

FINAL OFFICIAL STATEMENT DATED AUGUST 28, 2014

NEW ISSUE

Ratings: Standard & Poor's: AAA
Moody's: Aaa

In the opinion of Dickinson Wright PLLC, Bond Counsel, subject to compliance with certain covenants, under existing law, (1) the interest on the Bonds is excluded from gross income for federal income tax purposes except as described under "TAX MATTERS" herein, and (2) the Bonds and the interest thereon are exempt from all taxation whatsoever by the State of Michigan or by any taxing authority within the State of Michigan, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

\$8,800,000

COUNTY OF OAKLAND, STATE OF MICHIGAN

OAKLAND COUNTY FARMINGTON HILLS

WATER SUPPLY SYSTEM IMPROVEMENTS BONDS, SERIES 2014

DATED: SEPTEMBER 1, 2014
NOT QUALIFIED TAX-
EXEMPT OBLIGATIONS

GENERAL OBLIGATION LIMITED TAX BONDS

REGISTRATION: Book entry only system

INTEREST: Paid from September 1, 2014 - 1st Paid April 1, 2015 - Semi-Annually Thereafter

BOND REGISTRAR and PAYING AGENT: Huntington National Bank, Grand Rapids, Michigan

DENOMINATIONS: \$5,000 or a Multiple of \$5,000, Numbered From 1 Upwards

AUTHORITY: Act No. 342, Public Acts of Michigan, 1939, as amended

OPTIONAL REDEMPTION PROVISIONS: Maturities on October 1, 2021 or Prior - Non-callable
Maturities on October 1, 2022 or After as follows:

Bonds Called for Redemption on or After October 1, 2021 shall be redeemed at Par.

PURPOSE AND SECURITY: See "Security for the Bonds" and "Description of the Bonds" herein

BOOK ENTRY CUSTODIAL DEPOSITORY: Depository Trust Company, New York, N.Y.

THE ABILITY OF THE COUNTY OF OAKLAND TO RAISE FUNDS TO
FULFILL ITS FULL FAITH AND CREDIT PLEDGE IS SUBJECT TO CONSTITUTIONAL
AND STATUTORY LIMITATIONS ON THE TAXING POWER OF THE COUNTY.

MATURITY SCHEDULE

(CUSIP information on back of cover)

Due Oct. 1	Amount	Rate	Yield	Due Oct. 1	Amount	Rate	Yield	Due Oct. 1	Amount	Rate	Yield
2015	\$275,000	2.00%	0.18%	2022*	\$400,000	2.00%	2.00%	2029*	\$500,000	3.00%	2.95%
2016	350,000	2.00	0.45	2023*	400,000	2.125	2.25	2030*	525,000	3.00	3.00
2017	350,000	2.00	0.60	2024*	425,000	2.25	2.40	2031*	525,000	3.00	3.05
2018	350,000	2.00	0.87	2025*	425,000	3.00	2.52	2032*	550,000	3.00	3.10
2019	375,000	2.00	1.18	2026*	450,000	3.00	2.65	2033*	575,000	3.00	3.15
2020	375,000	2.00	1.50	2027*	475,000	3.00	2.75	2034*	600,000	3.00	3.20
2021	400,000	2.00	1.75	2028*	475,000	3.00	2.85				

*Callable-See "Description of the Bonds-Prior Redemption" herein.

Information prepared in cooperation with:

ANDREW E. MEISNER
County Treasurer

JIM NASH
Water Resources Commissioner

Bond Counsel:
DICKINSON WRIGHT PLLC
Detroit, Michigan

Underwriter:
FTN FINANCIAL CAPITAL MARKETS

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



MUNICIPAL FINANCIAL CONSULTANTS INCORPORATED

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\$8,800,000
COUNTY OF OAKLAND, STATE OF MICHIGAN
OAKLAND COUNTY FARMINGTON HILLS
WATER SUPPLY SYSTEM IMPROVEMENTS BONDS, SERIES 2014

CUSIP NUMBERS

<u>Principal</u>	<u>Maturity (Oct. 1)</u>	<u>CUSIP * (672411)</u>
\$275,000	2015	M77
350,000	2016	M85
350,000	2017	M93
350,000	2018	N27
375,000	2019	N35
375,000	2020	N43
400,000	2021	N50
400,000	2022	N68
400,000	2023	N76
425,000	2024	N84
425,000	2025	N92
450,000	2026	P25
475,000	2027	P33
475,000	2028	P41
500,000	2029	P58
525,000	2030	P66
525,000	2031	P74
550,000	2032	P82
575,000	2033	P90
600,000	2034	Q24

* Copyright 2014, American Bankers Association. CUSIP data herein is provided by Standard and Poor's CUSIP Service Bureau, a division of the McGraw Hill Companies, Inc. The County shall not be responsible for the selection of CUSIP numbers, nor any representation made as to their correctness on the Bonds or as indicated above.

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NO DEALER, BROKER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED BY THE COUNTY OF OAKLAND OR THE CITY OF FARMINGTON HILLS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS OFFICIAL STATEMENT, AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COUNTY OR THE CITY.

THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT HAS BEEN PREPARED FROM SOURCES WHICH ARE DEEMED TO BE RELIABLE, BUT IS NOT GUARANTEED AS TO ACCURACY OR COMPLETENESS.

THE INFORMATION AND EXPRESSIONS OF OPINION IN THIS OFFICIAL STATEMENT ARE SUBJECT TO CHANGE WITHOUT NOTICE AND NEITHER THE DELIVERY OF THE OFFICIAL STATEMENT NOR ANY SALE MADE UNDER IT SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COUNTY OR THE CITY SINCE THE DATE OF THIS OFFICIAL STATEMENT.

OFFICIAL STATEMENT
\$8,800,000
OAKLAND COUNTY FARMINGTON HILLS
WATER SUPPLY SYSTEM IMPROVEMENTS BONDS, SERIES 2014

The purpose of this Official Statement is to set forth information concerning the County of Oakland (the "County") and the City of Farmington Hills (the "City") for its Oakland County Farmington Hills Water Supply System Improvements Bonds, Series 2014 (the "Bonds"). This Official Statement has been prepared in connection with the sale of the Bonds and for the information of those who initially become holders of the Bonds. Information summarized on the cover page is part of this Official Statement.

INTRODUCTION

The County, by adoption of a bond resolution (the "Resolution"), has authorized the issuance of the Bonds.

DESCRIPTION OF THE BONDS

The Bonds, aggregating the principal sum of \$8,800,000, shall be known as "Oakland County Farmington Hills Water Supply System Improvements Bonds, Series 2014" and shall be dated September 1, 2014. The Bonds shall be fully registered bonds, both as to principal and interest, in any one or more denominations of \$5,000 or a multiple of \$5,000 numbered from 1 upwards. The Bonds shall mature on October 1, 2015 and each October 1 thereafter as provided on the cover page of this Official Statement.

Interest Payment and Interest Rate

The Bonds shall bear interest payable April 1, 2015 and semi-annually thereafter on each October 1 and April 1, until maturity, with interest rates as provided on the cover page of this Official Statement. Interest shall be paid by check or draft mailed to the registered owner of each Bond as of the applicable date of record.

Term Bond Option

Bonds maturing in the years 2024-2034, inclusive, are eligible for designation by the original purchaser at the time of sale as serial bonds or term bonds, or both. There may be more than one term bond maturity. However, principal maturities designated as term bonds shall be subject to mandatory redemption, in part, by lot, at par and accrued interest on October 1st of the year in which the Bonds are presently scheduled to mature. Each maturity of term bonds and serial bonds must carry the same interest rate. Any such designation must be made at the time the proposals are submitted.

Paying Agent and Bond Registrar

Huntington National Bank, Grand Rapids, Michigan has been selected as bond registrar and paying agent (the "Bond Registrar") for the Bonds. The Bond Registrar will keep records of the registered holders of the Bonds, serve as transfer agent for the Bonds, authenticate the original and any re-issued Bonds and will pay principal and interest to the registered holders of the Bonds as shown on the registration books of the County maintained by the Bond Registrar on the applicable date of record. The principal of each Bond will be paid when due upon presentation and surrender thereof to the Bond Registrar. The date of record shall be the 15th day of the month before such payment is due.

Book-Entry-Only

The Depository Trust Company, New York, New York ("DTC"), will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE BONDS AS NOMINEE OF DTC, REFERENCES HEREIN TO THE BONDHOLDERS, HOLDERS OR REGISTERED OWNERS OF THE BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE BONDS.

DTC 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 securities that its participants ("Participants") deposit with DTC. DTC also facilitates the transfers and pledges, in deposited securities through electronic computerized book-entry changes in Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations ("Direct Participants"). DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, 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 interests in the Bonds 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 interest in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Bonds with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The 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 Cede & Co. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

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

Payments made by or on behalf of the County to DTC or its nominee shall satisfy the County's obligations under the Bond Resolution to the extent of the payments so made.

Principal and interest payments on the Bonds will be made to DTC. DTC's practice is to credit Direct Participants'

accounts on a payment date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on such payment date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC, the Bond Registrar, or the County subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the County or the Bond Registrar, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

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

The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered. THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE COUNTY BELIEVES TO BE RELIABLE, BUT NEITHER THE COUNTY, BOND COUNSEL, FINANCIAL ADVISOR NOR THE UNDERWRITERS ASSUME ANY RESPONSIBILITY FOR THE ACCURACY THEREOF.

THE COUNTY AND THE COUNTY'S BOND COUNSEL OR FINANCIAL ADVISOR, THE UNDERWRITERS AND THE BOND REGISTRAR CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (i) PAYMENTS OF PRINCIPAL OF OR INTEREST AND PREMIUM, IF ANY, ON THE BONDS (ii) ANY DOCUMENT REPRESENTING OR CONFIRMING BENEFICIAL OWNERSHIP INTERESTS IN BONDS, OR (iii) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNER OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SECURITIES AND EXCHANGE COMMISSION AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH THE PARTICIPANTS ARE ON FILE WITH DTC.

NEITHER THE COUNTY, THE UNDERWRITERS NOR THE BOND REGISTRAR WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OF ANY OTHER PERSON WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC TO ANY PARTICIPANT,

OR BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT TO ANY BENEFICIAL OWNER OF ANY AMOUNT DUE WITH RESPECT TO THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS; (4) THE DELIVERY BY DTC TO ANY PARTICIPANT, OR BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT TO ANY BENEFICIAL OWNER OF ANY NOTICE WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE RESOLUTION TO BE GIVEN TO BONDHOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

Discontinuation of Book-Entry-Only System

DTC may determine to discontinue providing its service with respect to the Bonds at any time by giving notice to the County and the Bond Registrar and discharging its responsibilities with respect thereto under applicable law. Upon the giving of such notice, the Bond Registrar shall attempt to have established a securities depository/book-entry system relationship with another qualified depository. If the Bond Registrar does not or is unable to do so, the book-entry-only system shall be discontinued.

Transfer Outside Book-Entry-Only System

In the event the book-entry-only system is discontinued, the following provisions would apply to the Bonds. The Bond Registrar shall keep the registration books for the Bonds (the "Bond Register") at its corporate trust office. Subject to the further conditions contained in the resolution authorizing the issuance of the Bonds adopted by the Board of Commissioners of the County (the "Resolution"), the Bonds may be transferred or exchanged for one or more Bonds in different authorized denominations upon surrender thereof at the corporate trust office of the Bond Registrar by the registered owners or their duly authorized attorneys; upon surrender of any Bonds to be transferred or exchanged, the Bond Registrar shall record the transfer or exchange in the Bond Register and shall authenticate replacement bonds in authorized denominations; during the 15 days immediately preceding the date of mailing ("Record Date") of any notice of redemption or any time following the mailing of any notice of redemption, the Bond Registrar shall not be required to effect or register any transfer or exchange of any Bond which has been selected for such redemption, except the Bonds properly surrendered for partial redemption may be exchanged for new Bonds in authorized denominations equal in the aggregate to the unredeemed portion; the County and Bond Registrar shall be entitled to treat the registered owners of the Bonds, as their names appear in the Bond Register as of the appropriate dates, as the owner of such Bonds for all purposes under the Resolution. No transfer or exchange made other than as described above and in the Resolution shall be valid or effective for any purposes under the Resolution.

Prior Redemption

Bonds maturing prior to October 1, 2022, shall not be subject to redemption prior to maturity. Bonds maturing on or after October 1, 2022 shall be subject to redemption prior to maturity at the option of the County, in any order, in whole or in part on any date on or after October 1, 2021. Bonds called for redemption shall be redeemed at par, plus accrued interest to the date fixed for redemption.

With respect to partial redemptions, any portion of a Bond outstanding in a denomination larger than the minimum authorized denomination may be redeemed provided such portion and the amount not being redeemed each constitutes an authorized denomination. In the event that less than the entire principal amount of a Bond is called for redemption, upon surrender of the Bond to the Bond Registrar, the Bond Registrar shall authenticate and deliver to the registered owner of the Bond a new Bond in the principal amount of the principal portion not redeemed.

Notice of redemption shall be sent to the registered holder of each Bond being redeemed by first class mail at least 30 but not more than 60 days prior to the date fixed for redemption, which notice shall fix the date of record with respect to the redemption if different than otherwise provided in the Resolution. Any defect in such notice shall not affect the validity of the redemption proceedings. Bonds so called for redemption shall not bear interest after the date fixed for redemption provided funds are on hand with the Bond Registrar to redeem the same.

Transfer or Exchange of Bonds

Any Bond shall be transferable on the bond register maintained by the Bond Registrar with respect to the Bonds upon the surrender of the Bond to the Bond Registrar together with an assignment executed by the registered owner or his or her duly authorized attorney in form satisfactory to the Bond Registrar. Upon receipt of a properly assigned Bond the Bond Registrar shall authenticate and deliver a new Bond or Bonds in equal aggregate principal amount and like interest rate and maturity to the designated transferee or transferees.

Bonds may likewise be exchanged for one or more other Bonds with the same interest rate and maturity in authorized denominations aggregating the same principal amount as the Bond or Bonds being exchanged. Such exchange shall be effected by surrender of the Bond to be exchanged to the Bond Registrar with written instructions signed by the registered owner of the Bond or his or her attorney in form satisfactory to the Bond Registrar. Upon receipt of a Bond with proper written instructions the Bond Registrar shall authenticate and deliver a

new Bond or Bonds to the registered owner of the Bond or his or her properly designated transferee or transferees or attorney.

The Bond Registrar is not required to honor any transfer or exchange of Bonds during the 15 days preceding an interest payment date. Any service charge made by the Bond Registrar for any such registration, transfer or exchange shall be paid for by the County, unless otherwise agreed by the County and the Bond Registrar. The Bond Registrar may, however, require payment by a bondholder of a sum sufficient to cover any tax or other governmental charge payable in connection with any such registration, transfer or exchange.

CUSIP Numbers

CUSIP numbers will be imprinted on all Bonds of this issue at the County's expense. Neither the failure to print numbers nor any improperly printed number shall constitute cause for the purchaser to refuse to accept delivery. The purchaser shall be responsible for requesting assignment of numbers and for the payment of any charges for the assignment of numbers.

SECURITY FOR THE BONDS

Authorization

The Bonds are being issued pursuant to Act No. 342, Public Acts of Michigan, 1939, as amended ("Act 342"), Act No. 34, Public Acts of Michigan, 2001, as amended ("Act 34") and the Resolution.

Primary Security

The Bonds are to be issued in anticipation of payments to be made by the City pursuant to the Contract, dated as of May 1, 2012, between the City and the County. The payments to be made by the City will be in installments that will equal the annual principal maturities and the semi-annual interest payments due on the Bonds. Taxes imposed by the City are subject to constitutional, statutory and charter limitations.

Full Faith and Credit of County

Pursuant to the Resolution, the County has pledged its full faith and credit as additional security for the payment of the principal and interest on the Bonds. In the event and to the extent that moneys required to pay the principal and interest are not paid to the County by the City, the County will advance from its general fund moneys sufficient to pay the principal and interest. Taxes imposed by the County are subject to constitutional and statutory limitations.

DESCRIPTION OF THE PROJECT

The first phase of the project which consisted of the construction of a 3.0 MG elevated storage tank has been completed.

The second phase of the project will include the construction of three new control valve (PRV) vaults, modifications to three existing control valve vaults, construction of approximately 2,800 l.f. of 20" dia. water main, along with an addition to the existing DPW Building and DPW site improvements.

Project Cost Estimates:

Construction Costs, Engineering Costs, Financing Costs including Bond Discount and Contingency	\$8,800,000
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CONTINUING DISCLOSURE

The County and the City (individually an "Obligated Person" and collectively, "Obligated Persons") have each covenanted and will covenant for the benefit of the Bondholders and the Beneficial Owners (as hereinafter defined) pursuant to a resolution and a related Continuing Disclosure Certificate to be delivered on the date of issuance of the Bonds to the purchaser thereof (individually a "Disclosure Certificate" and collectively, the "Disclosure Certificates"), to provide or cause to be provided: (i) each year, certain financial information and operating data relating to the respective Obligated Person for its preceding fiscal year (the "Annual Report") by not later than the date seven months after the first day of its fiscal year, commencing with the Annual Report for the fiscal year ending September 30, 2014 for the County and June 30, 2014 for the City; provided, however, that if the audited financial statements of any Obligated Person are not available by such date, they will be provided when and if available, and unaudited financial statements in a format similar to the audited financial statements then most recently prepared for such Obligated Person will be included in the Annual Report; and (ii) timely notices of the occurrence of certain enumerated events related to the respective Obligated Person, if material. Currently, the fiscal year of the County commences on October 1 and the fiscal year of the City commences on July 1. "Beneficial Owner" means any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries).

Each Annual Report will be filed with the Municipal Securities Rulemaking Board ("MSRB") electronically through

MSRB's Electronic Municipal Market Access system ("EMMA"). If any Obligated Person is unable to provide the MSRB its Annual Report by the date required, such Obligated Person shall send, in a timely manner, to the MSRB through EMMA, a notice of the failure to file the Annual Report by such date. The notices of material events will be filed by each Obligated Person with the MSRB through EMMA. These covenants have been made by each Obligated Person in order to assist the purchaser of the Bonds and registered brokers, dealers and municipal securities dealers in complying with the requirements of subsection of (b)(5) of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Rule"). The information to be contained in each Annual Report, the enumerated events, the occurrence of which will require a notice, and the other terms of each Disclosure Certificate are set forth in Appendices A and B, "FORMS OF CONTINUING DISCLOSURE CERTIFICATE".

The County has had certain instances of late filing as referenced below. A failure by the County or the City to comply with its Disclosure Certificate will not constitute an event of default on the Bonds (although beneficial owners will have any available remedy at law or in equity). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price.

Except for the fiscal year ended September 30, 2009 for which the County filed its continuing disclosure by September 30, 2010, and for the fiscal year ended September 30, 2011 for which the County filed its continuing disclosure by May 22, 2012 and for the fiscal year ended September 30, 2012 for the which the County filed its continuing disclosure on June 30, 2013 in the past five years, the County has not failed to comply with any of its previous undertakings in a written contract or agreement that it entered into pursuant to subsection (b)(5) of the Rule.

The County has taken several measures to avoid any late filings in the future and will continue to comply in future years, in all material respects with all written contracts or agreements that it will enter into pursuant to subsection (b)(5) of the Rule.

In the past five years, the City has not failed to comply, in all material respects, with any of its previous undertakings in a written contract or agreement that it entered into pursuant to subsection (b)(5) of the Rule.

BOND RATINGS

Standard & Poor's

The County has received a municipal bond rating of **AAA** from Standard & Poor's Ratings Services. The County furnished to such rating agency certain materials and information in addition to that provided herein. Generally, rating agencies base their ratings on such information and materials and investigations, studies and assumptions made by the rating agencies. There is no assurance that such rating will prevail for any given period of time or that it will not be revised downward or withdrawn entirely by such rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

The definitions of a rating furnished by Standard & Poor's Ratings Services are as follows:

- | | |
|--------------|---|
| AAA | Debt rated "AAA" has the highest rating to a debt obligation. Capacity to pay interest and repay principal is extremely strong. |
| AA | Debt rated "AA" has a very strong capacity to pay interest and repay principal and differs from the higher rated issues only in small degree. |
| A | Debt rated "A" has a strong capacity to pay interest and repay principal although it is somewhat more susceptible to the adverse effects of changes of circumstances and economic conditions than in debt in higher rated categories. |
| BBB | Debt rated "BBB" is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher debt rated categories. |
| BB-CC | Debt rated "BB", "B", "CCC" or "CC" is regarded, on balance, as predominantly speculative with respect to capacity to pay interest and repay principal in accordance with the terms of the obligation. "BB" indicates the lowest degree of speculation and "CC" the highest degree of speculation. While such debt will likely have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposures to adverse conditions. |

- C** This rating is reserved for income bonds on which no interest is being paid.
- D** Debt rated "D" is in default, and payment of interest and/or repayment of principal is in arrears.

Plus (+) or minus (-): The ratings "AA" to "BBB" may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

Moody's

The County has received a municipal bond rating of **Aaa** from Moody's Investors Service, Incorporated (hereafter "Moody's"). The rating will be the sole view of the rating agency. There is no assurance that such rating will prevail for any given period of time or that it will not be revised downward or withdrawn entirely by such rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

A brief definition of the ratings furnished by Moody's are as follows:

Aaa Bonds which are rated "Aaa" are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt edge." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

Aa Bonds which are rated "Aa" are judged to be of a high quality by all standards. Together with the "Aaa" group, they comprise what are generally known as high grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in "Aaa" securities or fluctuation of protective elements may be of great amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in the "Aaa" securities.

A Bonds which are rated "A" possess many favorable investment attributes and are to be considered as upper medium grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment some time in the future.

Baa Bonds which are rated "Baa" are considered as medium grade obligations; i.e., they are neither highly protected nor poorly secured. Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

General Note: Those bonds in the "Aa", "A" and "Baa" groups which Moody's believes possess the strongest investment attributes are designated by the symbols "Aa-a", "A-1" and "Baa-1."

TAX MATTERS

General

In the opinion of Dickinson Wright PLLC, Bond Counsel, based on its examination of the documents described in its opinion, under existing law, the interest on the Bonds (a) is excluded from gross income for federal income tax purposes, and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, it should be noted that certain corporations must take into account interest on the Bonds in determining adjusted current earnings for the purpose of computing such alternative minimum tax. The opinion set forth in clause (a) above is subject to the condition that the County comply with all requirements of the Internal Revenue Code of 1986, as amended (the "**Code**"), that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. Failure to comply with such requirements could cause the interest on the Bonds to be included in gross income retroactive to the date of issuance of the Bonds. The County has covenanted to comply with all such requirements. Bond Counsel will express no opinion regarding other federal tax consequences arising with respect to the Bonds and the interest thereon.

Prospective purchasers of the Bonds should be aware that (i) interest on the Bonds is included in the effectively connected earnings and profits of certain foreign corporations for purposes of calculating the branch profits tax imposed by Section 884 of the Code, (ii) interest on the Bonds may be subject to a tax on excess net passive income of certain S corporations imposed by Section 1375 of the Code, (iii) interest on the Bonds is included in the calculation of modified adjusted gross income for purposes of determining taxability of social security or railroad retirement benefits, (iv) the receipt of interest on the Bonds by life insurance companies may affect the federal tax liability of such companies, (v) in the case of property and casualty insurance companies, the amount of certain

loss deductions otherwise allowed is reduced by a specific percentage of, among other things, interest on the Bonds, (vi) registered owners acquiring the Bonds subsequent to initial issuance will generally be required to treat market discount recognized under Section 1276 of the Code as ordinary taxable income, (vii) the receipt or accrual of interest on the Bonds may cause disallowance of the earned income credit under Section 32 of the Code, (viii) interest on the Bonds is subject to backup withholding under Section 3406 of the Code in the case of registered owners that have not reported a taxpayer identification number and are not otherwise exempt from backup withholding, and (ix) registered owners of the Bonds may not deduct interest on indebtedness incurred or continued to purchase or carry the Bonds, and financial institutions may not deduct that portion of their interest expense allocated to interest on the Bonds.

In the opinion of Dickinson Wright PLLC, Bond Counsel, based on its examination of the documents described in its opinion, under existing law, the Bonds and the interest thereon are exempt from all taxation whatsoever by the State of Michigan or by any taxing authority within the State of Michigan, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

Tax Treatment of Accruals on Original Issue Discount Bonds

For federal income tax purposes, the difference between the initial offering prices to the public (excluding bond houses and brokers) at which a substantial amount of the Bonds initially sold at a discount as shown on the cover page hereof (the "**OID Bonds**") is sold and the amount payable at the stated redemption price at maturity thereof constitutes "original issue discount." Such discount is treated as interest excluded from federal gross income to the extent properly allocable to each registered owner thereof. The original issue discount accrues over the term to maturity of each such OID Bond on the basis of a constant interest rate compounded at the end of each six-month period (or shorter period from the date of original issue) with straight line interpolations between compounding dates. The amount of original issue discount accruing during each period is added to the adjusted basis of such OID Bonds to determine taxable gain upon disposition (including sale, redemption or payment on maturity) of such OID Bonds.

The Code contains certain provisions relating to the accrual of original issue discount in the case of registered owners of the OID Bonds who purchase such bonds after the initial offering of a substantial amount thereof. Registered owners who do not purchase such OID Bonds in the initial offering at the initial offering and purchase prices should consult their own tax advisors with respect to the tax consequences of ownership of such OID Bonds.

Amortizable Bond Premium

For federal income tax purposes, the difference between an original registered owner's cost basis of the Bonds initially sold at a premium as shown on the cover page hereof (the "Original Premium Bonds") and the amounts payable on the Original Premium Bonds other than stated interest constitutes an amortizable bond premium. The same applies with respect to any Bond, if a registered owner's cost basis exceeds the amounts payable thereon other than stated interest (collectively with the Original Premium Bonds held by the original registered owners, "**Premium Bonds**"). Such amortizable bond premium is not deductible from gross income, but is taken into account by certain corporations in determining adjusted current earnings for the purpose of computing the alternative minimum tax, which may also affect liability for the branch profits tax imposed by Section 884 of the Code. The amount of amortizable bond premium allocable to each taxable year is generally determined on the basis of the registered owner's yield to maturity determined by using the registered owner's basis (for purposes of determining loss on sale or exchange) of such Premium Bonds and compounding at the close of each six-month accrual period. The amount of amortizable bond premium allocable to each taxable year is deducted from the registered owner's adjusted basis of such Premium Bonds to determine taxable gain upon disposition (including sale, redemption or payment at maturity) of such Premium Bonds.

Future Developments

NO ASSURANCE CAN BE GIVEN THAT ANY FUTURE LEGISLATION OR CLARIFICATIONS OR AMENDMENTS TO THE CODE, IF ENACTED INTO LAW, WILL NOT CONTAIN PROPOSALS THAT COULD CAUSE THE INTEREST ON THE BONDS TO BE SUBJECT DIRECTLY OR INDIRECTLY TO FEDERAL OR STATE OF MICHIGAN INCOME TAXATION, ADVERSELY AFFECT THE MARKET PRICE OR MARKETABILITY OF THE BONDS, OR OTHERWISE PREVENT THE REGISTERED OWNERS FROM REALIZING THE FULL CURRENT BENEFIT OF THE STATUS OF THE INTEREST THEREON. FURTHER, NO ASSURANCE CAN BE GIVEN THAT ANY SUCH FUTURE LEGISLATION, OR ANY ACTIONS OF THE INTERNAL REVENUE SERVICE, INCLUDING, BUT NOT LIMITED TO, SELECTION OF THE BONDS FOR AUDIT EXAMINATION, OR THE AUDIT PROCESS OR RESULT OF ANY EXAMINATION OF THE BONDS OR OTHER BONDS THAT PRESENT SIMILAR TAX ISSUES, WILL NOT ADVERSELY AFFECT THE MARKET PRICE OF THE BONDS.

INVESTORS SHOULD CONSULT WITH THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE BONDS AND THE TAX CONSEQUENCES OF THE ORIGINAL ISSUE DISCOUNT OR PREMIUM THEREON, IF ANY.

BOND HOLDERS' RISKS

The Federal Bankruptcy Code affects the rights and obligations of municipalities and their creditors. Although State legislative authority is a condition to the filing by municipalities of cases for relief under the Bankruptcy Code, recently-enacted legislation empowers local governments, such as the County or the City, to become a debtor under the Bankruptcy Code. This authorization would be invoked if fiscal circumstances become such that an emergency financial manager were appointed for the County or the City. No assurance can be given that future circumstances or legislation will not result in the County or the City filing for relief under the Bankruptcy Code. Should the County or the City file a petition for relief under the Bankruptcy Code, the bankruptcy court could reduce the amount of or extend the time of the County's or the City's legal obligation to pay its outstanding debts.

LITIGATION

To the knowledge of the County and the City, there is no controversy of any nature threatening or pending against the County or the City, seeking to restrain or enjoin the issuance, sale, execution or delivery of the Bonds or in any way contesting or affecting the validity of the Bonds or any proceedings of the County or the City taken with respect to the issuance or sale thereof, or the pledge or application of any moneys or security provided for the payment of the Bonds.

APPROVAL OF LEGALITY

The approving opinion of Dickinson Wright PLLC, attorneys of Detroit, Michigan, will be furnished without expense to the purchaser of the Bonds at the delivery thereof.

FINANCIAL ADVISOR

Municipal Financial Consultants Incorporated of Grosse Pointe Farms, Michigan has served as financial advisor to the County in connection with the sale of the Bonds. The financial advisor makes no representation as to the completeness or the accuracy of the information set forth in this Official Statement.

RESPONSIBILITIES OF BOND COUNSEL

Bond Counsel has reviewed the statements made in this Official Statement under the captions "DESCRIPTION OF THE BONDS" (except under the subcaption "Book-Entry-Only"), "SECURITY FOR THE BONDS", "CONTINUING DISCLOSURE" (first two paragraphs only),

"TAX MATTERS", "APPROVAL OF LEGALITY" AND "RESPONSIBILITIES OF BOND COUNSEL", but has not been retained to review and has not reviewed any other portion of this Official Statement. Bond Counsel has not made inquiry of any official or employee of the County or any other person with respect to, or otherwise made any independent verification of, the accuracy or completeness of any statement made in this Official Statement (including those that it has reviewed) and has not expressed and will not express an opinion as to the accuracy or completeness of any statement made herein.

Except as stated in the immediately preceding paragraph and to the extent necessary to render its approving opinion respecting the validity of the Bonds and the exemption of the Bonds and the interest thereon from taxation, Bond Counsel has not been retained to examine or review, and has not examined or reviewed, any financial documents, statements or other materials that have been or may be furnished in connection with the authorization, marketing or issuance of the Bonds and, therefore, will not express an opinion with respect to the accuracy or completeness of any such documents, statements or other materials.

The fees of Bond Counsel for services rendered in connection with its approving opinion are expected to be paid from Bond proceeds or other funds available to the County.

MISCELLANEOUS

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized.

COUNTY OF OAKLAND, MICHIGAN

**By /s/ ANDREW MEISNER
COUNTY TREASURER**

**By /s/ JIM NASH
WATER RESOURCES COMMISSIONER**

las.os-oak264

EXHIBIT A
GENERAL AND ECONOMIC
INFORMATION REGARDING THE COUNTY

Introduction

Oakland County continues to be a great place to live, work, shop and establish your business. The County is a special place to live where families enjoy a quality of life that is second to none and where business grows and prospers. From 2007 to 2012 the County's taxable value for real and personal property contracted with the economy for an average annual decrease of 4.78%. With only 3.9% of taxable valuation coming from the ten largest taxpayers, the County continues to have a well-diversified tax base.

Residential developments in the County include some of the finest in the State. The median sales price of a single family home was \$129,658 in 2012. Nearly 90% of the county's residential development since the start of 2009 has been single-family units, compared to 73% for the entire Southeast Michigan region. Nearly 30% of new residential construction in the region has been in Oakland County since 2009.

The unemployment rate for Oakland County averaged 8.1% in 2013. Oakland County did experience some job loss due to manufacturing reorganization in 2006 but is expecting consistent job growth for the next several years due to our skilled and educated workers and a best in class economic diversification strategy, including Automation Alley, Emerging Sectors, and Medical Main Street featuring the new William Beaumont/Oakland University Medical School.

Oakland County has been recognized as one of the most prosperous counties in the nation. In comparing Oakland County with 35 other prosperous counties of similar population throughout the nation, economists rank Oakland County eleventh overall based on selected indicators of prosperity. Our goal is to ensure Oakland County and its work force continues to thrive today and tomorrow as a premier technology hub and Oakland County maintains the coveted AAA bond rating thanks to sound fiscal stewardship and a 3-year budget balanced through 2016.

Oakland County has the highest level of personal income per capita of the major labor markets in Michigan. The estimated per capita income of Oakland County residents in 2012 was \$55,761.

Source: Oakland County Department of Planning and Economic Development

The County

The County is a public corporation created under the Constitution and Statutes of the State of Michigan, and has general governmental powers and authority. Under Act 206, the Treasurer of the County is the officer responsible for the collection of delinquent real property taxes returned to the County as uncollected on March 1 of any year. In addition, the County Treasurer is responsible for the application of the borrowing proceeds and the preservation of the security related to these funds. The County uses a modified accrual basis for accounting purposes.

Form of Government

The 21 member Board of Commissioners is the governing and legislative body of the County and is elected from districts for two (2) year terms. The County Executive is the chief administrative officer of the County and is elected for a four (4) year term.

The County Executive is responsible for the overall supervision of all County departments, except those headed by other elected officials. The County Executive also has veto powers over any ordinance or resolution adopted by the Board of Commissioners including appropriating ordinances, which may be over ridden by a 2/3 vote of all members elected and serving on the County Board of Commissioners.

County Budget Process

Conservative Budget Practices. The County's budgetary practices encourage favorable variances against actual operations. The County conservatively budgets for all authorized positions at full funding, regardless of whether they are filled or not. In doing so, vacancies arising from turnover, transfers or separation from County employment provide departments latitude in operating flexibility. Favorable variances are created as a financial management strategy and are relied upon to ensure that the General Fund equity (and other equities throughout the County) is maintained.

Multiple-Year Budgeting. After years of preparing and managing an operating budget for two-year periods of time, in 2009, the County expanded its budget practices to a triennial budget. The current County Executive Recommended Triennial Budget is balanced through FY 2017. On September 19, 2013, the current FY-2014 to FY-2016 budget was adopted. The County maintains the triennial budget with periodic amendments. Each new program or action is considered for the current year and the subsequent two years on a line-item basis.

Dynamic Budgeting. The County continually monitors budget and supplementary data, including real estate trends, foreclosure data and other information which impacts County Revenue. This data is continually evaluated to determine long-term budget trends and to adjust current budgets.

Operating and Other Reserves. The General Fund balance is projected to be above the minimum operating reserve through FY2019 based on the Executive's Recommended Budget. The County also has a formally expressed policy of maintaining at least \$200,000,000 in its delinquent tax revolving fund.

Additional information on the County's budget is available at:

<http://www.oakgov.com/exec/Pages/budget/default.aspx>.

County Location, Transportation and Character

The County of Oakland is located in the southeast portion of Michigan's Lower Peninsula. The County covers an area of 910 square miles, which includes 30 cities, 10 villages and 21 townships. Within the county there are more than 5 rivers, 1,400 lakes, 900 miles of shoreline, and numerous small streams. There are approximately 82 private and public golf courses, including Groveland Oaks, the first park in Michigan to be environmentally certified by the Michigan Turfgrass Environmental Stewardship Program, which attracts many businesses and residents to Oakland County.

Oakland (County) International Airport is capable of accommodating jets as large as a 727 and is home base for over 800 corporate and general aviation aircraft. It is the world's sixth busiest general aviation airport and is the second busiest airport in Michigan with approximately 333,000 aircraft flying in and out each year. In 1996 the airport opened a full time U.S. customs office and expanded the airport to international commerce, tripling the amount of international flights to over 1,200 flights per year. The airport contributes over \$150 million to the County's economy each year.

Detroit Metropolitan Airport (DTW), located 18 miles south of the County, offers direct and connecting flights daily to nearly everywhere in the world. With more than 31 million passengers each year, Detroit Metropolitan Airport is one of the busiest airports in the United States. As the second-largest hub and primary Asian gateway for Delta, the world's largest airline, DTW serves as the SkyTeam Alliance's major Midwestern hub. With two new passenger terminals, 145 gates, six jet runways and two modern Federal Inspection Services facilities for international arrivals it is one of the newest, most operationally-capable and efficient airports in North America.



The Port of Detroit, located south of the County (in Wayne County), serves as Southeast Michigan's link to the Great Lakes, the St. Lawrence Seaway and the world. An international port of entry with full U.S. Customs Service and a Free Trade Zone, enhancing the area's attractiveness to foreign manufacturers. Detroit is ranked third in exports (based on dollar value) after Los Angeles and New York.

Roads and Highways - Major investments in widening and in upgrades to many Interchanges along the 87 miles of interstate freeways serving Oakland County continue to be made. Interstate 75 and I-275 link the area with the states of Ohio, Kentucky, Tennessee, Georgia and Florida; and I-94, I-96 and I-696, Major east/west freeways in the state, link east to Canada and west through Chicago.

Oakland County and the surrounding area is free of toll roads.

Rail Service – CSX offers class-one industrial/commercial freight shipping from Wixom, Michigan to Detroit or Chicago. Canadian National Railway operates class-one industrial/commercial freight shipping from Birmingham, Michigan to Detroit or Windsor, Ontario. Amtrak Passenger Rail Service has stations in the Michigan cities of Birmingham, Pontiac, and Royal Oak for trains traveling to Chicago Union Station and points in between.

Residential – With more than 5,500 new construction permits since the start of 2009, the highest total in the seven-county Southeast Michigan region, Oakland County continues to post strong numbers in residential development. The estimated median housing value of a single family home in Oakland County was \$163,900 in 2011.

Commercial – While new development has slowed across the region, there are still multiple major projects progressing in Oakland County, including the Adams Marketplace (Rochester Hills), the new Oakland University William Beaumont School of Medicine, and a significant redevelopment to the Old Orchard Shopping Center (West Bloomfield Township).

Agriculture - Agriculture has been declining steadily due to farm property being converted into residential, commercial and industrial sites, but remains an important part of the county's economic diversification strategy.

Retail Activity – The County is home to an extensive collection of malls and shopping centers ranging from small village malls and popular local downtown shopping districts, to multi-floor regional malls found in most major cities. From luxury retailers at Somerset Collection to value-oriented stores at Great Lake Crossing, Oakland County offers shopping to meet the needs of residents and visitors alike.

Corporate - More than 60 percent of Fortune 500 companies do business in Oakland County, increasing 14 percent in two years. Of the Fortune Global 500 companies, 57 percent have business locations in Oakland County.

Oakland County continues to lead all Michigan counties in the number of business incorporating and forming in the state. Of the total new incorporations that took place in Michigan, Oakland County had 26 percent. Oakland County also has the state's largest number of business proprietorships and partnerships.

Hotels-Motels - Oakland County has 96 hotels and motels with 20 or more rooms, including the Townsend of Birmingham and Somerset Inn of Troy. Several new hotel/motel properties are under construction and should be available in the very near future.

Source: Oakland County Department of Planning and Economic Development Construction

Office Buildings – Nearly seven million square feet of floor space has been completed in Oakland County since the start of 2007, accounting for 21% of Southeast Michigan’s total nonresidential development. According to real estate brokerage firm Grubb & Ellis, office lease and vacancy rates in Oakland County sub-markets remain competitive with the rest of metro Detroit. Birmingham sub-market has the lowest vacancy rates in the region at 1.7%.

Industrial & Research Parks - Oakland Technology Park, located in Auburn Hills, is one of the top five research parks in the nation in size. Chrysler Group, LLC’s \$1 billion R & D headquarters and \$1.4 billion corporate world headquarters is located on 500 acres just outside the Tech park. Electronic Data Systems, Comerica Bank, World Computer, ITT Automotive and other major firms are located in this Tech Park. Oakland County leads all Michigan counties with more than 240 business parks totaling more than 10,000 acres.

Source: U.S. Census Bureau and Dodge Local Construction Potentials for non-residential projects Utilities

All of southern Oakland County buys water from the City of Detroit. When projects now underway are completed, the City of Detroit will treat all of southern Oakland County's sewage (other than that of the City of Pontiac). Major drainage systems have been and are being built in the County. Following is a list of the Utility Suppliers for Oakland County:

Electricity:

Supplier Supplier	Detroit Edison Consumers Power
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Natural Gas:

Supplier Supplier Supplier	Consumers Energy MichCon Semco Energy
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Water:

Supplier Source	Detroit Water and Sewer System Community and Private Wells Lake Huron Ground Water from Wells
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Sewer:

Supplier	Detroit Water & Sewer System
System Types	Community Water Treatment Facilities and Septic Fields Separate Storm and Sanitary Community Treatment Facilities

Population

Oakland County’s 2010 Census population was estimated to be over 1,202,326. Out of 83 counties in Michigan, it has the second largest population. Oakland County is also projected to have the largest actual population gain in the metro Detroit area with a gain of 122,280 new residents by 2035.

Table 1 – Population Trends, 1960 – 2010

<u>Year</u>	<u>Population</u>
1960	650,259
1970	907,871
1980	1,011,793
1990	1,083,592
2000	1,194,156
2010	1,202,635

Sources: U.S. Department of Commerce, Bureau of the Census Bureau

Education

There are 28 school districts in Oakland County, all offering preschool programs and all but one providing childcare or latchkey services. *Newsweek* rated the International Academy in Bloomfield Hills number 25 in the nation's top 100 U.S. high schools. Also listed as being in the top 6% of high schools in the country are 16 other public high schools from 9 different school districts.

In the fall of 2006 Oakland County launched a Mandarin Chinese language program in four school districts. Today, all school districts in Oakland County and 3 consortium schools offer this language program.

Thirty institutions of higher learning with a total enrollment of over 100,000 are located in the County. The largest public degree-granting institutions headquartered in Oakland County are Oakland University, Oakland Community College, M-Tech and Lawrence Technological University. Over 75% of Michigan's schools offer dual-enrollment programs which give high school students the opportunity to earn college credits. The national average of schools offering dual-enrollment is only 65%.

Oakland University -The Schools of Management and Engineering work with industrial firms in developing personnel versed in manufacturing technologies and technology development processes, and management. The university's faculty consults with many industrial firms and facilitates on the transfer of technology between the University and the business community. The new William Beaumont/Oakland University School of Medicine is a game changing development for Oakland University, Oakland County, and the practice of medicine.

Oakland Community College - Approximately 24,000 students attend this multi-campus college specializing in technical and vocational education. To lead a consortium of educational institutions in Oakland County and Southeastern Michigan to support the Emerging Sectors initiative Oakland Community College was given \$285,000 in federal appropriations.

Lawrence Technological University - One of the Midwest's leading technical schools, Lawrence's engineering, architecture, business and industrial management and associate studies graduate 1,000 students yearly.

Other Educational Institutions - Central Michigan University, Wayne State University and Michigan State University have graduate studies and programs in the County. Wayne State University opened a 100,000 square foot continuing education center in Farmington Hills in 1995; Wayne State University consolidated several satellite facilities in operation throughout the County. Walsh College concentrates on business and accounting education as does Baker College.

The main campuses of the University of Michigan, Wayne State University and Michigan State University are approximately 20 to 90 miles from the County. These are major centers of research. Each university has institutes established for the purpose of providing technology research, development and transfer to the business sector for economic development. The Polymer Institute is located at the University of Detroit, less than two miles from the southern border of the County.

Source: Oakland County Department of Planning and Economic Development

Job Growth

The Oakland County economy is now in its fifth year of recovery since the recession's low point at the end of 2009. In 2011 during the initial phase of economic recovery, Oakland County experienced our second best year of job growth since 1994. The 23,412 new jobs created in the County during that turn-around year constituted almost one-third of all new jobs created in Michigan in 2011. The job growth continued in 2012 with 24,865 new jobs added in that year, once again more than double the initial projections. After the initial recovery burst in 2011-2012 when almost 50,000 new jobs were added, job growth continues at a moderate pace with an estimated 15,734 jobs added in 2013. Since 2009, the cumulative job growth in Oakland County through 2013 was 10.4%, which outpaced both the state's growth of 6.0% and the nation's growth of 3.9%

The county's economic base continues to diversify since Oakland County's Emerging Sectors Initiative was put into place. Since the inception of Emerging Sectors in 2004, more than 280 Emerging Sector companies have generated over \$2.7 billion in investment while creating or retaining more than 47,600 jobs. The vast majority of those jobs are in the high-wage category. It is clear that Oakland County is succeeding at attracting companies from emerging sectors from around the country, and in some instances, from around the globe.

Source: Oakland County Department of Planning and Economic Development

Industrial and High Technology

Companies believe that if you are a part of the automotive industry, you must have a presence in southeast Michigan, and preferably Oakland County. Certainly research and development organizations continue to select Oakland County as one-third of all Michigan's R & D facilities are located in Oakland County. Automation Alley, founded in Oakland County and headquartered in Troy, is Southeast Michigan's leading technology business association. The organization fosters growth and economic development and is home to more than 311,000 technology works and 7,800 technology businesses from a variety of industries, and to help communities make the transition from a manufacturing economy to a knowledge economy, Oakland County has developed the Technology Planning Toolkit. This relates global economic trends with local actionable items.

Source: Oakland County Department of Planning and Economic Development

Foreign Investment

Over 720 businesses representing 36 foreign parent companies doing business in Michigan are located in Oakland County. Sixty-seven percent of all foreign owned firms in southeastern Michigan are in Oakland County.

County Tax Rates

In August, 1978, the voters of Oakland County approved, as part of County wide fixed millage, a maximum millage of \$5.26 per \$1,000, subject to Headlee Amendment reductions. The maximum authorized operating millage for 2013, after the Headlee reduction, is 4.2240 mills. See "Tax Rate Limitation" section.

Table 2 - County Tax Rates (in mills) \$1.00/\$1,000 of Taxable Valuation

	2014	2013	2012	2011	2010	2009	2008	2007
Operating	4.1900	4.1900	4.1900	4.1900	4.1900	4.1900	4.1900	4.1900
Parks & Recreation	0.2415	0.2415	0.2415	0.2415	0.2415	0.2415	0.2415	0.2415
Huron Clinton Authority	0.2146	0.2146	0.2146	0.2146	0.2146	0.2146	0.2146	0.2146
Zoo Authority	0.1000	0.1000	0.1000	0.1000	0.1000	0.0000	0.0000	0.0000
Arts Authority	0.2000	0.2000	0.2000	0.0000	0.0000	0.0000	0.0000	0.0000
Total	4.9461	4.9461	4.9461	4.7461	4.7461	4.6461	4.6461	4.6461

Source: Oakland County Treasurer

Tax Rate Limitation

Article IX, Section 6, of the Michigan Constitution of 1963 provides, in part:

"Except as otherwise provided in this Constitution, the total amount of general ad valorem taxes imposed upon real and tangible personal property for all purposes in any one year shall not exceed 15 mills on each dollar of the assessed valuation of property as finally equalized."

Section 6 further provides that by a majority vote of qualified electors of the County, the 15 mill limitation may be increased to a total of not to exceed 18 mills, and the millage of the local units involved shall then be permanently fixed within that greater millage limitation.

Act 62, Public Acts of Michigan, 1933, as amended, defines local units as counties, townships, villages, cities, school districts, community college districts, intermediate school districts, districts and other organizations or districts which may be established with the power to levy taxes, except villages and cities for which there are provisions in their charters or general law fixing maximum limits on the power to levy taxes against property.

The County voted in 1978 to fix millage rates pursuant to Section 6 of the 1963 Michigan Constitution and eliminate the Tax Allocation Board. The fixed rates are as follows (per \$1,000 of equalized valuation):

<u>Unit of Government</u>	<u>Millage Rate</u>
Any School District	9.54
County of Oakland	5.26
Any Township	1.41
Oakland County Intermediate School District	<u>0.25</u>
Total Millage Rate	16.46

In addition, Article IX, Section 6, permits the levy of millage in excess of the above for:

1. All debt service on tax supported notes issued prior to December 23, 1978 or tax supported issues which have been approved by the voters for which the issuer has pledged its full faith and credit.
2. Operating purposes for a specified period of time provided that such increased millage is approved by a majority of the qualified electors of the local unit.

County Operating Tax Collection Record

Table 3 – Collection Record of County's Tax Levy, 2003 - 2013

Year of Tax Levy	Tax Levy*	Collections to March 1 of Each Levy Year Amount**	Percent	Collections Plus Delinquent Tax Funding Percent
2013	\$201,089,193	\$195,528,055	97.23%	100.00%
2012	201,724,853	189,692,721	94.04	100.00
2011	206,524,166	198,931,022	96.32	100.00
2010	223,423,778	214,041,473	95.80	100.00
2009	253,987,318	241,943,443	95.26	100.00
2008	262,899,380	251,050,564	95.49	100.00
2007	262,814,606	251,354,868	95.64	100.00
2006	252,400,473	241,012,251	95.49	100.00
2005	238,685,067	227,704,056	95.40	100.00
2004	227,583,190	214,916,156	94.43	100.00
2003	216,173,657	204,777,737	94.73	100.00

* Includes real and personal property taxes.

** Reflects only real property delinquency and assumes 100% collection of personal property taxes.

Source: Oakland County Treasurer

Prior to 1997, the County's fiscal year began on January 1st and ended on December 31st. Starting in 1997, the County's Fiscal Year started on October 1st ended on September 30th. Taxes are due December 1, and become delinquent the following March 1. The County has issued General Obligation Limited Tax Notes and established a

100% Tax Payment Fund at the County level, and after March 1st, the County pays, from the 100% Tax Payment Fund, all delinquent real property taxes from all municipalities in the County. The fund does not cover personal, buildings on leased land, DNR-PILT, or tax abated property taxes. Delinquent personal property taxes are negligible, and therefore, 100% Tax Collections are reported above.

Table 4 – Collection Record of County Wide Tax Levy, 2003 - 2013

Year of Tax Levy	Tax Levy*	Collections to March 1 of Each Levy Year Amount**	Percent	Collections Plus Delinquent Tax Funding Percent
2013	\$2,170,304,164	\$2,083,958,031	96.02%	100.00%
2012	2,155,447,277	2,059,602,174	95.55	100.00
2011	2,196,145,824	2,081,982,974	94.80	100.00
2010	2,317,084,920	2,179,375,143	94.06	100.00
2009	2,552,222,639	2,388,595,610	93.59	100.00
2008	2,608,706,372	2,451,081,244	93.96	100.00
2007	2,655,538,647	2,505,486,055	94.34	100.00
2006	2,557,038,960	2,423,216,598	94.77	100.00
2005	2,431,651,204	2,320,949,348	95.45	100.00
2004	2,328,575,713	2,211,018,004	94.95	100.00
2003	2,146,982,204	2,041,180,799	95.07	100.00

* Includes real and personal property taxes.

** Reflects only real property delinquency and assumes 100% collection of personal property taxes.

Source: Oakland County Treasurer

Property Subject to Taxation

The State Constitution limits the proportion of true cash value at which property can be uniformly assessed to 50% or less. By statute, the state Legislature has provided that the property shall be assessed at 50% of its true cash value. The state Legislature or the electorate may at some future time reduce the percentage below the present 50% of true cash value.

Responsibility for assessing local taxable property rests with the assessing officers of cities, villages, and townships. Any property owner may appeal his or her assessment to the local Board of Review and ultimately to the Michigan State Tax Tribunal.

The State Constitution also mandates a system of equalization for assessments. Although the assessors for each local unit of government are responsible for actually assessing at 50% of true cash value, the final state equalized assessment against which local property tax rates are applied is derived through several steps. County equalization is brought about by adjustments of the various local unit assessment ratios to the same levels; thereafter, the State equalizes the various counties in relation to each other.

On March 15, 1994, the electors of the State approved an amendment to the Michigan Constitution, limiting the increase in taxable value of property in any year, commencing 1995, to 5% or the rate of inflation, whichever is less, until ownership of the property is transferred at which time the assessment reverts to 50% of the true cash value of the property, as equalized. The effect of this assessment cap will be that different parcels of property will be taxed on different percentages of their cash value. The legislation implementing this constitutional amendment adds a new measure of property value for property taxes levied after 1994, known as taxable value. For the year 1995, the taxable value of property is based on the state equalized value (SEV) of that property in 1994. For each year after 1994, increases in the taxable value of property are limited by the constitutional assessment cap or the percentage change in the SEV of such property from the prior year until the transfer of ownership of the property at which time the taxable value shall be the property's SEV.

Industrial Facilities Tax

The Michigan Plant Rehabilitation and Industrial Development District Act (Act 198, Public Acts of Michigan, 1974, as amended), provides significant tax incentives to industry to renovate and expand aging plants and to build new plants in Michigan. Under the provisions of Act 198, qualifying cities, villages and townships may establish districts in which industrial firms are offered certain property tax incentives to encourage restoration or replacement of obsolete industrial facilities and to attract new plants to the area. The issuance of any exemption certificate must be approved by the State Treasurer. Firms situated in such districts pay an Industrial Facilities Tax in lieu of property taxes on plant and equipment for a period of up to 12 years. For rehabilitated plant and equipment, the assessed value is frozen at previous levels. New plant and equipment is taxed at one-half the current millage rate. It must be emphasized, however, that ad valorem property taxes on land and inventory are not reduced in any way since both land and inventory are specifically excluded under Act 198. For abatements granted prior to January 1, 1994, new plant and equipment is taxed at one half the current millage rate, except for mills levied for local and intermediate school operating purposes or under the State Education Tax Act, plus one-half of the number of mills levied for school operating purposes in 1993. For abatements granted after 1993, new plant and equipment is taxed at one-half of the total mills levied as ad valorem taxes by all taxing units, except mills levied under the State Education Tax Act. For abatements granted after 1993, the State Treasurer may also permit abatement of one-half of the mills levied under the State Education Act. Abatements under Act 198 have been granted to properties in the County with a total 2013 taxable valuation of \$251,993,436 for real and personal property. The total number of parcels with exemptions in 2013 under Act 198 within the County is 270.

Others

The Obsolete Properties Tax (Act 146, Public Acts of Michigan, 2000) provides partial property tax abatements to property owners on the value of improvements made to certain types of commercial and residential properties. Currently, the City of Pontiac is the only community in Oakland County to utilize this tax abatement.

The Taxation of Lessees or Users of Tax-exempt Property Act (Act 189, Public Acts of Michigan, 1953) states that if real property exempt for any reason from ad valorem property taxation is leased, loaned, or otherwise made available to and used by a private individual, association, or corporation in connection with a business conducted for profit, the lessee or user of the real property is subject to taxation in the same amount and to the same extent as though the lessee or user owned the real property. The total number of lessees or users in 2012 under Act 189 within the County was 868.

Source: Oakland County Treasurer

Largest Taxpayers

The 10 largest taxpayers in the County and their June 30, 2013 taxable valuations are:

Table 5 – Ten Largest Taxpayers

Taxpayer	Taxable Valuation
Detroit Edison	\$400,145,352
Chrysler Group, LLC	235,405,963
General Motors	220,501,420
Consumers Power/Energy	197,563,469
Taubman	116,032,721
Frankel/Forbes/Cohn	115,364,126
International Transmission	88,490,106
Ramco-Gershenson	85,790,304
Comcast	73,200,373
Holtzman & Silverman	71,700,179
Total	\$1,604,194,013

Note: The taxable values have been compiled from a number of sources/reports and may include estimated figures.

Source: Oakland County Equalization Department

Major Employers

The 25 largest employers in the County and number of employees in 2013:

Table 6 – Twenty-Five Largest Employers in the County

Employer Name	Approximate Number of Employees
William Beaumont Hospital	11,683
Chrysler Group	10,172
General Motors Corp.	8,550
Trinity Health Michigan	5,966
Henry Ford Health Systems	4,740
St. John Providence Health System	4,211
U.S. Postal Service	3,359
Oakland County Government	3,215
Flagstar Bancorp Inc.	2,724
Botsford Health Care	2,665
Oakland University	2,102
Comerica Bank	2,001
Detroit Medical Center	1,601
Lear Corporation	1,587
Walled Lake Consolidated Schools	1,543
J.P. Morgan Chase & Co.	1,456
Crittenton Hospital Medical Center	1,423
Farmington Public Schools	1,403
Huron Valley Schools	1,387
Rochester Community Schools	1,381
Comau Inc.	1,320
Kelly Services Inc.	1,306
Delphi Automotive	1,277
State of Michigan	1,195
U.S. Government	1,134

Source: Oakland County Department of Planning and Economic Development

Labor Force

The 2013 number of private employees totaled nearly 553,069. The unemployment rate for Oakland County averaged 8.1% and 8.8% for the State of Michigan in 2013.

Source: State of Michigan, Department of Technology, Management & Budget

Table 7 – Unemployment History in the County – Calendar Year 2014

Month	Total Labor Force	Unemployment	Percent Unemployed
January	595,928	41,401	6.9%
February	598,734	44,447	7.4
March	593,963	40,681	6.8
April	589,275	38,096	6.5
May	594,916	40,950	6.9

Source: *State of Michigan, Department of Technology, Management & Budget*

Table 8 – Unemployment History in the County, 2003-2013 (Annual Averages)

Year	Total Work Force	Unemployment	Percent Unemployed
2013	601,509	48,440	8.1%
2012	587,709	53,238	9.1
2011	587,052	59,642	10.2
2010	593,885	73,840	12.4
2009	604,595	77,951	12.9
2008	613,026	43,193	7.0
2007	625,367	38,053	6.1
2006	630,834	36,365	5.8
2005	636,891	36,495	5.7
2004	640,110	36,132	5.6
2003	644,545	35,709	5.5

Source: *State of Michigan, Department of Technology, Management & Budget*

Table 9 – Unemployment History in the State of Michigan, 2003-2013 (Annual Averages)

Year	Total Work Force	Unemployment	Percent Unemployed
2013	4,707,000	413,000	8.8%
2012	4,657,000	426,000	9.1
2011	4,676,000	486,000	10.4
2010	4,750,000	602,000	12.7
2009	4,853,000	651,000	13.4
2008	4,961,000	409,000	8.3
2007	5,034,000	356,000	7.1
2006	5,072,000	349,000	6.9
2005	5,063,000	346,000	6.8
2004	5,043,000	356,000	7.1
2003	5,033,000	358,000	7.1

Source: *State of Michigan, Department of Technology, Management & Budget*

Income

Per capita personal income was \$55,761 in 2012. Oakland County's per capita personal income is the highest of any area in Michigan, higher than the national average, and has improved more than the state and national averages.

Table 10 - Per Capita Personal Income in Oakland County, 2003-2012

Year	Per Capita Income
2012	\$55,761
2011	53,297
2010	49,132
2009	47,764
2008	53,576
2007	53,512
2006	52,347
2005	51,099
2004	49,799
2003	48,949

Source: U.S. Department of Commerce, Bureau of Economic Analysis

County Labor Contracts

As of January 2014, Oakland County had 3,519 full and part time positions of which 1,440 are represented by 8 certified bargaining units.

There are no current labor problems which might have a material effect upon Oakland County.

Table 11 – Oakland County Employees Represented by Bargaining Unit

County Employee Group	Number of Positions	Contract Expiration Date
Sheriff's Law Enforcement	385	9/30/2015
Corrections and Services	333	9/30/2015
Sheriff's Command Officers	102	9/30/2016
Children's Village Employees	131	9/30/2016
Family Court Employees	86	9/30/2016
Prosecutor's Investigators	7	9/30/2016
Oakland County Employees Union	305	9/30/2015
Public Health Nurses	<u>91</u>	9/30/2016
	1,440	

Source: Oakland County Personnel Department.

Major Corporations

Oakland County is host to Major Corporate Headquarters and Major Regional Division Offices. Here is a listing of those doing business in Oakland County:

Table 12 – Companies With Major Corporate or Regional Division Offices in Oakland County

<u>Company</u>	<u>2011 Sales (millions)</u>
Chrysler Group, LLC	\$65,784.0
Lear Corporation	14,567.0
Penske Automotive Group	13,163.5
Robert Bosch, LLC	9,800.0
Trinity Health	8,900.9
BorgWarner, Inc.	7,183.2
Federal-Mogul Corporation	6,664.0
Guardian Industries Corporation	5,600.0
Delphi Corporation	5,495.0
Kelly Services, Inc.	5,450.5
Meritor, Inc.	4,418.0
Fiat North America, LLC	4,358.1
Cooper-Standard Holdings, Inc.	2,880.9
Flagstar Bancorp, Inc.	1,758.5
Denso International America, Inc.	1,512.9
Toyoda Gosei North America Corporation	913.2
BALFOR USA Group, Inc.	910.7
ITC Holdings Corporation	830.5
Taubman Centers, Inc.	748.0
Valeo, Inc.	687.8

Source: Dun & Bradstreet

Revenue Sharing from the State of Michigan

The County receives revenue sharing payments from the State of Michigan under the State Constitution and the State Revenue Sharing Act of 1971, as amended (the “Revenue Sharing Act”).

The State’s fiscal year begins October 1 of each year and end September 30 of the following calendar year. Before the State’s 1996-97 fiscal year, the State shared revenues received from personal income tax, intangibles tax, sales tax and single business tax collections with counties, cities, townships and villages. In 1996, the State legislature began reform of both the formula for distribution of State revenue sharing and the designated sources of revenue to be shared. At that time, the State expressly designated the revenues of the sales tax as the sole source for revenue sharing.

Act Nos. 356 and 357, Public Acts of Michigan, 2004 signed into law on September 30, 2004 made a number of changes. The most important change is a movement of the county fixed or allocated millage from December 1 to July 1. This movement occurs transitionally beginning in 2004 and is complete in July of 2007. In addition, a special Revenue Sharing Reserve Fund (“RSRF”) was established and used to reduce the State’s obligation to pay revenue sharing to counties. The Michigan Legislature approved proposal replacing revenue sharing allows counties to collect part of their millage earlier in the year thereby advancing their cash flows.

The Revenue Sharing Reserve Fund can be drawn on by counties to replace the revenue sharing payments which they would have otherwise received from the State.

The impact on revenue sharing varies widely from county to county. In Oakland County revenue sharing distributions from the State will resume in 2015.

Tax Collection and Levy Date for County Fixed or Allocated Millage

The money which is generated by a cash flow shift which will accelerate the collection of county fixed or allocated millage. All counties collect a base tax (which is, of course, reduced by Headlee rollbacks and limited by Proposal A caps) which is either fixed by a vote of the county voters or allocated to the county by a tax allocation board. In addition, counties have a right to vote extra millages for various purposes for up to 20 years. THIS PROPOSAL DOES NOT APPLY TO EXTRA VOTED TAXES WHICH CONTINUE TO BE LEVIED AND COLLECTED ON DECEMBER 1.

Revenue Sharing Reserve Fund (“RSRF”)

During fiscal 2005, the State revised the property tax calendars for counties. In doing so, it created a substantial and permanent future cash flow hole for Michigan counties from December 1 to June 30th each year. Oakland has yet to experience this cash flow hole as its Revenue Sharing Trust Fund (RSTF), collected a full year’s property tax revenue for the RSTF escrow fund over a three year period. By law, this fund is to be bled down at a pace of roughly \$25 million annually as a means to “cover” the revenue sharing payment that the State no longer makes to Oakland County.

Resumption of Actual Revenue Sharing Payments

The statutory guarantee to counties to receive revenue sharing payments from the State remain in full force and effect.

However, the payments to an individual county shall be reduced by the amount the individual county is able to withdraw in money from the RSRF. Once the money in the RSRF of any individual county is depleted, the State is supposed to immediately resume its obligation to make revenue sharing payments.

Purchasers of the Bonds offered herein should be alert to further modifications to revenue sharing payments to Michigan local government units, to the potential consequent impact upon the County’s general fund condition, and to the potential impact upon the market price or marketability of the Bonds resulting from changes in revenues received by the County from the State.

Pensions

As of September 30, 2013, the County's market value of pension assets was \$764.3 million and the estimated actuarial accrued liabilities of its pension system according to its September 30, 2012 actuarial reports was \$738.6 million, meaning the County estimates that its assets exceed liabilities by \$25.7 million.

The following data is taken from the latest actuarial report prepared by Gabriel, Roeder, Smith & Company as of September 30, 2013:

Table 13 – Oakland County Employees Retirement System – Present Financial Report

	General County	Command Officers	Road Deputies	Corrections Deputies	Total
A. Present Value of Future Benefit Payments					
1. For Retirees and beneficiaries					
a. Pension and death benefits	\$429,044,008	\$33,739,714	\$34,647,519	\$32,588,252	\$530,019,493
b. Reserves	None	None	None	None	None
c. Total	409,239,027	33,024,343	33,806,216	27,537,796	503,607,382
2. For inactive members	9,861,355	223,973	105,959	229,317	10,420,604
3. For present active members	129,177,501	16,141,813	29,679,957	23,161,230	198,160,501
4. Total	568,082,864	50,105,500	64,433,435	55,978,799	738,600,598
B. Valuation Assets	566,813,061	44,540,111	57,422,821	48,168,075	716,944,068
C. Unfunded Present Value of Future Benefit					
1. Total: (A.4) – (B)	1,269,803	5,565,389	7,010,614	7,810,724	21,656,530
2. Present value of future member contributions	765,186	289,578	707,927	457,856	2,220,547
3. Present value of Employer Obligation (1)-(2)	504,617	5,275,811	6,302,687	7,352,868	19,435,983
D. Present value of future pays	108,443,006	5,791,552	14,158,537	9,157,111	137,550,206
E. Employer normal cost:					
1. For System benefits: (C.3)/(D)	.47 %	91.09 %	44.52 %	80.30 %	

* The 2013 actuarial report indicated that a general fund contribution of \$4,554,832 is due to the defined benefit plan, such change was contemplated and incorporated into the operating budget for Fiscal Years ending 2015 through 2017.

Other Post-Employment Benefits (OPEB)

As of September 30, 2013, the VEBA was more than fully funded at 117%.

The following data is taken from the latest actuarial report prepared by Gabriel, Roeder, Smith & Company as of September 30, 2013:

Table 14 – Oakland County Retirees’ Health Care Trust* – Present Financial Report

	General Union	Command Officers	Road Deputies	Corrections Deputies	Total
A. Accrued Liability					
1. For retirees and beneficiaries	\$359,126,599	\$23,958,306	\$33,752,551	\$27,805,840	\$444,643,296
2. For vested terminated members	52,982,925	1,236,084	2,291,458	2,678,575	59,189,042
3. For present active members					
a. Value of expected future benefit payments	305,636,064	29,408,965	82,452,950	60,472,669	477,970,648
b. Value of future normal costs	66,363,202	4,128,424	24,175,044	17,651,170	112,317,840
c. Active member liability: (a) – (b)	239,272,862	25,280,541	58,277,906	42,821,499	365,652,808
4. Total	651,382,386	50,474,931	94,321,915	73,305,914	869,485,146
B. Valuation Assets	753,002,042	49,542,424	124,168,298	96,387,810	1,023,100,574
C. Unfunded Accrued Liability: (A.4) – (B)	(101,619,656)	932,507	(29,846,383)	(23,081,896)	(153,615,428)
D. Funded Percent: (B)/(A.4)	115.6%	98.2%	131.6%	131.49%	117.7%

** The State of Michigan adopted new legislation – Public Act 329, effective October 9, 2012 – which authorized local units of government to issue taxable general obligation bonds to fund OPEB obligations. This created the opportunity for the County to take advantage of lower bond interest rates and to refinance the 2007 COPS debt. On September 27, 2013, Oakland County initiated a private placement of \$350 million in bonded debt to refinance the outstanding long-term OPEB COP’s debt of \$422.1 million which were subsequently called on April 1, 2014. The remaining amount of \$72.1 million needed to call the debt came from surplus assets in the Interim trust fund set up to keep the VEBA Trust fully funded.*

**Table 15 – History of State Equalized Valuation (SEV)
(Represents 50% of true cash value)**

Assessment Year	Real Property	Personal Property	Total	% Change In Total	Taxable Value
2014	\$51,433,104,533	\$3,651,502,760	\$55,084,607,293	7.11%	\$50,048,650,087
2013	47,639,423,175	3,790,500,640	51,429,923,815	1.17	49,235,110,306
2012	47,131,932,645	3,707,092,321	\$50,839,024,966	-3.08	\$49,235,933,993
2011	48,766,831,153	3,686,629,190	52,453,460,343	-9.16	50,798,540,257
2010	53,979,517,024	3,765,559,483	57,745,076,507	-14.90	55,081,707,586
2009	63,909,419,815	3,949,566,334	67,858,986,149	-8.97	62,416,676,895
2008	70,503,451,609	3,987,629,953	74,491,081,562	-3.67	64,745,976,336
2007	73,207,702,808	4,123,379,228	77,331,082,036	4.16	64,720,016,857
2006	72,291,329,373	4,148,396,210	76,439,725,583	5.56	62,133,415,235
2005	69,283,261,769	4,175,926,590	73,459,188,359	4.50	58,862,840,140

Source: Oakland County Equalization Department

SEV does not include any value of tax exempt property (e.g., governmental facilities, churches, public schools, etc.) or property granted tax abatements. See "Taxing Procedures" herein. In accordance with Act 409, Public Acts of 1965, as amended, and Article IX, Section 3, of the Michigan Constitution of 1963, SEV represents 50% of true cash value.

Table 16 – History and Percentage Breakdown of State Equalized Valuation by Tax Year

Type of Property	2014	2013	2012	2011	2010	2009	2008	2007	2006
Residential	73.7%	71.3%	69.9%	68.5%	67.6%	68.7%	70.9%	71.9%	71.9%
Commercial	16.7	18.0	19.3	20.6	19.6	19.0	17.6	16.7	16.6
Industrial	2.9	3.1	3.4	3.7	6.0	6.3	6.0	5.9	5.9
Personal Property	6.6	7.4	7.3	7.0	6.5	5.8	5.4	5.3	5.4
Agricultural	.1	.1	0.1	0.2	0.2	0.2	0.2	0.2	0.2
Developmental	0.0	0.00	0.0	0.0	0.0	0.0	0.0	0.0	0.09
	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Source: Oakland County Equalization Department

Personal Property Tax Revenues

In an effort to entice businesses to locate in Michigan and to encourage existing businesses to expand, the Michigan Legislature approved a series of bills in December 2012 to phase out and eventually eliminate industrial and commercial personal property tax (PPT). These bills were tie-barred together, were to be implemented in phases, and required approval by statewide vote in August 2014 to take full effect. Based on these bills passed in 2012, local units of government would have received partial but not full reimbursement from the State for reduced PPT revenue. The budget as adopted in September 2013 included a reduction in the PPT revenue based on the 2012 PPT reduction bills.

The **Legislature passed a series of new PPT bills in 2014** to fix some technical problems identified with the 2012 bills and also to provide funding **to eventually fully reimburse local governments** for the reduction in PPT revenue. These bills also were dependent upon voter approval in August 2014. On August 5, 2014 the voters of the State of Michigan approved a ballot proposition having the effect of approving the PPT plan contained in the 2012 bills as modified by the 2014 bills.

The first phase of the PPT plan took effect on January 1, 2014, with an exemption for business owners if their personal property has a combined true cash value of less than \$80,000 (taxable value of less than \$40,000). However, eligible property owners must have filed an affidavit by February 2014 in order to claim the exemption.

The triennial budget as adopted in September 2013 included the assumption that all eligible property owners filed for the required affidavit by the state-imposed February deadline and that PPT revenue will be reduced by \$1.5 million annually in FY 2014 and FY 2015. The previously adopted budget also included further additional reductions in PPT for the subsequent implementation of the second and third phases based on the legislation passed in 2012, with the exemption amounts budgeted at **\$2.8 million in FY 2016 and increasing to \$4.5 million in FY 2017.**

Based on the new legislation passed in 2014, the lost revenue from the PPT exemptions would be restored through State reimbursement beginning in FY 2016 which is reflected in this recommended budget as positive adjustments in the amounts of \$2.8 million in FY 2016 and \$4.5 million in FY 2017 and beyond.

Table 17 – History of County Wide Tax Delinquencies

Levy Year	Real Property	Personal Property
2013	\$ 80,215,223.23	\$ 6,132,887.66
2012	89,699,373.20	5,702,067.01
2011	107,675,895.41	6,032,598.54
2010	130,215,501.20	7,271,064.88
2009	155,464,907.26	7,809,985.47
2008	149,883,620.70	7,387,710.43
2007	138,097,525.69	9,102,775.59
2006	122,129,735.43	8,898,821.42
2005	97,528,003.06	9,893,351.63
2004	91,130,490.80	21,137,280.42
2003	80,232,958.66	19,453,518.12
2002	85,137,149.74	22,962,566.46
2001	79,926,145.56	19,911,701.16

Source: Oakland County Treasurer

Debt-History

The County of Oakland has no record of default.

Short-Term Financing

The County has issued short-term notes in order to establish the 100% Delinquent Tax Payment Fund. Notes issued in each of the years below have been in a face amount less than the actual real property tax delinquency. The County has pledged its full faith and credit and limited taxing power to the payment of principal and interest on notes issued since 1979. The County does not issue short-term obligations for cash flow purposes.

Table 18 – History of Oakland County Delinquent Tax Anticipation Notes

Year Issued	Notes Issued	Amount Outstanding
2014	\$25,000,000	\$25,000,000
2013	25,000,000	0
2012	25,000,000	0
2011	50,000,000	0
2010	50,000,000	0
2009	50,000,000	0
2008	25,000,000	0
2007	25,000,000	0
2006	25,000,000	0
2005	25,000,000	0

Source: Oakland County Treasurer

Lease Obligations

The County leases a portion of its Law Enforcement Complex, Rochester Hills 52-3 District Court, Executive Office Building, Airport T-Hangars, Airport Terminal Building, and various Facility Infrastructure and Information Technology Capital Projects from the Oakland County Building Authority. Since ownership of the property will ultimately transfer to the County from the Building Authority, the leases have been capitalized. There are also a number of sub-leases between the County and various governmental entities with the debt being funded from payments from the benefiting community over the life of the debt issues, with the structures being collateral. Current sub-leases are in place with the City of Rochester Hills, Oakland County Community Mental Health Authority, City of Keego Harbor, and City of Oak Park. All County Building Authority Debt is listed in the Debt Statement.

The County leases certain office and computer equipment and facilities. Total lease expense and future minimum annual payments are not significant.

Future Financing

The County will be moving ahead with its projects and has bond offerings planned for 2014 including the issuance of the following: (1) \$36,925,000 Oakland County – Evergreen and Farmington Sewage Disposal System Middlebelt Transport and Storage Tunnel Project Bond, Series 2014 and (2) \$6,890,000 Oakland County – City of Pontiac Water Supply System Improvements Bonds, Series 2014 both selling in September to the Michigan Finance Authority of the State of Michigan and approximately \$8,000,000 in Oakland-Macomb Interceptor Drain Drainage District Drain Bonds (Series2014A) within the next month.

Banking

The banking needs of the County are adequately handled by:

Bank of America	First Place Bank	mBank
Bank of Birmingham	Flagstar Bank	Main Street Bank
Bank of Michigan	Genisys Credit Union	Mercantile Bank
Charter One Bank, NA	Huron Valley State Bank	Michigan First Credit Union
Clarkston State Bank	Independent Bank	Oxford Bank
Comerica Bank	JP Morgan Chase Bank	PNC Bank
Crestmark Bank	Lakes Community Credit Union	Talmer Bank and Trust
Fifth Third Bank	Level One Bank	The Huntington National Bank
First Merit Bank	Lotus Bank	The Private Bank
		TCF Bank

Table 19 –Oakland County Net Direct Debt as of 06/30/2014 - Unaudited

	<u>Gross</u>	Self-Supporting or Portion Paid Directly by Benefited <u>Municipalities</u>	<u>Net</u>
<u>Limited Tax</u>			
Building Authority	\$ 43,185,000	\$ 3,410,000	\$39,775,000
Building Authority Refunding	44,325,000	-	44,325,000
Drain	61,985,000	58,538,439	3,446,561
Retirees Health Care Bonds	350,000,000	-	350,000,000
Sewer Disposal Bonds	3,645,000	-	3,645,000
Sewage Disposal Bonds Refunding	290,000	290,000	-
Water Supply Bonds	16,680,000	16,680,000	-
Water & Sewage Refunding	1,605,000	1,605,000	-
Mich. Bond Auth.-Sewage Disp. Bonds	3,600,727	3,600,727	-
Tax Notes	25,000,000	25,000,000	-
Total	<u>\$550,315,727</u>	<u>\$109,124,166</u>	<u>\$441,191,561</u>
<u>Drain District</u>			
Drain Bonds	\$10,195,000	\$ 9,246,294	\$ 948,706
Drain Refunding	20,785,000	17,872,350	2,912,650
Michigan Bond Authority Sewage Disp	2,242,384	-	2,242,384
Michigan Bond Authority Drain	145,675,241	95,748,623	49,926,618
Total	<u>178,897,625</u>	<u>\$122,867,267</u>	<u>\$56,030,358</u>
<u>Bonds and Notes with No County Credit</u>			
Michigan Transportation Fund	\$1,500,000	\$1,500,000	-
Total	<u>\$1,500,000</u>	<u>\$1,500,000</u>	<u>-</u>

Table 20 – Oakland County Overlapping Debt as of 06/30/2014

Cities, Villages and Townships	\$ 992,676,596
School Districts	2,229,744,191
Community College, Intermediate School Districts and Library	59,384,355
County Issued Debt Paid by Local Municipalities	233,491,433
Net County Overlapping Debt	3,281,805,142
NET COUNTY DIRECT AND OVERLAPPING DEBT	3,515,296,575

Overlapping Debt: Property in the County is currently taxed for a proportionate share of outstanding debt obligations of overlapping governmental entities including school districts, cities, villages and townships within the County.

Source: Oakland County Treasurer and Municipal Advisory Council of Michigan

Table 21 – Oakland County Schedule of Bond Maturities
County Credit and Limited Tax
Principal Only as of 06/30/2014

Year	Building Authority	Building Authority Refunding	Sewer Disposal Refunding	Water Supply Bonds	Water & Sewage Refunding	MBA Sewer Disposal Bonds
2014	2,420,000	1,890,000	150,000	665,000	\$195,000	620,000
2015	2,720,000	1,935,000	140,000	785,000	190,000	630,000
2016	2,775,000	2,035,000	0	810,000	210,000	645,000
2017	2,825,000	2,075,000	0	835,000	205,000	655,000
2018	2,930,000	2,140,000	0	810,000	205,000	675,000
2019	2,980,000	2,200,000	0	790,000	200,000	100,000
2020	3,080,000	2,170,000	0	820,000	220,000	100,000
2021	3,185,000	2,065,000	0	850,000	215,000	100,000
2022	3,285,000	2,125,000	0	885,000	160,000	100,000
2023	1,140,000	900,000	0	920,000	-	100,000
2024	1,170,000	435,000	0	955,000	-	100,000
2025	995,000	0	0	990,000	-	100,000
Beyond 2025	<u>7,530,000</u>	<u>0</u>	<u>0</u>	<u>6,565,000</u>	<u>-</u>	<u>200,727</u>
	<u>\$37,035,000</u>	<u>\$19,970,000</u>	<u>\$290,000</u>	<u>\$16,680,000</u>	<u>1,605,000</u>	<u>\$3,600,727</u>

Source: Oakland County Treasurer

Table 22 – Oakland County Schedule of Drain Bond Maturities
County Credit and Limited Tax
Principal Only as of 06/30/2014

<u>Year</u>	<u>Drain Bonds</u>	<u>Drain Refunding</u>	<u>M.B.A. Drain Bonds</u>	<u>M.B.A. Sewage Bonds</u>
2014	855,000	2,670,000	1,950,000	95,000
2015	1,280,000	3,700,000	11,845,000	100,000
2016	1,020,000	3,075,000	12,130,000	100,000
2017	930,000	1,780,000	11,955,000	105,000
2018	790,000	1,340,000	12,230,000	105,000
2019	810,000	1,350,000	12,520,000	110,000
2020	855,000	1,395,000	12,830,000	115,000
2021	875,000	1,465,000	11,415,391	115,000
2022	855,000	1,510,000	10,365,000	120,000
2023	440,000	1,040,000	9,485,000	120,000
2024	470,000	1,025,000	9,712,676	125,000
2025	485,000	435,000	4,540,000	125,000
Beyond 2025	<u>530,000</u>	<u>0</u>	<u>24,967,174</u>	<u>907,384</u>
	<u>\$10,195,000</u>	<u>\$20,785,000</u>	<u>\$145,675,241</u>	<u>\$2,242,384</u>

Source: Oakland County Treasurer

**Table 23 – Oakland County Schedule of Bond Maturities
with Limited County Pledge - Taxable
Principal Only as of 06/30/2014**

<u>Year</u>	<u>Bldg. Authority</u>	<u>Bldg. Authority Refunding</u>	<u>Drain</u>	<u>Retirees Health Care Bonds</u>	<u>Sewage</u>	<u>Tax Notes</u>
2014	\$ 275,000	\$ 2,130,000	\$ 0	\$ 0	\$ 0	\$ 0
2015	275,000	2,225,000	2,305,000	21,410,000	145,000	25,000,000
2016	275,000	2,260,000	2,370,000	22,200,000	150,000	0
2017	275,000	2,335,000	2,445,000	23,020,000	155,000	0
2018	300,000	2,425,000	2,525,000	23,870,000	160,000	0
2019	305,000	2,490,000	2,605,000	24,750,000	170,000	0
2020	305,000	2,575,000	2,690,000	25,660,000	175,000	0
2021	305,000	2,655,000	2,780,000	26,605,000	185,000	0
2022	330,000	2,685,000	2,875,000	27,585,000	190,000	0
2023	330,000	1,265,000	2,980,000	28,605,000	205,000	0
2024	360,000	1,310,000	3,090,000	29,660,000	215,000	0
2025	360,000	0	3,205,000	30,750,000	225,000	0
Beyond 2025	<u>2,455,000</u>	<u>0</u>	<u>32,115,000</u>	<u>65,885,000</u>	<u>1,670,000</u>	<u>0</u>
	<u>\$6,150,000</u>	<u>\$24,355,000</u>	<u>\$61,985,000</u>	<u>\$350,000,000</u>	<u>\$3,645,000</u>	<u>\$25,000,000</u>

Source: Oakland County Treasurer

**Table 25 – Oakland County Schedule of Bond Maturities
With No County Pledge
Principal Only as of 06/30/2014**

Year	MTF Revenues	Total
2014	500,000	500,000
2015	500,000	500,000
2016	<u>500,000</u>	<u>500,000</u>
	<u>\$1,500,000</u>	<u>\$1,500,000</u>

Source: Oakland County Treasurer

**Table 26 – Oakland County Schedule of Principal and Interest Requirements
as of 06/30/2014**

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	13,695,000.00	9,384,018.64	23,079,018.64
2015	75,185,000.00	22,624,742.14	97,809,742.14
2016-2019	202,035,000.00	74,208,659.76	276,243,659.76
2020-2024	255,033,067.00	55,619,253.66	310,652,320.66
2025-2030	163,120,067.00	17,923,677.35	181,043,744.35
2031-2040	<u>21,645,218.00</u>	<u>1,567,129.03</u>	<u>23,212,347.03</u>
	\$730,713,352.00	\$181,327,480.58	\$912,040,832.58

Source: Oakland County Treasurer

**Table 26 – Oakland County Statement of Legal Debt Margin
as of 06/30/2014**

<u>Bonds and Notes with County Credit and Limited Tax</u>	
GOLT Bldg. Authority	\$ 37,035,000.00
GOLT Bldg. Authority Refunding	19,970,000.00
GOLT Sewage Refunding	290,000.00
GOLT Water	16,680,000.00
GOLT Water & Sewage Refunding	1,605,000.00
Michigan Bond Authority Sewage Disposal	3,600,727.00
Total	<u>\$ 79,180,727.00</u>
<u>Drain Bonds</u>	
Drain Bonds	\$ 10,195,000.00
Drain Refunding	20,785,000.00
Michigan Bond Authority Drain	145,675,241.00
Michigan Bond Authority Sewage	2,242,384.00
Total	<u>\$ 178,897,625.00</u>
<u>Bonds and Notes with County Credit and Limited-Taxable</u>	
GOLT Bldg Authority	\$ 6,150,000.00
GOLT Bldg Authority Refunding	24,355,000.00
GOLT Drain	61,985,000.00
GOLT Retirees Health Care Bonds	350,000,000.00
GOLT Sewage	3,645,000.00
GOLT Tax Notes	25,000,000.00
Total	<u>471,135,000.00</u>
Total County Credit/Pledged Debt	<u>\$ 729,213,352.00</u>
<u>Bonds and Notes with no County Credit</u>	
Motor Vehicle Highway Fund Revenue Notes	\$ 1,500,000.00
	<u>1,500,000.00</u>
Statutory Limit - 10% of Currently Approved SEV	\$5,508,460,729.30
Total County Credit/Pledged Debt	729,213,352.00
Available Statutory Debt Limit	<u>\$4,779,247,377.30</u>

Source: Oakland County Treasurer

EXHIBIT B

FINANCIAL INFORMATION REGARDING THE COUNTY OF OAKLAND

The following sections of the audited financial statements* of the County of Oakland for the Fiscal Year ended September 30, 2013 have been extracted from the audit:

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*Note: The County's auditors have not been asked to consent to the use of the audited financial statements provided herein and have not conducted any subsequent review of such audited financial statements or the information presented in this Exhibit B.

Independent Auditor's Report

To the Board of Commissioners
Oakland County, Michigan

Report on the Basic Financial Statements

We have audited the accompanying financial statements of the governmental activities, business-type activities, aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of Oakland County (the "County"), as of and for the year ended September 30, 2013 and the related notes to the financial statements, which collectively comprise the County's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, business-type activities, aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of Oakland County as of September 30, 2013 and the respective changes in its financial position and, where applicable, cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

To the Board of Commissioners
Oakland County, Michigan

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the County's basic financial statements. The other budgetary comparison schedules and combining statements, as identified in the table of contents as other supplementary information and the introductory section and statistical section, are presented for the purpose of additional analysis and are not a required part of the basic financial statements.

The other budgetary comparison schedules and combining statements, as identified in the table of contents as other supplementary information, are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the other supplementary information, as identified in the table of contents, is fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory section and statistical section, as identified in the table of contents, have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

To the Board of Commissioners
Oakland County, Michigan

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we will also issue a report on our consideration of Oakland County's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 opinions 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 read in conjunction with this report in considering the results of our audit.

Plante & Morse, PLLC

March 18, 2014

County of Oakland
Statement of Net Position
September 30, 2013

	Primary Government			
	Governmental Activities	Business- Type Activities	Totals	Component Units
Assets				
Current assets				
Pooled cash and investments	\$ 451,519,128	\$ 322,504,695	\$ 774,023,823	\$ 26,030,897
Cash and cash equivalents	-	-	-	43,578,759
Receivables (net of allowance for uncollectibles where applicable)				
Current property taxes	21,630,823	-	21,630,823	-
Delinquent property taxes	778,769	81,540,932	82,319,701	-
Special assessments	-	-	-	7,549,159
Due from other governmental units	20,427,230	47,559,430	67,986,660	6,804,851
Due from primary government	-	-	-	4,413,986
Due from component units	583,000	269,311	852,311	-
Accrued interest receivable	959,431	2,057,617	3,017,048	95,938
Accounts receivable	2,189,227	48,447,019	50,636,246	18,421,684
Contracts receivable	43,659,134	1,172,077	44,831,211	-
Internal balances - footnote 19	152,201	(152,201)	-	-
Inventories and supplies	1,063,121	593,403	1,656,524	4,532,368
Prepayments and other assets	10,507,792	1,748,540	12,256,332	902,364
Total current assets	<u>553,469,856</u>	<u>505,740,823</u>	<u>1,059,210,679</u>	<u>112,330,006</u>
Noncurrent assets				
Special assessments receivable	23,570,069	-	23,570,069	224,386,678
Contracts receivable	23,328,800	-	23,328,800	-
OPEB asset	198,243,607	-	198,243,607	2,240,191
Capital assets, net				
Land and other nondepreciable assets	26,838,154	104,790,054	131,628,208	258,844,690
Land improvements, net	140,649	10,894,336	11,034,985	121,412
Buildings and improvements, net	132,298,250	60,461,552	192,759,802	9,368,060
Equipment and vehicles, net	22,021,760	26,583,805	48,605,565	2,337,690
Infrastructure, net	13,618,758	96,659,055	110,277,813	986,972,200
Total capital assets, net	<u>194,917,571</u>	<u>299,388,802</u>	<u>494,306,373</u>	<u>1,257,644,052</u>
Total noncurrent assets	<u>440,060,047</u>	<u>299,388,802</u>	<u>739,448,849</u>	<u>1,484,270,921</u>
Total assets	<u>\$ 993,529,903</u>	<u>\$ 805,129,625</u>	<u>\$ 1,798,659,528</u>	<u>\$ 1,596,600,927</u>

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

County of Oakland
Statement of Net Position (Continued)
September 30, 2013

	Primary Government			
	Governmental Activities	Business-Type Activities	Totals	Component Units
Liabilities				
Current liabilities				
Vouchers payable	\$ 14,726,568	\$ 3,092,521	\$ 17,819,089	\$ 10,576,805
Accrued payroll	3,319,937	-	3,319,937	-
Due to other governmental units	1,240,567	24,031,967	25,272,534	14,027,238
Due to component units	5,336	4,408,650	4,413,986	-
Due to primary government	-	-	-	852,311
Accrued interest payable	357,425	-	357,425	42,035
Other accrued liabilities	17,597,460	6,139,988	23,737,448	6,008,046
Accrued compensated absences	1,205,463	-	1,205,463	-
Unearned revenue	46,664,268	1,581,094	48,245,362	77,447,521
Claims and judgments	4,598,228	-	4,598,228	-
Bonds and notes payable	29,690,000	26,745,000	56,435,000	15,520,300
Total current liabilities	<u>119,405,252</u>	<u>65,999,220</u>	<u>185,404,472</u>	<u>124,474,256</u>
Noncurrent liabilities				
Accrued compensated absences	10,849,171	-	10,849,171	2,666,700
Claims and judgments	16,056,567	-	16,056,567	1,501,733
Other postemployment benefits	-	-	-	14,783,249
Bonds and notes payable	445,920,727	32,960,962	478,881,689	197,596,889
Total noncurrent liabilities	<u>472,826,465</u>	<u>32,960,962</u>	<u>505,787,427</u>	<u>216,548,571</u>
Total liabilities	<u>592,231,717</u>	<u>98,960,182</u>	<u>691,191,899</u>	<u>341,022,827</u>
Net Position				
Net investment in capital assets	137,512,571	264,682,840	402,195,411	1,045,472,163
Restricted for				
Property Tax Forfeiture	15,589,336	-	15,589,336	-
Substance Abuse	4,611,797	-	4,611,797	-
Revenue sharing reserve	34,881,760	-	34,881,760	-
Public Safety	4,630,684	-	4,630,684	-
Justice Administration	13,402	-	13,402	-
Citizens services	1,221,628	-	1,221,628	-
Public works	1,272,717	-	1,272,717	8,227,943
Commerce and community development	9,282,815	-	9,282,815	-
Capital projects	9,257	-	9,257	-
Debt service	953,734	-	953,734	154,579,978
Airports	-	21,278	21,278	-
Community water and sewer	-	73,791,798	73,791,798	-
Unrestricted	<u>191,318,485</u>	<u>367,673,527</u>	<u>558,992,012</u>	<u>47,298,016</u>
Total net position	<u>\$ 401,298,186</u>	<u>\$ 706,169,443</u>	<u>\$ 1,107,467,629</u>	<u>\$ 1,255,578,100</u>

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

County of Oakland
Statement of Activities
Year Ended September 30, 2013

			Program Revenue	
			Operating	Capital
	Expenses	Charges for	Grants and	Grants and
		Services	Contributions	Contributions
Functions/Programs				
Primary government				
Governmental activities				
General government, administrative	\$ 24,802,464	\$ 28,230,087	\$ 812,900	\$ -
Public safety	195,275,037	60,741,916	23,147,123	965,065
Justice administration	90,873,460	31,730,104	456,013	-
Citizen services	82,502,384	6,448,453	21,776,402	-
Public works	29,008,606	22,030,824	930,304	-
Recreation and leisure	1,551,035	38,154	72,414	-
Commerce and community development	48,895,303	18,967,967	24,638,978	-
Unallocated depreciation	1,911,473	-	-	-
Interest on debt	2,626,856	-	-	-
Total governmental activities	477,446,618	168,187,505	71,834,134	965,065
Business-type activities				
Airports	6,653,186	4,381,999	-	778,548
Community safety support	17,084,677	11,417,222	-	2,189,506
Community tax financing	1,399,607	21,845,093	-	-
Community water and sewer	77,371,824	80,223,019	-	-
Recreation and leisure	21,181,725	8,430,978	96,241	288,141
Sewage disposal systems	126,797,005	121,781,246	21,783	1,476,762
Total business-type activities	250,488,024	248,079,557	118,024	4,732,957
Total primary government	\$ 727,934,642	\$ 416,267,062	\$ 71,952,158	\$ 5,698,022
Component units				
Drainage districts	\$ 84,925,487	\$ 79,299,685	\$ -	\$ 22,940,808
Road commission	92,753,956	15,940,268	60,501,689	38,589,282
Total component units	\$ 177,679,443	\$ 95,239,953	\$ 60,501,689	\$ 61,530,090
General revenue				
Taxes				
Property taxes				
State-shared revenue (unrestricted)				
Unrestricted investment earnings				
Gain on sale of capital assets				
Other revenue				
Special Item - Contribution of Pontiac W&S system				
Transfers in (out)				
Total general revenue, special items and transfers				
Change in net position				
Net position				
Beginning				
Ending				

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

County of Oakland
Statement of Activities (Continued)
Year Ended September 30, 2013

Net (Expenses) Revenue and Changes in Net Assets			
Primary Government			
Governmental Activities	Business- Type Activities	Totals	Component Units
\$ 4,240,523	\$ -	\$ 4,240,523	\$ -
(110,420,933)	-	(110,420,933)	-
(58,687,343)	-	(58,687,343)	-
(54,277,529)	-	(54,277,529)	-
(6,047,478)	-	(6,047,478)	-
(1,440,467)	-	(1,440,467)	-
(5,288,358)	-	(5,288,358)	-
(1,911,473)	-	(1,911,473)	-
(2,626,856)	-	(2,626,856)	-
(236,459,914)	-	(236,459,914)	-
-	(1,492,639)	(1,492,639)	-
-	(3,477,949)	(3,477,949)	-
-	20,445,486	20,445,486	-
-	2,851,195	2,851,195	-
-	(12,366,365)	(12,366,365)	-
-	(3,517,214)	(3,517,214)	-
-	2,442,514	2,442,514	-
(236,459,914)	2,442,514	(234,017,400)	-
-	-	-	17,315,006
-	-	-	22,277,283
-	-	-	39,592,289
199,808,014	11,398,103	211,206,117	-
12,789,988	-	12,789,988	-
2,553,617	1,758,041	4,311,658	797,115
270,885	-	270,885	-
3,752,043	-	3,752,043	-
-	6,471,638	6,471,638	-
19,803,672	(19,803,672)	-	-
238,978,219	(175,890)	238,802,329	797,115
2,518,305	2,266,624	4,784,929	40,389,404
398,779,881	703,902,819	1,102,682,700	1,215,188,696
\$ 401,298,186	\$ 706,169,443	\$ 1,107,467,629	\$ 1,255,578,100

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

Governmental Fund Financial Statements

Major Funds

General Fund - The General Fund is the general operating fund of the County. It is used to account for all financial resources except those required to be accounted for in another fund.

Building Authority Debt Act 31 Fund - This fund was established to accumulate the resources for the payment of bonded debt issued for the construction of, or improvement to various facilities (currently five issues). The fund also includes debt issued as assistance in obtaining favorable lending rates for other units of government within the County.

Water and Sewer Debt Act 342 Fund - This fund was established to account for the accumulation of resources, mainly special assessments, for the payment of bonded debt issued for the construction of water and sewer systems under Public Act 342 of 1939 (currently seven issues).

Non-Major Funds

Non-major governmental funds are presented, by fund type, in the following sections:

Special revenue funds
Debt service funds
Capital projects funds

County of Oakland
Balance Sheet
Governmental Funds
September 30, 2013

	Major Funds		
	General	Building Authority Debt Act 31	Water and Sewer Debt Act 342
Assets			
Current assets			
Pooled cash and investments	\$ 230,800,570	\$ 491,466	\$ 869,101
Receivables (net of allowance for uncollectibles where applicable)			
Current property taxes	21,630,823	-	-
Delinquent property taxes	778,769	-	-
Due from other governmental units	9,626,997	-	-
Due from component units	109,092	-	-
Accrued interest receivable	95,231	1,045	3,630
Accounts receivable	23,421	712,420	-
Contracts receivable	43,619,734	-	-
Due from other funds	10,558,778	-	-
Advances receivable	-	-	-
Inventories	145,558	-	-
Prepayments and other assets	113,089	-	-
Total current assets	<u>317,502,062</u>	<u>1,204,931</u>	<u>872,731</u>
Special assessments receivable	-	-	20,950,727
Contracts receivable	-	21,255,000	-
Total assets	<u>\$ 317,502,062</u>	<u>\$ 22,459,931</u>	<u>\$ 21,823,458</u>
Liabilities			
Current liabilities			
Vouchers payable	\$ 8,318,682	\$ 379,719	\$ 837,760
Accrued payroll	3,319,937	-	-
Due to other governmental units	559,541	-	-
Due to other funds	128,904	-	-
Advances payable	-	-	-
Unearned revenue	42,044,298	-	-
Other accrued liabilities	6,492,359	-	12,671
Total liabilities	<u>60,863,721</u>	<u>379,719</u>	<u>850,431</u>
Deferred Inflows of Resources			
Unavailable revenue-property taxes	13,865,302	-	-
Unavailable revenue-special assessments	-	-	20,950,727
Unavailable revenue-contracts receivable	-	21,255,000	-
Total deferred inflows of resources	<u>13,865,302</u>	<u>21,255,000</u>	<u>20,950,727</u>
Fund Balances			
Nonspendable	258,647	-	-
Restricted	20,201,133	825,212	22,300
Committed	-	-	-
Assigned	221,222,041	-	-
Unassigned	1,091,218	-	-
Total fund balances	<u>242,773,039</u>	<u>825,212</u>	<u>22,300</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 317,502,062</u>	<u>\$ 22,459,931</u>	<u>\$ 21,823,458</u>

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

County of Oakland
Balance Sheet (Continued)
Governmental Funds
September 30, 2013

	Non-Major Funds	Totals September 30, 2013
Assets		
Current assets		
Pooled cash and investments	\$ 105,959,834	\$ 338,120,971
Receivables (net of allowance for uncollectibles where applicable)		
Current property taxes	-	21,630,823
Delinquent property taxes	-	778,769
Due from other governmental units	10,711,122	20,338,119
Due from component units	412,131	521,223
Accrued interest receivable	290,830	390,736
Accounts receivable	1,113,598	1,849,439
Contracts receivable	39,400	43,659,134
Due from other funds	1,433,646	11,992,424
Advances receivable	362,335	362,335
Inventories	-	145,558
Prepayments and other assets	3,928,589	4,041,678
Total current assets	<u>124,251,485</u>	<u>443,831,209</u>
Special assessments receivable	2,619,342	23,570,069
Contracts receivable	2,073,800	23,328,800
Total assets	<u>\$ 128,944,627</u>	<u>\$ 490,730,078</u>
Liabilities		
Current liabilities		
Vouchers payable	\$ 3,009,740	\$ 12,545,901
Accrued payroll	-	3,319,937
Due to other governmental units	349,579	909,120
Due to other funds	11,879,065	12,007,969
Advances payable	362,335	362,335
Unearned revenue	3,720,140	45,764,438
Other accrued liabilities	7,424,277	13,929,307
Total liabilities	<u>26,745,136</u>	<u>88,839,007</u>
Deferred Inflows of Resources		
Unavailable revenue-property taxes	-	13,865,302
Unavailable revenue-special assessments	2,619,342	23,570,069
Unavailable revenue-contracts receivable	1,995,000	23,250,000
Total deferred inflows of resources	<u>4,614,342</u>	<u>60,685,371</u>
Fund balances		
Nonspendable	441,135	699,782
Restricted	51,418,485	72,467,130
Committed	46,332,071	46,332,071
Assigned	-	221,222,041
Unassigned	(606,542)	484,676
Total fund balances	<u>97,585,149</u>	<u>341,205,700</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 128,944,627</u>	<u>\$ 490,730,078</u>

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

County of Oakland
Reconciliation of the Balance Sheet – Governmental Funds
to the Statement of Net Position
September 30, 2013

Total fund balances for governmental funds		\$ 341,205,700
Amounts reported for governmental activities in the Statement of Net Position are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds.		
Land, not being depreciated	\$ 7,235,551	
Construction in progress, not being depreciated	19,472,603	
Land improvements, net of \$1,038,505 depreciation	140,649	
Buildings and improvements, net of \$99,263,310 depreciation	131,135,564	
Equipment and vehicles, net of \$15,748,768 depreciation	8,216,472	
Infrastructure, net of \$13,238,578 depreciation	13,474,769	
		179,675,608
Internal service funds are used by management to charge the cost of certain activities, such as insurance and telecommunications, to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the Statement of Net Position.		98,234,821
Other post-employment benefits assets do not represent financial resources and are not reported in the funds.		198,243,607
Property tax revenues in the Statement of Activities that do not provide current financial resources are deferred and not reported as revenue in the funds.		13,086,533
Long-term receivables such as special assessments and contracts receivable are expected to be collected over several years and are deferred in the governmental funds and are not available to pay for current year expenditures.		46,820,069
Long-term bonded debt is not due and payable in the current period and therefore is not reported in the funds. Unamortized premiums, loss on refundings, and interest payable are not reported in the funds. However, these amounts are included in the Statement of Net Position. This is the net effect of these balances on the statement:		
Bonds and notes payable	(475,610,727)	
Accrued interest payable	(357,425)	
		(475,968,152)
Net position of governmental activities		\$ 401,298,186

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

County of Oakland
Statement of Revenue, Expenditures, and Changes in Fund Balances
Governmental Funds
Year Ended September 30, 2013

	Major Funds		
	General	Building Authority Debt Act 31	Water and Sewer Debt Act 342
Revenue			
Taxes	\$ 200,842,221	\$ -	\$ -
Special assessments	-	11,179,973	2,278,947
Federal grants	282,853	-	-
State grants	4,451,351	-	-
Other intergovernmental revenues	15,153,110	-	-
Charges for services	110,155,696	529	1,825
Contributions	78,512	-	-
Investment income	1,457,136	7,271	1,658
Indirect cost recovery	7,610,932	-	-
Other	2,899,480	-	-
Total revenue	<u>342,931,291</u>	<u>11,187,773</u>	<u>2,282,430</u>
Expenditures			
Current operations			
County Executive	86,464,158	2,207	-
Clerk/Register of Deeds	9,615,908	-	-
Treasurer	8,371,074	-	-
Justice administration	51,349,292	-	-
Law enforcement	147,616,362	-	-
Legislative	4,016,643	-	-
Water Resource Commissioner	5,099,895	-	413
Non-departmental	17,087,412	-	-
Total current operations	<u>329,620,744</u>	<u>2,207</u>	<u>413</u>
Capital outlay	188,997	-	-
Intergovernmental	-	-	-
Debt service			
Principal payments	-	9,470,000	1,515,000
Interest and fiscal charges	-	1,341,684	765,772
Total expenditures	<u>329,809,741</u>	<u>10,813,891</u>	<u>2,281,185</u>
Excess (deficiency) of revenue over (under) expenditures	<u>13,121,550</u>	<u>373,882</u>	<u>1,245</u>
Other financing sources (uses)			
Transfers in	43,242,922	335,480	-
Transfers out	(37,020,873)	(952)	(5,720)
Issuance of bonds	-	-	-
Issuance of refunding bonds	-	-	-
Premiums on bonds sold	-	-	-
Payment to bond escrow agent	-	-	-
Total other financing sources (uses)	<u>6,222,049</u>	<u>334,528</u>	<u>(5,720)</u>
Net change in fund balances	<u>19,343,599</u>	<u>708,410</u>	<u>(4,475)</u>
Fund balances			
October 1, 2012	<u>223,429,440</u>	<u>116,802</u>	<u>26,775</u>
September 30, 2013	<u>\$ 242,773,039</u>	<u>\$ 825,212</u>	<u>\$ 22,300</u>

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

County of Oakland
Statement of Revenue, Expenditures, and Changes in Fund Balances (Continued)
Governmental Funds
Year Ended September 30, 2013

	Non-Major Funds	Totals September 30, 2013
Revenue		
Taxes	\$ -	\$ 200,842,221
Special assessments	11,180,261	24,639,181
Federal grants	43,592,995	43,875,848
State grants	24,264,800	28,716,151
Other intergovernmental revenues	11,571,705	26,724,815
Charges for services	10,989,320	121,147,370
Contributions	128,688	207,200
Investment income	396,753	1,862,818
Indirect cost recovery	-	7,610,932
Other	738,440	3,637,920
Total revenue	<u>102,862,962</u>	<u>459,264,456</u>
Expenditures		
Current operations		
County Executive	91,401,373	177,867,738
Clerk/Register of Deeds	1,888,879	11,504,787
Treasurer	-	8,371,074
Justice administration	23,011,005	74,360,297
Law enforcement	6,747,694	154,364,056
Legislative	56,567	4,073,210
Water Resource Commissioner	7,261,965	12,362,273
Non-departmental	1,690,629	18,778,041
Total current operations	<u>132,058,112</u>	<u>461,681,476</u>
Capital outlay	2,965,875	3,154,872
Intergovernmental	107,184	107,184
Debt service		
Principal payments	13,110,000	24,095,000
Interest and fiscal charges	1,988,729	4,096,185
Total expenditures	<u>150,229,900</u>	<u>493,134,717</u>
Excess (deficiency) of revenue over (under) expenditures	<u>(47,366,938)</u>	<u>(33,870,261)</u>
Other financing sources (uses)		
Transfers in	35,920,996	79,499,398
Transfers out	(27,441,281)	(64,468,826)
Issuance of bonds	33,825,000	33,825,000
Issuance of refunding bonds	350,000,000	350,000,000
Premiums on bonds sold	1,702,443	1,702,443
Payments to bond escrow agent	(348,800,000)	(348,800,000)
Total other financing sources (uses)	<u>45,207,158</u>	<u>51,758,015</u>
Net change in fund balances	<u>(2,159,780)</u>	<u>17,887,754</u>
Fund balances		
October 1, 2012	<u>99,744,929</u>	<u>323,317,946</u>
September 30, 2013	<u>\$ 97,585,149</u>	<u>\$ 341,205,700</u>

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

County of Oakland

Reconciliation of the Statement of Revenue, Expenditures, and Changes in Fund Balances – Governmental Funds to the Statement of Activities Year Ended September 30, 2013

Net change in fund balance - total governmental funds		\$ 17,887,754
Governmental funds report capital outlay as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.		
Construction in progress	\$ 9,430,731	
Buildings and improvements	457,437	
Equipment and vehicles	1,541,995	
Infrastructure	1,000,000	
Depreciation expense	<u>(6,845,902)</u>	5,584,261
Internal service funds are used by management to charge the costs of certain activities, such as insurance and telecommunications, to individual funds. The net revenue (expense) of the internal service funds is reported with governmental activities.		
		5,410,311
Amortization of Other Post-Employment Benefits asset is not reported in the governmental funds.		
		(28,359,365)
Property tax revenues in the Statement of Activities that do not provide current financial resources are deferred and not reported as revenue in the funds.		
Prior year's deferral	(14,120,740)	
Current year deferral	<u>13,086,533</u>	(1,034,207)
Revenue from special assessments and contracts receivable reported in the Statement of Activities in previous years did not provide current financial resources in the governmental funds until the current year.		
		(6,338,538)
Bond proceeds provide current financial resources to governmental funds by issuing debt which increases long-term bonded debt in the Statement of Net Position. Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term bonded debt in the Statement of Net Position. This is the amount proceeds exceed repayments.		
Bond proceeds	(383,825,000)	
Repayment of bond principal	393,415,000	
Accrued interest	<u>(221,911)</u>	9,368,089
Change in net position of governmental activities		<u>\$ 2,518,305</u>

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

Proprietary Fund Financial Statements

Major Funds

Parks and Recreation - This fund is used to account for revenue earmarked for the operation of the County's 13 parks, including campgrounds, day-use and dog parks, five golf courses, 65 miles of trails, two waterparks, nature centers and banquet facilities, and management of the Oakland County Market. Principal revenue is from a voter-approved millage and user charges.

Delinquent Tax Revolving - This fund is used to account for money advanced by the County to cities, townships, villages and County funds for unpaid property taxes, and the subsequent collections of delinquencies from taxpayers.

The County Airports Fund - This fund was established to account for operations of the County's Oakland County International, Oakland/Troy, and Oakland/Southwest airports. Revenue is primarily derived from leases, hangar rentals, landing fees, and other rental or service charges.

Water and Sewer Trust - This fund is used to account for monies received from those County residents whose water and sewer systems are maintained for their respective city, villages, or townships by Oakland County. There are currently 22 municipal water systems and 17 municipal sewer systems that are operated under these contractual arrangements.

The Evergreen-Farmington S.D.S. (Sewage Disposal System) Fund - This fund was established to record the operations and maintenance of the system, which is used to move sewage to the City of Detroit for treatment. Costs are recovered by developing rates and billing the municipalities being serviced.

Southeastern Oakland County S.D.S. (S.O.C.S.D.S.) - This fund was established to record the operations and maintenance of the system, which is used to move sewage and storm water to the City of Detroit for treatment. Costs are recovered by developing rates and billing the municipalities being serviced.

Non-Major Funds

Non-major proprietary funds are presented, by fund type, in the following sections:

Internal service funds

Enterprise funds

County of Oakland
Statement of Net Position
Proprietary Funds
September 30, 2013

	Business - Type Activities - Enterprise Funds				
	Major				
	Parks and Recreation	Delinquent Tax Revolving	County Airports	Water and Sewer Trust	Evergreen- Farmington SDS
Assets					
Current assets					
Pooled cash and investments	\$ 31,089,868	\$ 114,511,260	\$ 15,476,295	\$ 65,099,901	\$ 10,442,984
Delinquent property taxes receivable	-	81,540,932	-	-	-
Due from other governmental units	132	18,388,172	1,200	3,309,512	5,661,390
Due from component units	-	-	-	-	269,311
Accrued interest receivable	25,994	1,441,173	57,616	14,167	112,824
Accounts receivable (net of allowance for uncollectibles where applicable)	300,197	16,088,331	427,615	25,497,011	-
Due from other funds	-	-	-	168,248	-
Current portion of contracts receivable	-	-	1,172,077	-	-
Current portion of advances receivable	-	12,883	-	-	-
Inventories and supplies	42,102	-	-	-	-
Prepayments and other assets	10,122	-	-	4,294	-
Total current assets	31,468,415	231,982,751	17,134,803	94,093,133	16,486,509
Noncurrent assets					
Advances receivable	-	90,181	-	-	-
Capital assets, net					
Land and other nondepreciable assets	33,478,723	-	36,301,106	24,515,031	8,539,194
Land improvements, net	-	-	10,894,336	-	-
Building and improvements, net	16,346,063	-	24,715,966	-	10,397,616
Equipment and vehicles, net	714,249	-	374,935	288,397	4,779
Infrastructure, net	16,903,456	-	3,136,651	52,558,329	3,308,129
Total noncurrent assets	67,442,491	90,181	75,422,994	77,361,757	22,249,718
Total assets	98,910,906	232,072,932	92,557,797	171,454,890	38,736,227
Liabilities					
Current liabilities					
Vouchers payable	268,383	121,257	50,574	2,246,421	269,162
Due to other governmental units	-	169,237	-	534,718	7,012,749
Due to component units	-	-	-	4,408,650	-
Due to other funds	-	-	-	593,097	25,435
Unearned revenue	30,176	-	141,615	-	-
Notes payable	-	25,000,000	-	-	-
Current portion of bonds payable	-	-	590,000	920,000	235,000
Current portion of long-term liabilities	-	-	-	-	-
Current portion of advances payable	-	-	-	-	-
Other accrued liabilities	662,384	92,095	468,729	4,192,768	221,951
Total current liabilities	960,943	25,382,589	2,525,462	12,895,654	7,764,297
Noncurrent liabilities					
Bonds payable	-	-	8,760,000	18,825,047	5,375,915
Other long-term liabilities	-	-	-	-	-
Advances payable	-	-	-	-	-
Total noncurrent liabilities	-	-	8,760,000	18,825,047	5,375,915
Total liabilities	960,943	25,382,589	11,285,462	31,720,701	13,140,212
Net position					
Net investment in capital assets	67,442,491	-	66,072,994	57,616,710	16,638,803
Restricted for programs	-	-	21,278	33,391,371	7,175,188
Unrestricted	30,507,472	206,690,343	15,178,063	48,726,108	1,782,024
Total net position	\$ 97,949,963	\$ 206,690,343	\$ 81,272,335	\$ 139,734,189	\$ 25,596,015

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

County of Oakland
Statement of Net Position (Continued)
Proprietary Funds
September 30, 2013

	Business-Type Activities - Enterprise Funds			Governmental Activities - Internal Service Funds
	Major			
	S.O.C.S.D.S.	Non-Major Funds	Totals September 30, 2013	
Assets				
Current assets				
Pooled cash and investments	\$ 35,012,593	\$ 50,871,794	\$ 322,504,695	\$ 113,398,157
Delinquent property taxes	-	-	81,540,932	-
Due from other governmental units	7,183,055	13,015,969	47,559,430	89,111
Due from component units	-	-	269,311	61,777
Accrued interest receivable	123,780	282,063	2,057,617	568,695
Accounts receivable (net of allowance for uncollectibles where applicable)	88,597	6,045,268	48,447,019	339,788
Due from other funds	-	3,666	171,914	661,400
Current portion of contracts receivable	-	-	1,172,077	-
Current portion of advances receivable	176,928	-	189,811	-
Inventories and supplies	-	551,301	593,403	917,563
Prepayments and other assets	624,605	1,109,519	1,748,540	6,466,114
Total current assets	43,209,558	71,879,580	506,254,749	122,502,605
Noncurrent assets				
Advances receivable	142,531	-	232,712	-
Capital assets, net				
Land and other nondepreciable assets	1,003,988	952,012	104,790,054	130,000
Land improvements, net	-	-	10,894,336	-
Building and improvements, net	-	9,001,907	60,461,552	1,162,686
Equipment and vehicles, net	75,016	25,126,429	26,583,805	13,805,288
Infrastructure, net	2,649,043	18,103,447	96,659,055	143,989
Total noncurrent assets	3,870,578	53,183,795	299,621,514	15,241,963
Total assets	47,080,136	125,063,375	805,876,263	137,744,568
Liabilities				
Current liabilities				
Vouchers payable	20,846	115,878	3,092,521	2,180,667
Due to other governmental units	9,987,654	6,327,609	24,031,967	331,447
Due to component units	-	-	4,408,650	5,336
Due to other funds	34,311	93,795	746,638	71,131
Unearned revenue	-	134,759	1,581,094	121,061
Notes payable	-	-	25,000,000	-
Current portion of bonds payable	-	-	1,745,000	-
Current portion of long-term liabilities	-	-	-	5,803,691
Current portion of advances payable	-	-	-	189,811
Other accrued liabilities	145,392	356,669	6,139,988	3,668,153
Total current liabilities	10,188,203	7,028,710	66,745,858	12,371,297
Noncurrent liabilities				
Bonds payable	-	-	32,960,962	-
Other long-term liabilities	-	-	-	26,905,738
Advances payable	-	-	-	232,712
Total noncurrent liabilities	-	-	32,960,962	27,138,450
Total liabilities	10,188,203	7,028,710	99,706,820	39,509,747
Net position				
Net investment in capital assets	3,728,047	53,183,795	264,682,840	15,241,963
Restricted for programs	11,543,178	21,682,061	73,813,076	-
Unrestricted	21,620,708	43,168,809	367,673,527	82,992,858
Total net position	\$ 36,891,933	\$ 118,034,665	\$ 706,169,443	\$ 98,234,821

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

County of Oakland
Statement of Revenue, Expenses, and Changes in Net Position
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds				
	Major				
	Parks and Recreation	Delinquent Tax Revolving	County Airports	Water and Sewer Trust	Evergreen-Farmington SDS
Operating revenue					
Charges for services	\$ 8,402,115	\$ 19,803,913	\$ 4,379,400	\$ 79,961,058	\$ 35,135,586
Other	13,174	1,375,679	2,599	261,961	86,143
Total operating revenue	8,415,289	21,179,592	4,381,999	80,223,019	35,221,729
Operating expenses					
Salaries	7,510,532	59,407	1,087,752	86,017	-
Fringe benefits	2,779,972	46,074	707,132	69,763	-
Contractual services	5,551,031	203,378	1,405,387	42,529,007	36,471,998
Commodities	926,290	-	85,455	1,475,890	90,259
Depreciation	2,969,344	-	2,798,845	3,319,736	852,876
Internal services	1,444,556	-	212,014	15,814,124	1,254,760
Intergovernmental	-	-	-	13,633,253	-
Total operating expenses	21,181,725	308,859	6,296,585	76,927,790	38,669,893
Operating income (loss)	(12,766,436)	20,870,733	(1,914,586)	3,295,229	(3,448,164)
Nonoperating revenue (expenses)					
Property taxes	11,398,103	-	-	-	-
Contributions	96,241	-	-	-	-
Interest recovery - federal grants	-	-	111,668	-	97,927
Interest revenue	81,802	720,415	125,474	472,770	64,721
Interest expense and paying agent fees	-	(77,221)	(356,601)	(444,034)	(263,538)
Bonds maturing	-	-	-	-	-
Gain on sale of property and equipment	15,689	-	-	-	-
Total nonoperating revenue (expenses)	11,591,835	643,194	(119,459)	28,736	(100,890)
Income (loss) before transfers and contributions	(1,174,601)	21,513,927	(2,034,045)	3,323,965	(3,549,054)
Transfers and contributions					
Capital contributions	288,141	-	666,880	-	815,361
Transfers in	-	-	-	12,500	-
Transfers out	(23,051)	(21,193,738)	-	(12,500)	-
Total transfers and contributions	265,090	(21,193,738)	666,880	-	815,361
Special Item					
Contribution of Pontiac W&S system	-	-	-	6,471,638	-
Change in net position	(909,511)	320,189	(1,367,165)	9,795,603	(2,733,693)
Net position					
October 1, 2012	98,859,474	206,370,154	82,639,500	129,938,586	28,329,708
September 30, 2013	\$ 97,949,963	\$ 206,690,343	\$ 81,272,335	\$ 139,734,189	\$ 25,596,015

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

County of Oakland
Statement of Revenue, Expenses, and Changes in Net Position (Continued)
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds			Governmental Activities - Internal Service Funds
	Major			
	S.O.C.S.D.S.	Non-Major Funds	Totals September 30, 2013	
Operating revenue				
Charges for services	\$ 46,586,236	\$ 50,292,297	\$ 244,560,605	\$ 228,839,990
Other	1,707,402	56,057	3,503,015	114,123
Total operating revenue	48,293,638	50,348,354	248,063,620	228,954,113
Operating expenses				
Salaries	12	2,326,010	11,069,730	29,089,635
Fringe benefits	-	1,523,234	5,126,175	19,849,901
Contractual services	43,184,436	45,696,090	175,041,327	114,462,643
Commodities	202,571	310,135	3,090,600	6,403,714
Depreciation	1,326,045	7,907,816	19,174,662	4,626,310
Internal services	1,195,334	2,290,095	22,210,883	6,273,493
Intergovernmental	-	-	13,633,253	-
Total operating expenses	45,908,398	60,053,380	249,346,630	180,705,696
Operating income (loss)	2,385,240	(9,705,026)	(1,283,010)	48,248,417
Nonoperating revenue (expenses)				
Property taxes	-	-	11,398,103	-
Contributions	-	21,783	118,024	-
Interest recovery - federal grants	-	-	209,595	-
Interest revenue	105,535	187,324	1,758,041	690,799
Interest expense and paying agent fees	-	-	(1,141,394)	(28,052,890)
Bonds maturing	-	-	-	(20,520,000)
Gain on sale of property and equipment	-	248	15,937	270,885
Total nonoperating revenue (expenses)	105,535	209,355	12,358,306	(47,611,206)
Income (loss) before transfers and contributions	2,490,775	(9,495,671)	11,075,296	637,211
Transfers and contributions				
Capital contributions	-	2,752,980	4,523,362	-
Transfers in	-	2,560,262	2,572,762	8,386,406
Transfers out	-	(1,147,145)	(22,376,434)	(3,613,306)
Total transfers and contributions	-	4,166,097	(15,280,310)	4,773,100
Special Item				
Contribution of Pontiac W&S system	-	-	6,471,638	-
Change in net position	2,490,775	(5,329,574)	2,266,624	5,410,311
Net position				
October 1, 2012	34,401,158	123,364,239	703,902,819	92,824,510
September 30, 2013	\$ 36,891,933	\$ 118,034,665	\$ 706,169,443	\$ 98,234,821

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

County of Oakland
Statement of Cash Flows
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds				
	Major				
	Parks and Recreation	Delinquent Tax Revolving	County Airports	Water and Sewer Trust	Evergreen-Farmington SDS
Cash flows from operating activities					
Cash received from users	\$ 8,389,190	\$ 21,336,993	\$ 4,383,041	\$ 79,142,113	\$ 35,205,353
Cash paid to suppliers	(10,712,845)	(249,452)	(2,419,872)	(67,097,832)	(38,428,451)
Cash paid to employees	(7,510,532)	(59,407)	(1,087,752)	(86,017)	-
Net cash provided by (used in) operating activities	(9,834,187)	21,028,134	875,417	11,958,264	(3,223,098)
Cash flows from noncapital financing activities					
Transfers from other funds	-	-	-	12,500	-
Transfers to other funds	(23,051)	(21,193,738)	-	(12,500)	-
Contributions	96,241	-	-	-	-
Principal paid on debt	-	-	-	-	-
Interest paid on debt	-	-	-	-	-
Purchase of delinquent property taxes	-	(89,699,373)	-	-	-
Delinquent property taxes collected	-	104,412,461	-	-	-
Issuance of short-term borrowings	-	25,000,000	-	-	-
Repayments received on advances	-	12,883	-	-	-
Property taxes	11,398,103	-	-	-	-
Interest paid on short-term borrowings	-	(76,547)	-	-	-
Payments on short-term borrowings	-	(25,000,000)	-	-	-
Net cash provided by (used in) noncapital financing activities	11,471,293	(6,544,314)	-	-	-
Cash flows from capital and related financing activities					
Contributions for capital acquisitions	228,800	-	-	-	815,361
Proceeds from sale of bonds	-	-	-	5,196,994	1,694,689
Transfers from other funds	-	-	-	-	-
Interest recovery - federal grants	-	-	111,668	-	97,927
Proceeds from sale of capital assets	17,184	-	-	-	-
Acquisition of capital assets	(2,204,636)	-	(27,913)	(1,441,072)	(3,281,945)
Principal paid on debt	-	-	(585,000)	(890,000)	(235,000)
Interest paid on debt	-	-	(356,601)	(444,034)	(263,538)
Amount paid on advances	-	-	-	-	-
Interest paid on advances	-	-	-	-	-
Net cash provided by (used in) capital and related financing activities	(1,958,652)	-	(857,846)	2,421,888	(1,172,506)
Cash flows from investing activities					
Interest on investments	74,894	772,514	131,749	496,362	71,536
Net cash provided by investing activities	74,894	772,514	131,749	496,362	71,536
Net increase (decrease) in cash and cash equivalents	(246,652)	15,256,334	149,320	14,876,514	(4,324,068)
Pooled cash and investments					
October 1, 2012	31,336,520	99,254,926	15,326,975	50,223,387	14,767,052
September 30, 2013	\$ 31,089,868	\$ 114,511,260	\$ 15,476,295	\$ 65,099,901	\$ 10,442,984

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

County of Oakland
Statement of Cash Flows (Continued)
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds			Governmental Activities - Internal Service Funds
	Major			
	S.O.C.S.D.S.	Non-Major Funds	Totals September 30, 2013	
Cash flows from operating activities				
Cash received from users	\$ 49,878,894	\$ 49,274,595	\$ 247,610,179	\$ 228,235,803
Cash paid to suppliers	(43,146,006)	(50,241,179)	(212,295,637)	(149,228,339)
Cash paid to employees	(12)	(2,326,010)	(11,069,730)	(29,089,635)
Net cash provided by (used in) operating activities	6,732,876	(3,292,594)	24,244,812	49,917,829
Cash flows from noncapital financing activities				
Transfers from other funds	-	2,560,262	2,572,762	8,238,355
Transfers to other funds	-	(1,147,145)	(22,376,434)	(3,613,306)
Contributions	-	21,783	118,024	-
Principal paid on debt	-	-	-	(20,520,000)
Interest paid on debt	-	-	-	(28,041,687)
Purchase of delinquent property taxes	-	-	(89,699,373)	-
Delinquent property taxes collected	-	-	104,412,461	-
Issuance of short-term borrowings	-	-	25,000,000	-
Repayments received on advances	176,928	-	189,811	-
Property taxes	-	-	11,398,103	-
Interest paid on short-term borrowings	-	-	(76,547)	-
Payments on short-term borrowings	-	-	(25,000,000)	-
Net cash provided by (used in) noncapital financing activities	176,928	1,434,900	6,538,807	(43,936,638)
Cash flows from capital and related financing activities				
Contributions for capital acquisitions	-	563,474	1,607,635	-
Proceeds from sale of bonds	-	-	6,891,683	-
Transfers from other funds	-	-	-	148,051
Interest recovery - federal grants	-	-	209,595	-
Proceeds from sale of capital assets	-	248	17,432	478,222
Acquisition of capital assets	(67,046)	(87,489)	(7,110,101)	(4,087,789)
Principal paid on debt	-	-	(1,710,000)	-
Interest paid on debt	-	-	(1,064,173)	-
Amount paid on advances	-	-	-	(189,811)
Interest paid on advances	-	-	-	(11,203)
Net cash provided by (used in) capital and related financing activities	(67,046)	476,233	(1,157,929)	(3,662,530)
Cash flows from investing activities				
Interest on investments	120,723	204,165	1,871,943	719,756
Net cash provided by investing activities	120,723	204,165	1,871,943	719,756
Net increase (decrease) in cash and cash equivalents	6,963,481	(1,177,296)	31,497,633	3,038,417
Pooled cash and investments				
October 1, 2012	28,049,112	52,049,090	291,007,062	110,359,740
September 30, 2013	\$ 35,012,593	\$ 50,871,794	\$ 322,504,695	\$ 113,398,157

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

County of Oakland
Statement of Cash Flows (Continued)
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds				
	Major				
	Parks and Recreation	Delinquent Tax Revolving	County Airports	Water and Sewer Trust	Evergreen-Farmington SDS
Operating (loss) income	\$ (12,766,436)	\$20,870,733	\$ (1,914,586)	\$ 3,295,229	\$ (3,448,164)
Adjustments to reconcile operating (loss) income to net cash provided by (used in) operating activities					
Depreciation expense	2,969,344	-	2,798,845	3,319,736	852,876
(Increase) decrease in due from other governmental units	3,368	(2,286,926)	(161)	249,666	70,782
(Increase) decrease in due from component units	-	-	-	-	(87,158)
(Increase) decrease in accounts receivable	30,701	2,430,321	(81)	(1,179,938)	-
(Increase) decrease in due from other funds	9,770	-	-	(150,634)	-
(Increase) decrease in inventories and supplies	(7,760)	-	-	-	-
(Increase) decrease in prepayments and other assets	7,046	-	-	61,468	-
Increase (decrease) in vouchers payable	(218,166)	32,174	26,473	(381,397)	(421,304)
Increase (decrease) in due to other governmental units	-	(52,540)	-	311,349	(301,184)
Increase (decrease) in due to component units	-	-	-	4,408,650	-
Increase (decrease) in due to other funds	-	-	-	584,290	25,032
Increase (decrease) in unearned revenue	(69,938)	-	1,284	-	-
Increase (decrease) in current portion of other long-term liabilities	-	-	-	-	-
Increase (decrease) in other accrued liabilities	207,884	34,372	(36,357)	1,439,845	86,022
Increase (decrease) in other long-term liabilities	-	-	-	-	-
Net cash provided by (used in) operating activities	<u>\$ (9,834,187)</u>	<u>\$21,028,134</u>	<u>\$ 875,417</u>	<u>\$ 11,958,264</u>	<u>\$ (3,223,098)</u>

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

County of Oakland
Statement of Cash Flows (Continued)
Proprietary Funds
Year Ended September 30, 2013

	Business-Type Activities - Enterprise Funds			Governmental Activities - Internal Service Funds
	Major		Totals	
	S.O.C.S.D.S.	Non-Major Funds	September 30, 2013	
Operating income (loss)	\$ 2,385,240	\$ (9,705,026)	\$ (1,283,010)	\$ 48,248,417
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities				
Depreciation expense	1,326,045	7,907,816	19,174,662	4,626,310
(Increase) decrease in due from other governmental units	1,515,783	(2,638,505)	(3,085,993)	(42,644)
(Increase) decrease in due from component units	-	1,030,625	943,467	(42,207)
(Increase) decrease in accounts receivable	69,473	180,874	1,531,350	(73,138)
(Increase) decrease in due from other funds	-	353,247	212,383	(658,798)
(Increase) decrease in inventories and supplies	-	(43,818)	(51,578)	(60,530)
(Increase) decrease in prepayments and other assets	33,594	(359,805)	(257,697)	(1,095,492)
Increase (decrease) in vouchers payable	(3,690)	(352,793)	(1,318,703)	(2,164,615)
Increase (decrease) in due to other governmental units	1,316,968	240,607	1,515,200	(169,021)
Increase (decrease) in due to component units	-	-	4,408,650	5,336
Increase (decrease) in due to other funds	31,614	43,587	684,523	60,417
Increase (decrease) in unearned revenue	-	-	(68,654)	98,477
Increase (decrease) in current portion of other long-term liabilities	-	-	-	853,727
Increase (decrease) in other accrued liabilities	57,849	50,597	1,840,212	412,647
Increase (decrease) in other long-term liabilities	-	-	-	(81,057)
Net cash provided by (used in) operating activities	<u>\$ 6,732,876</u>	<u>\$ (3,292,594)</u>	<u>\$ 24,244,812</u>	<u>\$ 49,917,829</u>

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

County of Oakland
Statement of Cash Flows (Continued)
Proprietary Funds
Year Ended September 30, 2013

Noncash transactions

Enterprise Funds

Major funds:

Noncash and capital related financing activities included contribution of capital assets in the amount of \$4,891, write-off of \$1,495 (net of accumulated depreciation of \$13,451), and contribution for acquisition of capital assets in the amount of \$54,450 reported in the Accounts Receivable assets account in the Parks and Recreation fund; contribution of capital assets in the amount of \$666,880 in the County Airports fund.

Noncash and non-capital related financing activities included interest expense of \$7,808 reported in the Vouchers Payable liability in the Delinquent Tax Revolving Fund; recording of Contracts Receivable and Unearned Revenue of \$1,172,077 in the County Airports fund, and Special Item reported as Accounts Receivable asset of \$6,471,638 in the Water & Sewer Trust fund for amounts transferred from the City of Pontiac that had been understated at September 30, 2012.

Nonmajor funds:

Noncash and capital related financing activities included contribution of \$2,189,506 in the CLEMIS fund.

Fiduciary Fund Financial Statements

Pension (and Other Postemployment Benefits) Trust Funds - Employee Pension Trust funds accept payments made by the County, invest fund resources, and calculate and pay pensions to beneficiaries. Postemployment benefit trust funds accumulate resources to provide health-related benefits to retired employees, dependents and beneficiaries.

Investment Trust Funds - These funds account for monies from external local units of government, held in a pooled investment portfolio for the benefit of the respective governmental units under contractual arrangement.

Agency Funds - These funds account for assets held by the County in a trustee capacity. Disbursements from these funds are contingent upon the trust agreement or applicable legislative enactment for each particular fund. Agency funds are generally clearance devices for monies collected for others, held briefly, and then disbursed to authorized recipients.

Combining schedules for fiduciary funds are presented, by fund type, in the following sections:

Pension (and other postemployment benefits) trust funds

Investment trust funds

Agency funds

County of Oakland
Statement of Net Position
Fiduciary Funds
September 30, 2013

	Pension (and Other Post- employment Benefits) Trust Funds	Investment Trust Funds	Agency Funds
Assets			
Pooled cash and investments	\$ 14,078,968	\$ 368,134,593	\$ 239,906,359
Cash and cash equivalents	-	-	938,020
Investments, at fair value			
Common stock	649,377,102	-	-
Preferred stock	88,721	-	-
Government securities	498,690,290	-	-
Corporate bonds	172,408,793	-	-
Municipal bonds	1,999,093	-	-
Commingled	323,437,448	-	-
Limited partnerships	278,591,950	-	-
Asset-backed fixed income	15,227,822	-	-
CMO/REMIC investments	7,584,801	-	-
Mortgage-backed securities	34,111,435	-	-
Commercial mortgage-backed securities	23,317,148	-	-
Money market funds	36,667,122	-	-
International common stock	66,741,812	-	-
Equity REIT	20,895,235	-	-
Other	72,901,844	-	-
Total investments	<u>2,202,040,616</u>	<u>-</u>	<u>-</u>
Receivables - interest and dividends	5,449,774		168,482
Prepaid expenses	152,353	-	-
Total assets	<u>2,221,721,711</u>	<u>368,134,593</u>	<u>241,012,861</u>
Liabilities			
Vouchers payable	981,206	-	36,471
Due to other governmental units	-	-	220,120,423
Bonds payable	422,135,000	-	-
Other accrued liabilities	1,735,551	-	20,855,967
Total liabilities	<u>424,851,757</u>	<u>-</u>	<u>241,012,861</u>
Net position			
Held in Trust for Pension and other Postemployment healthcare benefits, and pool participants	<u>\$ 1,796,869,954</u>	<u>\$ 368,134,593</u>	<u>\$ -</u>

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

County of Oakland
Statement of Changes in Net Position
Fiduciary Funds
Year Ended September 30, 2013

	Pension (and Other Post- employment Benefits) Trust Funds	Investment Trust Funds
Additions		
Contributions		
Pool participants	\$ -	\$ 777,381,122
Employer	5,400,095	-
Plan members	717,500	-
Total contributions	6,117,595	777,381,122
Investment income	245,127,628	2,158,552
Other revenue	2,526,708	-
Total additions	253,771,931	779,539,674
Deductions		
Benefits	75,883,927	-
Loan forgiveness	73,335,000	-
Administrative expenses	6,223,589	-
Distribution to pool participants	-	711,832,933
Total deductions	155,442,516	711,832,933
Net increase	98,329,415	67,706,741
Net position held in trust for pension and other postemployment healthcare benefits, and pool participants		
October 1, 2012	1,698,540,539	300,427,852
September 30, 2013	<u>\$ 1,796,869,954</u>	<u>\$ 368,134,593</u>

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

Component Unit Financial Statements

Component Units

Drainage Districts - This component unit consists of many individual districts created for the purpose of alleviating drainage problems. This involves accounting for the resources and costs associated with the construction, maintenance, and financing of the individual drainage districts.

Road Commission - This component unit is responsible for the construction and maintenance of the County's system of roads and bridges, and is principally funded by the State-collected vehicle fuel and registration taxes under Michigan Public Act 51 of 1951.

Combining schedules for Drainage Districts Funds are presented, by fund type, in the Drainage Districts section.

County of Oakland
Statement of Net Position
Component Units
September 30, 2013

	Drainage Districts	Road Commission	Total Component Units
Assets			
Current assets			
Pooled cash and investments	\$ 26,030,897	\$ -	\$ 26,030,897
Cash and cash equivalents	-	43,578,759	43,578,759
Receivables (net of allowance for uncollectibles where applicable)			
Special assessments	-	7,549,159	7,549,159
Due from other governmental units	6,804,851	-	6,804,851
Accrued interest receivable	95,938	-	95,938
Accounts receivable	10,894	18,410,790	18,421,684
Due from primary government	4,413,986	-	4,413,986
Inventories and supplies	-	4,532,368	4,532,368
Prepayments and other assets	-	902,364	902,364
Total current assets	<u>37,356,566</u>	<u>74,973,440</u>	<u>112,330,006</u>
Capital assets, net			
Land and other nondepreciable assets	72,925,116	185,919,574	258,844,690
Land improvements, net	-	121,412	121,412
Buildings and improvements, net	-	9,368,060	9,368,060
Equipment and vehicles, net	-	2,337,690	2,337,690
Infrastructure, net	449,631,065	537,341,135	986,972,200
Total capital assets, net	<u>522,556,181</u>	<u>735,087,871</u>	<u>1,257,644,052</u>
Noncurrent assets			
Net pension asset	-	2,240,191	2,240,191
Special assessments receivable	224,386,678	-	224,386,678
Total assets	<u>784,299,425</u>	<u>812,301,502</u>	<u>1,596,600,927</u>
Liabilities			
Current liabilities			
Vouchers payable	3,532,780	7,044,025	10,576,805
Due to other governmental units	14,027,238	-	14,027,238
Due to primary government	842,603	9,708	852,311
Unearned revenue and advances	70,579,933	6,867,588	77,447,521
Accrued interest payable	32,035	10,000	42,035
Current portion of long-term debt	14,075,000	1,445,300	15,520,300
Other accrued liabilities	2,801,807	3,206,239	6,008,046
Total current liabilities	<u>105,891,396</u>	<u>18,582,860</u>	<u>124,474,256</u>
Bonds and notes payable	196,596,889	1,000,000	197,596,889
Accrued compensated absences	-	2,666,700	2,666,700
Claims and judgments	-	1,501,733	1,501,733
Other postemployment benefits	-	14,783,249	14,783,249
Total liabilities	<u>302,488,285</u>	<u>38,534,542</u>	<u>341,022,827</u>
Net position			
Net investment in capital assets	311,884,292	733,587,871	1,045,472,163
Restricted for			
Special revenue	8,227,943	-	8,227,943
Debt service	154,579,978	-	154,579,978
Unrestricted	7,118,927	40,179,089	47,298,016
Total net position	<u>\$ 481,811,140</u>	<u>\$ 773,766,960</u>	<u>\$ 1,255,578,100</u>

The accompanying notes are an integral part of the financial statements

**County of Oakland
Statement of Activities
Component Units
Year Ended September 30, 2013**

	Program Revenue					Total Component Units
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Drainage Districts	Road Commission
Functions/Programs						
Drainage Districts	\$ 84,925,487	\$ 79,299,685	\$ -	\$ 22,940,808	\$ 17,315,006	\$ -
Road Commission	92,753,956	15,940,268	60,501,689	38,589,282	-	22,277,283
Total component units	<u>\$ 177,679,443</u>	<u>\$ 95,239,953</u>	<u>\$ 60,501,689</u>	<u>\$ 61,530,090</u>	<u>17,315,006</u>	<u>22,277,283</u>
General Revenue						
Unrestricted investment earnings					156,655	640,460
Change in net position					<u>17,471,661</u>	<u>22,917,743</u>
Net position						
Beginning					464,339,479	750,849,217
Ending					<u>\$ 481,811,140</u>	<u>\$ 773,766,960</u>
						<u>1,215,188,696</u>
						<u>\$ 1,255,578,100</u>

The accompanying notes are an integral part of the financial statements

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

1. Summary of Significant Accounting Policies

The basic financial statements of Oakland County (the County) have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles, which are primarily set forth in the GASB's Codification of Governmental Accounting and Financial Reporting Standards (GASB Codification). The more significant of the County's accounting policies are described below.

The Financial Reporting Entity

As defined by generally accepted accounting principles established by the GASB, the financial reporting entity consists of the primary government, as well as its component units, which are legally separate organizations for which the elected officials of the primary government are financially accountable. Financial accountability is defined as appointment of a voting majority of the component unit's board, and either (a) the ability to impose will by the primary government, or (b) the possibility that the component unit will provide a financial benefit to or impose a financial burden on the primary government.

The accompanying financial statements present Oakland County (the Primary Government) and its component units. The County's Parks and Recreation Commission is not legally separate from the County, nor does it possess separate corporate powers. As such, the financial data of the County's Parks and Recreation Commission have been included with the financial data of the Primary Government. The financial data of the component units are included in the County's reporting entity because of the significance of their operational or financial relationships with the County.

Blended Component Unit

A blended component unit is a legally separate entity from the County, but is so intertwined with the County that it is, in substance, the same as the County. It is reported as part of the County and blended into the appropriate funds.

- ***Oakland County Building Authority (the Authority)*** – A five-person authority is appointed by the Oakland County Board of Commissioners, and its activity is dependent upon Board actions. The purpose of the Authority is to finance, through tax-exempt bonds, the construction of public buildings for use by the County, with the bonds secured by lease agreements with the County and retired through lease payments from the County. The Oakland County Building Authority is reported as if it were part of the primary government because its sole purpose is to finance the construction of the County's public buildings. The Authority's activity is reported in various Debt Service funds (designated by the caption "Building Authority"), and the Building Improvement Fund, a capital projects fund.

Separate financial statements for the Authority are not published.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Discretely Presented Component Unit

A discretely presented component unit is an entity that is legally separate from the County but for which the County is financially accountable, or its relationship with the County is such that exclusion would cause the County's financial statements to be misleading or incomplete. These component units are reported in separate columns to emphasize that they are legally separate from the County.

- ***Road Commission for Oakland County (Road Commission)*** – The Road Commission is governed by three appointees of the County Board of Commissioners who are not County Board members. The Road Commission is responsible for the construction and maintenance of the County's system of roads and bridges, and is principally funded by State-collected vehicle fuel and registration taxes under Michigan Public Act 51 of 1951. The County has budgetary control and appropriation authority over its activities; however, such has not been exercised. The Road Commission's primary activities, which are as of and for the year ended September 30, 2013, are reported discretely as a governmental fund type - Special Revenue fund. The Road Commission Retirement System, which is as of and for the year ended December 31, 2013, is not reported in the financial statements of Oakland County.
- Complete financial statements of the Road Commission, which include the Road Commission Retirement System and its separately issued statements, can be obtained from its administrative offices as follows:

Road Commission for Oakland County
31001 Lahser Road
Beverly Hills, Michigan 48025

- ***Drainage Districts*** – This component unit consists of 179 individual districts created under Chapters 20 and 21 of Michigan Public Act 40 of 1956, for the purpose of alleviating drainage problems. This involves the construction, maintenance, and financing necessary to account for the cost of the drainage district. The individual districts, each a separate legal entity with power to assess the benefiting communities, is governed by the Drain Board for Oakland County, which consists of the Oakland County Water Resources Commissioner, the Chairman of the Oakland County Board of Commissioners, and the Chairperson of the Finance Committee of the Board of Commissioners. Assessments are made against the applicable municipalities within each district, including the Road Commission for Oakland County and the State of Michigan for road drainage. All activities of the various drainage districts are administered by the Oakland County Water Resources Commissioner. However, the drainage districts are not subject to the County's appropriation process. Because of the relationship between the component unit and the primary government, it would be misleading to exclude the Drainage Districts' Component Unit from the financial statements of Oakland County.
- The financial activities of the Drainage Districts as of and for the year ended September 30, 2013 are reported discretely as a governmental fund type. There are no separately issued financial statements of this component unit, although financial information for the specific drainage districts may be obtained from:

Oakland County Water Resources Commissioner
#1 Public Works Drive
Waterford, Michigan 48328

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Basic (Government-wide) and Fund Financial Statements – GASB Statement No. 34

GASB Statement No. 34 establishes standards for external financial reporting for state and local governments and requires that net assets be classified for accounting and reporting purposes into the following three categories:

- **Net investment in capital assets** consists of capital assets, net of accumulated depreciation and reduced by outstanding balances for bonds, notes, and other debt that are attributed to the acquisition, construction or improvement of those assets.
- **Restricted net position** results when constraints placed on net position use are either externally imposed by creditors, grantors, contributors and the like, or imposed by law through constitutional provisions or enabling legislation.
- **Unrestricted net position** consists of net position which does not meet the definition of the two preceding categories. Unrestricted net position often is designated to indicate that management does not consider them to be available for general operations. Unrestricted net position often has constraints on resources which are imposed by management, but can be removed or modified.

The basic financial statements include both government-wide (based on the County as a whole) and fund financial statements. While the previous financial reporting model emphasized fund types (the total of all funds of a particular type) in the new financial reporting model, the focus is on either the County as a whole, or major individual funds (within the fund financial statements). Both the government-wide and fund financial statements (within the basic financial statements) categorize primary activities as either governmental or business-type. In the government-wide Statement of Net Position, both the governmental and business-type activities columns (a) are presented on a consolidated basis by column, and (b) are reflected, on a full accrual, economic resource basis, which incorporates long-term assets and receivables as well as long-term debt and obligations.

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

The government-wide Statement of Activities reflects the degree to which direct expenses that are clearly identifiable with a given functional category (General Government, Public Safety, Justice Administration, Citizen Services, Public Works, Recreation and Leisure, and Commerce and Community Development) are offset by program revenue. Program revenue includes 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or category, restricted investment earnings, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular functional category. The operating grants include operating-specific and discretionary (either operating or capital) grants while the capital grants column reflects capital-specific grants. Property taxes and certain intergovernmental revenue are reported instead as general revenue, which are used to cover the net cost of the various functional categories of the County.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

The County policy is to eliminate internal activity from the Statement of Activities. This policy dictates the elimination of indirect expenses, but not direct expenses. The exception to this general rule is activities between funds reported as governmental activities and funds reported as business-type activities (i.e., billings for services or products by internal service funds to Enterprise Funds).

The County does not currently employ an indirect cost allocation system. Rather, an administrative service fee is charged by the General Fund to the other operating funds to address General Fund services such as finance, personnel, purchasing, legal, administration, etc. This is treated like a reimbursement, eliminating revenue and expenses on the Statement of Activities.

This government-wide focus is more on the sustainability of the County as an entity and the change in aggregate financial position resulting from the activities of the fiscal period.

The fund financial statements are, in substance, very similar to the financial statements presented in the previous financial reporting model. Emphasis here is on the major funds in either the governmental or business-type categories. Non-major funds (by category) are summarized into a single column.

The governmental funds statements in the fund financial statements are presented on a current financial resource and modified accrual basis of accounting. Since the governmental fund statements are presented on a different measurement focus and basis of accounting than the government-wide statements governmental column, a reconciliation is presented on the page following each statement, which briefly explains the adjustments necessary to reconcile the fund-based financial statements into the full accrual governmental column of the government-wide presentation.

Internal service funds of a government (which traditionally provide services primarily to other funds of the government) are presented, in summary form, as part of the proprietary fund financial statements. Since the principal users of the internal services are the County's governmental activities, financial statements of internal service funds are consolidated into the governmental column when presented at the government-wide level. The costs of these services are allocated to the appropriate functional activity. When appropriate, surplus or deficits in the internal service funds are allocated back to the various users within the entity-wide Statement of Activities.

The County's fiduciary funds (which have been redefined and narrowed in scope) are presented in the fund financial statements by type. Since, by definition, these assets are being held for the benefit of third parties (pension participants and others) and cannot be used to finance activities or obligations of the government, these funds are not incorporated into the government-wide statements.

The focus of the entity-wide financial statements under the new reporting model is to present the County as a whole. The focus of the Fund Financial Statements is on the major individual funds of the governmental and business-type categories, as well as the fiduciary funds (by category), and the component units. Each presentation provides valuable information that can be analyzed and compared (between years and between governments) to enhance the usefulness of the information.

Basis of Presentation – Fund Accounting

Funds are used to report the County's financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain government functions or activities. A fund is a separate accounting entity with a self-balancing set of accounts.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

The County reports the following major governmental funds:

The General Fund is the County's primary operating fund. It accounts for all financial resources except those required to be accounted for in another fund. Revenue is primarily derived from property taxes, state and federal distributions, and charges for services.

The Building Authority Debt Act 31 Fund was established to accumulate the resources for payment of bonded debt issued for the construction of, or improvement to various facilities. This also includes debt issued as assistance in obtaining favorable lending rates for other units of government within the County.

The Water and Sewer Refunding Debt Act 342 Fund accounts for the accumulation of resources, mainly special assessments against benefiting municipalities, for the payment of bonded debt issued for construction of various water and sewer systems in Oakland County.

The County reports the following major enterprise funds:

The Parks and Recreation Fund accounts for the operation of the Oakland County parks system.

The Delinquent Tax Revolving Fund accounts for money advanced to the County and other local units of government for unpaid property taxes, and the subsequent collection of delinquencies.

The County Airports Fund was created to account for operations of the County's airports.

The Water and Sewer Trust Fund accounts for the collection of resources for the operation of various water and sewer systems maintained by the County, rather than the respective individual municipalities.

The Evergreen-Farmington S.D.S. (Sewage Disposal System) Fund was established to record the operations and maintenance of the system, which is used to move sewage to the City of Detroit for treatment. Costs are recovered by developing rates and billing the municipalities serviced.

The Southeastern Oakland County S.D.S (S.O.C.S.D.S.) Fund was established to record the operations and maintenance of the system, which is used to move sewage and storm water to the City of Detroit for treatment. Costs are recovered by developing rates and billing the municipalities being served.

Additionally, the County reports the following fund types:

Governmental Fund Types

Special Revenue Funds are used to ensure that specified resources (other than expendable trusts and funds for major capital improvements) are used as required by legal, regulatory, and/or administrative provisions. Included within the Special Revenue Funds are programs for care of children, drain maintenance, and certain grant operations involving public health, employment training, community development, environmental infrastructure programs, and other grants.

Debt Service Funds account for the financing resources and payment of current principal and interest on debt. Debt Service Funds account for servicing of general long-term debt of various building authority debt issues, and debt associated with local water and sewer obligations upon which there are County guarantees.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Capital Projects Funds account for the acquisition, construction, and renovation of major capital facilities other than those financed by proprietary funds.

Proprietary Fund Types

Internal service funds account for goods and services provided to departments, funds, and governmental units on a cost-reimbursement basis. Included within the internal service funds are certain fringe benefits provided to County employees which include health, workers' compensation, unemployment compensation, information technology, various equipment revolving funds, and central service-type operations.

Enterprise Funds, business-type activities, report operations for services to the general public, financed primarily by user charges intended to recover the cost of services provided, and include three airports, four sewage disposal systems, parks and others.

As a general rule, the effect of inter-fund activity has been eliminated from the government-wide financial statements. The exception to this general rule is activities between funds reported as governmental activities and funds reported as business-type activities.

Amounts reported as program revenue include 1) charges for customers for goods supplied or services provided, 2) operating grants and contributions, and 3) capital grants and contributions. Internally dedicated resources, as well as taxes, are reported as general revenue rather than as program revenue.

Proprietary funds distinguish operating revenue and expenses from non-operating items. Operating revenue and expenses generally result from providing goods and services in connection with a proprietary fund's principal ongoing operations. Operating expenses for enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation of capital assets. Revenue and expenses not meeting this definition are reported as non-operating revenue and expenses.

Fiduciary Fund Types

Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Oakland County's fiduciary funds include Pension (and other post-employment benefits) Trust funds to account for retirees' retirement and medical benefits; Investment Trust funds, which report funds deposited by and invested for local units of government; and Agency funds, which account for assets held in trust by the County for others. These funds are not reflected in the government-wide financial statements because the resources of the funds are not available to support the programs of Oakland County.

Basis of Accounting

- **Primary government** - The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. Governmental funds are accounted for using a current financial resources measurement focus. With this measurement focus, only current assets, except for certain miscellaneous receivables and special assessments, and current liabilities are included on the balance sheet. Governmental funds are used to account for all or most of the County's general activities, including the collection and disbursement of earmarked resources and the servicing of long-term debt.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

- Proprietary, Pension Trust, and Investment Trust Funds are accounted for on a flow-of-economic-resources measurement focus. All assets and liabilities are included on the Statement of Net Position with the balance classified as net position. Proprietary funds account for activities similar to those found in the private sector, where the determination of net income is necessary or useful for sound financial administration.
- The financial statements have been prepared in conformity with generally accepted accounting principles. Governmental funds use the modified accrual basis of accounting, which recognizes revenue in the accounting period in which they become susceptible to accrual, generally when they become both measurable and available. Property taxes are levied on December 1 and July 1 of each year (see Note 4) and are recognized as revenue in the fiscal year during which they are levied, and interest associated with the current fiscal period is considered to be susceptible to accrual and has been recognized as revenue of the current fiscal period. Only the portion of special assessment receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period. Other revenue is considered to be available when anticipated to be collected within 60 days of the end of the fiscal period. Expenditures are recorded when the related fund liability is incurred, except debt service expenditures, which are recorded when paid.
- Proprietary, Pension Trust, and Investment Trust Funds use the accrual basis of accounting. Under this method, revenue is recorded when earned and expenses are recorded at the time liabilities are incurred. Agency funds, which report only a Statement of Net Position, use the accrual basis of accounting.

Discretely Presented Component Units

The Road Commission uses the current financial resources measurement focus for its governmental fund-type activities. The governmental fund type is used to account for all of the Road Commission's activities, including the collection and disbursement of earmarked resources and the servicing of long-term debt. Revenue and expenditures are recorded under the modified accrual basis of accounting, and, as such, revenue is recorded when measurable and available, and earned. Project-related revenue is recognized as related costs are incurred, except for interest on long-term debt, which is recorded when paid.

The Drainage Districts use the current financial resources measurement focus for their activities. The governmental fund type is used to account for all of the Drainage Districts' activities, including the financing of the cost of construction and maintenance of Drainage Districts and servicing of long-term debt. Revenue and expenditures are recorded under the modified accrual basis of accounting, and as such, revenue is recorded when measurable and available, and earned. Project-related revenue is recognized as related costs are incurred, except for debt service expenditures, which are recorded when paid.

Budgets

Budgets and budgetary accounting are on the modified accrual basis, which is consistent with generally accepted accounting principles (GAAP basis) in that property tax revenue is recognized when made available by Board resolution. The budget was legally adopted by the Board of Commissioners prior to September 30, 2012 and presented in a separate document. Appropriation budgets were adopted for the General Fund and the following Special Revenue funds: Child Care and Social Welfare-Foster Care. Appropriations lapse at the end of the year. Project-length financial plans are budgeted for the remainder of the Special Revenue funds and for all Debt Service and Capital Projects funds. Budget and actual comparisons for such funds are not reported in the financial statements because annual budgets are not prepared.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Encumbrances are recorded at the time that purchase orders and contracts are issued. The encumbrances are liquidated when the goods or services are received. Unliquidated encumbrances at the end of the year are set aside as assigned within fund balance. In the succeeding year, the encumbrances are re-appropriated by the Board of Commissioners to cover the unliquidated encumbrances included in fund equity.

Pooled Cash and Investments

The County maintains a cash and investment pool for all funds except the pension trust funds, the Interim Retiree Medical Benefits Trust fund, and two agency funds (Jail Inmate Trust and District Court Trust), in order to maximize investment earnings. Investments of the pool are not segregated by fund but each contributing fund's balance is treated as equity in the pool. For funds not in the pool, cash equivalents are considered to be demand deposits and short-term investments with an original maturity date of three months or less from the date of acquisition.

Cash overdrafts occurring in funds participating in pooled cash accounts at September 30, 2013 have been reclassified as a "due to other funds," and a corresponding "due from other funds" was established in the General Fund. Similarly, negative accrued interest receivable caused by negative cash balances is also reclassified at year end as an inter-fund liability.

The County's investments are stated at fair value, which is determined by using quoted market rates, if the investment is traded on a recognized stock exchange. There are no derivative instruments or products in the County's non-pension investment portfolio at September 30, 2013.

Pooled investment income is allocated to all funds based on the respective share of their average daily balances. Interest charges for funds with negative balances are reported as negative interest income.

Inter-fund Receivables/Payable

During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. Short-term receivables and payables resulting from such transactions are classified as "due from other funds" or "due to other funds" on the balance sheet.

Non-current portions of long-term inter-fund loan receivables are reported as advances and are offset equally by a reservation of fund balance.

Inventories

Inventories in proprietary funds, except for the Facilities Maintenance and Operations fund, an Internal Service fund, are stated at cost or market using the first-in, first-out method. Inventories in the Facilities Maintenance and Operations fund are stated at cost or market using the average-cost basis.

Prepayments

Payments made for services that will benefit periods beyond September 30, 2013 are recorded as prepayments using the consumption method.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Capital Assets

Capital assets, which include land, buildings, equipment and infrastructure assets (e.g., roads, drains, and similar items), are reported in the government-wide statements and applicable proprietary fund financial statements. Capital assets that are used for governmental activities are only capitalized in the government-wide statements and fully expended in the government funds. The County established capitalization thresholds for capital assets of \$5,000. Capital assets are stated at cost or, if donated, at estimated fair market value at the time of donation. In some instances, capital asset historical costs were not available; therefore, the costs of these assets at the dates of acquisitions have been estimated. Expenditures materially extending the life of capital assets are capitalized. Interest incurred during construction is only capitalized in proprietary funds. Capital assets are depreciated over their useful lives, using the straight-line depreciation method. Infrastructure ("public domain") assets, including roads, bridges, sanitary sewers, drains, curbs, and gutters, are capitalized.

The County's estimated useful lives of the major classes of property and equipment follow:

Class	Years
Land improvements	10-15
Buildings and improvements	35-45
Equipment and vehicles	3-10
Sewage disposal systems	40-50
Infrastructure	10-75

Capital assets used in the general operation of the Road Commission are depreciated under various methods, including straight-line and sum-of-the-years digits.

Compensated Absences

Compensated absences (vested sick and annual leave) of the Primary Government that are allowed to accumulate are charged to operations in the Fringe Benefit fund (an Internal Service fund) as the benefits accrue. Compensated absences for the Road Commission are accrued when incurred in the government-wide financial statements. A liability for these amounts is reported in the governmental funds only for employee terminations as of year end.

No liability is recorded for non-vesting accumulating rights to receive sick pay benefits for the Primary Government and Component Units.

Pension and Other Postemployment Benefit Costs

The County offers both pension and retiree healthcare benefits to retirees. The County receives an actuarial valuation to compute the annual required contribution (ARC) necessary to fund the obligation over the remaining amortization period. In the governmental funds, pension and OPEB costs are recognized as contributions are made. For the government-wide statements, the County reports the full accrual cost equal to the current year required contribution, adjusted for interest and "adjustment to the ARC" on the beginning of year balance, if any.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Fund Equity

In the fund financial statements for the governmental fund reports, the following are the components of fund balance.

- Nonspendable, includes amounts that cannot be spent.
- Restricted, amounts that are restricted to specific purposes externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or imposed by law through enabling legislation.
- Committed, amounts that can only be used for specific purposes pursuant to constraints imposed by formal resolution of the Board of Commissioners, the County's highest level of decision-making authority.
- Assigned, amounts that are constrained by the County's intent to be used for specific purposes, but are neither restricted nor committed. These assignments are authorized by the Board of Commissioners.
- Unassigned is the residual classification of the General Fund, and the reporting of any negative fund balance of a governmental fund.

When an expense is incurred for purposes for which both restricted and unrestricted net position or fund balance are available, the County's policy is to first apply restricted resources. When an expense is incurred for purposes for which amounts in any of the unrestricted fund balance classifications could be used, it is the County's policy to spend funds in this order: committed, assigned, and unassigned.

Deferred Inflows of Resources

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The government has only one type of item, which arises only under a modified accrual basis of accounting, that qualifies for reporting in this category. Accordingly, the item, unavailable revenue, is reported only in the governmental funds balance sheet. The governmental funds report unavailable revenues from three sources: property taxes, contracts, and special assessments. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available.

Property taxes levied are used to finance the expenditures of the current fiscal period (October 1, 2012 through September 30, 2013) and are reported as revenue in the financial statements. Amounts not collected within 60 days of the end of the fiscal year are considered unavailable for the current period, and are reported as deferred inflows.

Use of Estimates

The preparation of the basic financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the basic financial statements, September 30, 2013. These estimates and assumptions also affect the reported amounts of revenue and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

2. Legal Compliance - Budgets

The Board of Commissioners has established the legal level of control by control groups, as outlined in the County's General Appropriations Act. This act states that expenditures shall not exceed the total appropriations for personnel expenditures (salaries, overtime, and fringes), operating expenditures, and internal support expenditures (Internal Service fund charges), respectively, by department. Budgets are adopted and presented on the GAAP basis of accounting.

The Board of Commissioners is authorized to make amendments to the various budgets as deemed necessary. Current year supplemental budgetary appropriations were not material. Funds that receive an appropriation and can therefore be defined as those with an appropriated, annual, legally adopted budget are the General Fund and the following Special Revenue funds: Child Care and Social Welfare-Foster Care. The budgetary comparison for the General Fund is presented in the Required Supplementary Information. Child Care and Social Welfare Foster Care funds are presented in the Special Revenue Funds section.

Transfers within and between budgeted funds and departments may be made by the Fiscal Officer (Director of Management and Budget Department) in the following instances:

- (a) Transfers may be made from the non-departmental overtime reserve account and fringe benefit adjustment account to the appropriate departmental budget as specific overtime requests are reviewed and approved by the Fiscal Officer. Additionally, overtime appropriations may be transferred between divisions within a department at the request of the department head, if authorized by the Fiscal Officer or designee.
- (b) Transfers may be made from the non-departmental appropriation reserve accounts for maintenance department charges and miscellaneous capital outlay to the appropriate departmental budgets as specific requests for these items are reviewed and approved by the Fiscal Officer.
- (c) Transfers may be made from the non-departmental appropriation reserve accounts, emergency salaries, and summer help as specific requests for these items are reviewed and approved by the Director of the Human Resources Department.

At year end, the Board of Commissioners adopts a resolution which authorizes and closes amounts exceeding the original appropriation against the balances in other appropriations and closes the remaining balance to the General Fund's "Unassigned Fund Balance."

During the year, the County incurred expenditures over certain appropriations which are presented at the legal level of control as follows:

	Appropriation	Expenditures	Excess Expenditures
Special Revenue Funds			
Child Care			
County Executive			
Human Services			
Personnel expenditures	\$ 14,847,367	\$ 14,925,690	\$ 78,323
Justice administration			
Circuit Court			
Personnel expenditures	1,243,190	2,210,120	966,930

These excess expenditures were closed against other appropriation balances in accordance with the County's policy and approved by a Board of Commissioners' resolution in fiscal year 2014.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

3. Deposits and Investments

The County has deposits and investments which are maintained for its primary government, component unit and fiduciary fund types.

For the primary government, the County manages its investments in a pool format which is used by all County funds. Share value is maintained at \$1, with interest rates floating daily. Investment income is allocated back to County funds based on their share of the pool which is calculated on their average daily cash balance.

For its pool, the County only uses federal and state-chartered banks and savings institutions, which are members of the FDIC, and have a location in the state of Michigan. All deposits and investments for the pool are held in the County's name and tax ID number.

The County Treasurer is permitted to offer an investment option to local units of government within the County, called the Local Government Investment Pool (LGIP). Contracted participant deposits are treated just like County funds and receive a share of earnings based on their average daily cash balance. The LGIP is not subject to regulatory oversight, is not registered with the SEC, and does not issue a separate report. The LGIP is managed as a 2(a)7 fund with its net asset value maintained at \$1. Fair value of the position in the pool is the same as the value of the pool shares. The LGIP has not provided or obtained any legally binding guarantees during the period to support the value of the shares. Investments are valued monthly.

Deposits

It is County policy to review and verify a bank's creditworthiness through a system of ratio analysis and from information provided by several third-party sources. In addition, the County places concentration limits on banks based on creditworthiness resulting from both the ratio analysis and third-party information.

Custodial Credit Risk – Deposits. Custodial credit risk for deposits is the risk that in the event of a bank failure, the County's deposits may not be returned.

As of September 30, 2013, the bank balance of the County's deposits was \$724,142,196. Insured deposits were \$4,000,000, and the remaining \$720,142,196 was uninsured, uncollateralized, and held in the County's name.

The Drainage District's component unit's cash, deposits and investments are maintained in pooled accounts of the County; therefore, their amount of insurance would be allocated to the Drainage District's deposits based on their prorated share of the investment portfolio.

The County's Investment Policy allows for the use of bank deposits including certificates of deposit. The only limitation placed on bank deposits is that they cannot exceed 60% of the total investment portfolio. In addition, the County's investment policy limits the investment with any single financial institution to 15%.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

At September 30, 2013, the Road Commission component unit had \$9,261,034 of bank deposits (checking and savings accounts) that were uninsured and uncollateralized. The Road Commission believes that due to the dollar amounts of cash deposits and the limits of FDIC insurance, it is impractical to insure all deposits. However, only those institutions with an acceptable estimated risk level are used as depositories.

Investments - Internal Investment Pool

Investments, except those of the Retirement Systems, Interim Retiree Medical Benefits Trust and Deferred Compensation Plan, are administered by the Treasurer under guidelines established by Act 20 of the Michigan Public Acts of 1943, as amended and the Investment policy as adopted by the County's Board of Commissioners. The County's Investment Policy is more restrictive than state law and allows for the following instruments:

1. Bonds, securities, and other obligations of the United States or an agency or instrumentality of the United States.
2. Certificates of deposit, savings accounts, deposit accounts, or depository receipts of Michigan financial institutions.
3. Commercial paper rated at the time of purchase at the *highest* classification established by not less than 2 standard rating services and that matures not more than 270 days after the date of purchase.
4. Repurchase agreements consisting of instruments in subdivision 1. The PSA Master Repurchase Agreement prototype agreement shall be employed with appropriate supplemental provisions regarding security delivery, security substitutions, and governing law. A signed Repurchase Agreement must be on file before entering into a repurchase transaction.
5. Bankers' acceptances of United States banks.
6. Obligations of this state or any of its political subdivisions that at the time of purchase are rated as investment grade by not less than 1 standard rating service.
7. Obligations described in subdivisions 1 through 6 if purchased through an inter-local agreement under the Urban Cooperation Act of 1967.
8. Investment pools organized under the Surplus Funds Investment Pool Act, PA 367 of 1982.
9. Investment pools organized under the Local Government Investment Pool Act, PA 121 of 1985.
10. Mutual funds registered under the Investment Company Act of 1940 with authority to only purchase investment vehicles that are legal for direct investment by a Michigan public corporation. Investment is limited to mutual funds that maintain a net asset value of \$1.00 per share.

County of Oakland
Notes to Basic Financial Statements
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As of September 30, 2013, the County had the following deposit and investment types in its internal investment pool.

Deposit and Investment Type	Market Value	Weighted Average Maturity (days)
Certificates of Deposit (1)	\$ 299,312,870	304
Commercial Paper	94,800,082	158
Deposit Accounts (1)	424,829,326	1
Money Market Investment Pools	2,803	1
MI Government Coupon	76,356,815	4,744
U.S. Agencies	508,742,427	1,102
Total Market Value of Internal Investment Pool	\$ 1,404,044,323	
Weighted Average Maturity of Internal Investment Pool (in days)		711

(1) These items are considered deposits and not investments. They are presented here to give a clear picture of the investment pool's overall weighted average maturity.

Credit Risk – The County had \$508,742,427 invested in U.S. government securities which are rated AA+ by Standard & Poor's and Aaa by Moody's. The County had \$76,356,815 in Municipal bonds rated Aaa by Moody's and AA+ by Standard & Poor's. State law limits investments in commercial paper to the top two ratings issued by a nationally recognized statistical rating organization (NRSRO). It is the County's policy to further limit its investments in commercial paper to only the top rating as issued by NRSROs. As of September 30, 2013, the County had \$94,800,082 in commercial paper rated A1 by Standard & Poor's and P1 by Moody's. The County's investment policy is silent on the use of rated versus unrated money market funds. In addition, there is no rating level requirement for unrated money market funds.

Custodial Credit Risk – Investments is the risk that, in the event of the failure of the counterparty, the County will not be able to recover the value of its investments that are in the possession of another side party. The County's Investment Policy requires that all investment transactions (including collateral for repurchase agreements) be conducted on a delivery-versus-payment (DVP) basis. Securities shall be held by a third-party custodian, as designated by the County Treasurer, and shall be evidenced by a safekeeping receipt. As of September 30, 2013, \$679,899,324 in investments, at fair value, was held in third-party safekeeping in the County's name.

The County also invests in money market funds that have their securities safe kept with a third party selected by the counterparty. However, the pool's securities are held in trust for the participants of the fund and are not available to the counterparty if the counterparty should happen to fail. We believe this arrangement satisfies the County's investment policy safe-keeping requirement.

Concentration of Credit Risk – Investments. On September 30, 2013, the County had investments of 5% or more, of the total portfolio, with the following U.S. agency issuers: Fannie Mae 12.76%, Federal Home Loan Bank 10.12%, Freddie Mac 9.44%. No other issuer exceeded 5% of the total portfolio.

County of Oakland
Notes to Basic Financial Statements
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Interest Rate Risk – To limit its exposure to fair value losses from rising interest rates, the County's Investment Policy states the County will not directly invest in securities that mature more than three years from date of purchase; however, securities exceeding the three-year limitation may be purchased provided maturity dates coincide with the expected use of the funds. As of September 30, 2013, the internal investment pool had a weighted average maturity of 711 days and the longest investment maturity in the portfolio was 4,930 days (13.5 years).

Investments – Pension Trust Funds

The Pension Trust Funds and the Intermediate Retirees' Medical Benefits Trust Fund investments are made in accordance with Act 55 of the Michigan Public Acts of 1982, as amended, and are limited to no more than 65 percent in common stock. In addition, no investments, loans, or leases are with parties related to the pension plan.

Pension investments are made through the use of Investment Advisors which are selected and retained by the Retirement and Deferred Compensation Board (PERS, VEBA and IRMB). The advisors serve at the leisure of the Board as provided by investment agreements. At September 30, 2013, the Primary Government's Pension Trust fund had 21 investment advisors. Investments are held in street name by safekeeping agents under formal trust agreements and/or in the Retirement Systems' name.

As of September 30, 2013, the County had the following investment types in its Retirement System and other postemployment benefits trust funds:

Investment Type	Fair Value	Percentage	Average Duration (In Years)
Government Bonds	\$ 495,182,764	22.28 %	1.27
Asset-Backed Fixed Income	14,633,863	0.67	2.99
Commercial Mortgage-Backed Securities	22,453,891	1.01	1.70
Mortgage-Backed Securities	32,005,324	1.44	2.27
Municipal Bonds	1,999,093	0.09	N/A
Corporate Bonds	183,920,599	8.28	9.10
CMO/REMIC Investments	7,389,560	0.33	6.10
Common Stock	649,979,281	29.25	N/A
Equity ADR	2,313,296	0.10	N/A
Equity REIT	20,895,235	0.94	N/A
Exchange Traded Funds	1,286,322	0.06	N/A
International Common Stock	56,524,694	2.54	N/A
International Government Bonds	12,826,095	0.58	N/A
Investment Companies-Mutual Funds	70,591,225	3.18	N/A
Money Market Funds	33,333,097	1.50	0.05
Short Term Investments	14,807,339	0.67	N/A
Real Estate	4,817	0.00	N/A
Investment Companies-Commingled Funds	323,437,448	14.55	N/A
Limited Partnership	278,591,951	12.54	N/A
Alternative Investments	95	0.00	N/A
Preferred Stock	88,721	0.00	N/A
Total	\$ 2,222,264,710	100.0 %	

County of Oakland
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Credit Risk. The Board's adopted Statement of Investment Goals and Objectives (SIGO) states that no non-convertible bonds and convertible securities are authorized for purchase. In addition, no more than 10% of the total value of the portfolio, at the time of purchase, may be held in non-investment grade bonds as rated by Moody's and/or Standard & Poor's. Ninety percent of the total value of the portfolio must have a quality rating of A or better by Moody's and Standard & Poor's. For any security held in the portfolio that drops below investment grade as rated by Moody's or Standard & Poor's, the investment manager is to advise the Board of that fact along with a buy/hold recommendation. The Board shall then instruct the investment manager as to which action should be taken. As of September 30, 2013, debt obligation investments held in the retirement system had the following ratings:

Fair Value	Percentage	Ratings	
		Moody's	S&P
\$374,199,096	36.07 %	Aaa	AAA
75,342,349	7.26	Aa1	AA+
14,857,163	1.43	Aa2	AA
13,418,231	1.29	Aa3	AA-
22,501,747	2.17	A1	A+
31,269,047	3.02	A2	A
34,785,186	3.35	A3	A-
14,814,392	1.43	Baa1	BBB+
15,121,647	1.46	Baa2	BBB
22,254,604	2.15	Baa3	BBB-
4,584,776	0.44	Ba1	BB+
5,729,835	0.55	Ba2	BB
9,453,200	0.91	Ba	BB-
3,433,970	0.33	B2	B+
3,667,082	0.35	Ba3	B
1,469,025	0.14	B1	B-
390,598,371	37.65	NR	NR
<u>\$1,037,499,721</u>	<u>100.00 %</u>		

Custodial Credit Risk is the risk associated that in the event of the failure of the counterparty, the Retirement System would not be able to recover the value of its investments that are in the possession of another side party. The Retirement System's Statement of Investment Goals and Objectives (SIGO) requires that all investment transactions shall be conducted through a custodian that will act as the system's third party. Securities shall be held by the custodian, as designated by the Retirement Boards, and shall be evidenced by a custodial report. As of September 30, 2013, \$2,222,164,710 in investments was held in third-party safekeeping in the County's name.

Concentration of Credit Risk. The Board's adopted Statement of Investment Goals and Objectives (SIGO) states that no more than 5% of the assets of the Retirement System's portfolio may be invested in the fixed-income obligations of any one corporation or its affiliates and no more than 10% may be invested in the equity of any one corporation or its affiliates. Further, for fixed-income investments, no more than 10% of the assets of the portfolio may be invested in the securities of any governmental agency that is not fully backed by the U.S. government. No limitation applies to obligations of the United States Treasury or any fully guaranteed agency of the federal government.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

For equities, holdings of all securities of an industry group should not exceed 25% of the portfolio at cost. ADRs should not exceed a maximum of 10% of the portfolio at cost and shall be further limited to Canadian securities and non-U.S. domiciled corporations issuing U.S. securities. As of September 30, 2013, as reported by the system's investment managers, no holdings exceed any of the Board's adopted limits.

Interest Rate Risk - The Board's adopted Statement of Investment Goals and Objectives (SIGO) places no limitation on the system's fixed-income managers on the length to maturity for fixed-income investments. As the schedule on page 84 indicates, the system's fixed-income investments had average durations of between .05 years and 9.1 years which is reasonable given the long-term nature of the system. Having reasonable durations will reduce the retirement system's risk exposure to rapidly adjusting interest rates.

Security Lending Transactions. Under the provisions of State statutes, the Oakland County Employees' Retirement System lends U.S. government securities, corporate bonds, and common stock to brokers and/or dealers in exchange for collateral that will be returned for the same securities in the future. The County's custodial bank (agent) manages the securities lending program and receives cash and cash equivalent securities as collateral. The custodial bank does not have the ability to pledge or sell collateral securities unless the borrower defaults. Borrowers are required to deliver collateral for each loan equal to but not less than 102 percent of the market value of the loaned securities.

There were no failures by any borrowers to return loaned securities or pay distribution thereon. Furthermore, there were no losses during the period ended September 30, 2013 resulting from a default of the borrowers or the custodial banks. The County did exercise its right to terminate the securities lending program during the period ended September 30, 2013.

Collateralized Mortgage Obligations (CMOs) are U.S. government-issued asset-backed certificates and corporate-issued asset-backed certificates. Current CMO holdings have maturity lengths ranging from 2.1 years to 16.1 years and are backed by investments in various assets, including mortgages. As of September 30, 2013, the market value was \$4,215,952.

Interest Rate Risk - Collateralized Mortgage Obligations. The market value of such investments can be affected by, among other factors, changes in interest rates, including the effect of prepayments, marketability, and default rates on assets underlying the securities. At September 30, 2013, the County's CMO portfolio had effective duration ranges of .3 years and 3.85 years.

Variable Rate Coupon Notes and Bonds. Included in the County's Retirement System investment portfolio are Variable Rate coupon instruments with a market value of \$7,808,837 as of September 30, 2013. Such investments include U.S. government-issued securities and corporate-issued securities. The variable rate securities have maturities through the year 2049 and are backed by investments in various assets, including mortgages.

Interest Rate Risk – Variable Rate Coupon Notes and Bonds. The market value of these investments may be influenced by, among other factors, changes in interest rates which affect their marketability. At September 30, 2013, the Retirement System was holding variable rate instruments that are reset against the LIBOR (London Interbank Offering Rate) with a plus factor. The coupons had short reset points ranging from twice a year, quarterly and monthly. The shorter the reset point, the less sensitive the investment is to interest rate changes.

County of Oakland
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4. Property Taxes – Receivables and Short-term Debt

Receivables - Prior to 2004, taxes were levied on December 1 on the taxable value of real and personal property as established the preceding December 31. Taxes became a lien on the property on December 1 and were due and payable on that date through February 28 of the following year, after which unpaid taxes became delinquent and subject to penalty. Michigan Public Act 357 of 2004 required a gradual shift over a three-year period, of county property tax levies from winter to summer as a substitute to county revenue sharing from the State. The entire County Operating Tax is levied on July 1 each year beginning in 2007; however, the date for delinquencies did not change with the shift in levy dates. Taxable value is determined by using such factors as State equalized, assessed, and capped values, along with a value change multiplier. Equalized values for the 2013 summer levy amounted to \$51,429,923,815 with taxable values of \$49,235,110,306. The operating tax rate for the 2013 levy was 4.19 mills, with an additional 0.2415 mills voted for Parks and Recreation (winter levy only). The amount unpaid at fiscal year end is reported as current property taxes receivable in the County's General Fund. These receivables (current and delinquent) for the County operating tax levy amounted to \$22,409,592 at September 30, 2013.

Short-term Debt - By agreement with various taxing authorities, the County purchases (at face value) real property taxes for all municipalities and school districts within Oakland County which are returned delinquent on March 1. To accomplish this, tax notes are sold and the proceeds of these notes are used to liquidate the amounts due the County's General Fund and other governmental agencies for purchase of their delinquent real property tax receivables. The assets of the Delinquent Tax Revolving fund (an Enterprise fund), including receivables in the amount of \$232,072,932 at September 30, 2013, are pledged as collateral for payment of the tax notes; subsequent collections on delinquent taxes receivable, plus interest, penalties and collection fees thereon, and investment earnings are used to service the debt. The following is a summary of the short-term debt activity for the year ended September 30, 2013:

Beginning balance	Additions	Reductions	Ending balance	Due within one year
\$ 25,000,000	\$ 25,000,000	\$ (25,000,000)	\$ 25,000,000	\$ 25,000,000

5. Allowances for Uncollectible Receivables

At September 30, 2013, the allowances for uncollectible receivables were as follows:

General Fund	\$ 323,768
Internal Service funds	
Facilities Maintenance and Operations	37
Information Technology	8
Total	<u>\$ 323,813</u>

In addition, the Parks and Recreation fund (Enterprise) records an allowance for uncollectible taxes receivable in the amount of \$45,836 at September 30, 2013.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

6. Investment Income – Pension and Other Postemployment Trust Funds

The following is a breakdown of the investment income for Pension and other Postemployment Trust funds of the primary government for the year ended September 30, 2013:

	Employees' Retirement	VEBA Trust	IRMB Trust
Interest and dividends	\$ 13,319,449	\$ 10,547,648	\$ 4,946,391
Unrealized/Realized gain on investments	73,970,174	96,221,266	46,122,700
Total	<u>\$ 87,289,623</u>	<u>\$ 106,768,914</u>	<u>\$ 51,069,091</u>

7. Capital Assets

An analysis of property and equipment as reported in the Statement of Net Position, and related accumulated depreciation, at September 30, 2013, for governmental activities follows:

	Balance October 1, 2012	Additions	Disposals	Adjustments	Balance September 30, 2013
Governmental Activities					
Capital assets not being depreciated					
Land	\$ 7,365,551	\$ -	\$ -	\$ -	\$ 7,365,551
Construction in progress	13,871,958	11,603,196	(1,158)	(6,001,393)	19,472,603
Total capital assets not being depreciated	<u>21,237,509</u>	<u>11,603,196</u>	<u>(1,158)</u>	<u>(6,001,393)</u>	<u>26,838,154</u>
Capital assets being depreciated					
Land improvements	1,157,386	-	-	21,768	1,179,154
Buildings and improvements	232,455,322	-	-	435,669	232,890,991
Equipment and vehicles	102,622,837	4,915,885	(4,382,447)	4,543,956	107,700,231
Infrastructure	28,883,030	-	-	1,000,000	29,883,030
Total capital assets being depreciated	<u>365,118,575</u>	<u>4,915,885</u>	<u>(4,382,447)</u>	<u>6,001,393</u>	<u>371,653,406</u>
Less: Accumulated depreciation					
Land improvements	1,014,899	23,606	-	-	1,038,505
Buildings and improvements	95,450,449	5,142,292	-	-	100,592,741
Equipment and vehicles	84,281,822	5,571,788	(4,175,139)	-	85,678,471
Infrastructure	15,529,746	734,526	-	-	16,264,272
Total accumulated depreciation	<u>196,276,916</u>	<u>11,472,212</u>	<u>(4,175,139)</u>	<u>-</u>	<u>203,573,989</u>
Total capital assets being depreciated, net	<u>168,841,659</u>	<u>(6,556,327)</u>	<u>(207,308)</u>	<u>6,001,393</u>	<u>168,079,417</u>
Governmental activities capital assets, net	<u>\$ 190,079,168</u>	<u>\$ 5,046,869</u>	<u>\$ (208,466)</u>	<u>\$ -</u>	<u>\$194,917,571</u>
Depreciation expense was charged to functions as follows:					
Public safety		\$ 2,839,048			
Justice administration		1,092,334			
Citizens services		371,123			
Public infrastructure		602,389			
Commerce and Community Development		29,535			
Unallocated depreciation		1,911,473			
Capital assets held by the government's internal service funds are charged to the various functions based on their usage of the assets		<u>4,626,310</u>			
Total depreciation expense - governmental activities		<u>\$ 11,472,212</u>			

County of Oakland
Notes to Basic Financial Statements
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A summary of business-type property and equipment at September 30, 2013 follows:

	Balance October 1, 2012	Additions	Disposals	Adjustments	Balance September 30, 2013
Business-type Activities					
Capital assets not being depreciated					
Land	\$ 68,158,860	\$ -	\$ -	\$ -	\$ 68,158,860
Construction in progress	31,019,558	8,117,410	-	(2,517,774)	36,619,194
Other	12,000	-	-	-	12,000
Total capital assets not being depreciated	<u>99,190,418</u>	<u>8,117,410</u>	<u>-</u>	<u>(2,517,774)</u>	<u>104,790,054</u>
Capital assets being depreciated					
Land improvements	34,273,119	-	-	52,917	34,326,036
Buildings and improvements	90,639,765	-	-	-	90,639,765
Equipment and vehicles	79,441,400	1,853,967	(127,546)	296,031	81,463,852
Infrastructure	333,151,434	-	-	2,168,826	335,320,260
Total capital assets being depreciated	<u>537,505,718</u>	<u>1,853,967</u>	<u>(127,546)</u>	<u>2,517,774</u>	<u>541,749,913</u>
Less: Accumulated depreciation					
Land improvements	21,866,926	1,564,774	-	-	23,431,700
Buildings and improvements	27,063,316	3,114,897	-	-	30,178,213
Equipment and vehicles	49,638,187	5,367,912	(126,052)	-	54,880,047
Infrastructure	229,534,126	9,127,079	-	-	238,661,205
Total accumulated depreciation	<u>328,102,555</u>	<u>19,174,662</u>	<u>(126,052)</u>	<u>-</u>	<u>347,151,165</u>
Total capital assets being depreciated, net	<u>209,403,163</u>	<u>(17,320,695)</u>	<u>(1,494)</u>	<u>2,517,774</u>	<u>194,598,748</u>
Business-type activities capital assets, net	<u>\$ 308,593,581</u>	<u>\$ (9,203,285)</u>	<u>\$ (1,494)</u>	<u>\$ -</u>	<u>\$ 299,388,802</u>
Depreciation expense was charged to functions as follows:					
Airports		\$ 2,798,845			
Community safety support		7,090,544			
Community water and sewer		3,319,736			
Recreation and leisure		2,969,344			
Sewage disposal systems		2,996,193			
Total depreciation expense - business-type activities		<u>\$ 19,174,662</u>			

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

An analysis of property and equipment, and related accumulated depreciation where applicable, at September 30, 2013, for component units follows:

	Balance October 1, 2012	Additions	Disposals	Balance September 30, 2013
Component Units				
Drainage Districts				
Capital assets not being depreciated				
Construction in progress	\$ 49,609,949	\$ 22,989,203	\$ -	\$ 72,599,152
Land	-	325,964	-	325,964
Total capital assets not being depreciated	49,609,949	23,315,167	-	72,925,116
Capital assets being depreciated				
Infrastructure	544,143,445	-	(3,319,538)	540,823,907
Less: Accumulated depreciation				
Infrastructure	84,643,986	6,548,856	-	91,192,842
Total capital assets being depreciated, net	459,499,459	(6,548,856)	(3,319,538)	449,631,065
Governmental activity capital assets, net	<u>\$ 509,109,408</u>	<u>\$ 16,766,311</u>	<u>\$ (3,319,538)</u>	<u>\$ 522,556,181</u>
Road Commission				
Capital assets not being depreciated				
Land and other	\$ 180,381,129	\$ 4,570,215	\$ -	\$ 184,951,344
Construction in progress	870,276	97,954	-	968,230
Total capital assets not being depreciated	181,251,405	4,668,169	-	185,919,574
Capital assets being depreciated				
Buildings and storage bins	18,882,444	1,309,766	-	20,192,210
Road equipment	48,088,561	1,501,492	(776,326)	48,813,727
Other equipment	5,098,504	32,741	(170,485)	4,960,760
Infrastructure	868,858,908	52,435,361	(17,785,191)	903,509,078
Brine wells and gravel pits	1,389,028	72,600	-	1,461,628
Total capital assets being depreciated	942,317,445	55,351,960	(18,732,002)	978,937,403
Less: Accumulated depreciation				
Buildings and storage bins	10,549,760	274,390	-	10,824,150
Road equipment	46,759,550	783,208	(776,326)	46,766,432
Other equipment	4,707,638	133,212	(170,485)	4,670,365
Infrastructure	347,188,985	36,764,149	(17,785,191)	366,167,943
Brine wells and gravel pits	1,279,560	60,656	-	1,340,216
Total accumulated depreciation	410,485,493	38,015,615	(18,732,002)	429,769,106
Total capital assets being depreciated, net	531,831,952	17,336,345	-	549,168,297
Governmental activity capital assets, net	<u>\$ 713,083,357</u>	<u>\$ 22,004,514</u>	<u>\$ -</u>	<u>\$ 735,087,871</u>

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

8. Long-term Debt

The County issues bonds and notes authorized by various State acts. Each act provides specific covenants for specific purposes.

Primary Government									
Governmental activities									
	Interest rate	October 1, 2012	Additions	Reductions	September 30, 2013	Amounts due within one year	Amounts due thereafter	General obligation	With governmental commitment
Debt with limited taxing authority									
Building authority - Act 31	100%-5.90%	\$ 21,575,000	\$ 33,825,000	\$ (14,820,000)	\$ 40,580,000	\$ 2,520,000	\$ 38,060,000	\$ 19,325,000	\$ 21,255,000
Building authority refunding	2.00%-5.00%	55,975,000	-	(15,900,000)	40,075,000	3,680,000	36,395,000	38,080,000	1,995,000
Certificates of Participation - Taxable	6.00%-6.25%	464,155,000	-	(442,655,000)	21,500,000	21,500,000	-	21,500,000	-
Retirees Health Care Bonds	3.62%	-	350,000,000	-	350,000,000	-	350,000,000	350,000,000	-
Lake levels - Act 451	2.25%-3.40%	145,000	-	(65,000)	80,000	80,000	-	80,000	-
Sewage disposal - Act 342	4.10%-6.00%	225,000	-	(225,000)	-	-	-	-	-
Water supply - Act 342	2.00%-6.00%	17,505,000	-	(680,000)	16,825,000	760,000	16,065,000	-	16,825,000
Water and sewer refunding bonds	1.50%-2.75%	2,300,000	-	(500,000)	1,800,000	195,000	1,605,000	-	1,800,000
Water supply refunding bonds	1.50%-3.75%	495,000	-	(285,000)	210,000	210,000	-	-	210,000
Sewage disposal refunding bonds	2.25%-3.60%	1,360,000	-	(945,000)	415,000	125,000	290,000	-	415,000
Michigan Bond Authority - Sewage Disposal Bonds	162%-2.25%	4,735,727	-	(610,000)	4,125,727	620,000	3,505,727	-	4,125,727
Total bonds - governmental activities		\$ 568,470,727	\$ 383,825,000	\$ (476,685,000)	\$ 475,610,727	\$ 29,690,000	\$ 445,920,727	\$ 428,985,000	\$ 46,625,727
Business-type activities									
Business type activities									
BA - Act 31 - County Airport	100%-5.90%	\$ -	\$ 5,350,000	\$ (250,000)	\$ 5,100,000	\$ 250,000	\$ 4,850,000	\$ 5,100,000	\$ -
BA refunding - County Airport	2.00%-2.25%	-	4,585,000	(335,000)	4,250,000	340,000	3,910,000	4,250,000	-
Sewage disposal - Act 342	1.75%-6.75%	3,925,000	-	(140,000)	3,785,000	140,000	3,645,000	3,785,000	-
Michigan Bond Authority - Drain Bonds - Pontiac	2.5%	15,438,053	5,196,994	(890,000)	19,745,047	920,000	18,825,047	19,745,047	-
Michigan Bond Authority - Sewage Disposal Bonds	2.5%	226,226	16,94,689	(95,000)	1825,915	95,000	1,730,915	1,825,915	-
Total bonds - business type		19,589,279	16,826,683	(1,710,000)	34,705,962	1,745,000	32,960,962	34,705,962	-
Total bonds - primary government		\$ 588,060,006	\$ 400,651,683	\$ (478,395,000)	\$ 510,316,689	\$ 31,435,000	\$ 478,881,689	\$ 463,690,962	\$ 46,625,727
Fiduciary Funds									
Pension Trust Funds - COPS	6.00%-6.25%	\$ -	\$ 422,135,000	\$ -	\$ 422,135,000	\$ 22,720,000	\$ 399,415,000	\$ 399,415,000	\$ -

County of Oakland

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Component Units

Drainage Districts	Interest rate	October 1, 2012	Additions	Reductions	September 30, 2013	Amounts due within one year	Amounts due thereafter	General obligation	With governmental commitment
Debt with limited taxing authority									
Drain bonds - Act 40	1.15%-7.00%	\$ 79,640,000	\$ -	\$ (6,535,000)	\$ 73,105,000	\$ 1,650,000	\$ 71,455,000	\$ 58,674,421	\$ 14,430,579
Drain refunding bonds	1.00%-4.75%	22,775,000	4,160,000	(4,370,000)	22,565,000	4,290,000	18,275,000	1,283,051	21,281,949
Michigan Bond Authority - Drain Bonds	1.15%-4.15%	107,731,606	14,225,283	(6,955,000)	115,001,889	8,135,000	106,866,889	1,043,590	113,958,299
Total Drainage Districts		210,146,606	\$ 18,385,283	(17,860,000)	210,671,889	14,075,000	196,596,889	6,100,102	149,670,827
Total County Debt		\$ 798,206,612	\$ 84,117,196	\$ (496,255,000)	\$ 1,143,123,578	\$ 68,230,000	\$ 1,074,893,578	\$ 924,107,024	\$ 196,296,554
Road Commission									
Compensated absences	--	\$ 2,756,046	\$ -	\$ (89,346)	\$ 2,666,700	\$ -	\$ 2,666,700	\$ -	\$ 2,666,700
Self-insured losses	--	2,932,918	-	(485,885)	2,447,033	945,300	1,501,733	-	2,447,033
Other postemployment benefits	--	12,271,525	2,511,724	-	14,783,249	-	14,783,249	-	14,783,249
Michigan Transportation Fund revenue notes	4.00%	2,000,000	-	(500,000)	1,500,000	500,000	1,000,000	-	1,500,000
Total Road Commission		\$ 19,960,489	\$ 2,511,724	\$ (1,075,231)	\$ 21,396,982	\$ 1,445,300	\$ 19,951,682	\$ -	\$ 21,396,982
Total reporting entity		\$ 818,167,101	\$ 843,683,690	\$ (497,330,231)	\$ 1,164,520,560	\$ 69,675,300	\$ 1,094,845,260	\$ 924,107,024	\$ 217,693,536

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

The annual requirements to pay principal and interest on debt outstanding at September 30, 2013 (excluding the liabilities for compensated absences, other postemployment benefits, and uninsured losses for the Road Commission component unit) were as follows:

	Bonds with limited taxing authority		Certificates of Participation limited taxing authority		Business-type Bonds limited taxing authority		Total primary government	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 8,190,000	\$ 16,523,854	\$ 21,500,000	\$ 13,713,044	\$ 1,745,000	\$ 1,046,829	\$ 31,435,000	\$ 31,283,727
2015	29,670,000	15,743,432	-	-	1,785,000	1,003,089	31,455,000	16,746,521
2016	30,685,000	14,698,871	-	-	1,825,000	956,124	32,510,000	15,654,995
2017	31,560,000	13,604,530	-	-	1,855,000	907,010	33,415,000	14,511,540
2018	32,620,000	12,474,778	-	-	1,925,000	855,159	34,545,000	13,329,937
2019-2023	173,520,000	44,202,154	-	-	10,405,000	3,396,189	183,925,000	47,598,343
2024-2028	138,160,727	13,214,260	-	-	10,135,000	1,762,246	148,295,727	14,976,506
2029-2033	8,745,000	896,633	-	-	5,030,962	247,453	13,775,962	1,144,086
2034-2038	835,000	113,563	-	-	-	-	835,000	113,563
2039-2043	125,000	8,075	-	-	-	-	125,000	8,075
Totals	\$454,110,727	\$131,480,150	\$ 21,500,000	\$ 13,713,044	\$ 34,705,962	\$ 10,174,099	\$510,316,689	\$155,367,293

	Drainage Districts		Road Commission		Total reporting entity	
	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 14,075,000	\$ 6,113,835	\$ 500,000	\$ 60,000	\$ 46,010,000	\$ 37,457,562
2015	18,345,000	5,601,569	500,000	40,000	50,300,000	22,388,090
2016	17,303,501	5,144,072	500,000	20,000	50,313,501	20,819,067
2017	13,335,000	4,711,568	-	-	46,750,000	19,223,108
2018	13,180,000	4,362,634	-	-	47,725,000	17,692,571
2019-2023	68,525,000	15,631,658	-	-	252,450,000	63,230,001
2024-2028	38,793,388	8,046,845	-	-	187,089,115	23,023,351
2029-2033	23,460,000	3,071,747	-	-	37,235,962	4,215,833
2034-2038	3,655,000	146,200	-	-	4,490,000	259,763
2039-2043	-	-	-	-	125,000	8,075
Totals	\$210,671,889	\$ 52,830,128	\$ 1,500,000	\$ 120,000	\$722,488,578	\$208,317,421

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

The County has pledged its full faith and credit on debt totaling \$1,168,123,578, which includes \$25,000,000 of short-term notes for the delinquent taxes as described in Note 4. By statute, general obligation debt is limited to 10 percent of the state equalized value. As of September 30, 2013, the debt limit was \$5,142,992,382. The County is obligated if payments received on assessments or contracts levied against benefiting municipalities are insufficient to meet principal and interest requirements of this debt when due, and is shown in the preceding table as debt “with governmental commitment.”

The aforementioned bonds are to be repaid as summarized in the following paragraphs.

Building Authority – Act 31

Act 31, Michigan Public Acts of 1948, provides for an authority to issue bonds to build and equip various public buildings, which are then leased to the County. Proceeds from these leases are used to repay the bonds. The collection of lease payments and retirement of debt is reflected in the respective Debt Service fund. At September 30, 2013, there were five issues outstanding, totaling \$40,580,000, maturing in the years 2014-2040, which represents debt originally issued in the years 2007-2012 totaling \$42,945,000.

Taxable Certificates of Participation/Retirees Health Care Bonds

In 2007, Taxable Certificates of Participation (“COPS”) were issued by the 2007 Oakland County Retiree Medical Benefits Funding Trust (the “Issuing Trust”) which COPS were secured by and to be repaid from contract payments made pursuant to a contract entered into by the County of Oakland (the “County”) under the authority of Michigan Public Act No. 139 of 1973 in the amount of \$556,985,000 maturing in the years 2008 through 2027, and funds were placed in trust in the 2007 Oakland County Intermediate Retiree Medical Benefits Trust (“IRMBT”). The COPS, which represent a debt instrument issued in the form of trust certificates, were used to fund current and future retiree health care costs reported in the VEBA Trust Fund. The total amount of COPS outstanding as of September 30, 2013 is \$443,635,000, of which \$21,500,000 is an obligation of the County and the remaining balance is recorded as long-term debt of the Issuing Trust.

The debt was issued by the Issuing Trust but the County was obligated under a contract to make the scheduled debt service payments for the COPS. In September 2013, the County issued refunding bonds in the amount of \$350,000,000, the proceeds of which have enabled the County to fully fund the VEBA Trust Fund as of September 30, 2013. The County thereafter entered into a Superseding Contract with a new, Superseding Trust which was created by the County, under which contract, the County is now obligated to maintain the funding in the VEBA Trust in future years pursuant to the terms of that contract under a Superseding Plan which has superseded and supplanted the obligation of the County to maintain retiree health services by keeping the VEBA Trust at full funding. This action has freed up remaining assets in the IRMBT which have become “Surplus Intermediate Trust Assets” which the County has directed to be paid to the Funding Trust for the purpose of redeeming the outstanding callable COPS in the amount of \$422,135,000 on April 1, 2014. With this action, there are sufficient “Surplus Intermediate Trust Assets” to permit the complete redemption of the COPS in the amount of \$422,135,000 on April 1, 2014.

As a part of this arrangement, the County’s original contract obligation (which is now replaced by a bonded debt) has been reduced by \$73,335,000 which has been recorded as a reduction to the County’s OPEB asset on the statement of net position.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

The County has caused the transfer of \$422,135,000 of "Surplus Intermediate Trust Assets" to an Escrow Agent under an Irrevocable Escrow and the Escrow Agent will take action to transfer the \$422,135,000 to the Funding Trust to call the remaining balance due on the callable COPS on April 1, 2014.

Sewage Disposal, Water and Sewer, and Water Supply Bonds – Act 342

Act 342, Michigan Public Acts of 1939 provides for a contract between the County and local municipalities which defines a schedule of annual payments to be made by the municipality to meet principal and interest obligations. Such contractual payments may be funded by revenue produced by utility or tax revenue. The County is obligated upon the default of the local municipality, and therefore, such obligation is shown as "with governmental commitment." Assessments are shown in their entirety with the corresponding deferred inflows in the Debt Service funds for each act. At September 30, 2013, there were five issues outstanding, totaling \$19,250,000, maturing in the years 2014-2032. This represents debt originally issued in the amount of \$25,885,000 issued in the years 1997-2012.

Refunding Bonds

Michigan Public Act 202 of 1943 and Act 34 of 2001 provide for the refunding of bonds based on covenants contained in the acts. The bonds will be repaid from assessments levied against the benefiting municipalities for water and sewer debt, or leases for Building Authority debt. At September 30, 2013, there were four issues outstanding, totaling \$40,075,000, maturing in the years 2014-2024. This represents debt originally issued in the years 2010-2012 totaling \$46,535,000.

Michigan Bond Authority Sewage Disposal Bonds

In October 1996, the County authorized the issuance of bonds from the Michigan Municipal Bond Authority Revolving Loan fund for up to \$9,350,000 for the White Lake Township Sewage Disposal System project; the entire amount was received as of the end of fiscal year 1999. The amount outstanding for this issue at September 30, 2013 was \$2,745,000, which matures in the years 2014-2018.

In September 2007, the County authorized the issuance of bonds from the Michigan Municipal Bond Authority Revolving Loan fund for up to \$2,000,000 for the Softwater Lake Capital Improvement Sewage Disposal System project. As of September 30, 2013, a final amount of \$1,935,727 was drawn from the State Revolving Loan fund. The amount outstanding at September 30, 2013 for this issue is \$1,380,727, which matures in the years 2014-2027.

Lake Levels – Act 146

Act 451 of Michigan Public Acts of 1994 permits the issuance of debt for providing lake level control. Bonds are to be repaid through special assessments levied against benefiting property owners. In October 2004, the County authorized the issuance of bonds in the amount of \$575,000 for the Watkins Lake Level. The amount outstanding at September 30, 2013 was \$80,000, which matures in the year 2014.

Business Type

In December 2010, the County issued \$4,060,000 of sewage disposal bonds for the Evergreen-Farmington Sewage Disposal System (enterprise fund type). The bonds are federally taxable recovery zone economic development bonds, issued under the authority of Act 34, Public Acts of Michigan, 2001. The amount outstanding for this issue at September 30, 2013 was \$3,785,000, which matures in the years 2014-2031.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

In March 2012, the County authorized the issuance of bonds from the Michigan Municipal Bond Authority Revolving Loan fund for up to \$2,415,000 for the Evergreen-Farmington Sewage Disposal System 8 Mile Pumping Station Septage Facility (enterprise fund type). Through September 30, 2013, the County received \$1,920,915 from the State Revolving Loan fund, which matures in the years 2014-2029.

In addition, in conjunction with the transfer of operations of the City of Pontiac water and sewer system to the County in August 2012, the County's Water and Sewer Trust fund assumed the debt obligations initiated by the City of Pontiac for five Clean Water/Water Quality projects. The total authorized loan amount is \$22,535,000; as of September 30, 2013, \$20,635,047 had been received. The debt obligation recorded as of September 30, 2013 amounted to \$19,745,047, maturing in the years 2014 through 2032.

In 2013, two Building Authority bond issues previously reported as governmental activity debt and recorded as capital leases in the County Airport fund have been reclassified as business-type debt and recorded as bonds payable in the County Airport fund. These consist of the Airport T-Hangar Refunding in the amount of \$4,250,000 maturing in the years 2014-2024 and the Airport Terminal Building in the amount of \$5,100,000 maturing in the years 2014-2030. These represent original debt issued in the amount of \$4,585,000 in 2012 for the Airport T-Hangar and \$5,800,000 in 2010 for the Airport Terminal Building.

Drain Bonds – Act 40 (Component Unit)

Act 40 provides for the creation of a Drain Board, which has the power to assess state, county, and local levels of government for principal and interest payments. Such assessments are to be funded from General Fund revenue of the respective municipality. The County portion of the assessment is identified as a general obligation. Further, the County is obligated if assessments levied against benefiting municipalities are insufficient to meet principal and interest requirements when due. Such obligations are shown as "with governmental commitment." At September 30, 2013, there were 14 issues outstanding, totaling \$73,105,000, maturing in the years 2014-2034. This represents original debt issued for \$80,410,000 in the years 1994-2012.

Drain Refunding Bonds (Component Unit)

Act 202 of 1943 and Act 34 of 2001 provide for the refunding of bonds based on covenants contained in the acts. The County initiates the refunding of various drain bonds issued under Act 40 on behalf of the drainage district's component unit. Bonds will be repaid from assessments levied against the benefiting municipalities. At September 30, 2013, there were 12 issues outstanding, totaling \$22,565,000, maturing in the years 2014-2025. This represents debt originally issued in the years 2001-2013 in the amount of \$43,200,000.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Michigan Bond Authority Drain Bonds (Component Unit)

The County authorized issuance of bonds in the amount of \$9,365,000 in 1994 to the Michigan Municipal Bond Authority Revolving Loan fund for the Combined Sewer Overflow Project. In October 2000, the County additionally authorized the issuance of bonds for up to \$17,880,000 for the George W. Kuhn Drainage District, with the entire amount from the State Revolving Loan Fund being received by 2005. Further, in 2001, the County authorized an additional \$82,200,000 for the George W. Kuhn Drainage District Segment II, with successive authorizations in the years 2005 through 2008 amounting to \$14,240,000. As of September 30, 2013, the drainage district had received the entire amount from the State Revolving Loan Fund for Segment II. In February 2010, Oakland County, Macomb County, and their underlying municipalities under the authority of Chapter 21 of Public Act 40, Public Acts of Michigan of 1956 were permitted to issue bonds in the amount of \$26,076,000 for the Oakland-Macomb Interceptor Drainage District with successive authorizations for Segments II & III in the years 2012 through 2013, respectively, amounting to \$90,670,000. Through September 30, 2013, the drainage district received \$46,166,067 from the State Revolving Loan Fund for the Oakland-Macomb Interceptor Drain District Segments I, II, and III. At September 30, 2013, there were 13 issues outstanding, totaling \$115,001,889, maturing in the years 2014-2031.

Advance and Current Refunding of General Obligation Limited Tax Bonds

In December 2010, the County advance refunded a portion of a general obligation limited tax bond issue with surplus construction funds transferred to the debt service fund. These funds were placed in trust for the purpose of generating resources for the repayment of the refunded debt. Accordingly, the trust account assets and liability for the refunded bonds are not included in the County's financial statements. At September 30, 2013, there is an in-substance defeasance of \$975,000 of Building Authority Bonds Series 2007 (CMHA), maturing in the years 2025 through 2027 inclusively.

In 2013 bonds were called as a result of resources provided by the City of Pontiac in the form of prepaid assessment rolls. Accordingly, debt amounting to \$9,150,000 for the Pontiac Phoenix Center and \$7,760,000 for the Pontiac Phoenix Plaza Amphitheatre, and the corresponding leases receivable, are not included in the County's financial statements.

In February 2013, the County issued \$2,235,000 of refunding bonds for a current refunding of general obligation limited tax refunding bond issue on behalf of the Drainage Districts' component unit, pursuant to authorization contained in Act 34, Public Acts of Michigan of 2001. General obligation limited tax refunding drain bonds were issued for the payment of future debt service obligations of the refunded debt. Accordingly, the trust account assets and liability for the refunding bonds are not included in the Drainage Districts' component unit, or the County's financial statements. The debt refunded amounted to \$2,190,000 for the Rewold Drainage District, Series 2005 maturing in the years 2014 through 2025 inclusively. The refunding was undertaken to reduce the debt services payments over the next 11 years by \$265,332 and obtain an economic (present value) gain to the benefiting municipalities of \$242,293.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

In February 2013, the County issued \$1,925,000 of refunding bonds for a current refunding of general obligation limited tax refunding bond issue on behalf of the Drainage Districts' component unit, pursuant to authorization contained in Act 34, Public Acts of Michigan of 2001. General obligation limited tax refunding drain bonds were issued for the payment of future debt service obligations of the refunded debt. Accordingly, the trust account assets and liability for the refunding bonds are not included in the Drainage Districts' component unit, or the County's financial statements. The debt refunded amounted to \$1,885,000 for the Jacobs Drainage District, Series 2005A maturing in the years 2014 through 2025 inclusively. The refunding was undertaken to reduce the debt services payments over the next 11 years by \$246,392 and obtain an economic (present value) gain to the benefiting municipalities of \$224,959.

Changes in Other Long-term Liabilities

Long-term liabilities activity, as reported in and liquidated through the Fringe Benefit Fund and Building Liability Insurance Fund, Internal Service funds, for the fiscal year ended September 30, 2013 was as follows:

	Beginning balance	Additions	Reductions	Ending balance	Due within one year
Governmental activities					
Accrued compensated absences	\$ 12,141,921	\$ 1,126,905	\$ (1,214,192)	\$ 12,054,634	\$ 1,205,463
Claims and judgments					
Accrued unreported health costs	2,265,000	741,000	(755,000)	2,251,000	750,333
Accrued workers' compensation	12,090,975	1,814,430	(1,900,000)	12,005,405	2,950,000
Building and liability insurance	5,438,863	2,040,299	(1,080,772)	6,398,390	897,895
Governmental activity long-term liabilities	<u>\$ 31,936,759</u>	<u>\$ 5,722,634</u>	<u>\$ (4,949,964)</u>	<u>\$ 32,709,429</u>	<u>\$ 5,803,691</u>

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

9. Interfund Balances

Interfund receivables and payables at September 30, 2013 were as follows:

Due to/from other funds:

<u>Receivable Fund</u>	<u>Payable Fund</u>	
General	Nonmajor governmental	\$ 10,484,958
	Nonmajor enterprise	36,820
	Internal service	37,000
	Total	<u>10,558,778</u>
Nonmajor governmental	General	20,307
	Nonmajor governmental	1,361,441
	S.O.C.S.D.S.	1,898
	Nonmajor enterprise	31,078
	Internal service	18,922
	Total	<u>1,433,646</u>
Water & Sewer Trust	Water & Sewer Trust	167,438
	Internal service	810
	Total	<u>168,248</u>
Nonmajor enterprise	Nonmajor enterprise	<u>3,666</u>
Internal service	General	108,597
	Nonmajor governmental	32,666
	Water and Sewer Trust	425,659
	Evergreen Farmington S.D.S.	25,435
	S.O.C.S.D.S.	32,413
	Nonmajor enterprise	22,231
	Internal service	14,399
	Total	<u>661,400</u>
	Total	<u>\$ 12,825,738</u>

These balances result from the time difference between the dates that services are provided or transfers are authorized, transactions are recorded in the accounting system, and payments between funds are made.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Receivables and payables between funds of the Primary Government and the Component Units at September 30, 2013 were as follows:

Primary Government	Component Unit	
Due from Component Unit	Due to Primary Government	
General	Drainage Districts	\$ 109,092
Nonmajor governmental	Drainage Districts	412,131
Evergreen Farmington SDS	Drainage Districts	269,311
Internal Service	Drainage Districts	52,069
	Road Commission	9,708
	Total	61,777
	Total	\$ 852,311

Component Unit	Primary Government	
Due from Primary Government	Due to Component Unit	
Drainage Districts	Water & Sewer Trust	\$ 4,408,650
	Internal Service	5,336
		\$ 4,413,986

Advances to/from other funds (including current and long-term portions) at September 30, 2013 were as follows:

Receivable Fund	Payable Fund	
Nonmajor governmental	Nonmajor governmental	\$ 362,335
Delinquent Tax Revolving	Internal Service	103,064
S.O.C.S.D.S.	Internal Service	319,459
	Total	\$ 784,858

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Interfund transfers between the funds within the Primary Government recorded in the accompanying financial statements as operating transfers in/out for the year ended September 30, 2013 were as follows:

Transfers In	Transfers Out	Amount
General	Nonmajor governmental	\$ 26,016,309
	Delinquent Tax Revolving	16,397,613
	Internal Service	<u>829,000</u>
	Total	<u>43,242,922</u>
Building Authority Act 31	General	335,472
	Nonmajor governmental	<u>8</u>
	Total	<u>335,480</u>
Nonmajor governmental	General	26,440,401
	Nonmajor governmental	1,232,347
	Building Authority Act 31	952
	Water & Sewer Debt Act 342	5,720
	Delinquent Tax Revolving	4,796,125
	Nonmajor enterprise	661,145
	Internal Service	<u>2,784,306</u>
	Total	<u>35,920,996</u>
Water & Sewer Trust	Water & Sewer Trust	<u>12,500</u>
Nonmajor enterprise	General	2,360,262
	Nonmajor enterprise	<u>200,000</u>
	Total	<u>2,560,262</u>
Internal Service	General	7,884,738
	Nonmajor governmental	192,617
	Parks & Recreation	23,051
	Nonmajor enterprise	<u>286,000</u>
	Total	<u>8,386,406</u>
	Total transfers	<u>\$ 90,458,566</u>

The transfers to and from the various funds are made to account for budgetary authorizations and/or providing funding for operations as needed.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

10. Fund Equities

At September 30, 2013, a deficit existed in the following funds:

Special Revenue Funds

Lake Levels Act 146	\$ 258,173
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Capital Projects Funds

Lake Levels Act 146	225,629
Drain Chapter 4 Construction	122,740

In the Special Revenue Fund, the Lake Levels Act 146 fund consists of 30 separate lake level funds. Annually, lake level funds are reviewed and assessments authorized. Assessments are determined in July and are placed on December tax bills. The assessments are meant to cover any individual fund deficits identified at that time, and also to cover the anticipated operating costs for the following year. However, our maintenance and operation costs are directly affected by weather conditions and several of our lake level controls have electrically operated augmentation pumps, making it difficult to predict future expenses.

In the Capital Projects fund, the negative unassigned fund balance in the Lake Levels Act 146 primarily reflects costs that are related to the Bush Lake Level project in the amount of \$192,060 and the Upper Straits Lake Level Dam Reconstruction project in the amount of \$39,412. The Bush Lake Level is construction of a new lake level control structure which has been completed and a long-term special assessment for the project commenced in FY 2011. In 2010, the Oakland County Board of Commissioners authorized a loan in the amount of \$300,000 from the County's Long Term Revolving Fund to the Bush Lake Special Assessment District to be collected in 10 annual installments. The long-term receivable is now on the balance sheet to track the collection of the Long Term Special Assessment. The Upper Straits Lake Dam Replacement project consists of replacing an existing lake level control structure in West Bloomfield Township, Oakland County, Michigan. The project for Upper Straights Lake Level is in the design phase. When the design phase is completed, the estimated project cost will be determined. It is planned that the project will be financed with a loan from the Oakland County Board of Commissioner's Long Term Revolving Fund. The loan will be repaid by an assessment to the Upper Straits Lake Level Special Assessment District over a proposed 10-year period. The Special Assessment District must be updated, prior to requesting the loan. Updating the district requires Circuit Court action and therefore, the project schedule is directly affected by the Court schedule. Any delays in receiving the court judgment on the district update will be reflected in the timing of receiving loan money and approval of the special assessment.

The deficit fund balance in the Drain Chapter 4 Construction fund reflects costs that are related to the Lower Pettibone Lake Sanitary Chapter 4 Drain Construction project. A loan from the Long Term Revolving Fund was approved by the Oakland County Board of Commissioners to provide advance funding for this project. A five-year assessment has been approved to repay the loan. The draws from the Long Term Revolving Fund loan are being tracked on the Balance Sheet of the Construction Fund. The design for the project is complete and bids are scheduled to be received in November 2013.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Nonspendable, restricted, committed, assigned, and unassigned fund balances of the primary government at September 30, 2013 were as follows:

	Spendable				
	Nonspendable	Restricted	Committed	Assigned	Unassigned
Primary Government					
General Fund					
Prepays	\$ 113,089	\$ -	\$ -	\$ -	\$ -
Inventories	145,558	-	-	-	-
Property Tax Forfeiture	-	15,589,336	-	-	-
Substance Abuse	-	4,611,797	-	-	-
Department Operations	-	-	-	500,280	-
Federal Health Care Impact	-	-	-	1,000,000	-
Capital Reserve	-	-	-	5,800,000	-
Tax Tribunal Appeals	-	-	-	500,000	-
Homeland Security Enhancements	-	-	-	6,000,000	-
Technology Replacement/Hardware	-	-	-	3,000,000	-
Personal Property Tax Reduction	-	-	-	4,000,000	-
Operational Improvements	-	-	-	3,000,000	-
Board of Commissioners Projects	-	-	-	705,000	-
New Grant Match Opportunities	-	-	-	500,000	-
HR Legal	-	-	-	100,000	-
HR Comp/Workforce Planning	-	-	-	1,600,000	-
Jail Alternative Prg Startup	-	-	-	600,000	-
Pandemic Response	-	-	-	1,500,000	-
Business Continuity	-	-	-	300,000	-
Quality of Life Initiatives	-	-	-	500,000	-
Peoplesoft Upgrade	-	-	-	2,800,000	-
Sheriff Aviation	-	-	-	1,186,292	-
Jail Commissary	-	-	-	123,539	-
RCOC Triparty	-	-	-	2,000,000	-
Property Tax Forfeiture Activities	-	-	-	2,236,612	-
Community Partnerships	-	-	-	238,654	-
Microloan	-	-	-	200,000	-
Buy Local				200,000	
Future operating requirements:					
2014	-	-	-	33,754,856	-
2015	-	-	-	41,413,707	-
2016	-	-	-	47,011,617	-
2017 and Beyond	-	-	-	42,476,517	-
Carry forwards	-	-	-	1,971,411	-
DB Pension Contribution 2015-7	-	-	-	5,000,000	-
MI SCAO Interpreter Costs	-	-	-	1,500,000	-
Building Security Cameras and Consoles	-	-	-	5,000,000	-
WRC Long-Term Revolving Fund	-	-	-	1,000,000	-
Rx Discount Card Program	-	-	-	3,556	-
Unfunded Mandates	-	-	-	3,500,000	-
Unassigned	-	-	-	-	1,091,218
Total	\$ 258,647	\$ 20,201,133	\$ -	\$ 221,222,041	\$ 1,091,218

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

	Nonspendable	Spendable			
		Restricted	Committed	Assigned	Unassigned
Special Revenue Funds					
Lake Levels (Deficit)	\$ -	\$ -	\$ -	\$ -	\$ (258,173)
Specific programs	-	51,303,006	-	-	-
Total	\$ -	\$ 51,303,006	\$ -	\$ -	\$ (258,173)
Debt Service Funds					
Debt service - general obligations	\$ -	\$ 953,734	\$ -	\$ -	\$ -
Capital Projects Funds					
Long-term receivables	\$ 441,135	\$ -	\$ -	\$ -	\$ -
Work projects	-	9,257	46,332,071	-	(348,369)
Total	\$ 441,135	\$ 9,257	\$ 46,332,071	\$ -	\$ (348,369)

11. Employee Benefits

Primary Government

The County provides various benefits to its employees. Expenditures in 2013 for these benefits totaled the following: medical insurance, \$28,920,526; dental insurance, \$3,002,652; optical insurance, \$267,805; disability, \$2,481,903; tuition reimbursement, \$123,232; Social Security, \$14,280,626; workers' compensation, \$2,171,807; and unemployment claims, \$488,128.

12. Defined Benefit Pension Plan

Plan Description

The County has a single-employer defined benefit pension plan, covering substantially all full-time employees. The plan provides retirement, disability, and death benefits to plan members and their beneficiaries.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Since the County does not issue a stand-alone report for its County PERS, following are condensed financial statements for the period as of and including September 30, 2013:

Statement of Net Position

Cash and investments	\$ 762,025,952
Other assets	2,817,552
Total assets	<u>764,843,504</u>
Liabilities	<u>572,717</u>
Net position	<u>\$ 764,270,787</u>

Statement of Changes in Net Position

Additions:	
Contributions	\$ 6,027,403
Investment income	87,289,623
Other revenue	191,696
Total additions	<u>93,508,722</u>
Deductions:	
Benefit payments	47,320,259
Other expenses	2,709,616
Total deductions	<u>50,029,875</u>
Change in net position	43,478,847
Net position held in trust, beginning of year	<u>720,791,940</u>
Net position held in trust, end of year	<u>\$ 764,270,787</u>

Basis of Accounting

The County's financial statements are prepared using the accrual basis of accounting. Plan member contributions are recognized in the period in which contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide contributions. Benefits and refunds are recognized when due and payable, in accordance with the terms of the plan.

Method Used to Value Investments

Investments are reported at fair value. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. The fair value of real estate investments is based on independent appraisals. Investments that do not have an established market are reported at an estimated fair value or amortized cost.

Funding Policy/Contributions

The County policy is to fund normal costs of the plan by contributions which are based on actuarially determined rates, expressed as percentages of annual covered payroll, and which are sufficient to accumulate assets to pay benefits when due. For fiscal year 2013, the annual contribution was \$5,400,095 which was determined through actuarial valuations performed at September 30, 2011. There were no contributions from County funds for the years 2000 through 2012.

County of Oakland

Notes to Basic Financial Statements

September 30, 2013

Sheriff's deputies contribute at a rate of 3 percent of their annual pay for the first 14 years of service and 5 percent thereafter. Command officers contribute 5 percent. General County Option A members who have elected improved benefits contribute 1 percent of their pay after 14 years of service. Contributions received from these employees for the years ended September 30, 2013 and September 30, 2012 amounted to \$627,308 and \$716,927, respectively.

The contribution requirements of plan members and the County are established and may be amended by the Board of Commissioners in accordance with County policies, union contracts, and plan provisions. All administrative costs of the plan are financed directly by Oakland County.

Benefits

Members of both plans may retire at age 55 (except Sheriff's deputies, who may retire with 25 years of service regardless of age), with 25 years of service, or at age 60 with eight years of service. Members vest after eight years of service.

Eligible employees under the County plan are provided benefits based on 2%, 2.2% for years in excess of 14 years (Sheriff's deputies, 2.2% for the first 14 years of service, and 2.5% for thereafter, command officers 2.5%) of the final average compensation times the number of years of credited service. Maximum County retirement is 75% of final average compensation, defined as the average of the highest five consecutive years during the last 10 years.

Duty disability benefits provided by the County are computed as a regular retirement, with additional service credited until attainment of age 60, less an amount offset by workers' compensation payments, with a maximum payment of 75% of final average compensation. Non-duty disability benefits after 10 years of service are computed as a regular retirement. Death benefits are provided to beneficiaries after 10 years of service, based on years of service.

Classes of Employees

The County PERS covers the majority of full-time employees of the County hired prior to July 1, 1994. The plans' membership consists of the following at September 30, 2012, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	1,892
Terminated plan members entitled to, but not yet receiving benefits	140
Active plan members	<u>526</u>
Total	<u>2,558</u>

The County established a defined contribution plan for County employees, and all new employees and eligible part-time employees hired on or after July 1, 1994 are covered by the defined contribution plan, as the County's PERS is no longer available to new employees.

Annual Pension Cost

For fiscal year end September 30, 2013, annual pension cost of \$5,400,095 was equal to the County's required and actual contribution.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

Funded Status and Funding Progress

	Actuarial Valuation as of September 30		
	2012	2011	2010
Actuarial value of assets	\$ 717,654,902	\$ 727,690,746	\$ 745,094,735
Actuarial accrued liability (entry age)	713,972,065	712,159,061	692,409,285
Overfunded AAL	<u>\$ (3,682,837)</u>	<u>\$ (15,531,685)</u>	<u>\$ (52,685,450)</u>
Funded ratio	100.5%	102.2%	107.6%
Covered payroll	\$ 33,706,963	\$ 38,275,780	\$ 42,686,155
UAAL as percentage of covered payroll	(10.9)%	(40.6)%	(123.4)%

Required supplementary information, which includes a Schedule of Employer Contributions, significant actuarial assumptions, and a Schedule of Funding Progress for the County, is presented immediately following the notes to the financial statements.

Actuarial Methods and Assumptions

The annual required contribution was determined as part of the actuarial valuation as of September 30, 2011, using the aggregate actuarial cost method. Significant actuarial assumptions used include (a) a 7.25 investment rate of return, (b) projected salary increases of 4.5 to 10.5 percent per year and (c) 1.5 percent per year cost of living adjustments. Both (a) and (b) include an inflation component of 4.50 percent. The actuarial value of assets was determined using techniques that smooth the effects of short-term volatility over a five-year period.

The aggregate actuarial cost method does not produce an actuarial accrued liability. The entry age actuarial cost method is used to develop the actuarial liability and the associated values shown above in compliance with GASB Statement No. 50. In addition, the aggregate method does not formally recognize an amortization period for the overfunded AAL.

Fund Balance Reserved for Employees' Pension Benefits

Fund balances reserved for employees' pension benefits include legally required reserves. Fund balance as of September 30, 2013 consists of the following reserves:

Annuity reserve	\$ 7,266,355
Pension reserve	253,397,050
Pension accumulated reserve	<u>503,607,382</u>
Total fund balance	<u>\$ 764,270,787</u>

Annuity reserve represents the cumulative contribution for retirees, disabled members, or surviving spouses who have elected monthly annuity benefits. Pension reserve represents the funded pension benefits available for retired lives and is funded by actuarially determined transfers from the pension accumulated reserve. Pension accumulated reserve represents the accumulated reserve for pension payable by the County.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

13. Defined Contribution Plans

The County maintains a defined contribution plan, Oakland Performance Retirement System (OPRS), which qualifies under Internal Revenue Code Section 401(a). Employees in the County PERS were first afforded the opportunity to transfer to the OPRS through December 31, 1995, retroactive to January 1, 1995. Employees who elected to transfer to the OPRS had their individually actuarially determined earned retirement benefits in the County PERS, determined as of January 1, 1995, plus accrued interest at the rate of 7.5% from January 1, 1995 until the date of election to transfer, transferred into the OPRS. Subsequent to 1995, the County reopened the opportunity for transfer several times, resulting in an additional 1,477 employees transferred from the County PERS to the OPRS.

The OPRS maintains a schedule of vesting, with the participants becoming fully vested upon completion of six years of continuous service. Employees transferring from the County PERS were allowed a permanent selection of employee contributions of 0% or 3% of their salary, with the employer matching the contribution respectively with 6% or 9% for general employees, or 7% or 10% for employees in certain bargaining units. For employees hired on or after July 1, 1994, the employer contributes 5% of the employee's salary. Effective December 1999, employees were offered an opportunity to increase their contribution with a County match of 2% for new hires and 1% for all others. In December 2000, the employee and County match were increased 1%. All employees are able to contribute up to 10% of their salary on a voluntary after-tax basis. All contributions are remitted to a third-party plan administrator.

Total membership in the OPRS as of September 30, 2013 was 2,758, which includes 479 employees who elected to transfer from the PERS in 1995 through 2000 and 2,279 current employees hired since July 1, 1994.

The County's payroll for employees covered by the OPRS for the year ended September 30, 2013 was \$155,163,495, and the County's total payroll was \$205,696,346. The required contributions, which matched those actually made, were \$5,920,871 by employees and \$14,101,873 by the County, representing 3.8% and 9.1% of covered payroll, respectively.

In 2008, the County offered a voluntary defined contribution plan for part-time non-eligible employees. The plan qualifies under the Omnibus Budget Reconciliation Act of 1990 (OBRA) and IRS Section 3121 (b) (&) (F) which allows for a defined contribution plan in lieu of Social Security. With the implementation of this plan, the County contributes 1.3% and the employee contributes 6.2% of their earnings into a defined contribution plan. The employee would be immediately 100% vested in both the employer and employee contributions, but cannot access the money invested in the plan until they are separated from County employment. During fiscal year 2013, the County contributed \$187,227 to the plan.

The contribution requirements of plan members and the County are established and may be amended by the Board of Commissioners in accordance with County policies, union contracts, and plan provisions.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

14. Postemployment Benefits

Oakland County provides medical care benefit insurance coverage to retired employees or survivors of deceased employees who were hired on or before September 20, 1985, or hired on or after September 21, 1985 and had 15 years of service (for family coverage) or 8 to 14 years of service (for retired members only). This single-employer defined benefit plan is administered by Oakland County through two funding vehicles: the Oakland County VEBA Trust (the Trust) and the Intermediate Medical Benefits Trust (IRMBT). The IRMBT received the proceeds of the Certificates of Participation (as discussed in Note 8), and makes transfers into the VEBA in the amount of the actuarially required contribution.

For employees whose employment ends prior to retirement, the Trust provides benefits to those with 15 to 19 years of service (for members only) or 20 years of service (for family coverage).

In 2013, the County provided 2,167 retirees medical insurance and reimbursed them for Medicare premiums under the Trust. In 2013, the County disbursed \$28,563,668 for this purpose.

Postemployment benefits are established and may be amended by the Board of Commissioners in accordance with County policies, union contracts, and plan provisions. The plan covers the following classes of employees: General, Command Officers, and Deputies. The plan in the general class is now closed to new hires. The County has established a "Retirement Health Savings Plan" beginning January 1, 2007, whereby the general class of employees hired on or after this date will no longer receive a defined health insurance benefit, but will receive a cash payment upon retirement from which they can purchase their own health insurance. At September 30, 2013, the date of the most recent actuarial valuation, membership in the OPEB consisted of 2,265 retirees and beneficiaries currently receiving benefits, 2,539 active employees, and 240 terminated employees entitled to benefits but not yet receiving them.

The annual OPEB costs, the percentage contributed to the plan, and the net OPEB asset for the current and two preceding years were as follows:

	Fiscal year ended September 30		
	2013	2012	2011
Annual OPEB cost (ARC)	\$ 28,359,365	\$ 27,858,341	\$ 37,116,312
Percentage of ARC contributed	0%	0%	0%
Net OPEB asset	\$ 198,243,607	\$ 299,937,972	\$ 327,796,313

In 2013, the IRMBT contributed \$36,970,025 as the annual required contribution determined by the actuary. In addition, the County, as permitted, contributed an additional \$236,000,000 in order to fully fund the VEBA. Since the Plan is comprised of these two trust funds, this is not considered a contribution in relation to the ARC. The County made the scheduled debt service payment on the Certificates of Participation.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

The funding progress of the plan as of September 30, 2013, the most recent actuarial valuation report, is as follows:

Retirees and beneficiaries	\$ 444,643,296
Vested terminated employees who will be eligible when they collect retirement (age 60 in most cases) and their beneficiaries	59,189,042
Active employees and beneficiaries	365,652,808
Actuarial accrued liability	869,485,146
Actuarial value of assets	1,023,100,574
Unfunded AAL (Overfunded AAL)	<u>\$(153,615,428)</u>
Funded ratio	117.7%
Annual covered payroll	\$ 154,128,944
Overfunded AAL as a percentage of payroll	99.7%
Actuarial Required Contribution (ARC)	\$ 19,505,017
Adjustment to the ARC	17,465,007
Interest on net OPEB asset	<u>(8,610,659)</u>
Annual OPEB cost	28,359,365
Contributions	-
Loan forgiveness*	<u>73,335,000</u>
Decrease in net OPEB Asset	101,694,365
OPEB Asset - Beginning of year	<u>299,937,972</u>
OPEB Asset - End of year	<u>\$ 198,243,607</u>

*refer to Note #8

Overfunded actuarial accrued liabilities are being amortized based on a level dollar closed period of 10 years. In addition, the County reports an other post-employment benefits asset for the funding provided by the sale of certificates of participation. The remaining amortization period of this asset as of September 30, 2013 was 23 years.

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

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

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

In the September 30, 2013 actuarial valuation, the individual entry age actuarial cost method was used. The actuarial assumptions included a 7.5 percent investment rate of return (net of administrative expenses), which consists of a real rate of return of 3.00 percent per year plus a long-term rate of inflation of 4.5 percent per year and an annual healthcare cost trend rate of 9.0 percent initially, reduced by decrements to an ultimate rate of 4.5 percent after 10 years. Both rates included a 4.5 percent inflation assumption. The actuarial value of assets is equal to the reported market value of assets at the valuation date. The UAAL for the groups was amortized over a 10-year period using a closed level dollar payment method. Active member payroll was assumed to increase 4.5 percent per year for the purpose of determining the level percent contributions.

The following are condensed financial statements as of and including September 30, 2013 (the OPEB Plan includes the VEBA Trust and the IRMB Trust):

**OPEB
Plan**

Statement of Net Position

Cash and investments	\$ 1,454,093,632
Other assets	<u>2,784,575</u>
Total assets	<u>1,456,878,207</u>
Liabilities	<u>424,279,040</u>
Net position	<u>\$ 1,032,599,167</u>

Statement of Changes in Net Position

Additions:	
Contributions	\$ 90,192
Investment income	157,838,005
Other revenue	<u>2,335,012</u>
Total additions	<u>160,263,209</u>
Deductions:	
Benefits	28,563,668
Loan forgiveness	73,335,000
Other expenses	<u>3,513,973</u>
Total deductions	<u>105,412,641</u>
Change in net position	54,850,568
Net position held in trust, beginning of year	<u>977,748,599</u>
Net position held in trust, end of year	<u>\$ 1,032,599,167</u>

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

The Road Commission contributes to the Road Commission for Oakland County Retiree Health Care Trust (the "Trust"). The Trust provides for future payment of medical benefits for eligible retirees, their spouses and their dependents. The obligation to provide benefits to employees was established by negotiation with various collective bargaining units or other actions of the Oakland County Board of Road Commissioners. At December 31, 2012, the date of the most recent actuarial valuation, membership consisted of 689 retirees and beneficiaries currently receiving benefits, 306 vested active employees, and 92 nonvested active employees. For the year ended September 30, 2013, the Road Commission's adjusted annual required contribution to the Trust was \$8,211,121, with interest of \$736,292 on the prior year net OPEB obligation. The Road Commission contributed \$500,000 to the Trust during the year and paid \$5,935,689 directly toward insurance premiums and medical costs for retirees during fiscal year 2013, leaving a net OPEB obligation of \$14,783,249 at September 30, 2013.

15. Deferred Compensation Plan

In fiscal year 1998, both the County and the Road Commission adopted GASB Statement No. 32, *Accounting and Financial Reporting for Internal Revenue Code Section 457 Deferred Compensation Plans*. During fiscal year 1999, as required by the statement, the County and the Road Commission each placed all Deferred Compensation Plan assets with a trustee, relinquishing all fiduciary accountability for the assets. Accordingly, the related assets and liabilities of the plan are not reported in the County and Road Commission financial statements.

16. Risk Management

The County is exposed to various risks of loss related to property, employee injuries, general liability claims, and torts, as well as medical benefits provided to employees. The County has purchased a commercial property policy for its building and contents, electronic data processing equipment, boats and motors, ATV/snowmobiles, and automobile catastrophe physical damage coverage. The policy is subject to a maximum per occurrence catastrophic loss limit of \$350,000,000. Policy limits (subject to the maximum \$350,000,000 per occurrence catastrophic loss limit) are: building and contents in the amount of \$622,958,494, electronic data processing equipment in the amount of \$42,241,397, boats and motors in the amount of \$503,000, ATV/snowmobiles in the amount of \$66,000, automobile catastrophe physical damage in the amount of \$2,000,000, flood coverage in the amount of \$50,000,000 (subject to limitations in some flood zones), earthquake coverage in the amount of \$50,000,000, boiler and machinery coverage in the amount of \$100,000,000, property insurance for helicopter hull physical damage in the amount of \$2,854,184, and helicopter additional equipment physical damage in the amount of \$1,218,000. Liability insurance has been purchased for: airport operations in the amount of \$50,000,000, helicopter operations in the amount of \$100,000,000, automobile fleet operations in the amount of \$5,000,000, fiduciary liability in the amount of \$25,000,000, employee dishonesty/faithful performance in the amount of \$3,000,000, travel accident in the amount of \$100,000 per person/\$500,000 aggregate, N.E.T. law enforcement liability in the amount of \$5,000,000, workers' compensation statutory coverage in excess of \$1,000,000 for each occurrence, and self-insured retention and employers' liability in the amount of \$1,000,000. The County is uninsured for all other risks except as noted. The Road Commission has similar risks and is uninsured for these claims within certain limits.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

The County and the Road Commission estimate the liability for all the above-mentioned claims that have been incurred through September 30, 2013, including both those claims that have been reported, as well as those that have not yet been reported, and estimates of both future payments of losses and related claim adjustment expenses.

Estimated liabilities for unpaid claims are based on historical claim payments, including related legal and administrative expenses. Neither the County nor the Road Commission has experienced settlements in excess of insurance coverage during the past three years.

The County records estimates in the Fringe Benefits and the Building and Liability Insurance funds, both Internal Service funds, and the Road Commission records these estimates in the governmental fund type. Changes in the estimated claims liabilities are as follows:

	September 30	
	2013	2012
Primary Government		
Beginning-of-period liability	\$ 19,794,838	\$ 18,529,805
Estimated claims incurred, claim adjustment expenses and changes in estimates		
Provisions for current-year events	39,152,714	42,318,258
Decrease in provisions for prior-year events	(540,383)	(57,100)
Total incurred claims, claim adjustment expenses and changes in estimates	38,612,331	42,261,158
Claim payments and claim adjustment expenses		
Related to current-year events	(35,318,819)	(39,197,486)
Related to prior-year events	(2,433,555)	(1,798,639)
Total claim payments and claim adjustment expenses	(37,752,374)	(40,996,125)
End-of-period liability	\$ 20,654,795	\$ 19,794,838
Road Commission - Component Unit		
Beginning-of-year liability	\$ 3,833,018	\$ 3,647,027
Estimated claims incurred and changes in estimates	12,336,340	13,690,593
Claim payments	(12,823,325)	(13,504,602)
End-of-year liability	\$ 3,346,033	\$ 3,833,018

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

17. Leases

The County (primary government) leases certain office facilities and other equipment under non-cancelable operating leases. Total costs for such leases for the County for the year ended September 30, 2013 were \$880,740. The future minimum lease payments as of September 30, 2013 are as follows:

Fiscal year	Primary government
2014	\$ 803,967
2015	576,649
2016	344,656
2017	157,604
2018	157,604
2019-2023	110,323
Total	<u>\$ 2,150,803</u>

Additionally, the County leases portions of certain buildings to various governmental agencies. The amount received from these leases for the fiscal year ended September 30, 2013 totaled \$158,127, recorded in the Facilities Maintenance & Operations fund, an internal service fund type.

The County has also “loaned” its AAA bond rating to assist local communities in the ability to finance local projects by pledging full faith and credit on the debt issued through the Oakland County Building Authority. Debt is to be paid from payments from the benefiting community over the life of the debt issues, with the structures being collateral. A contract, or lease, receivable with a corresponding deferred revenue is shown in the Debt Service Fund financial statements of the County. Debt and receivables are reported for a Sheriff’s Sub-station in the City of Rochester Hills for \$5.2 million in 2002, Community Mental Health Authority Housing Project in the amount of \$5,500,000 in 2007, Keego Harbor City Hall and DPW Building in the amount of \$1,120,000 in 2010, City of Oak Park in the amount of \$2,500,000 in 2012, and Community Mental Health Authority Project in the amount of \$14,500,000 in 2012. The future minimum lease payments to be received as of September 30, 2013 are as follows:

Fiscal year	Primary government
2014	\$ 1,853,016
2015	1,894,216
2016	1,881,891
2017	1,865,604
2018	1,873,407
2019 - 2023	8,196,606
2024 - 2028	6,389,866
2029 - 2033	6,010,308
2034 - 2038	948,563
2039 - 2043	133,075
Total	<u>\$ 31,046,552</u>

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

18. Commitments and Contingencies

The County, the Drainage Districts, and the Road Commission are involved in legal actions in which plaintiffs seek damages of indeterminable amounts which may exceed insurance coverage where applicable. Litigation is subject to many uncertainties, and the outcome of individual matters cannot be predicted. Accordingly, a reasonable range of liability to the County, the Drainage Districts, or Road Commission pertaining to these matters cannot be determined. Management has taken steps to protect the County and believes any liability resulting from cases in which it is involved will not materially affect its financial position.

The County, the Drainage Districts, and the Road Commission received funds from various federal and state units to finance specific activities. The final determination of revenue is subject to the acceptance of project costs by the granting agency, usually after a compliance audit. To the extent that costs are disallowed by the granting agency, the County, the Drainage Districts, and Road Commission resources would be required to reimburse the grant funds. Management believes that disallowed costs, if any, would be immaterial.

The County has outstanding construction commitments (contracts) at September 30, 2013 as follows: Water Resources Commissioner has a contract with a cost of \$4,961,023 for the Farmington Hills Water System Project (ACT 342 Project) with a remaining balance of \$1,084,109 and a contract with a cost of \$1,931,226 for the Evergreen Farmington Sewage Disposal System (ACT 342 Project) with a remaining balance of \$1,273,645. Building Authority Projects has a contract with a cost of \$1,408,000 for the Facilities Infrastructure/Information Technology Project with a remaining balance of \$1,114,323.

The Drainage Districts' component unit has a construction contract for a Bloomfield Township CSO project with a total cost of \$2,712,210, with a remaining balance of \$402,559 and contracts for the Oakland Macomb Interceptor Drainage District Project with a total cost of \$92,494,347, with a remaining balance of \$61,112,109 as of September 30, 2013.

County of Oakland
Notes to Basic Financial Statements
September 30, 2013

19. Statement of Net Position – Reconciliation of Internal Balances

The internal balances amount on the Statement of Net Position is reconciled as follows:

Governmental Activities

Governmental Funds

Due from other funds	\$ 11,992,424
Long-term advances receivable	362,335
Due to other funds	(12,007,969)
Current and long-term advances payable	(362,335)

Internal Service Funds

Due from other funds	661,400
Due to other funds	(71,131)
Current and long-term advances payable	(422,523)

Governmental activities, internal balances	<u>\$ 152,201</u>
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Business-Type Activities

Proprietary Funds

Due from other funds	\$ 171,914
Current and long-term advances receivable	422,523
Due to other funds	(746,638)

Business-type activities, internal balances	<u>\$ (152,201)</u>
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EXHIBIT C
CITY OF FARMINGTON HILLS
GENERAL FINANCIAL, ECONOMIC & STATISTICAL INFORMATION

LOCATION AND DESCRIPTION

The City of Farmington Hills (the “City”) encompasses 33.4 square miles. The City is located in the southeastern portion of Michigan in the southern part of Oakland County approximately 17 miles northwest of downtown Detroit.

FISCAL YEAR

The City’s fiscal year begins on July 1st and ends on June 30th.

POPULATION

The U.S. Census reported population for the City is as follows:

	City of Farmington Hills	% Change
2010 U.S. Census	79,740	-2.89%
2000 U.S. Census	82,111	9.99
1990 U.S. Census	74,652	----

FORM OF GOVERNMENT

The City, formerly Farmington Township, became a City on July 1, 1973. The City operates under the City Council–Manager form of government. The Mayor is elected for a two-year term and the City Council consists of six members elected for four-year staggered terms. The City Manager is the chief administrative officer of the City and is appointed by the City Council to serve at its pleasure.

PROPERTY VALUATIONS

Article IX, Section 3, of the Michigan Constitution provides that the proportion of true cash value at which property shall be assessed shall not exceed 50% of true cash value. The Michigan Legislature by statute has provided that property shall be assessed at 50% of its true cash value, except as described below. The Michigan Legislature or the electorate may at some future time reduce the percentage below 50% of true cash value.

On March 15, 1994, the electors of the State approved an amendment to the Michigan Constitution permitting the Legislature to authorize ad valorem taxes on a non-uniform basis. The legislation implementing this constitutional amendment added a new measure of property value known as “Taxable Value.” Since 1995, taxable property has had two valuations—state equalized valuation (“SEV”) and Taxable Value. Property taxes are levied on Taxable Value. Generally, the Taxable Value of property is the lesser of: (a) the property’s Taxable Value in the immediately preceding year minus any losses, multiplied by the lesser of 1.05 or the inflation rate, plus all additions, or (b) the property’s current SEV. Under certain circumstances, therefore, the Taxable Value of property may be different from the same property’s SEV.

When property is sold or transferred, Taxable Value is adjusted to the SEV, which under existing law is 50% of the current true cash value. The Taxable Value of new construction is equal to current SEV. The Taxable Value and SEV of existing property are also adjusted annually for additions and losses.

Responsibility for assessing taxable property rests with the local assessing officer of each township and city. Any property owner may appeal the assessment to the local assessor, to the local board of review and ultimately to the Michigan Tax Tribunal.

In addition to limiting the annual increase in Taxable Value, the Michigan Constitution mandates a system of equalization of assessments. Although the assessor for each local unit of government within a county is responsible

for actually assessing at 50% of true cash value, adjusted for Taxable Value purposes, the final SEV and Taxable Value are arrived at through several steps. Assessments are established initially by the municipal assessor.

Municipal assessments are then equalized to the 50% levels as determined by the County Department of Equalization. Thereafter, the State equalizes the various counties in relation to each other. SEV is important, aside from its use in determining Taxable Value for the purpose of levying ad valorem property taxes, because of its role in the spreading of taxes between overlapping jurisdictions, the distribution of various State aid programs, State revenue sharing and in the calculation of debt limits.

Property that is exempt from property taxes (e.g., churches, government property, public schools) is not included in the SEV or Taxable Value data in this Appendix D. Property granted tax abatements under Act 198, Public Acts of Michigan, 1974, as amended, is recorded on a separate tax roll while subject to tax abatement. The valuation of tax abated property is based upon SEV but is not included in either the SEV or Taxable Value data in this Appendix A except as noted.

HISTORY OF VALUATIONS

A history of the property valuations in the City is shown below:

Property Value as of 12/31	Levy/ Valuation Year	Total Taxable Value	Percent Change	State Equalized Value	Percent Change
2013	2014	\$3,054,060,110	0.35%	\$3,258,191,390	5.61%
2012	2013	3,043,288,010	-1.50	3,084,995,820	-0.80
2011	2012	3,080,204,340	-6.20	3,108,123,820	-6.22
2010	2011	3,283,783,240	-9.18	3,314,116,800	-9.98
2009	2010	3,615,617,725	-13.19	3,681,476,945	-14.34
2008	2009	4,165,008,570	-5.59	4,297,748,050	-9.40
2007	2008	4,411,543,260	-0.61	4,743,497,740	-4.08
2006	2007	4,438,529,490	3.36	4,945,217,110	1.77
2005	2006	4,294,168,650	4.21	4,859,279,120	2.78
2004	2005	4,120,595,630	3.67	4,727,926,950	2.48
2003	2004	3,974,587,000	3.77	4,613,333,370	2.83
2002	2003	3,830,232,170	----	4,486,258,920	----

Source: Oakland County Equalization Department

VALUATION COMPOSITION

A breakdown of the City's 2014 Taxable Value by class and use is as follows:

By Class:	2014 Taxable Value	Percent of Total
Real Property	\$2,818,345,950	92.28%
Personal Property	235,714,160	7.72
TOTAL	<u>\$3,054,060,110</u>	<u>100.00%</u>
By Use:		
Commercial	\$654,855,950	21.44%
Industrial	92,381,530	3.02
Residential	2,071,108,470	67.81
Personal	235,714,160	7.72
TOTAL	<u>\$3,054,060,110</u>	<u>100.00%</u>

Source: Oakland County Equalization Department

INDUSTRIAL FACILITY TAX ABATEMENTS

Under the provisions of Act 198 of the Public Acts of Michigan, 1978, as amended (“Act 198”), plant rehabilitation districts and/or industrial development districts may be established. Businesses in these districts are offered certain property tax incentives to encourage restoration or replacement of obsolete facilities and to attract new facilities in the area. The industrial facilities tax (“IFT”) is paid, at a lesser effective rate and in lieu of ad valorem property taxes, on such facilities for a period of up to 12 years. Qualifying facilities are issued abatement certificates for this period.

After expiration of the abatement certificate, the then-current SEV of the facility is returned to the ad valorem tax roll. The owner of such facility may obtain a new certificate, provided it has complied with the provisions of Act 198.

The City has several IFT abatements outstanding with a total 2014 Taxable Value of \$2,234,120, all of which is taxed at half rate. For purposes of computing “Equivalent” Taxable Value, it has been shown in the “History of Valuations” table above as 50% of the Taxable Value.

Source: Oakland County Equalization Department

TAX INCREMENT AUTHORITIES

Act 450 of the Public Acts of Michigan, 1980, as amended (the “TIFA Act”), Act 197 of the Public Acts of Michigan, 1975, as amended (the “DDA Act”), Act 281 of the Public Acts of Michigan, 1986, as amended (the “LDFA Act”) and Act 381, of the Public Acts of Michigan, 1996, as amended (the “Brownfield Act”) (together the “TIF Acts”) authorize the designation of specific districts known as Tax Increment Finance Authority (“TIFA”) Districts, Downtown Development Authority (“DDA”) Districts, Local Development Finance Authority (“LDFA”) Districts or Brownfield Redevelopment Authority (“BRDA”) Districts, authorized to formulate tax increment financing plans for public improvements, economic development, neighborhood revitalization, historic preservation and environmental cleanup within the district.

Tax increment financing permits the TIFA, DDA, LDFA or BRDA to capture tax revenues attributable to increases in value (“TIF Captured Value”) of real and personal property located within an approved development area while any tax increment financing plans by an established district are in place. These captured revenues are used by the District and are not passed on to the local taxing jurisdictions.

The City has one BRDA with a 2014 estimated captured taxable value of \$10,972,590.

Source: City of Farmington Hills

PROPERTY TAX REFORM PROPOSALS

The enactment of Michigan Public Acts 153 and 154 of 2013, together with the subsequent enactment of Michigan Public Acts 80, 81, and 86 through 93 of 2014, significantly reformed personal property tax in Michigan. The voters of the State approved a referendum on August 5, 2014, to which all of these acts were tied, and therefore these acts will continue in effect.

Beginning this year, owners of industrial and commercial personal property with a total true cash value of \$80,000 or less may file an affidavit claiming a personal property tax exemption. To be eligible for the exemption, all of the commercial or industrial personal property within a city or township that is owned by, leased to, or controlled by the claimant has to have an accumulated true cash value of \$80,000 or less. Beginning in 2016, owners of certain manufacturing personal property that was either purchased after December 31, 2012, or that is at least 10 years old may claim an exemption from personal property tax. By 2022, all eligible manufacturing personal property will be at least 10 years old or purchased after December 31, 2012, so that it could be exempted from personal property tax.

The legislation provides for replacement of revenues lost by local governments, including counties and townships, due to these exemptions beginning in 2016. Those revenues will be from a portion of the current State use tax that would, if the previously mentioned referendum is approved, be set aside as a “local community stabilization share” of the use tax. It would not be subject to the annual appropriations process and would automatically be provided to a “local community stabilization authority” for distribution pursuant to a statutory

formula anticipated to provide 100% reimbursement to local governments for losses due to the new personal property tax exemptions.

The ultimate nature, extent and impact of the personal property tax legislation described above or other tax and revenue measures, which are from time to time considered, cannot currently be predicted. No assurance can be given that any future legislation or administrative action, if enacted or implemented, will not adversely affect the market price or marketability of the Bonds, or otherwise prevent Bondholders from realizing the full current benefit of an investment therein. Purchasers of the Bonds should be alert to the potential effect of such measures upon the Bonds, the security therefor and the operations of the City.

MAJOR TAXPAYERS

The City's top ten taxpayers and their 2014 Taxable Values are as follows:

Taxpayer	Product/Service	Taxable Value
Oakland Management Co.	Property Management	\$63,277,950
Detroit Edison	Public Utility	33,049,350
Robert Bosch Corp.	Automotive R&D	29,064,940
Nissan Corp.	Automotive R&D	27,629,060
FH Corporate Investors (Kojaian)	Property Management	22,274,220
Green Hill Apartments	Apartment Complex	17,200,840
Ramco/Lion Venture LP	Property Management	13,808,630
Aimco (Independence Green)	Apartment Complex	12,583,400
Hartman & Tyner	Apartment Complex	12,472,910
Chrysler Financial Corp.	Financial	10,963,640
TOTALS		\$242,324,940
Total 2014 Taxable Value		\$3,054,060,110
Total 10 Taxpayers as a % of 2014 Total Taxable Value		7.94%

Source: City of Farmington Hills

CONSTITUTIONAL ROLLBACK AND ASSESSMENT CAPS

Article IX, Section 31 of the Michigan Constitution requires that if the total value of existing taxable property in a local taxing unit, exclusive of new construction and improvements, increases faster than the U.S. Consumer Price Index from one year to the next, the maximum authorized tax rate for that local taxing unit must be reduced through a Millage Reduction Fraction unless reversed by a vote of the electorate of the local taxing unit.

TAX RATES - (PER \$1,000 OF VALUATION)

City of Farmington Hills	2013	2012	2011	2010	2009	2008
Operating ¹	7.9560	7.9560	7.9560	7.4560	7.5301	7.5168
Act 298 - Refuse	0.7168	0.7138	0.6822	0.6010	0.5269	0.5402
Parks & Recreation (Voted)	0.4882	0.4882	0.4882	0.4882	0.4882	0.4882
Public Safety	3.1764	3.1764	1.4764	1.4764	1.4764	1.4764
Public Info.	<u>0.0164</u>	<u>0.0162</u>	<u>0.0152</u>	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>
Total City Tax Rate	12.3538	12.3506	10.6180	10.0216	10.0216	10.0216
Other Taxing Units						
State Education Tax	6.0000	6.0000	6.0000	6.0000	6.0000	6.0000
County of Oakland	4.6461	4.6461	4.6461	4.6461	4.6461	4.6461
Farmington Community Library	1.5856	1.5856	1.5856	1.5856	1.0000	1.0000
Farmington Public Schools						
Homestead	13.0140	13.3810	12.3334	10.9778	10.1442	9.6915
Non-Homestead	20.5600	20.5600	20.1800	19.0500	19.8000	19.8000
Oakland ISD	3.3690	3.3690	3.3690	3.3690	3.3690	3.3690
Oakland Community College	1.5844	1.5844	1.5844	1.5844	1.5844	1.5844
Oakland Co. Public Transportation Auth.	0.5900	0.5900	0.5900	0.5900	0.5900	0.5900
Zoo Authority	<u>0.1000</u>	<u>0.1000</u>	<u>0.1000</u>	<u>0.1000</u>	<u>0.1000</u>	<u>0.1000</u>
Art Institute	<u>0.2000</u>	<u>0.2000</u>	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>
Total All Jurisdictions - Homestead	<u>43.4429</u>	<u>43.8067</u>	<u>40.8265</u>	<u>38.8745</u>	<u>37.4646</u>	<u>37.0026</u>
Total All Jurisdictions - Non-Homestead	<u>50.9889</u>	<u>50.9857</u>	<u>48.6731</u>	<u>46.9467</u>	<u>47.1204</u>	<u>47.1111</u>

¹Operating millage includes the millages for capital improvements and drains.

Source: City of Farmington Hills and Oakland County Equalization Department

TAX RATE LIMITATIONS

The City's current tax rate limitations are as follows:

Purpose	Millage Authorized	2013	2013 Millage Rate	2013	Expiration Date of Levy
		Maximum Allowable Millage after Rollback		Tax Rate Margin	
Operating	10.0000	8.4252	7.9560	0.4692	N/A
Act 298 – Refuse	3.0000	2.9313	0.7168	2.2145	N/A
Parks & Recreation	0.5000	0.4882	0.4882	0.0000	6/30/19
Public Safety	1.5000	1.4764	1.4764	0.0000	6/30/16
Public Safety	1.7000	1.7000	1.7000	0.0000	6/30/22
Public Info. – Act 59	4.0000	4.0000	0.0164	3.9836	N/A

*The revenue produced by this millage is limited to \$50,000 annually.

The City has the authority to levy taxes in excess of the above limitations pursuant to state law for the following purposes:

Purpose	Authority	Rate per \$1,000 of Taxable Value
Police & Fire Pension Requirements	Act 345, P.A. of Michigan 1937, as amended	Amount required to make contribution

On November 7, 1978, Article IX, Section 6, of the 1963 Michigan Constitution was amended placing certain limitations on increases of taxes. The amendment did not, and will not, limit the levy of taxes for the payment of

principal and interest on bonds or other evidences of indebtedness outstanding at the time the amendment became effective, nor will the amendment limit taxes imposed for the payment of bonds or other indebtedness issued, or incurred, after their effective date if said bonds, or other indebtedness, have been approved by the voters.

Additionally, Article IX, Section 6, of the 1963 Michigan Constitution, as amended, permits the levy of millage in excess of the above for:

1. All debt service on tax supported bonds or bonds issued prior to December 23, 1978 or tax supported issues which have been approved by the voters.
2. Operating purposes for a specific period of time provided that said increase is approved by a majority of the qualified electors of the local unit.
3. Payment of valid judgments levied in accordance with the State law.

Source: City of Farmington Hills

TAX LEVIES AND COLLECTIONS

The City's property taxes are due July 1 of each year and are payable without penalty on or before August 31. All real property taxes remaining unpaid on March 1 of the year following the levy are turned over to the County Treasurer for collection. Oakland County annually pays from its Tax Revolving Fund delinquent taxes on real property to all taxing units in the County, including the City's, shortly after the date delinquent taxes are returned to the County Treasurer for collection. The payments from this fund have resulted in collections of taxes approaching 100% for all taxing units. Delinquent personal property taxes are negligible. A history of tax levies and collections for the City is as follows:

Levy Year	Tax Levy	Collections to March 1, Year Following Levy	
2013	\$37,253,336	\$36,545,818	98.10%
2012	37,762,324	36,966,855	97.89
2011	34,427,859	33,549,142	97.45
2010	35,915,797	34,911,860	97.20
2009	41,425,383	40,166,471	96.96
2008	44,006,766	42,669,852	96.96
2007	44,751,466	43,356,322	96.88

Source: City of Farmington Hills

REVENUES FROM THE STATE OF MICHIGAN

The City receives revenue sharing payments from the State of Michigan under the State Constitution and the State Revenue Sharing Act of 1971, as amended. The revenue sharing payments are composed of two components – a constitutional distribution and a statutory distribution as shown in the table below.

The constitutional distribution is mandated by the State Constitution and distributed on a per capita basis to townships, cities and villages. The amount of the constitutionally mandated revenue sharing component distributed to the City can vary depending on the population of the City and the receipt of sales tax revenues by the State.

The statutory distribution is authorized by legislative action and distribution is subject to annual State appropriation by the State Legislature. Statutory distributions may be reduced or delayed by Executive Order during any State fiscal year in which the Governor, with the approval of the State Legislature's appropriations committees, determines that actual revenues will be less than the revenue estimates on which appropriations were based.

On June 21, 2011, Governor Snyder signed into law the budget for fiscal year 2012. The budget eliminates the statutory distribution for cities, villages and townships and replaces it with a \$200,000,000 new incentive-based revenue sharing program known as the Economic Vitality Incentive Program ("EVIP"), that will be distributed to municipalities that comply with "best practices" such as sharing costs of services with other communities, reducing employee pension costs and requiring employees to pay at least 20% of the cost of their health insurance as their contracts expire. The fiscal year 2012 budget does not alter the constitutional distribution. The fiscal year 2012 budget also includes an increased constitutional revenue sharing distribution to cities, villages and townships of approximately \$15.25 million. Under the EVIP program, an eligible municipality such as the City can receive (i) one-third of the money it is eligible for if it produces a citizen's guide to its finances and a performance dashboard; (ii) another third if it develops plans to increase its existing level of cooperation, collaboration and consolidation,

both internally and with neighboring jurisdictions; and (iii) a final third if it develops a compensation plan that, among other thing, limits public employer health care contributions to no more than 80 percent and pension multipliers to no more than 2.0 percent. The compensation plan must be completed by May 1, 2012 for the City to receive all of the money that it is eligible for from the final component described in clause (iii) above; otherwise, the City can receive no more than half of the money in this final component. Any portion of the EVIP that the City would be eligible to receive would be subject to certain benchmarks that the City would need to meet, and there can be no assurance of what amount, if any, the City would receive under the proposed EVIP program.

The City has satisfied the first two best practice requirements and received EVIP payments in October and December, 2011. The City expects to receive all of the money that it is eligible to receive for satisfying the third best practice requirement through August, 2012.

Purchasers of the Bonds should be alerted to further modifications to revenue sharing payments to Michigan local governmental units, to potential consequent impact on the City's general fund condition, and to the potential impact upon the market price or marketability of the Bonds resulting from changes in revenues received by the City from the State.

The following table sets forth the annual revenue sharing payments and other moneys received by the City for its fiscal years ended June 30, 2007 through June 30, 2013.

Fiscal Year Ended June 30th	Constitutional Payments	Statutory Payments	Revenue Sharing Payments ¹
2013	\$5,844,630	\$319,971	\$6,164,601
2012	5,726,080	298,638	6,024,718
2011	5,382,909	282,661	5,579,984 ²
2010	5,159,298	567,357	5,726,655
2009	5,519,443	1,014,591	6,534,034

¹Amounts do not include state gas and weight tax distributions.

²The June 2011 payment was decreased by \$85,586 due to a Census adjustment.

Source: Michigan Department of Treasury website: <https://treas-secure.state.mi.us/apps/findrevshareinfo.asp>

LABOR AGREEMENTS

A breakdown of the City employees covered by a labor agreement and their affiliation with organized groups follows:

Employee Group	No. of Employees	Exp. Date of Contract
American Federation, County, and Municipal Employees (Clerical)	79	06/30/15
Teamsters Local 214	31	06/30/14
POAM (Patrol Officers)	77	06/30/14
POLC (Dispatchers)	19	06/30/14
Command Officers Association	20	06/30/15
International Association of Fire Fighters	45	06/30/14

Source: City of Farmington Hills

PENSION PLAN

The City of Farmington Hills Employees' Retirement System (the "Plan") is a single-employer defined benefit pension plan that administered by the City of Farmington Hills Employees' Retirement System Pension Board. Plan benefits accrue to all general, court, police, and fire employees who qualify under the Plan. The Plan provides retirement and disability benefits to plan members and their beneficiaries. In addition to providing pension benefits, the Plan provides health care benefits (in accordance with certain union contracts) for plan members if they reach the normal retirement age while working for the City.

The obligation to contribute to and maintain the system for these employees was established by negotiation with the City's competitive bargaining units. Generally, plan members are required to contribute 4.5% of base, longevity, and holiday (for certain groups) earnings for pension benefits, plus an additional 1.5% for health insurance. The funding policy provides for periodic employer contributions at actuarially determined rates. Employer contributions represented approximately 24.54% of covered payroll as reported on June 30, 2013. For the fiscal year ended June 30, 2013, the City's annual pension cost of \$4,302,129 for the Plan was equal to the required and actual contribution.

The funding status for the three most recent years is as follows:

	2013	2012	2011
Actuarial value of asset	\$127,759,371	\$126,993,894	\$122,384,733
Actuarial Accrued Liability (AAL)	\$157,810,232	\$152,271,739	\$149,204,540
Unfunded AAL	\$30,050,861	\$25,277,845	\$26,819,807
Funded ratio	81%	83.4%	82.0%
Annual covered payroll	\$20,415,113	\$21,236,510	\$21,749,242
UAAL as a percentage to covered payroll	147.2%	119.0%	123.3%

Source: City of Farmington Hills and City of Farmington Hills audited financial statements

OTHER POST-EMPLOYMENT BENEFITS

The City provides health care benefits to all full-time employees upon retirement or to individuals receiving system disability pension, in accordance with various labor contracts. Currently, 177 individuals are eligible. The City includes pre-Medicare retirees and their dependents in its insured health care plan, which generally requires employee contributions of 1.5% of earnings not in excess of the employee wage base. The City purchases Medicare supplemental insurance for retirees eligible for Medicare.

The collective bargaining agreements generally require employees to contribute 1.5% of their pay for post-employment health care benefits. The City has no obligation to make contributions in advance of when the insurance premiums are due for payment (in other words, this may be financed on a "pay as you go" basis) but has historically budgeted to fund this obligation on an actuarial basis.

For the year beginning July 1, 2012, the City has estimated the cost of providing retiree health care benefits through an actuarial valuation as of June 30, 2012. The valuation computes an annual required contribution, which represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed 18 years. Expenditures for post-employment health care benefits are funded on an actuarial basis. The City's actuarial required contribution for the year ended June 30, 2013 was \$4,161,881. At June 30, 2013, the date of the most recent actuarial report, assets available for post-employment health care benefits totaled \$50,982,851, including amounts held by the City of Farmington Hills Employees' Retirement System and the Postretirement Health Care Finance Fund.

The funding progress of the plan is as follows:

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio Percent	Covered Payroll	UAAL as a Percent of Covered Payroll
6/30/2007	\$35,850,866	\$54,475,299	\$18,624,433	65.8%	\$24,088,517	77.3%
6/30/2008	40,551,285	57,063,627	16,512,342	71.1	24,662,884	67.0
6/30/2009	41,318,315	59,275,315	17,957,000	69.7	24,904,782	72.1
6/30/2010	44,004,631	74,937,594	30,932,963	58.7	21,494,819	143.9
6/30/2011	44,004,631	72,230,135	28,225,504	60.9	21,494,819	131.3
6/30/2012	50,982,851	69,722,666	18,739,815	73.1	19,889,835	94.2
6/30/2013	50,982,851	69,722,666	18,739,815	73.1	19,889,835	94.2

Source: City of Farmington Hills audited financial statements

GENERAL FUND – FUND BALANCE

The City's General Fund - fund balance for the last five years has been as follows:

Fiscal Year Ended, June 30th	Fund Balance
2013	\$23,175,765
2012	18,010,943
2011	14,709,886
2010	13,725,098
2009	17,664,209
2008	18,676,133

Source: Audited Financial Statements

DEBT HISTORY

The City has no record of default on its obligations.

FUTURE FINANCING

The City anticipates financing approximately \$2,900,000 of local road improvements within the next twelve months. In addition, the City is in the process of financing this bond issue for water improvements through the County of Oakland. It is the City's intent to make these payments from water rates and charges.

DEBT STATEMENT - (As of August 5, 2014 – including the Bonds described herein)

DIRECT DEBT:

Dated Date	Purpose	Final Maturity		Principal Outstanding
	<i>General Obligation Bonds</i>			
12/03/98	Public Skating Rink, LT	10/01/14	\$495,000	
03/01/05	General Capital Improvement, LT	10/01/15	500,000	
03/14/07	District Court Facility, LT	04/01/21	5,870,000	
07/11/12	General Obligation, LT	05/01/27	915,000	
04/02/13	General Capital Improvement, LT	10/01/30	<u>6,545,000</u>	14,325,000
	<i>Building Authority Bonds</i>			
10/22/03	Fire Station/DPW Refunding, LT	11/01/17	<u>790,000</u>	790,000
	<i>Special Assessment Bonds</i>			
07/11/12	SAGO Public Improvement, LT	10/01/21	<u>2,135,000</u>	2,135,000
	<i>Share of County Issued Bonds</i>			
05/01/03	Drain, Caddell	11/01/14	122,783	
07/01/12	Water Supply System Bonds	10/01/32	6,570,000	
09/01/14	Water Supply System Bonds	10/01/34	<u>8,800,000</u>	<u>15,492,783</u>
TOTAL DIRECT DEBT				\$32,742,783
Less: Special Assessment Bonds				<u>(2,135,000)</u>
NET DIRECT DEBT				<u>\$30,607,783</u>

OVERLAPPING DEBT:

Percent Share	Municipality	Net Debt	City's Share
32.85%	Clarenceville SD	\$0	\$0
87.21	Farmington SD	28,575,000	24,920,258
3.25	Walled Lake CSD	169,285,000	5,501,763
6.17	Oakland County	446,683,171	27,560,352
6.19	Oakland ISD	55,625,000	3,443,188
6.04	Oakland Community College	3,075,000	185,730
0.70	Schoolcraft Community College	17,030,000	119,210
90.92	Farmington Community Library	0	0
TOTAL OVERLAPPING DEBT			\$61,730,499
NET DIRECT AND OVERLAPPING DEBT			\$92,338,282

Source: Municipal Advisory Council of Michigan

DEBT RATIOS

2010 U.S. Census Bureau Reported City Population	79,740
2014 Taxable Value	\$3,054,060,110
2014 State Equalized Value (SEV)	\$3,258,191,390
2014 True Cash Value (TCV)	\$6,516,382,780
Per Capita 2014 Taxable Value	\$38,300.20
Per Capita 2014 State Equalized Value	\$40,860.10
Per Capita 2014 True Cash Value	\$81,720.30
Per Capita Net Direct Debt	\$383.80
Per Capita Net Direct and Overlapping Debt	\$1,157.90
Percent of Net Direct Debt of 2014 Taxable Value	1.0022%
Percent of Net Direct and Overlapping Debt of 2014 Taxable Value	3.0234%
Percent of Net Direct Debt of 2014 SEV	0.9394%
Percent of Net Direct and Overlapping Debt of 2014 SEV	2.8340%
Percent of Net Direct Debt of 2014 TCV	0.4697%
Percent of Net Direct and Overlapping Debt of 2014 TCV	1.4170%

LEGAL DEBT MARGIN - (As of August 5, 2014 – including the Bonds described herein)

The net indebtedness of the City shall not be in excess of 10% of the State Equalized Valuation of all real and personal property. Obligations which are not included in the computation of legal debt margin are:

1. Special Assessment Bonds;
2. Mortgage Bonds;
3. Michigan Transportation Bonds;
4. Revenue Bonds;
5. Bonds issued, or contracts or assessment obligations, incurred, to comply with an order of the Water Resources Commission (now the Department of Environmental Quality) or a court of competent jurisdiction;
6. Other obligations incurred for water supply, sewage, drainage or refuse disposal projects necessary to protect the public health by abating pollution.

2014 State Equalized Value	\$3,258,191,390
Plus: 2014 Equivalent IFT Value	2,234,120
TOTAL VALUATION	<u>\$3,260,425,510</u>
Legal Debt Limit - 10% of SEV	\$326,042,551
Total Bonded Debt Outstanding	\$32,742,783
Less: Special Assessment Bonds	<u>2,135,000</u>
Net Amount Subject to Legal Debt Limit	<u>30,607,783</u>
LEGAL DEBT MARGIN AVAILABLE	<u><u>\$295,434,768</u></u>

SCHEDULE OF BOND MATURITIES - (As of August 5, 2014—including the Bonds described herein)

Year	Obligation Bonds	Building Authority Bonds	Special Assessment Bonds	Share of County Issued Bonds	TOTAL
2014	\$850,000	\$200,000	\$275,000	\$392,783	\$1,717,783
2015	1,050,000	200,000	270,000	550,000	2,070,000
2016	1,070,000	195,000	270,000	630,000	2,165,000
2017	1,225,000	195,000	270,000	635,000	2,325,000
2018	1,230,000	0	265,000	645,000	2,140,000
2019	1,345,000	0	265,000	675,000	2,285,000
2020	1,445,000	0	265,000	685,000	2,395,000
2021	1,485,000	0	255,000	715,000	2,455,000
2022	490,000	0	0	725,000	1,215,000
2023	515,000	0	0	735,000	1,250,000
2024	505,000	0	0	770,000	1,275,000
2025	530,000	0	0	780,000	1,310,000
2026	530,000	0	0	820,000	1,350,000
2027	490,000	0	0	855,000	1,345,000
2028	510,000	0	0	870,000	1,380,000
2029	530,000	0	0	910,000	1,440,000
2030	525,000	0	0	950,000	1,475,000
2031	0	0	0	965,000	965,000
2032	0	0	0	1,010,000	1,010,000
2033	0	0	0	575,000	575,000
2034	0	0	0	600,000	600,000
2035	0	0	0	0	0
2036	0	0	0	0	0
2037	0	0	0	0	0
	<u>\$14,325,000</u>	<u>\$790,000</u>	<u>\$2,135,000</u>	<u>\$15,492,783</u>	<u>\$32,742,783</u>

LARGER EMPLOYERS¹

Listed below are the largest employers that are located within the City of Farmington Hills:

Employer	Product or Service	Approx. No. of Employees
<i>Within the City (500+ employees)</i>		
Botsford Hospital	Healthcare System	2,746
Robert Bosch Corporation	Automotive Engineering/Testing	1,600
Farmington Public Schools	Education	1,418
Quicken Loans	Financial Services	1,000
Cengage Learning Gale	Database Information Provider	850
Aditya Birla Minacs	Customer Relationship Management	700
Mercedes-Benz Financial Services	Financial Services	600
TRW Automotive Electronics	Automotive Electronics Mfg.	600
ACO Hardware	Hardware Warehousing Dist.	500
Nissan Technical Center - NA	Automotive Engineering	500

¹The approximate number of employees above are as indicated in the sources below. Because of reporting time lags and other factors inherent in collecting and reporting such information, the numbers may not reflect recent changes in employment levels, if any. Source: Crain's 2012 Book of Lists, City of Farmington Hills website, and individual employers

EMPLOYMENT BREAKDOWN

The U.S. Census Bureau, 2006-2010 American Community Survey reports the occupational breakdown of persons 16 years and over for the City of Farmington Hills and County of Oakland are as follows:

	City of Farmington Hills		County of Oakland	
	Number	Percent	Number	Percent
PERSONS BY OCCUPATION	40,448	100.00%	583,107	100.00%
Management, Professional & Related	20,642	51.03	268,617	46.06
Service	5,569	13.77	82,088	14.08
Sales & Office	9,744	24.09	147,533	25.30
Natural Resources, Construction & Maintenance	1,428	3.53	32,466	5.57
Production, Transportation & Material Moving	3,065	7.58	52,403	8.99

The breakdown by industry for persons 16 years and over in the City of Farmington Hills and County of Oakland is as follows:

	City of Farmington Hills		County of Oakland	
	Number	Percent	Number	Percent
PERSONS BY INDUSTRY	40,448	100.00%	583,107	100.00%
Agriculture, Forestry, Fishing, Hunting & Mining	101	0.25	1,197	0.21
Construction	1,345	3.33	25,739	4.41
Manufacturing	6,597	16.31	103,125	17.69
Wholesale Trade	1,110	2.74	18,719	3.21
Retail Trade	3,977	9.83	61,305	10.51
Transportation, Warehousing & Utilities	1,108	2.74	16,235	2.78
Information	1,248	3.09	14,151	2.43
Finance, Insurance & Real Estate	3,698	9.14	47,123	8.08
Professional & Management Services	6,041	14.94	79,966	13.71
Educational, Health & Social Services	9,596	23.72	127,784	21.92
Arts, Entertainment, Recreation & Food Services	3,045	7.53	47,655	8.17
Other Professional & Related Services	1,727	4.27	24,080	4.13
Public Administration	855	2.11	16,028	2.75

UNEMPLOYMENT RATES

The U.S. Department of Labor, Bureau of Labor Statistics, reports unemployment averages for the City of Farmington Hills and County of Oakland as compared to the State of Michigan as follows:

<u>Annual Average</u>	<u>City of Farmington Hills</u>	<u>County of Oakland</u>	<u>State of Michigan</u>
2013	6.8%	8.1%	8.8%
2012	7.6	9.1	9.1
2011	8.4	10.0	10.3
2010	10.5	12.4	12.7
2009	10.9	12.9	13.4
2008	5.9	7.0	8.3

POPULATION BY AGE

The 2010 U.S. Census estimate of population by age for the City of Farmington Hills and County of Oakland are as follows:

	<u>City of Farmington Hills</u>		<u>County of Oakland</u>	
	<u>Number</u>	<u>Percent</u>	<u>Number</u>	<u>Percent</u>
Total Population	79,740	100.00%	1,202,362	100.00%
0 through 19 years	18,841	23.63	310,145	25.79
20 through 64 years	48,187	60.43	733,093	60.98
65 years and over	12,712	15.94	159,124	13.23
Median Age	42.1 years		40.2 years	

INCOME

The U.S. Census Bureau, 2006-2010 American Community Survey estimate of household income for the City of Farmington Hills and County of Oakland are as follows:

	<u>City of Farmington Hills</u>		<u>County of Oakland</u>	
	<u>Number</u>	<u>Percent</u>	<u>Number</u>	<u>Percent</u>
HOUSEHOLDS BY INCOME	33,591	100.00%	481,040	100.00%
Less than \$ 10,000	1,170	3.48	24,528	5.10
\$ 10,000 to \$ 14,999	1,137	3.38	17,682	3.68
\$ 15,000 to \$ 24,999	3,008	8.95	39,739	8.26
\$ 25,000 to \$ 34,999	2,907	8.65	41,422	8.61
\$ 35,000 to \$ 49,999	4,150	12.35	57,941	12.04
\$ 50,000 to \$ 74,999	5,671	16.89	85,826	17.85
\$ 75,000 to \$ 99,999	4,656	13.87	65,533	13.62
\$100,000 to \$149,999	5,198	15.48	79,096	16.44
\$150,000 to \$199,999	3,068	9.13	34,844	7.24
\$200,000 or MORE	2,626	7.82	34,429	7.16
Median Income	\$67,803		\$66,390	

FINANCIAL INFORMATION REGARDING THE CITY OF FARMINGTON HILLS

The audited financial statements of the City of Farmington Hills for the fiscal year ending June 30, 2013 are available on the Michigan Department of Treasury website at <http://www.michigan.gov/treasury> go to Local Government Services, go to Local Unit Audit Reports, go to 2013, go to Oakland County, go to Farmington Hills.

EXHIBIT D

[SEE ATTACHED FORM OF LEGAL OPINION]

las.os-oak264

_____, 2014

Board of Commissioners
County of Oakland, Michigan

We have acted as bond counsel to the County of Oakland, State of Michigan (the "County") in connection with the issuance by the County of its \$8,800,000 Oakland County Farmington Hills Water Supply System Improvements Bonds, Series 2014 (the "Bonds"). We have examined the law and such certified proceedings and other papers, including an executed copy of the Oakland County Farmington Hills 2012 Water Supply System Improvements Contract dated as of May 1, 2012 (the "Contract"), between the County and the City of Farmington Hills (the "City"), as we deem necessary to render this opinion.

As to questions of fact material to our opinion, we have relied upon certified proceedings and other certificates of public officials and others furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion, under existing law, as follows:

1. The Bonds are valid and legally binding obligations of the County payable in the first instance from moneys to be paid to the County by the City pursuant to the Contract.
2. The full faith and credit of the County have been pledged for the payment of the principal of and interest on the Bonds when due. Taxes imposed by the County for the payment of such principal and interest are subject to constitutional and statutory limitations.
3. The Contract is valid and binding on the parties thereto and the full faith and credit of the City have been pledged for the prompt payment of its obligations pursuant to the Contract. Taxes imposed by the City for the payment of its obligations are subject to constitutional, statutory and charter tax limitations.
4. Under existing law, the Bonds and the interest thereon are exempt from all taxation whatsoever by the State of Michigan or by any taxing authority within the State of Michigan, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.
5. The interest on the Bonds (a) is excluded from gross income for federal income tax purposes and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. We note, however, that certain corporations must take into account interest on the Bonds in determining adjusted current

Board of Commissioners of the
County of Oakland
_____, 2014
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earnings for the purpose of computing such alternative minimum tax. The opinion set forth in clause (a) above is subject to the condition that the County comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the Bonds to be so included in gross income retroactive to the date of issuance of the Bonds. The County has covenanted to comply with all such requirements. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the official statement relating to the Bonds.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

It is understood that the rights of the holders of the Bonds and the enforceability of the Bonds and the Contract may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement also may be subject to the exercise of judicial discretion in appropriate cases.

Respectfully submitted,

BLOOMFIELD 9007-401 1417241v1

APPENDIX A

CONTINUING DISCLOSURE CERTIFICATE

COUNTY OF OAKLAND, STATE OF MICHIGAN

\$8,800,000

**OAKLAND COUNTY FARMINGTON HILLS
WATER SUPPLY SYSTEM IMPROVEMENTS BONDS, SERIES 2014**

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the County of Oakland, Michigan (the "Issuer") in connection with the issuance of its Oakland County Farmington Hills Water Supply System Improvements Bonds, Series 2014 (the "Bonds"). The Issuer covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate.

(a) This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Bondholders and the Beneficial Owners and in order to assist the Participating Underwriter in complying with subsection (b)(5) of the Rule.

(b) In consideration of the purchase and acceptance of any and all of the Bonds by those who shall hold the same or shall own beneficial ownership interests therein from time to time, this Disclosure Certificate shall be deemed to be and shall constitute a contract between the Issuer and the Bondholders and Beneficial Owners from time to time of the Bonds, and the covenants and agreements herein set forth to be performed on behalf of the Issuer shall be for the benefit of the Bondholders and Beneficial Owners of any and all of the Bonds.

Section 2. Definitions. The following capitalized terms shall have the following meanings:

"1934 Act" shall mean the Securities Exchange Act of 1934, as amended.

"Annual Report" shall mean any Annual Report of the Issuer provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries).

"Bondholder" shall mean the registered owner of any Bonds.

"Dissemination Agent" shall mean the Issuer or any successor Dissemination Agent appointed in writing by the Issuer and which has filed with the Issuer a written acceptance of such appointment.

"EMMA" shall mean the Electronic Municipal Market Access system of the MSRB. As of the date of this Disclosure Certificate, the EMMA Internet Web site address is <http://www.emma.msrb.org>.

"GAAP" shall mean generally accepted accounting principles, as such principles are prescribed, in part, by the Financial Accounting Standards Board and modified by the Governmental Accounting Standards Board and in effect from time to time.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the 1934 Act. As of the date of this Disclosure Certificate, the address and telephone and telecopy numbers of the MSRB are as follows:

Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, Virginia 22314
Tel: (703) 797-6600
Fax: (703) 797-6700

"Official Statement" shall mean the final Official Statement for the Bonds dated _____, 2014.

"Participating Underwriter" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with the primary offering of the Bonds.

"Rule" shall mean Rule 15c2-12 (17 CFR Part 240, § 240.15c2-12) promulgated by the SEC pursuant to the 1934 Act, as the same may be amended from time to time, together with all interpretive guidances or other official interpretations or explanations thereof that are promulgated by the SEC.

"SEC" shall mean the United States Securities and Exchange Commission.

"Securities Counsel" shall mean legal counsel expert in federal securities law.

"State" shall mean the State of Michigan.

Section 3. Provision of Annual Reports.

(a) Each year, the Issuer shall provide, or shall cause the Dissemination Agent to provide, not later than the date seven months after the end of the Issuer's fiscal year, commencing with the Issuer's Annual Report for its fiscal year ending September 30, 2014, to the MSRB an Annual Report for the preceding fiscal year which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than 15 business days (or such lesser number of days as is acceptable to the Dissemination Agent) prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent (if other than the Issuer). Currently, the Issuer's fiscal year commences on October 1. In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by specific reference other information as provided in Section 4 of this Disclosure Certificate; provided, however, that if the audited

financial statements of the Issuer are not available by the deadline for filing the Annual Report, they shall be provided when and if available, and unaudited financial statements in a format similar to the audited financial statements then most recently prepared for the Issuer shall be included in the Annual Report.

(b) If the Issuer is unable to provide to the MSRB an Annual Report of the Issuer by the date required in subsection (a), the Issuer shall file a notice, in a timely fashion, with the MSRB, in substantially the form attached as Exhibit A.

(c) If the Issuer's fiscal year changes, the Issuer shall file written notice of such change with the MSRB, in substantially the form attached as Exhibit B.

(d) Whenever any Annual Report or portion thereof is filed as described above, it shall be attached to a cover sheet in substantially the form attached as Exhibit C.

(e) If the Dissemination Agent is other than the Issuer, the Dissemination Agent shall file a report with the Issuer certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided.

(f) In connection with providing the Annual Report, the Dissemination Agent (if other than the Issuer) is not obligated or responsible under this Disclosure Certificate to determine the sufficiency of the content of the Annual Report for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

Section 4. Content of Annual Reports. The Issuer's Annual Report shall contain or include by reference the following:

(a) The audited financial statements of the Issuer for its fiscal year immediately preceding the due date of the Annual Report.

(b) An update of the financial information and operating data relating to the Issuer of the same nature as that contained in the following sections in Exhibit A to the Official Statement: "County Tax Rates," "County Operating Tax Collection Record," "Collection Record of County Wide Tax Levy," "Ten Largest Taxpayers," "County Labor Contracts," "Revenue Sharing from the State of Michigan," "Pensions," "Other Post-Employment Benefits (OPEB)," "History of State Equalized Valuation (SEV)," "History of County Wide Tax Delinquencies," "Short Term Financing," "Oakland County Net Direct – Unaudited," "Oakland County Schedule of Bond Maturities - County Credit and Limited Tax," "Oakland County Schedule of Drain Bond Maturities – County Credit and Limited Tax," "Oakland County Schedule of Bond Maturities with Limited County Pledge - Taxable," "Oakland County Schedule of Bond Maturities with No County Pledge," "Oakland County Schedule of Principal and Interest Requirements," and "Oakland County Statement of Legal Debt Margin."

The Issuer's financial statements shall be audited and prepared in accordance with GAAP with such changes as may be required from time to time in accordance with State law.

Any or all of the items listed above may be included by specific reference to other documents available to the public on the MSRB's Internet Web site or filed with the SEC. The Issuer shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

(a) The Issuer covenants to provide, or cause to be provided, notice of the occurrence of any of the following events with respect to the Bonds in a timely manner not in excess of ten (10) business days after the occurrence of the event and in accordance with the Rule:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material;
- (11) Rating changes;
- (12) Tender offers;
- (13) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (14) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (15) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event described in subsection (a)(2), (7), (8), (10), (14) or (15), the Issuer shall as soon as possible

determine if such Listed Event would be material under applicable federal securities laws. The Issuer covenants that its determination of materiality will be made in conformance with federal securities laws.

(c) If the Issuer determines that (i) a Listed Event described in subsection (a)(1), (3), (4), (5), (6), (9), (11), (12) or (13) has occurred or (ii) the occurrence of a Listed Event described in subsection (a)(2), (7), (8), (10), (14) or (15) would be material under applicable federal securities laws, the Issuer shall cause a notice of such occurrence to be filed with the MSRB within ten (10) business days of the occurrence of the Listed Event, together with a cover sheet in substantially the form attached as Exhibit D. In connection with providing a notice of the occurrence of a Listed Event described in subsection (a)(9), the Issuer shall include in the notice explicit disclosure as to whether the Bonds have been escrowed to maturity or escrowed to call, as well as appropriate disclosure of the timing of maturity or call.

(d) In connection with providing a notice of the occurrence of a Listed Event, the Dissemination Agent (if other than the Issuer), solely in its capacity as such, is not obligated or responsible under this Disclosure Certificate to determine the sufficiency of the content of the notice for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

(e) The Issuer acknowledges that the "rating changes" referred to in subsection (a)(11) above may include, without limitation, any change in any rating on the Bonds or other indebtedness for which the Issuer is liable.

(f) The Issuer acknowledges that it is not required to provide a notice of a Listed Event with respect to credit enhancement when the credit enhancement is added after the primary offering of the Bonds, the Issuer does not apply for or participate in obtaining such credit enhancement, and such credit enhancement is not described in the Official Statement.

Section 6. Mandatory Electronic Filing with EMMA.

All filings with the MSRB under this Disclosure Certificate shall be made by electronically transmitting such filings through the EMMA Dataport at <http://www.emma.msrb.org> as provided by the amendments to the Rule adopted by the SEC in Securities Exchange Act Release No. 59062 on December 5, 2008.

Section 7. Termination of Reporting Obligation.

(a) The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance or the prior redemption or payment in full of all of the Bonds. If the Issuer's obligation to pay a portion of the principal of and interest on the Bonds is assumed in full by some other entity, such entity shall be responsible for compliance with this Disclosure Certificate in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder.

(b) This Disclosure Certificate, or any provision hereof, shall be null and void in the event that the Issuer (i) receives an opinion of Securities Counsel, addressed to the Issuer, to the effect that those portions of the Rule, which require such provisions of this Disclosure Certificate, do not or no longer apply to the Bonds, whether because such portions of the Rule are invalid, have been repealed, amended or modified, or are otherwise deemed to be inapplicable to the Bonds, as shall be specified in such opinion, and (ii) files notice to such effect with the MSRB.

Section 8. Dissemination Agent. The Issuer, from time to time, may appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. Except as otherwise provided in this Disclosure Certificate, the Dissemination Agent (if other than the Issuer) shall not be responsible in any manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Certificate.

Section 9. Amendment; Waiver.

(a) Notwithstanding any other provision of this Disclosure Certificate, this Disclosure Certificate may be amended, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(i) if the amendment or waiver relates to the provisions of Section 3(a), (b), (c), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the Issuer, or type of business conducted by the Issuer;

(ii) this Disclosure Certificate, as so amended or taking into account such waiver, would, in the opinion of Securities Counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(iii) the amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Bondholders.

(b) In the event of any amendment to, or waiver of a provision of, this Disclosure Certificate, the Issuer shall describe such amendment or waiver in the next Annual Report and shall include an explanation of the reason for such amendment or waiver. In particular, if the amendment results in a change to the annual financial information required to be included in the Annual Report pursuant to Section 4 of this Disclosure Certificate, the first Annual Report that contains the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of such change in the type of operating data or financial information being provided. Further, if the annual financial information required to be provided in the Annual Report can no longer be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be included in the first Annual Report that does not include such information.

(c) If the Amendment results in a change to the accounting principles to be followed in preparing financial statements as set forth in Section 4 of this Disclosure Certificate, the Annual Report for the year in which the change is made shall include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of such differences and the impact of the changes on the presentation of the financial information. To the extent reasonably feasible, the comparison shall also be quantitative. A notice of the change in accounting principles shall be filed by the Issuer or the Dissemination Agent (if other than the Issuer) at the written direction of the Issuer with the MSRB.

Section 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Failure to Comply. In the event of a failure of the Issuer or the Dissemination Agent (if other than the Issuer) to comply with any provision of this Disclosure Certificate, any Bondholder or Beneficial Owner may bring an action to obtain specific performance of the obligations of the Issuer or the Dissemination Agent (if other than the Issuer) under this Disclosure Certificate, but no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and any failure to comply with the obligations under this Disclosure Certificate shall not constitute a default with respect to the Bonds. Notwithstanding the foregoing, if the alleged failure of the Issuer to comply with this Disclosure Certificate is the inadequacy of the information disclosed pursuant hereto, then the Bondholders and the Beneficial Owners (on whose behalf a Bondholder has not acted with respect to this alleged failure) of not less than a majority of the aggregate principal amount of the then outstanding Bonds must take the actions described above before the Issuer shall be compelled to perform with respect to the adequacy of such information disclosed pursuant to this Disclosure Certificate.

Section 12. Duties of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate.

Section 13. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriter, the Bondholders and the Beneficial Owners, and shall create no rights in any other person or entity.

Section 14. Transmission of Information and Notices. Unless otherwise required by law or this Disclosure Certificate, and, in the sole determination of the Issuer or the Dissemination Agent, as applicable, subject to technical and economic feasibility, the Issuer or the Dissemination Agent, as applicable, shall employ such methods of information and notice transmission as shall be requested or recommended by the herein-designated recipients of such information and notices.

Section 15. Additional Disclosure Obligations. The Issuer acknowledges and understands that other State and federal laws, including, without limitation, the Securities Act of 1933, as amended, and Rule 10b-5 promulgated by the SEC pursuant to the 1934 Act, may apply to the Issuer, and that under some circumstances, compliance with this Disclosure Certificate, without additional disclosures or other action, may not fully discharge all duties and obligations of the Issuer under such laws.

Section 16. Governing Law. This Disclosure Certificate shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Disclosure Certificate shall be instituted in a court of competent jurisdiction in the State. Notwithstanding the foregoing, to the extent this Disclosure Certificate addresses matters of federal securities laws, including the Rule, this Disclosure Certificate shall be construed and interpreted in accordance with such federal securities laws and official interpretations thereof.

COUNTY OF OAKLAND, MICHIGAN

By: _____
ANDREW E. MEISNER
Its: Treasurer

Dated: _____ 2014

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: County of Oakland, Michigan

Name of Bond Issue: Oakland County Farmington Hills Water Supply System
Improvements Bonds, Series 2014

Date of Bonds: _____, 2014

NOTICE IS HEREBY GIVEN that the County of Oakland has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of its Continuing Disclosure Certificate with respect to the Bonds. The County of Oakland anticipates that the Annual Report will be filed by _____.

COUNTY OF OAKLAND, MICHIGAN

By: _____

Its _____

Dated: _____

EXHIBIT B

NOTICE OF CHANGE IN ISSUER'S FISCAL YEAR

Name of Issuer: County of Oakland, Michigan

Name of Bond Issue: Oakland County Farmington Hills Water Supply System
Improvements Bonds, Series 2014

Date of Bonds: _____, 2014

NOTICE IS HEREBY GIVEN that the County of Oakland's fiscal year has changed. Previously, the County of Oakland's fiscal year ended on _____. It now ends on _____.

COUNTY OF OAKLAND, MICHIGAN

By: _____

Its _____

Dated: _____

EXHIBIT C

ANNUAL REPORT COVER SHEET

This cover sheet and the attached Annual Report or portion thereof should be filed electronically with the Municipal Securities Rulemaking Board through the EMMA Dataport at <http://www.emma.msrb.org> pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(A) and (B).

Issuer's Name: County of Oakland, Michigan

Issuer's Six-Digit CUSIP Number(s): _____

or Nine-Digit CUSIP Number(s) to which the attached Annual Report relates: _____

Number of pages of the attached Annual Report or portion thereof: _____

Name of Bond Issue to which the attached Annual Report relates: _____

Date of such Bonds: _____

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature: _____

Name: _____

Title: _____

Employer: _____

Address: _____

City, State, Zip Code: _____

Voice Telephone Number: _____

EXHIBIT D

EVENT NOTICE COVER SHEET

This cover sheet and the attached Event Notice should be filed electronically with the Municipal Securities Rulemaking Board through the EMMA Dataport at <http://www.emma.msrb.org> pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) and (D).

Issuer's and/or Other Obligated Person's Name: _____

Issuer's Six-Digit CUSIP Number(s): _____

or Nine-Digit CUSIP Number(s) to which the attached Event Notice relates: _____

Number of pages of the attached Event Notice: _____

Description of the attached Event Notice (Check One):

- | | | |
|-----|-------|--|
| 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, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security |
| 7. | _____ | Modifications to rights of securities holders |
| 8. | _____ | Bond calls |
| 9. | _____ | Defeasances |
| 10. | _____ | Release, substitution, or sale of property securing repayment of the securities |
| 11. | _____ | Rating changes |
| 12. | _____ | Tender offers |
| 13. | _____ | Bankruptcy, insolvency, receivership or similar event of an obligated person |
| 14. | _____ | The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms |
| 15. | _____ | Appointment of a successor or additional trustee, or the change of name of a trustee |
| 16. | _____ | Failure to provide annual financial information as required |
| 17. | _____ | Other material event notice (specify) _____ |

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature: _____

Name: _____ Title: _____

Employer: _____

Address: _____

City, State, Zip Code: _____

Voice Telephone Number: _____

Please format the Event Notice attached to this cover sheet in 10 point type or larger. Contact the MSRB at (202) 223-9503 with questions regarding this form or the dissemination of this notice.

APPENDIX B

CONTINUING DISCLOSURE CERTIFICATE

CITY OF FARMINGTON HILLS

\$8,800,000

OAKLAND COUNTY FARMINGTON HILLS WATER SUPPLY SYSTEM IMPROVEMENTS BONDS, SERIES 2014

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Farmington Hills, Michigan (the "City") in connection with the issuance by the County of Oakland, Michigan (the "Issuer") of its Oakland County Farmington Hills Water Supply System Improvements Bonds, Series 2014 (the "Bonds"). The City covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate.

(a) This Disclosure Certificate is being executed and delivered by the City for the benefit of the Bondholders and the Beneficial Owners and in order to assist the Participating Underwriter in complying with subsection (b)(5) of the Rule.

(b) In consideration of the purchase and acceptance of any and all of the Bonds by those who shall hold the same or shall own beneficial ownership interests therein from time to time, this Disclosure Certificate shall be deemed to be and shall constitute a contract between the City and the Bondholders and Beneficial Owners from time to time of the Bonds, and the covenants and agreements herein set forth to be performed on behalf of the City shall be for the benefit of the Bondholders and Beneficial Owners of any and all of the Bonds.

Section 2. Definitions. The following capitalized terms shall have the following meanings:

"1934 Act" shall mean the Securities Exchange Act of 1934, as amended.

"Annual Report" shall mean any Annual Report of the City provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries).

"Bondholder" shall mean the registered owner of any Bonds.

"Dissemination Agent" shall mean the City or any successor Dissemination Agent appointed in writing by the City and which has filed with the City a written acceptance of such appointment.

"EMMA" shall mean the Electronic Municipal Market Access system of the MSRB. As of the date of this Disclosure Certificate, the EMMA Internet Web site address is <http://www.emma.msrb.org>.

"GAAP" shall mean generally accepted accounting principles, as such principles are prescribed, in part, by the Financial Accounting Standards Board and modified by the Governmental Accounting Standards Board and in effect from time to time.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the 1934 Act. As of the date of this Disclosure Certificate, the address and telephone and telecopy numbers of the MSRB are as follows:

Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, Virginia 22314
Tel: (703) 797-6600
Fax: (703) 797-6700

"Official Statement" shall mean the final Official Statement for the Bonds dated _____, 2014.

"Participating Underwriter" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with the primary offering of the Bonds.

"Rule" shall mean Rule 15c2-12 (17 CFR Part 240, § 240.15c2-12) promulgated by the SEC pursuant to the 1934 Act, as the same may be amended from time to time, together with all interpretive guidances or other official interpretations or explanations thereof that are promulgated by the SEC.

"SEC" shall mean the United States Securities and Exchange Commission.

"Securities Counsel" shall mean legal counsel expert in federal securities law.

"State" shall mean the State of Michigan.

Section 3. Provision of Annual Reports.

(a) Each year, the City shall provide, or shall cause the Dissemination Agent to provide, not later than the date seven months after the end of the City's fiscal year, commencing with the City's Annual Report for its fiscal year ending June 30, 2014, to the MSRB an Annual Report for the preceding fiscal year which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than 15 business days (or such lesser number of days as is acceptable to the Dissemination Agent) prior to said date, the City shall provide the Annual Report to the Dissemination Agent (if other than the City). Currently, the City's fiscal year commences on July 1. In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by specific reference other information as provided in Section 4 of this Disclosure Certificate; provided, however, that if the audited financial statements

of the City are not available by the deadline for filing the Annual Report, they shall be provided when and if available, and unaudited financial statements in a format similar to the audited financial statements then most recently prepared for the City shall be included in the Annual Report.

(b) If the City is unable to provide to the MSRB an Annual Report of the City by the date required in subsection (a), the City shall file a notice, in a timely fashion, with the MSRB, in substantially the form attached as Exhibit A.

(c) If the City's fiscal year changes, the City shall file written notice of such change with the MSRB, in substantially the form attached as Exhibit B.

(d) Whenever any Annual Report or portion thereof is filed as described above, it shall be attached to a cover sheet in substantially the form attached as Exhibit C.

(e) If the Dissemination Agent is other than the City, the Dissemination Agent shall file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided.

(f) In connection with providing the Annual Report, the Dissemination Agent (if other than the City) is not obligated or responsible under this Disclosure Certificate to determine the sufficiency of the content of the Annual Report for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

Section 4. Content of Annual Reports. The City's Annual Report shall contain or include by reference the following:

(a) The audited financial statements of the City for its fiscal year immediately preceding the due date of the Annual Report.

(b) An update of the financial information and operating data relating to the City of the same nature as that contained in the following sections in Exhibit C to the Official Statement:

- (1) History of Valuations;
- (2) Valuation Composition;
- (3) Major Taxpayers;
- (4) Tax Rates (Per \$1,000 of Valuation);
- (5) Tax Levies and Collections;
- (6) Revenues from State of Michigan;
- (7) Labor Agreements;
- (8) Pension Plan;
- (9) Other Post-Employment Benefits;
- (10) General Fund – Fund Balance;
- (11) Debt Statement – Direct Debt; and
- (12) Schedule of Bond Maturities.

The City's financial statements shall be audited and prepared in accordance with GAAP with such changes as may be required from time to time in accordance with State law.

Any or all of the items listed above may be included by specific reference to other documents available to the public on the MSRB's Internet Web site or filed with the SEC. The City shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

(a) The City covenants to provide, or cause to be provided, notice of the occurrence of any of the following events with respect to the Bonds in a timely manner not in excess of ten (10) business days after the occurrence of the event and in accordance with the Rule:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material;
- (11) Rating changes;
- (12) Tender offers;
- (13) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (14) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

- (15) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Whenever the City obtains knowledge of the occurrence of a Listed Event described in subsection (a)(2), (7), (8), (10), (14) or (15), the City shall as soon as possible determine if such Listed Event would be material under applicable federal securities laws. The City covenants that its determination of materiality will be made in conformance with federal securities laws.

(c) If the City determines that (i) a Listed Event described in subsection (a)(1), (3), (4), (5), (6), (9), (11), (12) or (13) has occurred or (ii) the occurrence of a Listed Event described in subsection (a)(2), (7), (8), (10), (14) or (15) would be material under applicable federal securities laws, the City shall cause a notice of such occurrence to be filed with the MSRB within ten (10) business days of the occurrence of the Listed Event, together with a cover sheet in substantially the form attached as Exhibit D. In connection with providing a notice of the occurrence of a Listed Event described in subsection (a)(9), the City shall include in the notice explicit disclosure as to whether the Bonds have been escrowed to maturity or escrowed to call, as well as appropriate disclosure of the timing of maturity or call.

(d) In connection with providing a notice of the occurrence of a Listed Event, the Dissemination Agent (if other than the City), solely in its capacity as such, is not obligated or responsible under this Disclosure Certificate to determine the sufficiency of the content of the notice for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

(e) The City acknowledges that the "rating changes" referred to in subsection (a)(11) above may include, without limitation, any change in any rating on the Bonds or other indebtedness for which the City is liable.

(f) The City acknowledges that it is not required to provide a notice of a Listed Event with respect to credit enhancement when the credit enhancement is added after the primary offering of the Bonds, the City does not apply for or participate in obtaining such credit enhancement, and such credit enhancement is not described in the Official Statement.

Section 6. Mandatory Electronic Filing with EMMA.

All filings with the MSRB under this Disclosure Certificate shall be made by electronically transmitting such filings through the EMMA Dataport at <http://www.emma.msrb.org> as provided by the amendments to the Rule adopted by the SEC in Securities Exchange Act Release No. 59062 on December 5, 2008.

Section 7. Termination of Reporting Obligation.

(a) The City's obligations under this Disclosure Certificate shall terminate upon the legal defeasance or the prior redemption or payment in full of all of the Bonds. If the City's obligation to pay a portion of the principal of and interest on the Bonds is assumed in full by some other entity, such entity shall be responsible for compliance with this Disclosure Certificate in the same manner as if it were the City, and the City shall have no further responsibility hereunder.

(b) This Disclosure Certificate, or any provision hereof, shall be null and void in the event that the City (i) receives an opinion of Securities Counsel, addressed to the City, to the effect that those portions of the Rule, which require such provisions of this Disclosure Certificate, do not or no longer apply to the Bonds, whether because such portions of the Rule are invalid, have been repealed, amended or modified, or are otherwise deemed to be inapplicable to the Bonds, as shall be specified in such opinion, and (ii) files notice to such effect with the MSRB.

Section 8. Dissemination Agent. The City, from time to time, may appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. Except as otherwise provided in this Disclosure Certificate, the Dissemination Agent (if other than the City) shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Disclosure Certificate.

Section 9. Amendment; Waiver.

(a) Notwithstanding any other provision of this Disclosure Certificate, this Disclosure Certificate may be amended, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(i) if the amendment or waiver relates to the provisions of Section 3(a), (b), (c), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the City, or type of business conducted by the City;

(ii) this Disclosure Certificate, as so amended or taking into account such waiver, would, in the opinion of Securities Counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(iii) the amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Bondholders.

(b) In the event of any amendment to, or waiver of a provision of, this Disclosure Certificate, the City shall describe such amendment or waiver in the next Annual Report and shall include an explanation of the reason for such amendment or waiver. In particular, if the amendment results in a change to the annual financial information required to be included in the Annual Report pursuant to Section 4 of this Disclosure Certificate, the first Annual Report that contains the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of such change in the type of operating data or financial information being provided. Further, if the annual financial information required to be provided in the Annual Report can no longer be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be included in the first Annual Report that does not include such information.

(c) If the Amendment results in a change to the accounting principles to be followed in preparing financial statements as set forth in Section 4 of this Disclosure Certificate, the Annual Report for the year in which the change is made shall include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative

discussion of such differences and the impact of the changes on the presentation of the financial information. To the extent reasonably feasible, the comparison shall also be quantitative. A notice of the change in accounting principles shall be filed by the City or the Dissemination Agent (if other than the City) at the written direction of the City with the MSRB.

Section 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Failure to Comply. In the event of a failure of the City or the Dissemination Agent (if other than the City) to comply with any provision of this Disclosure Certificate, any Bondholder or Beneficial Owner may bring an action to obtain specific performance of the obligations of the City or the Dissemination Agent (if other than the City) under this Disclosure Certificate, but no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and any failure to comply with the obligations under this Disclosure Certificate shall not constitute a default with respect to the Bonds. Notwithstanding the foregoing, if the alleged failure of the City to comply with this Disclosure Certificate is the inadequacy of the information disclosed pursuant hereto, then the Bondholders and the Beneficial Owners (on whose behalf a Bondholder has not acted with respect to this alleged failure) of not less than a majority of the aggregate principal amount of the then outstanding Bonds must take the actions described above before the City shall be compelled to perform with respect to the adequacy of such information disclosed pursuant to this Disclosure Certificate.

Section 12. Duties of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate.

Section 13. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriter, the Bondholders and the Beneficial Owners, and shall create no rights in any other person or entity.

Section 14. Transmission of Information and Notices. Unless otherwise required by law or this Disclosure Certificate, and, in the sole determination of the City or the Dissemination Agent, as applicable, subject to technical and economic feasibility, the City or the Dissemination Agent, as applicable, shall employ such methods of information and notice transmission as shall be requested or recommended by the herein-designated recipients of such information and notices.

Section 15. Additional Disclosure Obligations. The City acknowledges and understands that other State and federal laws, including, without limitation, the Securities Act of 1933, as amended, and Rule 10b-5 promulgated by the SEC pursuant to the 1934 Act, may apply to the City, and that under some circumstances, compliance with this Disclosure Certificate, without additional disclosures or other action, may not fully discharge all duties and obligations of the City under such laws.

Section 16. Governing Law. This Disclosure Certificate shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Disclosure Certificate shall be instituted in a court of competent jurisdiction in the State. Notwithstanding the foregoing, to the extent this Disclosure Certificate addresses matters of federal securities laws, including the Rule, this Disclosure Certificate shall be construed and interpreted in accordance with such federal securities laws and official interpretations thereof.

CITY OF FARMINGTON HILLS

By: _____
PAMELA B. SMITH
Its: Clerk

Dated: _____, 2014

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Obligated Person: City of Farmington Hills, Michigan

Name of Bond Issue: Oakland County Farmington Hills Water Supply System
Improvements Bonds, Series 2014

Date of Bonds: _____, 2014

NOTICE IS HEREBY GIVEN that the City of Farmington Hills has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of its Continuing Disclosure Certificate with respect to the Bonds. The City of Farmington Hills anticipates that the Annual Report will be filed by _____.

CITY OF FARMINGTON HILLS

By: _____

Its _____

Dated: _____

EXHIBIT B

NOTICE OF CHANGE IN CITY'S FISCAL YEAR

Name of Obligated Person: City of Farmington Hills, Michigan

Name of Bond Issue: Oakland County Farmington Hills Water Supply System
Improvements Bonds, Series 2014

Date of Bonds: _____, 2014

NOTICE IS HEREBY GIVEN that the City of Farmington Hills's fiscal year has changed. Previously, the City of Farmington Hills's fiscal year ended on _____. It now ends on _____.

CITY OF FARMINGTON HILLS

By: _____

Its _____

Dated: _____

EXHIBIT C
ANNUAL REPORT COVER SHEET

This cover sheet and the attached Annual Report or portion thereof should be filed electronically with the Municipal Securities Rulemaking Board through the EMMA Dataport at <http://www.emma.msrb.org> pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(A) and (B).

Issuer's Name: _____

Issuer's Six-Digit CUSIP Number(s): _____

or Nine-Digit CUSIP Number(s) to which the attached Annual Report relates: _____

Number of pages of the attached Annual Report or portion thereof: _____

Name of Bond Issue to which the attached Annual Report relates: _____

Date of such Bonds: _____

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature: _____

Name: _____

Title: _____

Employer: _____

Address: _____

City, State, Zip Code: _____

Voice Telephone Number: _____

EXHIBIT D

EVENT NOTICE COVER SHEET

This cover sheet and the attached Event Notice should be filed electronically with the Municipal Securities Rulemaking Board through the EMMA Dataport at <http://www.emma.msrb.org> pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) and (D).

Issuer's and/or Other Obligated Person's Name: _____

Issuer's Six-Digit CUSIP Number(s): _____

or Nine-Digit CUSIP Number(s) to which the attached Event Notice relates: _____

Number of pages of the attached Event Notice: _____

Description of the attached Event Notice (Check One):

- | | | |
|-----|-------|--|
| 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, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security |
| 7. | _____ | Modifications to rights of securities holders |
| 8. | _____ | Bond calls |
| 9. | _____ | Defeasances |
| 10. | _____ | Release, substitution, or sale of property securing repayment of the securities |
| 11. | _____ | Rating changes |
| 12. | _____ | Tender offers |
| 13. | _____ | Bankruptcy, insolvency, receivership or similar event of an obligated person |
| 14. | _____ | The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms |
| 15. | _____ | Appointment of a successor or additional trustee, or the change of name of a trustee |
| 16. | _____ | Failure to provide annual financial information as required |
| 17. | _____ | Other material event notice (specify) _____ |

I hereby represent that I am authorized by the Issuer or its agent to distribute this information publicly:

Signature: _____

Name: _____ Title: _____

Employer: _____

Address: _____

City, State, Zip Code: _____

Voice Telephone Number: _____

Please format the Event Notice attached to this cover sheet in 10 point type or larger. Contact the MSRB at (202) 223-9503 with questions regarding this form or the dissemination of this notice.

COUNTY OF OAKLAND

COUNTY OFFICIALS

L. BROOKS PATTERSON, *County Executive*
ANDREW E. MEISNER, *County Treasurer*
LISA BROWN, *Clerk and Register of Deeds*
JESSICA COOPER, *Prosecuting Attorney*
MICHAEL J. BOUCHARD, *Sheriff*
JIM NASH, *Water Resources Commissioner*
KEITH J. LERMINIAUX, *Corporation Counsel*

BOARD OF COMMISSIONERS

MICHAEL J. GINGELL, *Chairperson*
JEFF MATIS, *Vice Chairperson*

MIKE BOSNIC	GARY MCGILLIVRAY
KATHY CRAWFORD	THOMAS F. MIDDLETON
WILLIAM DWYER	NANCY QUARLES
MARCIA GERSHENSON	JIM RUNESTAD
ROBERT GOSSELIN	JOHN A. SCOTT
MATTIE MCKINNEY	MICHAEL SPISZ
HATCHETT	SHELLEY GOODMAN TAUB
ROBERT HOFFMAN	PHILIP WEIPERT
JANET JACKSON	DAVID WOODWARD
CHRISTINE LONG	HELAINÉ ZACK