,000, to secure the funding of a new water tank, with an expiration date of December 15, 2015.

O. Subsequent Events

The City has evaluated subsequent events through February 7, 2013, the date which the financial statements were available to be issued. The City is not aware of any subsequent events that materially impact the financial statements.

Required Supplementary Information

CITY OF HORSESHOE BAY
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL - GENERAL FUND
FOR THE YEAR ENDED SEPTEMBER 30, 2012

	Budgeted Amounts		Actual Amounts (GAAP BASIS)	Variance With Final Budget Positive or (Negative)
	Original	Final		
REVENUES:				
Taxes:				
Property Taxes	\$ 3,300,000	\$ 3,300,000	\$ 3,420,484	\$ 120,484
General Sales and Use Taxes	700,000	700,000	807,778	107,778
Other Taxes	239,000	239,000	252,697	13,697
Penalty and Interest on Taxes	50,000	50,000	33,067	(16,933)
Licenses and Permits	73,250	73,250	53,024	(20,226)
Intergovernmental Revenue and Grants	-	90,000	89,772	(228)
Charges for Services	214,000	214,000	219,000	5,000
Fines	38,000	38,000	47,072	9,072
Special Assessments	610,000	610,000	566,559	(43,441)
Investment Earnings	15,000	15,000	6,017	(8,983)
Rents	9,500	9,500	9,636	136
Contributions & Donations from Private Sources	3,000	4,500	8,377	3,877
Other Revenue	283,250	281,750	355,006	73,256
Total Revenues	5,535,000	5,625,000	5,868,489	243,489
EXPENDITURES:				
Current:				
General Government	1,304,500	1,164,300	1,033,771	130,529
Public Safety:				
Police	1,516,500	1,535,950	1,525,965	9,985
Fire Protection	1,475,750	1,517,750	1,516,717	1,033
Public Works:				
Streets	320,000	320,000	207,766	112,234
Development Services	345,250	345,250	311,827	33,423
Capital Outlay:				
Capital Outlay	124,000	292,750	284,514	8,236
Total Expenditures	5,086,000	5,176,000	4,880,560	295,440
Excess (Deficiency) of Revenues Over (Under) Expenditures	449,000	449,000	987,929	538,929
OTHER FINANCING SOURCES (USES):				
Transfers Out (Use)	(250,000)	(250,000)	(250,000)	-
Total Other Financing Sources (Uses)	(250,000)	(250,000)	(250,000)	-
Net Change	199,000	199,000	737,929	538,929
Fund Balance - October 1 (Beginning)	3,566,451	3,566,451	3,566,451	-
Fund Balance - September 30 (Ending)	\$ 3,765,451	\$ 3,765,451	\$ 4,304,380	\$ 538,929

SUPPLEMENTARY INFORMATION

CITY OF HORSESHOE BAY
 COMBINING BALANCE SHEET
 NONMAJOR GOVERNMENTAL FUNDS
 SEPTEMBER 30, 2012

	6 PD Account Revenue Fund	8 Debt Service Fund	Total Nonmajor Governmental Funds
ASSETS			
Cash and Cash Equivalents	\$ 8,861	\$ -	\$ 8,861
Investments - Current	-	4,213	4,213
Taxes Receivable	-	6,092	6,092
Allowance for Uncollectible Taxes (credit)	-	(305)	(305)
Total Assets	<u>\$ 8,861</u>	<u>\$ 10,000</u>	<u>\$ 18,861</u>
LIABILITIES AND FUND BALANCES			
Deferred Revenues	\$ 8,861	\$ 5,787	\$ 14,648
Total Liabilities	<u>8,861</u>	<u>5,787</u>	<u>14,648</u>
Fund Balances:			
Restricted Fund Balance:			
Retirement of Long-Term Debt	-	4,213	4,213
Total Fund Balances	<u>-</u>	<u>4,213</u>	<u>4,213</u>
Total Liabilities and Fund Balances	<u>\$ 8,861</u>	<u>\$ 10,000</u>	<u>\$ 18,861</u>

The notes to the Financial Statements are an integral part of this statement.

CITY OF HORSESHOE BAY
 COMBINING STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
 FUND BALANCES - NONMAJOR GOVERNMENTAL FUNDS
 FOR THE YEAR ENDED SEPTEMBER 30, 2012

	6 PD Account Revenue Fund	8 Debt Service Fund	Total Nonmajor Governmental Funds
REVENUES:			
Taxes:			
Property Taxes	\$ -	\$ 429,144	\$ 429,144
Penalty and Interest on Taxes	-	308	308
Investment Earnings	-	93	93
Other Revenue	<u>1,669</u>	<u>-</u>	<u>1,669</u>
Total Revenues	<u>1,669</u>	<u>429,545</u>	<u>431,214</u>
EXPENDITURES:			
Current:			
Public Safety	1,669	-	1,669
Debt Service:			
Bond Principal	-	240,000	240,000
Bond Interest	<u>-</u>	<u>185,332</u>	<u>185,332</u>
Total Expenditures	<u>1,669</u>	<u>425,332</u>	<u>427,001</u>
Net Change in Fund Balance	-	4,213	4,213
Fund Balance - October 1 (Beginning)	<u>-</u>	<u>-</u>	<u>-</u>
Fund Balance - September 30 (Ending)	<u>\$ -</u>	<u>\$ 4,213</u>	<u>\$ 4,213</u>

The notes to the Financial Statements are an integral part of this statement.

NEFFENDORF, KNOPP, DOSS & COMPANY, P.C.

Certified Public Accountants

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MEMBER
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CERTIFIED PUBLIC ACCOUNTANTS

MEMBER
TEXAS SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

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

Honorable Mayor and Council Members
City of Horseshoe Bay, Texas
Horseshoe Bay, TX 78657

We have audited the financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Horseshoe Bay, Texas, as of and for the year ended September 30, 2012, which collectively comprise the City of Horseshoe Bay, Texas's basic financial statements and have issued our report thereon dated February 7, 2013. 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.

Internal Control Over Financial Reporting

Management of the City of Horseshoe Bay, Texas, is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the City of Horseshoe Bay, Texas's internal control over financial reporting as a basis for designing our auditing procedures 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 City of Horseshoe Bay, Texas's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the City of Horseshoe Bay, Texas's internal control over financial reporting.

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.

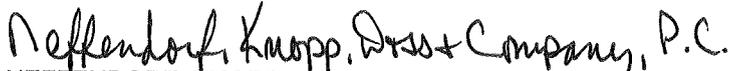
Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City of Horseshoe Bay, Texas's financial statements are free of 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*.

We noted certain matters that we reported to management of the City of Horseshoe Bay, Texas, in a separate letter dated February 7, 2013.

This report is intended solely for the information and use of management, City Council, others within the entity, and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.


NEFFENDORF, KNOPP, DOSS & COMPANY, P.C.
Fredericksburg, Texas

February 7, 2013

NEFFENDORF, KNOPP, DOSS & COMPANY, P.C.
Certified Public Accountants

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MEMBER
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MEMBER
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February 7, 2013

Honorable Mayor and Council Members
City of Horseshoe Bay, Texas
Horseshoe Bay, TX 78657

We have audited the financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Horseshoe Bay for the year ended September 30, 2012, and have issued our report thereon dated February 7, 2013. Professional standards require that we provide you with the following information related to our audit.

Our Responsibility under U.S. Generally Accepted Auditing Standards

As stated in our engagement letter our responsibility, as described by professional standards, is to express opinions about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit of the financial statements does not relieve you or management of your responsibilities.

Planned Scope and Timing of the Audit

We performed the audit according to the planned scope and timing previously communicated to you in our correspondence and meeting about planning matters.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the City of Horseshoe Bay are described in Note 1 to the financial statements. The application of existing policies was not changed during 2012. We noted no transactions entered into by the governmental unit during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The disclosures in the financial statements are neutral, consistent, and clear. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. None of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated February 7, 2013.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the governmental unit's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the governmental unit's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

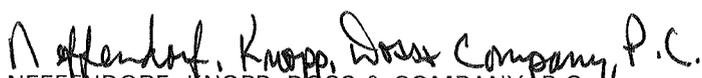
We did find non-material weakness, included for information purposes as follows:

Sinking Fund Requirement

In accordance with section 2.01 of the Series 2011 Bond Ordinance the City is required to pay the debt service requirements of the Certificates, being (i) the interest on the Certificates, and (ii) a sinking fund for their redemption at maturity or a sinking fund of two percent (2%) per annum (whichever amount is the greater), when due and payable, full allowance being made for delinquencies and cost of collection. Since a portion of the debt is allocated to the Utility Fund, the appropriate transfer should be made to the Interest and Sinking Fund account prior to payment. The City has advised they will implement this.

This information is intended solely for the use of the City Council and management of the City of Horseshoe Bay and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,


NEFFENDORF, KNOPP, DOSS & COMPANY, P.C.
Fredericksburg, Texas