Annual Financial Report For the Year Ended September 30, 2010

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INDEPENDENT AUDITOR'S REPORT

To the City Council City of Redwater, Texas:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, and each major fund of the City of Redwater, Texas, (the City) as of and for the year ended September 30, 2010, 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 Redwater, 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 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 and each major fund of the City of Redwater, Texas, as of September 30, 2010, and the respective changes in financial position and cash flows, where applicable, thereof and the respective budgetary comparison for the General Fund 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 April 22, 2011, on our consideration of the City'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 the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

City of Redwater, Texas Page 2

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 11 and page 20 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 inquires, 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 Redwater, Texas's financial statements as a whole. The introductory section, combining and individual nonmajor fund financial statements, and statistical section, are presented for purposes of additional analysis and are not a required part of the financial statements. The combining and individual 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. The introductory section, statistical section, and information required by the revenue bond covenants have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Williams & Co., P.C.

William 9 lo.

Texarkana, USA April 22, 2011

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Management's discussion and analysis provides a narrative overview of the City of Redwater, Texas's financial performance for the fiscal year ended September 30, 2010. Please read it in conjunction with the independent auditor's report on pages 1 and 2, and the City's financial statements, which begin on page 12. This discussion and analysis includes information for this year, with comparative data for the prior year.

Financial Highlights

The assets of the City exceeded its liabilities at the close of fiscal year 2010 by \$3,550,832. Of this amount, \$507,250 is considered unrestricted, which is available to meet the City's ongoing obligations to creditors.

Total combined revenues for governmental and business-type activities were \$1,052,916 and combined total expenses were \$818,779. Therefore, there was an increase in net assets of \$234,137.

The general fund reported a positive fund balance of \$181,223. The general fund balance at September 30, 2009, was \$128,395.

Using this Annual Report

This area of the discussion and analysis is merely intended to serve as an introduction for the City's basic financial statements for the year ended September 30, 2010.

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 12 to 14). These provide information about the activities of the City as a whole and present a long-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.

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 enterprise. The Statement of Net Assets provides information about the City's total assets and liabilities, and the Statement of Activities provides information on the revenues and expenses of all of the cities activities.

For proprietary activities, fund financial statements tell how services of the City were sold to external customers and how the sales revenues covered the expenses of the goods or services (on pages 21 to 25).

Management's Discussion and Analysis For the Year Ended September 30, 2010

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Using This Annual Report (Continued)

The fund financial statements (on pages 15 to 19) 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 expenses.

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 12. Its primary purpose is to show whether the City is better off or worse off as a result of the year'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 year. These apply the accrual basis of accounting, which is the basis used by private sector companies.

All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid. The City's revenues are divided into those provided by outside parties who share the costs of some programs, such as grants and revenues provided by the taxpayers. All of 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 year 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.

In the Statement of Net Assets and the Statement of Activities, we divide the City into one type of activity, governmental activities. Governmental activities include the General Fund, Special Revenue Fund, and Capital Project Fund.

Reporting The City's Most Significant Funds

Fund Financial Statements

The fund financial statements begin on page 15 and provide detailed information about the most significant funds – not the City as a whole. Laws and contracts require the City to establish some funds. The City's administration establishes other funds to help it control and manage money for particular purposes. The City maintains two kinds of funds, governmental and proprietary.

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Governmental Funds – Most of the City's basic services are reported in its three governmental funds: the General Fund, the Special Revenue Fund, and the Capital Project Fund. 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 reconciliation schedules following each of the fund financial statements.

Proprietary Fund – The City reports the activities for which it charges users (whether outside customers or other units of the City) in proprietary funds using the same accounting methods employed in the Statement of Net Assets and the Statement of Activities. The internal service funds report activities that provide supplies and services for the City's other programs and activities, such as the City's self-insurance programs.

The City as a Whole

We present the current year data and discuss significant changes in the accounts. Our analysis focuses on the net assets (Table I, p8) and changes in net assets (Table II, p9 & p10) of the City's governmental activities and business-type activities. Overall, the City's assets exceeded liabilities by \$3,550,832 at the close of the September 30, 2010, fiscal year end.

The net assets of the City's governmental activities increased by 5.8 percent (\$1,216,510 compared to \$1,149,324). 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 – changed from \$244,076 in 2009 to \$296,903 in 2010, an increase of 21.6 percent. The net assets of our business-type activities increased by 7.7 percent (\$2,334,322 compared to \$2,167,370).

The cost of all government-wide activities this year was \$818,779. However, as shown in the Statement of Activities on page 14, the amount that our taxpayers ultimately financed for these activities through City taxes was only \$124,242 because some of the costs were paid by those who directly benefited from the programs (\$694,537). For the 2009 fiscal year, the cost of all governmental activities was \$959,323.

Governmental Activities

The increase in the change in net assets from 2009 to 2010 of \$69,838 is mainly due to the decrease of general government expense of \$69,786 or 43.0 percent. The other factor is the increase of revenue of \$52.

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Business-type Activities

The increase in the change in net assets from 2009 to 2010 of \$317,188 is due to the difference in grant revenue. There was an increase from \$0 in 2009 to \$236,206 in 2010. Another explanation of the increase in the change in net assets is the 8.9 percent decrease in expenses, largely due to the decrease in repairs and maintenance, salaries, supplies and water purchases.

The City's Funds

As of September 30, 2010, the governmental funds reported a combined ending fund balance of \$354,584, an increase of \$63,999, from the prior year. Of the ending fund balance, \$60,876 was restricted.

The General Fund reported a fund balance of \$181,223, all of which was considered unrestricted.

Debt Administration

At year-end, the city had outstanding bonds and certificates of obligation totaling \$1,530,967, which is a decrease of \$63,054 from the September 30, 2009 balance.

Outstanding Debt at Year-end

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	2010)	2009	9	2010	2009	2010	2009
Certificate of Obligations	\$	-	\$	-	\$ 413,967	\$ 461,021	\$ 413,967	\$ 461,021
Bonds Payable		-		_	1,117,000	1,133,000	1,117,000	1,133,000
Notes Payable	12,6	82_	15,7	44			12,682	15,744
	\$12,6	82_	\$15,7	44	\$1,530,967	\$1,594,021	\$1,543,649	\$1,609,765

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Capital Assets

At September 30, 2010, the City had \$4,314,099 invested in a broad range of capital assets, including facilities, equipment, and land. This amount represents a net increase of \$39,305, or 0.9 percent (see Table III, p11).

This year's major additions included:

Equipment	\$	15,590
Pumps & treatment		4,954
Lines & storage		375
Office furniture and equipment		1,905
Water meters		570
Construction in progress- sewer	2	227,737
-	\$ 2	251,131

This year's major deletions included:

Pumps & treatment	_\$	5,058
	\$	5,058

Depreciation expense for the year ended September 30, 2010 was \$207,731.

Budget and Actual Revenues and Expenses

The variance between budgeted and actual revenues for the General Fund is a negative \$440. The variance between budgeted and actual expenditures is a positive \$53,268.

Notes to the Financial Statements

The financial statements are followed by Notes to the Financial Statements. The Notes to the Financial Statements provide additional information about the data provided about the City in the financial statements and are an integral part of the financial statements.

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 the City of Redwater, Texas, P.O. Box 209, Redwater, Texas 75573.

MANAGEMENT'S DISCUSSION AND ANALYSIS CITY OF REDWATER, TEXAS

For the Year Ended September 30, 2010

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Table I NET ASSETS

	Govern	Governmental Activities	Busme Activ	Business-type Activities	Loral Primar Government	Covernment
	2010	2009	2010	2009	2010	2009
Current and other assets Capital assets, net	\$ 362,933 871,412	\$ 295,607 871,412	\$ 749,680 3,442,687	\$ 515,847 3,403,382	\$1,112,613 4,314,099	\$ 811,454 4,274,794
Total assets	1,234,345	1,167,019	4,192,367	3,919,229	5,426,712	5,086,248
Long-term liabilities Other liabilities	9,486 8,349	12,673 5,022	1,756,115	1,633,726	1,765,601	1,646,399
Total liabilities	17,835	17,695	1,858,045	1,751,859	1,875,880	1,769,554
Net assets: Invested in capital assets, net of related debt Restricted Unrestricted Total net assets	858,731 60,876 296,903 S1,216,510	855,668 49,580 244,076 \$1,149,324	1,911,720 212,255 210,347 \$2,334,322	1,809,361 195,049 162,960 \$2,167,370	2,770,451 273,131 507,250	2,665,029 244,629 407,036 \$3,316,694

Capital assets, net 79%

2010 TOTAL ASSETS

Current and other assets 21%

Capital assets, net 84%

Current and other assets 16%

2009 TOTAL ASSETS

MANAGEMENT'S DISCUSSION AND ANALYSIS CITY OF REDWATER, TEXAS For the Year Ended September 30, 2010

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Table II CHANGES IN NET ASSETS

	Governmental Activities	mental ties		Business-type Activities	s-type ities	Total Primary Government	Prim	ary nt
	2010	2009		2010	2009	2010		2009
Revenues:								
Program revenues:						,	•	1
Fines, forfeitures, and charges for services \$	34,302	\$ 34,022	↔	660,235	\$ 644,880	\$ 694,537	€>	678,902
Operating grants and contributions	9,864	16,443		•	•	9,864		16,443
Capital grants and contributions	1	1		236,206	ı	236,206		ı
General revenues:								
Sales and use taxes	47,790	47,324		•	1	47,790		47,324
Property taxes	44,895	37,804	-	٠	1	44,895		37,804
Franchise taxes	22,045	22,603		•	ı	22,045		22,603
Gain(loss) on sale of asset		ı	,	(4,095)	400	(4,095)		400
Interest	722	1,370		952	1,589	1,674		2,959
Total revenues	159,618	159,566		893,298	646,869	1,052,916		806,435
Expenses:	CEP 98	156.218		'	t	86.432		156.218
Ocherat government Public safety	6,000	6.000		,	1	6,000		6,000
Water	-	•		726,346	797,105	726,346		797,105
Total expenses	92,432	162,218		726,346	797,105	818,778		959,323
Transfers	1	1		•	1	ı		1
Change in net assets	\$ 67,186	\$ (2,652)	↔	166,952	\$ (150,236)	\$ 234,138	S	(152,888)

MANAGEMENT'S DISCUSSION AND ANALYSIS CITY OF REDWATER, TEXAS For the Year Ended September 30, 2010

- UNAUDITED -

Table II CHART A - TOTAL REVENUES

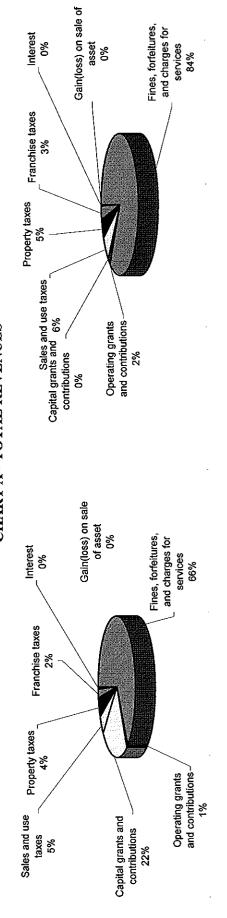
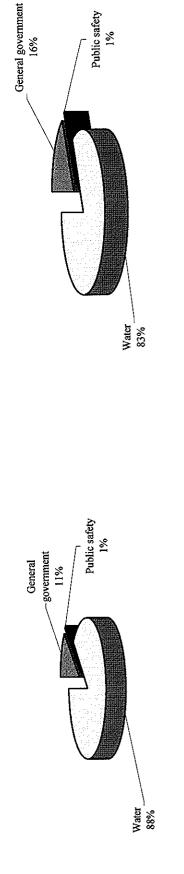


Table II CHART B - TOTAL EXPENSES

2010

2009



2009

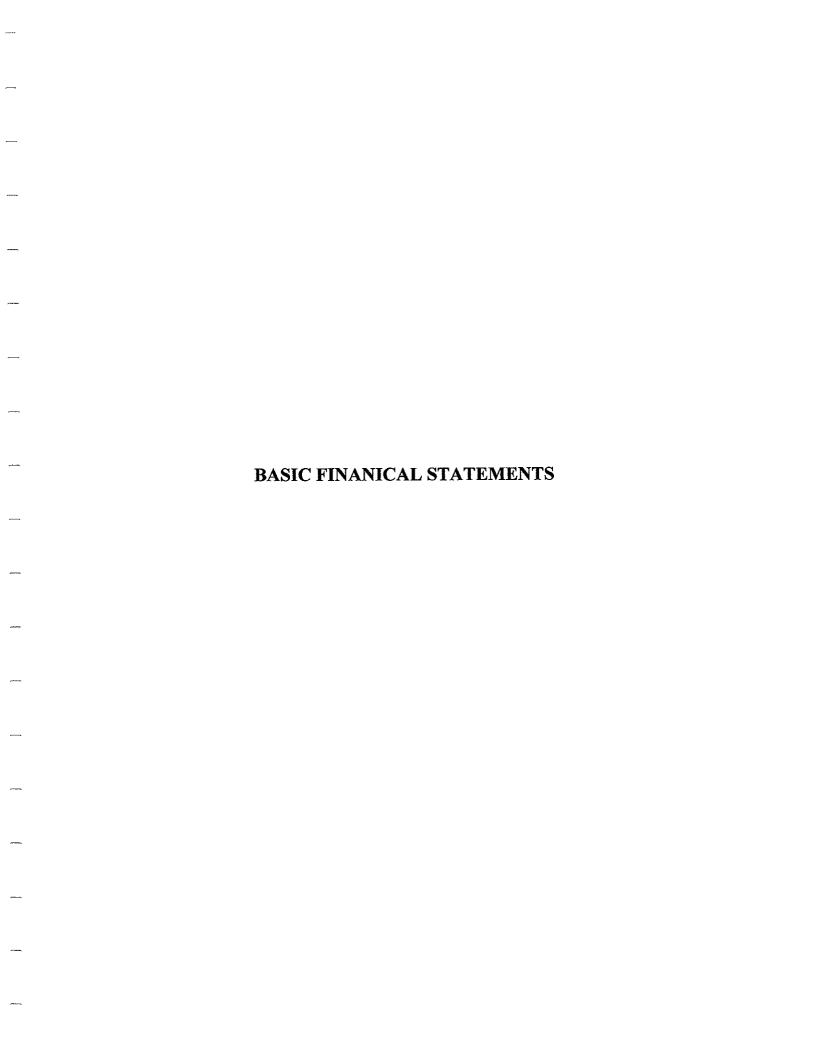
2010

MANAGEMENT'S DISCUSSION AND ANALYSIS CITY OF REDWATER, TEXAS For the Year Ended September 30, 2010

- UNAUDITED -

Table III Capital Assets at Year-end (Net of Depreciation)

		Governmental Activities 2010 20	mer	ntal		Business-type Activities 2010 20	Activities	pe 2009	Total Gove	Fotal Primary Government 0 2009	
Land	∜)	146,322	↔	146,322	↔	25,331	↔	25,331	\$ 171,653	\$ 171	171,653
Construction in process		•		ı		227,737		1	227,737		ı
Building		87,700		87,700		12,430		13,673	100,130	101	101,373
Office furniture and equipment		17,965		17,965		5,105		5,154	23,070	23	23,119
Equipment and tools		23,269		23,269		57,313		65,801	80,582	68	89,070
Park facilities		596,156		596,156		•		1	596,156	296	596,156
Pumps and equipment						110,326		121,978	110,326	121	121,978
Lines and storage		,		1	_	,558,565		,628,940	1,558,565	1,628,940	,940
Water meters				,		45,443		56,413	45,443	26	56,413
Sewer systems		E		1		1,400,437	-	1,486,092	1,400,437	1,486,092	700,
	↔	871,412	s> ∥	\$ 871,412	\$	\$3,442,687	\$3	\$3,403,382	\$ 4,314,099	\$ 4,274,794	,794



Statement of Net Assets September 30, 2010

	2	ernmental ctivities	500 W W W W W W W W W W W W W W W W W W	iness-Type ctivities		Totals
ASSETS						
Current Assets				00.000	ф	050 054
Cash and cash equivalents	\$	177,351	\$	80,903	\$	258,254
Certificates of deposit		45,089		14,229		59,318
Accounts receivable, net of allowances		6,222		248,785		255,007
Unbilled receivables		-		18,734		18,734
Due from other funds		(42,298)		42,298		-
Restricted assets		60,876		306,589		367,465
Total Current Assets		247,240		711,538		958,778
Other Assets						
Deferred issuance costs		-		38,142		38,142
Other investments - restricted		115,693		-		115,693
Total Other Assets		115,693		38,142		153,835
Capital Assets						
Land		146,322		25,331		171,653
Construction in Process, net		-		227,737		227,737
Buildings, net		87,700		12,430		100,130
Furniture and equipment, net		17,965		5,105		23,070
Equipment and tools, net		23,269		57,313		80,582
Park facilities,net		596,156		-		596,156
Pumps and equipment, net		-		110,326		110,326
Lines and storage, net		-		1,558,565		1,558,565
Water meters, net		-		45,443		45,443
Sewer systems, net		-		1,400,437		1,400,437
Total Capital Assets		871,412		3,442,687		4,314,099
TOTAL ASSETS	\$	1,234,345	\$	4,192,367	\$	5,426,712

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

CITY OF REDWATER, TEXAS Statement of Net Assets September 30, 2010

	Governmental Activities	Business-Type Activities	Totals
LIABILITIES			
Current Liabilities			=0.0
Accounts payable	3,052	38,654	41,706
Accrued salaries and taxes	2,101	8,986	11,087
Accrued interest payable	-	20,876	20,876
Notes payable - current	3,196	-	3,196
Contracts payable	-	167,739	167,739
Retainage payable	-	17,365	17,365
Certificates, revenue bonds payable - curren	t	33,414	33,414
Total Current Liabilities	8,349	287,034	295,383
Noncurrent Liabilities Utility deposits - payable from restricted	-	73,458	73,458
Notes payable	9,486	-	9,486
Certificates, revenue bonds payable		1,497,553	1,497,553
Total Noncurrent Liabilities	9,486	1,571,011	1,580,497
TOTAL LIABILITIES	17,835	1,858,045	1,875,880
NET ASSETS			
Invested in capital assets, net of related debt	858,731	1,911,720	2,770,451
Restricted	60,876	212,255	273,131
Unrestricted	296,903	210,347	507,250
TOTAL NET ASSETS	\$ 1,216,510	\$ 2,334,322	\$ 3,550,832

For the Year Ended September 30, 2010 CITY OF REDWATER, TEXAS Statement of Activities

Functions/Programs	Expenses	5 "	Charges for Services	Program Revenu Operating Grants & Contributions	Program Revenues Operating Grants & Contributions	Capital Grants & Contributions	Net (E Cr Governmental Activities	Net (Expenses) Revenues and Changes in Net Assets mental Business- fries Activities	nues and ssets T	F Total
Governmental Activities: General government Public safety	\$ 86,432 6,000	↔	27,802 6,500	€4	9,864	· · ·	\$ (48,766)	\$	∞	(48,766) 500
Total Governmental Activities	92,432		34,302		9,864		(48,266)	-	- -	(48,266)
Business-type Activities: Water	726,346		512,705		ı	,	•	(213,641)	_	(213,641)
Grant Sewer			- 660 ' 96		t 1	236,206		236,206		236,206
Late charges	1		26,530		ı	ı	ı	26,530		26,530
Tapping/transfer/tampering			4,990		r	İ	,	4,990		4,990
Line extensions/bore charges	1		4,947		1	1	•	4,947		4,947
Other rees Miscellaneous			7,271 7,693		1 1	1 1	1 1	7,271		7,271
Total Business-type Activities	726,346		660,235			236,206		170,095		170,095
Total	\$ 818,778	G	694,537	S	9,864	\$ 236,206	\$ (48,266)	\$ 170,095		\$ 121,829
		Gene	General Revenues:	:S:						
		Sal	Sales and use taxes	xes			\$ 47,790	€9	છ	47,790
		Pro	Property taxes				44,895	I		44,895
		Fra	Franchise taxes				22,045	1		22,045
		Gain(1	Gain(loss) on sale of asset	ale of asset			' ()	(4,095)	_	(4,095)
		ATTTT	1621				77)	756		1,674
		Total	General Re	Total General Revenues and Transfers	Transfers		115,452	(3,143)		112,309
		Chan	Change in Net Assets	ssets			67,186	166,952	2	234,138
		Net Asser	ssets, Beginning	ning			1,149,324	2,167,370	3,3	3,316,694
		Net Asser	ssets, Ending	ğ			\$ 1,216,510	\$ 2,334,322	\$ 3,550,832	50,832

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

Balance Sheet Governmental Funds September 30, 2010

A CICIETEC	General Fund	Special Revenue Fund	Total Governmental Funds
ASSETS			
Current Assets Cash and cash equivalents Certificates of deposit Receivables, net allowances Due from other funds Restricted assets	\$ 177,351 45,089 6,222 12	\$ - - - - 60,876	\$ 177,351 45,089 6,222 12 60,876
Total Current Assets	228,674	60,876	289,550
Other Assets			
Investments-restricted	-	115,693	115,693
Total Other Assets	· -	115,693	115,693
TOTAL ASSETS	\$ 228,674	\$ 176,569	\$ 405,243
LIABILITIES			
Current Liabilities			
Accounts payable	3,052	-	3,052
Notes payable	•	3,196	3,196
Accrued salaries and taxes	2,101	-	2,101
Due to other funds	42,298	12	42,310
Total Current Liabilities	47,451	3,208	50,659
TOTAL LIABILITIES	47,451	3,208	50,659
Fund Balances			
Restricted	-	60,876	60,876
Unrestricted	181,223	112,485	293,708
TOTAL FUND BALANCES	181,223	173,361	354,584
TOTAL LIABILITIES AND FUND BALANCES	\$ 228,674	\$ 176,569	\$ 405,243

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

Reconciliation of Balance Sheet - Governmental Funds To Statement of Net Assets September 30, 2010

Total Fund Balances - Governmental Funds	\$ 354,584
Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds.	(9,486)
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds.	871,412
Net Assets of Governmental Activities	\$ 1,216,510

Statement of Revenues, Expenditures, and Changes in Fund Balances Governmental Funds

For the Year Ended September 30, 2010

		eneral Fund	Re	pecial venue fund	Gove	Fotal romental iunds
Revenues						
Property taxes, including						
penalty and interest	\$	44,895	\$	_	\$	44,895
Franchise taxes		22,045		_	•	22,045
Sales taxes		31,860		15,930		47,790
Intergovernmental		6,500		´ -		6,500
Refuse income		18,802		_		18,802
Rental income		9,000		-		9,000
Interest		667		55		722
Grant income		5,387		-		5,387
Miscellaneous		4,477				4,477
Total Revenues		143,633		15,985		159,618
Expenditures						
Current:	•					
General government						
Accounting and audit fees		1,976		186		2,162
Appraisal district fees		1,294		-		1,294
Beautification		1,377		_		1,377
Grant expense		5,661		-		5,661
Insurance		6,232		-		6,232
Legal and filing fees	-	624		-		624
Office supplies and expenses	•	3,892		-		3,892
Repairs and maintenance		2,242		_		2,242
Retirement		1,330		-		1,330
Salaries		32,627		-		32,627
Taxes-payroll		155		_		155
Telephone		2,081		-		2,081
Utilities		2,910		-		2,910
Miscellaneous		6,252		985		7,237
Public safety		6,000		_		6,000
Public works		16,152		_		16,152
Debt service:						,
Interest and other charges				456		456
Total Expenditures		90,805		1,627		92,432

Statement of Revenues, Expenditures, and Changes in Fund Balances Governmental Funds

For the Year Ended September 30, 2010

	General Fund	Special Revenue Fund	Total Governmental Funds
Excess (Deficiency) of Revenues Over Expenditures	52,828	14,358	67,186
Net Change in Fund Balances	52,828	14,358	67,186
Fund Balances, Beginning	128,395	159,003_	287,398
Fund Balances, Ending	\$ 181,223	\$ 173,361	\$ 354,584

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

Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances of Governmental Funds to the Statement of Activities

For the Year Ended September 30, 2010

Net Change in Fund Balances - Total Governmental Funds

\$ 67,186

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

Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of these assets are reported as capital assets. This is the amount of capital outlay in the current period.

Note payable proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net assets. Repayment of principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net assets. This is the amount by which proceeds exceeded repayments.

Change in Net Assets - Governmental Activities

\$ 67,186

Statement of Revenues, Expenditures, and Changes In Fund Balances - Budget and Actual

General Fund For the Year Ended September 30, 2010

	I	Budget	Actual	F	ariance worable favorable)
Revenues					
Property taxes, including					
penalty and interest	\$	43,703	\$ 44,895	\$	1,192
Franchise taxes		23,000	22,045		(955)
Sales taxes		42,000	31,860		(10,140)
Intergovernmental		6,000	6,500		500
Refuse income		18,000	18,802		802
Rental income		9,000	9,000		-
Interest		150	667		517
Grant income		-	5,387		5,387
Miscellaneous		2,220	 4,477		2,257
Total Revenues		144,073	 143,633		(440)
Expenditures					
General government		98,713	68,653		30,060
Public safety		6,000	6,000		- -
Public works		39,360	 16,152		23,208
Total Expenditures		144,073	 90,805		53,268
Excess of revenues and other financing source	es				
over expenditures			52,828		52,828
Fund balance, beginning of year			 128,395		
Fund balance, end of year			\$ 181,223		

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

Statement of Net Assets Proprietary Fund September 30, 2010

	Water & Sewer Fun	d
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 80,903	
Certificates of deposit	14,229	
Receivables, net	248,785	
Unbilled receivables	18,734	
Due from other funds	42,298	
Total Current Assets	40	4,949
Noncurrent Assets:		
Restricted cash and cash equivalents	306,585	
Restricted receivables	4	
Deferred issuance costs	38,142	
Capital assets:		
Land	25,331	
Construction in Process	227,737	
Buildings	37,858	
Furniture and equipment	21,881	
Equipment and tools	262,408	
Pumps and equipment	217,806	
Lines and storage	2,296,920	
Water meters	147,204	
Sewer systems	2,201,949	
Less accumulated depreciation	(1,996,407)	
Total Noncurrent Assets	3,78	7,418
TOTAL ASSETS	4,19	2,367

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

Statement of Net Assets Proprietary Fund September 30, 2010

	Water & S	Sewer Fund
LIABILITIES		
Current Liabilities:		
Accounts payable	38,654	
Accrued salaries and taxes	8,986	
Accrued interest payable	20,876	
Contracts payable	167,739	
Retainage payable	17,365	
Certificates, revenue bonds payable-current	33,414	
Total Current Liabilities		287,034
Noncurrent Liabilities:		
Certificates, revenue bonds payable	1,497,553	
Utility deposits-payable from restricted assets	73,458	
Total Noncurrent Liabilities		1,571,011
TOTAL LIABILITIES		1,858,045
NET ASSETS		
Invested in capital assets, net of related debt	1,911,720	
Restricted	212,255	
Unrestricted	210,347	
TOTAL NET ASSETS		\$ 2,334,322

Statement of Revenues, Expenses, and Changes in Fund Net Assets Proprietary Fund

For the Year Ended September 30, 2010

OPERATING REVENUES	Water & Sewer Fund
Water sales	\$ 512,705
Sewer sales	96,099
Tapping fees	2,550
Transfer fees	2,340
Line extensions	4,647
Bore charges	300
Inspection fee	225
Late charges	18,010
Reconnect/reinstall fees	8,520
Returned check fee	823
Sewer dump fees	6,223
Tampering fees	100
Miscellaneous	7,693
Total Operating Revenues	660,235
OPERATING EXPENSES	
Accounting	9,244
Amortization	1,892
Bad debt expense	3,585
Chemicals	13,454
Contract backhoe	300
Contract labor	2,325
Contract maintenance	2,251
Depreciation	207,731
Dues and memberships	445
Employee expenses	754
Equipment repairs and maintenance	5,797
Equipment supplies	2,918
Insurance	22,527
Legal and advertising	1,931
Meter replacements	1,161
Miscellaneous	20
Office supplies and expense	3,655
Permits, licenses, and fees	5,358
Postage	4,918
•	

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

Statement of Revenues, Expenses, and Changes in Fund Net Assets Proprietary Fund

For the Year Ended September 30, 2010

OPERATING EXPENSES (Continued)	Water & Sewer Fund
Radio expense	720
Refuse	2,822
Rent - building	9,000
Rent - equipment	797
Repairs and maintenance	12,895
Retirement	5,763
Salaries	144,070
Supplies - operating	19,554
Taxes - payroll	12,144
Telephone	4,878
Testing service	9,335
Tools	2,160
Training	4,658
Uniforms	2,149
Utilities	32,638
Vehicle repairs	4,316
Vehicle supplies	15,112
Water purchases	88,586
Total Operating Expenses	661,863
Operating Income (Loss)	(1,628)
Non-operating Revenues (Expenses)	
Loss on sale of asset	(4,095)
Grant income	236,206
Interest income	952
Interest expense	(64,183)
Paying agent fees	(300)
Net Non-operating Revenues (Expenses)	168,580
Change in Net Assets	166,952
Total Net Assets - Beginning	2,167,370
Total Net Assets - Ending	\$ 2,334,322

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

Statement of Cash Flows

Proprietary Fund

For the Year Ended September 30, 2010

Cash flows from operating activities:				
Receipts from customers	\$	467,258		
Payments to suppliers		(309,230)		
Payments to employees		(159,418)		
Net cash provided by operating activities				(1,390)
Cash flows from capital and related financing activities:				
Grant contribution		236,206		
Loss on sale of asset		(4,095)		
Principal paid on revenue bonds		(16,000)		
Interest paid on revenue bonds		(48,152)		
Acquisition of capital assets		(246,074)		
Rest-contracts, retainage payable		185,104		
Principal paid on certificates of obligations		(47,415)		
Interest paid on certificates of obligations		(16,790)		
Fees paid to paying agent		(300)		
Net cash used by capital and related financing activities	3			42,484
Cash flows from investing activities:				
Purchase of certificates of deposit		(230)		
Interest on investments		1,135		
Net cash provided by investing activities				905
Net decrease in cash and cash equivalents				41,999
Cash and cash equivalents - beginning of year				345,489
Cash and cash equivalents - end of year			\$	387,488
Reconciliation of operating income (loss) to net cash provide	ed b	y operating	activi	ties:
Operating income (loss)			\$	(1,628)
Adjustments to reconcile operating income to net cash provided operating activities:	by			
Depreciation		206,768		
Amortization		1,892		
Change in assets and liabilities:		·		
Increase in accounts receivable		(193,678)		
Decrease in payroll liabilities		(3,204)		
Increase in customer deposits payable		700		
Decrease in accounts payable		(12,240)		
Total adjustments				238
Net cash provided by operating activities			\$	(1,390)

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The City of Redwater, Texas ("the City"), was incorporated on October 20, 1941, and was reactivated in May of 1988 under the provisions of the State of Texas. The City operates under a Council-Mayor form of government. In addition, the City owns and operates a water and sewer system.

The City's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The Governmental Accounting Standards Board (GASB) is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). Governments are also required to follow the pronouncements of the Financial Accounting Standards Board (FASB) issued through November 30, 1989, when applicable, that do not conflict with or contradict GASB pronouncements. Although the City has the option to apply FASB pronouncements issued after that date to its business-type activities and enterprise funds, the City has chosen not to do so. The more significant accounting policies established in GAAP and used by the City are discussed below.

In June 1999, the Governmental Accounting Standards Board (GASB) unanimously approved Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*. This statement requires a Management Discussion and Analysis section and requires that financial statements be prepared using the full accrual method.

1. Reporting Entity

As required by accounting principles generally accepted in the United States of America, these financial statements present the City and its component units, entities for which the City is considered to be financially accountable. A blended component unit, although a separate legal entity, is in substance part of the City's operations, and data from this unit is combined with the data of the primary government.

Blended Component Unit:

• Redwater Industrial Development Corporation (RIDC) was created May 12, 1999, exclusively for the purposes of and to act on behalf of the City for the promotion and development of commercial, industrial, and manufacturing enterprises, and to promote and encourage employment and the public welfare pursuant to the Development Corporation Act of 1979, under which it was formed. The operations of the RIDC are accounted for by the City as a special revenue fund.

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

2. Basic Financial Statements-Government-Wide Statements

The City's basic financial statements include both government-wide (reporting the City as a whole) and fund financial statements (reporting the City's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business-type. The City's public protection, parks, public works and general administrative services are classified as governmental activities. The City's water and sewer services are classified as business-type activities.

The Statement of Net Assets and the Statement of Activities are government-wide financial statements. These statements report all of the non-fiduciary activities of the primary government and its component units. In the government-wide Statement of Net Assets, both the governmental and business-type activities columns are presented on a consolidated basis by column and are reported on a full accrual, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. The City's net assets are reported in three parts: invested in capital assets, net of related debt; restricted net assets; and unrestricted net assets. The City first utilizes restricted resources to finance qualifying activities.

The government-wide Statement of Activities reports both the gross and net cost of each of the City's functions and business-type activities (parks, public works, etc.) The functions are also supported by general government revenues (property, sales and use taxes, certain intergovernmental revenues, fines, permits and charges, etc.) The Statement of Activities reduces gross expenses (including depreciation) by related program revenues, operating and capital grants. Program revenues must be directly associated with the function (parks, public works, etc.) or a business-type activity. Operating grants include operating-specific and discretionary (either operating or capital) grants, while the capital grants column reflects capital-specific grants.

The net costs (by function or business-type activity) are normally covered by general revenue (property, sales and use taxes, intergovernmental revenues, interest income, etc.).

This government-wide focus is more on the substainability of the City as an entity and the change in the City's net assets resulting from the current year's activities.

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

3. Basic Financial Statements - Fund Financial Statements

The financial transactions of the City are reported in individual funds in the fund financial statements. Each fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, reserves, fund equity, revenues and expenditures/expenses. The various funds are reported by generic classification within the financial statements.

The following fund types are used by the City:

a. Governmental Funds:

The focus of the governmental funds measurement (in the fund statements) is upon determination of financial position (sources, uses, and balances of financial resources) rather than upon net income. The following is a description of the governmental funds of the City:

a) The general fund is the general operating fund of the City. It is used to account for all financial resources except those required to be accounted for in another fund. b) The special revenue fund is used to account for the proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes. c) The capital project fund is used to account for financial resources to be used for the acquisition or construction of major capital facilities (other than those financed by business-type/proprietary funds).

b. Proprietary Funds:

The focus of proprietary fund management is upon determination of operating income, changes in net assets, financial position, and cash flows. The generally accepted accounting principles applicable are those similar to businesses in the private sector. The following is a description of the proprietary fund of the City:

The water and sewer fund is used to account for operations for which a fee is charged to external users for goods or services and the activity a) is financed with debt that is solely secured by a pledge of the net revenues, b) has third party requirements that the cost of providing services, including capital costs, be recovered with fees and charges, or c) established fees and charges based on a pricing policy designed to recover similar costs.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing water and sewer services. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

4. Basis of Accounting

The basis of accounting refers to the point at which revenues or expenditures/expenses are recognized in the accounts and reported in the financial statements. It relates to the timing of the measurements made regardless of the measurement focus applied.

a. Accrual:

Both governmental and business-type activities in the government-wide financial statements and the proprietary fund financial statements are presented on the accrual basis of accounting. Revenues are recognized when earned, and expenses are recognized when incurred.

b. Modified Accrual:

The governmental funds financial statements are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. "Available" means collectible within the current period or within 60 days after year end. Expenditures are generally recognized under the modified accrual basis of accounting when the related liability is incurred.

5. Financial Statement Amounts

a. Cash and Cash Equivalents:

The City has defined cash and cash equivalents to include cash on hand and demand deposits.

b. Investments:

Investments are recorded at cost which approximates fair market value.

c. Capital Assets:

Government-Wide Financial Statements

Capital assets purchased or acquired that the City would like to track are reported at historical cost or estimated historical cost. Contributed assets are reported at fair market value as of the date received. Additions, improvements, and other capital outlays that significantly extend the useful life of an asset are capitalized. As of October 1, 2004, new infrastructure assets, such as roads, bridges, underground pipe (other than those related to utilities), traffic signals, etc., are required to be depreciated under GASB 34.

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

Depreciation has been provided in the water and sewer fund in amounts sufficient to relate the cost of the depreciable assets to operations over their estimated service lives on the straight-line basis. The service lives by type of asset are as follows:

Buildings	5 - 20 years
Office Furniture and Equipment	5 - 10 years
Equipment and Tools	3 - 7 years
Pumps and Treatment Equipment	5 - 20 years
Lines and Storage	10 - 50 years
Water Meters	10 years
Sewer System	7 - 50 years

Fund Financial Statements

In the fund financial statements, fixed assets used in governmental fund operations are accounted for as capital outlay expenditures of the governmental fund upon acquisition. Fixed assets used in proprietary fund operations are accounted for in the same manner as in the government-wide statements.

d. Amortization of Deferred Issuance Costs

The cost of the City assuming the certificates of obligation of The Redwater Water Supply and Sewer Service Corporation are being amortized over the remaining life of the certificates on a straight line basis.

The cost of the City issuing the Series 2003-A and 2003-B revenue bonds is being amortized over the remaining life of the certificates on a straight-line basis.

The cost of the City issuing the Series 2005 certificates of obligations is being amortized over the remaining life of the certificates on a straight-line basis.

e. Inter-fund Activity

Inter-fund activity is reported as loans, services provided, reimbursements or transfers. Loans are reported as inter-fund receivables and payables as appropriate and are subject to elimination upon consolidation. Services provided, deemed to be at market or near market rates, are treated as revenues and expenditures/expenses. Reimbursements are when one fund incurs a cost, charges the appropriate benefiting fund, and reduces its related cost as a reimbursement. All other inter-fund transactions are treated as transfers. Transfers between governmental and proprietary funds are netted as part of the reconciliation to the government-wide financial statements.

f. Long-Term Debt

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental or business-type activities.

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

g. Risk Management

The City of Redwater, Texas participates in the Texas Municipal League Intergovernmental Risk Pool to cover the risks to which the City is exposed. All policies are in effect from October 1, 2009 until October 1, 2010.

Coverage Provided	Limits or Amounts
Real and Personal Property	\$ 2,183,960 Limit
Boiler and Machinery	\$ 1,000,000 Limit
Mobile Equipment	\$ 89,819 Limit
General Liability	\$ 1,000,000 Limit
Auto Liability	\$ 500,000 Limit
Errors & Omissions	\$ 1,000,000 Limit
Workers Compensation	Statutory

NOTE B - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

1. Budgetary Data

A budget is adopted annually for the General Fund as a management control device. This budget is adopted on a basis consistent with generally accepted accounting principles (GAAP).

2. Depository Contract Law & Custodial Credit Risk

The funds of the City must be deposited and invested under the terms of a contract, the 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 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, 2010, the carrying amount of the City's deposits (cash, certificates of deposit, and interest-bearing savings accounts included in temporary investments) was \$685,033 and the bank balance was \$688,463.

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned to it. As of September 30, 2010, none of the City's bank balance was exposed to custodial credit risk. This is the amount by which the City's balance exceeded its FDIC insurance and the value of the securities pledged to cover the City's deposits.

NOTE B - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

4. Revenue Restrictions

The revenue from water and sewer operations is pledged to the extent required for the following uses in the order of precedence shown:

- **a.** To the payment of all necessary and reasonable maintenance and operating expenses required by statute to be a first charge on and claim against the gross revenues thereof.
- **b.** To the payment of all amounts required to be deposited into the funds established for the payment and security of any prior lien obligations.
- **c.** To the payment of the amounts required to be deposited in the Bond Fund created and established for the payment of debt service on revenue bonds.
- **d.** To the payment of the amounts required to be deposited in the Reserve Fund to establish and maintain the required reserve in accordance with provisions of the ordinance for the revenue bonds issued.

NOTE C - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS

1. Property Taxes and Receivables

Property taxes attach as an enforceable lien on property as of February 1. Taxes are levied on October 1, and are due and payable at that time. Unless half payment is made by November 30, all unpaid taxes levied October 1 become delinquent February 1 of the following year.

Property tax revenues are recognized as they become available. Available includes those property tax receivables expected to be collected within sixty days after year end.

2. Restricted Assets

The restricted assets as of September 30, 2010 are as follows:

	Governmental					
Type of Restriced Asset	Activities		Activites			Total
Deposits	\$ -		\$	73,458	\$	73,458
TCDP 726521		-		9,470		9,470
Maintenance Fund		-		47,090		47,090
Bond Reserve Fund		-		39,329		39,329
2003 Debt Service Fund		-		21,911		21,911
2005 Debt Service Fund		-		81,813		81,813
Industrial Development		60,876		-		60,876
Maintenance Fund - Investments		-		33,514		33,514
Interest Receivable		_		4		4
Total Restricted Assets	\$	60,876	_\$	306,589		367,465

NOTE C - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (Continued)

3. Capital Assets

Total

Capital asset activity for the City for the year ended September 30, 2010, was as follows:

				-	_	,		
Business-type activities								
	Bal	ance 10/01/09		Additions	I	Deletions	Ba	lance 9/30/10
Building	\$	37,858	\$	-	\$	-	\$	37,858
Office furniture and equipment		19,976		1,905		-		21,881
Equipment and tools		246,818		15,590		-		262,408
Pumps and treatment		217,910		4,954		5,058		217,806
Lines and storage		2,296,545		375				2,296,920
Water meters		146,634		570		_		147,204
Sewer system		2,201,949		•		_		2,201,949
Constuction in Process-Sewer		-		227,737		_		227,737
Land		25,331		-			-	25,331
Total	\$	5, 193, 021	\$	251,131	\$	5,058	\$	5,439,094
Business-type activities - accumul	ated de	preciation						
	Bala	nce 10/01/09		Additions	Ι	Deletions	Ba	lance 9/30/10
Building	\$	24, 185	\$	1,243	\$		\$	25,428
Office furniture and equipment		14,822	•	1,954	Ψ.	_	Ψ	16,776
Equipment and tools		181,017		24,078		_		205,095
Pumps and treatment		95,932		12,511		963		107,480
Lines and storage		667,605		70,750		-		738,355
Water meters		90,221		11,540				101,761
Sewer system		715,857		85,655		_		801,512
Total	\$	1,789,639	\$	207,731	\$	963	\$	1,996,407
Business-type activities capital as	sets, net						\$	3,442,687
Governmental activities								
		nce 10/01/09		Additions	D	eletions	Bal	ance 9/30/10
Buildings	\$	87,700	\$	-	\$	-	\$	87,700
Office furniture and equipment		17,965		-		-		17,965
Equipment and tools		23,269		•		-		23,269
Park facilities		596, 156		-		-		596,156
Land		13,322		-		-		13,322
Park land		133,000		-		-		133,000

871,412

NOTE C - DETAILED NOTES ON ALL ACTIVITIES AND FUNDS (Continued)

4. Accounts Receivable

The accounts receivable for September 30, 2010 are as follows:

Accounts Receivable	Governmental Activities		Business-type Activites		Total	
Franchise Tax	\$	5,760	\$	-	\$	5,760
Property Tax		14,240		_		14,240
Interest		37		6		43
Grant		-		185,104		185,104
Customer		-		68,655		68,655
Other		_		814		814
Allowance for doubtful accounts		(13,815)		(5,794)		(19,609)
Total Accounts Receivable	\$	6,222	\$	248,785	\$	255,007

5. Bonds Payable

Bonds payable at September 30, 2010, are comprised of the following individual issues:

Certificate of Obligations, Series 1989 R-4, payable in monthly installments of \$662 at a rate of 5% maturing September 15, 2012.	\$ 13,967
\$603,000 in Series 2003A Revenue Bonds, due in semiannual installments of varying amounts on each December 1 and June 1 through 2043 at an interest rate of 4.5%.	556,000
\$609,000 in Series 2003B Revenue Bonds, due in semiannual installments of varying amounts on each December 1 and June 1 through 2043 at an interest rate of 4.5%.	561,000
\$470,000 in Series 2005 Certificates of Obligations, due in semiannual installments of varying amounts on each December 1 and June 1 through 2026, at a varying interest rate which is currently 2.85%.	400,000
Total Bonds Payable	\$1,530,967
Current portions of the long term bonds payable total	\$33,414

NOTE C - DETAILED NOTES ON ALL FUNDS AND ACCOUNT GROUPS (Continued)

The following is a summary of the changes in long-term debt for the year ended September 30, 2010:

Type of Debt	Balance Sept 30, 2009	Additions	Deductions	Balance Sept 30, 2010	Amounts Due Within
Business-type Activities					
Certificate of Obligations	\$ 461,021	\$ -	\$ 47,054	\$ 413,967	\$ 17,414
Revenue Bonds	1,133,000		16,000	1,117,000	16,000
Total Long-term Debt	\$ 1,594,021	\$ -	\$ 63,054	\$ 1,530,967	\$ 33,414

The annual requirements to amortize notes of obligation as of September 30, 2010, are as follows:

Year Ending	1989 \$	Series	2003 \$	Series	2005 Series		
September 30	Principal	Interest	Principal	Interest	Principal	Interest	Totals
2011	7,414	530	16,000	47,472	10,000	16,300	97,716
2012	6,553	153	16,000	46,793	15,000	15,980	100,479
2013	-	-	18,000	46,112	20,000	15,485	99,597
2014		-	18,000	45,348	25,000	14,805	103,153
2015	-	-	19,000	44,582	25,000	13,930	102,512
2016	-	-	20,000	43,775	25,000	13,042	101,817
2021	-	-	112,000	205,530	140,000	50,703	508,233
2026	4	-	139,000	179,477	140,000	20,925	479,402
2031	-	-	170,000	147,518	-	-	317,518
2036	-		210,000	108,162	-	-	318,162
2041	-	-	260,000	59,288	•	-	319,288
2043		-	119,000	7,650			126,650
Totals	\$13,967	\$ 683	\$ 1,117,000	\$ 981,707	\$400,000	\$161,170	\$2,674,527

4. Bond Covenants

Covenants attached to the Rural Development loans for facilities financed:

- 1.) Any additional borrowings from any source in relation to the facility must be approved by Rural Development.
- 2.) May not encumber facility financed by Rural Development.
 - a) Operations and maintenance
 - **b)** Establish adequate reserves

NOTE C - DETAILED NOTES ON ALL FUNDS AND ACCOUNT GROUPS (Continued)

- 3.) Facilities financed must generate sufficient funds to pay:
 - a) Debt
 - b) Revenues cannot be used to pay any other expense not directly incurred for the facility financed by Rural Development.
- 4.) Maintain adequate insurance for the following:
 - a) Property
 - b) Fidelity
- 5.) Obtain Rural Development's concurrence prior to refusing new or adequate services that are legal and feasible to persons.
- 6.) No free service or use of facilities is permitted.
- 7.) Establish a reserve account.

Covenants attached to the Texas Water Development Board loans for facilities financed:

- 1.) An interest and sinking fund must be established.
- 2.) Proceeds may not be used to acquire investment property, unless it meets specific requirements in the bond agreement.
- 3.) The property constituting the project may not be sold unless the City obtains an opinion of a nationally recognized bond counsel that such sale will not adversely affect the tax-exempt status of the Certificates of Obligation.

NOTE D – CONCENTRATION OF RISK

The City of Redwater, Texas is located approximately 10.8 miles from Texarkana, Texas on U.S. Highway 67 with a population of 872 as of the 2000 Census. A large percentage of residents depend on employment in nearby Texarkana, Texas and Arkansas.

NOTE E - EMPLOYEE RETIREMENT PLAN

In April 2007, the City began participating in the Texas Municipal Retirement System. The City contributes 4.37% of each employee's gross pay to the plan, and the employees contribute 7.00% of their gross pay to the plan.



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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

To the City Council City of Redwater, Texas:

We have audited the financial statements of the governmental activities, the business-type activities and each major fund of the City of Redwater, Texas, as of and for the year ended September 30, 2010, which collectively comprise the City of Redwater, Texas's basic financial statements and have issued our report thereon dated April 22, 2011. 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

In planning and performing our audit, we considered the City of Redwater, 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 Redwater, Texas's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the City of Redwater, 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 on 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.

City of Redwater, Texas Page 2

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City of Redwater, Texas's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grants 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*.

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.

Williams & Co., P.C.

William 4 Co.

Texarkana, USA April 22, 2011