NEW ISSUE - Book-Entry-Only

OFFICIAL STATEMENT

Dated February 2, 2010

Ratings:
Fitch: AA (stable outlook)
Standard & Poor's: AA+ (stable outlook)
(see "OTHER INFORMATION – Ratings" herein)

NEW ISSUE - Book-Entry-Only

In the opinion of Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes under existing law, subject to the matters described under "TAX MATTERS" herein.

THE BONDS HAVE BEEN DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS

$5,480,000
CITY OF GRAND PRAIRIE, TEXAS
(Dallas, Tarrant and Ellis Counties)
GENERAL OBLIGATION BONDS, SERIES 2010

Dated Date: February 1, 2010 **Due: February 15, as shown on page 2**

PAYMENT TERMS . . . Interest on the $5,480,000 City of Grand Prairie, Texas General Obligation Bonds, Series 2010 (the "Bonds"), will accrue from February 1, 2010 (the "Dated Date"), will be payable February 15 and August 15 of each year commencing August 15, 2010, until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of $5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds (see "THE OBLIGATIONS - Book-Entry-Only System" herein). The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see "THE OBLIGATIONS - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including particularly V.T.C.A., Government Code, Chapter 1331, as amended, and an election held on November 6, 2001, and are direct obligations of the City of Grand Prairie, Texas (the "City"), payable from a continuing annual ad valorem tax levied on all taxable property within the City, within the limits prescribed by law, as provided in the ordinance authorizing the issuance of the Bonds (the "Bond Ordinance") (see "THE OBLIGATIONS - Authority for Issuance of the Bonds").

PURPOSE. . . Proceeds from the sale of the Bonds will be used to (i) fund street improvements and (ii) pay the costs associated with the issuance of the Bonds.

CUSIP PREFIX: 386138

MATURITY SCHEDULE & 9 DIGIT CUSIP
Shown on Page 2

SEPARATE ISSUES . . .The Bonds are being offered by the City concurrently with the "City of Grand Prairie, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2010" (the "Certificates"), and such Bonds and Certificates are hereinafter sometimes referred to collectively as the "Obligations." The Bonds and Certificates are separate and distinct securities offerings being issued and sold independently except for the common Official Statement, and, while the Obligations share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for its payment, the rights of the holders, and other features.

LEGALITY . . . The Bonds are offered for delivery when, as and if issued and received by the Underwriters and subject to the approving opinion of the Attorney General of Texas and the opinion of Fulbright & Jaworski L.L.P., Bond Counsel, Dallas, Texas (see Appendix C, "Form of Bond Counsel's Opinion (The Bonds)". Certain legal matters will be passed upon for the Underwriters by West & Associates, L.L.P., San Antonio, Texas, Counsel for the Underwriters.

DELIVERY. . . It is expected that the Bonds will be available for delivery through DTC on March 2, 2010.

STIFEL NICOLAUS & COMPANY

COASTAL SECURITIES

MATURITY SCHEDULE

CUSIP Prefix: 386138[1]

Principal Amount	Maturity 15-Feb	Interest Rate	Price or Yield	CUSIP Suffix[1]	Principal Amount	Maturity 15-Feb	Interest Rate	Price or Yield	CUSIP Suffix[1]
$ 205,000	2011	2.000%	0.550%	AA9	$ 270,000	2021	3.500%	3.550%	AL5
210,000	2012	2.000%	0.930%	AB7	275,000	2022	3.600%	3.650%	AM3
215,000	2013	2.000%	1.200%	AC5	290,000	2023	3.700%	3.750%	AN1
215,000	2014	2.000%	1.580%	AD3	300,000	2024	3.800%	3.875%	AP6
220,000	2015	2.250%	2.000%	AE1	310,000	2025	4.000%	4.000%	AQ4
230,000	2016	2.700%	2.400%	AF8	325,000	2026	4.000%	4.070%	AR2
235,000	2017	3.000%	2.700%	AG6	335,000	2027	4.100%	4.130%	AS0
240,000	2018	3.250%	3.000%	AH4	350,000	2028	4.150%	4.200%	AT8
250,000	2019	3.375%	3.200%	AJ0	365,000	2029	4.200%	4.260%	AU5
260,000	2020[2]	3.500%	3.400%	AK7	380,000	2030	4.250%	4.330%	AV3

(Accrued Interest from February 1, 2010 to be added)

___

(1) CUSIP is a registered trademark of the American Bankers Association. CUSIP data set forth herein is provided by Standard and Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for CUSIP services. Neither the City, the Financial Advisor nor the Underwriter shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.

(2) Priced to the call date.

OPTIONAL REDEMPTION. . . The City reserves the right, at its option, to redeem Bonds having stated maturities on and after February 15, 2020 in whole or in part in principal amounts of $5,000 or any integral multiple thereof, on February 15, 2019, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE OBLIGATIONS - Optional Redemption").

FirstSouthwest
A PlainsCapital Company
DISCLOSURE SERVICES

NEW ISSUE - Book-Entry-Only

OFFICIAL STATEMENT

Dated February 2, 2010

Ratings:
Fitch: AA (stable outlook)
Standard & Poor's: AA+ (stable outlook)
(see "OTHER INFORMATION – Ratings" herein)

In the opinion of Bond Counsel, interest on the Certificates will be excludable from gross income for federal income tax purposes under existing law, subject to the matters described under "TAX MATTERS" herein.

<u>THE CERTIFICATES HAVE BEEN DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS</u>

$1,945,000
CITY OF GRAND PRAIRIE, TEXAS
(Dallas, Tarrant and Ellis Counties)
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2010

Dated Date: February 1, 2010 **Due: February 15, as shown on page 4**

PAYMENT TERMS . . . Interest on the $1,945,000 City of Grand Prairie, Texas Combination Tax and Revenue Certificates of Obligation, Series 2010 (the "Certificates") will accrue from February 1, 2010 (the "Dated Date"), will be payable February 15 and August 15 of each year commencing August 15, 2010, until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Certificates will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Certificates may be acquired in denominations of $5,000 or integral multiples thereof within a maturity. No physical delivery of the Certificates will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Certificates (see "THE OBLIGATIONS - Book-Entry-Only System" herein). The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see "THE OBLIGATIONS - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE . . . The Certificates are issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and constitute direct obligations of the City of Grand Prairie, Texas (the "City"), payable from a combination of (i) the levy and collection of a direct and continuing annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and (ii) a limited pledge of $2,500 of the Net Revenues of the City's Water and Wastewater System, as provided in the ordinance authorizing the issuance of the Certificates (the "Certificate Ordinance") (see "THE OBLIGATIONS - Authority for Issuance of the Certificates").

PURPOSE. . . Proceeds from the sale of the Certificates will be used for the purpose of paying contractual obligations to be incurred for (i) constructing and improving streets, sidewalks, entryways, pedestrian pathways and street noise abatement improvements within the City, including the acquisition of land and rights-of-way therefor, and (ii) professional services rendered in connection therewith.

CUSIP PREFIX: 386138

MATURITY SCHEDULE & 9 DIGIT CUSIP
Shown on Page 4

SEPARATE ISSUES . . . The Certificates are being offered by the City concurrently with the "City of Grand Prairie, Texas, General Obligation Bonds, Series 2010" (the "Bonds"), under a common Official Statement, and such Bonds and Certificates are hereinafter sometimes referred to collectively as the "Obligations." The Bonds and Certificates are separate and distinct securities offerings being issued and sold independently except for the common Official Statement, and, while the Obligations share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for payment, the rights of the holders and other features.

LEGALITY . . . The Certificates are offered for delivery when, as and if issued and received by the Underwriter and subject to the approving opinion of the Attorney General of Texas and the opinion of Fulbright & Jaworski L.L.P., Bond Counsel, Dallas, Texas (see Appendix D, "Form of Bond Counsel's Opinion (The Certificates)". Certain legal matters will be passed upon for the Underwriter by West & Associates, L.L.P., San Antonio, Texas, Counsel for the Underwriter.

DELIVERY. . . It is expected that the Certificates will be available for delivery through DTC on March 2, 2010.

STIFEL NICOLAUS & COMPANY

MATURITY SCHEDULE

CUSIP Prefix: 386138[1]

Principal Amount	Maturity 15-Feb	Interest Rate	Price or Yield	CUSIP Suffix[1]
$ 140,000	2011	2.000%	0.550%	AW1
145,000	2012	2.000%	0.930%	AX9
145,000	2013	2.000%	1.200%	AY7
155,000	2014	2.000%	1.580%	AZ4
155,000	2015	2.250%	2.000%	BA8
160,000	2016	2.625%	2.400%	BB6
165,000	2017	3.000%	2.700%	BC4
170,000	2018	3.250%	3.000%	BD2
175,000	2019	3.375%	3.200%	BE0

$335,000 4.000% Term Certificates due February 15, 2025 at a Price of 100.000% to Yield 4.000% - CUSIP No. [1] 386138BL4
$200,000 4.250% Term Certificates due February 15, 2030 at a Price of 98.673% to Yield 4.350% - CUSIP No. [1] 386138BR1

(Accrued Interest from February 1, 2010 to be added)

(1) CUSIP is a registered trademark of the American Bankers Association. CUSIP data set forth herein is provided by Standard and Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for CUSIP services. Neither the City, the Financial Advisor nor the Underwriter shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.

OPTIONAL REDEMPTION. . . The City reserves the right, at its option, to redeem Certificates having stated maturities on and after February 15, 2020 in whole or in part in principal amounts of $5,000 or any integral multiple thereof, on February 15, 2019, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE OBLIGATIONS - Optional Redemption ").

MANDATORY SINKING FUND REDEMPTION…The Certificates maturing on February 15 in each of the years 2025 and 2030 (the "Term Certificates") are also subject to mandatory sinking fund redemption prior to maturity as described herein under "THE OBLIGATIONS - Mandatory Sinking Fund Redemption".

No dealer, broker, salesman or other person has been authorized by the City to give any information, or to make any representations other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the City. This Official Statement does not constitute an offer to sell Obligations in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction.

Certain information set forth herein has been obtained from the City and other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation by the Financial Advisor. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or other matters described herein since the date hereof.

See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in the Official Statement in accordance with, and as part of, their respective responsibilities to investors under federal securities laws as applied to the facts and circumstance of this transaction but the Underwriters do not guarantee the accuracy or completeness of such information.

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

The prices and other terms respecting the offering and sale of the Obligations may be changed from time to time by the Underwriters after the Obligations are released for sale, and the Obligations may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Obligations into investment accounts.

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

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

THIS OFFICIAL STATEMENT CONTAINS "FORWARD-LOOKING" STATEMENTS WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. SUCH STATEMENTS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE DIFFERENT FROM FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS.

THE COVER PAGES CONTAIN CERTAIN INFORMATION FOR GENERAL REFERENCE ONLY AND ARE NOT INTENDED AS A SUMMARY OF THIS OFFERING. INVESTORS SHOULD READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING ALL APPENDICES ATTACHED HERETO, TO OBTAIN INFORMATION ESSENTIAL TO MAKING AN INFORMED INVESTMENT DECISION.

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APPENDICES

The cover pages hereof, this page, the appendices included herein and any addenda, supplement or amendment hereto, are part of the Official Statement.

OFFICIAL STATEMENT SUMMARY

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

THE CITY .... The City of Grand Prairie, Texas (the "City") is a political subdivision and municipal corporation of the State, located in Dallas, Tarrant and Ellis Counties, Texas. The City covers approximately 80 square miles (see "INTRODUCTION - Description of the City").

THE BONDS .... The Bonds are issued as $5,480,000 General Obligation Bonds, Series 2010. The Bonds are issued as serial bonds maturing on February 15 in each of the years 2011 through 2030, inclusive (see "THE OBLIGATIONS - Description of the Obligations").

THE CERTIFICATES .... The Certificates are issued as $1,945,000 Combination Tax and Revenue Certificates of Obligation, Series 2010. The Certificates are issued as serial certificates maturing on February 15 in each of the years 2011 through 2019, inclusive and as term certificates maturing on February 15 in each of the years 2025 and 2030 (see "THE OBLIGATIONS - Description of the Obligations").

PAYMENT OF INTEREST .... Interest on the Obligations accrues from February 1, 2010, and is payable August 15, 2010, and each February 15 and August 15 thereafter until maturity or prior redemption (see "THE OBLIGATIONS - Description of the Obligations", "THE OBLIGATIONS - Optional Redemption " and “THE OBLIGATIONS – Mandatory Sinking fund Redemption”).

AUTHORITY FOR ISSUANCE OF THE BONDS .... The Bonds are issued pursuant to the consultation and general laws of the State, including particularly V.T.C.A., Government Code, Chapter 1331, as amended, an election held on November 6, 2001, and an ordinance passed by the City Council of the City (the "Bond Ordinance") (see "THE OBLIGATIONS - Authority for Issuance of the Bonds").

AUTHORITY FOR ISSUANCE OF THE CERTIFICATES .... The Certificates are issued pursuant to the consultation and general laws of the State, particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and an ordinance passed by the City Council of the City (the "Certificate Ordinance"). See "THE OBLIGATIONS - Authority for Issuance of the Certificates".

SECURITY FOR THE BONDS .... The Bonds constitute direct and voted obligations of the City, payable from the levy and collection of a direct and continuing annual ad valorem tax, within the limits prescribed by law, on all taxable property located within the City (see "THE OBLIGATIONS - Security and Source of Payment of the Bonds").

SECURITY FOR THE CERTIFICATES .... The Certificates constitute direct obligations of the City, payable from a combination of (i) the levy and collection of a direct and continuing annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and (ii) a limited pledge of $2,500 of the Net Revenues of the City's Water and Wastewater System (see "THE OBLIGATIONS - Security and Source of Payment of the Certificates").

QUALIFIED TAX-EXEMPT OBLIGATIONS .... The City has designated the Obligations as "Qualified Tax-Exempt Obligations" for financial institutions.

REDEMPTION .... The City reserves the right, at its option, to redeem Obligations having stated maturities on and after February 15, 2020, in whole or in part in principal amounts of $5,000 or any integral multiple thereof, on February 15, 2019, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE OBLIGATIONS - Optional Redemption"). The Term Certificates are also subject to mandatory sinking fund redemption prior to maturity as described herein under “THE OBLIGATIONS - Mandatory Sinking Fund Redemption”.

TAX EXEMPTION.......................... In the opinion of Bond Counsel, the interest on the Obligations will be excludable from gross income for federal income tax purposes under existing law, subject to the matters described under the caption "TAX MATTERS".

USE OF PROCEEDS FOR THE BONDS................................. Proceeds from the sale of the Bonds will be used to (i) fund street improvements and (ii) pay the costs associated with the issuance of the Bonds.

USE OF PROCEEDS FOR THE CERTIFICATES .... Proceeds from the sale of the Certificates will be used for the purpose of paying contractual obligations to be incurred for (i) constructing and improving streets, sidewalks, entryways, pedestrian pathways and street noise abatement improvements within the City, including the acquisition of land and rights-of-way therefor, and (ii) professional services rendered in connection therewith.

RATINGS FOR THE OBLIGATIONS .... The Obligations have been rated "AA" by Fitch Ratings ("Fitch") and "AA+"by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc. ("S&P"), without regard to credit enhancement. (see "OTHER INFORMATION - Ratings for the Obligations").

BOOK-ENTRY-ONLY SYSTEM...... The definitive Obligations will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Obligations may be acquired in denominations of $5,000 or integral multiples thereof within a maturity. No physical delivery of the Obligations will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Obligations will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Obligations (see "THE OBLIGATIONS - Book-Entry-Only System") .

PAYMENT RECORD .... The City has not defaulted on its general obligation bonds since 1939 when defaults were corrected without refunding and has never defaulted on its revenue bonds.

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SELECTED FINANCIAL INFORMATION

Fiscal Year Ended 9/30	Estimated City Population[1]	Taxable Assessed Valuation [2]		Per Capita Taxable Assessed Valuation	Net General Obligation (G.O.) Tax Debt [3]	Per Capita Net G. O. Tax Debt	Ratio Net G.O. Tax Debt to Taxable Assessed Valuation	% of Total Tax Collections	
2006	156,050	$ 7,577,359,236	(4)	48,557	$ 124,981,114	$ 801	1.65%	98.10%	
2007	161,550	8,282,647,144	(5)	51,270	133,012,120	823	1.61%	99.10%	
2008	166,650	9,209,069,370	(6)	55,260	146,140,560	877	1.59%	98.29%	
2009	168,500	9,757,579,695	(7)	57,908	161,559,400	959	1.66%	99.45%	
2010	168,500	9,577,719,565	(8)	56,841	155,426,260	922	1.62%	77.53%	(9)

(1) Source: City Staff.
(2) As reported by the Dallas Central Appraisal District, Tarrant Appraisal District, and Ellis Central Appraisal District on the City's Annual State Property Tax Board Reports; subject to change during the ensuring year.
(3) Excludes revenue supported general obligation debt.
(4) Includes taxable incremental value of approximately $294,337,839 that is not available for the City's general use.
(5) Includes taxable incremental value of approximately $472,348,460 that is not available for the City's general use.
(6) Includes taxable incremental value of approximately $671,806,230 that is not available for the City's general use.
(7) Includes taxable incremental value of approximately $855,162,990 that is not available for the City's general use.
(8) Includes taxable incremental value of approximately $875,095,331 that is not available for the City's general use.
(9) Collections through January 31, 2010.

GENERAL FUND CONSOLIDATED STATEMENT SUMMARY

	For Fiscal Year Ended September 30,				
	2009 [1]	2008	2007	2006	2005
Beginning Balance	$ 24,286,735	$ 25,452,473	$ 24,999,898	$ 17,713,040	$ 19,138,274
Total Revenue	96,354,130	92,206,669	88,023,971	86,814,882	75,640,188
Total Expenditures	83,021,078	84,899,333	78,203,980	71,518,447	66,998,232
Net Transfers	(7,198,345)	(8,473,074)	(9,367,416)	(8,009,577)	(8,243,381)
Prior Period Adjustment	-	-	-	-	(1,823,809)
Net Funds Available	6,134,707	(1,165,738)	452,575	7,286,858	398,575
Ending Balance	$ 30,421,442	$ 24,286,735	$ 25,452,473	$ 24,999,898	$ 17,713,040

(1) Unaudited, subject to change.

For additional information regarding the City, please contact:

Diana Ortiz, RTA dortiz@GPTX.org Chief Financial Officer City of Grand Prairie 317 College Street Grand Prairie, Texas 75050 (972) 237-8090	or	James S. Sabonis Jim.Sabonis@firstsw.com Senior Vice President First Southwest Company 325 North St. Paul, Suite 800 Dallas, Texas 75201 (214) 953-4000

CITY OFFICIALS, STAFF AND CONSULTANTS

ELECTED OFFICIALS

	Length of Service	Term Expires	Occupation
Charles England Mayor - At Large	17 Years	May, 2010	Agent, State Farm Insurance
Mark Hepworth Place 1 - District 1	1 Year	May, 2011	Managing Partner, S&P Investors, Inc.
Jim Swafford Place 2 - District 2	11 Years	May, 2010	Retired Bank President
Bill Thorn Place 3 - District 3	4 Years	May, 2011	Real Estate Broker
Richard Fregoe Place 4 - District 4	15 Years	May, 2010	Retired Senior Executive U.S. Army/Air Force Exchange Service
Tony Shotwell Place 5 - District 5	14 Years	May, 2012	Machinery Programmer, Rheaco, Inc
Ron Jensen Place 6 - District 6 Mayor Pro-Tem	7 Years	May, 2012	President - Control Products Corporation
Ruthe Jackson Place 7 - At Large Deputy Mayor Pro-Tem	16 Years	May, 2011	Co-owner, Jackson Vending Supply
Greg Giessner Place 8 - At Large	1 Year	May, 2012	Agent, Farmers Insurance

SELECTED ADMINISTRATIVE STAFF

Name	Position	Length of Service In Grand Prairie	Total Municipal Government Experience
Tom Hart	City Manager	10 Years	34 Years
Anna Doll	Deputy City Manager	26 Years	27 Years
Tom Cox	Deputy City Manager	8 Years	18 Years
Mike Foreman	Assistant to City Manager	16 Years	25 Years
Andrew White	Assistant to City Manager	5 Years	9 Years
Don Postell	City Attorney	11 Years	24 Years
Cathy Dimaggio	City Secretary	9 Years	22 Years
Diana Ortiz, RTA	Chief Financial Officer	3 Years	23 Years
Kathleen Mercer	Budget Director	9 Years	11 Years
Ron McCuller	Public Works Director	12 Years	36 Years
Cathy Patrick, CPA, CIA	Internal Auditor	11 Years	16 Years
Tannie Camarata, CTP	Cash/Debt Manager	18 Years	18 Years
Li Jen Lee, CPA, CIA	Controller	2 Years	21 Years

CONSULTANTS AND ADVISORS

Auditors .... Weaver L.L.P.
Dallas, Texas

Bond Counsel .... Fulbright & Jaworski L.L.P.
Dallas, Texas

Financial Advisor .... First Southwest Company
Dallas, Texas

OFFICIAL STATEMENT

RELATING TO

$5,480,000
CITY OF GRAND PRAIRIE, TEXAS
GENERAL OBLIGATION BONDS, SERIES 2010

$1,945,000
CITY OF GRAND PRAIRIE, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2010

INTRODUCTION

This Official Statement, which includes the Appendices hereto, provides certain information regarding the issuance of the $5,480,000 City of Grand Prairie, Texas General Obligation Bonds, Series 2010 (the "Bonds") and the $1,945,000 City of Grand Prairie, Texas Combination Tax and Revenue Certificates of Obligation, Series 2010 (the "Certificates"). Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the applicable ordinances adopted on the date of sale of the Obligations which authorized the issuance of the respective Obligations (collectively, the "Ordinances"), except as otherwise indicated herein.

There follows in this Official Statement descriptions of the Obligations and certain information regarding the City of Grand Prairie, Texas (the "City") and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the City's Financial Advisor, First Southwest Company, Dallas, Texas.

SEPARATE ISSUES. . . The Bonds and the Certificates are being offered concurrently by the City under a common Official Statement, and such Bonds and Certificates are hereinafter sometimes referred to collectively as the "Obligations." The Bonds and the Certificates are separate and distinct securities offerings being issued and sold independently except for the common Official Statement, and, while the Obligations share certain common attributes, each issue is separate from the other and should be reviewed and analyzed independently, including the type of obligation being offered, its terms for payment, the security for its payment, the rights of holders, and other features.

DESCRIPTION OF THE CITY. . . The City is a political subdivision and home rule municipal corporation of the State of Texas (the "State"), duly organized and existing under the laws of the State, including the City's Home Rule Charter. The City first adopted its Home Rule Charter in 1948. The City operates under a Council/Manager form of government with a City Council comprised of the Mayor and eight Council members who are elected for staggered three-year terms. The City Manager is the chief administrative officer for the City. Some of the services that the City provides are: public safety (police and fire protection), streets, water and sanitary sewer utilities, environmental health services, parks and recreation, public transportation, public facilities, planning and zoning, and general administrative services. The 1970 Census population for the City was 71,462, while the 2000 population was 127,427. The estimated population for 2010 is 168,500, a 1.1 percent increase over the previous year. The City covers approximately 80 square miles.

PLAN OF FINANCING

PURPOSE FOR THE BONDS. . . Proceeds from the sale of the Bonds will be used to (i) fund street improvements and (ii) to pay the costs of issuance of the Bonds.

PURPOSE FOR THE CERTIFICATES. . . Proceeds from the sale of the Certificates will be used for the purpose of paying contractual obligations to be incurred for (i) constructing and improving streets, sidewalks, entryways, pedestrian pathways and street noise abatement improvements within the City, including the acquisition of land and rights-of-way therefor, and (ii) professional services rendered in connection therewith.

Sources and Uses of Bond Proceeds . . . Proceeds from the sale of the Bonds are expected to be expended as follows:

SOURCES OF FUNDS:	
Par Amount of Bonds	$ 5,480,000.00
Reoffering Premium	16,571.10
Accrued Interest	16,108.59
TOTAL SOURCES:	$ 5,512,679.69
USES OF FUNDS:	
Total Underwriter's Discount	39,074.59
Costs of Issuance	65,000.00
Deposit to Debt Service Fund	16,605.10
Deposit to Project Construction Fund	5,392,000.00
TOTAL USES:	$ 5,512,679.69

Sources and Uses of Certificate Proceeds. . . Proceeds from the sale of the Certificates are expected to be expended as follows:

SOURCES OF FUNDS:	
Par Amount of Certificates	$ 1,945,000.00
Reoffering Premium	20,369.10
Accrued Interest	4,965.92
TOTAL SOURCES:	$ 1,970,335.02
USES OF FUNDS:	
Total Underwriter's Discount	17,306.09
Costs of Issuance	40,000.00
Deposit to Debt Service Fund	5,528.93
Deposit to Project Construction Fund	1,907,500.00
TOTAL USES:	$ 1,970,335.02

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THE OBLIGATIONS

DESCRIPTION OF THE OBLIGATIONS . . . The Obligations are dated February 1, 2010 (the "Dated Date"), and mature on February 15 in each of the years and in the amounts shown on page 2 with regard to the Bonds and page 4 with regard to the Certificates. Interest will accrue from the Dated Date, will be computed on the basis of a 360-day year of twelve 30-day months, and will be payable on February 15 and August 15 of each year until maturity or prior redemption, commencing August 15, 2010. The definitive Obligations will be issued only in fully registered form in denominations of $5,000 or integral multiples thereof for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. **No physical delivery of the Obligations will be made to the beneficial owners thereof.** Principal of, premium, if any, and interest on the Obligations will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Obligations (see "THE OBLIGATIONS - Book-Entry-Only System").

AUTHORITY FOR ISSUANCE OF THE BONDS. . . The Bonds are issued pursuant to the Constitution and general laws of the State, including particularly V.T.C.A., Government Code, Chapter 1331, as amended, an election held on November 6, 2001, and the Bond Ordinance.

AUTHORITY FOR ISSUANCE OF THE CERTIFICATES. . . The Certificates are issued pursuant to the Constitution and general laws of the State, particularly Subchapter C of Chapter 271, Texas Local Government Code, as amended, and the Certificate Ordinance.

SECURITY AND SOURCE OF PAYMENT OF THE BONDS. . . All taxable property within the City is subject to a continuing direct annual ad valorem tax levied by the City sufficient to provide for the payment of principal of and interest on the Bonds, which tax must be levied within the limits prescribed by law.

SECURITY AND SOURCE OF PAYMENT OF THE CERTIFICATES. . . All taxable property within the City is subject to a continuing direct annual ad valorem tax levied by the City sufficient to provide for the payment of principal of and interest on the Certificates, which tax must be levied within limits prescribed by law. Additionally, the Certificates are payable from and secured by a limited pledge of $2,500 of the Net Revenues of the City's Water and Wastewater System, as provided in the Certificate Ordinance.

TAX RATE LIMITATION. . . All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, direct annual ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limits prescribed by law. Article XI, Section 5, of the Texas Constitution is applicable to the City, and limits its maximum ad valorem tax rate to $2.50 per $100 Taxable Assessed Valuation for all City purposes. The Home Rule Charter of the City adopts the constitutionally authorized maximum tax rate of $2.50 per $100 Taxable Assessed Valuation. The Attorney General of the State of Texas will permit allocation of $1.50 of the $2.50 maximum tax rate for general obligation debt service, or calculated at the time of issuance based on a 90% collection rate.

OPTIONAL REDEMPTION. . . The City reserves the right, at its option, to redeem Obligations having stated maturities on and after February 15, 2020, in whole or in part in principal amounts of $5,000 or any integral multiple thereof, on February 15, 2019, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption. If less than all of the Obligations are to be redeemed, the City may select the maturities of Obligations to be redeemed. If less than all the Obligations of any maturity are to be redeemed, the Paying Agent/Registrar (or DTC while the Obligations are in Book-Entry-Only form) shall determine by lot the Obligations, or portions thereof, within such maturity to be redeemed. If an Obligation (or any portion of the principal sum thereof) shall have been called for redemption and notice of such redemption shall have been given, such Obligation (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

MANDATORY SINKING FUND REDEMPTION . . . The Certificates maturing on February 15 in each of the years 2025 and 2030 (the “Term Certificates”) are subject to mandatory sinking fund redemption in the amounts and at the price of par plus accrued interest to the redemption date on February 15 in the following years:

Term Certificates Due February 15, 2025		Term Certificates Due February 15, 2023	
Redemption Date	Principal Amount	Redemption Date	Principal Amount
February 15, 2021	$30,000	February 15, 2026	$40,000
February 15, 2022	$30,000	February 15, 2027	$40,000
February 15, 2023	$30,000	February 15, 2028	$40,000
February 15, 2024	$30,000	February 15, 2029	$40,000
February 15, 2025 (maturity)	$35,000	February 15, 2030 (maturity)	$40,000

Approximately forty-five (45) days prior to each mandatory redemption date for the Term Certificates, the Paying Agent/Registrar shall select by lot the numbers of the Term Certificates within the applicable Stated Maturity to be redeemed on the next following February 15 from moneys set aside for that purpose in the Certificate Fund (as defined in the Ordinance). Any Term Certificate not selected for prior redemption shall be paid on the date of their Stated Maturity.

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

NOTICE OF REDEMPTION. . . Not less than 30 days prior to a redemption date for the Obligations, the City shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the registered owners of the Obligations to be redeemed, in whole or in part, at the address of the registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the business day next preceding the date of mailing such notice. ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE OBLIGATIONS CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY OBLIGATION OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH OBLIGATION OR PORTION THEREOF SHALL CEASE TO ACCRUE PROVIDED THAT MONIES FOR THE PAYMENT OF THE REDEMPTION PRICE AND THE INTEREST ACCRUED ON THE PRINCIPAL AMOUNT TO BE REDEEMED TO THE DATE OF REDEMPTION ARE HELD FOR THE PURPOSE OF SUCH PAYMENT BY THE PAYING AGENT/REGISTRAR.

With respect to any optional redemption of the Obligations, unless moneys sufficient to pay the principal of and premium, if any, and interest on the Obligations to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption is conditional upon the receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon the satisfaction of any prerequisites set forth in such notice of redemption and if sufficient moneys are not received, such notice shall be of no force and effect, the City shall not redeem the Obligations, and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Obligations have not been redeemed.

DEFEASANCE . . . The respective Ordinances authorizing the issuance of the Obligations provide for the defeasance of the Obligations when the payment of the principal of and premium, if any, on the Obligations, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, redemption, or otherwise), is provided by irrevocably depositing with a paying agent, or an authorized escrow agent, in trust (1) money sufficient to make such payment or (2) Government Obligations, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times to insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, if any, to make such payment. Such Ordinances provide that "Government Obligations" means (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date of their acquisition or purchase by the City, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

Upon making such deposit in the manner described, any such Obligations shall no longer be deemed outstanding obligations payable from any ad valorem taxes or revenues pledged by the City, but will be payable only from the funds and Government Obligations deposited in escrow and will not be considered debt of the City for purposes of taxation or applying any limitation on the City's ability to issue debt or for any other purpose.

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

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

DTC will act as securities depository for the Obligations. The Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered certificate will be issued for each maturity of the Obligations in the aggregate principal amount of each such maturity and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instrument (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, is the holding company of DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the United States Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

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

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

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

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

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

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

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

So long as Cede & Co. is the registered owner of the Obligations, the City will have no obligation or responsibility to the Direct Participants or Indirect Participants, or the persons for which they act as nominees, with respect to the payment to or providing of notice to such Direct Participants, Indirect Participants or the persons for which they act as nominees.

Use of Certain Terms in Other Sections of this Official Statement. In reading this Official Statement it should be understood that while the Obligations are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Obligations, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the applicable Ordinance will be given only to DTC.

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

PAYING AGENT/REGISTRAR. . . The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas. In the Ordinances, the City retains the right to replace the Paying Agent/Registrar. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Obligations are duly paid and any successor Paying Agent/Registrar shall be a commercial bank, trust company, financial institution or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar for the Obligations, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of such Obligations by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

Principal of the Obligations will be payable to the registered owner at maturity or prior redemption upon presentation at the principal office of the Paying Agent/Registrar. Interest on the Obligations will be payable by check, dated as of the interest payment date, and mailed by the Paying Agent/Registrar to registered owners shown on the records of the Paying Agent/Registrar on the Record Date (see "THE OBLIGATIONS - Record Date for Interest Payment" herein), or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the principal of or interest on the Obligations shall be a Saturday, Sunday, legal holiday or day when banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday or day when banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. So long as Cede & Co. is the registered owner of the Obligations, payments of principal and interest on the Obligations will be made as described in "THE OBLIGATIONS - Book-Entry-Only System" herein.

TRANSFER, EXCHANGE AND REGISTRATION. . . In the event the Book-Entry-Only System should be discontinued, printed Obligation certificates will be delivered to the registered owners of the Obligations and thereafter the Obligations may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender of such printed certificates to the Paying Agent/Registrar and such transfer or exchange shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer. Obligations may be assigned by the execution of an assignment form on the respective Obligations or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. New Obligations will be delivered by the Paying Agent/Registrar, in lieu of the Obligations being transferred or exchanged, at the principal office of the Paying Agent/Registrar, or sent by United States mail, first class, postage prepaid, to the new registered owner or his designee. To the extent possible, new Obligations issued in an exchange or transfer of Obligations will be delivered to the registered owner or assignee of the registered owner in not more than three business days after the receipt of the Obligations to be canceled, and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Obligations registered and delivered in an exchange or transfer shall be in denominations of $5,000 or integral multiples thereof for any one maturity and for a like aggregate principal amount as the Obligations surrendered for exchange or transfer. See "THE OBLIGATIONS - Book-Entry-Only System" for a description of the system to be utilized initially in regard to ownership and transferability of the Obligations. Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Obligation called for redemption, in whole or in part, within 45 days of the date fixed for redemption; provided, however, such limitation on transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of an Obligation.

RECORD DATE FOR INTEREST PAYMENT. . . The record date (the "Record Date") for the interest payable on the Obligations on any interest payment date means the close of business on the last business day of the preceding month.

In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (the "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date", which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner of an Obligation appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

MUTILATED, DESTROYED, LOST AND STOLEN OBLIGATIONS. . . If any obligation is mutilated, destroyed, stolen or lost, a new Obligation in the same principal amount as the Obligation so mutilated, destroyed, stolen or lost will be issued. In the case of a mutilated Obligation, such new Obligation will be delivered only upon surrender and cancellation of such mutilated Obligation. In the case of any Obligation issued in lieu of and substitution for any Obligation which has been destroyed, stolen or lost, such new Obligation will be delivered only (a) upon filing with the City and the Paying Agent/Registrar a certificate to the effect that such Obligation has been destroyed, stolen or lost and proof of ownership thereof, and (b) upon furnishing the Paying Agent/Registrar with indemnity satisfactory to hold the City and the Paying Agent/Registrar harmless. The person requesting the authentication and delivery of a new Obligation must pay such expenses as the Paying Agent/Registrar may incur in connection therewith.

OBLIGATION HOLDERS' REMEDIES. . . If the City defaults in the payment of principal, interest or redemption price on the Obligations when due, or if it fails to make payments into any fund or funds created in the Ordinances, or defaults in the observation or performance of any other covenants, conditions or obligations set forth in the Ordinances, the registered owners may seek a writ of mandamus to compel City officials to carry out their legally imposed duties with respect to the Obligations if there is no other available remedy at law to compel performance of the Obligations or the Ordinances and the City's obligations are not uncertain or disputed. The issuance of a writ of mandamus is controlled by equitable principles and rests with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Obligations in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinances do not provide for the appointment of a trustee to represent the interest of the holders of the Obligations upon any failure of the City to perform in accordance with the terms of the Ordinances, or upon any other condition and, accordingly, all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W. 3d 325 (Tex. 2006) that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the City's sovereign immunity from a suit for money damages, holders of the Obligations may not be able to bring such a suit against the City for breach of the Obligations or the Ordinances covenants. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Obligations. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or holders of the Obligations of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinions of Bond Counsel will note that all opinions relative to the enforceability of the Ordinances and the Obligations are qualified with respect to the customary rights of debtors relative to their creditors.

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TAX INFORMATION

AD VALOREM TAX LAW. . . The appraisal of property within the City is the responsibility of the Dallas Central Appraisal District, the Tarrant Appraisal District and the Ellis Appraisal District (collectively the "Appraisal District"). Excluding agricultural and open-space land, which may be taxed on the basis of productive capacity, the Appraisal District is required under Title I of the Texas Tax Code (the "Property Tax Code") to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from applying any assessment ratios. In determining market value of property, different methods of appraisal may be used including the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and the method considered most appropriate by the chief appraiser is to be used. State law further limits the appraised value of a residence homestead for a tax year to an amount that would not exceed the lesser of (1) the property's market value in the most recent tax year in which the market value was determined by the appraisal district or (2) the sum of (a) 10% of the property's appraised value in the preceding tax year, plus (b) the property's appraised value the preceding tax year, plus (c) the market value of all new improvements to the property. The value placed upon property within each respective Appraisal District is subject to review by each respective Appraisal Review Board, each consisting of members appointed by the Board of Directors of each respective Appraisal District. Each respective Appraisal District is required to review the value of property within each respective Appraisal District at least every three years. The City may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the City by petition filed with the appropriate Appraisal Review Board.

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

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

Under Section 1-b, Article VIII, and State law, the governing body of a political subdivision, at its option, may grant either or both of the following exemption of not less than $3,000 of the market value of the residence homestead of persons 65 years of age or older and the disabled from all ad valorem taxes thereafter levied by the political subdivision. Once authorized, such exemption may be repealed or decreased or increased in amount (i) by the governing body of the political subdivision or (ii) by a favorable vote of a majority of the qualified voters at an election called by the governing body of the political subdivision, which election must be called upon receipt of a petition signed by at least 20% of the number of qualified voters who voted in the preceding election of the political subdivision. In the case of a decrease, the amount of the exemption may not be reduced to less than $3,000 of the market value. The surviving spouse of an individual who qualifies for the foregoing exemption for the residence homestead of a person 65 or older (but not the disabled) is entitled to an exemption for the same property in an amount equal to that of the exemption for which the deceased spouse qualified if (i) the deceased spouse died in a year in which the deceased spouse qualified for the exemption, (ii) the surviving spouse was at least 55 years of age at the time of the death of the individual's spouse and (iii) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse.

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

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

State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse (for so long as the surviving spouse remains unmarried) or children (under the age of 18) of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from $5,000 to a maximum of $12,000; provided, however, that beginning in the 2009 tax year, a disabled veteran who receives from the United States Department of Veterans Affairs or its successor 100 percent disability compensation due to a service-connected disability and a rating of 100 percent disabled or of individual unemployability is entitled to an exemption from taxation of the total appraised value of the veteran's residence homestead.

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

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

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

Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of “goods-in-transit.” Section 11.253 of the Tax Code defines “goods-in-transit” as personal property acquired or imported into Texas and transported to another location in the State or outside of the State within 175 days of the date the property was acquired or imported into Texas. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and out board motor, heavy equipment and manufactured housing inventory. Section 11.253 of the Tax Code permits local governmental entities, on a local option basis, to take official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax goods-in-transit during the following year. A taxpayer may receive only one of the freeport exemptions or one of the goods-in-transit exemptions, but not both, for items of personal property.

A city may utilize tax increment financing (“TIF”), pursuant to the Tax Increment Financing Act, Texas Tax Code, Chapter 311, to encourage development and redevelopment within a designated reinvestment zone. Taxes collected from increases in valuation above the base value (the “captured appraised value”) by each taxing unit that levies ad valorem taxes on real property in the reinvestment zone may be used to pay costs of infrastructure or other public improvements in the reinvestment zone and to supplement or act as a catalyst for private development in the defined area of the reinvestment zone. The tax increment base value for a taxing unit is the total appraised value of all real property taxable by the taxing unit and located in the reinvestment zone as of January 1 of the year in which the city created the reinvestment zone. Each taxing unit can choose to dedicate all, any portion or none of its taxes collected from the captured appraised value to the costs of improvements in the reinvestment zone. The amount of a taxing unit’s tax increment for a year is the amount of property taxes levied by the taxing unit for that year on the captured appraised value of real property taxable by the taxing unit and located in the reinvestment zone, multiplied by the taxing unit’s percentage level of participation. The City also may enter into tax abatement agreements to encourage economic development. Under the agreements, a property owner agrees to construct certain improvements on its property. The City in turn agrees not to levy a tax on all or part of the increased value attributable to the improvements until the expiration of the agreement. The abatement agreement could last for a period of up to 10 years.

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

EFFECTIVE TAX RATE AND ROLLBACK TAX RATE . . . By each September 1 or as soon thereafter as practicable, the City Council adopts a tax rate per $100 taxable value for the current year. The tax rate consists of two components: (1) a rate for funding of maintenance and operation expenditure, and (2) a rate for debt service.

Under the Property Tax Code, the City must annually calculate and publicize its "effective tax rate" and "rollback tax rate". A tax rate cannot be adopted by the City Council that exceeds the lower of the rollback tax rate or the effective tax rate until two public hearings are held on the proposed tax rate following a notice of such public hearings (including the requirement that notice be posted on the City's website if the City owns, operates or controls an internet website and public notice be given by television if the City has free access to a television channel) and the City Council has otherwise complied with the legal requirements for the adoption of such tax rate. If the adopted tax rate exceeds the rollback tax rate the qualified voters of the City by petition may require that an election be held to determine whether or not to reduce the tax rate adopted for the current year to the rollback tax rate.

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

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

The Property Tax Code provides that certain cities and counties in the State may submit a proposition to the voters to authorize an additional one-half cent sales tax on retail sales of taxable items. If the additional tax is levied, the effective tax rate and the rollback tax rate calculations are required to be offset by the revenue that will be generated by the sales tax in the current year. Reference is made to the Property Tax Code for definitive requirements for the levy and collection of ad valorem taxes and the calculation of the various defined tax rates.

PROPERTY ASSESSMENT AND TAX PAYMENT. . . Property within the City is generally assessed as of January 1 of each year. Business inventory may, at the option of the taxpayer, be assessed as of September 1. Oil and gas reserves are assessed on the basis of a valuation process which uses an average of the daily price of oil and gas for the prior year. Taxes become due October 1 of the same year, and become delinquent on February 1 of the following year. Taxpayers 65 years old or older are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and the final installment due on August 1.

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

Month	Cumulative Penalty	Cumulative Interest (1)	Total
February	6%	1%	7%
March	7	2	9
April	8	3	11
May	9	4	13
June	10	5	15
July	32 (2)	6	38

(1) Interest continues to accrue after July 1 at the rate of 1% per month until paid.
(2) Includes an amount of up to 20% which may be assessed after July 1 to defray attorney expenses. Since 1987, the City has employed an outside attorney to collect its delinquent ad valorem taxes.

After July, penalty remains at 12%, and interest accrues at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid. A delinquent tax continues to accrue interest as long as the tax remains unpaid, regardless of whether a judgment for the delinquent tax has been rendered. The purpose of imposing such interest is to compensate the taxing unit for revenue lost because of the delinquency. In addition, if an account is delinquent in July, an attorney's collection fee of up to 20% may be added to the total tax, penalty, and interest charge. Under certain circumstances, taxes which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed. In general, property subject to the City's lien may be sold, in whole or in parcels, pursuant to court order to collect the amounts due. Federal law does not allow for the collection of penalty and interest against an estate in bankruptcy. Federal bankruptcy law provides that an automatic stay of action by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

CITY APPLICATION OF PROPERTY TAX CODE . . . The City grants an exemption to the market value of the residence homestead of persons 65 years of age or older of $45,000; the disabled are also granted an exemption of $30,000.

The City has granted an additional exemption of 1% of the market value of residence homesteads; minimum exemption of $5,000.

See Table 1 for a listing of the amounts of the exemptions described above.

Ad valorem taxes are not levied by the City against the exempt value of residence homesteads for the payment of debt.

The City does not tax nonbusiness personal property; and Dallas County collects taxes for the City by contract.

The City does not permit split payments, and discounts are not allowed.

The City does not tax freeport property.

The City does not collect the additional one-half cent sales tax for reduction of ad valorem taxes.

The City has adopted partial tax abatement guidelines. The City granted partial tax abatements to eleven companies.

The City has adopted the tax freeze for citizens who are disabled or 65 years of age or older, which became a local option and subject to local referendum on January 1, 2004.

TABLE 1 - VALUATION, EXEMPTIONS AND GENERAL OBLIGATION DEBT

2009/2010 Market Valuation Established by the Appraisal District (excluding totally exempt property)		$ 11,431,503,849
Less Exemptions/Reductions at 100% Market Value:		
Homestead	$ 150,554,618	
Over 65 & Disabled	255,709,113	
Disabled Veterans	11,127,788	
Agricultural Use Reductions	81,163,367	
Non-Taxable/Totally Exempt	599,565,933	
Tax Abatement	27,160,150	
Freeport	625,313,388	
Under $500	30,330	
Pollution Control	952,143	
Com HSE DEV	16,058,905	
Capped Value Loss	5,092,360	
Foreign Trade Zone	81,056,189	1,853,784,284
2009/2010 Taxable Assessed Valuation		$ 9,577,719,565
General Obligation Debt Payable from Ad Valorem Taxes as of 9/1/09		
General Obligation Bonds & Certificates of Obligation	$ 269,816,470	
The Bonds	5,480,000	
The Certificates	1,945,000	
		$ 277,241,470
Revenue Supported General Obligation Bonds:		
Airports	2,125,000	
TIFS	43,812,000	
PID	2,520,000	
Crime Prevention Center	59,800,000	
The Certificates (TIF #2)	1,355,000	
Less: Revenue Supported General Obligation Bonds		$ 109,612,000
Net Funded Debt Payabale from Ad valorem Taxes		$ 167,629,470
Projected Interest and Sinking Fund as of 9/1/09 [(1)]		$ 5,525,495
Ratio Net General Obligation Tax Debt to Taxable Assessed Valuation		1.14%

2010 Estimated Population - 168,500

Per Capita Taxable Assessed Valuation - $56,841

Per Capita Net General Obligation Debt Payable from Ad Valorem Taxes - $651

(1) Unaudited.

TABLE 2 - TAXABLE ASSESSED VALUATIONS BY CATEGORY

	Taxable Appraised Value for Fiscal Year Ended September 30,					
	2010		2009		2008	
Category	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real, Residential, Single-Family	$ 4,937,670,046	43.19%	$ 5,028,167,345	44.52%	$ 4,872,327,720	45.76%
Real, Residential, Multi-Family	665,413,011	5.82%	739,830,796	6.55%	596,978,050	5.61%
Real, Vacant Platted Lots/Tracts	187,328,468	1.64%	182,753,787	1.62%	282,277,200	2.65%
Real, Acreage (Land Only)	130,934,415	1.15%	133,474,311	1.18%	108,884,240	1.02%
Real, Farm and Ranch Improvements	-	0.00%	-	0.00%	-	0.00%
Real, Commercial and Industrial	2,112,486,209	18.48%	2,095,036,616	18.55%	2,015,029,900	18.92%
Real and Tangible Personal, Utilities	116,528,337	1.02%	155,285,015	1.37%	153,332,040	1.44%
Tangible Personal, Business	2,163,448,490	18.93%	1,940,808,303	17.18%	1,855,677,560	17.43%
Tangible Personal, Other	70,153,691	0.61%	95,749,519	0.85%	12,611,040	0.12%
Special Inventory	45,730,230	0.40%	34,826,210	0.31%	36,432,670	0.34%
Certified values in dispute	402,245,019	3.52%	327,074,325	2.90%	171,184,841	1.61%
Non-Taxable Property	599,565,933	5.24%	561,625,303	4.97%	543,324,490	5.10%
Total Appraised Value Before Exemptions	$ 11,431,503,849	100.00%	$ 11,294,631,530	100.00%	$10,648,059,751	100.00%
Less Exemptions:						
Homestead	$ 150,554,618		$ 145,575,775		$ 131,296,651	
Over 65 and Disabled	255,709,113		243,982,524		233,512,708	
Disabled Veterans	11,127,788		7,021,629		6,731,482	
Agricultural/Open Space	81,163,367		84,093,269		79,568,022	
Non-Taxable	599,565,933		561,625,303		543,324,490	
Tax Abatement	27,160,150		13,246,625		14,152,870	
Freeport Property	625,313,388		437,013,331		409,300,670	
Pollution Control	952,143		1,155,823		3,144,382	
Under $500	30,330		31,082		47,880	
Com HSE DEV	16,058,905		27,253,914		-	
Foreign Trade Zone	81,056,189		-		-	
Capped Value Loss	5,092,360		16,052,560		17,911,226	
Total Exemptions	1,853,784,284		1,537,051,835		1,438,990,381	
Taxable Assessed Value	$ 9,577,719,565 (1)		$ 9,757,579,695 (2)		$ 9,209,069,370 (3)	

	Taxable Appraised Value for Fiscal Year Ended September 30,			
	2007		2006	
Category	Amount	% of Total	Amount	% of Total
Real, Residential, Single-Family	$ 4,351,022,750	46.50%	$ 3,854,273,700	44.39%
Real, Residential, Multi-Family	555,563,830	5.94%	507,560,390	5.85%
Real, Vacant Platted Lots/Tracts	300,513,930	3.21%	262,814,130	3.03%
Real, Acreage (Land Only)	110,380,630	1.18%	103,397,780	1.19%
Real, Farm and Ranch Improvements	-	0.00%	-	0.00%
Real, Commercial and Industrial	1,779,296,300	19.02%	1,659,646,980	19.12%
Real and Tangible Personal, Utilities	142,907,700	1.53%	132,609,280	1.53%
Tangible Personal, Business	1,389,852,890	14.85%	1,432,593,740	16.50%
Tangible Personal, Other	15,346,380	0.16%	10,825,320	0.12%
Special Inventory	33,577,040	0.36%	23,253,560	0.27%
Certified values in dispute	185,414,802	1.98%	218,325,758	2.51%
Non-Taxable Property	492,421,020	5.26%	477,064,140	5.49%
Total Appraised Value Before Exemptions	$ 9,356,297,272	100.00%	$ 8,682,364,778	100.00%
Less Exemptions:				
Over 65 and Disabled	223,406,679		$ 214,910,122	
Disabled Veterans	6,462,108		6,098,777	
Agricultural/Open Space	88,589,220		73,742,274	
Non-Taxable	492,421,020		477,064,140	
Tax Abatements	18,328,449		43,272,644	
Freeport Property	220,203,764		267,547,422	
Pollution Control	2,682,376		4,053,363	
Under 500	40,870		52,760	
Capped Value Loss	21,515,642		18,264,040	
Total Exemptions	1,073,650,128		1,105,005,542	
Taxable Assessed Value	$ 8,282,647,144 (4)		$ 7,577,359,236 (5)	

(1) Includes taxable incremental value of approximately $875,094,331 that is not available for the City's general use.
(2) Includes taxable incremental value of approximately $855,162,990 that is not available for the City's general use.
(3) Includes taxable incremental value of approximately $671,806,230 that is not available for the City's general use.
(4) Includes taxable incremental value of approximately $472,348,460 that is not available for the City's general use.
(5) Includes taxable incremental value of approximately $294,337,839 that is not available for the City's general use.

TABLE 3 - VALUATION AND GENERAL OBLIGATION DEBT HISTORY

Fiscal Year Ended 9/30	Estimated Population[1]	Taxable Assessed Valuation[2]		Taxable Assessed Valuation Per Capita	Net General Obligation (G.O.) Tax Debt[3]	Net G.O. Tax Debt Per Capita	Ratio of Net G.O. Tax Debt to Taxable Assessed Valuation	% of Total Tax Collections	
2006	156,050	$ 7,577,359,236	(4)	48,557	$ 124,981,114	$ 801	1.65%	98.10%	
2007	161,550	8,282,647,144	(5)	51,270	133,012,120	823	1.61%	99.10%	
2008	166,650	9,209,069,370	(6)	55,260	146,140,560	877	1.59%	98.29%	
2009	168,500	9,757,579,695	(7)	57,908	161,559,400	959	1.66%	99.45%	
2010	168,500	9,577,719,565	(8)	56,841	155,426,260	922	1.62%	77.53%	(9)

(1) Source: City Staff.
(2) As reported by the Dallas Central Appraisal District, Tarrant Appraisal District, and Ellis Central Appraisal District on the City's Annual State Property Tax Board Reports; subject to change during the ensuring year.
(3) Excludes revenue supported general obligation debt.
(4) Includes taxable incremental value of approximately $294,337,839 that is not available for the City's general use.
(5) Includes taxable incremental value of approximately $472,348,460 that is not available for the City's general use.
(6) Includes taxable incremental value of approximately $671,806,230 that is not available for the City's general use.
(7) Includes taxable incremental value of approximately $855,162,990 that is not available for the City's general use.
(8) Includes taxable incremental value of approximately $875,095,331 that is not available for the City's general use.
(9) Collections through January 31, 2010.

TABLE 4 - TAX RATE, LEVY AND COLLECTION HISTORY

Fiscal Year Ended 9/30	Total Tax Rate	General Fund	Interest and Sinking Fund	Tax Levy	% Current Collections		% Total Collections	
2005	0.669998	0.474711	0.195287	47,526,939	96.96%		98.13%	
2006	0.669998	0.474711	0.195287	50,768,155	95.80%		98.10%	
2007	0.669998	0.481500	0.188498	55,193,470	97.35%		99.10%	
2008	0.669998	0.484892	0.185106	61,700,580	97.13%		98.29%	
2009	0.669998	0.484892	0.185106	65,375,589	97.86%	(1)	99.45%	(1)
2010	0.669998	0.484892	0.185106	64,170,530	76.63%	(2)	77.53%	(2)

(1) Unaudited.
(2) Reflects collections through January 31, 2010. Payments are due upon the taxpayer's receipt of a tax statement and are delinquent if not paid prior to February 1, 2010.

TABLE 5 - TEN LARGEST TAXPAYERS

Name of Taxpayer	Nature of Property	2009 Taxable Assessed Valuation	% of Total Taxable Assessed Valuation
Bell Helicopter Inc	Helicopter Transmissions	$ 122,872,675	1.28
Republic Beverage	Beverage Provider	68,000,000	0.71
Richemont North America Inc	Luxury Goods	66,115,580	0.69
Hanson Pipe & Precast Inc	Concrete Pipeline Manufacturing	57,988,370	0.61
Oncor Electric/Texas Utilities	Electric Utility Provider	47,028,560	0.49
Cardinal Health 200 Inc	Medical Products and Services	46,222,047	0.48
AT&T Communications	Communication Services	40,961,361	0.43
Prologis Macqarie TX LP	Provider of Distribution Facilities	42,952,133	0.45
Lockheed Martin	Securities Company	40,192,002	0.42
Catellus Development Corp	Residential Development	40,082,538	0.42
		$ 572,415,266	5.98

GENERAL OBLIGATION DEBT LIMITATION. . . No general obligation debt limitation is imposed on the City under current State law or the City's Home Rule Charter (see "THE OBLIGATIONS - Tax Rate Limitation").

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TABLE 6 - ESTIMATED OVERLAPPING DEBT

Expenditures of the various taxing entities within the territory of the City are paid out of ad valorem taxes levied by such entities on properties within the City. Such entities are independent of the City and may incur borrowings to finance their expenditures. This statement of direct and estimated overlapping ad valorem tax debt ("G.O. Debt") was developed from information contained in the "Texas Municipal Reports" published by the Municipal Advisory Council of Texas. Except for the amounts relating to the City, the City has not independently verified the accuracy or completeness of such information, and no person should rely upon such information as being accurate or complete. Furthermore, certain of the entities listed may have issued additional debt since the date hereof, and such entities may have programs requiring the issuance of substantial amounts of additional debt, the amount of which cannot be determined. The following table reflects the estimated share of overlapping G.O. Debt of the City.

Taxing Body	2009 Taxable Assessed Valuation[(1)]	2009/10 Tax Rate[(1)]	G.O. Debt as of 1/1/2010[(1)]	Estimated % Overlapping[(2)]	Overlapping G.O. Debt
Arlington Independent School District	$ 17,656,775,619	1.2720	$ 405,251,261	22.64%	$ 91,748,885
Cedar Hill Independent School District	2,756,530,693	1.4000	107,271,784	3.13%	3,357,607
Dallas County	166,098,437,573	0.2281	138,531,552	2.87%	3,975,856
Dallas County Community College District	173,374,606,886	0.0949	387,260,000	2.87%	11,114,362
Dallas County Flood Control District #1	206,628,963	2.8355	30,980,100	1.72%	532,858
Ellis County	9,469,181,905	0.3601	65,586,262	0.06%	39,352
Grand Prairie Independent School District	4,894,663,726	1.4650	464,110,913	90.53%	420,159,610
Grand Prairie Metro Utility & Reclamation District	19,098,827	2.1400 [(3)]	7,015,000	100.00%	7,015,000
Irving Independent School District	9,701,074,218	1.4250	509,297,217	0.74%	3,768,799
Mansfield Independent School District	8,946,082,030	1.4500	687,547,835	8.69%	59,747,907
Midlothian Independent School District	3,006,170,070	1.3975	166,902,896	0.28%	467,328
Tarrant County	121,465,013,127	0.2640	322,210,000	3.91%	12,598,411
Tarrant County Community College District	122,129,756,706	0.1377	42,785,000	3.91%	1,672,894
Tarrant County Hospital District	121,565,707,497	0.2279	28,810,000	3.91%	1,126,471
			$ 3,363,559,820		$ 617,325,339
City of Grand Prairie	$ 9,577,719,565	$ 0.6700	$ 277,241,470 [(4)]	100.00%	$ 277,241,470
Total Direct and Overlapping Debt					$ 894,566,809
Total Direct and Overlapping Debt to City's Taxable Assessed Value					9.34%

(1) As reported by the Municipal Advisory Council of Texas.
(2) Estimated; as reported by the Municipal Advisory Council of Texas.
(3) Estimated; as reported by the Dallas County Central Appraisal District.
(4) Includes the Bonds and the Certificates.

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DEBT INFORMATION

TABLE 7 – PRO-FORMA GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

FYE	Outstanding GO Bonds Debt Service			The Bonds[2]			The Certificates[3]			Self-Supporting	Debt Service	% of Principal
30-Sep	Principal	Interest[1]	Total D/S	Principal	Interest	Total D/S	Principal	Interest	Total D/S	Debt Service[4]	Requirements	Retired
2010	$ 14,547,210	$ 19,474,094	$ 34,021,304	$ -	100,809	$ 100,809	$ -	31,077	$ 31,077	$ 17,932,574	$ 16,220,615	
2011	16,889,260	18,796,055	35,685,315	205,000	185,018	390,018	140,000	56,269	196,269	20,085,171	16,186,430	
2012	14,880,000	17,863,666	32,743,666	210,000	180,868	390,868	145,000	53,419	198,419	17,498,510	15,834,443	
2013	15,405,000	16,869,209	32,274,209	215,000	176,618	391,618	145,000	50,519	195,519	17,310,561	15,550,785	
2014	15,865,000	15,838,807	31,703,807	215,000	172,318	387,318	155,000	47,519	202,519	17,135,134	15,158,510	28.50%
2015	16,465,000	14,748,050	31,213,050	220,000	167,693	387,693	155,000	44,225	199,225	16,932,171	14,867,797	
2016	17,190,000	13,603,795	30,793,795	230,000	162,113	392,113	160,000	40,381	200,381	16,724,317	14,661,971	
2017	18,020,000	12,331,750	30,351,750	235,000	155,483	390,483	165,000	35,806	200,806	16,422,747	14,520,292	
2018	18,440,000	10,998,675	29,438,675	240,000	148,058	388,058	170,000	30,569	200,569	15,942,202	14,085,099	
2019	19,225,000	9,581,031	28,806,031	250,000	139,939	389,939	175,000	24,853	199,853	15,598,888	13,796,935	61.45%
2020	18,865,000	8,104,725	26,969,725	260,000	131,170	391,170	180,000	18,300	198,300	15,051,051	12,508,143	
2021	18,040,000	6,566,258	24,606,258	270,000	121,895	391,895	30,000	14,100	44,100	13,053,400	11,988,853	
2022	17,070,000	5,019,224	22,089,224	275,000	112,220	387,220	30,000	12,900	42,900	11,273,008	11,246,336	
2023	14,710,000	3,573,030	18,283,030	290,000	101,905	391,905	30,000	11,700	41,700	9,111,156	9,605,479	
2024	15,035,000	2,205,578	17,240,578	300,000	90,840	390,840	30,000	10,500	40,500	8,685,825	8,986,093	92.26%
2025	5,595,000	802,316	6,397,316	310,000	78,940	388,940	35,000	9,200	44,200	267,625	6,562,831	
2026	5,270,000	545,739	5,815,739	325,000	66,240	391,240	40,000	7,650	47,650	266,125	5,988,504	
2027	4,645,000	309,561	4,954,561	335,000	52,873	387,873	40,000	5,950	45,950	264,125	5,124,258	
2028	1,915,000	147,160	2,062,160	350,000	38,743	388,743	40,000	4,250	44,250	266,500	2,228,653	
2029	1,745,000	47,988	1,792,988	365,000	23,815	388,815	40,000	2,550	42,550	-	2,224,353	99.85%
2030	-	-	-	380,000	8,075	388,075	40,000	850	40,850	-	428,925	100.00%
	$ 269,816,470	**$ 177,426,708**	**$ 447,243,178**	**$ 5,480,000**	**$ 2,415,627**	**$ 7,895,627**	**$ 1,945,000**	**$ 512,587**	**$ 2,457,587**	**$ 229,821,090**	**$ 227,775,303**	

(1) Assumes the Combination Tax & Tax Increment Revenue Certificates of Obligation, Series 2001; the Combination Tax & Revenue Certificates of Obligation, Series 2007A; and the Combination Tax & Revenue Certificates of Obligation Series 2008 bear interest at the maximum rate of 15%.

(2) True interest cost calculated at 3.79%. Weighted Average Maturity of issue 11.508 years.

(3) True interest cost calculated at 3.39%. Weighted Average Maturity of issue 7.485 years.

(4) Includes self-supporting portion of the Certificates.

TABLE 8 - INTEREST AND SINKING FUND BUDGET PROJECTION

Tax Supported Debt Service Requirements, Fiscal Year Ending 9/30/2010		$ 16,305,863
Interest and Sinking Fund 9/30/2009(1)	$ 5,525,495	
Budgeted 2010 Interest and Sinking Fund Tax Levy @ 97% Collection	15,927,262	
Transfer from Section 8/IT Fund	305,081	
Interest Earnings	50,000	
Total Available		21,807,838
Estimated Balance, Fiscal Year Ending 9/30/2010		$ 5,501,975

(1) Unaudited.

TABLE 9 - COMPUTATION OF SELF-SUPPORTING DEBT(1)

	Airport Fund	TIF #1	TIF #2	TIF #3	Crime District Fund	PID
Net Revenues Available for Debt Service from Systems Operations, Fiscal Year Ended 9/30/08	$ 712,696	$ 1,185,496	$ 4,291,018	$ 4,878,848	$ 5,059,621	$ 185,717
Less: Revenue Bond Requirements, Fiscal Year Ended 9/30/08	-	-	-	-	-	-
Balance Available for Other Purposes	$ 712,696	$ 1,185,496	$ 4,291,018	$ 4,878,848	$ 5,059,621	$ 185,717
General Obligation Bonds, Certificates of Obligation and Water Contract Bond Requirements, Fiscal Year Ended 9/30/08	201,428	358,406	936,076	1,753,559	163,627.00	144,033.00
Balance	$ 511,268	$ 827,090	$ 3,354,942	$ 3,125,289	$ 4,895,994	$ 41,684
Percentage of System General Obligation Bonds, Certificates of Obligation and Water Contract Bonds Self-Supporting	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

(1) Information for fiscal year 2009 will be available on or prior to March 31, 2010 on the Electronic Municipal Market Access System, the national repository hosted by the Municipal Securities Rulemaking Board, at www.emma.msrb.org.

TABLE 10 - AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS

Purpose	Date Authorized	Amount Authorized	Amount Previously Issued	Amount Being Issued	Unissued Balance
Solid Waste	12/8/1990	$ 180,000	$ 75,000	$ -	$ 105,000
Streets/Signal	11/6/2001	56,000,000	43,912,765	5,480,000	6,607,235
Storm Drainage	11/6/2001	8,200,000	6,576,573	-	1,623,427
Public Safety	11/6/2001	11,800,000	11,222,662	-	577,338
		$ 76,180,000	$ 61,787,000	$ 5,480,000	$ 8,913,000

ANTICIPATED ISSUANCE OF ADDITIONAL GENERAL OBLIGATION DEBT. . . The City does not anticipate the issuance of general obligation debt in the next twelve months.

OTHER OBLIGATIONS . . . The City has no other tax supported debt outstanding as of the date of this Official Statement except as described herein.

RETIREMENT PLAN . . . All eligible employees of the City are members of the Texas Municipal Retirement System ("TMRS"). Members can retire at ages 60 and above with 5 or more years of service or with 25 years of service regardless of age. The Plan also provides death and disability benefits. A member is vested after 5 years, but he must leave his accumulated contributions in the Plan. If a member withdraws his own money, he is not entitled to the employer-financed monetary credits, even if he was vested. The Plan provisions are adopted by the governing body of the City, within the options available in the State statutes governing TMRS and within the actual constraints also in the statutes.

The contribution rate for the employees is 7%, and the City matching percent is currently 200% of employee contributions, or 14%, both as adopted by the governing body of the City. Under the State law governing TMRS, the City contribution rate is annually determined by the actuary. Part of the City contribution rate (the normal cost) is to fund the currently accruing monetary credits, with the other part (the prior service contribution rate) calculated as the level percent of payroll needed to amortize the unfunded actuarial liability over the remainder of the Plan's 25-year amortization period. When the City periodically adopts updated service credits and increases in annuities in effect, the increased unfunded actuarial liability is to be amortized over a new 25-year period. Currently, the unfunded actuarial liability is being amortized over the 25-year period which began January 2008. The unit credit actuarial cost method is used for determining the City contribution rate. Contributions are made monthly by both the employees and the City. Since the City needs to know its contribution rate in advance to budget for it, there is a one-year lag between the actuarial valuation that is the basis for the rate and the calendar year when the rate goes into effect.

The book value of assets is amortized cost for bonds and original cost for short-term securities and stocks. The actuarial assumptions used to compute the actuarially determined City contribution rate are the same as those used to compute the pension benefit obligation. The numbers below reflect the adoption of changes in the Plan since the previous actuarial valuation.

Fiscal Year	Net Assets Available for Benefits	Pension Benefit Obligation	Percentage Funded	Unfunded Pension Benefit Obligation	Annual Covered Payroll	Unfunded Pension Benefit Obligation as a Percentage of Covered Payroll
2004	$ 142,198,405	$ 177,576,317	80.08%	$ 35,377,912	$ 49,764,580	71.09%
2005	152,470,087	187,718,712	81.20%	35,248,625	52,997,624	66.50%
2006	157,030,678	194,053,949	80.92%	37,023,271	53,849,572	68.75%
2007	167,101,197	208,328,802	80.20%	41,227,605	56,817,617	72.60%
2008	174,692,032	221,792,477	78.80%	47,100,445	61,880,950	76.10%

OTHER POST-EMPLOYMENT BENEFITS

In addition to providing pension benefits through the Texas Municipal Retirement System, the City has opted to provide eligible retired employees with the following post-employment benefits:

Eligible retirees may purchase health insurance from the City’s healthcare provider. The cost of insurance varies based on date retired, plan selected, and years of Grand Prairie service. The cost of coverage is shared between the City and the retiree in varying increments based on the above factors.

Eligible retirees may purchase health insurance from the City’s healthcare provider at the City’s cost to cover current employees for dependents if the dependents were covered consecutively during the past two years prior to the retirement date. The cost of insurance varies based on date retired, plan selected, and years of Grand Prairie service. The cost of coverage is shared between the City and the retiree in varying increments based on the above factors.

The City recognizes its share of the costs of providing these benefits when paid, on a “pay-as-you-go” basis. These payments are budgeted annually**.** The appropriation for the fiscal year ending September 30, 2008 was $990,121.

In fiscal 2007, the City implemented GASB Statement No. 45 *“Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions.”* The City has performed an actuarial valuation of its post-retirement benefit liability. It has engaged an independent actuarial firm to prepare a valuation. The City reviewed the study and plans to comply with legal requirements to perform additional studies in the future at the required intervals. The actuarial liability is estimated at $15,782,172 at September 30, 2007.

For more information concerning the City’s post-employment benefits, see the financial statements of the City, and the notes thereto.

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FINANCIAL INFORMATION

TABLE 11 – CHANGE IN NET ASSETS*

	Fiscal Year Ending, September 30,				
	2008	2007	2006	2005	2004
Revenues					
Program Revenues:					
Charges for Services	$ 28,036,193	$ 25,399,502	$ 28,449,951	$ 21,803,849	$ 20,003,601
Operating Grants and Contributions	37,482,689	48,052,791	33,141,279	28,456,869	27,628,031
Capital Grants and Contributions	10,007,768	14,027,960	8,409,834	25,867,397	26,900,978
General Revenues:					
Property Taxes	$ 69,813,294	$ 61,443,459	$ 54,462,317	$ 50,217,892	$ 46,952,102
Sales Taxes	39,665,104	31,919,487	29,289,416	24,833,472	23,970,012
Other Taxes and Assessments	1,414,822	1,344,762	1,299,365	1,803,169	1,054,409
Franchise Fees	11,847,401	11,375,535	15,658,628	9,870,488	6,294,469
Investment Income	8,869,199	7,573,850	4,735,009	2,820,035	1,804,705
Other	(375,147)	-	71,784	3,014,011	2,811,908
Total Revenues	$ 206,761,323	$201,139,353	$201,137,346	$168,687,182	$ 157,420,215
Expenses					
Support Services	$ 19,829,891	$ 22,481,067	$ 16,056,516	$ 13,933,988	$ 13,014,368
Public Safety	76,192,160	70,124,744	57,826,788	53,811,047	49,831,335
Recreation and Leisure	20,548,092	19,168,072	15,606,279	14,491,018	13,276,399
Development and Other Services	50,685,940	38,630,596	50,642,965	40,009,351	39,071,130
Interest on Long-Term Debt	10,329,775	8,421,424	7,679,557	7,482,003	6,305,446
	$ 177,585,858	$158,825,903	$147,812,105	$129,727,407	$ 121,498,678
Increase in Net Assets Before Transfers	$ 29,175,465	$ 42,313,450	$ 53,325,241	$ 38,959,775	$ 35,921,537
Transfers, Net	2,553,428	2,426,279	2,128,239	350,310	1,724,268
Increase (Decrease) in Net Assets	$ 31,728,893	$ 44,739,729	$ 55,453,480	$ 39,310,085	$ 37,645,805
Prior Period Adjustments	(766,786)	-	-	(1,823,809)	-
Net Assets - Beginning	380,668,807	335,929,078	280,475,598	242,989,322	205,343,517
Net Assets - Ending	$ 411,630,914	$380,668,807	$335,929,078	$280,475,598	$ 242,989,322

* Information for fiscal year 2009 will be available on or prior to March 31, 2010 on the Electronic Municipal Market Access System, the national repository hosted by the Municipal Securities Rulemaking Board, at www.emma.msrb.org.

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TABLE 11A - GENERAL FUND REVENUES AND EXPENDITURE HISTORY

	Fiscal Year Ending September 30,				
	2009 (1)	2008	2007	2006	2005
Revenues:					
Property Taxes	$ 43,405,840	$ 41,235,958	$ 37,907,961	$ 34,490,075	$ 33,166,388
Sales Taxes	20,251,492	21,100,484	20,965,517	19,476,832	16,531,323
Franchise Fees	12,784,260	11,847,401	11,375,535	15,658,628	9,870,488
Charges for Services	4,108,346	4,981,472	4,520,543	4,167,179	4,412,459
Fines and Forfeitures	5,555,162	5,116,428	5,232,676	5,304,252	5,219,937
Licenses and Permits	1,879,206	2,264,955	2,678,297	3,149,688	2,631,458
Interest	1,384,358	1,238,374	1,268,309	827,600	147,586
Other	9,884,430	4,421,597	4,075,133	3,740,628	3,660,549
Total Revenues	$ 99,253,094	$ 92,206,669	$ 88,023,971	$ 86,814,882	$ 75,640,188
Expenditures:					
Administrative Services	$ -	$ 11,176,252	$ 10,058,549	$ 9,180,480	$ 8,304,627
Personal Services	68,840,280	-	-	-	-
Supplies and Materials	2,102,031	-	-	-	-
Other Services & Charges	12,382,844	-	-	-	-
Public Safety Services	-	57,495,086	52,462,808	47,593,852	44,679,188
Development Service and Other	-	13,148,455	13,018,662	12,258,488	11,594,375
Recreation and Leisure Services	-	2,063,500	1,899,944	1,815,697	1,752,679
Capital Outlays	795,740	1,016,040	764,017	669,930	667,363
Total Expenditures	$ 84,120,895	$ 84,899,333	$ 78,203,980	$ 71,518,447	$ 66,998,232
Excess (Deficiency) of Revenues Over Expenditures	$ 15,132,199	$ 7,307,336	$ 9,819,991	$ 15,296,435	$ 8,641,956
Transfer in (Out) Net	(8,849,883)	(8,473,074)	(9,367,416)	(8,009,577)	(8,243,381)
Prior Period Adjustment	-	-	-	-	(1,823,809)
Sale of Capital Assets	-	-	-	-	-
Beginning Fund Balance	24,286,735	25,452,473	24,999,898	17,713,040	19,138,274
Ending Fund Balance	$ 30,569,050	$ 24,286,735	$ 25,452,473	$ 24,999,898	$ 17,713,040

(1) Unaudited.

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TABLE 12 - MUNICIPAL SALES TAX HISTORY

The City has adopted the Municipal Sales and Use Tax Act, V.T.C.A., Tax Code, Chapter 321, which grants the City the power to impose and levy a 1% Local Sales and Use Tax within the City; the proceeds are credited to the General Fund and are not pledged to the payment of the Obligations. Collections and enforcements are effected through the offices of the Comptroller of Public Accounts, State of Texas, who remits the proceeds of the tax, after deduction of a 2% service fee, to the City monthly.

Fiscal Year Ended 9/30	City Financial Statements ($)								City Equivalent of Total Ad Valorem Tax Rate
	City	Sports Corp.(2)	Parks and Recreation	Streets	Baseball Stadium(3)	Senior Facility(3)	Crime Control District(3)	Total	
2005	$ 16,531,323	$ 8,302,149	$ 4,151,075	$ 4,151,075	$ -	$ -	$ -	$ 33,135,622	$ 0.2328
2006	19,476,832	9,812,584	4,906,292	4,906,292	-	-	-	39,102,000	0.2570
2007	20,965,517	10,953,969	5,476,985	5,476,985	-	-	-	42,873,456	0.2531
2008	21,100,484	-	5,488,686	5,488,686	2,744,343	2,744,343	4,842,905	42,409,447	0.2291
2009(1)	20,251,492	-	5,159,107	5,159,107	2,579,553	2,579,553	4,784,879	40,513,691	0.2114

(1) Unaudited.
(2) Sports Corp. Debt paid off in September 2007.
(3) The sales tax for these purposes was approved in May 2007 by voters. The tax went into effect on October 1, 2007 when the Sports Corporation sales tax stopped.

SALES TAX ELECTION

The voters approved a one-half cent (½¢) local sales and use tax at an election held on January 18, 1992 under Section 4B of the Development Corporation Act of 1979. The additional sales tax receipts were used exclusively for costs associated with a horse racetrack. The City began collecting the tax in April 1993. The sales tax authorized by the January 18, 1992 election is not pledged to or available for payment on the Obligations. These Bonds were paid off September 15, 2007 and the sales tax was stopped on September 30, 2007.

The voters approved a one-fourth cent (¼¢) local sales and use tax rate at an election held on November 2, 1999 under Section 334.021 of Chapter 334, Local Government Code. The additional sales tax receipts will be used exclusively for costs associated with the municipal parks and recreation system as defined in Section 334.001(4)(D). The City began collecting the tax in April 2000. The sales tax authorized by the November 2, 1999 election is not pledged to or available for payment on the Obligations.

The voters approved a one-fourth cent (¼¢) local sales and use tax rate at an election held on November 6, 2001 under Chapter 327 Subtitle C, Title 3, Tax Code. The additional sales tax receipts will be used exclusively for street repair maintenance. The ¼ cent sales tax has a life of 4 years unless re-approved by the voters. The sales tax authorized by the November 6, 2001 election is not pledged to or available for payment of the Obligations.

On May 12, 2007 voters approved three new uses for the half cent sales tax previously used by the Grand Prairie Sports Facilities Development Corporation. The new projects and tax information are as follows:

- A one-fourth cent (1/4 cent) local sales and use tax under Section 363.054 of Chapter 363, Local Government Code for Crime Control and Prevention District to fund a new Police Center.
- A one-eighth cent (1/8 cent) local sales and use tax under Section 334.021 of Chapter 334, Local Government Code for a new Senior Center.
- A one eighth cent (1/8 cent) local sales and use tax under Section 334.021 of Chapter 334, Local Government Code for a minor league baseball stadium.

The additional sales tax receipts will be exclusively for costs associated with each of the projects. The City began collecting the tax on November 1, 2007.

DEVELOPMENT FEES

The new impact fees will be used for water improvements and wastewater improvements and are not pledged to the payment of the debt service requirements of the Obligations. Impact fees for roadway improvements were eliminated in 2001. Each of the two types of fees are developed separately based upon excess capacity of existing infrastructure and projected construction of capital improvements over the next 10 years. Revenues generated by impact fees can only be used to finance the improvements identified in an adopted Capital Improvements Plan. The City must update land use assumptions and capital improvements plans every three years.

	Impact Fee	
FYE	Water	Wastewater
2004	$ 984,688	$ 500,004
2005	1,298,146	635,212
2006	1,400,640	644,616
2007	2,982,804	842,806
2008	1,799,483	492,364
2009*	838,401	235,288

* Unaudited, as of 9/30/09.

The City created a storm water utility under the Texas Municipal Drainage Utility Systems Act. Such Act provides for the creation of a storm water utility to provide storm water services including planning, operations, maintenance, and capital improvements for storm water runoff. Such Act also provides for collection of user fees based on storm water runoff volumes.

COMPENSATED ABSENCES

The City's accrued unfunded compensated absences liability is approximately $12.6 million as of September 30, 2008.

RISK MANAGEMENT

Property, liability, safety, workers' compensation and health and wellness insurance are accounted for in the Risk Management Fund, an internal service fund. Expenses of these programs in 2007/08 were $2,259,748 for property, liability and workers' compensation and $10,051,131 for employee health and wellness insurance.

Beginning October 1, 1991, the City placed all of its property, liability and workers' compensation coverage with Texas Municipal League Intergovernmental Risk Pool. The limits of liability and retention vary according to type of coverage provided.

The operating funds are charged premiums for property, liability, workers' compensation and employee health coverage by the Risk Management Fund. Employees pay for dependent health coverage independently. The incurred but unreported claims for these programs as of September 30, 2008 were $3,579,302.

The City allows retired employees to continue participating in its group health insurance program after retirement with all premiums paid by the retirees.

FINANCIAL MANAGEMENT POLICIES

The City Council and staff make financial decisions throughout the year based upon financial guidelines. The Financial Management Policies (FMP) provides a framework, or master plan, within which to make operating and capital budget decisions, as well as other financial decisions. The primary objective of the FMP is to enable the City to achieve a long-term stable and positive financial condition.

The policies which were originally approved by City Council resolution on February 9, 1988 and are updated annually address the following subjects: accounting, auditing and financial reporting, internal controls, operating budget, capital budget and program, revenue management, expenditure control, asset management, financial condition and reserves, debt management, and staffing and training. Significant issues addressed by the policies include the following:

BASIS OF ACCOUNTING . . . The City policy is to adhere to the accounting principles established by the Governmental Accounting Standards Board, as amended.

GENERAL FUND BALANCE . . . The City's goal is to maintain between 50 and 60 days of expenditures of the General Fund expenditures budget in the General Fund resources balance.

DEBT SERVICE FUND BALANCE . . . The City policy is to maintain balances of no greater than one month of principal and interest requirements except that the City's revenue bond policy and bond ordinance requirement are to maintain revenue supported debt service reserves at the level of the average annual debt service plus an amount accrued for the debt service payment.

USE OF BOND PROCEEDS, GRANTS, ETC . . . The City policy is to use bond proceeds only for major assets with expected lives which equal or exceed the average life of the debt issue.

BUDGETARY PROCEDURES . . . The City policy is to pay for current expenditures with certain revenues and to utilize reserves only for emergencies. The annual operating budget shall provide for operation and maintenance of capital plant.

FUND INVESTMENTS . . . The City policy is to invest its cash with three objectives in mind listed in order of priority: safety, liquidity and yield. Unrestricted idle cash is pooled for short-term investment in government securities, money market mutual funds and local government investment pools. The mix and term of investments is determined based on the City's liquidity needs and the yield curve.

TAX ABATEMENT . . . The City policy is to grant tax abatement for the development of new facilities or the expansion of existing facilities for which the life of the facility exceeds the life of the abatement. For properties not in an enterprise zone, total investment must exceed $5,000,000, total job creation must exceed 25 permanent positions, the abatement period may not exceed 10 years and the abatement percentage may not exceed 75%.

INVESTMENTS

The City invests its investable funds in investments authorized by State law in accordance with investment policies approved by the City Council of the City. Both State law and the City's investment policies are subject to change.

LEGAL INVESTMENTS . . . Under State law, the City is authorized to invest in (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, (2) direct obligations of the State or its agencies and instrumentalities, (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States, (4) other obligations, the principal of and interest on which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State or the United States or their respective agencies and instrumentalities, (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) certificates of deposit and share certificates meeting the requirements of the Public Funds Investment Act, Chapter 2256, Texas Government Code, as amended, (i) that are issued by an institution that has its main office or a branch office in the State of Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for City deposits or (ii) where (a) the funds are invested by the City through a depository institution that has a main office or branch office in the State and that is selected by the City; (b) the depository institution selected by the City arranges for the deposit of funds in one or more federally insured depository institutions, wherever located, for the account of the City; (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; (d) the depository institution acts as a custodian for the City with respect to the certificates of deposit; and (e) at the same time that the certificates of deposit are issued, the depository institution selected by the City receives deposits from customers of other federally insured depository institutions, wherever located, that is equal to or greater than the funds invested by the City through the depository institution selected under clause (ii)(a) above; (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State, (9) bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or an equivalent by at least one nationally recognized credit rating agency, (10) commercial paper that is rated at least A-1 or P-1 or an equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state, (11) no-load money market mutual funds regulated by the Securities and Exchange Commission that have a dollar weighted average portfolio maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of $1 for each share, (12) no-load mutual funds registered with the Securities and Exchange Commission that: have an average weighted maturity of less than two years; invests exclusively in obligations described in the preceding clauses; and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or its equivalent and (13) guaranteed investment contracts secured by obligations of the United States of America or its agencies and instrumentalities, other than the prohibited obligations described below.

The City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAAm or an equivalent by at least one nationally recognized rating service. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Governmental bodies in the State are authorized to implement securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) of the first paragraph under this subcaption, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm not less than "A" or its equivalent or (c) cash invested in obligations that are described in clauses (1) through (6) and (10) through (12) of the first paragraph under this subcaption, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the governmental body, held in the name of the governmental body and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State; and (iv) the agreement to lend securities has a term of one year or less.

INVESTMENT POLICIES . . . Under State law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that includes a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund’s investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio and (6) yield.

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

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

The City Manager designates the finance director as the City's investment officer. The finance director is responsible for the City's comprehensive cash management program, including the administration of the City's investment policies. The finance director is responsible for considering the quality and capability of staff involved in investment management and procedures. The finance director shall be responsible for authorizing investments and the cash and debt manager shall account for investments and pledged collateral in order to maintain appropriate internal controls. The accounting manager shall be responsible for recording investments on the accounting records. The internal audit staff shall review and audit the accounting records for compliance with these policies.

INVESTMENT COMMITTEE

An Investment Committee consisting of the cash and debt analyst, cash and debt manager, Controller, Chief Financial Officer, and Deputy City Manager shall meet as frequently as necessary to review the City's investment portfolio. The Committee shall also meet as necessary to add or delete a financial institution or broker/dealer from the list of institutions with which the City may do business or to conduct other business. The committee shall also meet to review prospectuses, financial statements and other performance data on money market mutual funds and shall formulate recommendations on the advisability of investing in specific funds for the consideration of the City Council.

Any three of the five Investment Committee members constitute a quorum. The cash and debt manager shall serve as chairman of the committee, and written record of Investment Committee meetings shall be maintained.

A. Authorized Investments

The City may invest in:

1. Obligations of the United States or its agencies and instrumentalities (except for mortgage pass-through securities).

2. Repurchase agreements whose underlying collateral consists of U.S. Treasury Bills or Notes with a remaining maturity of three years or less.

3. Municipal Securities (State, city, county, school and road district general obligation or revenue bonds) (out-of-state bonds shall only be general obligation bonds) with a remaining maturity of three years or less which have received a rating from Fitch or Standard & Poor's Ratings Services, a division of The McGraw – Hill Companies, Inc. ("S&P") of at least A or its equivalent.

4. Public Funds Investment Pool consisting of the above securities plus the following securities created under the Interlocal Cooperation Act which has entered into a contract approved (by resolution) by the City Council to provide investment services to the City.

   a. Commercial paper with a stated maturity of 90 days or less from the date of its issuance that either:

      is rated not less than A-1, P-1, or the equivalent by at least two nationally recognized credit rating agencies, or

      is rated at least A-1, P-1, or the equivalent by at least one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state thereof.

   b. Prime domestic bankers' acceptances meaning a bankers' acceptance with a stated maturity of 270 days or less from the date of its issuance that will be, in accordance with its terms, liquidated in full at maturity, that is eligible for collateral for borrowing from a Federal Reserve Bank, and that is accepted by a bank organized and existing under the laws of the United States or any state the short-term obligation of which (or of a bank holding company of which the bank is the largest subsidiary) is rated at least A-1, P-1, or the equivalent by at least one nationally recognized credit rating agency.

5. An SEC-registered, no-load money market mutual fund approved (by resolution) by the City Council with a dollar-weighted average portfolio maturity of 90 days or less whose assets consist exclusively of the obligations that are described in section 1-3 plus 4a and 4b and whose investment objectives include seeking to maintain a stable net asset value of $1 per share. By State law, the City is not authorized to invest in the aggregate more than 80% of its monthly average fund balance, excluding bond proceeds, in money market mutual funds described in this subsection or to invest its funds or funds under its control, excluding bond proceeds, in any one money market mutual fund in an amount that exceeds 20% of the total assets of the money market mutual funds.

6. Collateralized or insured certificates of deposit and other evidences of deposit at federally insured banks in the State.

The investment maturity schedule shall correspond with the City's projected cash flow needs. Remaining maturities on investments purchased shall be no longer than three years, except in the case of revenue bond reserve accounts which may be invested for longer terms with specific City Council approval by resolution. An average remaining maturity of 365 days or less shall be maintained on bond proceeds subject to arbitrage rebate restriction, and the total portfolio average remaining maturity shall not exceed one year.

B. Diversification

Investments shall be diversified to reduce the risk of loss resulting from over-concentration of investments in a specific maturity, a specific issue, or a specific class of securities.

The asset mix of the City's portfolio is expressed in terms of maximum commitment so as to allow flexibility to take advantage of market conditions.

The asset mix requirements are as follows:

	% Maximum
1. U.S. Treasury Bills and Notes	100
2. U.S. Agency or Instrumentality Obligations (each type)	25 *
3. Repurchase Agreements	20
4. Municipal Securities (total)	40
5. Municipal Securities (out-of-state)	20
6. Certificates of Deposit (per institution)	20
7. Money Market Mutual Fund	50 **
8. Public Funds Investment Pool	50

* Total Agency investments limited to no more than 100% of the total portfolio.
** Limited by State law to 80% of monthly average fund balance, excluding bond proceeds.

C. Qualifying Institutions

Financial institutions (Federally insured banks) with and through which the City invests in certificates of deposit shall be located in the State of Texas. Broker/dealers through whom the City purchases U.S. Government securities may include only those dealers reporting to the Market Reports Division of the Federal Reserve Bank of New York, also known as the "primary government securities dealers" and First Southwest Company except that repurchase agreements shall not be executed through First Southwest Company. In addition, other regional brokers/dealers may be considered by the Investment Committee.

D. Collateral Securities for Certificates of Deposit and Demand Accounts

The City will accept as collateral for its certificates of deposit and demand accounts and other evidences of deposit the following securities:

- FDIC Coverage
- U.S. Treasury Bills
- U.S. Treasury Notes and Bonds
- State, city, county, school, or road district general obligation or revenue bonds*, except that out-of-state bonds shall be limited to general obligation bonds
- City of Grand Prairie revenue bonds or general obligation bonds, time warrants, and certificates of obligation
- U.S. Government Agency and Instrumentality obligations (except for mortgage pass-through securities).

*The securities must be rated at least "A" by Fitch or S&P. Collateral consisting of out-of-state bonds shall be limited to 10% of the total collateral pledged by a financial institution.

Collateral securities shall have a remaining life of no more than five years. The securities shall be marked-to-market no less frequently than monthly, and the ratio of collateral market value to amount invested plus accrued interest shall be no less than 105%.

CURRENT INVESTMENTS . . . As of September 30, 2009 the following percentages of the City's investible funds were invested in the following categories of investments:

Type of Investment	Percentage	Total Cost
TexPool and Money Market Funds	42.26%	$ 119,829,680
Federal Agency and Instrumentality Notes	57.74%	163,707,689
	100.00%	$ 283,537,369

As of such date, in excess of 62.7% of the City's investment portfolio will mature within the next twelve months and the weighted average maturity of investments is 325 days. The longest maturity in the City's investment portfolio is a Federal Home Loan Bank Security maturing September 28, 2012. The market value of the investment portfolio was approximately its book value.

TAX MATTERS

TAX EXEMPTION RELATING TO THE OBLIGATIONS. . . The delivery of the Obligations is subject to the opinions of Bond Counsel to the effect that interest on said Obligations for federal income tax purposes (1) will be excludable from gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date of such opinion (the "Code"), pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof. Forms of Bond Counsel's opinions are reproduced as Appendices C and D. The statutes, regulations, rulings, and court decisions on which such opinions are based are subject to change.

In rendering the foregoing opinions, Bond Counsel will rely upon representations and certifications of the City made in a certificate dated the date of delivery of the Obligations pertaining to the use, expenditure, and investment of the proceeds of the Obligations and will assume continuing compliance by the City with the provisions of the applicable Ordinances subsequent to the issuance of the Obligations. The Ordinances contain covenants by the City with respect to, among other matters, the use of the proceeds of the Obligations and the facilities financed therewith by persons other than state or local governmental units, the manner in which the proceeds of the Obligations are to be invested, the periodic calculation and payment to the United States Treasury of arbitrage "profits" from the investment of proceeds, and the reporting of certain information to the United States Treasury. Failure to comply with any of these covenants could cause interest on the Obligations to be includable in the gross income of the owners thereof from the date of the issuance of the Obligations.

Bond Counsel's opinions are not a guarantee of a result, but represent its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the City described above. No ruling has been sought from the Internal Revenue Service (the "Service") with respect to the matters addressed in the opinions of Bond Counsel, and Bond Counsel's opinions are not binding on the Service. The Service has an ongoing program of auditing the tax-exempt status of the interest on tax-exempt obligations. If an audit of the Obligations is commenced, under current procedures the Service is likely to treat the City as the "taxpayer," and the owners would have no right to participate in the audit process. In responding to or defending an audit of the tax-exempt status of the interest on the Obligations, the City may have different or conflicting interests from the owners. Public awareness of any future audit of the Obligations could adversely affect the value and liquidity of the Obligations during the pendency of the audit, regardless of its ultimate outcome.

Except as described above, Bond Counsel expresses no other opinion with respect to any other federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Obligations. Prospective purchasers of the Obligations should be aware that the ownership of tax-exempt obligations such as the Obligations may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of an interest in a financial asset securitization investment trust ("FASIT") individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

TAX ACCOUNTING TREATMENT OF DISCOUNT AND PREMIUM ON CERTAIN OBLIGATIONS . . . The initial public offering price of certain Obligations (the "Discount Obligations") may be less than the amount payable on such Obligations at maturity. An amount equal to the difference between the initial public offering price of a Discount Obligation (assuming that a substantial amount of the Discount Obligations of that maturity and same stated interest rate are sold to the public at such price) and the amount payable at maturity constitutes original issue discount to the initial purchaser of such Discount Obligation. A portion of such original issue discount allocable to the holding period of such Discount Obligation by the initial purchaser will, upon the disposition of such Discount Obligation (including by reason of its payment at maturity), be treated as interest excludable from gross income, rather than as taxable gain, for federal income tax purposes, on the same terms and conditions as those for other interest on the Obligations described above under "Tax Exemption." Such interest is considered to be accrued actuarially in accordance with the constant interest method over the life of a Discount Obligation, taking into account the semiannual compounding of accrued interest, at the yield to maturity on such Discount Obligation and generally will be allocated to an initial purchaser in a different amount from the amount of the payment denominated as interest actually received by the initial purchaser during the tax year.

However, such interest may be required to be taken into account in determining the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, property and casualty insurance companies, life insurance companies, S Corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement Benefits, owners of an interest in a FASIT, individuals otherwise qualifying for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to tax-exempt obligations. Moreover, in the event of the redemption, sale or other taxable disposition of a Discount Obligation by the initial owner prior to maturity, the amount realized by such owner in excess of the basis of such Discount Obligation in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Discount Obligation was held) is includable in gross income.

Owners of Discount Obligations should consult with their own tax advisors with respect to the determination for federal income tax purposes of accrued original issue discount on Discount Obligations and with respect to the state and local tax consequences of owning and disposing of Discount Obligations. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on Discount Obligations may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

The initial public offering price of certain stated maturities of the Obligations (the "Premium Obligations") may be greater than the amount payable on such Obligations at maturity. An amount equal to the difference between the initial public offering price of a Premium Obligation (assuming that a substantial amount of the Premium Obligations of that maturity and same stated interest rate are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial purchaser of such Premium Obligation. The basis for federal income tax purposes of a Premium Obligation in the hands of such initial purchaser must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease in the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Obligation. The amount of premium that is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity.

Purchasers of the Premium Obligations should consult with their own tax advisors with respect to the determination of amortizable bond premium with respect to the Premium Obligations for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Obligations.

QUALIFIED TAX-EXEMPT OBLIGATIONS FOR FINANCIAL INSTITUTIONS. . . Section 265 of the Code provides, in general, that interest expense to acquire or carry tax-exempt obligations is not deductible from the gross income of the owner of such obligations. In addition, section 265 of the Code generally disallows 100% of any deduction for interest expense which is incurred by “financial institutions” described in such section and is allocable, as computed in such section, to tax-exempt interest on obligations acquired after August 7, 1986. Section 265(b) of the Code provides two exceptions to this interest disallowance rule for financial institutions. First, the disallowance does not apply to interest expense allocable to tax-exempt obligations issued in 2009 or 2010 (other than to refund, directly or in a series of refundings, a bond originally issued before 2009) to the extent the amount of such obligations (other than “qualified tax-exempt obligations”, described below) owned by a financial institution does not exceed 2% of the average adjusted bases for all its assets. Second, the disallowance does not apply to interest expense allocable to tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) bonds) which are designated by an issuer as “qualified tax-exempt obligations.” An issuer may designate obligations as “qualified tax-exempt obligations” only if the amount of the issue of which they are a part, when added to the amount of all other tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) obligations and other than certain refunding bonds) issued or reasonably anticipated to be issued by the issuer during the same calendar year, does not exceed $10,000,000 ($30,000,000 for obligations issued in 2009 or 2010).

The City has designated the Obligations as “qualified tax-exempt obligations” and was certified its expectation that the above-described $30,000,000 ceiling will not be exceeded. Accordingly, it is anticipated that financial institutions which purchase the Obligations will not be subject to the 100% disallowance of interest expense allocable to interest on the Obligations under section 265(b) of the Code. However, the deduction for interest expense incurred by a financial institution which is allocable to the interest on the Obligations will be reduced by 20% pursuant to section 291 of the Code.

CONTINUING DISCLOSURE OF INFORMATION

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

ANNUAL REPORTS. . . The City will provide certain updated financial information and operating data to certain information vendors annually. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in this Official Statement under Tables numbered 1 through 5 and 7 through 12 and in

Appendix B. The City will update and provide this information within six months after the end of each fiscal year ending in or after 2009.

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

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB of the change.

MATERIAL EVENT NOTICES. . . The City will also provide timely notices of certain events to the MSRB. The City will provide notice of any of the following events with respect to the Obligations, if such event is material to a decision to purchase or sell Obligations: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Obligations; (7) modifications to rights of holders of the Obligations; (8) Obligation calls; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Obligations; and (11) rating changes. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement described above under "Annual Reports."

AVAILABILITY OF INFORMATION. . . In connection with its continuing disclosure agreement entered into with respect to the Obligations, the City will file all required information and documentation with the MSRB in electronic format in accordance with MSRB guidelines. Access to such filings will be provided, without charge to the general public, by the MSRB at www.emma.msrb.org.

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

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

COMPLIANCE WITH PRIOR UNDERTAKINGS. . . During the last five years, the City has complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule.

OTHER INFORMATION

RATINGS FOR THE OBLIGATIONS

The underlying ratings for the obligations and the city's outstanding ad valorem debt are "AA" by Fitch and "AA+" by S&P. Applications for contract ratings on the Bonds have been made to Fitch and S&P. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating companies, if in the judgment of either or both companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Obligations.

LITIGATION

It is the opinion of the City Attorney and City Staff that there is no pending litigation against the City that would have a material adverse financial impact upon the City or its operations.

REGISTRATION AND QUALIFICATION OF OBLIGATIONS FOR SALE

The sale of the Obligations has not been registered under the federal Securities Act of 1933, as amended, in reliance upon the exemption provided there under by section 3(a)(2); and the Obligations have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Obligations been qualified under the securities acts of any jurisdiction. The City assumes no responsibility for qualification of the Obligations under the securities laws of any jurisdiction in which the Obligations may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Obligations shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Section 1201.041 of the Public Security Procedures Act, as amended, provides that the Obligations are (i) negotiable instruments, (ii) investment securities to which Chapter 8, Business and Commerce Code applies and (iii) legal and authorized investments for insurance companies, fiduciaries or trustees and sinking funds of municipalities or other political subdivisions or public agencies of the State. The Texas Finance Code also contains provisions that, subject to a prudent investor standard, provide that the Obligations are legal investments for state banks, savings banks, trust companies with capital of one million dollars or more, and savings and loan associations. For the Obligations to be eligible investments for municipalities, political subdivisions or public agencies of the State, the Public Funds Investment Act, V.T.C.A., Government Code, Chapter 2256, as amended, provides a rating of not less than "A" or its equivalent as to investment quality which must be assigned by a national rating agency. Furthermore, the Obligations are eligible to secure the deposits of any public funds of the State, its agencies and its political subdivisions and are legal security for those deposits to the extent of their market value.

Additionally, the Certificate of Obligation Act of 1971 (V.T.C.A., Local Government Code, Section 271.051, et. seq. as amended) expressly provides that certificates of obligation approved by the Attorney General of Texas are authorized investments for banks, savings banks, trust companies, and savings and loan associations; insurance companies; fiduciaries, trustees and guardians and sinking funds of municipalities, counties, school districts, or other political corporations or subdivisions of the State.

No representation is made that the Obligations will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Obligations for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Obligations for such purposes.

LEGAL MATTERS

The delivery of the Obligations is subject to the approval of the Attorney General of Texas to the effect that the Obligations are valid and legally binding obligations of the City payable from the proceeds of an annual ad valorem tax levied, within the limits prescribed by law, upon all taxable property in the City in the manner and to the extent provided in the Ordinances and the approving legal opinions of Bond Counsel, to the effect that the interest on the Obligations will be excludable from gross income for federal income tax purposes under Section 103(a) of the Code, subject to the matters described under "Tax Matters" herein. Forms of Bond Counsel's opinions are attached hereto as Appendices C and D. The legal fee to be paid Bond Counsel for services rendered in connection with the issuance of the Obligations is contingent upon the sale and delivery of the Obligations. The legal opinions of Bond Counsel will accompany the Obligations deposited with DTC or will be printed on the definitive Obligations in the event of the discontinuance of the Book-Entry-Only System. Certain matters will be passed on for the Underwriters by West & Associates, L.L.P., San Antonio, Texas. The fee of West & Associates, L.L.P., as Counsel to the Underwriters, is contingent upon the sale and delivery of the Obligations.

Bond Counsel was engaged by, and only represents, the City. Except as noted below, Bond Counsel did not take part in the preparation of the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained herein except that in its capacity as Bond Counsel, such firm has reviewed the information appearing under captions "THE OBLIGATIONS" (except under the subcaptions "Book-Entry-Only System" and "Obligationholders' Remedies", "TAX MATTERS," "CONTINUING DISCLOSURE OF INFORMATION" (except under the subcaption "Compliance With Prior Undertakings"), and the subcaptions "OTHER INFORMATION - Legal Matters (except for the last two sentences of the first paragraph thereof)", "OTHER INFORMATION - Registration and Qualification of Obligations for Sale" and "OTHER INFORMATION - Legal Investments And Eligibility To Secure Public Funds In Texas," and such firm is of the opinion that the information relating to the Obligations and legal matters contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein and, with respect to the Obligations, such information conforms to the Ordinances.

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

AUTHENTICITY OF FINANCIAL DATA AND OTHER INFORMATION

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

FINANCIAL ADVISOR

First Southwest Company is employed as Financial Advisor to the City in connection with the issuance of the Obligations. The Financial Advisor's fee for services rendered with respect to the sale of the Obligations is contingent upon the issuance and delivery of the Obligations. First Southwest Company, in its capacity as Financial Advisor, has relied on the opinion of Bond Counsel and has not verified and does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Obligations, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. In the normal course of business, the Financial Advisor may from time to time sell investment securities to the City for the investment of certificate proceeds or other funds of the City upon the request of the City.

The Financial Advisor to the City has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the City and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

FORWARD-LOOKING STATEMENTS DISCLAIMER

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

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

UNDERWRITERS FOR THE BONDS

The senior managing Underwriter of the Bonds is Stifel Nicolaus & Company. The Underwriters of the Bonds have agreed, subject to certain conditions, to purchase the Bonds from the City, at an underwriting discount of $39,074.59. The Underwriters of the Bonds will be obligated to purchase all of the Bonds if any Bonds are purchased. The Bonds to be offered to the public may be offered and sold to certain dealers (including the Underwriters of the Bonds and other dealers depositing Bonds into investment trusts) at prices lower than the public offering prices of such Bonds, and such public offering prices may be changed, from time to time, by the Underwriters of the Bonds.

UNDERWRITERS FOR THE CERTIFICATES

Stifel Nicolaus & Company (the "Underwriter of the Certificates" and, collectively with the Underwriter of the Bonds, the "Underwriters") has agreed, subject to certain conditions, to purchase the Certificates from the City, at an underwriting discount of $17,306.09. The Underwriter will be obligated to purchase all of the Certificates if any Certificates are purchased. The Certificates to be offered to the public may be offered and sold to certain dealers (including the Underwriter and other dealers depositing Certificates into investment trusts) at prices lower than the public offering prices of such Certificates and such public offering prices may be changed, from time to time, by the Underwriters.

MISCELLANEOUS

The Ordinances approve the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorize its further use in the reoffering of the Obligations by the Underwriters.

/s/ Charles England
Mayor
City of Grand Prairie, Texas

ATTEST:

/s/ Cathy DiMaggio
City Secretary

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APPENDIX A

GENERAL INFORMATION REGARDING THE CITY

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THE CITY

LOCATION

The City of Grand Prairie, Texas (the "City"), is centrally located amid the estimated 6 million people in the Dallas/Fort Worth Area. The community, with an estimated population of 168,500 (December 2009), stretches 28 miles long by about eight miles at its widest point. The City covers about 80 square miles.

TRANSPORTATION

The City has access to four major interstate highway systems - I-20, I-30, I-35 & I-45 - five state highway systems - SH 360, SH 180, SH 303, Loop 12 and FM 1382 - and U.S. 287 run through the City or are within 15-30 minutes.

- IH 20: an eight-lane east-west expressway that passes through south of the City, linking the City to Dallas and Fort Worth. West of Fort Worth, IH 20 leads to Abilene and Odessa. Eastward destinations on IH 20 are Tyler, Longview and Shreveport, La.

- IH 30: a six-lane east-west expressway that passes through north of the City and also links the City to Dallas and Fort Worth. IH 30 links to IH 20 in west Fort Worth. Eastward destinations on IH 30 are Greenville, Texarkana and Arkansas.

- SH 360: a six-lane north-south expressway running along the western edge of the city, a key route to Dallas-Fort Worth International Airport.

- SH 161: a four and six-lane north-south tollway to run 10.5 miles through Grand Prairie from the northern City limits to I-20. The frontage of the highway is under construction.

The City's Municipal Airport serves small piston planes to large business turboprop aircraft and helicopters. The airport has a 4,000-foot-long, 75-foot-wide lighted, concrete runway, repair service and cargo handling, a helipad, dining facilities, and support facilities for training, private aviation and business flying activities. The airport is designated in the FAA National Plan of Integrated Airport System and the Texas Aeronautical Facilities Plan. Hangar space is available for nearly 233 aircraft, with tie-down space and FBO services available.

The Dallas/Fort Worth International Airport, the 3rd largest airport in the world in terms of operations (7th in terms of passengers), lies about five miles north of the City's northern border. It serves 60 million passengers and provides nonstop service to 176 domestic and international destinations (www.dfwairport.com).

POPULATION

The estimated population for 2009 is 168,500, a 1.1 percent increase over the previous year. From the 1990 Census to the 2000 Census, the City's population increased 27.9 percent.

DEMOGRAPHICS

2006 Census estimates of the City racial breakdown were 61.5 percent white, 15.2 percent black, 5.8 percent Asian and Pacific Islander, 2.6 percent American Indian and Alaska native, 2 percent two or more races, and the remaining 13 percent other races.

About 41.0 percent of the population was estimated to be of Hispanic origin in 2006.

In the 1990 Census, the composition was 75.8 percent white, 9.7 percent black, 0.8 percent American Indian, Eskimo or Aleut, 3 percent Asian or Pacific Islander and 10.7 percent other race. Of these, 20.5 percent were of Hispanic origin.

Age distribution estimates of residents, according to the 2000 Census, are 58.0 percent ages 20 and older, 5.0 percent older than 64, and 42.0 percent younger than 20.

The 2006 median household income is estimated to be $50,131 (*American Community Survey Census*).

INDUSTRIAL BASE

Wholesale trade (distribution), manufacturing and retail trade companies are the largest industrial sectors in the City.

INDUSTRY PROFILE, 2008

Industry	Percent of Total gross sales
Manufacturing	33.5%
Retail	22.7%
Wholesale Trade	21.0%
Construction	6.2%
Accommodation, Food Services	5.1%
Real Estate, Rental, Leasing	4.1%
Other Services (Ex Public Administration)	1.7%
Administrative, Support, Waste Mgmt, Remediation Svcs	1.4%
Management of Companies, Enterprises	1.0%
Professional, Scientific, Tech Svcs	0.9%
Arts, Entertainment, Recreation	0.9%
Transportation, Warehousing	0.5%
Information	0.4%
Health Care, Social Assistance	0.4%
Mining	0.2%
Educational Services	0.2%
Finance, Insurance	0.1%
Ag, forestry, fishing	0.0%
Other	0.0%
Utilities	0.0%

Source: Texas Comptroller. 2009 data is not yet available.

LABOR FORCE (1)

The City's Household Employment Annual Averages

Year	Civilian Labor Force	Employment	Unemployment	Unemployment Rate
1998	63,171	60,926	2,245	3.6%
1999	64,159	61,989	2,170	3.4%
2000	68,808	66,020	2,788	4.1%
2001	66,516	63,101	3,415	5.1%
2002	66,450	61,575	4,875	7.3%
2003	66,622	61,814	4,808	7.2%
2004	69,182	64,450	4,732	6.8%
2005	72,415	68,558	3,857	5.3%
2006	75,964	72,251	3,713	4.9%
2007	76,570	73,252	3,318	4.3%
2008	78,446	74,120	4,326	5.5%
2009	80,423	73,392	7,031	8.7%

Source: Texas Workforce Commission.
(1) 2009 figures collected as of 9/30/2009.

EMPLOYERS

Top 10 Employers in Grand Prairie (2009)	No. of Employees
Grand Prairie Independent School District	3,200
Lockheed Martin Missiles and Fire Control	2,600
Poly-America, Inc.	1,400
Bell Helicopter-Textron	1,300
City of Grand Prairie	1,250
Lone Star Park	1,200
Vought Aircraft Industries, Inc.	700
Siemens Energy and Automation	600
Hanson Pipe and Products	500
Wal-Mart	500

RECREATION

Recreational facilities include the 7,500-acre Joe Pool Lake, championship-level Tangle Ridge Golf Club, Lone Star Park at Grand Prairie and more than 52 public parks on 4,900 acres.

Parks and Recreation facilities include an extreme skate park, two multipurpose recreation centers, a senior center, indoor pool, three outdoor pools, five softball and baseball complexes, two golf courses, 32 tennis courts, a soccer complex and the recently acquired lake parks on Joe Pool Lake.

Ripley's Believe It Or Not, The Palace of Wax and Trader's Village in the City are popular entertainment and shopping locations. Nearby are Six Flags over Texas in Arlington and zoos, art museums, symphonies and ballet in Dallas and Fort Worth.

- One of three Class 1 horse-racing tracks in Texas, Lone Star Park at Grand Prairie opened for live races in April 1997. The track's simulcast pavilion opened in mid-1996.

- Professional Sports: the Dallas Cowboys of the National Football League, the Texas Rangers of Major League Baseball, the Dallas Mavericks of the National Basketball Association, the Dallas Stars of the National Hockey League, the FC Dallas of Major League Soccer and the Grand Prairie Air Hogs of the American Associate of Independent Baseball. All have home games within 5-25 minutes of the City.

- NCAA-event schools: Southern Methodist University and Texas Christian University in Dallas and Fort Worth.

Cedar Hill State Park, just east of south of the City, offers 355, mostly wooded campsites in the Dallas-Fort Worth hill country. Among park facilities are two lighted fishing jetties and boat access to Joe Pool Lake.

EDUCATION

Six public universities and eight independent universities, including health related education facilities, in the region totaled enrollment of 130,000 in 2009 (Texas Higher Education Coordinating Board). The universities, among them University of Texas campuses (Arlington and Dallas), offer programs from engineering to business and degrees from bachelor's to medical doctorates.

The Dallas and Tarrant counties public community colleges - the nearest of them Mountain View in Dallas, North Lake in Irving, Cedar Valley in Lancaster, the Southeast campus of Tarrant County College in Arlington, and El Centro in Dallas - counted over 128,000 students in 2009 (Texas Higher Education Coordinating Board). Additionally, three technically oriented post-secondary schools are within 30 minutes of the City.

In addition to their degree programs, many of these colleges and universities offer business consulting, employee training specific to a company's skill demands, community health care services, economic and land development research, computer and information services and library facilities open to the community.

Grand Prairie Independent School District (the "GPISD") and the Arlington ISD (the "AISD") predominate among the six school districts with boundaries in the City.

GPISD comprises 25 elementary schools, seven middle schools, two ninth grade centers, three senior high schools and two alternative education schools. Students whose residences are on the Dallas County side of the City attend GPISD (GPISD's alternative campuses cover grades 9-12).

Students who reside in Tarrant County and Grand Prairie attend AISD, which is comprised of nine high schools, 13 junior high schools, and 52 elementary schools (six in the City). AISD has no junior high schools or high schools in the City.

APPENDIX B

EXCERPTS FROM THE

CITY OF GRAND PRAIRIE, TEXAS

ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended September 30, 2008

The information contained in this Appendix consists of excerpts from the City of Grand Prairie, Texas Annual Financial Report for the Fiscal Year Ended September 30, 2008, and is not intended to be a complete statement of the City's financial condition. Reference is made to the complete Report for further information.

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WEAVER AND TIDWELL
L.L.P.
Certified Public Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT

Honorable Mayor and Members of
the City Council
CITY OF GRAND PRAIRIE, TEXAS

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the discretely presented component units, each major fund and the aggregate remaining fund information of the City of Grand Prairie (the "City") as of and for the year ended September 30, 2008, which collectively comprise the City's basic financial statements, as listed in the table of contents. These basic financial statements are the responsibility of the City's management. Our responsibility is to express an opinion on these basic financial statements based on our audit. We did not audit the component unit financial statements for the Grand Prairie Housing Finance Corporation. Those financial statements were audited by other auditors in accordance with auditing standards generally accepted in the United States of America, whose report thereon has been furnished to us, and in our opinion, insofar as it relates to the amounts included for the Grand Prairie Housing Finance Corporation is based on the report of other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and *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 and the reports of other auditors provide a reasonable basis for our opinions.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 30, 2009 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.

In our opinion the basic financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities, the business-type activities, the discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Grand Prairie at September 30, 2008, and the respective changes in financial position and cash flows, where applicable, thereof, for the year then ended in conformity with accounting principles generally accepted in the United States of America.

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AN INDEPENDENT MEMBER OF BAKER TILLY INTERNATIONAL

OFFICES IN
DALLAS FORT WORTH HOUSTON SAN ANTONIO

The accompanying management's discussion and analysis, and budget to actual schedules for the General Fund, Crime Tax Fund and Section 8 Fund and schedule of funding progress are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was made for the purpose of forming opinions on the basic financial statements taken as a whole. The introductory section, combining and individual non-major fund financial statements and schedules and statistical tables listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements of the City. The combining and individual non-major fund financial statements and schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects in relation to the basic financial statements taken as a whole. The introductory section and statistical tables have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on such data.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
March 30, 2009

MANAGEMENT'S DISCUSSION & ANALYSIS

CITY OF GRAND PRAIRIE, TEXAS
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2008
(Unaudited)

As management of the City of Grand Prairie, Texas (the "City"), we offer to readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2008. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in our letter of transmittal. Also, unless otherwise indicated, all amounts presented are for the City's primary government and exclude any component unit.

FINANCIAL HIGHLIGHTS

- The assets of the City exceeded its liabilities *(net assets)* at September 30, 2008 by $578,296,705. Of this amount, $171,534,814 may be used to meet the government's ongoing obligations to citizens and creditors *(unrestricted net assets)*.
- The City's net assets increased by $38,370,122 for the fiscal year ended September 30, 2008. Capital contributions from private developers for improvements to the City's infrastructure accounted for $6,492,391 or 16.9% of the increase in city net assets.
- The City's governmental funds reported combined ending fund balances of $222,992,030 at September 30, 2008, an increase of $100,713,327 in comparison with prior year combined fund balances. Of the governmental funds reported combined fund balances, $212,509,401 or 95.3% is available for spending within City guidelines *(unreserved fund balance)*.
- The City's unreserved fund balance for the general fund was $23,517,200 at year end or 27.7% of total general fund expenditures for the reported fiscal year.
- The City's total long-term liabilities of $394,411,479 increased by $134,322,398 or 51.6% during the reported fiscal year. In fiscal year 2008, the City issued general obligation, certificates of obligation, water and wastewater revenue, and TIF-related certificates of obligation and Sales Tax Revenue bonds totaling a combined $164,045,000.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis are intended to serve as an introduction to the City's basic financial statements. The City's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves. Such supplementary information is unaudited and is presented to provide the reader with additional information for further analysis.

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

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

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

Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (government activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the City include public safety, recreation and leisure, development services, and the general government support services. Development services includes among other services the City's planning, public works, transportation, housing, and community development activities. The business-type activities of the City include water and wastewater system, a solid waste sanitary landfill, a storm water drainage utility system, a municipal airport, and municipal golf courses.

The government-wide financial statements include not only the City itself (known as the primary government), but also the Grand Prairie Sports Facilities Development Corporation, Inc. (the "Sports Corporation") and the Grand Prairie Housing Finance Corporation ("HFC") as component units. Both are legally, financially, and administratively autonomous separate corporations. HFC issues tax exempt revenue bonds to supply mortgage financing for low income home buyers and multi-family developments, and engages in other affordable housing activities. The Sports Corporation oversees the Lone Star Park at Grand Prairie horse track facility.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City can be divided into two categories: governmental funds and proprietary funds. The City does not have any funds that are used to account for resources held for the benefit of parties outside the government (fiduciary funds).

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

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

The City has five major governmental funds: General Fund, Crime Tax Fund, Section 8 Fund, Street Improvements Fund, and Debt Service Fund. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for each of the major governmental funds. Data from the other governmental funds are combined into a single, aggregated presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

The City adopts an annual appropriating budget for its General Fund and certain other governmental funds of significance to governance. Budgetary comparison schedules have been provided for the General Fund, Section 8 Fund and Crime Tax Fund to demonstrate compliance with this budget.

Proprietary funds. The City maintains two different types of proprietary funds. Enterprise funds are used to report the same functions presented as business-type activities of the government-wide financial statements. The City uses enterprise funds to account for its respective water and wastewater system, solid waste sanitary landfill, storm water utility, municipal airport, and municipal golf courses operating, investing, and financing activities. Internal service funds are an accounting device used to accumulate and allocate costs internally among the City's various functions. The City uses internal service funds to account for vehicle and equipment maintenance and the premiums, deductibles, and claims for all insurance programs (e.g. employee health, workers compensation, general liability, etc.). Because these services benefit both governmental and business-type functions, they have been allocated to both activities in the government-wide financial statements in proportion to services received.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The City has five enterprise funds of which one is a major enterprise fund: the Water Wastewater Fund. Data from the other enterprise funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for each of these nonmajor enterprise funds is provided in the form of combining statements elsewhere in this report. The City's two internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the City's internal service funds is provided in the form of combining statements elsewhere in this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Other information. In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension benefits to its employees.

The combining statements referred to earlier in connection with nonmajor governmental funds, nonmajor enterprise funds, and internal service funds are presented immediately following the required supplementary information.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the City, assets exceeded liabilities by $578,296,705 at year end. The City had total assets at year end of $1,003,171,516. The City's pooled cash and investments totaling $305,891,431 and capital assets (e.g., land, buildings, equipment, infrastructure, and construction in progress), net of accumulated depreciation totaling $672,510,792 represented 30.49% and 67.04%, respectively, of total government assets.

The City's investment in capital assets, less any related debt used to acquire those assets that is still outstanding, totaled $395,181,518 and represented 68.3% of the City's total net assets at year end. The City uses its capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. Table 1 below is a summary of the City's net assets at year end compared to the prior year.

Table 1

Net Assets

	Governmental Activities		Business-Type Activities		Total Primary Government	
	9/30/2007	9/30/2008	9/30/2007	9/30/2008	9/30/2007	9/30/2008
Cash & investments	$ 131,277,131	$ 235,342,287	$ 55,877,620	$ 70,549,144	$ 187,154,751	$ 305,891,431
Other assets	12,423,781	18,171,570	6,212,483	6,597,723	18,636,264	24,769,293
Capital assets, net	426,341,023	470,451,718	196,729,228	202,059,074	623,070,251	672,510,792
Total assets	570,041,935	723,965,575	258,819,331	279,205,941	828,861,266	1,003,171,516
Current liabilities	22,247,674	22,893,342	6,597,928	7,569,990	28,845,602	30,463,332
Long-term bonded debt	185,791,917	302,296,157	62,458,824	74,128,348	248,250,741	376,424,505
Other noncurrent liabilities	6,955,307	12,766,933	4,883,033	5,220,041	11,838,340	17,986,974
Total liabilities	214,994,898	337,956,432	73,939,785	86,918,379	288,934,683	424,874,811
Net assets:						
Invested in capital assets, net of related debt	250,427,112	265,961,757	134,270,404	129,219,761	384,697,516	395,181,518
Restricted	5,260,954	5,491,185	3,748,093	3,343,171	9,009,047	8,834,356
Unrestricted	99,358,971	114,556,201	46,861,049	59,724,630	146,220,020	174,280,831
Total net assets	$ 355,047,037	$ 386,009,143	$ 184,879,546	$ 192,287,562	$ 539,926,583	$ 578,296,705

A portion of the City's net assets totaling $11,580,373 or 2.0% represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net assets may be used to meet the government's ongoing obligations to citizen's and creditors.

At the fiscal year end, the City is able to report positive balances in all three categories of net assets, for both governmental and business-type activities.

The City's net assets increased by $38,370,122 in fiscal year 2008. As previously mentioned, $6,492,391 or 16.9% of the increase is attributable to the revenue recognition of private developer capital contributions for improvements to the City's infrastructure. The remaining increase represents the degree to which revenues have exceeded expenses.

The fiscal year 2008 compared to fiscal 2007 changes in the City's net assets were as follows:

Table 2

Changes in Net Assets

	Governmental Activities		Business-Type Activities		Total Primary Government	
	9/30/07	9/30/08	9/30/07	9/30/08	9/30/07	9/30/08
Revenues:						
Program revenues:						
Charges for services	$ 25,399,502	$ 28,645,307	$ 57,066,591	$ 60,132,821	$ 82,466,093	$ 88,778,128
Operating grants and contributions	48,052,791	36,873,575	1,668,944	270,729	49,721,735	37,144,304
Capital grants and contributions	14,027,960	11,432,768	8,109,411	5,519,297	22,137,371	16,952,065
General revenues:						
Property tax	61,443,459	69,813,294	-	-	61,443,459	69,813,294
Sales tax	31,919,487	39,665,104	-	-	31,919,487	39,665,104
Other tax	1,344,762	1,414,822	-	-	1,344,762	1,414,822
Franchise fees	11,375,535	11,847,401	-	-	11,375,535	11,847,401
Investment income	7,573,850	7,444,199	2,549,696	2,448,108	10,123,546	9,892,307
Total revenues	201,137,346	207,136,470	69,394,642	68,370,955	270,531,988	275,507,425
Expenses:						
Support services	22,481,067	19,829,891	-	-	22,481,067	19,829,891
Public safety	70,124,744	76,192,160	-	-	70,124,744	76,192,160
Recreation and leisure	19,168,072	20,548,092	-	-	19,168,072	20,548,092
Development and other services	38,630,596	51,061,087	-	-	38,630,596	51,061,087
Interest on long-term debt	8,421,424	10,329,775	-	-	8,421,424	10.329,775
Water and wastewater	-		40,211,646	43,521,711	40,211,646	43,521,711
Municipal golf course	-		3,295,065	3,388,253	3,295,065	3,388,253
Solid waste	-		9,599,260	8,147,843	9,599,260	8,147,843
Municipal airport	-	-	2,010,376	2,274,829	2,010,376	2,274,829
Storm water utility	-	-	1,034,458	1,076,876	1,034,458	1,076,876
Total expenses	158,825,903	177,961,005	56,150,805	58,409,512	214,976,708	236,370,517
Increase in net assets before transfers	42,311,443	29,175,465	13,243,837	9,961,443	55,555,280	39,136,908
Transfers	2,426,279	2,553,427	(2,426,279)	(2,553,427)	-	-
Change in net assets	44,737,722	31,728,892	10,817,558	7,408,016	55,555,280	39,136,908
Net assets - beginning of year -as previously stated	310,309,315	355,047,037	174,061,988	184,879,546	484,371,303	539,926,583
Prior period adjustment	-	(766,786)	-	-	-	(766,786)
Net assets - end of year	$ 355,047,037	$ 386,009,143	$ 184,879,546	$ 192,287,562	$ 539,926,583	$ 578,296,705

The changes in the City's general revenues from prior year excluding contributions and transfers were as follows:

Table 3

General Revenue Comparison
For the Year End

	Fiscal Year 9/30/07	Fiscal Year 9/30/08	Increase (Decrease)
Governmental activities:			
Property taxes	$ 61,443,459	$ 69,813,294	$ 8,369,835
Sales taxes	31,919,487	39,665,104	7,745,617
Other taxes	1,344,762	1,414,822	70,060
Franchise fees	11,375,535	11,847,401	471,866
Investment income	7,573,850	7,444,199	(129,651)
Total governmental activities	113,657,093	130,184,820	16,527,727
Business-type activities:			
Investment income	2,549,696	2,448,108	(101,588)
Total business-type activities	2,549,696	2,448,108	(101,588)
Total general revenues	$ 116,206,789	$ 132,632,928	$ 16,426,139

Property tax revenue increased $8,369,835 due primarily to a 9.7% increase in net taxable assessed property values. Sales tax revenue increased $7,745,617 due to a state reallocation of prior years' sales tax payments. Franchise fee revenue increased $471,866 because of increased gross revenues of payors . Investment income decreased by $231,239 because the changes in interest earning rate.

Governmental activities. Net assets for governmental activities increased by $30,962,106, thereby accounting for 80.7% of the total increase in the government's net assets. Of the increase, contributions of infrastructure by private developers to the city represented 16.9%. An increase in governmental general revenues (excludes operating transfers) compared to prior fiscal year represented 53.4% of the total increase in governmental net assets. The remaining increase represents the degree to which program revenues exceeded expenses. The City's operating grants and contributions revenues decreased by $11,179,216 reflecting decreases in grant funding. Increases in charges for services resulted from a high level of development activity and increases in fines and forfeitures due to vigorous collection efforts. The $2,595,192 decrease in capital grants and contributions was primarily due to a decline in development and the local economy.

Expenses for governmental activities also increased. Fuel prices, rising costs of health insurance and increased interest expense due to debt issuance were the primary factors.

Business-type activities. Business-type activities increased the City's net assets by $7,408,016, accounting for 19.3 percent of the total growth in the primary government's net assets. Of the increase, impact fees by private developers to the City's water and wastewater system infrastructure represented $2,250,784 or 30.4 percent. Table 2 summarizes the changes in business-type activities net assets.

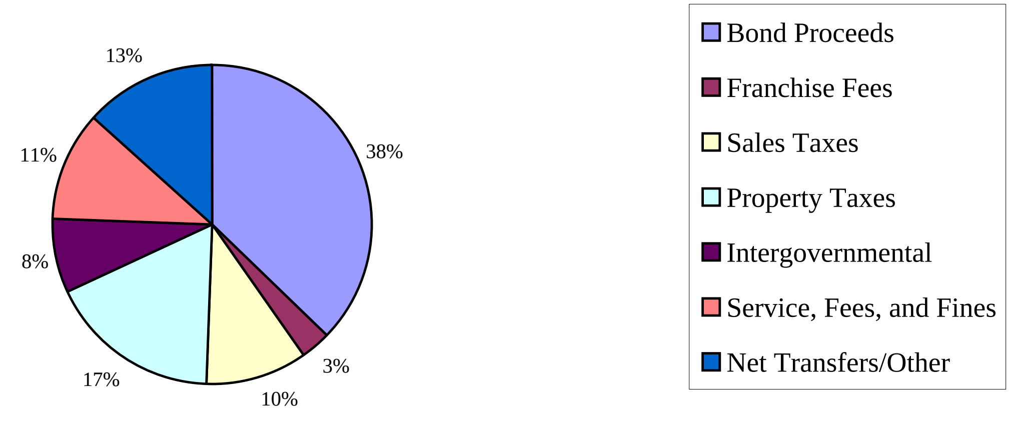
FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

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

Governmental funds. The focus of City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

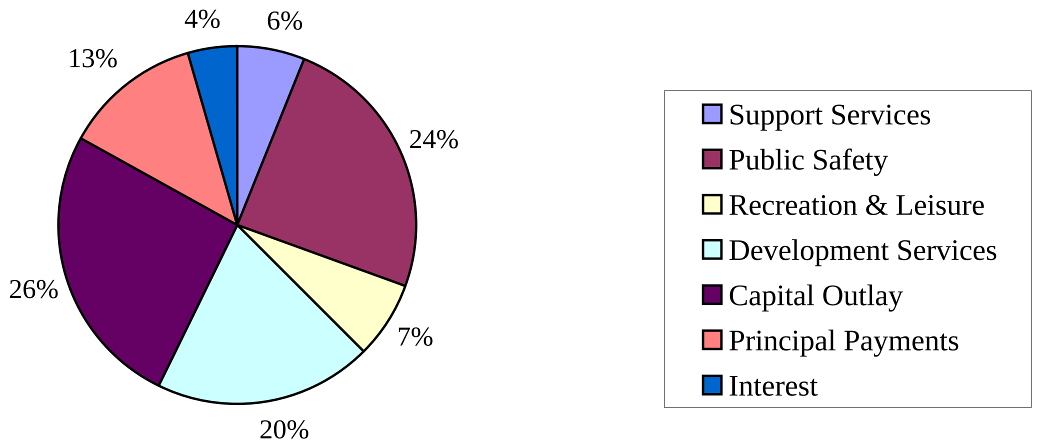
For fiscal year 2008, the City's governmental funds (excluding internal service funds) reported combined ending fund balances of $222,992,030, an increase of $100,713,327 in comparison with the prior year. The unreserved fund balance portion is 95.3% and is available for spending at the government's discretion. The remainder is reserved to indicate that it is not available for new spending because it has already been committed 1) to liquidate inventories, contracts and purchase orders of the prior period - $4,047,084, and 2) to pay debt service - $6,435,546. Figures 1 and 2 that follow show the distribution of governmental funds sources of revenues - $392,819,124 and expenditures - $291,890,951 respectively, for fiscal year 2008.

Figure 1 - Governmental Funds Sources of Revenues



Other sources of revenues include general fund general and administrative charges, transfers, gain on sale of capital assets, and other operating revenues.

Figure 2 - Governmental Funds Expenditures



The General Fund is the chief operating fund of the City. At the fiscal year end, unreserved fund balance of the General Fund was $23,517,200, while total fund balance was $24,286,735. As a measure of the General Fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. Unreserved fund balance represents 27.7% of total general fund expenditures, while total fund balance represents 28.6% of that same amount. The City's General Fund balance decreased by $1,165,738 in fiscal year 2008.

Fund balances of several other governmental funds changed significantly. Fund balances of the Crime Tax Fund and Street Improvements Fund increased by $67,141,241 and $5,583,885, respectively, due to bonds issued. Section 8 Fund saw an increase of $1,791,457 in fund balance due to increased HUD funding and Debt Service Fund increased by $247,068 due to increased property tax revenue. The fund balance of the nonmajor governmental funds increased by $27,330,260 because of increased sales tax revenue and unspent proceeds of bonds issued during the year.

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

The net assets of the City's enterprise funds and internal service funds were $190,998,527 and $7,463,000, respectively at September 30, 2008. The City's internal service funds reported a gain before transfers and capital contributions of $2,869,567. The enterprise funds' amount invested in capital assets, net of related debt represented 67.0% of total enterprise funds net assets. The enterprise funds unrestricted net assets were 31.3% of total enterprise funds net assets. The internal service funds' amount invested in capital assets, net of related debt represented 11.6% of total internal service funds' net assets. The internal service funds unrestricted net assets were 88.4% of total internal service funds' net assets. Other factors concerning the finances of the proprietary funds have already been addressed in the discussion of the government-wide financial statements and business-type activities. The following Figures 3 and 4 show the proprietary funds revenues of $85,764,105 and expenses of $76,482,938 (excluding transfers and capital contributions) by activity.

Figure 3 - Proprietary Funds Revenues by Activity

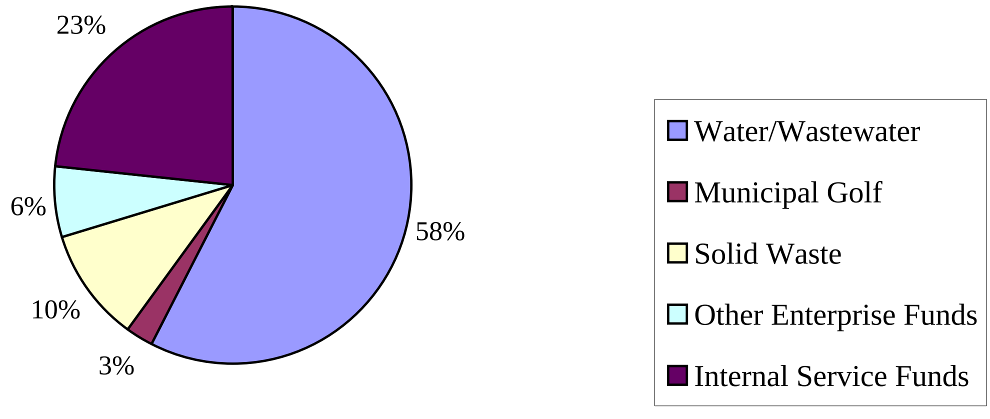
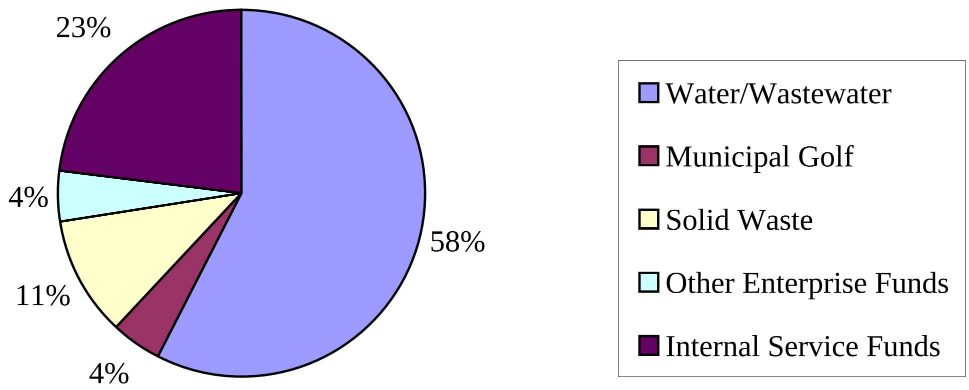


Figure 4 - Proprietary Fund Expenses by Activity



General Fund Budgetary Highlights

For the reported fiscal year, revenues fell short of budgetary estimates by $180,640. Expenditures were under budgetary estimates by $3,174,387 primarily due to salary savings resulting from vacancies in the following departments: Public Safety, Public Works and Information Technology. The fund realized a decrease in fund balance of $1,1,65,738 due to an unexpected downturn of the economy resulting in lower than expected revenues. The City traditionally budgets revenue conservatively which frequently results in positive budgetary variances.

Capital Asset and Debt Administration

Capital assets. The City's investment in capital assets, net of accumulated depreciation, for its governmental and business-type activities at fiscal year end amounted to $672,510,792. This investment includes land, buildings, improvements other than buildings (includes infrastructure), machinery and equipment, and construction in progress. The City's capital assets increased by $49,440,541 in fiscal year 2008.

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

- Private developer capital contributions of $6,492,391 to the City's streets, water, sewer, and drainage infrastructure in connection with various residential and commercial developments.

- Capital outlay totaling $5,081,163 for equipment, improvements in the Crime Tax District.

- Capital outlay totaling $9,386,640 for Street Improvement Fund includes various streets, sidewalks, entryways, pedestrian pathways and intersections in the City.

- Water and wastewater capital improvements totaling $10,230,085.

The City's capital assets, net of accumulated depreciation, at fiscal year end was as follows:

Table 4

Capital Assets*

	Governmental Activities		Business-Type Activities		Total Primary Government	
	9/30/07	**9/30/08**	**9/30/07**	**9/30/08**	**9/30/07**	**9/30/08**
Land	$ 24,953,662	$ 25,449,216	$ 3,251,674	$ 3,305,140	$ 28,205,336	$ 28,754,356
Construction in progress	112,131,145	154,949,829	38,757,123	49,330,575	150,888,268	204,280,404
Depreciable capital assets	460,910,356	480,105,569	259,858,455	264,717,912	720,768,811	744,823,481
Accumulated depreciation	(171,654,140)	(190,052,896)	(105,138,024)	(115,294,553)	(276,792,164)	(305,347,449)
Total capital assets, net	$ 426,341,023	$ 470,451,718	$ 196,729,228	$ 202,059,074	$ 623,070,251	$ 672,510,792

* See note 3.a.2 for more detailed information on the City's capital assets.

Long-term debt. At September 30, 2008, the City had the following long-term liabilities excluding amounts due within one year:

Table 5

Long-Term Debt*

	Governmental Activities		Business-Type Activities		Total Primary Government	
	9/30/07	**9/30/08**	**9/30/07**	**9/30/08**	**9/30/07**	**9/30/08**
Bonded debt	$ 185,791,917	$ 302,296,157	$ 62,458,824	$ 74,128,348	$ 248,250,741	$ 376,424,505
Accrued compensated absences	11,340,991	12,279,060	320,014	362,938	11,661,005	12,641,998
Other Post Employment Benefit	-	487,873	-	-	-	487,873
Closure and post closure liability	-	-	4,596,339	4,857,103	4,596,339	4,857,103
Total long-term debt	$ 197,132,908	$ 315,063,090	$ 67,375,177	$ 79,348,389	$ 264,508,085	$ 394,411,479
Long-term debt to net assets percentage	56%	82%	36%	41%	49%	68%

Of the total bonded debt, $246,626,630 or 65.5% is debt backed by the full faith and credit of the government with a property tax pledge.

During the reported fiscal year, the City issued $164,045,000 in new bonded debt and repaid principal on bonds totaling $35,915,271. The City's interest expense on its bonded debt was $13,743,823 for the reported fiscal year.

The City's bond ratings by Moody's and Fitch IBCA are currently as follows:

	Moody's	Fitch IBCA	Standard & Poor's
General obligation bonds	n/a	AA	AA+
Sales tax revenue bonds	A1	AA-	n/a
Water and wastewater revenue bonds	n/a	AA	AA+

* See Note 3.b.2 to the financial statements for more detailed information on the City's long-term debt.

Economic Factors and Next Year's Budgets and Rates

The City's elected and appointed officials considered many factors when setting the fiscal year 2009 budget, tax rates, and fees that will be charged for the business-type activities. One of those factors is the economy. The population growth experienced by the City has stimulated residential and commercial development activity. The continued growth in population has placed additional demands on the City to maintain or expand services. The City's unemployment rate is currently approximately 5.5% which is typical for cities in the region.

These indicators are taken into account when adopting the General Fund budget for fiscal year 2009:

- An increase in property tax assessed values for a twelfth consecutive year resulting in additional budgeted property tax revenues of $3,564,758. The City's net taxable assessed property values increased by 6% to $9,757,579,695 for fiscal 2008 as compared to prior fiscal year. The City did not change the property tax rate of 0.669998 per $100 taxable value for fiscal year 2008.

- A 5.9% increase in budgeted sales taxes revenues as compared to prior fiscal year budget due to an expected continued improvement to the economy. There is no change in the City's sales tax rate.

- The City's favorable bond ratings and continued low interest earnings and expense rates.

The City expects an overall increase in other general revenues of governmental activities from increased activity. Investment income is expected to remain relatively the same as fiscal year 2008 because interest rates on new investments of surplus cash are lower than those on maturing securities.

The City's total approved operating appropriations and reserves for fiscal year 2009 is $193,492,055 an increase of $3,602,041 or 1.9% as compared to prior fiscal year original budget. The general fund approved appropriations for fiscal year 2009 is $97,576,519, an increase of $475,896 or 0.5% from prior year. The remaining change in total budgeted operating appropriations and reserves includes an increase of $3,827,005 in the Water Wastewater Fund. In addition, the City has approved an increase in debt service appropriations of $602,241.

The City's total approved planned capital projects for fiscal year 2009 includes $55,257,964 in appropriation requests. The fiscal year 2009 planned capital projects includes $16,661,518 for water and wastewater improvements, $21,262,644 in street and signal improvements, $1,534,500 in parks improvements and $7,196,616 in storm drainage improvement.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the City's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City Controller, City of Grand Prairie, Texas, 317 College Street, P.O. Box 534045, Grand Prairie, Texas, 75053-4045.

BASIC FINANCIAL STATEMENTS

CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF NET ASSETS
SEPTEMBER 30, 2008

	Primary Government			GRAND PRAIRIE SPORTS FACILITIES DEVELOPMENT	GRAND PRAIRIE HOUSING FINANCE CORPORATION
ASSETS	Governmental Activities	Business-Type Activities	Total		
Current assets:					
Cash and cash equivalents	$ 10,999,921	$ 6,848,997	$ 17,848,918	$ 11,151,363	$ 370,033
Investments	20,337,378	58,029,878	78,367,256	-	-
Receivables (net of allowance for uncollectibles):					
Property tax	2,352,559	-	2,352,559	-	-
Franchise fees	2,300,827	-	2,300,827	-	-
Sales tax	7,563,226	-	7,563,226	-	-
Lease payments receivable	-	-	-	195,616	-
Other receivables	2,547,232	4,032,592	6,579,824	128,811	48,864
Due from other governments	2,763,340	-	2,763,340	-	-
Internal balances	(1,289,035)	1,289,035	-	-	-
Inventories and supplies	168,828	429,159	597,987	-	-
Current restricted assets:					
Cash and cash equivalents	102,588,226		102,588,226	-	861,439
Investments	101,416,762	5,670,269	107,087,031	-	-
Total current assets	251,749,264	76,299,930	328,049,194	11,475,790	1,280,336
Noncurrent assets:					
Lease payments receivable	-	-	-	15,802,407	-
Deferred charges	1,764,593	846,937	2,611,530	-	-
Estimated unguaranteed residential value	-	-	-	62,161,503	-
Capital assets:					
Land	25,449,216	3,305,140	28,754,356	-	1,612,851
Buildings	61,084,246	7,375,577	68,459,823	-	21,011,176
Equipment	61,197,247	22,437,193	83,634,440	-	-
Infrastructure	357,824,076	234,905,142	592,729,218	-	-
Construction in progress	154,949,829	49,330,575	204,280,404	-	-
Less accumulated depreciation	(190,052,896)	(115,294,553)	(305,347,449)	-	(5,175,826)
Total noncurrent assets	472,216,311	202,906,011	675,122,322	77,963,910	17,448,201
Total assets	723,965,575	279,205,941	1,003,171,516	89,439,700	18,728,537
LIABILITIES					
Current liabilities:					
Accounts payable	14,734,164	3,599,341	18,333,505	63,200	133,037
Accrued liabilities	7,541,133	1,495,133	9,036,266	-	755,731
Unearned revenue	618,045	94,540	712,585	-	-
Customer deposits	-	2,380,976	2,380,976	-	46,910
Noncurrent liabilities:					
Due within one year:					
Accrued compensated absences	4,938,128	339,315	5,277,443	-	-
Current portion of long term debt	13,021,241	4,048,919	17,070,160	-	311,004
Due in more than one year:					
Accrued compensated absences	7,340,932	23,623	7,364,555	-	-
OPEB liability	487,873	-	487,873	-	-
Closure and postclosure liability	-	4,857,103	4,857,103	-	-
Construction loan payable	-	-	-	-	3,372,959
Long term debt	289,274,916	70,079,429	359,354,345	-	13,560,000
Total liabilities	337,956,432	86,918,379	424,874,811	63,200	18,179,641
Invested in capital assets (net of related debt)	265,961,757	129,219,761	395,181,518	-	136,802
Restricted for:					
Debt service	5,491,185	3,343,171	8,834,356	-	126,234
Facility lease	-	-	-	78,159,526	-
Unrestricted	114,556,201	59,724,630	174,280,831	11,216,974	285,860
Total net assets	$ 386,009,143	$ 192,287,562	$ 578,296,705	$ 89,376,500	$ 548,896

See accompanying notes to basic financial statements.

CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2008

		Program Revenues		
FUNCTIONS/ACTIVITY	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Primary government:				
Governmental activities:				
Support services	$ 19,829,891	$ 12,976,068	$ -	$ -
Public safety services	76,192,160	5,827,320	963,194	-
Recreation and leisure services	20,548,092	6,894,465	3,901,051	-
Development services and other	51,061,087	2,947,454	32,009,330	11,432,768
Interest on long-term debt	10,329,775	-	-	-
Total governmental activities	177,961,005	28,645,307	36,873,575	11,432,768
Business-type activities:				
Water and wastewater	43,521,711	43,493,084	-	5,519,297
Municipal golf course	3,388,253	2,232,189	-	-
Solid waste	8,147,843	9,103,212	-	-
Municipal airport	2,274,829	2,330,000	270,729	-
Storm water	1,076,876	2,974,336	-	-
Total business-type activities	58,409,512	60,132,821	270,729	5,519,297
Total primary government	$ 236,370,517	$ 88,778,128	$ 37,144,304	$ 16,952,065
Component units:				
Grand Prairie Sports Facilities Development	4,029,263	2,867,636	-	(3,175,138)
Grand Prairie Housing Finance Corporation	5,573,554	4,183,595	-	-
Component units:	$ 9,602,817	$ 7,051,231	$ -	$ (3,175,138)

General revenues:
Taxes:
Property tax
Sales tax
Hotel/motel tax and other taxes
Franchise fees based on gross receipt
Investment income
Transfers
Total general revenues and transfers

Change in net assets

Net assets-beginning of year-
as previously stated
Prior period adjustment

Net assets - end of year

See accompanying notes to basic financial statements.

Net (Expense) Revenue and Changes in Net Assets Primary Government Governmental Activities	Business-Type Activities	Total	GRAND PRAIRIE SPORTS FACILITIES DEVELOPMENT	GRAND PRAIRIE HOUSING FINANCE CORPORATION
$ (6,853,823)	$ -	$ (6,853,823)	$ -	$ -
(69,401,646)	-	(69,401,646)	-	-
(9,752,576)	-	(9,752,576)	-	-
(4,671,535)	-	(4,671,535)	-	-
(10,329,775)	-	(10,329,775)	-	-
(101,009,355)	-	(101,009,355)	-	-
-	5,490,670	5,490,670	-	-
-	(1,156,064)	(1,156,064)	-	-
-	955,369	955,369	-	-
-	325,900	325,900	-	-
-	1,897,460	1,897,460	-	-
-	7,513,335	7,513,335	-	-
(101,009,355)	7,513,335	(93,496,020)	-	-
			(4,336,765)	-
			-	(1,389,959)
			(4,336,765)	(1,389,959)
69,813,294	-	69,813,294	-	-
39,665,104	-	39,665,104	-	-
1,414,822	-	1,414,822	-	-
11,847,401		11,847,401	-	-
7,444,199	2,448,108	9,892,307	329,884	84,101
2,553,427	(2,553,427)	-	-	-
132,738,247	(105,319)	132,632,928	329,884	84,101
31,728,892	7,408,016	39,136,908	(4,006,881)	(1,305,858)
355,047,037	184,879,546	539,926,583	93,383,381	1,854,754
(766,786)	-	(766,786)		
$ 386,009,143	$ 192,287,562	$ 578,296,705	$ 89,376,500	$ 548,896

CITY OF GRAND PRAIRIE, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2008

	General	Crime Tax	Section 8	Street Improvements	Debt Service
ASSETS					
Cash and cash equivalents	$ 5,637,102	$ 24,126,764	$ 2,816,002	$ 20,648,581	$ 1,323,738
Investments	15,446,189	42,227,945	2,262,550	8,712,883	3,921,110
Property tax receivable	1,679,174	-	-	-	673,385
Sales tax receivable	3,830,890	859,170	-	-	-
Franchise fees receivable	2,300,827	-	-	-	-
Other receivables	143,913	-	643	-	737
Due from other funds	2,210,000	-	-	-	-
Due from other governments	-	-	-	-	-
Total assets	$ 31,248,095	$ 67,213,879	$ 5,079,195	$ 29,361,464	$ 5,918,970
LIABILITIES AND FUND BALANCE					
Liabilities:					
Accounts payable	$ 4,562,514	$ 342,830	$ 71,228	$ 3,555,759	$ 500
Accrued liabilities	940,673	55,088	381	278,302	-
Customer deposits	-	-	-	-	-
Due to funds	-	-	-	-	-
Deferred revenue	1,458,173	-	-	-	584,759
Total liabilities	6,961,360	397,918	71,609	3,834,061	585,259
Fund Balance:					
Reserved for:					
Encumbrances	769,535	-	-	-	-
Bond debt service	-	-	-	-	5,333,711
Unreserved, designated for:					
Capital projects	-	-	-	25,527,403	-
Unreserved, undesignated in:					
General Fund	23,517,200	-	-	-	-
Special Revenue Funds	-	66,815,961	5,007,586	-	-
Total fund balance	24,286,735	66,815,961	5,007,586	25,527,403	5,333,711
Total liabilities and fund balance	$ 31,248,095	$ 67,213,879	$ 5,079,195	$ 29,361,464	$ 5,918,970

See accompanying notes to basic financial statements.

Other Governmental Funds	Total Governmental Funds
$ 53,673,141	$ 108,225,328
44,292,274	116,862,951
-	2,352,559
2,873,166	7,563,226
-	2,300,827
2,401,938	2,547,231
-	2,210,000
2,763,340	2,763,340
$ 106,003,859	$ 244,825,462
$ 6,076,249	$ 14,609,080
1,061,345	2,335,789
17,586	17,586
2,210,000	2,210,000
618,045	2,660,977
9,983,225	21,833,432
3,277,548	4,047,083
1,101,835	6,435,546
11,145,579	36,672,982
-	23,517,200
80,495,672	152,319,219
96,020,634	222,992,030
$ 106,003,859	$ 244,825,462

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CITY OF GRAND PRAIRIE, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO STATEMENT OF NET ASSETS
SEPTEMBER 30, 2008

Total fund balance - total governmental funds		$ 222,992,030
Capital assets used in governmental activities are not financial resources and therefore are not reported in the governmental funds balance sheet. This is the amount of governmental capital assets excluding internal service capital assets of $863,534.		469,588,184
Certain receivables will be collected this year, but are not available soon enough to pay for the current period's expenditures and are, therefore, deferred in the funds.		2,042,933
Interest payable on long term debt does not require current financial resources. Therefore, interest payable is not reported as a liability in governmental funds balance sheet.		(1,529,120)
Internal service funds are used by management to charge cost of certain activities, such as employee health insurance, risk management insurance, and fleet management, to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the government-wide statement of net assets (net of amount allocated to business-type activities of $1,289,035).		6,173,965
Noncurrent liabilities and the current portion of general long term debt are not reported as liabilities in the governmental fund balance sheet. This amount represents total noncurrent liabilities related to governmental activities. These noncurrent liabilities are as follows:		
General obligation bonds	$ (89,329,630)	
Certificates of obligation	(87,874,703)	
Sales tax revenue bonds	(28,605,000)	
Sales tax venue revenue bonds	(96,500,000)	
Unamortized bond issuance costs	1,764,593	
Unamortized bond premium/discount, net, and loss on refunding	(260,797)	
Unamortized loss of refunding	273,973	
Compensated Absences	(12,239,412)	
Other Post Employment Benefits	(487,873)	(313,258,849)
Net assets of governmental activities		$ 386,009,143

See accompanying notes to basic financial statements.

CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF REVENUE, EXPENDITURES,
AND CHANGES IN FUND BALANCE
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2008

	General	Crime Tax	Section 8	Street Improvements	Debt Service Fund
REVENUE					
Property tax	$ 41,235,958	$ -	$ -	$ -	$ 15,755,963
Sales tax	21,100,484	4,842,905	-	-	-
Other taxes	334,103	-	-	-	-
Franchise fees	11,847,401	-	-	-	-
Charges for goods and service	4,981,472	-	-	-	-
Licenses and permits	2,264,955	-	-	-	-
Fines and forfeitures	5,116,428	-	-	-	-
Intergovernmental revenue	681,153	-	22,847,034	-	-
General and administrative revenue	2,790,340	-	-	-	-
Investment income	1,238,374	216,716	98,358	666,786	352,392
Contributions	266,667	-	-	-	-
Other	349,334	-	135,450	175,491	-
Total revenue	92,206,669	5,059,621	23,080,842	842,277	16,108,355
EXPENDITURES					
Current operations:					
Support services	11,176,252	-	-	-	-
Public safety services	57,495,086	-	-	-	-
Recreation and leisure services	2,063,500	-	-	-	-
Development services and other	13,148,455	-	21,007,711	3,108,743	-
Capital outlay	1,016,040	5,081,163	138,446	9,386,640	-
Debt service:					
Principal retirement	-	-	-	-	9,201,568
Interest charges	-	163,627	-	172,148	6,330,207
Total expenditures	84,899,333	5,244,790	21,146,157	12,667,531	15,531,775
Excess (deficiency) of revenue over (under) expenditures	7,307,336	(185,169)	1,934,685	(11,825,254)	576,580
OTHER FINANCING SOURCES (USES)					
Transfers in	2,001,642	7,620,120	36,346	2,967,112	50,000
Transfers out	(10,474,716)	-	(179,574)	(2,380,992)	(624,758)
Premium on debt issued					34,567
Bonds issued	-	59,706,290	-	16,823,019	93,710
Refunding bond issued	-	-	-	-	17,278,000
Payment for refunded debt	-	-	-	-	(17,161,031)
Total other financing sources (uses)	(8,473,074)	67,326,410	(143,228)	17,409,139	(329,512)
Net change in fund balance	(1,165,738)	67,141,241	1,791,457	5,583,885	247,068
Prior period adjustment	-	-	-	-	-
Fund balance - beginning of year	25,452,473	(325,280)	3,216,129	19,943,518	5,086,643
Fund balance - end of the year	$ 24,286,735	$ 66,815,961	$ 5,007,586	$ 25,527,403	$ 5,333,711

See accompanying notes to basic financial statements.

Other Governmental Funds	Total Governmental Funds
$ 11,586,322	$ 68,578,243
13,721,715	39,665,104
1,080,719	1,414,822
-	11,847,401
6,667,393	11,648,865
188,300	2,453,255
499,034	5,615,462
6,604,422	30,132,609
-	2,790,340
4,666,632	7,239,258
7,542,449	7,809,116
4,395,889	5,056,164
56,952,875	194,250,639
3,564,527	14,740,779
1,615,822	59,110,908
14,976,106	17,039,606
11,018,274	48,283,183
46,828,026	62,450,315
4,066,500	13,268,068
4,027,704	10,693,686
86,096,959	225,586,545
(29,144,084)	(31,335,906)
39,175,265	51,850,485
(35,545,327)	(49,205,367)
27,425	61,992
52,816,981	129,440,000
-	17,278,000
-	(17,161,031)
56,474,344	132,264,079
27,330,260	100,928,173
(214,846)	(214,846)
68,905,220	122,278,703
$ 96,020,634	$ 222,992,030

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CITY OF GRAND PRAIRIE, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUE, EXPENDITURES, AND CHANGES IN FUND BALANCE OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2008

Net change in fund balances - total governmental funds		$ 100,928,173
Amounts reported for governmental activities in the statement of activities are different because:		
Governmental funds report capital outlay as expenditures. However, in the government-wide statement of activities and changes in net assets, the cost of those assets is allocated over their estimated useful lives as depreciation expense. This is the amount of capital assets recorded in the current period.		62,450,315
The net effect of various transactions involving capital assets (ie., sales, trade ins, and contributions) is to decrease net assets.		(387,244)
Depreciation expense on capital assets is reported in the government-wide statement of activities and changes in net assets, but they do not require the use of current financial resources. Therefore, depreciation expense is not reported as expenditures in governmental funds. This is the amount of governmental depreciation excluding internal service funds depreciation $72,294.		(20,960,361)
Governmental funds do not report developers' contributions as revenues, whereas these amounts are reported in the statement of activities as contributions not restricted to specific programs.		3,623,652
The issuance of long-term debt (e.g. bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance cost, premiums, discounts, and similar items when debt is first issued, whereas the amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.		
Bonds issued, net of premium on issuance and issuance costs	(145,938,778)	
Bond principal retirement	30,429,099	
Amortization bond related cost (deferred charge, premium/discount, deferred loss)	(248,108)	(115,757,787)
Some expenses reported in the statement of activities do not require the use of current financial resources, therefore, are not reported as expenditures in governmental funds.		
Change in compensated absences	(934,277)	
Change in accrued interest	(477,303)	
Change in Other Post Employment Benefit	(487,873)	(1,899,453)
Some property tax and intergovermental revenues will not be collected for several months after the city's fiscal year end. These are not considered "available" revenues in the governmental funds until received. Change in amount deferred on fund statements.		1,235,051
Internal service funds are used by management to charge the costs of certain activities, such as insurance and fleet maintenance, to individual funds. The net revenue of the internal service funds is reported with governmental activities net of the amount allocated to business-type activities ($486,271).		2,496,546
Change in net assets of governmental activities		$ 31,728,892

See accompanying notes to basic financial statements.

CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
SEPTEMBER 30, 2008

	Business-Type Activities Enterprise Funds			Governmental Activities Internal Service Funds
	Water Wastewater	Other Nonmajor	Total	
ASSETS				
Current assets:				
Cash and cash equivalents	$ 4,280,462	$ 2,568,535	$ 6,848,997	$ 5,255,367
Investments	45,566,329	12,463,549	58,029,878	4,891,189
Accounts receivable, net	3,297,785	734,807	4,032,592	-
Inventories and supplies	380,078	49,081	429,159	168,828
Deferred charges	827,380	19,557	846,937	-
Current restricted assets:				
Cash and cash equivalents				107,452
Investments	5,670,269	-	5,670,269	-
Total current assets	60,022,303	15,835,529	75,857,832	10,422,836
Capital assets:				
Land	804,555	2,500,585	3,305,140	737,566
Buildings	2,361,045	5,014,532	7,375,577	1,477,875
Equipment	15,161,595	7,275,598	22,437,193	1,725,144
Infrastructure	210,058,015	24,847,127	234,905,142	16,672
Construction in progress	43,217,167	6,113,408	49,330,575	-
Less accumulated depreciation	(98,258,593)	(17,035,960)	(115,294,553)	(3,093,723)
Total capital assets	173,343,784	28,715,290	202,059,074	863,534
Total assets	233,366,087	44,550,819	277,916,906	11,286,370
LIABILITIES				
Current liabilities:				
Accounts payable	3,050,312	549,029	3,599,341	125,649
Accrued liabilities	534,662	343,797	878,459	3,658,073
Accrued compensated absences	195,196	144,119	339,315	35,649
Unearned revenue	-	94,540	94,540	-
Current liabilities payable from restricted assets:				
Customer deposits	2,327,023	53,953	2,380,976	-
Accrued liabilities	577,063	39,611	616,674	-
Current portion of long term debt	3,630,000	418,919	4,048,919	-
Total current liabilities	10,314,256	1,643,968	11,958,224	3,819,371
Noncurrent liabilities:				
Accrued compensated absences	-	23,623	23,623	3,999
Closure and postclosure liability	-	4,857,103	4,857,103	-
Long term debt	60,869,324	9,210,105	70,079,429	-
Total noncurrent liabilities	60,869,324	14,090,831	74,960,155	3,999
Total liabilities	71,183,580	15,734,799	86,918,379	3,823,370
NET ASSETS				
Invested in capital assets (net of related debt)	108,844,460	19,086,266	127,930,726	863,534
Restricted for debt service	3,343,171	-	3,343,171	-
Unrestricted	49,994,876	9,729,754	59,724,630	6,599,466
Total net assets	$ 162,182,507	$ 28,816,020	$ 190,998,527	$ 7,463,000
Reconciliation to government-wide Statement of Net Assets:				
Adjustments to reflect the consolidations of internal service funds activities related to enterprise funds			1,289,035	
Net assets of business-type activities			$ 192,287,562	

See accompanying notes to basic financial statements.

CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF REVENUE, EXPENSE AND CHANGES IN FUND NET ASSETS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2008

	Business-Type Activities Enterprise Funds			Governmental Activities
	Water Wastewater	Other Nonmajor	Total	Internal Service Funds
OPERATING REVENUE				
Sales to customers	$ 24,727,529	$ 16,619,249	$ 41,346,778	$ 4,249,282
Wastewater charges to customers	15,385,150	-	15,385,150	-
Water and wastewater fees	906,620	-	906,620	-
Wastewater surcharges	589,489	-	589,489	-
Intergovernmental revenue	-	270,729	270,729	-
Insurance premiums	-	-	-	16,198,290
Miscellaneous	1,884,296	20,488	1,904,784	9,150
Total operating revenue	43,493,084	16,910,466	60,403,550	20,456,722
OPERATING EXPENSE				
Salaries and personal benefits	5,741,064	3,519,494	9,260,558	1,160,922
Supplies and miscellaneous purchases	480,285	2,197,046	2,677,331	2,898,341
Purchased services	3,971,102	6,240,357	10,211,459	1,060,362
Insurance costs	-	-	-	12,310,879
Water purchases	9,214,660	-	9,214,660	-
Wastewater treatment	8,359,440	-	8,359,440	-
Miscellaneous	234,741	167,264	402,005	84,357
Depreciation	9,138,311	1,654,841	10,793,152	72,294
Franchise fees	1,594,601	401,646	1,996,247	-
General and administrative costs	2,358,499	210,001	2,568,500	-
Total operating expense	41,092,703	14,390,649	55,483,352	17,587,155
Operating income	2,400,381	2,519,817	4,920,198	2,869,567
NONOPERATING REVENUE (EXPENSE)				
Impact fees	2,250,784	-	2,250,784	-
Investment income	1,892,936	555,172	2,448,108	204,941
Loss on property disposition	-	(300,302)	(300,302)	-
Interest expense	(2,686,046)	(426,083)	(3,112,129)	-
Total nonoperating revenue (expense)	1,457,674	(171,213)	1,286,461	204,941
Income before contributions and transfers	3,858,055	2,348,604	6,206,659	3,074,508
Transfers in	28,554,452	3,194,574	31,749,026	23,892
Transfers out	(29,500,017)	(4,802,436)	(34,302,453)	(115,583)
Capital contributions	3,268,513	-	3,268,513	-
Change in net assets	6,181,003	740,742	6,921,745	2,982,817
Net assets - beginning of the year	156,001,504	28,075,278	184,076,782	4,480,183
Net assets - end of the year	$ 162,182,507	$ 28,816,020	$ 190,998,527	$ 7,463,000

Reconciliation to government-wide Statement of Activities:

Change in net assets of enterprise funds	6,921,745
Adjustments to reflect the consolidations of internal service funds activities related to enterprise funds	486,271
Change in net assets of business-type activities	$ 7,408,016

See accompanying notes to basic financial statements.

THE CITY OF GRAND PRAIRIE TEXAS

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CITY OF GRAND PRAIRIE, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2008

	BUSINESS TYPE ACTIVITIES ENTERPRISE FUNDS			Governmental Activities
	Water Wastewater	Other Nonmajor	Total	Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES:				
Cash received from customers	$ 43,682,225	$ 16,830,224	$ 60,512,449	$ 20,453,888
Cash received from other funds for services	-	270,729	270,729	-
Cash payments to suppliers for goods and services	(21,362,483)	(7,949,441)	(29,311,924)	(16,317,665)
Cash payments to employees for services	(5,730,630)	(3,487,004)	(9,217,634)	(1,155,329)
Cash payments to other funds for services	(1,793,654)	(845,919)	(2,639,573)	(633,477)
Other operating cash (payments)	(1,805,800)	(438,109)	(2,243,909)	(582)
Net cash provided by operating activities	12,989,658	4,380,480	17,370,138	2,346,835
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES:				
Transfers from other funds	28,554,452	3,194,574	31,749,026	23,892
Transfers to other funds	(29,500,017)	(4,802,436)	(34,302,453)	(115,583)
Net cash (used) by non-capital financing activities	(945,565)	(1,607,862)	(2,553,427)	(91,691)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:				
Capital outlays	(11,164,350)	(2,124,460)	(13,288,810)	(8,566)
Proceeds from capital assets disposals		134,023	134,023	-
Interest paid on bonds and line of credit	(2,916,653)	(442,163)	(3,358,816)	-
Repayment of principal on bonds	(3,794,281)	(1,863,195)	(5,657,476)	-
Impact fees received	2,250,784	-	2,250,784	-
Proceeds from issuance of bonds	15,845,000	1,482,000	17,327,000	-
Net cash provided (used) by capital and related financing activities	220,500	(2,813,795)	(2,593,295)	(8,566)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Investment earnings received on cash and investments	1,892,936	555,176	2,448,112	204,941
Sale of investments	31,124	804,393	835,517	11,273
(Purchase) of investments	(12,500,132)	(423,930)	(12,924,062)	(2,000,000)
Net cash provided (used) in investing activities	(10,576,072)	935,639	(9,640,433)	(1,783,786)
Net increase in cash and equivalents	1,688,521	894,462	2,582,983	462,792
Cash and cash equivalents - beginning of year	2,591,941	1,674,073	4,266,014	4,900,027
Cash and cash equivalents - end of year	$ 4,280,462	$ 2,568,535	$ 6,848,997	$ 5,362,819
Reconciliation of income (loss) from operations to net cash provided (used) by operating activities:				
Net operating income	$ 2,400,381	$ 2,519,817	$ 4,920,198	$ 2,869,567
Adjustments to reconcile net operating income (loss) to net cash provided (used) by operating activities:				
Depreciation and amortization	9,138,311	1,654,841	10,793,152	72,294
Changes in operating assets and liabilities:				
(Increase) Decrease in other accounts receivable	90,855	(211,819)	(120,964)	(2,834)
(Increase) Decrease in inventories and supplies	(2,007)	(1,864)	(3,871)	98,672
Increase (Decrease) in accounts payable	1,253,398	196,498	1,449,896	(694,656)
Increase in customer deposits	98,286	1,832	100,118	-
(Decrease) in deferred revenue	-	(72,079)	(72,079)	-
Increase in accrued compensated absences	10,434	32,490	42,924	3,792
Increase in other accrued current liabilities	-	260,764	260,764	-
Net cash provided by operating activities	$ 12,989,658	$ 4,380,480	$ 17,370,138	$ 2,346,835

THE CITY OF GRAND PRAIRIE

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NOTES TO BASIC FINANCIAL STATEMENTS

INDEX

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Introduction

The City of Grand Prairie ("City") is one of the Mid-Cities in the Dallas-Fort Worth Metroplex, 12 miles west of downtown Dallas, 18 miles east of downtown Fort Worth and 6 miles south of DFW International Airport. The City was incorporated in 1909, and adopted the Council-Manager form of government in 1948.

The services provided by the City are diverse. The financial position, results of operations and budgets (where legally adopted) of these multi-faceted services are all included in the City's financial "reporting entity," as more fully described in the immediately subsequent section of this Note.

The City reports in accordance with accounting principles generally accepted in the United States of America ("GAAP") as established by the Governmental Accounting Standards Board ("GASB") and the Financial Accounting Standards Board ("FASB"). The accounting and reporting framework and the more significant accounting principles and practices are discussed in subsequent sections of this Note. The remainder of the Notes are organized to provide concise explanation, including required disclosures of budgetary matters, assets, liabilities, fund equity, revenues, expenditures/expenses, and other information considered important to gaining a clear picture of the City's financial position and results of operations as of and for the fiscal year ended September 30, 2008.

b. Financial Reporting Entity

Knowledge of the definitions for the following terms is important to the reader's understanding of the Notes:

Reporting Entity – The primary government and all related component units are combined to constitute the financial reporting entity.

Primary Government – The core or nucleus of the financial reporting entity. The City's services include primarily the traditional local government responsibilities of public safety, streets and transportation, water and wastewater, solid waste collection and disposal, environmental health, leisure services and general aviation airport.

Blended Component Units – A legally separate governmental unit that is an extension of the primary government whereby the component unit's governing body is substantively the same as the primary government, provide services almost entirely to the primary government and almost exclusively benefits the primary government.

Discretely Presented Component Units – A legally separate governmental unit or organization for which the elected officials of the primary government are financially accountable, and which is reported in a column separate from the primary government within the combined financial statements.

1) Component Unit – Sports Corporation

Although the Sports Corporation is legally, financially and administratively autonomous, its Board of Directors are appointed by the Grand Prairie City Council. Additionally, four of the seven Sports Corporation board members are members of the Grand Prairie City Council. Therefore, the Sports Corporation should be included within the financial reporting entity of the City; as such, the financial statements of the component unit have been included in the financial reporting entity as a discretely presented component unit. The component unit column is reported as a separate column in the combined financial statements to emphasize it as a legally separate entity from the City.

The Sports Corporation was incorporated on June 10, 1992, under the provisions of the Development Corporation Act of 1979, as amended, Article 5190.6, Texas Revised Civil Statutes Annotated, as amended ("Act") by Resolution No. 2841 of the Grand Prairie City Council. The purpose of the Sports Corporation is to promote economic development within the City in order to reduce unemployment and underemployment, and to promote and encourage employment and the public welfare of, for, and on behalf of the City by developing, implementing, providing and financing projects authorized under the Act.

The Act provides that the City may levy a one-half cent sales and use tax for the benefit of the Sports Corporation if the tax is authorized by a majority of the qualified voters in an election. On January 18, 1992, a majority of the voters approved a proposition to levy and collect an additional one-half cent sales and use tax for the purpose of constructing a horse racetrack. The one-half cent sales and use tax increase became effective April 1, 1993. The one-half cent sales and use tax may be used to pay the costs of the project or the principal, interest and other costs relating to any bonds or obligations issued to pay the costs of the project or to refund bonds or obligations issued to pay the cost of the project. All bonds were redeemed on September 15, 2007. The sales tax was discontinued on September 30, 2007.

The activities of the Sports Corporation are similar to those of proprietary funds, and, therefore, are reported as an enterprise fund. The activities of the Sports Corporation are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of the Sports Corporation are included in a single fund. Transactions are accounted for using the accrual basis of accounting.

Complete September 30, 2008 financial statements for the Sports Corporation may be obtained at its administrative office.

2) Component Unit – Housing Finance Corporation

The Grand Prairie Housing Finance Corporation (HFC) was created to issue tax-exempt revenue bonds to supply mortgage financing for low income home buyers and multi-family development. While the entity is legally, financially and administratively autonomous, the governing body of the City of Grand Prairie may, at its sole discretion, and at any time, amend HFC's Articles of Incorporation, and alter or change its structure, programs or activities, or terminate or dissolve it. Additionally, members of the Board of Directors are appointed by and may be removed by the City Council. The city is not financially obligated for any debt of the HFC. Complete separate December 31, 2007 financial statements for HFC may be obtained from the City.

3) Related Autonomous Entities

Related autonomous entities are those entities whose boards of directors are appointed by the City Council, but over which the City is not financially accountable, and are therefore excluded from the reporting entity. These include:

- Grand Prairie Health Facilities Development Authority – created to issue tax-exempt revenue bonds to finance medical facilities. The Authority's bonds have been defeased, and the Authority only exists to make decisions from time to time regarding the defeased bonds. The City exercises no control over the Authority or its budget.
- Grand Prairie Industrial Development Authority – created to issue tax-exempt industrial revenue bonds to assist in the City's economic development and to evaluate tax abatement applications. The City exercises no control over the Authority's management, budget or operations.

c. Government-wide financial statements and fund financial statements

The government-wide financial statements (i.e., the statement of net assets and the statement of changes in net assets) report information on all of the non-fiduciary activities of the primary government and its component unit. Activity for the primary government and its component unit are reported separately in the government-wide financial statements. The effect of interfund activity between governmental activities and business-type activities has been eliminated in these statements except that business-type activities include charges for administrative overhead services provided by the governmental activities.

Governmental activities are supported in part by property taxes, sales taxes, franchise fees, and grant revenues from the federal government and the State of Texas. Governmental activities are reported separately from *business-type activities*, which rely to a large extent on fees and charges for support. Significant revenues generated from business-type activities include: charges to customers for water and wastewater services, golf course fees, airport user charges, wastewater tap fees and reconnection fees.

The statement of activities reports the change in the City's net assets from October 1, 2007 to September 30, 2008. This statement demonstrates the degree to which the direct expenses of a given function of government are offset by program revenues. Specifically, the City has identified the following functions of government: support services, public safety services, recreation and leisure services, development services, water sales, wastewater services, solid waste services, storm water services, airport operations, and golf course operations. *Direct expenses* are those that are clearly identifiable with a specific function of City government. *Program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues* in the statement of activities.

In addition to the government-wide financial statements, the City also reports separate financial statements for major governmental funds and proprietary funds; these statements are classified as *fund financial statements.* The fund financial statements are organized on the basis of funds, each of which is considered a separate accounting entity with self-balancing accounts that comprise its assets, liabilities, fund equity, revenues, and expenses. Governmental resources are allocated to and accounted for in individual funds based upon the purposes for which they are to be spent and the means by which spending activities are controlled.

Each fund is accounted for by providing a separate set of self-balancing accounts which constitute its assets, liabilities, fund equity, revenues and expenditures/expenses. Funds are ordered into two distinct categories: governmental and proprietary. Information in the fund financial statements are reported on a major fund basis. The calculation of major funds is conducted by the City each year under the methods outlined in GASB Statement No. 34. Major individual governmental funds and major individual proprietary funds are reported as separate columns in the fund financial statements. The major funds at September 30, 2008, are as follows: general fund, crime tax fund, street improvement fund, section 8 fund, a debt service fund, and water/wastewater fund. Non-major funds are reported in the aggregate as "Other Funds." The various funds are summarized by type in the fund financial statements.

Major governmental funds include the following:

General Fund: The General Fund is the primary operating fund of the City. This fund is used to account for all financial resources of the general government, except those required to be accounted for in another fund.

Crime Tax Fund: This fund accounts for the construction of the City's new public safety building. Approved by the Grand Prairie voters, a one-quarter cent sales and use tax was levied for the benefit of the Crime Control District. Proceeds from the one-quarter cent sales tax is being used to pay for debt issued to construct the public safety building.

Section 8 Fund: The fund accounts for grants received from the federal government for providing housing assistance to low income families.

Street Improvements Fund: This fund accounts for the costs of street improvements in the City financed through general obligation bond proceeds, and other dedicated sources.

Debt Service Fund: The City's Debt Service Fund accounts for the accumulation of financial resources for the payment of principal and interest on the City's general obligation (property tax supported) debt.

Major enterprise fund is the following:

Water/Wastewater Fund: This fund accounts for water and wastewater system services provided for residents of the City, including administration, operations, maintenance, debt service, billing and collection. The City has no treatment facilities for water or wastewater. Treated water is purchased from the Dallas Water Utilities ("DWU") and Trinity River Authority ("TRA"), and water is pumped from City-owned wells. The City owns the wastewater collection system and all wastewater treatment is provided by the TRA. The contracts with DWU and TRA are discussed elsewhere in the Notes.

d. Measurement Focus and Basis of Accounting

1) Governmental Funds

The City uses the modified accrual basis of accounting and the flow of current financial resources measurement focus for all governmental funds. Under the modified accrual basis of accounting, revenues are recognized when both "measurable and available." Measurable means knowing, or being capable of calculating or estimating the amount to be received. Available means collectible within the current period or soon enough thereafter to pay current liabilities (generally 60 days). Also, under the modified accrual basis of accounting, expenditures (including capital outlay) are recorded in the period when the related fund liability is incurred, except for general obligation bond principal and interest which is recorded when due rather than when incurred.

Major revenue sources susceptible to accrual in the governmental funds include:

- Sales taxes are collected by the State and remitted to the City monthly in 60 days arrears. The City recognizes sales taxes revenues when collected from the State. Additional amounts estimated to be collectible in time to be a resource payment of obligations incurred during the fiscal year and therefore susceptible to accrual in accordance with General Accepted Accounting Principles have been recognized as revenue. The City allocates its sales taxes revenues to the General Fund, Street Maintenance Fund, and Park Venue Fund pursuant to City ordinances. The Sports Corporation receives monthly sales taxes revenues from the State separate from the City.
- Franchise fees are remitted regularly by franchise owners for gas, electric, telephone and cable utilities. Franchise fees are also paid by the City's Water and Wastewater Fund, Solid Waste Fund and Storm Water Utility Fund. The fees are not taxes, but compensate the City for the use of public right-of-way by the utilities.

Amounts earned but not collected at fiscal year end are recorded as accounts receivable. Amounts earned at fiscal year end and collected within 60 days are recorded as revenue.

- Property taxes are billed and collected by the Dallas County Tax Assessor based on assessed taxable values each January 1 as determined by the Dallas Central Appraisal District using exemptions approved by the City. Taxes are levied and due on the next October 1 and are past due after February 1 of the following year. Tax liens are automatic on January 1 for each year of tax levy. Property tax receivables are recorded on October 1 when taxes are assessed with a reserve estimate for un-collectibles. Property tax revenues are recorded as the taxes are collected. Delinquent tax payments are recognized as revenue when both measurable and available. Additional amounts estimated to be collectible in time to be a resource payment of obligations incurred during the fiscal year and therefore susceptible to accrual in accordance with General Accepted Accounting Principles have been recognized as revenue.
- Intergovernmental grant revenues are recognized when available and the qualifying expenditures have been incurred and all other grant requirements have been met for expenditure-driven grants.
- Interest revenues are recognized as earned as they are measurable and available.
- Interfund services provided and/or used by other funds are reported as "general and administrative revenue/expenses" and represent direct charges/payments for services provided to one or more other funds. Allocations of indirect costs are included in transfers in/out between funds and not reported as revenues or expenditures.

2) Proprietary Funds

The accrual basis of accounting and flow of economic resources measurement focus are used in all proprietary fund types. Under the accrual basis of accounting, revenues are recognized when earned, and expenses (including depreciation) are recorded when the liability is incurred. Private-sector standards of accounting and financial reporting (as issued by the Financial Accounting Standards Board) issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the GASB. Governments also have the option of following subsequent private-sector guidance for enterprise funds, subject to the same limitation. The City has elected not to follow subsequent private-sector guidance.

The accounting objectives for proprietary funds are the determination of net income, financial position and cash flows. Proprietary fund equity is segregated into (1) invested in capital assets, net of related debt; (2) restricted net assets, and (3) unrestricted net assets.

Proprietary funds distinguish *operating* revenues and expenses from *non-operating* items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the enterprise funds, and the City's internal service funds are charges to customers for water sales, utility charges, and municipal golf course fees. Operating expenses for enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Enterprise Funds

Enterprise funds are used to account for operations that are financed and operated in a manner similar to private business enterprises, where the intent of the City Council is that the costs (expenses, including depreciation) of providing goods and services to the general public on a continuing basis be financed or recovered primarily through user charges, or where the City Council has decided that periodic determination of revenues earned, expenses incurred and/or net income (loss), is appropriate for capital maintenance, public policy, management control, accountability or other purposes. The enterprise funds of the City are classified as business-type activities in the government-wide statements of net assets and activities.

Internal Service Funds

Internal service funds are used to account for the financing of goods or services provided by one department to other departments within the City, on a cost-reimbursement basis. The City has two internal service funds, which include:

- Equipment Services Fund – accounts for a full range of services in managing and maintaining the City's fleet of vehicles and equipment.

- Risk Management Fund - accounts for premiums, deductibles and claims for the City's property, liability and workers compensation and employee health and life insurance programs. The City reports all risk financing activities in the Risk Management Fund.

e. Assets, Liabilities, Fund Balance/Net Assets and Other

1) Pooled Cash, Investments and Temporary Deposits

The City's cash, investments and temporary deposits are pooled for investment. Interest earnings are allocated to the City's funds during the year based upon the City's adopted budget. For purposes of the statements of cash flows, the City considers cash on hand, demand deposits and investments with original maturities of three months or less to be cash equivalents.

2) Inventories

Inventory is recorded at cost when purchased, with a corresponding reservation of fund balance shown for governmental fund-type inventories, and charged to expenditures when consumed. General Fund supplies and materials inventory are recorded as expenditures on an actual specific cost basis. The Water and Wastewater Fund supplies and materials inventory is charged out on a first-in, first-out basis. Equipment Services Fund, included as "Other Governmental Funds" in the fund financial statements, charges supplies and materials out on a first-in, first-out basis and its gasoline inventory is charged out on a moving average basis. The Municipal Airport Fund, included as "Other Proprietary Funds" charges fuel inventory on a moving average basis.

3) Capital Assets and Depreciation

Capital assets (i.e. land, buildings, equipment, improvements other than buildings, which includes the City's infrastructure, and construction in progress) of all the funds are stated at historical cost or estimated historical cost if historical cost is not known. Donated capital assets are recorded at their fair value on the date donated. An item is classified as an asset if the initial, individual cost is $5,000 or greater. Capital assets of the City are reported in the applicable governmental or business-type activities columns in the government-wide financial statements and in the proprietary fund financial statements. Assets subject to depreciation are depreciated using the straight-line method. The estimated useful lives of all depreciable assets are as follows:

Buildings	20-50 years
Machinery and Equipment	5-15 years
Improvements other than Buildings	20-40 years
Infrastructure	20-40 years

4) Encumbrances

Encumbrance accounting is used for the General Fund, Crime Tax Fund, Street Improvement Fund and other governmental funds. Encumbrances are recorded when a purchase order is issued, and encumbrances are not considered expenditures until a liability for payment is incurred. Encumbrances are reported as a reservation of fund balance on the governmental funds' balance sheet, and on October 1, each year are carried forward, along with the prior year's related appropriation, and added to the new year's budget.

In addition to encumbrances, a separate work order system based upon approved contracts is used to manage disbursements for capital projects.

5) Compensated Absences

Employees are granted vacation benefits in varying amounts, depending on tenure with the City. These benefits accumulate pro rata by pay period. The employee's right to use accumulated vacation and to receive an accumulated vacation payment upon termination vests after six months of employment. Fire and police civil service employees and other employees hired prior to 1976 are paid up to 90 days sick leave upon retirement. The valuation of the frozen civil service sick leave is at current pay rates, while the valuation of the frozen noncivil service sick leave was at 1985 wage levels. The valuation of accrued compensated absences includes salary-related payments such as the City's share of taxes and contributions to the retirement plan in accordance with GASB 16. Long-term accrued compensated absences and those related amounts to be paid in the next fiscal year are reported in the respective columns in the government-wide financial statements and in the proprietary fund financial statements. A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements. The General Fund is typically used to liquidate the liability for governmental activities' compensated absences. Long-term accrued compensated absences are not expected to be liquidated with expendable available financial resources and are not reported in the governmental fund financial statements.

6) Risk Management

The City has its workers' compensation, liability, and property insurance coverage with the Texas Municipal League Intergovernmental Risk Pool (the "TML Risk Pool"), a public entity risk pool currently operating as a common risk management and insurance program for more than 2,000 members. The City pays annual premiums to the TML Risk Pool for such insurance coverage. The TML Risk Pool is self-sustaining through annual member premiums and stop loss reinsurance coverage through various commercial insurers for excess claims. The City administers a deductible program for workers' compensation, all liability, and auto/property claims. All such claims are accounted for within the Risk Management Fund, an internal service fund. The City's workers' compensation liability coverage is up to $200,000 per occurrence subject to an annual aggregate retention of $850,000 in fiscal year 2008. All liability coverage lines (general, automobile, law enforcement, errors and omissions, and aviation) have a $50,000 deductible and are generally subject to the following liability limits:

Coverage	Per Occurrence	Aggregate
General Liability	$1,000,000	$2,000,000
Law Enforcement Liability	$3,000,000	$6,000,000
Errors and Omissions	$3,000,000	$6,000,000
Automobile Liability	$3,000,000	
Airport Liability	$10,000,000	$10,000,000

The City's operating funds are charged premiums for coverage provided by the Risk Management Fund based on approved annual budgets with adjustments based on estimates of the amounts needed to pay prior and current-year claims. These inter-fund premiums are used to reduce the amount of actual expenditures.

Liabilities of the Risk Management Fund are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported (IBNR). The result of the process to estimate the claims liability is not an exact amount as it depends on many complex factors, such as inflation, timing of filed claims, adjudication of claim benefits, changes in legal doctrines, and damage awards. Accordingly, claims are reevaluated periodically to consider the effects of inflation, plan benefit designs, recent claim settlement trends (including frequency and amount of pay-outs), and other economic and social factors. The estimate of the claims liability also includes amounts for incremental claim adjustment expenses related to specific claims and other claim adjustment expenses regardless of whether allocated to specific claims. The total accrued liabilities for the Risk Management Fund based on the recent February 2009 actuarial report, as of September 30, 2008, was $2,261,873. The City's claims actually were lower than projected from the 2006 actuarial report. Below is the change as reported in the report since 2006.

The City offers group health coverage to its employees and retirees in plans administered by United Health Care using an escrow account funded by the City with both employee and City contributions. The City allows retired employees to continue participating in its group health insurance program after retirement with a portion of premiums paid by the City. The amount of premiums paid by retirees is based on the retirement date, length of service with the City, plan selected and dependents covered at the time of retirement. The City retains risk for up to $200,000 per member per year, and transfers risk in excess of this amount to a reinsurer. Reported claims are charged to expense in the period the loss is incurred. The total accrued liabilities for health insurance as of September 30, 2008 were $1,317,429.

	Beginning of Fiscal Year Liability	Claims and Change in Estimates	Claim Payments	End of Fiscal Year Liability
2008	$3,920,507	$9,971,974	$10,313,179	$3,579,302
2007	2,698,976	13,224,710	12,003,179	3,920,507

7) Other Post Employment Benefits

Current employees who retire from the City of Grand Prairie under a TMRS Retirement / Plan option may elect to remain on the City's medical, dental, and vision insurance plans as long as they meet the following criteria:

- Under age of 65
- Currently working for the City immediately prior to retirement
- 5 years of service, and
- Payment of required premiums monthly by due date, or within grace period

TMRS Retirement / Plan option may include:

- Service retirement (25 yrs of TMRS creditable service)
- Age 60 and 5 years of TMRS creditable service
- Disability/Medical retirement

Eligibility requirements do not vary by type of retirement.

Benefits

Retirees pay a portion of their retiree health care premium based on their years of service with the City of Grand Prairie. The cost of their benefit is based on their years of service with the City of Grand Prairie when they retire. The base retiree health care premium is based on the accrual rate, claims costs, and budget for the prior fiscal year.

Active employees do not contribute to the retiree health care premium.

Retiree benefits begin on the first day of the month following retirement. If a retiree is not eligible for employer-paid retiree health benefits, they may purchase medical coverage through COBRA. The rate will depend on the coverage level and the plan they select (i.e., Employee Only, Employee + Spouse, etc.). The rate is determined by the rate structure in place at that time + a 2% administrative fee. The City of Grand Prairie does not contribute to any portion of the COBRA premium.

Medical coverage for retiree benefits extends only to age 65. Once a retiree reaches age 65, they will be dropped from medical coverage at the beginning of the month in which they turn 65. If a retiree cancels any or all insurance at any time during retirement, they forfeit all rights to coverage through the City for that benefit. If they cancel medical coverage all together, they may not elect medical again in the future for any reason.

Spouse Coverage

Retired before 1/1/2008: A spouse who is on the employee's plan at the time of retirement may continue on the plan until the spouse reaches age 65. Spouse coverage continues after the employee reaches the age 65 and after the death of the

employee until the spouse reaches the age of 65, as well. Spouse coverage continues even though the employee becomes Medicare eligible.
Rates for spouse coverage are dependent upon the employee's years of service with the City of Grand Prairie. Spouses receive the same benefits as the employee. Surviving spouses of deceased active members are not eligible for retiree health care benefits.

Employees retiring from TMRS effective 12/31/2007 (for a 1/1/08 effective date) or later, and who wish to cover dependents during retirement, must have the dependents covered on their City plan for two full years prior to retirement. (For instance, to cover a spouse effective 1/1/08 for retirement, the spouse must have been covered under your employee plan continuously since 1/1/06).

Child / Dependent Coverage

New dependents gained during retirement (due to marriage or birth) may not be added to the City's plan since they were not eligible at the time of retirement. A retiree may purchase coverage for dependents through COBRA. The rate will depend on the coverage level and the plan they select (i.e., Employee Only, Employee + Spouse, etc.). The rate is determined by the rate structure in place at that time + a 2% administrative fee. The City of Grand Prairie does not contribute to any portion of the COBRA premium.

Medicare

Covered participants are not required to apply for Medicare when eligible, but may remain on the City's insurance. Retirees, however, are required to move off the City's medical plan when they reach age 65 or become Medicare eligible. The City does not contribute to the retiree Medicare premiums.

Opt-outs / Payment-in-lieu / Reimbursements

Retirees that do not continue coverage through our retiree health care plans do not receive payment in lieu of retiree health care.

Types of Coverage Offered

The City offers medical, dental, and vision coverage to eligible retirees.

Employee / Retiree 2008 Monthly Health Care Premiums (Employee Pays Portion)

Group	Monthly Health Care Premium	
Gold (Under Age 65)	**PRIOR TO 12/01/2005**	**AFTER 11/30/2005**
Employee Only	521	566
Employee plus Spouse	1061	1152
Employee plus Child(ren)	834	903
Family	1527	1653
Silver (Under Age 65)		
Employee Only	447	492
Employee plus Spouse	890	981
Employee plus Child(ren)	700	769
Family	1273	1399
Bronze (Under Age 65)		
Employee Only	409	454
Employee plus Spouse	822	913
Employee plus Child(ren)	624	693
Family	1133	1259
Over 65 Retiree (Grandfathered by Age)		
Employee (10-14 years of service)	114	
Employee (15-19 years of service)	117	
Employee (20-24 years of service)	97	
Employee (25-29 years of service)	56	
Employee (30+ years of service)	35	
Employee plus spouse (10-14 years of service)	259	
Employee plus spouse (15-19 years of service)	221	
Employee plus spouse (20-24 years of service)	N/A	
Employee plus spouse (25-29 years of service)	118	
Employee plus spouse (30+ years of service)	83	

The Under Age 65 monthly premiums shown above are rates based on 5 years of credited service. Employee /retiree premiums will be reduced as years of service increase.

Funding Policy and Annual OPEB Cost

The City's annual other post employment benefits (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameter of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The City had its first OPEB actuarial valuation performed for the fiscal year beginning October 1, 2007 as required by GASB. The City's annual OPEB cost for the current year is as follows:

Annual required contribution	$1,477,994
Interest on OPEB obligation	-
Adjustment to ARC	-
Annual OPEB cost (expense) end of year	$1,477,994
Net estimated employer contributions	($990,121)
Increase in net OPEB obligation	$487,873
Net OPEB obligation – as of beginning of the year	-
Net OPEB obligation (asset) – as of end of the year	$487,873

Funding status and funding progress

The funded status of the City's retiree health care plan, under GASB Statement No. 45, as of September 30, 2007 is as follows:

Actuarial Valuation Date as of September 30	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)
2007	-	$15,782,172	$15,782,172	0%

Under the reporting parameters, the City's retiree health care plan is 0% funded with an estimated actuarial accrued liability exceeding actuarial assets by $15,782,172 at September 30, 2007.

Actuarial methods and assumptions

The Projected Unit Credit actuarial cost method is used to calculate the GASB ARC for the City's retiree health care plan. Using the plan benefits, the present health premiums, and a set of actuarial assumptions, the anticipated future payments are projected. The projected unit credit method then provides for a systematic funding for these anticipated payments. The yearly ARC is computed to cover the cost of benefits being earned by covered members, as well as to amortize a portion of the unfunded accrued liability.

Projections of health benefits are based on the plan as understood by the City and include the types of benefits in force at the valuation date and the pattern of sharing benefit costs between the City and the City's employees to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets. Significant methods and assumptions were as follows:

Actuarial Methods and Assumptions

Investment rate of return	4.5%, net of expenses
Actuarial cost method	Projected Unit Credit Cost Method
Amortization method	Level as a percentage of employee payroll

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status and the annual required contributions of the City's retiree health care plan are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress presented as required supplementary information provides multi-year trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

City of Grand Prairie - OPEB Disclosure as of 09/30/2008

Fiscal Year Ended	Employer Annual Required Contribution	Employer Amount Contributed (est.)	Interest on NOO (9) x 4.5%	ARC Adjustment (9) / (6)	Amortization Factor	OPEB Cost (2) + (4) - (5)	Change in NOO (7) - (3)	NOO Balance NPO + (8)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
09/30/07	-	-	-	-	-	-	-	-
09/30/08	$1,477,994	$990,121	-	-	13.22380	$1,477,994	$487,873	$487,873

8) Depository Contract

The City operates under a depository contract in accordance with State law. All of the City's demand deposit accounts are interest bearing.

9) Deferred Revenue

At fiscal year-end four funds reported deferred revenue. In the general fund and debt service fund, deferred revenue is reported for property tax receivables expected to be collected later than 60-days after the end of the fiscal year. These amounts are $1,458,173 and $584,759, respectively. Because the total amount of $2,042,932 represents unavailable revenue, they are included as property tax revenue at the government-wide level. In the Other Special Revenue funds and the Parks Venue special revenue fund, deposits for scheduled rentals and upcoming events are recorded as deferred income until the rental periods or events are completed. These amounts are $563,667 and $54,378, respectively. Because the total amount of

$618,045 represents unearned revenue, these amounts are presented at both the fund level and government-wide level.

f. New Accounting Principles

The GASB issued Statement No. 49, which addresses accounting and financial reporting standards for pollution (including contamination) remediation obligations, which are obligations to address the current or potential detrimental effects of existing pollution by participating in pollution remediation activities such as site assessments and cleanups. The scope of the document excludes pollution prevention or control obligations with respect to current operations, and future pollution remediation activities that are required upon retirement of an asset, such as landfill closure and postclosure care and nuclear power plant decommissioning. As of September 30, 2007, the City plans to implement the provisions of the Statement in fiscal year 2009.

The GASB has issued Statement No. 51," Accounting and Financial Reporting for Intangible Assets." This statement establishes accounting and financial reporting requirements for intangible assets including easements, water rights, timber rights, patents, trademarks, and computer software. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2009.

The GASB has issued Statement No. 52," Land and Other Real Estate Held as Investments by Endowments." This statement establishes consistent standards for the reporting of land and other real estate held as investments by essentially similar entities. It requires endowments to report their land and other real estate investments at fair value. Governments also are required to report the changes in fair value as investment income and to disclose the methods and significant assumptions employed to determine fair value, and other information that they currently present for other investments reported at fair value. Effective date: For periods beginning after June 15, 2008.

The GASB has issued Statement No. 53," Accounting and Financial Reporting for Derivative Instruments." This Statement addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. Effective date: For periods beginning after June 15, 2009.

2. STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY

a. Budget Law and Practice

Accounting Standards literature defines three levels of budgetary control which may be employed. These are: (1) appropriated budget, (2) legally authorized nonappropriated budget review and approval process, which is outside the appropriated budget process, and (3) nonbudgeted financial activities, which are not subject to the appropriated budget and the appropriation process or to any legally authorized nonappropriated budget review and approval process, but still are important for sound financial management and oversight.

The City Manager submits annual budgets to the City Council for all budgeted funds in August in accordance with the City Charter. In September, the City Council legally adopted annual fiscal year appropriated budgets for the City's General Fund, Debt Service Fund, Park Venue Fund, Hotel/Motel Tax Fund, Police Seizure Fund, Municipal Court Fund, Cable Operation Fund and Section 8 Fund. The expenditures budgeted in each fund may not exceed the budgeted revenues, including beginning fund balance.

All budgets are prepared on the cash and encumbrances financial flow basis. That is, revenues are budgeted in the year receipt is expected, and expenditures, which include encumbrances, are budgeted in the year that the applicable purchase orders are expected to be issued. The amounts in Statement of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual for the general fund are reported on this basis. Encumbered appropriations are carried forward to the next fiscal year and become part of the new year's appropriations, while unencumbered appropriations lapse at fiscal year-end. Appropriations for certain nonbudgeted special revenue funds and capital projects funds are controlled on a project basis and are carried forward each year until the project is completed or the grant receipts are expended.

Encumbrances and the related appropriations outstanding at the end of a year are carried forward into the next year, and these carried-forward appropriations then become part of the new year's appropriations. This is because it is not possible to distinguish between current and prior year's appropriations in the City's computer system. Therefore, both expenditures related to prior year encumbrances and encumbrances outstanding at the end of the current year are called expenditures for budgetary reporting purposes.

The City's capital projects are planned in an annually updated five-year capital budget which encompasses all capital resources.

b. Budgetary Control

Appropriations are approved by the City Council by fund for all budgeted funds. All appropriation amendments are subject to final approval by the City Council.

For day-to-day management purposes, line item budgets are prepared. Revenues are budgeted by type and source. Expenditures are budgeted by function, by organization level, i.e., department, division and program, and by detailed type or character code, i.e., personal services, maintenance and operation, capital outlay, debt service and transfers. Appropriations are budgeted at the fund level. If budget amendments (increase in appropriations) are necessary they must be approved by the City Council. Budget adjustments (transfers between line items within the fund) are allowed as long as the adjustments do not exceed the total budgeted appropriations for the fund.

The differences between the City's budget-basis and GAAP-basis actual revenues and expenditures are due to accruals recorded in GAAP-basis, while encumbrances are reported in the budget-basis, and differences in classification.

c. Budget Amendments

During the fiscal year it was necessary to amend the original budget by City Council action. The original budget and amended budget are presented in the Schedules of Revenue, Expenditures, and Changes in Fund Balance – Budget to Actual Comparison for the General, Crime Tax, and Section 8 Funds.

d. Deficit Fund Equity

As of September 30, 2008 the City had no funds with deficit fund equities.

3. DETAILED NOTES ON ALL FUNDS

a. Assets

1) Deposits, Investments and Investment Policies

The City invests in United States Treasury notes and United States Agency Securities. These investments are recorded at fair value, which is defined as the amount at which a willing buyer and seller would exchange the security.

The City Council has adopted Investment Policies ("Policies") which are in accordance with the laws of the State of Texas, where applicable. The Policies identify authorized investments and investment terms, collateral requirements, safekeeping requirements for collateral and investments and certain investment practices.

Authorized investments include obligations of the United States or its agencies and instrumentalities (except for mortgage pass-through securities), repurchase agreements, municipal securities, public funds investment pools, SEC regulated money market mutual funds and collateralized or insured certificates of deposit.

The investment policies require that repurchase agreements be made pursuant to a master agreement, the collateral is a U. S. Treasury bill, note or bond; the security is held in safekeeping by the City's custodial agent; and the investment is transacted "delivery vs. payment" so that the City's interest in the underlying security is perfected. The City does not invest in reverse repurchase agreements. No City monies were invested in repurchase agreements at September 30, 2008.

The City's investments are stated at fair value, using the following methods and assumptions as of September 30, 2008:

1) Fair value is based on quoted market prices as of the valuation date;

2) The portfolio did not hold investments in any of the following:

   (a) Items required to be reported at amortized cost, except investments in TexPool (see below),

(b) Items in external pools that are not SEC-registered,

(c) Items subject to involuntary participation in an external pool.

(d) Items associated with a fund other than the fund to which the income is assigned;

3) Any unrealized gain/loss resulting from the valuation is recognized in respective funds that participates in the City's investment pool;

4) The gain/loss resulting from valuation is reported within the revenue account "investment income" on the Statement of Revenues, Expenditures and Changes in Fund Balances for the Governmental Funds, and the Statement of Revenues, Expenses and Changes in Net Assets for the Proprietary Funds.

The City invested $79,046,728 in TexPool as of September 30, 2008. The Texas State of Comptroller of Public Accounts exercises oversight responsibility over TexPool, the Texas Local Government Investment Pool. Oversight includes the ability to significantly influence operations, designation of management and accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed of both Participants in TexPool and other persons who do not have a business relationship with TexPool. The Advisory Board members review the investment policy and management fee structure. Finally, TexPool is rated AAA by Standard & Poors. As a requirement to maintain the rating weekly portfolio, information must be submitted to Standard & Poors, as well as the office of the Comptroller of Public Accounts for review.

TexPool operates in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. TexPool uses amortized cost rather than market value to report net assets to compute share prices. Accordingly, the fair value of the position in TexPool is the same as the value of TexPool shares.

The City's policy is to hold investments until maturity or until market values equal or exceed cost.

Interest rate risk. In accordance with its investment policy, the City manages its exposure to declines in fair values by limiting the weighted average maturity of its investments portfolio to less than twelve months.

Credit risk. State law limits investments in commercial paper if the commercial paper is rated not less than A-1 or P-1 or an equivalent rating by at least two nationally recognized credit rating agencies or one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state. The City's policy does not allow investments in commercial paper.

Concentration of credit risk. Investments shall be diversified to reduce the risk of loss resulting from over-concentration of investments in a specific maturity, a specific issue, or a specific class of securities.

The asset mix of the City's portfolio is expressed in terms of maximum commitment so as to allow flexibility to take advantage of market conditions. The asset mix requirements are as follows:

	% Maximum
1. U.S. Treasury Bills and Notes	100
2. U.S. Agency or Instrumentality Obligations (each type)	25 (a)
3. Repurchase Agreements	20
4. Municipal Securities (total)	40
5. Municipal Securities (out-of-state)	20
6. Certificates of Deposit (per institution)	20
7. Money Market Mutual Fund	50 (b)
8. Public Funds Investment Pool	50

(a) Total agency investments limited to no more than 100% of the total portfolio.
*(b) State law allows up to 80% of monthly average fund balance, excluding bond proceeds. The City limits it's exposure to 50% to reduce risk.

In addition, the City may invest in callable securities but shall limit the total amount to no more than 50% of the portfolio.

The City's carrying amount of cash, cash equivalents and investments as of September 30, 2008 as reflected in the primary government's financial statements, are:

	Unrestricted	Restricted	Total
Cash	$ (1,370,499)	$ 107,452	$ (1,263,047)
Pooled investments:			
Cash and cash equivalents	19,220,296	102,480,775	121,701,071
Investments	78,366,377	107,087,030	185,453,407
Total pooled investments	97,586,673	209,567,805	307,154,478
Total	$ 96,216,174	$ 209,675,257	$305,891,431

At year-end, the bank balance of the City's unrestricted cash was $430,340. The City's deposits was a credit balance primarily consisting of outstanding checks. Of the bank balance, $200,000 was covered by federal depository insurance and $230,340 was covered by collateral held by the City's agent in the City's name. Statutes require collateral pledged for deposits to be held in the City's name by the trust department of a bank.

The City's cash equivalents of $121,701,071 were also covered by collateral held by the City's agent in the City's name.

As of September 30, 2008, the City had the following investments:

	Fair Value	Weighted Average Maturity (Days)	Credit Risk
Federal Farm Credit Bank	$ 50,426,635	670	AAA
Federal Home Loan Bank	57,616,336	563	AAA
Federal Home Loan Mortgage Corp.	23,161,825	513	AAA
Federal National Mortgage Assoc.	45,142,812	610	AAA
U. S. Treasury Notes	9,105,799	46	
TexPool	79,046,728	1	AAAm
Money market funds	42,654,343	1	AAAm
Total	$ 307,154,478	343	
Portfolio weighted average maturity			

Maturities of the City's investments at September 30, 2008 were as follows:

Cash equivalents	$ 121,701,071
Under 30 days	3,002,812
30 days to 60 days	3,012,656
61 days to 90 days	6,098,768
91 days to 1 year	40,598,836
After 1 year	132,740,335
Total	$ 307,154,478

The City did not invest in any securities different from the categories mentioned above during the 2007-2008 fiscal year.

At September 30, 2008, the carrying amount of the Sports Corporation's deposits included in cash and cash equivalents was $93,868 while the bank balance of the Sports Corporation's deposits was $102,681. The bank balance was entirely covered by Federal depository insurance or collateral held by the Sports Corporation's agent in the Sports Corporation's name.

The Sports Corporation is authorized to invest in obligations of the U. S. or its agencies and instrumentalities, certain repurchase agreements, municipal securities with a rating of at least A, collateralized or insured certificates of deposit, and SEC-registered, no-load money market mutual funds comprised of securities allowed under the Public Funds Investments Act and public funds investment pools. At year-end, all investments of the Sports Corporation were held by the Sports Corporation's agent in the Sports Corporation's name. The fair value of investments owned at September 30, 2008 was $11,057,495 in money market funds. These amounts are not categorized in accordance with GASB Statement No. 3 because they are not evidenced by securities that exist in physical or book entry form.

The bank balance of HFC at December 31, 2007, including restricted cash, totaled $423,372 all of which was covered by FDIC insurance and collateral held by the depository institution in HFC's name. Restricted cash of $53,339 represents cash held on deposit by HFC for insurance proceeds received for damages to federally funded assets. The liability is recorded until final disposition of the proceeds is requested by HUD. The remaining restricted cash amount comprises tenant security deposits.

Capital Assets

Capital assets balances and transactions for the year ended September 30, 2008 are summarized below for governmental activities:

	Balance October 1, 2007	Additions/ Completions	Disposals/ Reclasses	Balance September 30, 2008
Non-depreciable capital assets:				
Land	$ 24,953,662	$ 495,554	$ -	$ 25,449,216
Construction in progress	112,131,145	44,601,212	(1,782,528)	154,949,829
Total non-depreciable capital assets	137,084,807	45,096,766	(1,782,528)	180,399,045
Depreciable capital assets:				
Buildings	62,313,227	489,481	(1,718,462)	61,084,246
Equipment	58,436,464	4,983,530	(2,222,747)	61,197,247
Infrastructure	340,160,665	17,966,521	(303,110)	357,824,076
Total depreciable capital assets	460,910,356	23,439,532	(4,244,319)	480,105,569
Less accumulated depreciation for:				
Buildings	(23,740,390)	(2,110,818)	762,208	(25,089,000)
Equipment	(30,307,016)	(3,374,202)	1,717,192	(31,964,026)
Infrastructure	(117,606,734)	(15,547,635)	154,499	(132,999,870)
Total accumulated depreciation	(171,654,140)	(21,032,655)	2,633,899	(190,052,896)
Total depreciable capital assets, net	289,256,216	2,406,877	(1,610,420)	290,052,673
Governmental activities capital assets, net	$ 426,341,023	$ 47,503,643	$ (3,392,948)	$ 470,451,718

Note: Additions include $353,121 of capital assets and deletions include $905,061 capital assets related to prior period adjustments. (See Note 6)

Capital asset balances for business-type activities for the year ended September 30, 2008 are summarized below:

	Balance October 1, 2007	Additions/ Completions	Disposals/ Reclasses	Balance September 30, 2008
Non-depreciable capital assets				
Land	$ 3,251,674	$ 53,466	$ -	$ 3,305,140
Construction in progress	38,757,123	10,963,520	(390,068)	49,330,575
Total non-depreciable capital assets	42,008,797	11,016,986	(390,068)	52,635,715
Depreciable capital assets				
Buildings	7,375,577	-	-	7,375,577
Equipment	21,298,666	2,215,690	(1,077,163)	22,437,193
Infrastructure	231,184,212	3,720,930	-	234,905,142
Total depreciable capital assets	259,858,455	5,936,620	(1,077,163)	264,717,912
Less accumulated depreciation for:				
Buildings	(3,968,691)	(239,230)	-	(4,207,921)
Equipment	(9,714,242)	(1,356,347)	636,621	(10,433,968)
Infrastructure	(91,455,090)	(9,197,574)	-	(100,652,664)
Total accumulated depreciation	(105,138,023)	(10,793,151)	636,621	(115,294,553)
Total depreciable capital assets, net	154,720,432	(4,856,531)	(440,542)	149,423,359
Business-type activities' capital assets, net	$ 196,729,229	$ 6,160,455	$ (830,610)	$ 202,059,074

Depreciation expense was charged to governmental and business-type activities as follows:

Support Services	$ 2,227,690	Water and Wastewater	$ 9,138,311
Public Safety Services	8,933,099		
Recreation and Leisure Services	2,575,100		
Development Services	7,296,766	Other Business-type	1,654,841
Total governmental	$ 21,032,655	Total business-type	$ 10,793,152

A summary of changes in capital assets of the Sports Corporation is as follows:

	Balance October 1, 2007	Additions/ Completions	Disposals/ Reclasses	Balance September 30, 2008
Equipment	$ 310,078	$ -	$ -	$ 310,078
Less accumulated depreciation	(310,078)	-	-	(310,078)
Total	$ -	$ -	$ -	$ -

A summary of changes in capital assets of the Housing Finance Corporation is as follows:

	Balance January 1, 2007	Additions/ Completions	Disposals/ Reclasses	Balance December 31, 2007
Non-depreciable capital assets:				
Land	$ 1,612,851	$ -	$ -	$ 1,612,851
Total non-depreciable capital assets	1,612,851	-	-	1,612,851
Depreciable capital assets:				
Buildings	21,617,248	850	(606,922)	21,011,176
Less accumulated depreciation	(5,146,445)	(29,381)	-	(5,175,826)
Total depreciable capital assets, net	16,470,803	(28,531)	(606,922)	15,835,350
Housing Finance Corporation capital asset, net	$ 18,083,654	$ (28,531)	$ (606,922)	$ 17,448,201

b. Liabilities

1) Retirement Plan

Plan Description - The City provides pension benefits for all of its full-time employees through a non-traditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 827 administered by TMRS, an agent multiple-employer public employee retirement system. TMRS issues a publicly-available annual financial report that may be obtained by writing to TMRS, P.O. Box 149153 , Austin, Texas 78714-9153.

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and the City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are a percent (100%, 150% or 200%) of the employee's accumulated contributions. In addition, the City can grant, as often as annually, another type of monetary credit referred to as an updated service credit (a theoretical amount) which, when added to the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity.

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes.

Plan provisions for the City were as follows (as of 4/19/07*):

Deposit rate	7%
Matching ratio (city/employee)	2 to 1
A member is vested after	5 years

Members can retire at certain ages, based on their years of service with the City. The Service Retirement Eligibilities for the city are: 5 years of service/age 60, 25 years of service any age.

Contributions - Under the state law governing TMRS, the actuary annually determines the City contribution rate. For the December 31, 2007 valuation, the TMRS Board determined that the Projected Unit Credit (PUC) funding method should be used, which facilitates advanced funding for future updated service credits and annuity increases that are adopted on an annually repeating basis. In addition, the Board also adopted a change in the amortization period from a 25-year "open" to a 25-year "closed" period. The projected unit credit method is used for determining the City contribution rate. Both the employees and the City make contributions monthly.

Since the City needs to know its contribution rate in advance for budgetary purposes, there is a one-year delay between the actuarial valuation that serves as the basis for the rate and the calendar year when the rate goes into effect (i.e., December 31, 2007 valuation is effective for rates beginning January 2009).

Actuarial Valuation Date	December 31, 2007	December 31, 2006	December 31, 2005
Actuarial Value of Assets	$ 174,692,032	$ 167,101,197	$ 157,030,678
Actuarial Accrued Liability	221,792,477	208,328,802	194,053,949
Percentage Funded	78.8%	80.2%	80.9%
Unfunded (over-funded) Actuarial Accrued Liability (UAAL)	$ 47,100,445	$ 41,227,605	$ 37,023,271
Annual Covered Payroll	61,880,950	56,817,617	53,849,572
UAAL as a Percentage of Covered Payroll	76.1%	72.6%	68.8%
Net Pension Obligation (NPO) at the Beginning of Period	$ -	$ -	$ -
Annual Pension Cost:			
Annual Required Contribution (ARC)	$ 8,203,635	$ 7,577,405	$ 7,715,790
Contribution Made	8,203,635	7,577,405	7,715,790
NPO at the End of the Period	$ -	$ -	$ -

(* To ensure the most accurate future rates are determined for the City, TMRS adopted new actuarial cost method and assumptions at their December, 2007 meeting, to be effective for the 12/31/07 valuation.

Actuarial Assumptions - The City also uses the following assumptions:

Actuarial Valuation Date	December 31, 2007	December 31, 2006	December 31, 2005
Actuarial Cost Method	Projected Unit Credit	Unit Credit	Unit Credit
Amortization Method	Level of Percent of Payroll	Level of Percent of Payroll	Level of Percent of Payroll
Remaining Amortization Period	30 Years/Closed	25 Years/Open	25 Years/Open
Asset Valuation Method	Amortized Cost	Amortized Cost	Amortized Cost
Investment Rate of Return	7%	7%	7%
Projected Salary Increases	varies by age and service	None	None
Inflation	3.0%	3.5%	3.5%
Cost-of-Living Adjustments	2.1% (3.0%) CPI)	None	None

The City of Grand Prairie is one of 827 municipalities having their benefit plan administered by TMRS. Each of the 827 municipalities have an annual actuarial valuation performed. All assumptions for the 12/31/07 valuations are contained in the 2007 TMRS Comprehensive Annual Financial Report, a copy of which may be obtained by writing to P.O. Box 149153, Austin, Texas 78714-9153.

2) Long-Term Debt

Below is a summary of the changes in long-term debt of the City's primary government and component unit:

	Balance October 1, 2007	Borrowings or Increase	Payments or Decrease	Balance September 30, 2008	Due Within One Year
Governmental Activities					
General obligation bonds	$ 70,284,620	$ 33,098,000	$ (14,052,990)	$ 89,329,630	$ 5,205,160
Certificates of obligation bonds	86,119,781	17,120,000	(15,365,078)	87,874,703	6,831,081
Sale tax revenue bonds	29,540,000	-	(935,000)	28,605,000	985,000
Sale tax venue revenue bonds	-	96,500,000	-	96,500,000	-
Issuance premiums/discounts, net	247,442	61,992	(48,637)	260,797	-
Deferred loss on refunding	(399,926)	(76,032)	201,985	(273,973)	-
Compensated absences	11,340,991	6,192,447	(5,254,378)	12,279,060	4,938,128
Other post employment benefits	-	487,873	-	487,873	-
Total governmental activities	197,132,908	153,384,280	(35,454,098)	315,063,090	17,959,369
Business-Type Activities					
General obligation bonds	4,303,600	1,482,000	(198,600)	5,587,000	180,000
Certificates of obligation bonds	5,735,219	-	(1,699,922)	4,035,297	238,919
Water and wastewater revenue	52,315,000	15,845,000	(3,670,000)	64,490,000	3,630,000
Issuance premiums/discounts, net	105,005	(87,236)	(1,718)	16,051	-
Deferred loss on refunding	-	(6,967)	6,967	-	-
Closure and post closure liability	4,596,339	260,764	-	4,857,103	-
Compensated absences	320,014	497,470	(454,546)	362,938	339,315
Total business-type activities	67,375,177	17,991,031	(6,017,819)	79,348,389	4,388,234
Total primary government	$ 264,508,085	$ 171,375,311	$ (41,471,917)	$ 394,411,479	$ 22,347,603
Component Unit Activities					
Housing Finance Corporation:					
Notes payable	3,356,455	135,262	(57,754)	3,433,963	61,004
Revenue bonds	13,890,000	80,000	(160,000)	13,810,000	250,000
Total component units	$ 17,246,455	$ 215,262	$ (217,754)	$ 17,243,963	$ 311,004

In 2007, the City renewed its $7.5 million line of credit; $5 million general obligation line of credit and $2.5 water and wastewater system line of credit with Bank of America, Texas for a three-year term. As of September 30, 2008, there were no outstanding draws on the line of credits.

a) Governmental Activities Long-Term Debt

Long-term debt in the governmental type activities column of the government-wide financial statements consists of general obligation bonds, including refundings, sales tax revenue bonds, certificates of obligation bonds, a line of credit, and accrued compensated absence. The certificates of obligation bonds includes bonds issued in 2008 for Tax Increment Financing Zones No. 1, 2 and 3 projects.

(i) General Obligation Debt

In October 2007 the City issued $33,098,000 in General Obligation Refunding and Improvement Bonds Series 2007. The proceeds of the bonds were used to provide $16,030,000 of capital funds, refund $17,068,000 of previously issued debt and to pay the cost of issuance.

In October 2007 the City issued $17,120,000 in Certificates of Obligation Bonds, Series 2007. The proceeds were used for capital funds for governmental activities, TIF and PID projects.

At September 30, 2008, general obligation bonds authorized and unissued amounted to $23,378,000. When issued, the proceeds will be allocated to various specified improvements.

(ii) Sales Tax Debt

Sales Tax Revenue Bonds were issued in prior years to finance improvements to the City's municipal parks and recreation system. The bonds are secured by a ¼ cent sales tax approved by the voters in November 1999 and effective in April 2000.

Sales Tax Venue Revenue Bonds were issued during the year to finance a minor league baseball stadium, senior center and public safety center. The bonds are secured by a 1/8 cent, 1/8 cent and 1/4 cent sales tax approved by the voters in May 2007 and effective in October 2007.

In November 2007 the City issued $16,850,000 in Sales Tax Taxable Revenue Bonds Series 2007. The proceeds of the bonds were used to provide $16,850,000 of capital funds for the minor league baseball stadium, and to pay the cost of issuance.

In November 2007 the City issued $3,000,000 in Sales Tax Revenue Bonds Series 2007. The proceeds of the bonds were used to provide $3,000,000 of capital funds for the senior center, and to pay the cost of issuance.

In November 2007 the City issued $5,000,000 in Combination Tax and Revenue Certificates of Obligation Series 2007A. The proceeds of the bonds were used to provide $5,000,000 of capital funds for the public safety center, and to pay the cost of issuance.

In June 2008 the City issued $16,850,000 in Sales Tax Revenue Bonds Series 2008. The proceeds of the bonds were used to provide $16,850,000 of capital funds for the senior center, and to pay the cost of issuance.

In June 2008 the City issued $54,800,000 in Combination Tax and Revenue Certificates of Obligation Series 2008. The proceeds of the bonds were used to provide $54,800,000 of capital funds for the public safety center, and to pay the cost of issuance.

Governmental type long-term debt is summarized as follows:

	Interest Rate %	Year of Issue	Year of Maturity	Original Amount	Amount Outstanding
General obligation bonds:					
Series 1998-A	4.0-5.0	1998	2019	16,179,364	995,000
Series 1999	5.5	1998	2011	12,096,630	1,071,630
Series 2000	5.25-7.25	2000	2020	4,435,000	605,000
Series 2001	4.5-5.5	2001	2021	5,000,000	1,160,000
Series 2002	4.5-5.0	2002	2022	6,550,000	5,200,000
Series 2002-A	3.9-4.875	2002	2022	9,900,000	7,765,000
Series 2003	2.0-4.60	2003	2023	11,025,000	7,985,000
Series 2003-A	2.0-4.30	2003	2014	5,875,000	1,365,000
Series 2004	2.0-4.50	2004	2024	4,855,000	4,125,000
Series 2004-A	2.0-4.75	2004	2024	6,170,000	4,930,000
Series 2005 Refunding	2.75-4.50	2005	2025	14,260,000	12,685,000
Series 2005-A	3.75-4.25	2005	2025	2,215,000	1,975,000
Series 2006	3.9-5.0	2006	2026	3,300,000	3,095,000
Series 2006-A	4.125-4.375	2006	2027	4,000,000	3,875,000
Series 2007	4.0-4.50	2007	2027	33,098,000	32,498,000
Total general obligation bonds					89,329,630
Certificates of obligation bonds:					
Tax and revenue bonds:					
Series 1998-A	3.60-5.00	1998	2019	7,270,000	610,000
Series 2000	4.9-6.9	2000	2020	2,760,000	195,000
Series 2000-A	5.0-5.5	2000	2020	3,800,000	525,000
Series 2001	4.5-5.5	2001	2021	5,900,000	1,260,000
Series 2002-C	3.85-4.75	2002	2022	2,650,000	1,480,000
Series 2003-A	2.0-5.0	2003	2028	4,960,000	4,270,000
Series 2004	2.5-4.45	2004	2024	2,894,000	2,037,731
Series 2004-B	2.0-4.75	2004	2024	8,280,000	6,635,000
Series 2005	2.75-4.50	2005	2025	2,935,000	2,185,000
Series 2006	4.0-5.50	2006	2026	8,291,250	7,475,000
Series 2006-A	4.125-4.375	2006	2027	11,947,500	11,624,000
Series 2007	4.0-4.50	2007	2027	6,610,000	5,655,000
Total tax and revenue bonds					43,951,731
Tax and tax increment bonds					
Series 2001	3 month LIBOR +.31%	2000	2022	17,900,000	15,180,000
Series 2002B	4.5-5.0	2001	2020	2,800,000	2,125,000
Series 2003B	2.0-5.0	2003	2020	1,030,000	795,000
Series 2003C	2.0-5.0	2003	2020	4,340,000	3,340,000
Series 2004B	2.0-4.75	2004	2024	1,170,000	935,000
Series 2005A	2.75-4.50	2005	2020	710,000	595,000
Series 2006	4.0-5.50	2006	2020	1,575,000	1,425,000
Series 2006-A	4.125-4.375	2006	2020	2,498,470	2,351,000
Series 2006-A	4.125-4.375	2006	2020	1,468,000	1,385,000
Series 2006-A	4.125-4.375	2006	2020	1,546,030	1,445,000
Series 2007	4.0-4.50	2007	2011	1,200,000	915,000
Series 2007	4.0-4.50	2007	2011	8,075,000	6,850,000
Series 2007	4.0-4.50	2007	2017	1,235,000	1,125,000
Total tax and tax increment bonds					38,466,000
Parks & recreation bonds					
Series 2004	2.5-4.45	2004	2024	484,000	411,972
Series 2004B	2.0-4.75	2004	2024	5,915,000	5,045,000
Total parks & recreation					5,456,972
Sales Tax Venue CO's					
Series 2007A Crime Control	12 month LIBOR * 62.075 + .75	2007	2017	5,000,000	5,000,000
Series 2008 Crime Control	6 month LIBOR * 62.075+ 1.07	2008	2024	54,800,000	54,800,000
Total Sales Tax CO's					59,800,000
Total certificate of obligation bonds					147,674,703
Sales tax revenue bonds:					
Series 2000	5.4-7.4	2000	2025	3,670,000	460,000
Series 2000A	5.0-5.5	2000	2026	5,200,000	960,000
Series 2001	4.125-5.125	2001	2027	11,055,000	9,120,000
Series 2001A	4.125-5.0	2001	2027	8,500,000	7,240,000
Series 2002	4.0-5.0	2002	2027	5,000,000	4,270,000
Series 2005	3.5-4.25	2005	2026	6,705,000	6,555,000
Total sales tax revenue bonds					28,605,000
Sales Tax Venue Bonds					
Series 2007 Taxable Baseball	12 month LIBOR +.61%	2007	2019	16,850,000	16,850,000
Series 2007 Senior Center	12 month LIBOR * 62.075 + .75	2007	2019	3,000,000	3,000,000
Series 2008 Senior Center	6 month LIBOR * 62.075+ 1.28	2008	2024	16,850,000	16,850,000
Total sales tax venue bonds					36,700,000
Premiums/discounts, net	N/A	N/A	N/A	N/A	260,797
Deferred loss on refunding	N/A	N/A	N/A	N/A	(273,973)
Compensated absences	N/A	N/A	N/A	N/A	12,279,060
Other Post Employment Benefit	N/A	N/A	N/A	N/A	487,873
Total governmental long-term debt					$ 315,063,090

The changes in governmental type long-term debt is summarized below:

	Balance October 1, 2007	Borrowings or Increase	Payments or Decrease	Balance September 30, 2008	Due Within One Year
General obligation bonds:					
Series 1998-A	7,781,400	-	(6,786,400)	995,000	485,000
Series 1999	1,508,220	-	(436,590)	1,071,630	335,160
Series 2000	785,000	-	(180,000)	605,000	190,000
Series 2001	3,950,000	-	(2,790,000)	1,160,000	210,000
Series 2002	5,455,000	-	(255,000)	5,200,000	265,000
Series 2002-A	8,155,000	-	(390,000)	7,765,000	410,000
Series 2003	8,630,000	-	(645,000)	7,985,000	675,000
Series 2003-A	1,845,000	-	(480,000)	1,365,000	490,000
Series 2004	4,315,000	-	(190,000)	4,125,000	195,000
Series 2004-A	5,250,000	-	(320,000)	4,930,000	330,000
Series 2005 Refunding	13,355,000	-	(670,000)	12,685,000	690,000
Series 2005-A	2,055,000	-	(80,000)	1,975,000	85,000
Series 2006	3,200,000	-	(105,000)	3,095,000	110,000
Series 2006-A	4,000,000	-	(125,000)	3,875,000	130,000
Series 2007	-	33,098,000	(600,000)	32,498,000	605,000
Total general obligation bonds	70,284,620	33,098,000	(14,052,990)	89,329,630	5,205,160
Certificates of obligation bonds:					
Tax and revenue bonds:					
Series 1998-A	4,480,000	-	(3,870,000)	610,000	300,000
Series 2000	250,000	-	(55,000)	195,000	60,000
Series 2000-A	2,955,000	-	(2,430,000)	525,000	165,000
Series 2001	4,270,000	-	(3,010,000)	1,260,000	230,000
Series 2002-C	1,555,000	-	(75,000)	1,480,000	80,000
Series 2003-A	4,415,000	-	(145,000)	4,270,000	150,000
Series 2004	2,130,960	-	(93,229)	2,037,731	96,559
Series 2004-B	7,060,000	-	(425,000)	6,635,000	435,000
Series 2005	2,375,000	-	(190,000)	2,185,000	90,000
Series 2006	7,893,000	-	(418,000)	7,475,000	440,000
Series 2006-A	11,947,500	-	(323,500)	11,624,000	351,000
Series 2007	-	6,610,000	(955,000)	5,655,000	-
	49,331,460	6,610,000	(11,989,729)	43,951,731	2,397,559
Tax and tax increment bonds:					
Series 2001	15,800,000	-	(620,000)	15,180,000	665,000
Series 2002-B	2,250,000	-	(125,000)	2,125,000	135,000
Series 2003-B	845,000	-	(50,000)	795,000	50,000
Series 2003-C	3,550,000	-	(210,000)	3,340,000	220,000
Series 2004B	995,000	-	(60,000)	935,000	65,000
Series 2005-A	635,000	-	(40,000)	595,000	40,000
Series 2006	1,500,000	-	(75,000)	1,425,000	80,000
Series 2006-A	2,498,470	-	(147,470)	2,351,000	159,000
Series 2006-A	1,468,000	-	(83,000)	1,385,000	90,000
Series 2006-A	1,546,030	-	(101,030)	1,445,000	90,000
Series 2007	-	1,200,000	(285,000)	915,000	295,000
Series 2007	-	8,075,000	(1,225,000)	6,850,000	2,190,000
Series 2007	-	1,235,000	(110,000)	1,125,000	105,000
	31,087,500	10,510,000	(3,131,500)	38,466,000	4,184,000
Parks & recreation bonds:					
Series 2004	430,821	-	(18,849)	411,972	19,522
Series 2004B	5,270,000	-	(225,000)	5,045,000	230,000
	5,700,821	-	(243,849)	5,456,972	249,522
Total certificate of obligation bonds	86,119,781	17,120,000	(15,365,078)	87,874,703	6,831,081
Sales tax revenue bonds:					
Series 2000	560,000	-	(100,000)	460,000	105,000
Series 2000-A	1,090,000	-	(130,000)	960,000	140,000
Series 2001	9,430,000	-	(310,000)	9,120,000	325,000
Series 2001-A	7,450,000	-	(210,000)	7,240,000	220,000
Series 2002	4,405,000	-	(135,000)	4,270,000	145,000
Series 2005	6,605,000	-	(50,000)	6,555,000	50,000
Total sales tax revenue bonds	29,540,000	-	(935,000)	28,605,000	985,000
Sales tax venue revenue bonds:					
Series 2007	-	16,850,000	-	16,850,000	-
Series 2007	-	3,000,000	-	3,000,000	-
Series 2007A	-	5,000,000	-	5,000,000	-
Series 2008	-	16,850,000	-	16,850,000	-
Series 2008	-	54,800,000	-	54,800,000	-
Total sales tax venue bonds	-	96,500,000	-	96,500,000	-
Premiums/discounts, net	247,442	61,992	(48,637)	260,797	-
Deferred loss on refunding	(399,926)	(76,032)	201,985	(273,973)	-
Compensated absences:	11,340,991	6,192,447	(5,254,378)	12,279,060	4,938,128
Other post employment benefits	-	487,873	-	487,873	-
Total	$ 197,132,908	$ 153,384,280	$ (35,454,098)	$ 315,063,090	$ 17,959,369

The aggregate debt service payments through final year of maturity for the City's governmental general obligation bonds, certificates of obligation bonds, and sale tax revenue bonds are as follows:

Fiscal	General Obligation Bonds			Certificates of Obligation Bonds			TIF Certificates of Obligation Bonds			Parks/Cemetery Certificates of Obligation		
Year	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2009	5,205,160	3,658,194	8,863,354	2,287,559	1,687,268	3,974,827	4,184,000	3,136,942	7,320,942	359,522	385,062	744,584
2010	5,407,210	3,445,329	8,852,539	2,207,559	1,596,752	3,804,311	4,374,000	2,890,158	7,264,158	364,522	373,083	737,605
2011	5,618,861	3,215,707	8,834,568	1,990,889	1,510,214	3,501,103	4,569,000	2,629,253	7,198,253	380,195	359,881	740,076
2012	5,737,942	2,981,476	8,719,418	2,064,218	1,427,154	3,491,372	1,989,000	2,410,009	4,399,009	395,868	345,392	741,260
2013	5,872,175	2,742,000	8,614,175	2,150,878	1,339,277	3,490,155	2,094,000	2,232,702	4,326,702	412,214	329,454	741,668
2014	5,975,848	2,496,068	8,471,916	1,959,207	1,250,564	3,209,771	2,214,000	2,042,594	4,256,594	427,887	312,365	740,252
2015	6,143,800	2,249,011	8,392,811	1,817,537	1,171,058	2,988,595	2,339,000	1,840,056	4,179,056	448,561	294,291	742,852
2016	6,186,752	1,996,367	8,183,119	1,894,196	1,094,318	2,988,514	2,474,000	1,624,294	4,098,294	469,907	274,385	744,292
2017	6,408,743	1,736,049	8,144,792	1,982,526	1,013,176	2,995,702	2,614,000	1,394,076	4,008,076	490,580	252,679	743,259
2018	6,230,734	1,469,955	7,700,689	2,079,185	927,422	3,006,607	2,609,000	1,151,453	3,760,453	516,926	229,790	746,716
2019	6,187,405	1,211,335	7,398,740	2,187,514	836,128	3,023,642	2,769,000	895,220	3,664,220	537,599	205,794	743,393
2020	5,150,000	972,533	6,122,533	2,281,174	739,604	3,020,778	2,932,000	621,499	3,553,499	563,946	180,493	744,439
2021	4,585,000	757,137	5,342,137	2,649,833	632,596	3,282,429	1,670,000	362,706	2,032,706	590,292	153,726	744,018
2022	4,070,000	562,587	4,632,587	2,741,492	515,004	3,256,496	1,635,000	122,625	1,757,625	616,638	125,697	742,335
2023	2,955,000	404,429	3,359,429	2,483,152	400,201	2,883,353	-	-	-	642,985	96,159	739,144
2024	2,530,000	282,452	2,812,452	2,519,811	289,224	2,809,035	-	-	-	679,331	64,601	743,932
2025	1,975,000	182,252	2,157,252	1,975,000	189,094	2,164,094	-	-	-	225,000	42,625	267,625
2026	1,640,000	101,588	1,741,588	1,890,000	103,181	1,993,181	-	-	-	235,000	31,125	266,125
2027	1,450,000	32,434	1,482,434	1,385,000	30,597	1,415,597	-	-	-	245,000	19,125	264,125
2028	-	-	-	-	-	-	-	-	-	260,000	6,500	266,500
Total	$ 89,329,630	$ 30,496,903	$ 119,826,533	$ 40,546,730	$ 16,752,832	$ 57,299,562	$ 38,466,000	$ 23,353,587	$ 61,819,587	$8,861,973	$ 4,082,227	$12,944,200

(1) Per this table (aggregate debt service payments):

Certificates of Obligation Bonds	$ 40,546,730
Parks/Cemetery Certificates of Obligation Bonds	8,861,973
	$ 49,408,703

Per previous table (changes in governmental long-term debt):

Certificates of Obligation Bonds	$ 43,951,731
Parks and Recreation Certificates of Obligation Bonds	5,456,972
	$ 49,408,703

Venue Sales Tax Revenue Bonds			Park Venue Sales Tax Revenue Bonds			Total		
Principal	Interest	Total	Principal (1)	Interest	Total	Principal	Interest	Total
-	3,500,792	3,500,792	985,000	1,321,434	2,306,434	13,021,241	13,689,692	26,710,933
-	3,482,085	3,482,085	1,035,000	1,273,710	2,308,710	13,388,291	13,061,117	26,449,408
4,050,000	3,482,085	7,532,085	1,090,000	1,223,509	2,313,509	17,698,945	12,420,649	30,119,594
4,485,000	3,325,144	7,810,144	1,140,000	1,171,039	2,311,039	15,812,028	11,660,214	27,472,242
4,955,000	3,134,039	8,089,039	1,200,000	1,117,167	2,317,167	16,684,267	10,894,639	27,578,906
5,465,000	2,934,891	8,399,891	1,255,000	1,061,418	2,316,418	17,296,942	10,097,900	27,394,842
6,020,000	2,717,199	8,737,199	1,325,000	1,003,519	2,328,519	18,093,898	9,275,134	27,369,032
6,620,000	2,486,022	9,106,022	1,380,000	943,306	2,323,306	19,024,855	8,418,692	27,443,547
7,245,000	2,219,556	9,464,556	1,455,000	879,119	2,334,119	20,195,849	7,494,655	27,690,504
7,910,000	1,937,097	9,847,097	1,525,000	810,549	2,335,549	20,870,845	6,526,266	27,397,111
8,650,000	1,635,398	10,285,398	1,600,000	738,071	2,338,071	21,931,518	5,521,946	27,453,464
6,805,000	1,310,712	8,115,712	1,675,000	661,839	2,336,839	19,407,120	4,486,680	23,893,800
7,465,000	1,090,825	8,555,825	1,765,000	581,172	2,346,172	18,725,125	3,578,162	22,303,287
8,170,000	853,481	9,023,481	1,860,000	495,381	2,355,381	19,093,130	2,674,775	21,767,905
8,925,000	593,660	9,518,660	1,955,000	404,400	2,359,400	16,961,137	1,898,849	18,859,986
9,735,000	310,595	10,045,595	2,060,000	307,856	2,367,856	17,524,142	1,254,728	18,778,870
-	-	-	2,165,000	205,800	2,370,800	6,340,000	619,771	6,959,771
-	-	-	2,200,000	100,122	2,300,122	5,965,000	336,016	6,301,016
-	-	-	935,000	23,375	958,375	4,015,000	105,531	4,120,531
-	-	-	-	-	-	260,000	6,500	266,500
$96,500,000	$ 35,013,581	$ 131,513,581	$ 28,605,000	$ 14,322,786	$ 42,927,786	$ 302,309,333	$ 124,021,916	$ 426,331,249

b) Business Type Activities Long-Term Debt

Long-term debt in the business-type activities column of the government-wide financial statements consists of general obligation refunding bonds, water and wastewater system revenue bonds, certificates of obligation bonds, a line of credit, accrued compensated absence

Debt is issued to fund improvements for the following activities: the water and wastewater system, the solid waste system, the golf courses and the airport.

The long-term debt for the business-type activities is summarized as follows:

	Interest Rate	Year of Issue	Year of Maturity	Original Amount	Amount Outstanding
Water and wastewater					
Revenue bonds:					
Series 1998	4.3-5.0	1998	2019	3,575,000	2,440,000
Series 2002	4.5-5.0	2002	2022	4,100,000	3,255,000
Series 2002-A	4.0-4.5	2002	2022	2,650,000	2,045,000
Series 2003	2.0-4.6	2003	2023	12,610,000	6,000,000
Series 2004	2.5-4.45	2004	2024	7,110,000	5,535,000
Series 2004-A	2.0-4.75	2004	2024	5,615,000	4,775,000
Series 2005	2.75-4.50	2005	2025	5,725,000	5,125,000
Series 2005-A	3.5-4.25	2005	2025	10,230,000	9,090,000
Series 2006	4.0-5.5	2006	2026	4,840,000	4,615,000
Series 2006-A	4.25-4.375	2006	2027	6,625,000	6,420,000
Series 2007	4.0-4.50	2007	2027	15,845,000	15,190,000
Total revenue bonds					64,490,000
Premiums/discounts, net	N/A	N/A	N/A	N/A	9,324
Compensated absences	N/A	N/A	N/A	N/A	195,196
Total water and wastewater long-term debt					64,694,520
Solid waste					
Closure and post closure liability	N/A	N/A	N/A	N/A	4,857,103
Compensated absences	N/A	N/A	N/A	N/A	68,182
Total solid waste long-term debt					4,925,285
Municipal airport					
General obligation bonds:					
Series 1998B	3.25-4.9	1998	2012	1,238,648	225,000
Certificates of obligation bonds:					
Series 2004A	2.25-5.0	2004	2024	2,120,000	1,995,000
Compensated absences	N/A	N/A	N/A	N/A	28,123
Total municipal airport long-term debt					2,248,123
Municipal golf					
General obligation bonds:					
Series 2002	4.5-5.0	2002	2022	835,000	835,000
Series 2004A	2.0-4.75	2004	2024	3,510,000	3,045,000
Series 2007	4.0-4.50	2007	2019	1,482,000	1,482,000
Total general obligation bonds					5,362,000
Certificate of obligation bonds:					
Series 1998B	3.6-5.0	1998	2019	2,600,000	245,000
Series 2004	2.50-4.45	2004	2024	717,000	610,297
Series 2004B	2.0-4.75	2004	2024	1,215,000	1,035,000
Series 2006	4.0-5.50	2006	2026	153,750	150,000
Total certificate of obligation bonds					2,040,297
Premiums/discounts, net	N/A	N/A	N/A	N/A	6,727
Compensated absences	N/A	N/A	N/A	N/A	57,632
Total municipal golf long-term debt					7,466,656
Allocation from internal service funds					
Compensated absences	N/A	N/A	N/A	N/A	39,648
Storm Water					
Compensated absences	N/A	N/A	N/A	N/A	13,805
Total business-type activities' long-term debt					$ 79,348,389

The changes in long-term debt for business type activities is summarized as follows:

Water and wastewater	Balance October 1, 2007	Borrowings or Increases	Payments or Decreases	Balance September 30, 2008	Due Within One Year
General obligation bonds:					
Series 1998-A	$ 28,600	$ -	$ (28,600)	$ -	$ -
Revenue bonds:					
Series 1998	2,605,000	-	(165,000)	2,440,000	170,000
Series 2002	3,415,000	-	(160,000)	3,255,000	165,000
Series 2002-A	2,150,000	-	(105,000)	2,045,000	105,000
Series 2003	7,025,000	-	(1,025,000)	6,000,000	1,025,000
Series 2004	5,945,000	-	(410,000)	5,535,000	425,000
Series 2004-A	4,985,000	-	(210,000)	4,775,000	220,000
Series 2005	5,330,000	-	(205,000)	5,125,000	215,000
Series 2005-A	9,465,000	-	(375,000)	9,090,000	390,000
Series 2006	4,770,000	-	(155,000)	4,615,000	160,000
Series 2006-A	6,625,000	-	(205,000)	6,420,000	215,000
Series 2007	-	15,845,000	(655,000)	15,190,000	540,000
Total revenue bonds	52,315,000	15,845,000	(3,670,000)	64,490,000	3,630,000
Premiums/discount, net	105,005	(93,963)	(1,718)	9,324	-
Deferred loss on refunding	-	(6,967)	6,967	-	-
Compensated absences	184,762	289,138	(278,704)	195,196	195,196
Total water and wastewater long-term debt	52,633,367	16,033,208	(3,972,055)	64,694,520	3,825,196
Solid waste					
Closure and post closure liability	4,596,339	260,764	-	4,857,103	-
Compensated absences	54,197	103,884	(89,899)	68,182	68,182
Total solid waste long-term debt	4,650,536	364,648	(89,899)	4,925,285	68,182
Municipal airport					
General obligation bonds:					
Series 1998-B	275,000	-	(50,000)	225,000	55,000
Certificates of Obligation					
Series 2004A	2,040,000	-	(45,000)	1,995,000	40,000
Compensated absences	24,811	25,594	(22,282)	28,123	16,187
Total municipal airport long-term debt	2,339,811	25,594	(117,282)	2,248,123	111,187
Municipal golf					
General obligation bonds:					
Series 2002	835,000	-	-	835,000	-
Series 2004A	3,165,000	-	(120,000)	3,045,000	125,000
Series 2007	-	1,482,000	-	1,482,000	-
Total general obligation bonds	4,000,000	1,482,000	(120,000)	5,362,000	125,000
Certificate of obligation bonds:					
Series 1998-A	1,825,000	-	(1,580,000)	245,000	120,000
Series 2004	638,219	-	(27,922)	610,297	28,919
Series 2004B	1,080,000	-	(45,000)	1,035,000	45,000
Series 2006	152,000	-	(2,000)	150,000	5,000
Total certificate of obligation bonds	3,695,219	-	(1,654,922)	2,040,297	198,919
Premiums/discount, net	-	6,727	-	6,727	-
Compensated absences	42,789	60,717	(45,874)	57,632	45,945
Total municipal golf long-term debt	7,738,008	1,549,444	(1,820,796)	7,466,656	369,864
Storm water					
Compensated absences	13,455	18,137	(17,787)	13,805	13,805
Total business-type activities' long-term debt	$ 67,375,177	$ 17,991,031	$ (6,017,819)	$ 79,348,389	$ 4,388,234

(i) Water and Wastewater System Debt

In October 2007 the City issued $15,845,000 in Water Wastewater System Revenue Bonds, Series 2007. The proceeds of the bonds were used to provide $15,845,000 of capital funds, and to pay the cost of issuance.

Water and wastewater system long-term debt consists of general obligation refunding bonds, and revenue bonds, which are all being repaid with water and wastewater system revenues.

Although not required by state laws, City Council in the past has chosen to have the electorate vote to authorize revenue bond issuance. During the fiscal year ended September 30, 2005, the City issued the remaining authorized water and wastewater system revenue bonds. At this time the city plans to issue non voted authorized revenue bonds in the future.

The following covenants are included in each of the various water and wastewater system revenue bond indenture ordinances:

- Net revenues (defined as gross revenues less expenses of operation and maintenance) are pledged for the payment of bond principal and interest.
- Additional water and wastewater system revenue bonds cannot be issued unless the "net earnings" (defined as gross revenues after deducting the expenses of operation and maintenance, excluding depreciation and certain other items specified in the ordinances) of the system for 12 consecutive months out of the 15 months prior to the date of such bonds is equal to at least 1.25 times the average annual requirements for the payment of principal and interest on the then outstanding bonds and any additional bonds then proposed to be issued.
- All revenues derived from the operations must be kept separate from other funds of the City.
- The amount required to meet interest and principal payments falling due on or before the next maturity dates of the bonds is to be paid into the water and wastewater system interest and redemption account during each year.

At September 30, 2008, the City was in compliance with these covenants.

Debt service to maturity on the City's outstanding water and wastewater system bond debt is summarized as follows:

Water and Wastewater System Revenue Bonds:

Fiscal Year	Principal	Interest	Total
2009	$ 3,630,000	$ 2,630,012	$ 6,260,012
2010	3,765,000	2,491,796	6,256,796
2011	3,595,000	2,350,799	5,945,799
2012	3,505,000	2,210,900	5,715,900
2013	3,640,000	2,068,654	5,708,654
2014	3,465,000	1,926,682	5,391,682
2015	3,520,000	1,758,018	5,278,018
2016	3,305,000	1,644,488	4,949,488
2017	3,445,000	1,502,539	4,947,539
2018	3,605,000	1.351,977	4,956,977
2019	3,765,000	1,193,119	4,958,119
2020	3,650,000	1,032,741	4,682,741
2021	3,815,000	870,459	4,685,459
2022	3,990,000	698,873	4,688,873
2023	3,635,000	530,603	4,165,603
2024	3,560,000	371,757	3,931,757
2025	3,000,000	226,904	3,226,904
2026	1,955,000	117,088	2,072,088
2027	1,645,000	36,700	1,681,700
Total	$ 64,490,000	$ 25,014,109	$ 89,504,109

Water and Wastewater System Debt Service Coverage

According to the terms of the ordinance which authorized the sale of Water and Wastewater Revenue Bonds, the Water and Wastewater system will produce net revenues each year in an amount reasonably estimated to be not less than 1.25 times the average annual principal and interest requirements of the outstanding bonds. At September 30, 2008, compliance with this requirement can be demonstrated as follows:

Revenue (1)	$	47,636,804
Operating expense (excluding depreciation):		
Water purchased		9,214,660
Sewage disposal contract		8,359,440
Other		14,380,292
Total expense (2)		31,954,392
Available for debt service	$	15,682,412
Average annual principal and interest requirements, all water and wastewater revenue bonds at September 30, 2008	$	4,712,164
Coverage of average annual requirements based on September 30, 2008 revenue available for debt service		3.33

(1) Includes operating revenues plus investment income and impact fees
(2) Excludes depreciation expense.

The City's Debt Management Policies prescribe that the coverage ratio is at 2.0 for all outstanding debt. Total debt service on a cash basis in 2008 was $6,710,935 for a coverage of 2.82

(ii) Municipal Golf Course Long-Term Debt

Municipal Golf Course Long-Term Debt consists of general obligation refunding bonds issued in 2004, certificates of obligation bonds issued in 1993, 1998, 2004, 2006 and 2007 used to finance the construction of the Tangle Ridge Golf Course, improvements to other municipal golf courses and accrued compensated absences. The long-term debt are currently being repaid from the General Fund and the Debt Service Fund.

Debt service to maturity of outstanding bonds are summarized as follows:

General Obligation Bonds:

Fiscal Year	Principal	Interest	Total
2009	$ 125,000	$ 228,903	$ 353,903
2010	130,000	223,878	353,878
2011	235,399	217,493	452,892
2012	257,058	209,568	466,626
2013	267,825	200,702	468,527
2014	314,152	190,586	504,738
2015	331,200	179,356	510,556
2016	343,248	167,481	510,729
2017	356,257	154,976	511,233
2018	374,266	141,622	515,888
2019	397,595	118,426	516,021
2020	405,000	93,044	498,044
2021	425,000	74,369	499,369
2022	445,000	54,794	499,794
2023	465,000	34,028	499,028
2024	490,000	11,637	501,637
Total	$ 5,362,000	$ 2,300,863	$ 7,662,863

Certificate of Obligation Bonds:

Fiscal Year	Principal	Interest	Total
2009	$ 198,919	$ 81,681	$ 280,600
2010	208,919	73,609	282,528
2011	84,916	68,017	152,933
2012	90,914	64,844	155,758
2013	92,908	61,198	154,106
2014	93,905	57,387	151,292
2015	99,904	53,473	153,377
2016	106,897	49,187	156,084
2017	112,894	44,479	157,373
2018	114,889	39,592	154,481
2019	120,886	34,520	155,406
2020	127,880	29,136	157,016
2021	129,875	23,515	153,390
2022	136,869	17,646	154,515
2023	143,864	11,360	155,224
2024	150,858	4,613	155,471
2025	10,000	900	10,900
2026	15,000	338	15,338
Total	$ 2,040,297	$ 715,495	$ 2,755,792

(iii) Municipal Airport Long-Term Debt

Municipal Airport Fund long term debt consists 1998 general obligation refunding bonds, 2004 Certificates of Obligations and accrued compensated absences. The long-term debt is being repaid solely from airport revenues.

Debt service to maturity on outstanding bonds is summarized as follows:

General Obligation Bonds:

Fiscal Year	Principal	Interest	Total
2009	$ 55,000	$ 10,705	$ 65,705
2010	50,000	8,175	58,175
2011	55,000	5,825	60,825
2012	65,000	3,185	68,185
Total	$ 225,000	$ 27,890	$ 252,890

Certificate of Obligation Bonds:

Fiscal Year	Principal	Interest	Total
2009	$ 40,000	$ 91,648	$ 131,648
2010	50,000	90,123	140,123
2011	50,000	88,248	138,248
2012	45,000	86,291	131,291
2013	115,000	83,035	198,035
2014	120,000	78,260	198,260
2015	125,000	72,972	197,972
2016	130,000	67,072	197,072
2017	140,000	60,660	200,660
2018	145,000	53,891	198,891
2019	150,000	46,978	196,978
2020	160,000	39,710	199,710
2021	170,000	31,830	201,830
2022	175,000	23,375	198,375
2023	185,000	14,375	199,375
2024	195,000	4,875	199,875
Total	$ 1,995,000	$ 933,343	$ 2,928,343

c) Grand Prairie Housing Finance Corporation Long-Term Debt

The HFC has a general obligation note payable to a bank which was used to construct the Cotton Creek and Willow Tree Learning Center. The note bears a rate of 7% and is payable in equal monthly installments of $19,380 through July 1, 2027.

In December, 2003, the HFC issued Independent Senior Living Center Revenue Bonds for $13,890,000 to finance the construction and operations of its planned Senior Living Center facility. The bonds bear interest rates from 7.5% to 7.75% and are payable semi-annually with interest only through July 1, 2007. The bonds are nonrecourse liabilities collateralized solely by the land and construction in progress, less the accrued interest.

A summary of long-term debt activity during the fiscal year ended December 31, 2007 follows:

	Beginning Balance	Additions	Deletions	Ending Balance	Due Within One Year
Note payable	$ 2,529,332	$ -	$ (57,754)	$ 2,471,578	$ 61,004
Revenue bonds	13,890,000	80,000	(160,000)	13,810,000	250,000
Developer loan	827,123	135,262	-	962,385	-
Total	$ 17,246,455	$ 215,262	$ (217,754)	$ 17,243,963	$ 311,004

Future maturities of the debt are as follows:

Fiscal Year Ending December 31	Note Payable Principal	Note Payable Interest	Revenue Bonds Principal	Revenue Bonds Interest
2008	$ 61,004	$ 171,556	$ 250,000	$ 1,904,519
2009	65,916	166,644	185,000	1,046,850
2010	70,681	161,879	195,000	1,032,788
2011	75,791	156,769	215,000	1,017,787
2012	80,824	151,736	230,000	1,001,287
2013-2017	502,855	659,945	1,435,000	4,716,563
2018-2022	712,944	449,856	2,085,000	4,068,559
2023-2027	901,563	153,386	3,050,000	3,106,169
2028-2032	-	-	4,465,000	1,693,537
2032-2034	-	-	1,700,000	142,494
Total	$ 2,471,578	$ 2,071,771	$ 13,810,000	$ 19,730,553

Conduit Debt – Mortgage Revenue Bonds

The HFC issues Single Family and Multi-Family Mortgage Revenue Bonds. The proceeds of the bonds are placed in trust to be used for the origination of qualifying single- or multi-family mortgages or to refund, at any time, bonds previously issued by HFC. The bonds are to be paid only from the funds placed in trust, and these funds can be used only for purposes specified in the bond indenture. HFC is liable to the bondholders only to the extent of the related revenues and assets pledged under the indenture. Therefore, these transactions are accounted for as conduit debt, and the principal amount of the bonds outstanding and assets held by the trustee are not reflected on the face of the financial statements.

At December 31, 2007, outstanding conduit debt was as follows:

Bond Series	Original Issue Amount	Outstanding Amount
1993 Multi-Family Mortgage Revenue Refunding Bonds (Windridge Grand Prairie Associated, Ltd.)	$ 9,000,000	$ 9,000,000
1993 Multi-Family Mortgage Revenue Refunding Bonds (Lincoln Property Company No. 2188)	13,500,000	13,500,000
1997-1 Single-Family Mortgage Revenue Bonds	4,995,000	210,344
1998A Single-Family Mortgage Revenue & Refunding Bonds	17,419,000	2,685,193
1998B-1 Single-Family Mortgage Revenue Refunding Bonds	6,365,000	185,368
1998B-2 Single-Family Mortgage Revenue Bonds	1,575,000	
2001 Single-Family Mortgage Revenue Bonds	14,160,000	2,144,435
2003 Senior Living Center	13,810,000	13,810,000
2004B Single-Family Mortgage Revenue & Refunding Bonds	7,500,000	5,159,833
	Total	$ 46,695,173

3) Closure and Post Closure Liability

State and federal laws and regulations require the City to place a final cover on its landfill site when it stops accepting waste and to perform certain maintenance and monitoring functions at the site for 30 years after closure. Although closure and post closure care costs will be paid only near or after the date that the landfills stop accepting waste, the City reports a portion of these closure and post closure care costs as an operating expense in each period based on landfill capacity used as of each balance sheet date. The City follows the provisions of GASB Statement No. 18, *Accounting for Municipal Solid Waste Landfill Closure and Post closure Care Costs*. Accordingly, the City has recorded a closure and post closure care liability of $4,857,103 in the Solid Waste Fund. The total liability represents the cumulative amount reported to date based on the use of 33.45% of the estimated capacity of the landfill.

The City will recognize the remaining estimated cost of closure and post closure care of $9,664,908 as the remaining estimated capacity is filled. The City expects to close the landfill in year 2041. Actual cost may be higher or lower due to inflation, changes in technology or changes in regulations.

c. Fund Equity and Net Assets

1) Reserved Fund Balance

Reservations of fund equity show amounts that are not available for expenditure or are legally restricted for specific uses. The purpose for each reserve is indicated by the account title on the face of the balance sheet for the governmental fund financial statements.

2) Designated Fund Balance

Designations of fund equity are used to show the amounts within unreserved fund balance for governmental funds which are intended to be used for specific purposes and reflect tentative managerial plans, but are not legally restricted.

3) Net Assets: Invested in capital assets, net of related debt

This component of net assets is reported in the proprietary fund financial statements and in the government-wide financial statements and represents the difference between capital assets less both the accumulated depreciation and the outstanding balance of debt, excluding unspent proceeds, that is directly attributable to the acquisition, construction or improvement of these capital assets.

4) Net Assets: Restricted for Debt Service

This component of net assets is reported in the proprietary fund financial statements and in the government-wide financial statements and represents the difference between assets and liabilities of the debt service funds that consists of assets with constraints placed on their use by the bond covenants.

5) Net Assets: Unrestricted

This component of net assets is reported in the proprietary fund financial statements and in the government-wide financial statements and represents the difference between assets and liabilities that is not reported in Net Assets Invested in Capital Assets, Net of Related Debt or Net Assets restricted for specific purposes.

d. Interfund Transactions

The composition of interfund balances as of September 30, 2008, is as follows:
Outstanding balances between funds result mainly from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

1) **Interfund Transfers:**

The following is a summary of interfund transfers which were made for normal operations of the city:

	Transfers in					
	General Fund	Crime Tax	Section 8	Street Improvements	Debt Service	Nonmajor Governmental Funds
Transfers out:						
General Fund	$ -	$ -	$ 36,346	$ -	$ -	$ 10,346,455
Crime Tax	-	-	-	-	-	-
Section 8	129,574	-	-	-	50,000	-
Street Improvements	-	-	-	-	-	2,380,992
Debt Service	-	-	-	-	-	-
Nonmajor Governmental Funds	1,291,270	7,620,120	-	2,917,112	-	21,008,800
Internal Service Funds	115,583	-	-	-	-	-
Water/wastewater	316,093	-	-	50,000	-	3,134,664
Solid Waste	119,646	-	-	-	-	409,854
Nonmajor Enterprise Funds	29,476	-	-	-	-	1,894,500
Total	$ 2,001,642	$ 7,620,120	$ 36,346	$ 2,967,112	$ 50,000	$ 39,175,265

	Transfers in					
	Internal Service Funds	Water Wastewater	Municipal Golf	Solid Waste	Municipal Airport	Total
Transfers out:						
General Fund	$ -	$ 56,059	$ -	$ 11,856	$ 24,000	$ 10,474,716
Crime Tax	-	-	-	-	-	-
Section 8	-	-	-	-	-	179,574
Street Improvements	-	-	-	-	-	2,380,992
Debt Service	-	-	624,758	-	-	624,758
Nonmajor Governmental Funds	23,892	2,499,133	185,000	-	-	35,545,327
Internal Service Funds	-	-	-	-	-	115,583
Water/wastewater	-	25,999,260	-	-	-	29,500,017
Solid Waste	-	-	-	2,040,000	-	2,569,500
Nonmajor Enterprise Funds	-	-	-	-	308,960	2,232,936
Total	$ 23,892	$ 28,554,452	$ 809,758	$ 2,051,856	$ 332,960	$ 83,623,403

Transfers are used to 1) move revenues from the fund with collection authorization to the debt service fund as debt service principal and interest payments become due, 2) move restricted amounts from borrowings to the debt service fund to establish mandatory reserve accounts, 3) move unrestricted revenues to finance various programs that the government must account for in other funds in accordance with budgetary authorizations, including amounts provided as subsidies or matching funds for various grant programs.

2) **Cost Reimbursements**

The cost of the City's central general and administrative services is allocated to the designated special revenue and enterprise funds. These costs are reported as interfund services provided and used rather than interfund transactions, and are treated as revenue in the General Fund and expense in the other funds. Interfund services provided and used are "arms-length" transactions between departments or funds that would be treated as revenues, expenditures or expenses if they were with an external organization. The distinguishing aspects of interfund services provided and used are that each department or fund both gives and receives consideration.

Significant cost reimbursements made during the year were as follows:

Fund	Amount
Water and Wastewater Funds	$ 2,358,499
Solid Waste Funds	192,243
Section 8 Housing Grant Fund	124,409
CDBG Funds	55,609
Storm Water Funds	48,913
Total to General Fund	$ 2,779,673

3) **Franchise Fees**

The City's enterprises which use the public right-of-way funds pay franchise fees to the General Fund as if they were organizations separate from the City. These fees are not taxes, but are compensation to the City for the use of the City's water lines, sewer lines, etc. These payments, 4% of gross revenues, are reported as interfund services provided and used rather than interfund transactions, and are treated as revenue (reported as franchise fees) in the General Fund and expense in the enterprise funds. Such fees paid during the year were:

Fund	Amount
Water and Wastewater Fund	$ 1,594,601
Solid Waste Fund	209,423
Storm Water Fund	192,223
Total	$ 1,996,247

4) **Payments in Lieu of Property Taxes**

Two of the City's enterprise funds, the Water and Wastewater Fund and Solid Waste Fund, make payments in lieu of property taxes to the Street Maintenance Fund, which is included in "Other Governmental Funds", to provide funding for street repairs. The payments are calculated by applying the City's property tax rate to the net book value of the enterprise funds' fixed assets. Since the calculation methodology is not the same as that applied to similar activities in the private sector in several respects, the payments are recorded as transfers out rather than as an operating expense. Payments made during the year were as follows:

Fund	Amount
Water and Wastewater Fund	$ 1,048,683
Solid Waste Fund	73,773
Total	$ 1,122,456

e. Leases

On September 15, 1995, the Sports Corporation and LSJC entered into a lease agreement. On October 23, 2002, Lone Star, LSJC, and MEC Lone Star, L.P. ("MEC") entered into an asset purchase agreement whereby MEC agreed to purchase substantially all of the racing assets of Lone Star and LSJC. The Master Agreement between the Sports Corporation, Lone Star, and LSJC was terminated. Lone Star and LSJC assigned to MEC all of their rights and obligations under the lease and certain ancillary agreements with the Sports Corporation. The agreement states that upon completion of the project, MEC will lease the facility for a period of 30 years. The lease became effective April 1997 and meets the requirements for accounting as a direct financing lease. The future base rent payments under the lease are as follows:

Year	Amount
2009	$ 1,452,000
2010	1,452,000
2011	1,452,000
2012	1,560,900
2013	1,597,200
Thereafter	24,347,184
	31,861,284
Less interest	(15,863,261)
Net present value	$ 15,998,023

Additional contingent rentals are due monthly based upon 1% of gross revenues from the operation of the track for each month plus an amount equal to the cumulative net retainage from the live races and the simulcast races multiplied by the following percentage:

Cumulative Net Retainages	Percentage
$0 to less than $20 million	1%
$20 million to less than $40 million	3%
$40 million to less than $60 million	5%
$60 million or more	7%

The lease has been accounted for as a capital lease. However, only the base rent payments are determinable and are included in the lease payments receivable at the net present value of future rent payments. The remaining portion of the of the Facility is recorded as estimated unguaranteed residual value of the lease. Its fair value is estimated to be approximately equal to the differences between the original cost plus capitalized improvements of the Facility, net of what accumulated depreciation would be, and the fixed lease payments receivable. Therefore, this amount is being amortized over the life of the lease (30 years). Amortization for the year ended September 30, 2008 was $3,904,024. Additional contingent rentals are recorded as revenue when received. During the year ended September 30, 2007, the Corporation incurred additional costs for improvements to the leased facilities of $671,448 and received contribution revenue of $671,448, for a total addition to the cost of the facility of $1,342,896. This amount increased the unguaranteed residual value of the lease.

Management believes that there have not been events which impaired the residual value of the lease.

The capital lease is being amortized using the interest method over the 30-year life of the lease. The Corporation has recorded lease rental and interest for the year ended September 30, as follows:

		2008
Nominal interest on the lease	$	1,454,400
Amortization of the lease		(180,809)
Net interest		1,273,591
Contingent rentals received (includes rent for simulcast facility prior to completion of project)		347,710
Total lease rental and interest	$	1,621,301

4. CONTRACTS, COMMITMENTS AND CONTINGENT LIABILITIES

a. Federal Grants

The City participates in a number of state and federally assisted grant programs. These programs are subject to program compliance audits by the grantors or their representatives. Any liability for reimbursement which may arise as the result of these audits is not believed to be material.

b. Litigation

The City and Sports Corporation are contingently liable in respect of lawsuits and claims in the ordinary course of operations which, in the opinion of management, will not have material adverse effect on the combined financial statements.

c. Water Intake Facility Contract

The City entered into a contract with the Trinity River Authority ("TRA") whereby TRA agreed to sell revenue bonds, and, to construct and operate water treatment, transmission and storage facilities necessary to supply treated water to several area cities. The City has also agreed contractually to pay TRA annually an amount sufficient to pay it's pro rata share of the operation and maintenance expenses of the facilities and related debt service of its bonds. The project is not treated as a joint venture by the City since the project is managed and unilaterally controlled by TRA, the City has no equity interest in the project, and the City is not obligated for the repayment of TRA bonds.

d. Water Purchase Contracts

According to the terms of a take-or-pay contract between the City and TRA, the City is entitled to 10.56% of the raw water yield of Lake Joe Pool which yields 15.1 million gallons of water a day. The City is paying for its prorated share of the project over a 50-year amortization period, 10 years from the date the reservoir gates were closed in January 1986. It is estimated that the City's total liability will be approximately $7,032,000.

A contract with the City of Fort Worth, effective until the year 2010, permits the City to purchase up to 2.5 million gallons of treated water daily.

The City has a 30-year contract with the City of Dallas, which expires in 2012, for the purchase of water. Grand Prairie currently takes up to 33.8 million gallons a day, and pays a fixed demand charge plus a volume charge. The demand charge is based on current maximum demand or the highest demand established during the five preceding years whichever is greater. Thus, even if the City were to stop purchasing water from Dallas, its obligation to pay the demand charge ($161,503 per million gallons per day) would extend for five years. The maximum may be increased in future years as needed. Grand Prairie has two intake points for City of Dallas water with a contractual right obligating the City of Dallas to meet Grand Prairie's needs. Existing pipelines will provide up to 55 million gallons per day.

e. Wastewater Treatment Contract

The City has a 50 year contract with TRA, which will expire in 2023, for wastewater treatment. The City is billed for its prorated share of total wastewater costs, which was 10.74% during fiscal year 2008. The City must pay its prorated share of the debt service related to wastewater treatment facilities until the debt matures whether it contributes to flow or not.

f. Master and Other Agreements

The Sports Corporation, Lone Star and Lone Star Jockey Club Development Corp. ("LSJC") entered into an agreement (the "Master Agreement") to design and develop a pari-mutuel horse racetrack (the "Facility"). On October 23, 2002, Lone Star, LSJC, and MEC Lone Star, L.P. ("MEC") entered into an asset purchase agreement whereby MEC agreed to purchase substantially all of the racing assets of Lone Star and LSJC. The Master Agreement between the Sports Corporation, Lone Star, and LSJC was terminated. Lone Star and LSJC assigned to MEC all of their rights and obligations under the lease and certain ancillary agreements with the Sports Corporation. MEC Lone Star currently holds the license to operate the "Class 1" racetrack.

The City and Texas NextStage, LP ("NextStage") entered into agreements (Development Agreement, Lease Agreements and other ancillary agreements) on January 10, 2001, to design, develop and construct a performance hall (the "Performance Hall"). Construction of the Performance Hall began in July 2000 and was completed in February 2001. Under the agreements, the City purchased the Performance Hall from NextStage for $15 million with the proceeds from the $17.9 million TIF tax and tax increment certificate of obligation bond issue in fiscal year 2001. NextStage initially leased the Performance Hall from the City under a 21-year lease. Effective September 18, 2002, Anschutz Texas, L. P. assumed the lease obligations of NextStage and became lessee and operator of the Performance Hall. The lease between the City and Anschutz Texas, L. P. expires January 23, 2023. Monthly lease payments from the lessee of the Performance Hall are used to pay debt service on bonds issued by the City for the purchase of the Performance Hall.

Baseball Stadium Agreements- The Citizens of Grand Prairie approved a 1/8 cent sales tax to build a minor league professional baseball stadium. The City of Grand Prairie (City) and Grand Prairie Professional Baseball, LP (GPPB) entered into an agreement on June 26, 2007 to develop, construct and operate a minor league professional baseball stadium. This was accomplished through the use of development, lease and sublease agreements. Construction began in July, 2007 and was completed in May of 2008.

Ground Lease- The City entered into a lease agreement with the Sports Corporation for the land on which the stadium was built. The lease runs through June 25, 2036 with an annual base rent of $50,000.

Stadium Sublease-GPPB and the City entered into a sublease agreement for GPPB to operate the baseball stadium facility. GPPB pays monthly rent of $16,667 of which one-fourth is for lease of land and three-fourths is for lease of improvements. Additional rent is paid annually and due March 31 of each year. The following schedule determines the additional rent level: 0% of adjusted net income between $0-$399,999; 25% of adjusted net income between $400,000-$800,000 and 50% of adjusted net income over $800,000. This lease agreement expires the earlier of May 15, 2028 or termination of underlying lease.

g. Construction Commitments

The City has several approved outstanding major capital projects as of September 30, 2008. The City's total committed but unexpended expenditures for such authorized capital projects at year-end approximates $63,304,237. Funding for these contracts will be received through various capital projects funds and enterprise funds.

5. SEGMENT INFORMATION FOR ENTERPRISE FUNDS

The City maintains five enterprise funds for water and wastewater, golf, solid waste, airport and storm water utility activities. Segment information for the non-major enterprise fund with outstanding revenue-backed certificates of obligation debt is as follows:

	Municipal Airport
Condensed statement of net assets:	
Current assets	$ 3,009,952
Capital assets	6,407,548
Total assets	9,417,500
Current liabilities	362,028
Long term liabilities	2,136,936
Total liabilities	2,498,964
Net assets invested in capital assets, net of related debt	4,187,548
Unrestricted net assets	2,730,988
Total net assets	$ 6,918,536
Condensed statement of revenue, expense and changes in net assets:	
Sales to customers	$ 2,329,182
Other revenue	271,547
Total operating revenue	2,600,729
Depreciation	291,194
Other operating expense	1,888,033
Total operating expense	2,179,227
Investment income	74,757
Interest expense	(106,428)
Total nonoperating revenue (expense)	(31,671)
Income (loss) before transfers	389,831
Transfers in	332,960
Transfers out	(312,270)
Change in net assets	410,521
Net assets at the beginning of the year	6,508,015
Net assets at the end of the year	$ 6,918,536
Condensed statement of cash flows:	
Net cash provided (used) by:	
Operating activities	$ 521,624
Noncapital financing activities	20,690
Capital and related financing activities	(512,182)
Investing activities	156,578
Beginning cash and cash equivalent balances	517,670
Ending cash and cash equivalent balances	$ 704,380

6. PRIOR PERIOD ADJUSTMENT

There was a prior period adjustment of $214,846 which decreased the Other Special Revenue Funds' fund balance and Government Wide net assets. The $214,846 represents collections for prepaid cemetery services which had not been performed by the end of the prior fiscal year.

There was a prior period adjustment of $551,940 which is the net of two separate corrections to Government Wide capital assets. The first correction was made to capitalize a land purchase of $353,121 that was expensed in a prior accounting period. The second correction of $905,061 was made to correct beginning capital assets for an asset disposal that occurred in a prior accounting period. The net effect of these adjustments was to decrease beginning Government Wide net assets and begnning Government Wide capital assets by $551,940.

7. SUBSEQUENT EVENTS

On November 4, 2008 the City issued:

- $8,985,000 in General Obligation Refunding and Improvement Bonds, Series 2008 for facility and infrastructure improvements.
- $26,660,000 in Combination Tax and Revenue Certificates of Obligation, Series 2008 for equipment, facility, infrastructure improvements,TIF and PID projects.
- $4,940,000 in Water and Wastewater System Revenue Bonds, Series 2008 for water and wastewater system improvements.

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APPENDIX C

FORM OF BOND COUNSEL'S OPINION

(The Bonds)

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FULBRIGHT & JAWORSKI L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP
2200 ROSS AVENUE, SUITE 2800
DALLAS, TEXAS 75201-2784
WWW.FULBRIGHT.COM

TELEPHONE: (214) 855-8000 FACSIMILE: (214) 855-8200

[Closing Date]

IN REGARD to the authorization and issuance of the "City of Grand Prairie, Texas, General Obligation Bonds, Series 2010", in the aggregate principal amount of $5,480,000, dated February 1, 2010 (the "Bonds"), we have examined into their issuance by the City of Grand Prairie, Texas (the "City") solely to express legal opinions as to the validity of the Bonds and the exclusion of the interest on the Bonds from gross income for federal income tax purposes, and for no other purpose. We have not been requested to investigate or verify, and we neither expressly nor by implication render herein any opinion concerning, the financial condition or capabilities of the City, the disclosure of any financial or statistical information or data pertaining to the City and used in the sale of the Bonds, or the sufficiency of the security for or the value or marketability of the Bonds.

THE BONDS are issued in fully registered form only and in denominations of $5,000 or any integral multiple thereof (within a maturity). The Bonds mature on February 15 in each of the years specified in the ordinance adopted by the City Council of the City authorizing the issuance of the Bonds (the "Ordinance"), unless redeemed prior to maturity in accordance with the terms stated on the Bonds. The Bonds accrue interest from the date, at the rates, and in the manner and interest is payable on the dates, all as provided in the Ordinance.

IN RENDERING THE OPINIONS herein we have examined and rely upon (i) original or certified copies of the proceedings of the City in connection with the issuance of the Bonds, including the Ordinance, (ii) certifications and opinions of officers of the City relating to the expected use and investment of proceeds of the sale of the Bonds and certain other funds of the City and to certain other facts within the knowledge and control of the City, and (iii) such other documentation, including an examination of the Bond executed and delivered initially by the City (which we found to be in due form and properly executed), and such matters of law as we deem relevant to the matters discussed below. In such examinations, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies and the accuracy of the statements and information contained in such certificates.

BASED ON OUR EXAMINATIONS, IT IS OUR OPINION that, under the applicable laws of the United States of America and the State of Texas in force and effect on the date hereof:

1. The Bonds have been duly authorized by the City and, when issued in compliance with the provisions of the Ordinance, are valid, legally binding and enforceable obligations of the City payable from the proceeds of an ad valorem tax levied, within the limitations prescribed by law, upon all taxable property in the City, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors'

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rights or the exercise of judicial discretion in accordance with the general principles of equity.

2. Assuming continuing compliance after the date hereof by the City with the provisions of the Ordinance and in reliance upon representations and certifications of the City made in a certificate of even date herewith pertaining to the use, expenditure, and investment of the proceeds of the Bonds, interest on the Bonds for federal income tax purposes (a) will be excludable from gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), of the owners thereof pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions thereunder, and (b) will not be included in computing the alternative minimum taxable income of the owners thereof.

WE EXPRESS NO OPINION with respect to any other federal, state or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of interest in a financial asset securitization investment trust, individual recipients of Social Security or Railroad Retirement Benefits, individuals otherwise qualifying for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

OUR OPINIONS are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

APPENDIX D

FORM OF BOND COUNSEL'S OPINION

(The Certificates)

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FULBRIGHT & JAWORSKI L.L.P.
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[Closing Date]

IN REGARD to the authorization and issuance of the "City of Grand Prairie, Texas, Combination Tax and Revenue Certificates of Obligation, Series 2010", in the aggregate principal amount of $1,945,000, dated February 1, 2010 (the "Certificates"), we have examined into their issuance by the City of Grand Prairie, Texas (the "City") solely to express legal opinions as to the validity of the Certificates and the exclusion of the interest on the Certificates from gross income for federal income tax purposes, and for no other purpose. We have not been requested to investigate or verify, and we neither expressly nor by implication render herein any opinion concerning, the financial condition or capabilities of the City, the disclosure of any financial or statistical information or data pertaining to the City and used in the sale of the Certificates, or the sufficiency of the security for or the value or marketability of the Certificates.

THE CERTIFICATES are issued in fully registered form only and in denominations of $5,000 or any integral multiple thereof (within a maturity). The Certificates mature on February 15 in each of the years specified in the ordinance adopted by the City Council of the City authorizing the issuance of the Certificates (the "Ordinance"), unless redeemed prior to maturity in accordance with the terms stated on the Certificates. The Certificates accrue interest from the date, at the rates, and in the manner and interest is payable on the dates, all as provided in the Ordinance.

IN RENDERING THE OPINIONS herein we have examined and rely upon (i) original or certified copies of the proceedings of the City in connection with the issuance of the Certificates, including the Ordinance, (ii) certifications and opinions of officers of the City relating to the expected use and investment of proceeds of the sale of the Certificates and certain other funds of the City and to certain other facts within the knowledge and control of the City, and (iii) such other documentation, including an examination of the Certificate executed and delivered initially by the City (which we found to be in due form and properly executed), and such matters of law as we deem relevant to the matters discussed below. In such examinations, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies and the accuracy of the statements and information contained in such certificates.

BASED ON OUR EXAMINATIONS, IT IS OUR OPINION that, under the applicable laws of the United States of America and the State of Texas in force and effect on the date hereof:

1. The Certificates have been duly authorized by the City and, when issued in compliance with the provisions of the Ordinance, are valid, legally binding and enforceable obligations of the City, payable from an ad valorem tax levied, within the limits prescribed by law, upon all taxable property in the City, and are additionally payable from and secured by a limited pledge of the Net Revenues (as defined in the Ordinance) of the City's Waterworks and Sewer System in the manner

and to the extent provided in the Ordinance, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with the general principles of equity.

2. Assuming continuing compliance after the date hereof by the City with the provisions of the Ordinance and in reliance upon representations and certifications of the City made in a certificate of even date herewith pertaining to the use, expenditure, and investment of the proceeds of the Certificates, interest on the Certificates for federal income tax purposes (a) will be excludable from gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), of the owners thereof pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions thereunder, and (b) will not be included in computing the alternative minimum taxable income of the owners thereof.

WE EXPRESS NO OPINION with respect to any other federal, state or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Certificates. Ownership of tax-exempt obligations such as the Certificates may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of an interest in a financial asset securitization investment trust, individual recipients of Social Security or Railroad Retirement Benefits, individuals otherwise qualifying for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

OUR OPINIONS are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

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