

NEW ISSUE

Book-Entry Only

**Bonds Ratings: Moody's Aa2
Fitch AA+
(See "Ratings" herein) S&P AA**

CITY OF NORFOLK, VIRGINIA

**\$69,030,000
General Obligation Refunding Bonds,
Series 2012A (Non-AMT)**

**\$7,805,000
General Obligation Refunding Bonds,
Series 2012B (AMT)**

Dated: Date of Delivery

Due: October 1, as shown on the inside front cover

The City of Norfolk, Virginia (the "City") prepared this Official Statement to provide information on the above-referenced 2012A Bonds and the 2012B Bonds (collectively, the "Bonds"). This cover page presents a summary of selected information for your convenience and does not provide a complete description of the Bonds. To make an informed decision regarding the Bonds, this Official Statement should be read in its entirety.

Tax Matters

In the opinion of Bond Counsel, under current law and assuming the compliance with certain covenants by and the accuracy of certain representations and certifications of the City and other persons and entities described in the section herein "TAX MATTERS" interest on the 2012A Bonds (i) is excludable from the gross income of the owners thereof for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. Interest on the 2012A Bonds must be included in the adjusted current earnings of certain corporations for purposes of computing the federal alternative minimum tax imposed on such corporations and may be subject to other federal income tax consequences as described in "TAX MATTERS."

In the opinion of Bond Counsel, under current law and assuming the compliance with certain covenants by and the accuracy of certain representations and certifications of the City and other persons and entities described in the section herein "TAX MATTERS," interest on the 2012B Bonds (i) is excludable from the gross income of the owners of the 2012B Bonds for federal income tax purposes under Section 103 of the Code, and (ii) will be a specific item of tax preference for purposes of the federal alternative minimum tax. Bond Counsel observes that interest on the 2012B Bonds may be subject to other federal income tax consequences as described in "TAX MATTERS."

Bond Counsel is further of the opinion that interest on the Bonds is excludable from gross income for purposes of income taxation by the Commonwealth of Virginia (the "Commonwealth").

Bond Counsel expresses no opinion regarding any other tax consequence related to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds.

See the section herein "TAX MATTERS" regarding other tax considerations.

Security

The Bonds are general obligations of the City. See the section herein "SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS."

Redemption

See inside front cover. **See the subsection "Redemption Provisions - Manner of Redemption" in the section herein "DESCRIPTION OF THE BONDS" for a description of the redemption provisions with respect to the Bonds.**

Authorization

Ordinance Nos. 44,373 and 44,567, adopted by the City Council of the City on September 13, 2011, and February 28, 2012, respectively.

Purpose

The proceeds of the Bonds, together with other available funds, will be used to (i) current and advance refund certain outstanding general obligation bonds of the City, (ii) advance refund a U.S. Department of Housing and Urban Development loan of the City and (iii) pay the underwriters' discount and costs of issuance of the Bonds. See the sections herein "PLAN OF REFUNDING" and "APPLICATION OF PROCEEDS OF THE BONDS."

Interest Payment Dates

Interest on the Bonds will be payable semi-annually on April 1 and October 1, commencing October 1, 2012.

Registration

Book-Entry Only; The Depository Trust Company. See the section herein "BOOK-ENTRY ONLY SYSTEM."

Closing/Delivery Date

On or about May 30, 2012.

Bond Counsel

McGuireWoods LLP, Richmond, Virginia.

Underwriters' Counsel

Kaufman & Canoles, a Professional Corporation, Norfolk, Virginia.

Financial Advisor

Public Financial Management, Inc., Arlington, Virginia.

Registrar/Paying Agent

Acting Director of Finance of the City.

Issuer Contact

Acting Director of Finance of the City. (757) 664-4346.

Raymond James | Morgan Keegan

J.P. Morgan

Loop Capital Markets

RBC Capital Markets

SunTrust Robinson Humphrey

Dated: May 17, 2012

NOTE: The City adopted its Fiscal Year 2013 Budgets on May 22, 2012, after the date of this Official Statement. Certain sections of this Official Statement contain updated disclosure pertaining to the City's Fiscal Year 2013 Budgets. See "TABLE OF CONTENTS."

CITY OF NORFOLK, VIRGINIA

\$69,030,000
General Obligation Refunding Bonds,
Series 2012A (Non-AMT)

(Base CUSIP Number 655867)*

Maturities, Amounts, Interest Rates, Yields and Prices

Year of Maturity (October 1)	Principal Amount	Interest Rate	Yield	Price	CUSIP Suffix
2015	\$1,690,000	3.000%	0.560%	108.052	MS5
2016	5,185,000	4.000	0.720	113.977	MT3
2017	4,230,000	3.000	0.950	110.640	NF2
2017	1,030,000	2.000	0.950	105.450	MU0
2018	6,645,000	5.000	1.190	123.184	MV8
2019	3,285,000	4.000	1.410	117.989	NE5
2019	2,625,000	2.000	1.410	104.097	MW6
2019	3,525,000	5.000	1.410	124.935	NK1
2020	1,320,000	2.000	1.690	102.400	MX4
2021	2,855,000	4.000	1.900	117.885	MY2
2021	5,410,000	5.000	1.900	126.403	NH8
2022	1,025,000	3.000	2.060	108.709	NG0
2022	3,150,000	4.000	2.060	117.975	MZ9
2022	4,855,000	5.000	2.060	127.242	NL9
2023	7,185,000	4.000	2.270	115.856**	NJ4
2023	450,000	5.000	2.200	125.757**	NA3
2024	6,065,000	5.000	2.310	124.605**	NB1
2025	4,225,000	5.000	2.410	123.568**	NC9
2026	4,275,000	5.000	2.490	122.746**	ND7

Optional Redemption. The 2012A Bonds maturing on or before October 1, 2022, are not subject to optional redemption prior to maturity. The 2012A Bonds maturing on or after October 1, 2023, are subject to redemption prior to their respective maturities on or after October 1, 2022, at the option of the City, in whole or in part (in increments of \$5,000) at any time, at a redemption price equal to 100% of the principal amount of such 2012A Bonds to be redeemed plus the unpaid interest accrued thereon to the date fixed for redemption.

* A registered trademark of the American Bankers Association ("ABA"), used by Standard & Poor's ("S&P") in its operation of the CUSIP Service Bureau for the ABA. The above CUSIP (Committee on Uniform Securities Identification Procedures) numbers have been assigned by an organization not affiliated with the City, and the City is not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP numbers. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors including, but not limited to, the refunding or defeasance of such securities or the use of secondary market financial products. The City has not agreed to, and there is no duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers set forth above.

** Priced to first optional redemption date of October 1, 2022.

\$7,805,000
General Obligation Refunding Bonds,
Series 2012B (AMT)

(Base CUSIP Number 655867)*

Maturities, Amounts, Interest Rates, Yields and Prices

Year of Maturity (October 1)	Principal Amount	Interest Rate	Yield	Price	CUSIP Suffix
2013	\$ 190,000	2.000%	0.500%	101.994	MH9
2014	1,255,000	2.000	0.670	103.077	MJ5
2015	1,235,000	4.000	0.950	109.991	MK2
2016	1,230,000	4.000	1.150	112.019	ML0
2017	1,015,000	4.000	1.490	112.827	MM8
2018	995,000	3.000	1.700	107.776	MN6
2019	850,000	2.000	1.910	100.612	MP1
2020	620,000	2.000	2.180	98.633	MQ9
2021	415,000	2.250	2.380	98.915	MR7

Optional Redemption. The 2012B Bonds are not subject to optional redemption prior to maturity.

* A registered trademark of the ABA, used by S&P in its operation of the CUSIP Service Bureau for the ABA. The above CUSIP (Committee on Uniform Securities Identification Procedures) numbers have been assigned by an organization not affiliated with the City, and the City is not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP numbers. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors including, but not limited to, the refunding or defeasance of such securities or the use of secondary market financial products. The City has not agreed to, and there is no duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers set forth above.

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CITY OF NORFOLK, VIRGINIA

CITY COUNCIL

Paul D. Fraim, Mayor
Anthony L. Burfoot, Vice Mayor

Andrew A. Protopgyrou
Paul R. Riddick
Thomas R. Smigiel

Dr. Theresa W. Whibley
Angelia M. Williams
Barclay C. Winn

CITY OFFICIALS

Marcus D. Jones, City Manager
Shenette C. Felton, Acting Director of Finance
Bernard A. Pishko, City Attorney

BOND COUNSEL

McGuireWoods LLP
Richmond, Virginia

FINANCIAL ADVISOR

Public Financial Management, Inc.
Arlington, Virginia

THE BONDS ARE EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THE BONDS ARE ALSO EXEMPT FROM REGISTRATION UNDER THE SECURITIES LAWS OF THE COMMONWEALTH OF VIRGINIA.

NO DEALER, BROKER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED BY THE CITY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS OFFICIAL STATEMENT, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE CITY. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THE BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE AN OFFER, SOLICITATION OR SALE. THIS OFFICIAL STATEMENT IS NOT TO BE CONSTRUED AS A CONTRACT OR AGREEMENT BETWEEN THE CITY AND THE PURCHASERS OR OWNERS OF ANY OF THE BONDS. THE INFORMATION AND EXPRESSIONS OF OPINION IN THIS OFFICIAL STATEMENT ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE MADE UNDER IT WILL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE CITY SINCE THE RESPECTIVE DATES AS OF WHICH INFORMATION IS GIVEN HEREIN.

Morgan Keegan & Company, Inc. or its successor in interest, J.P. Morgan Securities LLC, Loop Capital Markets LLC, RBC Capital Markets, LLC, and SunTrust Robinson Humphrey, Inc. (collectively, the "Underwriters") may engage in transactions that stabilize, maintain or otherwise affect the price of the Bonds, including transactions to (i) overallot in arranging the sales of the Bonds and (ii) make purchases in sales of the Bonds, for long or short accounts, on a when-issued basis or otherwise, at such prices, in such amounts and in such manner as the Underwriters may determine. Such stabilization, if commenced, may be discontinued at any time.

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

All quotations from, and summaries and explanations of, provisions of law and documents herein do not purport to be complete and reference is made to such laws and documents for full and complete statements of their provisions. Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact.

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 CITY OF NORFOLK, VIRGINIA
 GENERAL PURPOSE FINANCIAL
 STATEMENTS FOR THE FISCAL YEAR
 ENDED JUNE 30, 2011

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 FORMS OF LEGAL OPINIONS OF BOND
 COUNSEL

APPENDIX C: C-1

 FORM OF CONTINUING DISCLOSURE
 AGREEMENT

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OFFICIAL STATEMENT

Relating to the Issuance of

CITY OF NORFOLK, VIRGINIA

\$69,030,000
General Obligation Refunding Bonds,
Series 2012A (Non-AMT)

\$7,805,000
General Obligation Refunding Bonds,
Series 2012B (AMT)

PART I **THE BONDS**

The purpose of this Official Statement, including the financial information contained in Appendix A attached hereto, is to furnish information in connection with the sale by the City of Norfolk, Virginia (the "City"), of its \$69,030,000 General Obligation Refunding Bonds, Series 2012A (Non-AMT) (the "2012A Bonds"), and \$7,805,000 General Obligation Refunding Bonds, Series 2012B (AMT) (the "2012B Bonds" and, together with the 2012A Bonds, the "Bonds").

The Bonds will be general obligations of the City to the payment of which the full faith and credit of the City are pledged. This Official Statement has been authorized by the City for use in connection with the sale of the Bonds.

The City has undertaken in the Ordinance, as hereinafter defined, to comply with the provisions of Rule 15c2-12 (the "Rule"), promulgated by the Securities and Exchange Commission (the "SEC") and as in effect on the date hereof, by providing annual financial information and material event notices required by the Rule. See Appendix C "FORM OF CONTINUING DISCLOSURE AGREEMENT."

All financial and other information presented in this Official Statement has been provided by the City from its records except for information expressly attributed to other sources. The presentation of information is intended to show recent historic information, and is not intended, unless specifically stated, to indicate future or continuing trends in the financial position or other affairs of the City. No representation is made that past experience, as is shown by such financial and other information, will necessarily continue or be repeated in the future.

This Official Statement should be considered in its entirety, and no one subject discussed should be considered less important than any other by reason of its location in the text. Reference should be made to laws, reports or other documents referred to in this Official Statement for more complete information regarding their contents.

DESCRIPTION OF THE BONDS

General

The Bonds shall be dated the date of delivery, and shall be payable in annual installments, subject to prior redemption, in the principal amounts and at the rates set forth on the inside cover page of this Official Statement. Interest on the Bonds will be payable semi-annually on April 1 and October 1, commencing October 1, 2012.

Redemption Provisions

Optional Redemption. The 2012A Bonds maturing on or before October 1, 2022, are not subject to optional redemption prior to maturity. The 2012A Bonds maturing on or after October 1, 2023, are subject to redemption prior to their respective maturities on or after October 1, 2022, at the option of the City, in whole or in part (in increments of \$5,000) at any time, at a redemption price equal to 100% of the principal amount of such 2012A Bonds to be redeemed plus the unpaid interest accrued thereon to the date fixed for redemption.

The 2012B Bonds are not subject to optional redemption prior to maturity.

No Mandatory Redemption. The Bonds are not subject to mandatory redemption or mandatory sinking fund payments prior to their stated maturities.

Manner of Redemption. If less than all of the 2012A Bonds are called for redemption, the maturities of such 2012A Bonds to be redeemed shall be selected by the Director of Finance of the City in such manner as he or she in his or her discretion may determine. So long as a book-entry system is used for determining beneficial ownership of the 2012A Bonds, if less than all of the 2012A Bonds within a maturity are to be redeemed, The Depository Trust Company, New York, New York ("DTC"), and its participants shall determine which of such Bonds within a maturity are to be redeemed.

Any notice of optional redemption of any of the 2012A Bonds may state that it is conditioned upon there being available on the date fixed for redemption an amount of money sufficient to pay the redemption price plus interest accrued and unpaid to such date, and any conditional notice so given may be rescinded at any time before the payment of the redemption price of any such condition so specified is not satisfied. If a redemption does not occur after a conditional notice is given due to an insufficient amount of funds on deposit by the City, the corresponding notice of redemption shall be deemed to be revoked.

Notice of redemption shall be given by certified or registered mail to DTC or its nominee as the registered owner of the applicable 2012A Bonds. Such notice shall be mailed not more than 60 days nor less than 30 days before the date fixed for redemption. The City will not be responsible for mailing notices of redemption to the Beneficial Owners, as hereinafter defined, of the applicable 2012A Bonds.

BOOK-ENTRY ONLY SYSTEM

The description which follows of the procedures and recordkeeping with respect to beneficial ownership interests in the Bonds, payments of principal of and interest on the bonds to DTC, its nominee, Direct Participants (as defined below) or Beneficial Owners (as defined below), confirmation and transfer of beneficial ownership interests in the bonds and other bond-related transactions by and between DTC, the Direct Participants and Beneficial Owners is based solely on information furnished by DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee), or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of such issue and will be deposited with DTC.

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

Purchases of the 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 the Bonds (the "Beneficial Owner") is in turn to be recorded on the Direct Participants' and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct Participant or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct Participants and Indirect Participants acting on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, the Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their

registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts the Bonds are credited, which may or may not be the Beneficial Owners. The Direct Participants and Indirect 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. Beneficial Owners of the Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults and proposed amendments to the security documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners, in the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to a Bond unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City 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 such Bond is credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and distributions on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the bond registrar or paying agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct Participants or Indirect 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 Direct Participants or Indirect Participant and not of DTC, the City or the bond registrar and paying agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and distributions to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the bond registrar and paying agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct Participants and Indirect Participants.

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

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

Neither the City nor the bond registrar and paying agent has any responsibility or obligation to the Direct Participants or Indirect Participants or the Beneficial Owners with respect to (i) the accuracy of any records maintained by DTC or any Direct Participant or Indirect Participant; (ii) the payment by any Direct Participant or Indirect Participant of any amount due to any Beneficial Owner in respect of the principal of and interest on the Bonds; (iii) the delivery or timeliness of delivery by any Direct or Indirect Participant of any notice to any Beneficial Owner that is required or permitted to be given to such owners; or (iv) any other action taken by DTC, or its nominee, Cede & Co., as Holder, including the effectiveness of any action taken pursuant to an Omnibus Proxy.

So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references in this Official Statement to the holders of the Bonds or Bondholders mean Cede & Co. and not the Beneficial Owners, and Cede & Co. will be treated as the only Holder of the Bonds.

The City may enter into amendments to the agreement with DTC or successor agreements with a successor securities depository, relating to the book-entry system to be maintained with respect to the Bonds without the consent of Beneficial Owners or Bondholders.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

AUTHORIZATION AND PURPOSES OF THE BONDS

The Bonds have been authorized and are being issued pursuant to the Public Finance Act of 1991, Chapter 26, Title 15.2 of the Code of Virginia of 1950, as amended (the "Virginia Code"), as authorized by Ordinance Nos. 44,373 and 44,567, adopted by the City Council of the City (the "City Council") on September 13, 2011, and February 28, 2012, respectively (collectively, the "Ordinance").

The proceeds of the Bonds, together with other available funds, will be used to (i) current and advance refund certain outstanding general obligation bonds of the City, (ii) advance refund a U.S. Department of Housing and Urban Development loan of the City and (iii) pay the underwriter's discount and costs of issuance of the Bonds as set forth in the sections herein "PLAN OF REFUNDING" and "APPLICATION OF PROCEEDS OF BONDS."

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PLAN OF REFUNDING

Description of Refunded Bonds

The proceeds of the Bonds, together with other available funds, will be used to (i) current and advance refund certain outstanding general obligation bonds of the City as set forth below (collectively, the "Refunded Bonds"), (ii) advance refund a U.S. Department of Housing and Urban Development loan of the City (the "Refunded HUD Note"), and (iii) pay the underwriter's discount and costs of issuance of the Bonds. The following table sets forth the details of the Refunded Bonds and the Refunded HUD Note:

Refunded 1997 Bonds
\$4,000,000 General Obligation Qualified Redevelopment Bonds,
Series 1997 (AMT)
(Base CUSIP Number 655864)*

Year of Maturity (June 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2013	\$ 200,000	5.625%	6/30/2012	100%	V86
2014	200,000	5.625	6/30/2012	100	V94
2015	200,000	5.750	6/30/2012	100	W28
2016	200,000	5.750	6/30/2012	100	W36
2017	<u>200,000</u>	5.750	6/30/2012	100	W44
	\$1,000,000				

Refunded 1998 Bonds
\$2,560,000 General Obligation Qualified Redevelopment Bonds,
Series 1998 (AMT)
(Base CUSIP Number 655864)*

Year of Maturity (July 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2013	\$130,000	4.800%	6/30/2012	100%	2H8
2014	130,000	4.900	6/30/2012	100	2J4
2015	130,000	4.900	6/30/2012	100	2K1
2016	130,000	5.000	6/30/2012	100	2L9
2017	130,000	5.000	6/30/2012	100	2M7
2018	<u>125,000</u>	5.100	6/30/2012	100	2N5
	\$775,000				

* A registered trademark of the ABA, used by S&P in its operation of the CUSIP Service Bureau for the ABA. The above CUSIP numbers have been assigned by an organization not affiliated with the City, and the City is not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP numbers. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors including, but not limited to, the refunding or defeasance of such securities or the use of secondary market financial products. The City has not agreed to, and there is no duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers set forth above.

Refunded 1999 Bonds
\$4,000,000 General Obligation Qualified Redevelopment Bonds,
Series 1999 (AMT)
(Base CUSIP Number 655864)*

Year of Maturity (July 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2013	\$ 200,000	5.125%	6/30/2012	100%	3X2
2014	200,000	5.125	6/30/2012	100	3Y0
2015	200,000	5.250	6/30/2012	100	3Z7
2016	200,000	5.250	6/30/2012	100	4A1
2017	200,000	5.300	6/30/2012	100	4B9
2018	200,000	5.300	6/30/2012	100	4C7
2019	<u>200,000</u>	5.300	6/30/2012	100	4D5
	\$1,400,000				

Refunded 2000 Bonds
\$3,995,000 General Obligation Qualified Redevelopment Bonds,
Series 2000 (AMT)
(Base CUSIP Number 655864)*

Year of Maturity (July 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2013	\$ 200,000	5.375%	6/30/2012	100%	5T9
2014	200,000	5.400	6/30/2012	100	5U6
2015	200,000	5.450	6/30/2012	100	5V4
2016	200,000	5.500	6/30/2012	100	5W2
2017	200,000	5.625	6/30/2012	100	5X0
2020	<u>595,000</u>	5.650	6/30/2012	100	5Y8
	\$1,595,000				

Refunded 2002 Bonds
\$7,955,000 General Obligation Qualified Redevelopment Bonds,
Series 2002 (AMT)
(Base CUSIP Number 655864)*

Year of Maturity (January 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2013	\$ 400,000	4.500%	6/30/2012	100%	7H3
2014	400,000	4.600	6/30/2012	100	7J9
2015	400,000	4.700	6/30/2012	100	7K6
2016	400,000	4.750	6/30/2012	100	7L4
2017	400,000	4.750	6/30/2012	100	7M2
2019	800,000	5.000	6/30/2012	100	7P5
2022	<u>1,200,000</u>	5.000	6/30/2012	100	7S9
	\$4,000,000				

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Refunded 2005 Bonds
\$94,355,000 General Obligation Capital Improvement and Refunding Bonds,
Series 2005
(Base CUSIP Number 655867)*

Year of Maturity (March 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2023	\$1,860,000	4.125%	3/1/2015	100%	CE7
2024	1,860,000	4.375	3/1/2015	100	CF4
2025	<u>1,860,000</u>	4.500	3/1/2015	100	CG2
	\$5,580,000				

Refunded 2006 Bonds
\$115,055,000 General Obligation Capital Improvement and Refunding
Bonds, Series 2006
(Base CUSIP Number 655867)*

Year of Maturity (October 1)	Principal Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Suffix*
2015	\$ 4,150,000	4.000%	10/1/2014	100%	DD8
2016	4,165,000	4.000	10/1/2014	100	DE6
2017	4,185,000	4.000	10/1/2014	100	DF3
2018	5,485,000	4.000	10/1/2014	100	DG1
2019	8,170,000	4.000	10/1/2014	100	DH9
2021	6,870,000	4.250	10/1/2014	100	DK2
2022	5,685,000	4.250	10/1/2014	100	DL0
2023	4,220,000	4.250	10/1/2014	100	DM8
2024	4,245,000	4.250	10/1/2014	100	DN6
2025	4,275,000	4.250	10/1/2014	100	DP1
2026	<u>4,295,000</u>	4.250	10/1/2014	100	DQ9
	\$55,745,000				

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**Refunded HUD Note
U.S. Department of Housing and Urban Development Section 108 Loan
Guarantee Program Fixed Rate Note dated February 28, 2004**

<u>Year of Maturity (August 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>	<u>Redemption Price</u>
2012	\$ 200,000	4.960%	8/1/2012	100%
2013	505,000	5.080	8/1/2013	100
2014	810,000	5.190	8/1/2014	100
2015	924,000	5.360	8/1/2014	100
2016	950,000	5.480	8/1/2014	100
2017	1,050,000	5.590	8/1/2014	100
2018	1,150,000	5.680	8/1/2014	100
2019	1,250,000	5.760	8/1/2014	100
2020	1,350,000	5.810	8/1/2014	100
2021	1,450,000	5.870	8/1/2014	100
2022	1,500,000	5.920	8/1/2014	100
2023	<u>1,596,000</u>	5.970	8/1/2014	100
	\$12,735,000			

Escrow Agreement and Defeasance

A portion of the proceeds of the Bonds and other available funds of the City in the amount of \$76,329,290.37 will be deposited with Regions Bank, Richmond, Virginia ("Escrow Agent"), pursuant to an Escrow Agreement dated May 30, 2012, between the City and the Escrow Agent (the "Escrow Agreement"). A portion of the proceeds of the Bonds and other available funds of the City in the amount of \$14,415,228.88 will be deposited with BNY Mellon, Pittsburgh, Pennsylvania ("HUD Trustee") in accordance with that certain Trust Agreement by and between the Secretary of the United States Department of Housing and Urban Development and Chemical Bank, as Trustee, dated as of January 1, 1995, as previously amended and supplemented (the "HUD Trust Agreement"). The Escrow Agreement will provide for the purchase of direct, non-callable obligations of the Treasury (the "Escrow Securities") that will mature and bear interest at times and in amounts sufficient to pay the principal of, premium and interest on the Refunded Bonds. The Trust Agreement and related documents provide that upon receipt of and verification by the HUD Trustee of cash and other direct, non-callable obligations of the Treasury (the "Defeasance Securities") in amounts sufficient to pay to the principal or and interest on the Refunded HUD Note (i) the HUD Trustee shall hold such items in a separate defeasance account from which the payment of principal and interest upon the Refunded HUD Note will be paid, and (ii) the City will be released from its obligations under the Refunded HUD Note. The sufficiency of the Escrow Securities deposited with the Escrow Agent and of the Defeasance Securities deposited with the HUD Trustee was verified by Grant Thornton, LLP, Minneapolis, Minnesota. See the section herein "VERIFICATION OF MATHEMATICAL COMPUTATIONS."

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APPLICATION OF PROCEEDS OF BONDS

The following tables set forth the anticipated application of the proceeds of the Bonds for the purposes described above:

	<u>2012A Bonds</u>	<u>2012B Bonds</u>	<u>Total</u>
Sources of Proceeds:			
Par Amount of Bonds	\$69,030,000.00	\$7,805,000.00	\$76,835,000.00
Net Original Issue Premium	13,149,384.45	513,416.60	13,662,801.05
Cash Contribution from the City	<u>-</u>	<u>729,155.00</u>	<u>729,155.00</u>
 Total:	 <u>\$82,179,384.45</u>	 <u>\$9,047,571.60</u>	 <u>\$91,226,956.05</u>
 Uses of Proceeds:			
Refunding Escrow Deposits:			
Cash Deposit	\$ 1.24	\$ 28,501.01	\$ 28,502.25
SLGS Purchases	81,746,465.00	8,969,552.00	90,716,017.00
 Issuance Expenses *	 <u>432,918.21</u>	 <u>49,518.59</u>	 <u>482,436.80</u>
 Total:	 <u>\$82,179,384.45</u>	 <u>\$9,047,571.60</u>	 <u>\$91,226,956.05</u>

* Includes Underwriters' discount, ratings, legal fees and other costs of issuance.

SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS

General

The Bonds are general obligations of the City and the City's full faith and credit are irrevocably pledged to the payment of principal of, premium, if any, and interest on the Bonds. While the Bonds remain outstanding and unpaid, the City Council is authorized and required to levy and collect annually, at the same time and in the same manner as other taxes of the City are assessed, levied and collected, a tax upon all taxable property within the City, over and above all other taxes authorized or limited by law, and without limitation as to rate or amount, sufficient to pay when due the principal of and interest on the Bonds to the extent other funds of the City are not lawfully available and appropriated for such purpose. The City Council has authorized the issuance of general obligation bonds in addition to the Bonds, and the City expects to issue such additional general obligation bonds in the summer of 2012.

The City has never defaulted in the payment of either principal of, or interest on, any indebtedness.

Bondholders' Remedies in Event of Default

Section 15.2-2659 of the Virginia Code provides that upon affidavit of any owner, or any paying agent therefor, of a general obligation bond or note in default as to payment of principal or interest, the Governor of the Commonwealth (the "Governor") shall conduct a summary investigation. If such default is established to the Governor's satisfaction, the Governor shall order the State Comptroller to withhold all funds appropriated and payable by the Commonwealth to the political subdivision so in default and apply the amount so withheld to payment of the defaulted principal and interest. The State Comptroller advises that to date no order to withhold funds pursuant to Section 15.2-2659, or its predecessors,

Sections 15.1-225 and 15.1-227.61, has ever been issued. Although Section 15.2-2659 has not been considered by a Virginia court, the Attorney General of Virginia has opined that appropriated funds may be withheld by the Commonwealth pursuant to one of its predecessor provisions, Section 15.1-225. Each fiscal year of the City (each a "Fiscal Year") ends on June 30th, and for Fiscal Year 2011, the Commonwealth provided \$99,194,049 to the City which was deposited in the City's General Fund.

Although Virginia law currently does not authorize such action, future legislation may enable the City to file a petition for relief under the United States Bankruptcy Code (the "Bankruptcy Code") if it is insolvent or unable to pay its debts. Bankruptcy proceedings by the City could have adverse effects on the Bondholders, including (i) delay in the enforcement of their remedies, (ii) subordination of their claims to claims of those supplying goods and services to the City after the initiation of bankruptcy proceedings and to the administrative expenses of bankruptcy proceedings or (iii) imposition without their consent of a reorganization plan reducing or delaying payment of the Bonds. The Bankruptcy Code contains provisions intended to ensure that, in any reorganization plan not accepted by at least a majority of a class of creditors such as the owners of general obligation bonds, such creditors will have the benefit of their original claim or the "indubitable equivalent." The effect of these and other provisions of the Bankruptcy Code cannot be reliably predicted and may be significantly affected by judicial interpretation.

TAX MATTERS

Opinions of Bond Counsel

Bond Counsel's opinion regarding the 2012A Bonds will state that, under current law and assuming the compliance with the Covenants, as hereinafter defined, by and assuming the accuracy of certain representations and certifications of the City and certain other persons and entities, interest on the 2012A Bonds (including any accrued "original issue discount" properly allocable to the owners of the 2012A Bonds) (i) is excludable from the gross income of the owners of the 2012A Bonds for purposes of federal income taxation under Section 103 of the Code, and (ii) is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. Interest on the 2012A Bonds must be included in the adjusted current earnings of certain corporations for purposes of computing the federal alternative minimum tax imposed on such corporations. See Appendix B for the form of the opinion of Bond Counsel with respect to the 2012A Bonds.

Bond Counsel's opinion regarding the 2012B Bonds will state that, under current law, interest on the 2012B Bonds (including any accrued "original issue discount" properly allocable to the owners of the 2012B Bonds) is excludable from gross income for purposes of federal income taxation (except when held by a "substantial user" of the facilities financed by the 2012B Bonds or by a "related user" within the meaning of Section 147(a) of the Code) but that interest on the 2012B Bonds is a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations (a "Specific Tax Preference Item"). See Appendix B for the form of the opinion of Bond Counsel with respect to the 2012B Bonds.

Bond Counsel will express no opinion regarding other federal tax consequences arising with respect to the Bonds.

Each of Bond Counsel's opinions speaks as of its date, is based on current legal authority and precedent, covers certain matters not directly addressed by such authority and precedent, and represents Bond Counsel's judgment as to the proper treatment of interest on the Bonds for federal income tax purposes. Bond Counsel's opinions do not contain or provide any opinion or assurance regarding the future activities of the City or about the effect of future changes in the Code, the applicable regulations,

the interpretation thereof or the enforcement thereof by the IRS. The City has covenanted, however, to comply with the requirements of the Code.

Reliance and Assumptions; Effect of Certain Changes

In delivering its opinions regarding the Bonds, Bond Counsel is relying upon and assuming the accuracy of certifications and representations of representatives of the Underwriters and other public officials as to facts material to the opinions, which Bond Counsel has not independently verified.

In addition, Bond Counsel is assuming continuing compliance with the Covenants, as hereinafter defined, by the City. The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied after the issuance of the Bonds in order for interest on the Bonds to be and remain excludable from gross income for purposes of federal income taxation. These requirements include, by way of example and not limitation, restrictions on the use, expenditure and investment of the proceeds of the Bonds and the use of the property financed or refinanced by the Bonds, limitations on the source of the payment of and the security for the Bonds, and the obligation to rebate certain excess earnings on the gross proceeds of the Bonds to the Treasury. Prior to the issuance of the Bonds, the City will enter into a tax certificate for the Bonds (the "Tax Certificate") that contains covenants (the "Covenants") with which the City has agreed to comply. Failure by the City to comply with the Covenants could cause interest on the Bonds to become includable in gross income for federal income tax purposes retroactively to their date of issue. In the event of noncompliance with the Covenants, the available enforcement remedies may be limited by applicable provisions of law and, therefore, may not be adequate to prevent interest on the Bonds from becoming includable in gross income for federal income tax purposes.

Bond Counsel has no responsibility to monitor compliance with the Covenants after the date of issue of the Bonds.

Certain requirements and procedures contained, incorporated or referred to in the Tax Certificate, including the Covenants, may be changed and certain actions may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such document. Bond Counsel expresses no opinion concerning any effect on excludability of interest on the Bonds from gross income for federal income tax purposes of any such subsequent change or action that may be made, taken or omitted upon the advice or approval of counsel other than Bond Counsel.

Certain Collateral Federal Tax Consequences

The following is a brief discussion of certain collateral federal income tax matters with respect to the Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner thereof. Prospective purchasers of such Bonds, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning or disposing of the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to certain taxpayers including, without limitation, financial institutions, certain insurance companies, certain corporations (including S corporations and foreign corporations), certain foreign corporations subject to the "branch profits tax," individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations and taxpayers attempting to qualify for the earned income tax credit.

In addition, prospective purchasers should be aware that the interest paid on, and the proceeds of the sale of, tax-exempt obligations, including the Bonds, are in many cases required to be reported to the IRS in a manner similar to interest paid on taxable obligations. Additionally, backup withholding may apply to any such payments made to any Bond owner who fails to provide an accurate Form W-9 Request for Taxpayer Identification Number and Certification, or a substantially identical form, or to any Bond owner who is notified by the IRS of a failure to report all interest and dividends required to be shown on federal income tax returns. The reporting and withholding requirements do not in and of themselves affect the excludability of such interest from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Original Issue Discount

The "original issue discount" ("OID") on any Bond is the excess of such bond's stated redemption price at maturity (excluding certain "qualified stated interest" that is unconditionally payable at least annually at prescribed rates) over the issue price of such Bond. The "issue price" of a bond is the initial offering price to the public at which price a substantial amount of such bonds of the same maturity was sold. The "public" does not include bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers. The issue price for each maturity of the Bonds is expected to be the initial public offering price set forth on the inside front cover page of this Official Statement, but is subject to change based on actual sales. Accrued OID on the Bonds with OID (the "OID Bonds") is excludable from gross income for purposes of federal and Virginia income taxation. However, the portion of the OID that is deemed to have accrued to the owner of an OID Bond in each year may be included in determining the alternative minimum tax with respect to the Bonds and the distribution requirements of certain investment companies and may result in some of the collateral federal income tax consequences mentioned in the preceding subsection. Therefore, owners of OID Bonds should be aware that the accrual of OID in each year may result in alternative minimum tax liability, additional distribution requirements or other collateral federal and Virginia income tax consequences although the owner may not have received cash in such year.

OID is treated under Section 1288 of the Code as accruing under a constant yield method that takes into account compounding on a semiannual or more frequent basis. If an OID Bond is sold or otherwise disposed of between semiannual compounding dates, then the OID which would have accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

In the case of an original owner of an OID Bond, the amount of OID that is treated as having accrued on such OID Bond is added to the owner's cost basis in determining, for federal income tax purposes, gain or loss upon its disposition (including its sale, redemption or payment at maturity). The amounts received upon such disposition that are attributable to accrued OID will be excluded from the gross income of the recipients for federal income tax purposes. The accrual of OID and its effect on the redemption, sale or other disposition of OID Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above.

Prospective purchasers of OID Bonds should consult their own tax advisors with respect to the precise determination for federal income tax purposes of the OID accrued upon sale or redemption of such OID Bonds and with respect to state and local tax consequences of owning OID 2012A Bonds.

Bond Premium

In general, if an owner acquires a bond or note for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the bond or

note after the acquisition date (excluding certain "qualified stated interest" that is unconditionally payable at least annually at prescribed rates), that premium constitutes "bond premium" on that bond or note (a "Premium Bond"). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner's yield over the remaining term of the Premium Bond, determined based on constant yield principles. An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner's regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner's original acquisition cost. Prospective purchasers of any Premium Bond should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of such Premium Bond.

Effects of Future Enforcement, Regulatory and Legislative Actions

The IRS has established a program to audit tax-exempt obligations to determine whether the interest thereon is includable in gross income for federal income tax purposes. If the IRS does audit the Bonds, the IRS will, under its current procedures, treat the City as the taxpayer. As such, the beneficial owners of the Bonds will have only limited rights, if any, to participate in the audit or any administrative or judicial review or appeal thereof. Any action of the IRS, including but not limited to the selection of the Bonds for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the marketability or market value of the Bonds.

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and various State legislatures. Such legislation may effect changes in federal or State income tax rates and the application of federal or State income tax laws (including the substitution of another type of tax), or may repeal or reduce the benefit of the excludability of interest on the tax-exempt obligations from gross income for federal or State income tax purposes. The U.S. Department of the Treasury and the IRS are continuously drafting regulations to interpret and apply the provisions of the Code and court proceedings may be filed the outcome of which could modify the federal or State tax treatment of tax-exempt obligations. There can be no assurance that legislation proposed or enacted after the date of issue of the Bonds, regulatory interpretation of the Code or actions by a court involving either the Bonds or other tax-exempt obligations will not have an adverse effect on the Bonds' federal or State tax status, marketability or market price or on the economic value of the tax-exempt status of the interest on the Bonds.

Prospective purchasers of the Bonds should consult their own tax advisors regarding the potential consequences of any such pending or proposed federal or State tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

Opinion of Bond Counsel – Virginia Income Tax Consequences

Bond Counsel's opinion also will state that, under current law, interest on the Bonds is excludable from the gross income of the owners thereof for purposes of income taxation by the Commonwealth. Bond Counsel will express no opinion regarding (i) other Virginia tax consequences arising with respect to the Bonds or (ii) any consequences arising with respect to the Bonds under the tax laws of any state or local jurisdiction other than Virginia. Prospective purchasers of the Bonds should consult their own tax

advisors regarding the tax status of interest on the Bonds in a particular state or local jurisdiction other than Virginia.

PENDING LITIGATION

The City, in the course of doing business, has been named as defendant in certain personal injury cases and suits for property damage.

These suits are being defended by the City Attorney and associated independent counsel retained by the City Attorney, and it is the opinion of the City Attorney that any possible losses in connection with the above pending litigation will not materially and adversely affect the City's financial condition. The City Attorney is also of the opinion that the above pending litigation will not affect the validity of the Bonds or the ability of the City to levy and collect ad valorem taxes for the payment of the Bonds or the interest thereon. There is no pending litigation with respect to the Bonds or the ability of the City to levy and collect ad valorem taxes for the payment of such Bonds or interest thereon.

RATINGS

The City has requested that the Bonds be rated and has furnished certain information to the rating agencies including information that may not be included in this Official Statement. The Bonds have been rated 'Aa2' by Moody's Investors Service ("Moody's"), 'AA+' by Fitch Ratings ("Fitch") and 'AA' by Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("Standard & Poor's").

The ratings reflect only the views of the respective rating agency. Any explanation of the significance of the ratings may be obtained only from the respective rating agency. Generally, rating agencies base their ratings upon information and materials provided to them and upon investigations, studies and assumptions by the rating agencies. There is no assurance that such ratings will not be withdrawn or revised downward by Moody's, Fitch or Standard & Poor's. Such action may have an adverse effect on the market price of the Bonds. The City has not undertaken any responsibility after the issuance of the Bonds to assure maintenance of the ratings or to oppose any such revision or withdrawal.

FINANCIAL STATEMENTS

The City's audited general purpose financial statements for the Fiscal Year 2011 are published in Appendix A with accompanying notes. In addition, Appendix A also includes a report of the City's independent accountants.

CERTIFICATES OF CITY OFFICIALS

Concurrently with the delivery of the Bonds, the City will furnish (i) a certificate, dated the date of delivery of the Bonds, signed by the officers who sign the Bonds, stating that, to the best of their knowledge, no litigation is then pending or threatened to restrain or enjoin the issuance or delivery of the Bonds or the levy or collection of taxes to pay principal, premium, if any, or interest thereon or in any manner questioning the proceedings and authority under which the Bonds is issued and (ii) a certificate dated the date of delivery of the Bonds signed by the appropriate City officials and stating that the descriptions and statements in this Official Statement including the Appendices hereto (except in the section above "PENDING LITIGATION" or relating to DTC) at the time of acceptance of the proposal for the Bonds and at the date of delivery were and are true and correct in all material respects and do not contain any untrue statement of a material fact or omit to state any material fact required to be stated

therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

The City Attorney will furnish, concurrently with the delivery of the Bonds, a certificate dated the date of delivery of the Bonds stating that no litigation is pending or, to the best of his knowledge, threatened against the City either (i) to restrain or enjoin the issuance or delivery of the Bonds, (ii) to question in any manner the authority of the City to issue or the issuance of the Bonds, or the validity of any proceedings authorizing the Bonds or the levy or collection of taxes to pay the Bonds or (iii) to question in any manner the boundaries of the City or the title of any officers of the City to their respective offices.

FINANCIAL ADVISOR

The City has retained Public Financial Management, Inc. of Arlington, Virginia ("PFM"), as Financial Advisor in connection with the issuance and sale of the Bonds. Although PFM has assisted in the preparation of this Official Statement, PFM is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement. PFM is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations included in the schedules provided by PFM on behalf of the City relating to forecasted payments of principal and interest to redeem the Refunded Bonds was examined by Grant Thornton, LLP, Minneapolis, Minnesota (the "Verification Agent"). Such computations were based solely upon assumptions and information supplied by PFM on behalf of the City. The Verification Agent has restricted its procedures to examining the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information upon which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome.

RELATIONSHIP OF PARTIES

Kaufman & Canoles, a Professional Corporation, counsel to the Underwriters, also serves as counsel to the City in unrelated matters.

UNDERWRITING

The Bonds are being purchased by the Underwriters pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement") between the City and Morgan Keegan & Company, Inc. or its successor in interest ("Morgan Keegan"), as representative of the Underwriters. The Bond Purchase Agreement sets forth the obligation of the Underwriters to purchase the Bonds at an aggregate purchase price of \$90,295,737.97 (representing the sum of (i) the \$69,030,000 par amount of the 2012A Bonds, plus original issue premium of \$13,149,384.45, less an underwriting discount of \$181,949.29 on such 2012A Bonds, and (ii) the \$7,805,000 par amount of the 2012B Bonds, plus net original issue premium of \$513,416.60, less an underwriting discount of \$20,113.79 on such 2012B Bonds and is subject to certain terms and conditions, including the approval of certain legal matters by counsel. The Bond Purchase Agreement provides that the Underwriters will purchase all of the Bonds if any are purchased. The Underwriters may offer and sell the Bonds to certain dealers (including dealers depositing the Bonds into investment trusts) and others at prices different from the public offering prices stated on the cover page of

this Official Statement. The public offering prices may be changed from time to time at the discretion of the Underwriters.

On April 2, 2012, Raymond James Financial, Inc. ("RJF"), the parent company of Raymond James & Associates, Inc. ("Raymond James"), acquired all of the stock of Morgan Keegan from Regions Financial Corporation. Morgan Keegan and Raymond James are each registered broker-dealers. Both Morgan Keegan and Raymond James are wholly owned subsidiaries of RJF and, as such, are affiliated broker-dealer companies under the common control of RJF, utilizing the trade name "Raymond James | Morgan Keegan" that appears on the cover of this Official Statement. It is anticipated that the businesses of Raymond James and Morgan Keegan will be combined.

Morgan Keegan, one of the Underwriters, has entered into a distribution arrangement with Raymond James for the distribution of the Bonds at the original issue prices. Such arrangement generally provides that Morgan Keegan will share a portion of its underwriting compensation or selling concession with Raymond James.

J.P. Morgan Securities LLC ("JPMS"), one of the Underwriters of the Bonds, has entered into negotiated dealer agreements (each, a "Dealer Agreement") with each of UBS Financial Services Inc. ("UBSFS") and Charles Schwab & Co., Inc. ("CS&Co.") for the retail distribution of certain securities offerings, including the Bonds, at the original issue prices. Pursuant to each Dealer Agreement, each of UBSFS and CS&Co. will purchase Bonds from JPMS at the original issue price less a negotiated portion of the selling concession applicable to any Bonds that such firm sells.

SunTrust Robinson Humphrey, Inc. ("STRH"), one of the Underwriters of the Bonds, has an affiliate SunTrust Investment Services, Inc. ("STIS") which will also participate in the retail distribution of the Bonds. STRH may share a portion of its underwriting or remarketing agent compensation, as applicable, with respect to the Bonds with STIS. STRH and STIS are both subsidiaries of SunTrust Banks, Inc.

CONTINUING DISCLOSURE

The City will execute and deliver to the purchasers of the Bonds a Continuing Disclosure Agreement, the form of which is set forth as Appendix C to this Official Statement, pursuant to which the City will covenant and agree, for the benefit of the owners of the Bonds to provide certain annual financial information and material event notices required by the Rule. As described in Appendix C, such undertakings require the City to provide only limited information at specified times.

The continuing obligation of the City to provide annual financial information and notices referred to above will terminate with respect to the respective Bonds when such Bonds are no longer outstanding. Any failure by the City to comply with the foregoing will not constitute a default with respect to the applicable Bonds.

The City failed to comply with certain provisions of the Rule with respect to its water revenue bonds (but not its general obligation bonds) by not filing in a timely manner with the Municipal Securities Rulemaking Board's Electronic Municipal Market Access system and the respective nationally recognized municipal securities information repositories certain operating data for the Fiscal Years 2006 through 2010. The data previously was included in the statistical section of the City's Comprehensive Annual Financial Report but was inadvertently omitted for such years. Subsequently, the City filed such information, and the City has established procedures to reduce the likelihood of future reoccurrences.

MISCELLANEOUS

This Official Statement is not to be construed as a contract with the purchasers of the Bonds. Any statement made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly identified, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. The distribution of this Official Statement has been duly authorized by the City, which has deemed this Official Statement final within the meaning of the Rule.

The references herein to and summaries of Federal, Commonwealth and City laws, including but not limited to the Constitution of the Commonwealth, the Virginia Code, the Charter of the City (the "City Charter") and documents, agreements and court decisions are summaries of certain provisions thereof. Such summaries do not purport to be complete and are qualified in their entirety by reference to the full text of such acts, laws, documents, agreements or decisions, copies of which are available for inspection during normal business hours at the office of the City Attorney.

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Any questions concerning the content of this Official Statement should be directed to the City's Acting Director of Finance, 810 Union Street, Suite 600 City Hall Building, Norfolk, Virginia 23510, (757) 664-4346.

CITY OF NORFOLK, VIRGINIA

/s/ Marcus D. Jones

Marcus D. Jones
City Manager

/s/ Shenette C. Felton

Shenette C. Felton
Acting Director of Finance

**PART II
CITY INDEBTEDNESS**

Limitation on Incurrence of Debt

Pursuant to the Constitution of Virginia (the "Constitution"), the City is authorized to issue bonds and notes secured by a pledge of its full faith and credit and unlimited taxing power. There is no requirement in the Constitution, the Virginia Code or the City Charter that the issuance of general obligation bonds of the City be subject to approval of the electorate of the City at referendum. The issuance of general obligation bonds is subject to a limitation of 10% of the assessed value of taxable real property.

At March 31, 2012, the total assessed value of taxable real property in the City was \$18,662,081,433. Based on Virginia's constitutional debt limitation formula, this resulted in a debt limit of \$1,866,208,143. As presented in Table II-1 below, the City's outstanding general obligation bonds and other tax-secured indebtedness as of March 31, 2012 was \$774,360,184 representing 41.49% of the constitutional debt limit.

**Table II-1
City of Norfolk, Virginia
Computation of Legal Debt Margin
March 31, 2012**

Total assessed value of taxable real property	\$18,662,081,433
Debt Limit-10 percent of total assessed value	1,866,208,143
Less: Outstanding General Obligation Debt ^{(1) (2) (3) (4) (5) (6)}	774,360,184
Legal Debt Margin	\$1,091,847,959
Amount of debt as a percent of debt limit	41.49%

Source: Department of Finance, City of Norfolk, Virginia.

- Notes:
- (1) Defeased bonds are not included in gross debt. Funds to redeem these bonds have been irrevocably deposited with an escrow agent.
 - (2) Reflects only bonded debt and does not include the City's capital lease obligations. See the subsection herein "DEBT INCURRED BY OTHER GOVERNMENTAL ENTITIES – Capital Lease Obligations" for information about the City's capital lease obligations.
 - (3) The amount of general obligation bonds authorized by ordinance for Capital Improvement Projects, but not yet issued, is \$287,517,347.
 - (4) Water Revenue Bonds, Wastewater Revenue Bonds and Parking System Revenue Bonds are excluded from gross debt, since these bonds are payable solely from the revenue of their respective enterprise activities.
 - (5) Includes the remaining balance of \$1,410,000 on a general obligation guaranty of \$3,300,000 of bonds issued by Norfolk Redevelopment and Housing Authority in August 1998. The bonds mature on August 15, 2015.
 - (6) Includes the remaining balance of \$12,735,000 on a 20-year \$13,000,000 Section 108 Loan with HUD, supported by the Broad Creek Renaissance TIF District, which matures on August 1, 2023.

Debt Outstanding

The tables that follow detail the City's current general obligation debt outstanding. Table II-2 presents the City's gross and net outstanding tax-supported and self-supporting general obligation bonded indebtedness as of March 31, 2012. Table II-3 provides a comparative statement of key debt ratios for the past 10 Fiscal Years and Table II-4 presents the rate of retirement for all general obligation bonds as of June 30, 2011. Table II-5 presents the recent historical relationship between debt service on bonds paid from actual general governmental expenditures for the past 10 Fiscal Years. Table II-6 presents the historical relationship of the City's net bonded debt to assessed value of taxable real property and net bonded debt per capita. Table II-7 provides a statement of future annual debt service requirements on the City's existing general obligation bonds.

Table II-2
City of Norfolk, Virginia
General Obligation Debt Statement ^{(1) (2) (3) (4) (7)}

	As of March 31, 2012
A. General Fund Bonds Outstanding Debt ^{(5) (6) (8)}	\$594,502,015
B. Enterprise Fund Bonds Outstanding Debt ⁽²⁾	<u>178,448,169</u>
C. Total General Obligation Bond Indebtedness Outstanding Debt (A+B)	<u>\$772,950,184</u>

Source: Department of Finance, City of Norfolk, Virginia.

- Notes:
- (1) The amount of general obligation bonds authorized by ordinance for Capital Improvement Projects, but not yet issued, is \$287,517,347.
 - (2) Water Revenue Bonds, Wastewater Revenue Bonds and Parking System Revenue Bonds are excluded from enterprise fund debt, since these bonds are payable solely from the revenue of their respective enterprise activities.
 - (3) Reflects only bonded debt and does not include the City's capital lease obligations. See "DEBT INCURRED BY OTHER GOVERNMENTAL ENTITIES – Capital Lease Obligations" for information about the City's capital lease obligations.
 - (4) Defeased bonds are not included in gross debt. Funds to redeem these bonds have been irrevocably deposited with an escrow agent.
 - (5) Includes the bonded debt of the Environmental Storm Water Fund, Maritime Facility Fund and the Towing and Recovery Fund, which are special revenue funds.
 - (6) Excludes the remaining balance of \$1,410,000 on a general obligation guaranty of \$3,300,000 of bonds issued by Norfolk Redevelopment and Housing Authority in August 1998. The bonds mature on August 15, 2015.
 - (7) There are no overlapping or underlying taxing jurisdictions in the City.
 - (8) Includes the remaining balance of \$12,735,000 on a 20-year \$13,000,000 Section 108 Loan with HUD, supported by the Broad Creek Renaissance TIF District, which matures on August 1, 2023.

Table II-3
City of Norfolk, Virginia
Key Debt Trends
Fiscal Years 2002 - 2011

Fiscal Year Ended June 30	Gross Bonded Debt (in thousands) ^{(1) (2) (3)}	Gross Bonded Principal Outstanding Per Capita ⁽⁴⁾	Percent of Gross Bonded Debt to Real Property Assessed Value ⁽⁵⁾
2002	\$460,346	\$1,956	5.18%
2003	460,876	1,948	4.93
2004	486,242	2,037	4.85
2005	512,528	2,141	4.68
2006	475,872	1,988	3.75
2007	576,809	2,384	3.70
2008	695,230	2,861	3.28
2009	736,163	3,018	3.39
2010	887,772	3,656	4.45
2011	826,874	3,389	4.28

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011, and Department of Finance, City of Norfolk, Virginia.

- Notes:
- (1) There are no overlapping or underlying taxing jurisdictions in the City.
 - (2) Debt payable from Enterprise Revenue can be found in Table II-6.
 - (3) The defeased portions of bonds are not included in Gross Bonded Debt. Unamortized premium/discount is not included in Gross Bonded Debt.
 - (4) Gross Bonded Principal Outstanding Per Capita is based on the population figures from Table II-6.
 - (5) Based on the taxable real property assessed value figures from Table III-2.

Table II-4
City of Norfolk, Virginia
Principal Retirement
All General Obligation Bonds
As of June 30, 2011

Maturing By Fiscal Year	Cumulative Amount Matured	Percent of Principal Retired
2016	\$353,237,210	42.72%
2021	560,416,924	67.78
2026	727,351,744	87.96
2031	811,293,665	98.11
2036	822,958,665	99.53
2038	826,873,665	100.00

Source: Department of Finance, City of Norfolk, Virginia.

Table II-5
City of Norfolk, Virginia
Ratio of Annual Debt Service to
Total General Governmental Expenditures
Fiscal Years 2002 - 2011

Fiscal Year Ended June 30	Total Debt Service ⁽¹⁾	Total General Expenditures ⁽²⁾	Percent of Debt Service To Total General Expenditures
2002	\$53,484,013	\$431,283,578	12.40%
2003	53,258,272	451,633,988	11.79
2004	55,000,425	490,944,275	11.20
2005	58,971,773	490,923,834	12.01
2006	62,750,385	510,999,836	12.28
2007	58,045,527	539,491,519	10.76
2008	64,167,472	574,581,092	11.17
2009	71,794,806	584,533,217	12.28
2010	69,929,707	567,371,918	12.33
2011	78,453,097	577,669,780	13.58

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

- Notes: (1) Includes debt service on general obligation bonds supported by the General Fund.
(2) Total general expenditures are presented using the modified accrual basis of accounting.

Table II-6
City of Norfolk, Virginia
Ratio of Net General Bonded Debt to Assessed Value and
Net Bonded Debt Per Capita
Fiscal Years 2002 - 2011

Fiscal Year Ended June 30	Estimated Population	Assessed Value of Taxable Property (In Thousands)	Gross Bonded Debt	Debt Payable from Enterprise Revenue	Net Bonded Debt	Ratio of Net Bonded Debt to Assessed Value	Net Bonded Debt Per Capita
2002	235,405	\$10,436,893	\$460,345,861	\$112,049,824	\$348,296,037	3.34%	\$1,480
2003	236,550	10,939,757	460,876,270	99,220,319	361,655,951	3.31	1,529
2004	238,650	11,814,930	486,241,680	87,635,923	398,605,757	3.37	1,670
2005	239,396	12,835,957	512,528,634	91,520,158	421,008,476	3.28	1,759
2006	239,355	14,663,411	475,872,461	93,099,000	382,773,000	2.61	1,599
2007	241,941	17,619,217	576,809,191	107,310,741	469,498,450	2.66	1,941
2008	242,983	20,578,641	695,230,000	124,092,000	571,138,000	2.78	2,351
2009	243,957	21,308,309	736,163,200	158,227,193	577,936,007	2.71	2,369
2010	242,803	21,777,754	887,771,677	199,619,847	688,151,830	3.16	2,834
2011	243,985	21,383,674	826,873,664	187,198,781	639,674,884	2.99	2,622

Sources: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011. The source of 2002 through 2009 and 2011 population estimates is the Weldon Cooper Center for Public Service, University of Virginia (the "Weldon Cooper Center"). The source for the 2010 population estimate is the U.S. Census Bureau.

Table II - 7
City of Norfolk, Virginia
Long-Term Debt Service Requirements ⁽¹⁾

Fiscal Year Ending June 30	Existing General Obligation Debt Service ^{(2) (3) (4) (5)(6)}			Debt Service on the Bonds			Total Debt Service ^{(2) (3) (4)}		
	Principal	Interest	Total Debt Service	Principal	Interest	Total Debt Service	Principal	Interest	Total Debt Service
2012	\$ 66,727,449	\$34,511,406	\$101,238,855	\$ -	\$ -	\$ -	\$ 66,727,449	\$34,511,406	\$101,238,855
2013	58,722,025	28,352,174	87,074,199	-	2,661,707	2,661,707	58,722,025	31,013,881	89,735,906
2014	125,721,894	26,100,353	151,822,247	190,000	3,181,538	3,371,538	125,911,894	29,281,890	155,193,784
2015	51,724,115	19,653,400	71,377,515	1,255,000	3,167,088	4,422,088	52,979,115	22,820,488	75,799,603
2016	42,358,229	20,073,162	62,431,391	2,925,000	3,104,488	6,029,488	45,283,229	23,177,650	68,460,879
2017	38,448,557	18,228,009	56,676,566	6,415,000	2,926,138	9,341,138	44,863,557	21,154,147	66,017,704
2018	36,112,558	16,548,114	52,660,672	6,275,000	2,703,788	8,978,788	42,387,558	19,251,901	61,639,459
2019	33,969,109	14,827,999	48,797,108	7,640,000	2,428,688	10,068,688	41,609,109	17,256,686	58,865,795
2020	30,128,227	13,525,997	43,654,224	10,285,000	2,059,063	12,344,063	40,413,227	15,585,060	55,998,287
2021	36,473,886	11,989,777	48,463,663	1,940,000	1,851,088	3,791,088	38,413,886	13,840,864	52,254,750
2022	28,853,269	10,705,716	39,558,985	8,680,000	1,634,669	10,314,669	37,533,269	12,340,385	49,873,654
2023	27,084,570	9,462,695	36,547,265	9,030,000	1,237,900	10,267,900	36,114,570	10,700,595	46,815,165
2024	27,182,852	8,249,188	35,432,040	7,635,000	883,200	8,518,200	34,817,852	9,132,388	43,950,240
2025	24,599,395	7,081,664	31,681,059	6,065,000	576,625	6,641,625	30,664,395	7,658,289	38,322,684
2026	23,495,424	5,945,813	29,441,237	4,225,000	319,375	4,544,375	27,720,424	6,265,188	33,985,612
2027	22,407,159	4,844,555	27,251,714	4,275,000	106,875	4,381,875	26,682,159	4,951,430	31,633,589
2028	21,683,341	3,783,986	25,467,327	-	-	-	21,683,341	3,783,986	25,467,327
2029	11,720,000	2,701,478	14,421,478	-	-	-	11,720,000	2,701,478	14,421,478
2030	11,865,000	2,060,581	13,925,581	-	-	-	11,865,000	2,060,581	13,925,581
2031	12,005,000	1,455,020	13,460,020	-	-	-	12,005,000	1,455,020	13,460,020
2032	1,495,000	756,820	2,251,820	-	-	-	1,495,000	756,820	2,251,820
2033	4,970,000	522,061	5,492,061	-	-	-	4,970,000	522,061	5,492,061
2034	1,650,000	407,466	2,057,466	-	-	-	1,650,000	407,466	2,057,466
2035	1,730,000	318,409	2,048,409	-	-	-	1,730,000	318,409	2,048,409
2036	1,820,000	225,098	2,045,098	-	-	-	1,820,000	225,098	2,045,098
2037	1,910,000	126,255	2,036,255	-	-	-	1,910,000	126,255	2,036,255
2038	2,005,000	23,474	2,028,474	-	-	-	2,005,000	23,474	2,028,474
Totals	\$746,862,059	\$262,480,670	\$1,009,342,729	\$76,835,000	\$28,842,226	\$105,677,226	\$823,697,059	\$291,322,896	\$1,115,019,955

Source: Department of Finance, City of Norfolk, Virginia.

- Notes:
- (1) Figures may not sum due to rounding.
 - (2) Includes principal payable from the City's enterprise funds.
 - (3) Existing General Obligation Debt Service includes self-supporting principal payable from the City's Environmental Storm Water Fund, and the Towing and Recovery Fund, which are both special revenue funds.
 - (4) Includes estimated net debt service on the City's General Obligation Variable Rate Demand Bonds, Series 2007, assuming an average interest rate of 3.74%.
 - (5) Includes all interest on the Build America Bonds and Recovery Zone Economic Development Bonds issued in 2010 and has not been adjusted for the subsidy payments expected to be received by the City.
 - (6) FY 2014 debt service includes the General Obligation Bond Anticipation Notes issued on March 24, 2011 (the "2011 BANs"). The City expects to refinance the 2011 BANs prior to their maturity of January 1, 2014.

DEBT INCURRED BY OTHER GOVERNMENTAL ENTITIES

Overlapping Debt

The City is autonomous from any county, town or other political subdivision. There are no overlapping or underlying taxing jurisdictions with debt outstanding for which City residents are liable.

Short-Term Borrowing

The City has not borrowed on a short-term basis for working capital purposes in the past five Fiscal Years.

Capital Lease Obligations

The City does not have any capital lease obligations outstanding.

Water Revenue Bonds

Since 1993, and for all future financings, capital improvements of the Water Utility System have been and are anticipated to be financed with revenue bonds. The revenue covenant for these revenue bonds requires the City to establish, fix, charge and collect rates, fees and other charges for the use of and for the services furnished by the water system, and will, from time to time and as often as appears necessary, revise such rates, fees and other charges, so that in each Fiscal Year net revenues are not less than the greater of (i) the sum of 1.1 times senior debt service and 1.0 times subordinated debt service for the Fiscal Year and (ii) 1.0 times the funding requirements for transfers from the revenue fund to the operating fund, the bond fund, the parity debt service fund, the debt service reserve fund, the subordinate debt service fund and the repair and replacement reserve fund. The Fiscal Year 2011 results reflect compliance with this requirement.

Parking System Revenue Bonds

Since 1997, capital improvements of the Parking Facilities Fund have been financed primarily with revenue bonds. The revenue covenant for these revenue bonds requires the City to establish, fix, charge and collect rates, fees and other charges for the use of and for the services furnished by the parking facilities. The City will, from time to time and as often as appears necessary, revise such rates, fees and other charges, so that in each Fiscal Year net revenues are not less than the greater of (i) the sum of 1.25 times senior debt service and 1.0 times subordinated debt service for the Fiscal Year and (ii) 1.0 times the funding requirements for transfers from the revenue fund to the bond fund, the parity debt service fund, the debt service reserve fund, the MacArthur Garage reserve fund, the repair and replacement reserve fund, the surety bond interest fund and the subordinate debt service fund. The Fiscal Year 2011 results reflect compliance with this requirement.

Debt History

The City has never defaulted in the payment of either principal of, or interest on, any indebtedness.

Capital Improvement Program Budget

The City has a Capital Improvement Program ("CIP") budget which plans for capital type improvements for a five-year period. This CIP budget is reviewed and revised annually.

The City approved its CIP budget for Fiscal Year 2012 on May 17, 2011. The total of the CIP budget for Fiscal Year 2012, as amended, is \$159,940,300, which includes \$45,909,666 in cash contributions and a transfer from the Operating Budget for Fiscal Year 2012, and which transfer reduces the City's reliance on bond financing. The CIP budget for Fiscal Year 2012 also includes the reappropriation of \$33,374,161 of previously authorized but unissued, bonds. The City approved its CIP budget for Fiscal Year 2013 on May 22, 2012.* The total of the CIP budget for Fiscal Year 2013 is \$93,580,300, which includes \$4,874,866 in cash contributions. The CIP budget for Fiscal Year 2013 also includes the reappropriation of \$4,662,990 of previously authorized but unissued bonds. Each capital project included in the CIP budget for Fiscal Year 2012 or Fiscal Year 2013 is either approved for funding in the CIP budget for Fiscal Year 2012 or Fiscal Year 2013, as applicable, or included as a planned project in Fiscal Years 2014 through 2017. Future year projects in the CIP Budget are considered for planning purposes only and may be modified, at any time, by the City Council. In addition, the CIP budget is used by the City as a means of identifying short- and long-term needs and as a guide for identifying various funding sources for future CIP budgets.

The CIP budget is developed in coordination with and at the same time as other City budgets. It is prepared for submission by the City Manager to the City Council concurrently with the Proposed Operating Budget. Hearings are held as appropriate, and the final CIP budget is adjusted with a determination being made of the source and amount of funding to be recommended for each item.

* The CIP Budget for Fiscal Year 2013 was adopted on May 22, 2012, after the date of the Preliminary Official Statement of the City dated May 9, 2012 (the "Preliminary Official Statement"), and this Official Statement. Accordingly, the disclosure associated with the Adopted Fiscal Year 2013 CIP Budget is an expansion of the disclosure contemplated in the Preliminary Official Statement and this Official Statement.

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The CIP budgets for Fiscal Year 2012 and Fiscal Year 2013 are summarized in Table II-8.

Table II-8
City of Norfolk, Virginia
Capital Improvement Program for Fiscal Year 2012, as Amended and Fiscal Year 2013

Uses	Approved Budget Fiscal Year 2012, as Amended	Approved Budget Fiscal Year 2013
General Capital Projects	\$112,925,500	\$49,395,100
Parking Fund Projects	2,414,800	2,500,000
Maritime Fund Projects	-	-
Storm Water Fund Projects	3,500,000	5,815,200
Water Fund Projects	24,100,000	18,870,000
Wastewater Fund Projects	17,000,000	17,000,000
Towing and Recovery Fund Projects	-	-
Total Capital Program	<u>\$159,940,300</u>	<u>\$93,580,300</u>
Appropriation Source		
General Capital Projects		
From Bond Issue	\$39,856,473	\$42,622,444
Reappropriation of Prior Bond Authorization	29,259,361	4,662,990
From Cash	43,809,666	2,109,666
Parking Fund Projects		
From Bond Issue	2,114,800	2,170,000
From MacArthur Center Reserve Fund	300,000	330,000
Maritime Fund Projects		
From Bond Issue	-	-
Storm Water Fund Projects		
Reappropriation of Prior Bond Authorization	2,000,000	-
From Bond Issue	-	3,500,000
From Cash	1,500,000	2,315,200
Water Fund Projects		
From Bond Issue	23,800,000	18,750,000
From Cash	300,000	120,000
Wastewater Fund Projects		
From Bond Issue	17,000,000	17,000,000
Towing and Recovery Fund Projects		
From Bond Issue	-	-
Total Capital Program	<u>\$159,940,300</u>	<u>\$93,580,300</u>

Sources: Capital Improvement Program Budget, Fiscal Year Ending June 30, 2012; Capital Improvement Program Budget, Fiscal Year Ending June 30, 2013.

Table II-9A summarizes the CIP for Fiscal Years 2012 through 2016 as set forth in the approved Fiscal Year 2012 CIP Budget, and Table II-9B summarizes the CIP for Fiscal Years 2013 through 2017 as set forth in the approved Fiscal Year 2013 CIP Budget.

Table II-9A
City of Norfolk, Virginia
Capital Improvement Program, as Amended
Fiscal Years 2012 - 2016

Description	FY-2012 Budget, as Amended	FY-2013 Plan	FY-2014 Plan	FY-2015 Plan	FY-2016 Plan	FY 2012 – 2016 Total
General Capital						
Schools	\$ 12,800,000	\$ 12,750,000	\$ 22,800,000	\$ 8,000,000	\$ 5,200,000	\$ 61,550,000
Non-Schools	100,125,500	42,977,400	61,421,000	21,588,600	14,629,000	240,741,500
Total General Capital	\$112,925,500	\$ 55,727,400	\$ 84,221,000	\$29,588,600	\$19,829,000	\$302,291,500
Storm Water Fund	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	17,500,000
Parking Facilities Fund	2,414,800	-	-	-	-	2,414,800
Wastewater Fund	17,000,000	17,000,000	17,000,000	17,000,000	17,000,000	85,000,000
Maritime Fund	-	-	-	-	-	-
Water Fund	24,100,000	18,745,000	19,700,000	23,200,000	18,200,000	103,945,000
Towing and Recovery Fund	-	-	-	-	-	-
Total Capital Program	\$159,940,300	\$94,972,400	\$124,421,000	\$73,288,600	\$58,529,000	\$511,151,300

Source: Capital Improvement Program Budget, Fiscal Year Ending June 30, 2012.

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Table II-9B
City of Norfolk, Virginia
Capital Improvement Program
Fiscal Years 2013 - 2017

Description	FY-2013	FY-2014 Plan	FY-2015 Plan	FY-2016 Plan	FY-2017 Plan	FY 2013 – 2017 Total
General Capital*	\$49,395,100	\$70,708,382	\$25,859,600	\$15,535,000	\$13,490,000	\$174,988,082
Storm Water Fund	5,815,200	3,500,000	3,500,000	3,500,000	3,500,000	19,815,200
Parking Facilities Fund	2,500,000	-	-	-	-	2,500,000
Wastewater Fund	17,000,000	17,000,000	17,000,000	17,000,000	17,000,000	85,000,000
Maritime Fund	-	-	-	-	-	-
Water Fund	18,870,000	20,680,000	23,630,000	18,400,000	15,770,000	97,350,000
Towing and Recovery Fund	-	-	-	-	-	-
Total Capital Program	\$93,580,300**	\$111,888,382	\$69,989,600	\$54,435,000	\$49,760,000	\$379,653, 282

Source: Capital Improvement Program Budget, Fiscal Year Ending June 30, 2013.

* The City no longer allocates the General Capital line items between "Schools" and "Non-Schools" projects.

** The discrepancy between the proposed Fiscal Year 2013 CIP Budget referenced in the Preliminary Official Statement of the City and the Adopted Fiscal Year 2013 CIP Budget is attributable to the addition of several projects totaling \$750,000.

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PART III FINANCIAL INFORMATION

Fiscal Year

The City's Fiscal Year commences July 1 and closes on June 30.

Reporting Entity

For financial reporting purposes, in accordance with generally accepted accounting principles ("GAAP"), the City's financial statements include the City of Norfolk (primary government) and the following component units:

- The School Board of the City of Norfolk (the "School Board");
- The Employees' Retirement System of the City of Norfolk;
- The Norfolk Community Services Board; and
- Waterside Associates Limited Partnership.

Complete financial statements of the individual component units can be obtained from their respective administrative offices. Contact information for such administrative offices can be obtained through contacting the office of the Director of Finance of the City.

BASIS OF ACCOUNTING AND ACCOUNTING STRUCTURE

The City's financial statements include the following sections:

Management's Discussion and Analysis ("MD&A").

- The MD&A introduces the basic financial statements and provides an analytical overview of the government's financial activities.

Basic Financial Statements. The Basic Financial Statements include:

- Government-wide financial statements, consisting of a statement of net assets and a statement of activities;
- Fund financial statements, consisting of a series of statements that focus on information of the government's major governmental, proprietary and fiduciary funds and component units; and
- Notes to the financial statements provide information essential to a user's understanding of the basic financial statements.

Required Supplementary Information ("RSI"). In addition to MD&A, budgetary comparison schedules are presented as RSI along with other types of data as required by the Government Accounting Standards Board ("GASB").

The government-wide financial statements are reported using the economic resources, measurement focus and the accrual basis of accounting, as are the proprietary fund financial statements.

Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Fiduciary fund financial statements do not have a measurement focus. The City's discretely presented component units are also included in the government-wide financial statements utilizing the same basis of accounting.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, revenue and related assets are recorded when they become susceptible to accrual, that is, when they become both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City generally considers revenues, except for grant revenues, to be available if they are collected within 45 days of the end of the Fiscal Year. Real and personal property taxes are recorded as receivables when levied and billed, which corresponds with the Fiscal Year for which the taxes have been levied, net of allowances for uncollectible accounts. Expenditures, other than interest on general long-term obligations, are recorded as related fund liabilities when incurred. Interest on general long-term obligations is recognized when due.

INDEPENDENT ACCOUNTANTS

Section 99 of the City Charter requires that "*...as soon as practicable after the close of each fiscal year an annual audit shall be made of all the accounts of the city offices...by certified public accountants selected by the council...*". The firm of KPMG LLP serves as the City's independent auditors. The audited general purpose financial statements for Fiscal Year 2011 with accompanying notes are published in Appendix A.

BUDGETARY PROCESS

The City Charter requires that no less than 60 days before the end of the Fiscal Year, the City Manager must submit to the City Council a proposed balanced operating budget for the ensuing Fiscal Year that commences July 1. The Public Schools' proposed budget is approved by the School Board, transmitted to the City Manager for review and then submitted to the City Council for consideration as part of the City's general operating budget. The City Council is required to hold a public hearing on the budget at which time all interested persons have the opportunity to comment. See the subsection "GENERAL FUND OPERATING BUDGET RESULTS FOR FISCAL YEAR 2011 – General Fund Operating Budget" for a discussion of the General Fund Operating Budget for Fiscal Year 2012.

The financial forecast, the first step in the budget process, is an essential component of the annual process of assessing the City's overall financial condition and looking at its finances in a multi-year context. The primary objective of the financial forecast is to project where current budget decisions lead in terms of future revenue and expenditures and their impact on the City's financial stability. It is believed that the financial forecast provides the opportunity to proactively evaluate policies with the goal of maximizing opportunities or, in the worst case, minimizing the negative impact of economic downturns.

GENERAL GOVERNMENTAL REVENUE

Overview

General governmental revenue is derived from general property taxes, other local taxes, permits, privilege fees and regulatory licenses, fines and forfeitures, use of money and property, charges for services, recovered costs and non-categorical aid, shared expenses and categorical aid from the Commonwealth. General Fund disbursements include the normal recurring activities of the City, such as police, public works, general government, transfers to the School Operating Fund for local share of costs and to the Debt Service Fund to pay principal and interest on the City's general obligation bonds for other than enterprise fund purposes.

Property Tax Rates, Levies and Collections

An annual ad valorem tax is levied by the City on the assessed value of real property located within the City as of July 1, and on tangible personal property located within the City as of October 1. Real property taxes are the largest single source of tax revenue. Tax rates are applied to the assessed valuation of property.

The ratio of the assessed value of real property to its estimated fair market value is 100% (other than public service properties). The City taxes several categories of personal property, each of which is assessed on a different basis. Machinery and tools are assessed at 100% of original cost; vehicles and boats are assessed at 100% of certain published loan values; and mobile homes are assessed on the same basis as real property.

The City has the power to levy taxes on property located within its boundaries without limitation as to rate or amount for the payment of its obligations. Rates are established by the City Council. The tax rates approved in the Operating Budget for Fiscal Year 2012 and Fiscal Year 2013 on each \$100 of assessed value are as follows: \$1.50 for recreational vehicles; \$2.40 for airplanes; \$1.11 for real property; \$4.33 for personal property; \$4.25 for machinery and tools; and \$1.11 for mobile homes. The rate on personal recreational boats consists of a decal fee of \$10 or \$25, depending on the length of the boat, plus a tax of \$0.50 per \$100 on the assessed value of the boat. The tax rate for commercial boats is \$1.50 per \$100 of the assessed value of the boat and a boat decal is not required. The tax rate for real property located in the City's Business Improvement District is an additional \$0.16 on the real property rate of \$1.11 per \$100 of assessed value.

Real property levies are payable during the year of assessment in four equal installments, on or before September 30, December 5, March 31 and June 5. Personal property, recreational vehicles, machinery and tools, mobile homes, airplanes and boat levies are payable on or before June 5 of the year assessed or thirty days after acquisition. Certain types of personal property such as automobiles, trucks, motorcycles, trailers and recreational vehicles are prorated throughout the year and payable 30 days after acquisition.

In the event any installment of taxes on any of the properties listed above is not paid on or before the due date, penalties and interest are assessed in accordance with the City Code.

The City Council may require the sale of real property in satisfaction of delinquent taxes, pursuant to the provisions of Section 89 of the City Charter.

Other Revenue Sources

The City levies various other local taxes: (1) a 1% local sales tax (collected by the Commonwealth and remitted to the City); (2) a tax on water, electric and gas utility bills; (3) a cigarette tax of 75 cents per packet; (4) property transfer recordation taxes; (5) an automobile license tax; (6) various business license/franchise taxes; (7) a hotel and motel tax of 8% and a \$2 per room, per night surcharge of which 1% is dedicated to tourism and economic development; (8) an admissions tax of 10%; and (9) a restaurant food tax of 6.5%, which includes alcoholic beverages, of which 1% is dedicated to tourism and economic development.

Fees, Licenses and Permits – The City requires that licenses or permits be obtained for the performance of certain activities and that fees be paid for services provided by certain City departments.

Revenue from the Commonwealth – The City receives payments for highway maintenance, a share of state sales taxes allocated for education and, in addition, reimbursement for a portion of expenditures for such functions as Sheriff's office, Commissioner of the Revenue, City Treasurer, Clerk of the Circuit Court and Commonwealth's Attorney office. The City also receives categorical aid revenue for such purposes as public assistance, education and local law enforcement.

Other Revenue – The primary sources of other revenue to the General Fund include transfers from the Water Utility and Wastewater Utility Funds, interest on investments and impact aid from the federal government. Tables III-1A and III-1B show the City's General Fund revenue by source for each of the last 10 Fiscal Years.

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Table III-1A
City of Norfolk, Virginia
Total Revenue by Source, Governmental Funds
Fiscal Years 2002 - 2011
(Amounts in Thousands)

Fiscal Year Ended June 30	General Property Taxes	Other Local Taxes	Licenses and Permits	Fines and Forfeitures	Use of Money and Property	Charges for Services	Miscellaneous	Recovered Costs	Inter- Governmental Revenue	Total
2002	\$159,512	\$127,262	\$2,700	\$1,541	\$11,247	\$18,312	\$12,337	\$10,008	\$133,332	\$476,251
2003	168,893	132,847	2,973	1,569	8,791	29,390	24,785	9,556	131,071	509,875
2004	178,361	140,675	3,204	1,627	8,333	31,342	17,339	12,297	160,118	553,296
2005	193,293	150,477	3,542	1,763	10,232	29,129	18,951	14,188	147,045	568,620
2006	211,788	157,616	4,088	1,461	10,498	32,772	33,494	12,667	149,757	614,141
2007	235,399	159,119	4,071	1,605	11,105	37,071	11,691	8,408	156,637	625,106
2008	241,290	162,573	4,055	1,317	10,650	40,159	17,923	8,622	156,862	643,451
2009	252,004	157,926	4,012	1,260	8,332	40,345	12,911	8,952	149,774	635,516
2010	257,055	153,615	3,526	1,164	6,746	50,540	18,080	9,503	152,619	652,848
2011	258,004	153,886	3,691	1,298	7,169	47,955	14,850	10,723	149,489	647,065

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Table III-1B
City of Norfolk, Virginia
Other Local Tax Revenues by Source, Governmental Funds
Fiscal Years 2002 - 2011
(Amounts in Thousands)

Fiscal Year Ended June 30	Sales and Use Taxes	Consumer's Utility Taxes	Business License Taxes	Motor Vehicle Licenses	Cigarette Taxes	Restaurant Food Taxes	Other	Total
2002	\$25,267	\$37,922	\$18,644	\$3,554	\$4,280	\$19,288	\$18,307	\$127,262
2003	25,854	37,930	18,472	3,462	4,220	21,680	21,229	132,847
2004	27,867	39,231	20,279	3,456	7,639	21,808	20,395	140,675
2005	29,497	39,371	22,015	2,605	6,948	22,550	27,491	150,477
2006	30,652	43,337	24,412	3,576	6,819	27,277	21,543	157,616
2007	32,402	42,586	25,268	3,529	6,957	28,578	19,799	159,119
2008	31,791	46,582	26,343	3,498	7,577	28,758	18,024	162,573
2009	29,484	44,142	27,692	4,005	7,333	28,078	17,192	157,926
2010	28,249	44,053	26,009	4,308	7,176	27,292	16,528	153,615
2011	28,411	48,360	25,849	4,313	7,161	24,094	15,698	153,886

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Table III-2 sets forth the assessed value of all taxable property in the City for the past 10 Fiscal Years. The total assessed value of all taxable property in the City at June 30, 2011, was approximately \$21.4 billion. The estimated assessed value of tax-exempt properties owned by federal and Commonwealth governments, churches and schools, among others, was approximately \$10.5 billion for Fiscal Year 2011 and is presented in Table III-3.

Table III-2
City of Norfolk, Virginia
Assessed Valuations and Estimated
Actual Values of Taxable Property
Fiscal Years 2002 - 2011
(Amount In Thousands)

Fiscal Year Ended June 30	Real Property ⁽¹⁾	Personal Property ⁽¹⁾	Other Property ⁽²⁾	Total Taxable Assessed Value ⁽³⁾	Estimated Actual Taxable Value ⁽⁴⁾
2002	\$ 8,882,064	\$1,273,647	\$281,182	\$10,436,893	\$10,436,893
2003	9,356,760	1,311,951	271,046	10,939,757	10,939,757
2004	10,029,639	1,503,713	281,578	11,814,930	11,814,930
2005	10,960,812	1,569,991	305,154	12,835,957	12,835,957
2006	12,691,527	1,655,021	316,863	14,663,411	14,663,411
2007	15,607,512	1,687,318	324,387	17,619,217	17,619,217
2008	18,401,851	1,983,503	193,287	20,578,641	20,578,641
2009	19,397,795	1,676,811	233,703	21,308,309	21,308,309
2010	19,940,273	1,610,680	226,801	21,777,754	21,777,754
2011	19,320,642	1,832,276	230,756	21,383,674	21,383,674

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

- Notes:
- (1) Real property and personal property includes both general and public service corporations.
 - (2) Other property includes machinery and tools, mobile homes, airplanes and boats.
 - (3) Taxable property values are based on data supplied by the City's Commissioner of the Revenue. Adjustments were made to prior years' data to reflect the figures reported in the Commissioner of the Revenue's Annual Reports.
 - (4) Estimated actual property values are based on data supplied by the City's Commissioner of the Revenue and the City Assessor.

Table III-3
City of Norfolk, Virginia
Estimated Value of Nontaxable Real Property ⁽¹⁾
Fiscal Years 2007 - 2011
(Amounts In Thousands)

Fiscal Year Ended June 30	Property Owned By:											
	Federal Government		City of Norfolk		Norfolk Redevelopment and Housing Authority		Commonwealth of Virginia		All Other Organizations ⁽²⁾		Total	
	Assessed Value	Estimated Tax Value	Assessed Value	Estimated Tax Value	Assessed Value	Estimated Tax Value	Assessed Value	Estimated Tax Value	Assessed Value	Estimated Tax Value	Assessed Value	Estimated Tax Value
2007	\$4,581,576	\$58,186	\$1,718,375	\$21,823	\$465,660	\$5,914	\$769,584	\$9,774	\$1,439,067	\$18,276	\$8,974,261	\$113,973
2008	4,672,997	51,870	1,837,974	20,402	513,373	5,698	814,505	9,041	1,539,360	17,087	9,378,209	104,098
2009	5,001,343	55,515	1,970,451	21,872	546,112	6,062	67,882	753	2,458,410	27,288	10,044,197	111,491
2010	5,012,218	55,636	2,111,344	23,436	624,889	6,936	86,250	957	2,593,841	28,792	10,428,542	115,757
2011	5,027,656	55,807	2,130,587	23,650	663,759	7,368	90,948	1,010	2,622,567	29,110	10,535,517	116,944

Sources: Annual Reports of the City Assessor 2007 - 2011.

- Notes: (1) The assessed value was 100% of fair market value. The Fiscal Year 2011 estimated tax value is at a rate of \$1.11 per \$100 of estimated assessed value.
- (2) All other organizations include religious organizations, secular organizations, universities, Virginia Port Authority, Norfolk Airport Authority and other regional general municipal entities.

Table III-4 presents the property tax rate per \$100 of assessed value and the equalization ratios used to determine the fair market value of taxable property for Fiscal Years 2008 through 2013.

Table III-4
City of Norfolk, Virginia
Direct Property Rates
Fiscal Years 2008 – 2013

	Fiscal Year					
	2008	2009	2010	2011	2012	2013
Property tax rate per \$100 of assessed value:						
Real Property	\$1.11	\$1.11	\$1.11	\$1.11	\$1.11	\$1.11
Business Improvement District	0.18	0.18	0.16	0.16	0.16	0.16
Personal property	4.25	4.25	4.25	4.33	4.33	4.33
Machinery and tools	4.25	4.25	4.25	4.25	4.25	4.25
Mobile homes	1.11	1.11	1.11	1.11	1.11	1.11
Airplanes	2.40	2.40	2.40	2.40	2.40	2.40
Boats (business)	1.50	1.50	1.50	1.50	1.50	1.50
Boats (recreational)	0.50	0.50	0.50	0.50	0.50	0.50
Recreational vehicles	1.50	1.50	1.50	1.50	1.50	1.50
Disabled veterans	3.00	3.00	3.00	3.00	3.00	3.00
Assessed value of real property as a percent of fair market value:						
As determined by the City Assessor	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
As determined by the Commonwealth's Department of Taxation ⁽¹⁾⁽²⁾	93.00%	--	--	--	--	--

Sources: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011, Approved Operating Budget, Fiscal Year Ended June 30, 2012 and Approved Operating Budget, Fiscal Year Ended June 30, 2013.

- Notes:
- (1) The most recent Virginia Assessment/Sales Ratio Study is for 2009.
 - (2) The real property and personal property assessments for public service corporations are based on information furnished to the Commissioner of the Revenue by the State Corporation Commission and the Commonwealth's Department of Taxation for calendar years 2008 through 2012.

The City has the power to levy taxes on property located within its boundaries for payment of its obligations without limitation as to rate or amount. Rates are established by the City Council. Table III-5 sets forth the City's assessed values and tax levies on real and personal property for Fiscal Years 2007 through 2011.

Table III-5
City of Norfolk, Virginia
Assessed Valuation and Change in Property Tax Levy
Fiscal Years 2007 - 2011
(Amounts In Thousands)

Fiscal Year Ended June 30	Assessed Valuation		Property Tax Levy	Percentage Increase in Property Tax Levy
	Real Property	Personal Property & Other		
2007	\$15,607,512	\$2,011,705	\$254,703	11.81%
2008	18,401,851	2,176,790	258,016	1.30
2009	19,397,795	1,910,514	261,535	1.36
2010	19,940,273	1,837,481	258,544	(1.14)
2011	19,320,642	2,063,032	254,756	(1.47)

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Table III-6 sets forth information concerning the City's real and personal property tax collection rate for Fiscal Years 2002 through 2011.

Table III-6
City of Norfolk, Virginia
Real and Personal Property Tax Levies and Collections ⁽¹⁾
Fiscal Years 2002 - 2011
(In Thousands)

Fiscal Year Ended June 30	Original Tax Levy	Adjusted Tax Levy ⁽²⁾	Current Collections	Percent of Current Collections to Tax Levy ⁽³⁾	Delinquent Collections	Total Collections	Percentage of Total Tax Collections to Tax Levy ⁽³⁾
2002	\$171,755	\$154,152	\$147,416	95.63%	\$ 6,704	\$154,120	99.98%
2003	179,220	164,908	155,276	94.16	9,591	164,867	99.98
2004	191,397	179,753	165,100	91.85	14,590	179,690	99.96
2005	209,202	200,742	180,348	89.84	20,259	200,607	99.93
2006	227,796	228,295	197,669	86.58	29,034	226,703	99.30
2007	254,703	241,300	219,993	91.17	18,784	238,777	98.95
2008	258,016	254,815	220,253	86.44	30,757	251,010	98.51
2009	261,535	257,767	233,725	90.67	19,455	253,180	98.22
2010	258,544	253,665	239,192	94.29	4,651	243,843	96.13
2011	254,756	254,756	235,518	92.45	-	-	92.45

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

- Notes:
- (1) Delinquent tax collections are reported in the year collected.
 - (2) Adjusted to reflect residual taxable amount after exonerations and reassessments.
 - (3) Calculated using the Adjusted Tax Levy amounts and not the Original Tax Levy amounts.

Table III-7 sets forth the City's 10 largest taxpayers and the assessed value of real property owned by each such taxpayer during Fiscal Year 2011. The aggregate assessed value of the 10 largest taxpayers represented 5.9% of the City's total assessable base at June 30, 2011.

Table III-7
City of Norfolk, Virginia
Ten Principal Real Property Taxpayers ⁽¹⁾
June 30, 2011

Taxpayer	Type of Business	Real Property Assessed Value	Percentage of Total Real Property Assessed Value to Total Assessed Value
Dominion Virginia Power	Public Service Utility	\$270,009,241	1.40%
MacArthur Shopping Center LLC (Taubman Co.)	Retail	152,853,900	0.79
Norfolk Southern Corporation	Railroad	148,086,410	0.77
Verizon Virginia, Inc.	Public Service Utility	139,564,095	0.72
Old Dominion University Real Estate Foundation	Real Estate	101,124,500	0.52
Bank of America	Bank	80,654,300	0.42
Virginia Natural Gas, Inc.	Public Service Utility	70,523,192	0.37
Cox Virginia Telecom	Public Service Utility	62,560,511	0.32
Dominion Tower Ltd. Partnership	Partnership	59,652,400	0.31
Norfolk Housing, LLC	Real Estate	55,511,700	0.29
Total Principal Taxpayers		\$1,140,540,249	5.90%
Total Assessed Value		\$19,320,643,495	

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Notes: (1) Total assessed value of taxable real property including public service corporations at June 30, 2011, was \$19,320,643,495.

GENERAL FUND EXPENDITURES

Costs of General City Government

The costs of most general government functions are paid from governmental funds. These costs include expenditures for police protection, fire and paramedical services, public health and social services, planning and zoning management, code enforcement, street maintenance, traffic control, parks and cemeteries operation and maintenance, recreation and library services, economic development, refuse disposal and general administrative services. Table III-8 presents the number of positions budgeted for employees (including salaries and related employee benefits such as health insurance and pension contributions).

**Table III-8
City of Norfolk, Virginia
Budgeted Positions
Fiscal Years 2008 – 2013**

Fiscal Year	Number of Budgeted Positions ⁽¹⁾
2008	4,111
2009	4,115
2010	4,071
2011	3,902
2012	3,912
2013	3,996

Sources: Approved Operating Budgets, Fiscal Years Ended June 30, 2008 through 2013.

Note: (1) Figures shown represent the number of permanent and permanent part-time General Fund positions, exclusive of School Board positions.

Protected Self-Insurance Program

The City is exposed to various risks of losses related to torts; theft and destruction of assets; errors and omissions; injuries to employees; and natural disasters. On July 11, 1978, the City established a protected Self-Insurance Program Fund, pursuant to an ordinance adopted by the City Council, to cover itself from these risks of losses. The program provides for the payment of claims liabilities, property losses and related expenses covered by a combination of purchased insurance policies and self-insurance plans. The total of insurance premiums, self-insurance claims and related expense payments made during Fiscal Year 2011 was \$5,874,648.

The City currently reports all these activities as part of the risk management function in the general government section of the General Fund. Claims expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. At June 30, 2011, these liabilities were \$31,673,082 of which \$3,721,292 represents the current portion anticipated to be paid within a year. Estimated liabilities for Fiscal Year 2011 were determined by an independent actuary.

Changes in the City's claims liability amount in Fiscal Years 2007 through 2011 are as follows:

Fiscal Year	Unpaid Claims Beginning Balance	Claims Incurred Estimated	Claims Paid	Ending Balance
2007	\$19,922,358	\$10,659,920	\$ 5,515,618	\$25,066,660
2008	25,066,660	12,313,224	12,305,870	25,059,306
2009	25,059,306	14,134,010	4,686,127	34,507,189
2010	34,507,189	174,757	4,411,759	30,270,187
2011	30,270,187	5,628,197	4,225,302	31,673,082

Retirement Plan

The City has a single-employer noncontributory, defined benefit retirement plan that covers substantially all employees of the City, excluding School Board and Constitutional Officers employees who are covered by the Virginia Retirement System. The City's contribution requirements are designed

to fund the plan's current service cost. Actuarially required contributions are appropriated each year by City Council. See Section IX of the City's Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011, attached hereto as Appendix A, for a discussion of the City's pension plans.

Total annual pension contributions for all City employees over the last three Fiscal Years to the City's noncontributory retirement are presented in Table III-9.

Table III-9
City of Norfolk, Virginia
Schedule of Annual Pension Contributions
Fiscal Years 2009 - 2011 ⁽¹⁾

<u>Fiscal Year</u>	<u>Annual Pension Contribution</u>
2009	\$28,278,984
2010	35,515,472
2011	42,828,229

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Note: (1) Actuarially required Pension Contributions are funded and paid in the Fiscal Year following the contribution determination.

Other Post-Employment Benefits

In June 2004, the GASB issued Statement No. 45 ("GASB 45"), Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions, which the City was required to implement with respect to its financial statements for Fiscal Year 2008. GASB 45 established new standards as to how the City must account for and report the costs of its Other Post-Employment Benefits ("OPEB") – health insurance, life insurance, and other non-pension benefits provided to its retirees.

GASB 45 requires that the City and Schools recognize the costs of their OPEB during the period of their employee's active employment, while the benefits are being earned, and disclose their unfunded actuarial accrued liability in order to accurately report the total future cost of post-employment benefits and the financial impact on the City. These GASB 45 requirements are very similar to requirements for pension benefits.

During Fiscal Year 2008, the following steps were taken in preparation for the implementation of GASB 45:

- The City and Schools completed an actuarial valuation of the benefits;
- The City's Retirement Board of Trustees agreed to act as an OPEB Board of Trustees to manage the investment function of a formal employee benefit trust, should such a trust be established; and
- The City allocated \$1,898,253 in excess of the Fiscal Year 2008 existing pay-as-you-go contributions toward addressing the liability.

Over time, the City and the Schools plan to gradually increase funding until the annual actuarial required contribution is fully funded. As of June 30, 2011, the following was projected:

	<u>City</u>	<u>Schools</u>	<u>Total</u>
Actuarial Accrued Liability as of June 30, 2011 ⁽¹⁾	\$60,204,591	\$82,776,654	\$142,981,425
Net OPEB obligation as of June 30, 2010	14,160,022	3,946,939	18,106,961
Actuarial Required Contribution for Fiscal Year 2011	7,990,415	6,001,485	13,991,900
Estimated Pay Go contribution and Explicit Subsidies	<u>(1,988,286)</u>	<u>(1,882,979)</u>	<u>(3,871,265)</u>
Net OPEB obligation as of June 30, 2011	<u>\$20,162,151</u>	<u>\$8,065,445</u>	<u>\$28,227,596</u>

Source: Actuarial Valuation Report by Cheiron, Inc. measures as of July 1, 2010, for Fiscal Year 2011.

Note: (1) Estimates as shown assume the City and Schools establish a trust. Estimate for the Schools assumes a pay-as-you-go or "Pay Go" basis for calculating liability and the City assumes a prorated basis for calculating liability. In Fiscal Year 2011, the City allocated \$1,898,253 in excess of the Fiscal Year 2008 existing pay-as-you-go contribution toward addressing the liability.

Employee Relations and Collective Bargaining

The Supreme Court of Virginia has ruled that in the absence of legislation, municipalities and school boards in Virginia do not have the authority to enter into collective bargaining agreements.

PUBLISHED FINANCIAL INFORMATION

The City issues and distributes a Comprehensive Annual Financial Report on its financial operations for each Fiscal Year. The City also publishes annually an Operating Budget and a five-year Capital Improvement Program Budget. These documents are available via the internet at www.norfolk.gov. In addition, the City will undertake to provide or cause to be provided certain Annual Financial Information described in the section "CONTINUING DISCLOSURE" to fulfill the requirements of the Rule promulgated by the SEC.

GENERAL FUND OPERATING BUDGET RESULTS FOR FISCAL YEAR 2011

On the budgetary basis of accounting, General Fund revenues were \$787,717,300 representing 99.04% of budgeted revenue. General Fund expenditures were \$771,649,442 representing 97.02% of budgeted expenditures. Table III-10 summarizes key financial results.

**Table III-10
City of Norfolk, Virginia
General Fund Operating Budget Summary Results
for the Fiscal Year 2011**

	<u>Fiscal Year 2011 Final Budget</u>	<u>Fiscal Year 2011 Results</u>	<u>Percent of Budget</u>	<u>Variance Positive (Negative)</u>
Total Revenue and non-revenue receipts	\$795,347,620	\$787,717,300	99.04%	\$ (7,630,320)
Total Expenditures	<u>795,347,620</u>	<u>771,649,442</u>	97.02%	<u>(23,698,178)</u>
Revenue greater (less) than expenditures	<u>\$ 0</u>	<u>\$ 16,067,858</u>		<u>\$ 16,067,858</u>

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

General Fund Operating Budget

The Fiscal Year Ending June 30, 2012, General Fund Operating Budget (the "Fiscal Year 2012 Budget") was adopted on May 17, 2011, and totals \$795,016,200 reflecting a 0.46% decrease over the adopted Fiscal Year Ended June 30, 2011, General Fund Operating Budget of \$791,369,297. Real estate tax revenues, the largest general property tax source, are estimated to decline by approximately 2.58% in Fiscal Year 2012 from the previous year's revenues. Revenues from the Commonwealth, mostly for education, are anticipated to decrease 3.4% or nearly \$10.1 million. The Fiscal Year 2012 Budget anticipates carrying over \$16,057,700 of the General Fund balance from Fiscal Year 2011 to Fiscal Year 2012 as part of the operating budget. These carry forward funds are dedicated to one-time expenditures and are from savings in prior years and the closeout of accounts.

The Fiscal Year 2012 Budget focuses on targeted priorities including education, public safety and neighborhood revitalization. Major revenue and expenditure categories are summarized in the following tables for Fiscal Year 2012 and Fiscal Year 2013.

**Table III-11A
City of Norfolk, Virginia
General Fund Budget
Fiscal Year 2012**

<u>Anticipated Revenue Receipts</u>	<u>Approved Budget</u>	<u>Appropriations For Expenditures</u>	<u>Approved Budget</u>
General Property Taxes	\$246,979,300	Legislative	\$4,438,800
Other Local Taxes	150,730,000	Executive	5,170,300
Permits and Fees	3,856,300	Department of Law	3,941,200
Fines and Forfeitures	1,250,000	Constitutional Officers	5,343,900
Use of Money and Property	5,811,300	Judicial	45,634,100
Charges for Services	33,929,900	Office of Elections	906,300
Miscellaneous Revenue	8,298,300	General Management	35,231,000
Recovered Costs	10,579,200	Non-Departmental Appropriations	58,455,000*
Non-Categorical Aid – Virginia	31,857,000	Community Development	10,615,700
Shared Expenses – Virginia	19,153,000	Parks, Recreation and Cultural	34,136,000*
Categorical Aid – Virginia	236,303,700	Public Health and Assistance	62,999,000
Federal Aid	12,345,200	Public Safety	106,782,700
Other Sources and Transfers In	28,260,600	Public Works	43,096,900
		Debt Service	82,052,400
		Education	<u>290,550,000</u>
Subtotal	\$789,353,000*	Subtotal	\$789,353,000*
Adjustment for GASB 54	-2,286,000	Adjustment for GASB 54	-2,286,000
National Maritime Center (Nauticus)		National Maritime Center	
	5,310,200	(Nauticus)	5,310,200
Cruise Ship Terminal	2,638,400	Cruise Ship Terminal	2,638,400
Total	\$795,016,200	Total	\$795,016,200

Source: Approved Operating Budget for Fiscal Year Ending June 30, 2012.

* Includes account adjustments made to reflect the GASB 54 requirements, for government fund.

City Council adopted the CIP budget for Fiscal Year 2012, which totals \$151,640,300, on May 17, 2011. The CIP was amended on September 13, 2011 by \$8,000,000 and on December 13, 2011, by \$300,000 such that the CIP, as amended, is equal to \$159,940,300. See Table II-8 in the section entitled "DEBT INCURRED BY OTHER GOVERNMENTAL ENTITIES – Capital Improvement Program Budget."

The City Council adopted the CIP budget for Fiscal Year 2013, which totals \$93,580,300, on May 22, 2012.* See Table II-8 in the section entitled "DEBT INCURRED BY OTHER GOVERNMENTAL ENTITIES – Capital Improvement Program Budget."

The Fiscal Year Ending June 30, 2013, General Fund Operating Budget (the "Fiscal Year 2013 Budget") was adopted on May 22, 2012, and totals \$799,790,809 reflecting a 0.6% increase over the adopted Fiscal Year Ended June 30, 2012, General Fund Operating Budget of \$795,016,200. Real estate tax revenues, the largest general property tax source, are estimated to decline by approximately 0.85% in Fiscal Year 2013 from the previous year's revenues. Revenues from federal government aid are anticipated to decrease 45% or nearly \$5.5 million.

The Fiscal Year 2013 Budget focuses on targeted priorities including education, public safety and neighborhood revitalization. Major revenue and expenditure categories are summarized in the following tables.

**Table III-11B
City of Norfolk, Virginia
General Fund Budget
Fiscal Year 2013**

<u>Anticipated Revenue Receipts</u>	<u>Approved Budget</u>	<u>Appropriations For Expenditures</u>	<u>Approved Budget</u>
General Property Taxes	\$244,871,000	Legislative	\$ 4,549,986
Other Local Taxes	154,180,000	Executive	2,052,514
Permits and Fees	4,427,928	Department of Law	3,930,466
Fines and Forfeitures	1,235,800	Constitutional Officers	5,532,679
Use of Money and Property	6,903,200	Judicial	47,334,967
Charges for Services	35,908,538	Office of Elections	873,086
Miscellaneous Revenue	8,904,776	General Management	48,861,230
Recovered Costs	11,372,200	Non-Departmental Appropriations	63,282,992
Non-Categorical Aid – Virginia	31,982,000	Community Development	2,093,459
Shared Expenses – Virginia	19,333,200	Parks, Recreation and Cultural	35,857,061
Categorical Aid – Virginia	237,923,794	Public Health and Assistance	51,981,175
Federal Aid	6,805,200	Public Safety	105,766,540
Other Sources and Transfers In	<u>35,943,173</u>	Public Works	42,000,527
		Debt Service	78,098,397
		Education	<u>302,033,320</u>
		Subtotal	\$794,248,399
		National Maritime Center (Nauticus)	\$5,542,410
Total	\$799,790,809	Total	\$799,790,809

Source: Approved Operating Budget for Fiscal Year Ending June 30, 2013.

* The General Fund Operating Budget for Fiscal Year Ending June 30, 2013, General Fund Operating Budget was adopted on May 22, 2012, after the date of the Preliminary Official Statement and this Official Statement. Accordingly, the disclosure associated with the Adopted Fiscal Year 2013 Operating Budget is an expansion of the disclosure contemplated in the Preliminary Official Statement and this Official Statement.

Table III-12
City of Norfolk, Virginia
General Governmental Expenditures by Function
Fiscal Years 2002 - 2011
(Amounts In Thousands)

Fiscal Year Ended June 30	General Government Administration	Judicial Administration	Public Safety	Public Works	Health and Public Assistance	Education	Culture and Recreation	Community Development	Debt Service	Inter- Governmental	Capital Outlay	Total
2002	\$ 44,126	\$ 8,790	\$115,912	\$56,124	\$61,601	\$ 83,883	\$40,849	\$16,945	\$48,637	\$7,932	\$ 30,516	\$515,315
2003	64,639	9,280	123,202	57,162	68,140	88,854	40,149	17,673	48,448	8,061	37,770	563,378
2004 ⁽¹⁾	76,127	35,603	94,979	80,613	76,221	90,020	40,081	8,048	49,551	6,140	45,026	602,409
2005	67,434	38,110	102,278	64,497	83,451	91,865	40,290	12,716	65,468	-	85,144	651,253
2006	92,062	41,795	105,634	46,959	91,535	92,595	42,995	13,552	56,462	-	91,632	675,221
2007	102,031	45,173	108,565	49,161	93,397	97,595	46,397	11,158	54,789	-	94,595	702,861
2008	110,974	47,331	116,208	60,370	95,159	101,095	51,071	10,745	60,728	-	114,007	767,688
2009	102,426	50,347	118,073	56,146	91,648	104,511	52,248	9,899	71,758	-	104,892	761,948
2010	97,061	48,726	115,488	59,574	89,682	101,011	51,708	10,851	69,834	-	99,210	743,145
2011	80,855	47,535	115,975	70,124	79,757	104,511	45,862	16,565	80,540	-	76,534	718,258

Source: Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2011.

Note: (1) Sheriff and Jail expenditures were reclassified in Fiscal Year 2004 from Public Safety to Judicial Administration.

RESULTS OF FINANCIAL OPERATIONS

A comparative balance sheet at June 30, 2010, and at June 30, 2011, extracted from the June 30, 2011, Comprehensive Annual Financial Report for the General Fund is presented in Table III-13. The Comparative Statement of Revenue and Expenditures for the City's General Fund for the past five Fiscal Years are presented in Table III-14. The City's most recent General Fund statements of changes in fund balances for the past five Fiscal Years are summarized in Table III-15.

Table III-13
City of Norfolk, Virginia
Balance Sheet, General Fund
June 30, 2011, with comparative totals for 2010

	2010	2011
ASSETS		
Cash and short-term investments	\$55,198,615	\$60,426,113
Receivables, net:		
Taxes	51,172,410	49,321,490
Accounts	1,585,551	1,833,896
Note	-	-
Accrued investment income	5,596	6,595
Due from other funds	1,905,426	19,890,925
Due from other governments	21,957,460	22,067,200
Restricted cash held with fiscal agent	-	-
Prepays	16,075	5,483
Other assets	-	-
Total Assets	\$131,841,127	\$153,551,702
LIABILITIES		
Vouchers payable	\$ 7,552,528	\$8,672,549
Employee withholdings	883,770	838,376
Contract retainage	-	131,427
Accrued payroll	4,284,722	6,700,996
Accrued expenses	-	-
Due to other funds	12,805,299	217,911
Due to other government units	-	-
Due to component units	-	-
Deferred revenue	37,869,110	35,394,901
Other liabilities	6,309,199	5,314,807
Total Liabilities	\$69,704,628	\$57,270,967
FUND BALANCES		
Reserved for:		
Encumbrances	\$ 7,876,338	Nonspendable \$ 5,483
Retirees' life insurance – future expenditures	420,000	Restricted 395,000
Unreserved, reported in:		
General Fund – Designated for future expenditures	12,280,898	Committed 1,898,571
General Fund – Undesignated	41,559,263	Assigned 38,014,373
Total Fund Balances	62,136,499	Unassigned 55,967,308
TOTAL LIABILITIES AND FUND BALANCES	\$131,841,127	\$153,551,702

Sources: Comprehensive Annual Financial Report for the Fiscal Years Ended June 30, 2010 and 2011.

Table III-14
City of Norfolk, Virginia
Comparative Statement of Revenue and Expenditures, General Fund
Fiscal Years 2007 – 2011

	Fiscal Year				
	2007	2008	2009	2010	2011
REVENUE:					
General property taxes	\$233,112,175	\$238,739,614	\$249,021,469	\$253,711,095	\$254,342,239
Other local taxes	149,792,683	153,068,673	149,143,513	145,065,893	145,141,964
Permits and licenses	4,071,084	4,055,323	4,011,771	3,526,260	3,690,959
Fines and forfeitures	1,568,816	1,307,680	1,259,775	1,163,491	1,287,993
Use of money and property	7,220,387	7,208,529	6,468,854	6,044,924	6,634,420
Charges for services	18,083,478	19,937,632	20,382,047	29,402,549	31,629,625
Miscellaneous	4,100,316	4,792,166	6,323,499	5,113,199	8,584,798
Recovered costs	8,337,397	8,620,136	8,952,032	8,205,934	10,722,712
Intergovernmental	125,574,811	122,498,492	123,889,498	116,028,629	116,589,551
Total Revenue	<u>551,861,147</u>	<u>560,228,245</u>	<u>569,452,458</u>	<u>568,261,974</u>	<u>578,624,261</u>
EXPENDITURES:					
Current operating:					
General government	101,191,123	107,878,689	102,304,247	95,385,671	78,643,175
Judicial administration	44,115,143	46,015,225	47,316,777	45,150,197	44,519,302
Public safety	96,884,619	103,792,189	107,927,615	105,006,515	103,863,085
Public works	36,775,654	42,909,508	38,806,007	44,664,401	55,910,310
Health and public assistance	65,364,955	66,221,236	65,330,416	61,463,322	59,272,655
Culture and recreation	37,332,038	41,205,827	41,805,449	39,370,680	39,502,709
Community development	6,182,579	6,542,288	6,579,369	6,924,553	10,713,656
Education	97,594,910	101,094,910	104,511,131	101,011,131	104,511,131
Debt service					
Principal	-	-	-	-	535,000
Interest and other charges	-	-	-	-	138,279
Capital outlay					
Total Expenditures	<u>485,441,021</u>	<u>515,659,872</u>	<u>514,581,011</u>	<u>498,976,470</u>	<u>498,612,552</u>
Excess (deficiency) of revenue over expenditures	66,420,126	44,568,373	54,871,447	69,285,504	80,011,709
Other financing sources (uses):					
Proceeds of refunding bonds	-	-	-	-	-
Proceeds from sale of land	-	11,320,660	8,487,667	-	-
Proceeds from capital leases	-	-	-	-	-
Capital contributions	-	-	-	-	-
Issuance of debt	-	-	-	2,885,518	-
Payment to bond refunding escrow agent	-	-	-	-	-
Premium on bonds	-	-	-	-	-
Transfers in	11,824,628	10,000,000	12,948,230	12,566,907	12,940,571
Transfers out	<u>(72,641,665)</u>	<u>(86,197,266)</u>	<u>(85,652,562)</u>	<u>(81,227,400)</u>	<u>(82,595,066)</u>
Total Other Financing Sources (Uses)	<u>(60,817,037)</u>	<u>(64,876,606)</u>	<u>(64,216,665)</u>	<u>(65,774,975)</u>	<u>(69,654,495)</u>
Net Change in Fund Balance	<u>\$ 5,603,089</u>	<u>\$ (20,308,233)</u>	<u>\$ (9,345,218)</u>	<u>\$ 3,510,529</u>	<u>\$ 10,357,214</u>

Sources: Comprehensive Annual Financial Reports for the Fiscal Years Ended June 30, 2007 through 2011.

Table III-15
City of Norfolk, Virginia
Comparative Statement of Changes in Fund Balance, General Fund
Fiscal Years 2007 - 2011

	Fiscal Year				
	2007	2008	2009	2010	2011
Net Change in Fund Balance	\$ 5,603,089	\$(20,308,233)	\$(9,345,218)	\$ 3,510,529	\$10,357,214
Fund balance at beginning of year	82,676,302	88,279,421	67,971,188	58,625,970	62,136,499
Adjustment to beginning balance	<u>30</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>23,787,022</u>
Fund Balance at end of year	<u>\$88,279,421</u>	<u>\$67,971,188</u>	<u>\$58,625,970</u>	<u>\$62,136,499</u>	<u>\$96,280,735</u>

Sources: Comprehensive Annual Financial Reports for the Fiscal Years Ended June 30, 2007 through 2011.

**PART IV
ENTERPRISE FUNDS
WATER UTILITY FUND**

Overview

The City-owned water system (the "Water System"), operated by its Department of Utilities, is one of the largest municipal water systems in the Commonwealth. More than 1.1 million people are served by the Water System. The Water System distributes treated water throughout the City, to the City limits of the Cities of Virginia Beach ("Virginia Beach") and Chesapeake ("Chesapeake") and to the gates of Naval bases located in the City, Virginia Beach and Chesapeake. A Naval base in the City of Portsmouth ("Portsmouth") is provided raw water service. The distribution of average metered consumption in Fiscal Year 2011 is shown in Table IV-1.

**Table IV-1
City of Norfolk, Virginia
Water System
Average Metered Water Delivered by Customer
Fiscal Year 2011**

Customer	Metered Consumption (MGD)	Percent of Total
Norfolk	17.4	30.2%
Virginia Beach	33.7	58.5%
U.S. Navy	4.3	7.5%
Chesapeake	2.2	3.8%
	57.6	100.00%

Source: Department of Utilities, City of Norfolk, Virginia.

As of June 30, 2011, the Water System provided potable water to approximately 64,289 Norfolk retail service customers (i.e. accounts) and wholesale service to the United States Navy, Virginia Beach, Chesapeake, Portsmouth and the Western Tidewater Water Authority ("WTWA"), which includes the City of Suffolk and Isle of Wight County.

Wholesale Contracts

A significant portion of the Water System's revenue is derived from wholesaling water to the U.S. Navy, Chesapeake, Portsmouth, Virginia Beach and the WTWA. The City has wholesale contracts with the U.S. Navy and Virginia Beach. In the absence of a wholesale contract, the City of Chesapeake purchases treated water from the City at a current rate of \$5.49 per 1000 gallons. If a wholesale contract between Chesapeake and the City is executed, the City anticipates that Chesapeake will continue to purchase treated water from the City pursuant to the wholesale customer treated water rate ordinance. The City also has executed a raw water contract with Chesapeake and began delivering 7 MGD of raw water in 2006. In addition, the City has a contract with Virginia Beach for wheeling and treating Lake Gaston water and a contract with Portsmouth for the sale of emergency raw water. On September 29, 2009, the City entered into a 40-year raw water sales agreement with WTWA, currently comprised of the City of Suffolk and Isle of Wight County, to furnish a minimum of 3 mgd and gradually increasing to 15 mgd by 2038.

Financial Management

On July 1, 1979, the City Council established the Water Utility Fund as a distinct enterprise fund to account for all of the financial activity related to providing water services to its customers. Since its inception, the Fund has operated on a self-supporting basis.

Historically, regular annual transfers have been made from the Water Utility Fund to the City's General Fund for payments-in-lieu of taxes and as a return on the City's investment in the Water System. Additionally, transfers have been made to pay all debt service on general obligation bonds issued by the City prior to the creation of the water revenue bond program in 1993 to pay for Water System improvements. The City intends to pay for all future Water System capital costs from revenue of the Water System and proceeds of water revenue bonds. The Water Utility Fund is reported on an accrual basis of accounting.

City general obligation debt issued to finance water utility projects is carried as a liability on the Water Utility Fund balance sheet. The Water Utility Fund provides the funds for debt service on such bonds.

Water Rates

Retail rates are set by City Council. Effective in Fiscal Year 2004, the City Council established a long-term retail rate plan and starting in Fiscal Year 2007 water rates increase 3.5% annually and produces the following rates:

<u>Fiscal Year</u>	<u>Retail Rate</u>
2012	\$4.01 per 100 cubic feet
Thereafter	3.5% annual increases each July 1

U.S. Navy and Chesapeake wholesale rate revisions for inclusion in City ordinances are approved by City Council. Virginia Beach formula driven biennial wholesale rate revisions are governed by contract. In order to encourage conservation, the current rate structure is a uniform rate per thousand gallons, with no quantity discount. Retail customers are charged a monthly service charge.

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WASTEWATER UTILITY FUND

As of June 30, 2011:

Approximate population served	64,289 accounts
Total wastewater pumping stations	130 pump stations
Miles of gravity wastewater mains	838 miles
Miles of wastewater force mains	66 miles

The City owns and operates a sanitary sewer system (the "Sewer System") which collects and conveys wastewater to the regional treatment agency, the Hampton Roads Sanitation District. Approximately 64,289 accounts located within the City are served by the Sewer System. Since July 1, 1983, the Wastewater Utility Fund has been operated as an enterprise fund.

City general obligation debt issued to finance wastewater utility projects as well as wastewater revenue debt is carried as a liability on the Wastewater Utility Fund balance sheet. The Wastewater Utility Fund provides the funds for debt service on such bonds.

Each customer using the City Sewer System is charged at a rate based on the water meter flow unless an effluent meter is used. In the absence of an effluent meter, the water meter flow is used. Rates are set by City Council. Effective in Fiscal Year 2005, the City Council established a long-term retail rate plan and starting in Fiscal Year 2006, wastewater rates increase annually by 4.0% and produces the following rates:

<u>Fiscal Year</u>	<u>Retail Rate</u>
2012	\$3.26 per 100 cubic feet
Thereafter	4.0% annual increases each July 1

PARKING FACILITIES FUND

The City presently owns and operates 15 multi-level parking garages, 9 surface lots and more than 500 on-street spaces. These facilities provide a total inventory of over 19,000 downtown parking spaces.

The Parking Facilities Fund was established during Fiscal Year 1991. City general obligation debt issued to finance Parking Facilities Fund projects is carried as a liability on the Parking Facilities Fund's balance sheet. The Division of Parking provides the funds for debt service on such debt. The Parking Facilities Fund balance sheet on June 30, 2011 presents total assets of \$226.840 million, which includes restricted investments of over \$24.567 million, to be utilized for garage construction and required master indenture reserves. In addition, fixed assets, including parking structures, consist of over \$176.182 million of the total \$226.840 million in assets. The Parking Facilities Fund also manages parking enforcement operations and collects fines and delinquent fees. In Fiscal Year 2011, 62,667 tickets were issued resulting in 82% collection rate and revenue of \$2.4 million.

Transfers have been made from the Parking Facilities Fund to the Debt Service Fund to pay all debt service on general obligation bonds issued by the City to pay for Parking System improvements. Revenue of the Parking System has fully covered debt service on general obligation bonds issued for the Parking System.

**PART V
THE CITY OF NORFOLK**

INTRODUCTION

The City of Norfolk was established as a town in 1682, as a borough in 1736 and incorporated as a city in 1845. The City lies at the mouth of the James and Elizabeth Rivers and the Chesapeake Bay, and is adjacent to the Atlantic Ocean and the cities of Virginia Beach, Portsmouth and Chesapeake.

**Table V-1
City of Norfolk, Virginia
Area of City**

Year	Square Miles
1950	37.19
1960	61.85
1970	61.85
1980	65.75
1990	65.98
2012	65.98

CITY GOVERNMENT

Norfolk is an independent, full-service City with sole local government taxing power within its boundaries. It derives its governing authority from the City Charter, originally adopted by the General Assembly of Virginia (The "General Assembly") in 1918, which authorizes a council-manager form of government. The City Council exercises all of the governmental powers conferred upon the City. Having sought and gained approval from the U.S. Justice Department and the General Assembly, the City gave its citizens the right to elect their Mayor directly, effective May 2006. Previously the City's Mayor had been chosen by the City Council from among its members. This change added an eighth member to the City Council, with the Mayor elected at large, and retains the current seven wards with two members elected from super wards. The City Council elects a Vice Mayor from among its members. Among the City officials appointed by the City Council is the City Manager, the administrative head of the municipal government. The City Manager carries out its policies, directs business procedures and appoints, with the power to remove, the heads of departments and other employees of the City except those otherwise specifically covered by statutory provisions. The City Council also appoints certain boards, commissions and authorities of the City.

Certain Elected Officials

The City's current elected officials include:

Paul D. Fraim, Mayor

In May 2006, Mayor Fraim became the City's first popularly elected mayor in nine decades. Mayor Fraim is a 26-year incumbent on City Council, and was first elected Mayor by his peers in 1994. He is the president of the law firm Fraim & Fiorella, P.C., and was first elected to City Council in 1986. He has a Bachelor of Arts degree from Virginia Military Institute, Lexington, Virginia, and a Masters in Education degree from the University of Virginia, Charlottesville, Virginia. He received his law degree from the University of Richmond, Richmond, Virginia. Mayor Fraim is an active member of the Virginia State Bar, the Virginia Bar Association and the Norfolk-Portsmouth Bar Association and has held a number of leadership positions in these organizations.

Anthony L. Burfoot, Vice Mayor

Mr. Burfoot, representing Ward 3, was first elected to City Council in July 2002. He is employed by New York Life as a licensed Life and Annuities Health Agent. Effective December 15, 2008, Vice Mayor Burfoot became a chief deputy for Norfolk's City Treasurer Thomas W. Moss, Jr. He received a Bachelor of Science degree in Public Administration and a Master's degree in Educational and Administrative Supervision from Virginia State University, Petersburg, Virginia. He is involved in many civic and business activities.

Andrew A. Protogyrou, Council Member

Mr. Protogyrou, representing Ward 1, was first elected to City Council on May 4, 2010. Mr. Protogyrou is an attorney and a member of Protogyrou & Rigney, P.L.C. He has a Bachelor of Arts degree from Virginia Military Institute, Lexington, Virginia, and he received his law degree from the University of Richmond, Richmond, Virginia. Mr. Protogyrou is active in many local professional and civic organizations, where he has held a number of leadership positions.

Paul R. Riddick, Council Member

Mr. Riddick, representing Ward 4, was first elected to City Council in July 1992. He is the owner and operator of Riddick Funeral Service in Norfolk. He attended Norfolk State University, Norfolk, Virginia, and has an Associates in Art and Sciences degree in Funeral Service from John Tyler Community College, Chester, Virginia. Mr. Riddick is active in many local professional organizations.

Thomas R. Smigiel, Council Member

Mr. Smigiel, representing Ward 5, was first elected to City Council on May 4, 2010. He received a Bachelor of Science degree in Education from Old Dominion University, Norfolk, Virginia, and a Master's degree in School Administration from Cambridge College's Regional Center, Chesapeake, Virginia. He is currently an Assistant Principal at Lake Taylor High School in Norfolk. He is involved in many local professional and civic organizations, where he has held a number of leadership positions.

Dr. Theresa W. Whibley, Council Member

Dr. Whibley, representing Ward 2, was first elected to City Council in July 2006. She is an obstetrician and gynecologist in private practice at Woman Caring, PLC in Norfolk. Dr. Whibley is a graduate of Eastern Virginia Medical School, Jones Institute of Reproductive Medicine, Norfolk, Virginia, Old Dominion University, Norfolk, Virginia and the College of William and Mary, Williamsburg, Virginia. Dr. Whibley is active in many local professional organizations.

Angelia M. Williams, Council Member

Ms. Williams, representing Super Ward 7, was first elected to City Council on November 2, 2010. She holds a current real estate license and is a realtor with Long & Foster Realtors. Ms. Williams received an Associate of Science degree in Business Administration from Tidewater Community College in 2004. She graduated from the University of Virginia's Sorensen Institute for Political Leadership in 2005 and from the Alpha School of Real Estate in 2008. She is currently working toward her Bachelor's degree in Business Administration and Political Science at Old Dominion University, Norfolk, Virginia. She is involved in many local professional and civic organizations, where she has held a number of leadership positions.

Barclay C. Winn, Council Member

Mr. Winn, representing Super Ward 6, was first elected to City Council in July 2000. He is the Chief Executive Officer of Winn Nursery of Virginia, Inc. which is headquartered in Norfolk. He received a Bachelor of Science degree from North Carolina State University, Raleigh, North Carolina. Mr. Winn is active in many civic and business activities.

Certain Appointed Officials

Marcus D. Jones, City Manager

Marcus D. Jones returned to the City of Norfolk on February 1, 2011, to assume the post of City Manager. His responsibilities include the supervision of the administrative operations of the City including the preparation of its annual budget. Prior to returning to Norfolk, he served as Deputy Chief Administrative Officer for Finance & Administration for the City of Richmond, Virginia. Prior to serving in Richmond, Mr. Jones served as an Assistant City Manager and Director of Budget & Grants Management for the City of Norfolk from 2007 to 2009. In the prior decade, Mr. Jones served the Commonwealth as Governors Mark Warner and Jim Gilmore's, Deputy Secretary of Finance and Assistant Secretary of Finance, respectively. He earned his Bachelor's degree in Public Administration from James Madison University, Harrisonburg, Virginia, and a Masters degree in Public Administration from Virginia Commonwealth University, Richmond, Virginia.

Shenette C. Felton, Acting Director of Finance

Shenette C. Felton was appointed by City Council as Acting Director of Finance on May 9, 2011. At the direction of the City Manager, she is responsible for identifying strategic opportunities for the City in the policy areas of taxation, financial management and fiscal policy development. In addition, she is responsible for the administration of the financial affairs of the City which include cash management and investments, debt management, financial accounting and reporting, procurement, risk management and retiree benefits. Prior to her appointment as Acting Director of Finance, she served as Assistant Director of Finance & City Controller. Prior to joining the City, she was an audit manager for a public accounting firm. Ms. Felton earned a Bachelor of Business Administration degree, with honors, in Accounting from the School of Business at Howard University in the District of Columbia. She is a licensed Certified Public Accountant.

Bernard A. Pishko, City Attorney

Bernard A. Pishko was first appointed by City Council as City Attorney in November 1997. He previously served as Deputy City Attorney from 1989 to 1997 and as an Assistant City Attorney from 1984 to 1989. He has practiced law since 1982. The City Attorney is also general counsel for the Norfolk School Board, Norfolk Recreational Facilities Authority, Norfolk Community Services Board, Hospital Authority of Norfolk, Norfolk Municipal Employees' Retirement System, Norfolk Electoral Board, Civil Service Commission and The Chrysler Museum of Art. Mr. Pishko is a member of many professional associations and community organizations. He received his undergraduate degree from Brown University, Providence, Rhode Island, a Masters degree in Business Administration from the College of William and Mary, Williamsburg, Virginia, and a law degree from the Marshall-Wythe School of Law, Williamsburg, Virginia.

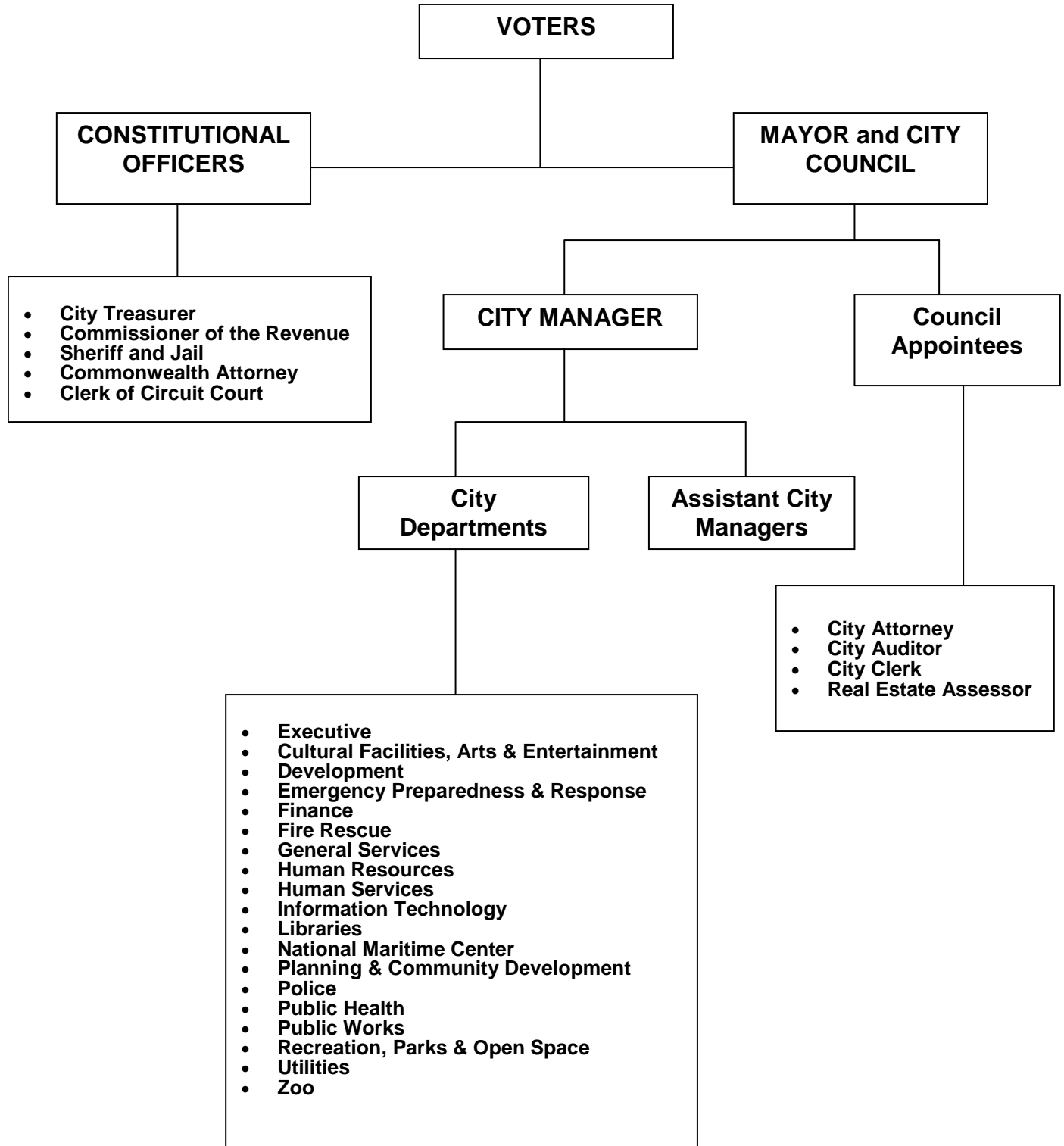
Governmental Services and Facilities

In Virginia, cities and counties are not overlapping units of government. Each city or county is a distinct political entity providing services for the population within its respective jurisdiction. The City of Norfolk provides a comprehensive range of public services characteristic of its form of government under Virginia law. These services are designed to provide an environment within which the educational,

physical, social and cultural needs of its citizens are met. These general governmental services include police protection, fire and paramedical services, public health and social services, planning and zoning management, code enforcement, storm water management, street maintenance, traffic control, parks and cemeteries operation and maintenance, recreation and library services, economic development, solid waste disposal and general administrative services. In addition, water and wastewater utilities and parking facilities services are provided under an enterprise fund concept with user-charges set by City Council.

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City Organization



OTHER GOVERNMENTAL ENTITIES

School Board of the City of Norfolk

The seven members of the School Board are appointed by the City Council. The School Board is a corporate body and in its corporate capacity is vested with all of the duties, obligations and responsibilities imposed upon school boards by law. The City Council is required to appropriate annually to the School Board the amount needed for the support of the public schools in maintaining educational programs which meet the standards of quality prescribed by law. Categorical aid from the Commonwealth and the federal government designated for educational purposes is included in the City's General Fund budgetary revenue. This categorical aid, plus monies derived from local sources, provides the funds for the major share of the School Board's operations. On an ongoing basis, the City also issues debt to finance needed capital projects of the school system.

The School Board presently operates 35 elementary schools, nine middle schools, five high schools and several auxiliary schools, including alternative, magnet and specialty programs. For the Fiscal Year 2011 the School Board's expenditures for education totaled \$370,542,917.

Norfolk Airport Authority

The Norfolk Airport Authority, a political subdivision of the Commonwealth, was created to operate an airport and to promote industrial growth and consists of both an Airport Fund and an Investment Fund. The Airport Fund was established by the Authority to account for the operations of the Norfolk International Airport (the "Airport"). Revenue generated by airport operations is used to meet all operating expenses and to provide for payment of all principal and interest on debt of the Authority related to the Airport. The Investment Fund was established by the Authority to provide for certain airport capital improvements.

The Authority finances individual capital projects by issuing bonds or obtaining loans and intergovernmental grants in its own name and concurrently entering into leases which provide for payment of all principal and interest on the related obligations as they become due. Revenue includes rental income on non-airport property owned by the Authority and interest on investments.

The Authority's Commissioners are appointed by City Council, but the Commission designates its own management and has oversight responsibility for its own financial matters. The City does not provide funds for the operations of the Authority, and pursuant to Section 144(q) of the City Charter, the Authority is required to submit its annual budget to the City Council for the purposes of information only. The City has the option to reacquire, without consideration, title to all property and equipment after payment by the Authority of all obligations relating to the improvements at the Airport.

Hampton Roads Regional Jail Authority

The Hampton Roads Regional Jail Authority ("HRRJA") is a regional organization which includes the cities of Hampton, Newport News, Norfolk and Portsmouth, created for the purpose of providing, operating and maintaining a regional jail facility for the correctional overflow from each community. HRRJA is a primary government, with no component units, that is a body politic and corporate created pursuant to Article 3.1, Chapter 3, Title 53.1 of the Virginia Code and is governed by a 12 member Board of Directors, consisting of three representatives appointed by each of the member cities. The budgeting and financing of HRRJA are subject to the approval of the Board of Directors, with each individual having a single vote. HRRJA is responsible for its own financial matters, maintains its own books of account and is audited annually by independent accountants that it engages.

The regional jail facility (the "Jail"), which opened in April 1998, consists of approximately 385,518 square feet of building area, including three housing building units, a support building and a

central plant. The Jail holds 875 inmates, 250 of which are designated to the City. The City is responsible for 28.57% of the total operating cost less the revenue derived from the Virginia Compensation Board and the per diem reimbursement from the Commonwealth for the housing of state inmates.

The Southeastern Public Service Authority of Virginia

The Southeastern Public Service Authority ("SPSA") is a joint venture of the cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk and Virginia Beach and the counties of Isle of Wight and Southampton, created for the purpose of providing, operating and maintaining a regional system for the collection, transfer, processing and disposal of solid waste refuse.

SPSA is a primary government, with no component units, that is a public body politic and corporate created pursuant to the Virginia Water and Sewer Authorities Act, and is governed by an eight-member Board of Directors, consisting of a representative appointed by each of the member cities and counties. Budgeting and financing of SPSA is subject to the approval of the Board of Directors, with each individual having a single vote. SPSA is responsible for its own financial matters, maintains its own books of account and is audited annually by independent accountants that it engages.

The regional system includes solid waste transfer stations in each of the member jurisdictions, a landfill, rolling stock and ancillary facilities.

Transportation District Commission of Hampton Roads

Hampton Roads Transit ("HRT") was created on October 1, 1999, with the consolidation of the Tidewater Regional Transit and Peninsula Transportation District Commission. It is believed to be the first voluntary merger of public transit agencies in the nation. The district continues to be a political subdivision of the Commonwealth, formed as a joint exercise of governmental power in accordance with the provisions of Chapter 32 of Title 15.2 of the Virginia Code. The District provides public transportation facilities and services within cities of Norfolk, Chesapeake, Hampton, Newport News, Portsmouth, Suffolk and Virginia Beach.

The Transportation District Commission of Hampton Roads, a political subdivision of the Commonwealth, was formed on May 9, 1973, as a joint exercise of governmental power in accordance with provisions of Chapter 32 of Title 15.2 of the Virginia Code.

**Table V-2
City of Norfolk, Virginia
Contributions to Transportation District Commission of Hampton Roads
Fiscal Years 2008 – 2012**

Fiscal Year	Contributions
2008	\$7,047,624
2009	7,666,622
2010	7,666,622
2011	5,981,085
2012	6,634,958

Sources: Approved Operating Budgets, Fiscal Years Ended June 30, 2008 through 2012.

Hospital Authority of Norfolk

The Hospital Authority of Norfolk (the "HAN"), which has a nine-member Board of Commissioners appointed by City Council, is a tax-exempt, not-for-profit political subdivision of the Commonwealth. The HAN operates Lake Taylor Hospital as a long-term care facility licensed by the Virginia State Health Department to provide a continuum of patient care ranging from sub-acute hospital services to skilled nursing care.

Norfolk Redevelopment and Housing Authority

The Norfolk Redevelopment and Housing Authority ("NRHA"), a political subdivision of the Commonwealth, was created by the City on July 30, 1940, under the provisions of the United States Housing Act of 1937. The NRHA provides subsidized public housing and administers redevelopment and conservation efforts within the City in accordance with state and federal legislation. The seven members of the Board of Commissioners are appointed by City Council. The NRHA is responsible, through a contract with the City, for the administration of such activities as community development and urban renewal. The NRHA develops its operating budget without approval from the City Council and executes contracts on its own behalf. The City does not exercise a significant degree of oversight responsibility for the NRHA, as it is responsible for designating its own management, developing its own operating budget and executing major contracts on its own behalf. The NRHA is responsible for its own financial matters as it maintains its own books of account, is audited annually by independent accountants it engages, and has authority over earnings, deficits and monies other than City contract funds. The City contracts with NRHA to complete specific projects, generally capital improvement projects.

ECONOMIC AND DEMOGRAPHIC FACTORS

Population

As reflected in Table V-3 and V-4 below, from 2002 to 2011 the City's population grew 3.6%. The City is the second most populous city in Virginia, as shown in Table V-4.

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**Table V-3
Population Trend Comparisons
2002-2011**

Year	Norfolk⁽¹⁾	Hampton Roads MSA⁽¹⁾⁽²⁾	Virginia⁽³⁾	U.S.⁽³⁾
2002	235,405	1,574,500	7,276,785	287,726,647
2003	236,550	1,583,900	7,363,300	290,210,914
2004	238,650	1,605,900	7,454,688	292,892,127
2005	239,396	1,615,415	7,546,725	295,560,549
2006	239,355	1,619,600	7,628,347	298,362,973
2007	241,941	1,623,624	7,698,775	301,290,332
2008	242,983	1,632,970	7,795,424	304,059,724
2009	243,957	1,644,005	7,882,590	307,006,550
2010	242,803	1,648,136	8,001,024	308,745,538
2011	243,985	1,661,279	8,096,604	311,591,917

Sources: U.S. Census Bureau and the Weldon Cooper Center.

- Notes:
- (1) Norfolk and Hampton Roads MSA population estimates are from the Weldon Cooper Center, except for the 2010 population estimates which are from the U.S. Census Bureau.
 - (2) The Hampton Roads MSA is the Virginia portion only.
 - (3) U.S. and Virginia population estimates are from the U.S. Census Bureau.

**Table V-4
Five Most Populous Cities in Virginia**

City	2010 Census Population	2011 Population Estimate
Virginia Beach	437,994	441,246
Norfolk	242,803	243,985
Chesapeake	222,209	225,898
Richmond	204,219	206,238
Newport News	180,719	181,027

Source: U.S. Census Bureau and the Weldon Cooper Center.

Table V-5 provides an annual comparison of per capita personal income since 2001.

Table V-5
City of Norfolk, Virginia
Per Capita Personal Income Comparisons
2001-2010

Year	City	Hampton Roads MSA	State	U.S.
2001	25,356	28,516	33,246	31,157
2002	26,006	29,603	33,737	31,481
2003	27,893	31,422	35,033	32,295
2004	28,930	32,723	36,869	33,909
2005	30,875	34,413	38,898	35,452
2006	32,609	36,567	41,218	37,725
2007	34,375	38,689	43,261	39,506
2008	35,330	40,146	44,691	40,947
2009	34,680	39,325	43,192	38,846
2010	35,816	40,234	44,267	39,937

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

The age distribution of the City's population is presented in Table V-6.

Table V-6
City of Norfolk, Virginia
City Population Distribution by Age
1960-2010

Year	Population	Under 20	20-64	65 or Older
1960	305,872	39.8%	54.5%	5.7%
1970	307,951	35.4	57.8	6.8
1980	266,979	30.7	60.1	9.2
1990	261,250	28.1	61.4	10.5
2000	234,403	27.3	61.5	11.2
2010	242,803	25.3	65.3	9.4

Source: U.S. Census Bureau.

Housing and Construction Availability

Table V-7 provides an annual breakdown of residential building permits over the past 10 Fiscal Years.

Table V-7
City of Norfolk, Virginia
Residential Construction
Fiscal Years 2002 - 2011

Fiscal Year	Building Permits	Number of Units	Value (in thousands)
2002	290	462	\$44,498
2003	287	609	61,790
2004	506	766	83,525
2005	560	1,191	204,391
2006	531	1,058	133,053
2007	389	491	68,476
2008	277	815	101,212
2009	209	535	35,878
2010	191	621	58,729
2011	121	479	37,298

Source: Permit Tracking System, Department of Planning, City of Norfolk, Virginia.

Table V-8 presents annual nonresidential construction permits, which includes commercial buildings, public buildings, schools, public utility buildings and miscellaneous structures, over the past 10 Fiscal Years.

Table V-8
City of Norfolk, Virginia
Nonresidential Construction
Fiscal Years 2002 - 2011

Fiscal Year	Building Permits	Value (in thousands)
2002	53	\$51,451
2003	35	24,084
2004	59	134,197
2005	70	70,677
2006	60	165,989
2007	55	81,396
2008	35	102,714
2009	38	138,131
2010	35	104,922
2011	27	40,073

Source: Permit Tracking System, Department of Planning, City of Norfolk, Virginia.

Employment

Businesses in the City provide residents with employment opportunities in a variety of industries of which services, government and trade are the most significant.

The unemployment rate for the City is illustrated in Table V-9.

Table V-9
City of Norfolk, Virginia
Unemployment Rates
2002 - 2011

Year	Norfolk	Hampton Roads MSA	Virginia	U.S.
2002	5.1%	4.1%	4.2%	5.8%
2003	5.3	4.2	4.1	6.0
2004	5.1	4.0	3.7	5.5
2005	5.0	3.9	3.5	5.1
2006	4.2	3.3	3.1	4.6
2007	4.1	3.2	3.0	4.6
2008	5.3	4.2	4.0	5.8
2009	8.7	7.0	6.8	9.3
2010	9.2	7.4	6.9	9.6
2011	8.7	7.0	6.2	8.9

Source: U.S. Bureau of Labor Statistics.

Table V-10
City of Norfolk, Virginia
Civilian Employment and Average Weekly Gross Wages
3rd Quarter, 2011

	Number of Establishments	Number of Employees	Average Weekly Wage	Percentage of Employment
Construction	395	4,418	\$840	3.22%
Manufacturing	138	6,602	1,026	4.81
Trade, Transportation & Utilities	1,261	25,557	893	18.64
Information	103	2,495	1,093	1.82
Financial Activities	597	8,240	977	6.01
Professional & Business Services	1,011	20,975	1,170	15.29
Education and Health Services	799	37,007	826	26.99
Leisure and Hospitality	610	13,466	357	9.82
Other Services	556	4,104	572	2.99
Public Administration	75	14,270	1,389	10.40
Natural Resources & Mining	3	12	808	0.01
Total	5,548	137,146		100.00%

Sources: U.S. Bureau of Labor Statistics. Virginia Employment Commission, Quarterly Census of Employment & Wages Program. Totals include non-disclosable data.

Economic Development

Economic development initiatives are focused on the attraction, expansion and retention of businesses, neighborhood and community revitalization and commercial corridor development. Some of the City-led initiatives to stimulate commercial revitalization include: Tax Abatement Program, State Enterprise Zone, Federal Empowerment and HUB Zones, Small Area Aesthetic Matching Grant Program, Aesthetic Improvement Grant Pool, Pedestrian Commercial Overlay Zones, Tax and Grant Benefits, Concentrated Development Zone Incentives, public infrastructures, and amenities.

Downtown Development

Downtown offers a mix of cultural attractions and entertainment for its citizens and tourists.

The current average vacancy rate for Downtown Class A office space is approximately 12.21%, as shown in Table V-11 below.

Table V-11
City of Norfolk, Virginia
Downtown Norfolk Vacancy
January 2012

Class A	Rentable SF	Vacant SF	% Vacant
150 West Main Street	225,498	44,969	19.94%
Crown Center	58,674	-	0.00
Dominion Tower	403,276	52,495	13.02
Main Street Tower	187,000	4,105	2.20
Norfolk Southern Tower	293,035	48,564	16.57
Wells Fargo Center	299,887	46,928	15.65
World Trade Center	366,106	42,505	11.61
Total	1,833,476	239,566	13.07%

Source: CoStar, May 2012.

Bank presence along Main Street includes Bank of America, BB&T, Monarch, Old Point National, PNC, SunTrust, TowneBank and Wells Fargo. Bank of Hampton Roads, Heritage, Southern Bank and several credit unions are also located downtown.

The Wells Fargo Center, a \$170 million office, retail and residential development opened June 7, 2010, on Monticello Avenue adjacent to the Monticello Avenue light rail station as well as to MacArthur Center, Scope and Chrysler Hall. The Wells Fargo Center adds approximately 255,000 square feet of office space and 50,000 square feet of retail space to the downtown market. This City block development features a 23-story Class A office tower and 1,850 parking spaces in two garages built by the City. The project also includes Monticello Station, a 121-unit apartment development.

The construction of a new \$123.3 million Consolidated Courts Complex, which broke ground in January 2012, is underway near City Hall adjacent to the Civic Plaza light rail station. This new complex will house the General District, Circuit, and Juvenile and Domestic Relations Courts, and is scheduled to be completed by Fall 2015.

Recently the City announced that the retail presence on Granby Street will be expanded with the introduction of Urban Outfitters, an eclectic national clothing chain that targets teens and young adults.

Residential Development

Neighborhood revitalization is one of the City's core initiatives and part of the economic development plan. By increasing the diversity of housing opportunities, the City expects to increase the diversity of its citizenry and expand the tax base. The City's goal for neighborhood and commercial development is to provide an environment that will increase private sector investment, retail sales generation and corresponding municipal revenue generation, create a framework for targeted and coordinated public and private investment and build upon and coordinate with other ongoing community development initiatives.

Residential investment continues to grow throughout the City. The Belmont at Freemason, located downtown adjacent to a Tide light rail station, opened in September 2010. It contains 241 apartments in two buildings and a garage with 531 parking spaces at Brambleton and Bute Streets with an estimated value of \$45 million. Plans are underway to convert two historic buildings, the former Union Mission (renamed the Rockefeller) and the Savoy, into affordable work force apartments.

Residential development also continues to grow in areas beyond downtown Norfolk. The River House, a \$32 million, 194-unit luxury apartment community on Haven Creek at the Granby Street Bridge is complete. The River House is anticipated to strengthen the Riverview commercial corridor and boost prospects for development of adjoining property in this vital area situated between two desirable and historic neighborhoods. 201 Twenty-One, a \$41 million, mixed-use 4-story structure in Ghent with 224 apartments and over 50,000 square feet of retail space, opened in September 2010. The District at ODU, a project with 307 apartments specifically targeted to students attending Old Dominion University, opened in August 2010. The 180-unit Meadowood Apartments, a \$21 million investment, opened in October 2011. SouthWind Apartments, a \$15 million development in Denby Park on a former trailer park, is now occupied. Additional investment along Newport Avenue includes Westport Commons, an \$80 million townhouse/condominium project. Three additional apartment projects that are in varying stages of development include Waters Edge in Campostella, with 246 units; The Green at Ghent, with 130 units; and Promenade Pointe in Roland Park, with 187 units.

The seven-mile stretch of beaches on the Chesapeake Bay known as Ocean View experienced redevelopment over the past decade. The East Beach section of Ocean View will have 700 housing units with prices ranging from \$350,000 to over \$1.5 million, with an average home sales price of \$733,507. A portion of the homes are currently occupied with the remainder of the properties planned for development. Lot sales total approximately \$47 million representing nearly \$230,000,000 in home values and approximately \$2,553,000 in annual real estate taxes to the City. The East Beach community has been designated as the site of 2012 Homearama, which will be the third time it has been held there. A 157-unit condominium development to the south of East Beach, Pointe East at Harbor Walk, is being developed by Franciscus Homes.

Broad Creek is a \$200 million community near Norfolk State University with 600 mixed-income homes. In Broad Creek, the region's first mixed-use, mixed-income community, construction is complete on 400 rental units and 70 homes. Construction on Broad Creek Village, a mixed-use residential and retail development, began during 2008, and is being followed by Broad Creek's final phase of 200 mixed-income residential units north of Princess Anne Road.

The City is also redeveloping the Fort Norfolk area, which is a 30-acre urban waterfront area linking downtown Norfolk to the region's medical complex and Ghent community. In the Fort Norfolk section of downtown Norfolk, the City's first retirement community, known as Harbor's Edge, opened in September 2006. Riverview Lofts, a project to convert a former industrial building into 81 condominiums, began construction in 2011. Fort Norfolk Plaza across Brambleton from the medical complex that includes Sentara Norfolk General Hospital and Eastern Virginia Medical School, is a \$70 million, 9-story medical office tower and parking garage that opened in August 2010.

Arts and Culture

Norfolk offers a mix of cultural attractions and entertainment for its citizens and tourists. Norfolk's entertainment and theatre venues include the Attucks Theatre, the Harrison Opera House, Chrysler Museum, and the "Theater District" which includes Chrysler Hall, Jeanne and George Roper Theater, Wells Theatre and the NorVa.

Recent investments to the City's cultural attractions include the new Virginia Arts Festival headquarters, a new home for the Hurrah Players, and the recently opened Chrysler Museum Glass Art Studio. The Virginia Arts Festival moved into its new 18,000-square-foot building, the Clay and Jay Barr Education Center, on August 23, 2010. The building, which is located across the street from Chrysler Hall, houses year-round education outreach activities, a rehearsal and intimate performance space, as well as the Festival's administrative offices. Adjacent to the Education Center is the new home of the Hurrah Players, which features a 100-seat theater and two rehearsal halls. A new addition to Norfolk's Chrysler Museum is the new Chrysler Museum Glass Studio, which opened in November 2011. It is a state-of-the-art, 7,000 square foot facility which supports artists working in a variety of glassmaking processes, including blown glass, casting, fusing, flameworking, and cold working. Located adjacent to the museum, the facility is the only one of its kind in the Mid-Atlantic region, and spotlights the museum's extensive glass collection.

Significant improvements to the Virginia Zoological Park for the Trail of the Tiger exhibit have been completed, and design work has begun for a new \$4.25 million animal wellness center. The Zoo Animal Wellness Center will consist of an 8,000 square foot Veterinary Hospital and 3,000 square foot Nutrition Center. The hospital will provide state of the art surgical and treatment suites, laboratory and pharmacy. One wing of the hospital will be for housing animals that have just arrived at the Zoo and animals that may be sick. The surgical and treatment suites will have large viewing windows on the outside walls so visitors will be able to see treatment in progress. The project has an estimated completion date of September 2013.

Several new projects are underway in 2012. The Slover Memorial Library, a new main public library, will consist of the interim Norfolk Main Library at the Seaboard Building, located at 235 East Plume Street, and a new adjoining building. A nationally recognized New Haven, Connecticut architectural firm, Newman Architects, is leading the creative team developing the new library. The City plans to combine the historic integrity of the Seaboard Building with a seamless expansion creating a state-of-the-art, highly efficient library complex. A \$20 million gift from Frank Batten Sr., announced in 2008, allowed the City to accelerate the planning and construction of the downtown library by at least ten years. An additional \$20 million matching grant was announced in 2010, which combined with the City's original \$20 million brings the total project investment to over \$60 million. Construction on the new library could begin as early as 2012. A second project is the \$6 million expansion of the MacArthur Memorial, under construction in 2012. In the Wards Corner section of the City work has begun on a new \$8.5 million performing arts center for Norfolk Collegiate School. A virtual groundbreaking took place in December 2011 for the center, which will include a 425-seat theater, an on-site art gallery, classrooms, workshops, and practice studios.

Today, there are more than 350 public art programs that support thousands of artists' projects in government buildings, the airport, in libraries, in parks and in neighborhoods. Additional artwork is being displayed in the new light rail stations.

In 2006, a Public Arts Commission was established to develop policies for the creation of artwork that will create a unique image and sense of place for Norfolk. The City capital improvement budget allocates 1% of specified construction projects valued at over \$500,000 for the purpose of acquisition of artwork. The first two projects funded from the One Percent for Art funds were incorporated in the Town Point Park renovation which was completed in July 2009. The first was a photo-based tile mural along a

new fence in Town Point Park that depicted the downtown waterfront through the years. The second was a stainless-steel mermaid sculpture perched atop a new fountain between the Half Moone Cruise and Celebration Center and Nauticus that commemorated the 10th anniversary of the mermaid as the City's brand image.

Transportation Initiatives

The City's new light rail system, the Tide, began operation in August 2011, exceeding passenger count expectations. The Tide runs from the EVMC medical complex near Fort Norfolk to the Newtown Road/Virginia Beach city line. Construction on the Amtrak passenger rail line connecting Norfolk to Washington DC via Petersburg and Richmond is underway. Estimated annual ridership is 67,000. The intercity passenger rail will serve a multi-modal center located at Harbor Park, which includes a light rail station and will feature ferry service to Portsmouth. The initial phase will include construction of a \$3 million, 3,500 square foot train station to support the upcoming restoration of intercity passenger rail service to Norfolk by the end of 2012. The facility will link intercity passenger rail to the light rail and regional bus systems, ferry service, cruise ship facilities and provide direct interstate access.

In 2012 construction is expected to begin on the Downtown Tunnel/Midtown Tunnel/MLK extension project. This \$1.9 billion project achieved financial close on its senior and subordinate funding in April 2012, is planned to occur the next five years and involves state-backed outreach for small, women-owned, minority or disadvantaged businesses, as well as an on-the-job training program.

In 2013 construction is expected to begin on the I-564 intermodal connector project. This \$170 million project is expected to alleviate congestion and improve the level of service on City and naval station streets. The road repositioning is expected to reduce truck traffic on the adjacent roadways.

Cruise Norfolk

The 80,000 square foot Half Moone Cruise and Celebration Center (the "Half Moone Center") opened in spring 2007 and is located in the harbor between Town Point Park and Nauticus/Battleship Wisconsin. The Half Moone Center continues to serve as a multi-purpose facility for the City. In 2011, the City celebrated its tenth anniversary of welcoming Carnival Cruise Lines to the Half Moone Center. Nearly 40,000 cruise passengers utilized the terminal in 2011, and the City anticipates approximately 50,000 will utilize the terminal in 2012. Additionally in 2011, the Half Moone Center hosted its first tradeshow. The tradeshow drew visitors and exhibitors from across the Mid-Atlantic region, and the show organizers have reserved a return trip to the City in 2013. The Half Moone Center is also scheduled to host a tradeshow in summer 2012. The first floor of the Half Moone Center can be used for large-scale exhibits, and during summer 2012, it will be hosting *Classic Craft: The Bill Hoover Boat Collection*.

Norfolk Airport

The Airport is served by American, Continental, Delta, Southwest, United Express and US Airways. The Airport generates nearly 1,700 jobs and over \$135 million in direct economic impacts annually. In calendar year 2011, over 3.2 million passengers used the Airport, a 4.17% decrease from 2010. In addition, over 64 million pounds of cargo flowed through the Airport in calendar year 2011, a 1.81% increase over 2010. In Norfolk, service has remained stable over the past two years, with an average of 80 daily departures.

Hotel Development

Norfolk has nearly 5,000 hotel rooms, including over 1,500 in the downtown area. Tourism and conventions employ over 6,600 workers in the City and generate \$23.4 million in state taxes and \$20.6 million in local tax revenue. Travelers to the City spend over \$640 million annually.

A \$73 million, 301 room, Westin hotel has been proposed to be built above a proposed new conference center at the corner of Granby and Main Streets. This 23-story building is expected to include residential condos above the hotel, as well as integrated parking.

Waterfront Recreation Investment

Town Point Park, located in the downtown area along the Elizabeth River, brings thousands of visitors downtown annually and generates both tax and parking revenue for the City. Construction was completed on a \$11.5 million renovation in July 2009, the first renovation in its 25 year history.

Norfolk has been chosen as one of five ports to host OpSail in 2012. The 2012 event is part of the commemoration of the bicentennial of the War of 1812 and the birth of the "Star Spangled Banner." For the first time the U.S. Navy will participate in its own parade of sails and events throughout the region depicting the history of the U.S. Navy. Norfolk and the Port of Hampton Roads will host the OpSail flotilla from June 6-11, 2012, in conjunction with the City's annual Harborfest.

Norfolk boasts over 144 miles of shore where the Chesapeake Bay meets the Atlantic Ocean. Numerous marinas are all along Downtown's Elizabeth River, the Lafayette River, lakes, the Hampton Roads Harbor and the Chesapeake Bay. East Beach, located on the Chesapeake Bay, was named one of the top restored beaches in America in 2008 by the American Shore and Beach Preservation Association due in part to the investment of \$2.5 million in beach erosion funds.

In December 2011, the City received five proposals from a request for proposals issued by Waterside Associates LLC for the redevelopment of Waterside.

Sports and Recreation

Norfolk has several waterfronts with the Chesapeake Bay on its North boundary and two major rivers within its boundaries. The City has a public boat ramp in Willoughby Spit with access to the Chesapeake Bay, as well as the recently rehabilitated Haven Creek boat ramp with access to the Lafayette River. Three golf courses are also located within the City.

The Kroc Center, an \$80 million state of the art community center located in the Broad Creek community, broke ground in October 2011. Norfolk is the newest city to have a Kroc Center, which is a program of the Ray and Joan Kroc Foundation and the Salvation Army. The Colonel Samuel L. Slover Memorial Library, Norfolk's new main library located downtown, is slated to begin construction in early 2012. It will have the most technologically advanced programming available today, to be supported by an endowment from the Batten Foundation.

A 24,290 square foot community center located in Lamberts Point opened in February 2010. This community center is adventure-themed and features a 25-foot climbing wall. Lamberts Point is the City's first official "green" building with many environmentally friendly elements. The community center is seeking LEED® (Leadership in Energy and Environmental Design) certification.

Grandy Village is currently undergoing a \$50 million transformation, which includes the construction of the now open Grandy Village Community and Education Center, an outdoor environmental and educational learning laboratory on the riverfront. It features a wetlands nature trail, canoe and kayak launch, and a wetlands pavilion overlooking the water. The new building meets U.S. Green Building Council LEED® standards, and is open to all Norfolk residents.

The Skate Park at Northside Park is a professionally designed, 21,000 square feet skate plaza. The concrete facility integrates transitional and street style elements into one park. Designed to be one of the region's largest, tournament-style skate parks, it boasts one of the largest bowls in Hampton Roads with a 7' to 9' transition next to a mini half-pipe.

The Southside Aquatic Center, a \$7.7 million facility, broke ground in October 2011. The 20,000 square foot facility, located in Campostella, will feature a 25-yard, six-lane competition pool as well as two 1-meter diving boards, a two-story twisty tube slide, locker rooms, and instructional areas. There also will be a handicap-accessible plunge area.

The inaugural season of the Norfolk SharX, an indoor soccer team, began in November 2011. The Sharx team is one of three expansion teams in the Major Indoor Soccer League.

Norfolk is also home to the Norfolk Tides, (a AAA minor league baseball team), the Norfolk Admirals (an AHL hockey team) and hosts Arena Racing USA on an indoor track. Old Dominion University ("ODU") began a football program in the fall of 2009, and Norfolk State University has a long-established football program, which currently competes in the Mid-Eastern Athletic Conference.

Norfolk's Educational Institutions

Available within the City are a wide variety of educational facilities including public elementary, middle and high schools, private and parochial schools, two universities, one college, one community college and a medical school.

Public Schools

Norfolk public schools have a low pupil-teacher ratio with class sizes well below the national average. Norfolk offers innovative public school programs, which include Early Childhood Education, a unique, comprehensive program for three and four-year-olds and their parents located in the public housing community of Diggs Town, at the Park Place/Colonial Place Community Center and at Ocean Air Elementary.

Norfolk continues to invest in its public schools facilities. Facilities receiving renovations and new construction include Norview High School, Blair Middle School, Bay View Elementary, Granby High School, Taylor Elementary and the School of International Studies at Meadowbrook.

In January 2011, construction commenced on the Crossroads Pre-Kindergarten - 8th Grade School, which is designed to replace the existing elementary school, creating a more efficient footprint on the same 10-acre site. The new school features a three story academic wing, a media center, a multi-purpose room, a gymnasium and a student dining area with a performance platform. A dedicated portion of the facility will be used by the Recreation, Parks and Open Space Department including access to many of the public portions of the building.

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The City is home to the Governor's Magnet School for the Arts, Virginia's only magnet school for the arts, which offers classes in performing or visual arts to approximately 300 students from six cities and two counties. The school system also has a program for gifted science students that enables the students to study at Eastern Virginia Medical School. Student population for the past five Fiscal Years is shown in Table V-12.

**Table V-12
City of Norfolk, Virginia
Public Schools Student Population
Fiscal Years 2007-2011**

Fiscal Year	September 30 Membership	Percent Change
2007	33,593	-1.38%
2008	32,947	-1.92
2009	32,272	-2.05
2010	31,766	-1.57
2011	31,485	-0.85

Source: Virginia Department of Education.

Higher Education

Norfolk is home to five institutions of higher learning: ODU, Norfolk State University, Virginia Wesleyan College, Tidewater Community College and Eastern Virginia Medical School. ODU is one of only 100 public research universities nationwide, with a full and part-time enrollment of over 22,000 students. Norfolk State University is Virginia's largest public, historically black university and the seventh largest in the nation. A \$17.6 million student center at Tidewater Community College's downtown campus opened in summer 2011.

A new \$80 million 100,000-square-foot education and research building at Eastern Virginia Medical School opened to fall classes in 2011. It includes an auditorium, classrooms, exam rooms, training rooms, multidisciplinary labs and research space. The new building, which includes renovations to neighboring Lewis Hall, created space to increase medical student enrollment by 30% and physician assistant student enrollment by 60%.

Institutional Technology Parks

Old Dominion University – University Village. ODU, in partnership with the City, the NRHA, and private developers, continues the expansion of a large scale, mixed-use redevelopment project. This redevelopment project, the University Village, will directly impact 75 acres (13 City blocks) and result in over \$260 million in private and public investments. The project includes student housing, retail, a convocation center, parking, research/office buildings, apartments and a hotel. The research park, named Innovation Research Park, is one of a few research parks in the country located on the campus of its research institution.

Norfolk State University – Research and Innovations to Support Empowerment Center (the "RISE Center"). The RISE Center, located on the campus of Norfolk State University, is designed to promote interaction between the university, the business sector and community and federal agencies in research and technology. The first phase of the Marie V. McDemmond Center for Applied Research houses classrooms, labs and offices for professors in areas such as materials research, engineering and computational science, as well as the office of research and technology.

Norfolk's Medical Institutions

Within the City, there are five general, acute care and specialized hospitals including Sentara Norfolk General Hospital ("Sentara Norfolk General"), Sentara Leigh Hospital, Bon Secours DePaul Medical Center, Children's Hospital of The King's Daughters ("CHKD") and Lake Taylor Transitional Care Hospital ("Lake Taylor Transitional"). Sentara Norfolk General opened a \$100 million heart hospital in February 2006, a 112-bed, 254,000 square foot center. The heart hospital was the first step in Sentara's 2010 expansion plan for the medical complex. CHKD, the site of Virginia's only free-standing, full-service pediatric hospital is home to one of the nation's top pediatric residency programs. With 212 rooms, the hospital serves the medical and surgical needs of children throughout the greater Hampton Roads metro area, the eastern shore of Virginia and northeastern North Carolina.

Sentara Leigh Hospital completed \$20.5 million in renovations to its surgery and emergency departments in August 2010. Work on a major campus upgrade for Sentara Leigh has begun. The current hospital will be replaced with two five-story towers for inpatient rooms, a 48-bed orthopedic and rehabilitation center, and an internal garden, as well as a new parking deck for staff. The \$126 million expansion will increase the hospital's size by more than 40%, to 517,000 square feet. The targeted opening is in January 2016.

DePaul Hospital is also undergoing change, with plans to build and open a new 124-bed DePaul by 2014.

The Virginia Port Authority

In 1981, the General Assembly passed landmark legislation designed to unify the ports in southeastern Virginia Hampton Roads harbor under a single agency, the Virginia Port Authority, with a single operating company, the Virginia International Terminals, Inc. The Port of Virginia (the "Port"), one of the world's largest natural deep-water harbors, is an integral part of Norfolk's economy.

The Virginia Port Authority is one of the top three ports on the east coast in terms of total value of port trade. Over 15.6 million tons of cargo shipped from the region's three main marine cargo terminals in 2011. In 2011, the port handled a total of 15,615,938 tons of general cargo, including 15,268,380 tons of containerized cargo, with 347,558 tons of breakbulk making up the remainder. By way of comparison, the port handled a total of 17,833,147 tons of general cargo in 2008 prior to the worldwide economic downturn that affected virtually every port with container shipping operations.

**Table V-13
Virginia Port Authority Terminals
General Cargo Tonnage
Calendar Years 2007 – 2011**

Calendar Year	Total General Cargo Tonnage (000's)	Percent Change over Previous Year
2007	17,726	6.89%
2008	17,833	0.60
2009	14,908	(16.40)
2010	15,323	2.78
2011	15,616	1.91

Source: Virginia Port Authority.

Increase in the port-related business use of the Virginia International Terminals drives new capital investment into the region. The Heartland Corridor, opened in September 2010, gives the Port rail access to markets in Ohio, Illinois, Michigan and points west. Additionally, by 2012, a 300-acre expansion of Norfolk International Terminal will be completed making it the largest inter-modal center in the United States. Two new government incentive programs were announced in 2011: the Barge and Rail Use tax credit, which provides a \$25 per twenty foot equivalent unit ("TEU") income tax credit for shippers that transfer their cargo via barge or rail; and the Port Volume Increase tax credit, which provides a \$50 per TEU tax credit for any company engaged in the manufacturing or distribution of manufactured goods that increases its cargo moving through the port by 5% in a taxable year.

Business, Industry and Commerce

Several major companies are headquartered in Norfolk, including:

- Norfolk Southern, a Fortune 500 company and one of the country's largest railroad operators;
- Landmark Communications, one of the country's largest privately owned media companies with ownership of several daily newspapers, local TV stations, and specialty publications;
- Dominion Enterprises, a wholly-owned subsidiary of Landmark Communications, Inc., is a print and internet media group that includes numerous specialty publications and online classifieds;
- FHC Health Systems, one of the top 250 largest private companies in the country, specializing in health care management, health services, and online medical reports;
- CMA CGM Inc., the America's Headquarters, one of the world's largest container transportation and shipping company;
- Portfolio Recovery Associates, a firm whose primary business is the purchase, collection and management of defaulted customer receivables; and
- BlackHawk Products Group, which provides tactical gear such as holsters, body armor, and backpacks to the U.S. Defense Department and law enforcement agencies throughout the world.

The \$14 million Virginia Renaissance Center is being developed by Jacoby Development Group at the site of the former Ford Plant in Campostella. Of the 110 acre site, 40 acres have been sold to Katoen Natie for \$12 million to repackage and distribute plastic pellets. Katoen Natie expects to create 200 jobs and has an option to purchase a 25 acre site for Phase II future expansion. The remaining acreage is being marketed to port-related and more traditional industrial companies.

There are a large variety of industrial, commercial and service employers located within the City. Table V-14 below presents data regarding the major non-government employers in the City.

**Table V-14
City of Norfolk, Virginia
Major Non-Government Employers in 3rd Quarter 2011**

Company	Number of Employees	Product/Service
	1,000+	
Sentara Healthcare		Hospitals
Old Dominion University		Educational Services
Children's Hospital of the King's Daughter		Hospitals
Norfolk State University		Educational Services
Norshipco		Transportation Equipment Manufacturing
Eastern Virginia Medical School		Educational Services
Portfolio Recovery Association		Administrative and Support Services
Wal-Mart		General Merchandise Stores
Bon Secours DePaul Medical Center		Hospitals
Bank of America		Credit Intermediation and Related Activities
	500 - 999	
Maersk Line Limited		Water Transportation
Virginia International Terminal		Support Activities for Transportation
ODU Research Foundation		Professional, Scientific and Technical Services
Sentara Health Management		Insurance Carriers and Related Activities
Tidewater Wholesale Grocery		Merchant Wholesalers, Nondurable Goods
Colonna's Shipyard		Transportation Equipment Manufacturing
Personal-Touch Home Care, Inc.		Ambulatory Health Care Services
Tidewater Community College		Educational Services
McDonald's		Food Services
CMA-CGM (America), Inc.		Support Activities for Transportation
	250 - 499	
7-Eleven		Gasoline Stations; Food and Beverage Stores
Farm Fresh		Food and Beverage Stores
Virginia Wesleyan College		Educational Services
American Funds Service Company		Financial Investments
The Virginian-Pilot		Publishing Industries
Raytheon Technical Services		Professional, Scientific and Technical Services
Electronic Data Systems Corp		Internet Service Providers and Data Processing Services
Lake Taylor Hospital		Nursing and Residential Care Facilities
Marine Hydraulics International		Transportation Equipment Manufacturing
Food Lion		Food and Beverage Stores
United Services Automobile Association		Insurance Carriers and Related Activities
Virginia Dominion Power		Utilities
Clark Nexsen Owen Barbieri		Professional, Scientific and Technical Services
CP&O LLC		Support Activities for Transportation
Transit Management Company		Transit and Ground Passenger Transportation
ITT Educational Services, Inc.		Educational Services
Zim		Support Activities for Transportation
MDT Personnel LLC		Administrative and Support Services
Aramark Campus LLC		Food Services and Drinking Places

Source: Virginia Employment Commission.

Table V-15
City of Norfolk, Virginia
Business Growth
A Sampling of Business Activity in 2008-2013

Company	Type	E/N	C/D/A	Investment (mil)
201 Twenty-One	Mixed-use residential apartments & retail	N	C	40
Bay Village Condominiums	Senior only residences	N	D	15
Belmont at Freemason	Apartments	N	C	45
Colonnas Shipyard	Expansion	E	C	14
CMA CGM	Americas Headquarters, shipping line	E	C	11.5
Commander Corporate Center	Second office building for spec	N	C	12
Court Complex	New combined Hall of Justice	N	D	108
Eastern Virginia Medical School	New education and research building	N	C	80
Fort Norfolk Plaza	Mixed-use medical office, retail	N	C	70
Hampton Roads Barge Company	New transportation/shipping company	N	C	2.3
Harris Teeter Expansion	Demolition of existing and construction of new grocery store	E	C	14
Harris Teeter	Construction of new store Wards Corner	N	A	18
Hurrah Players	theatre, dance, voice and acting troupe	N	C	1.4
Kroc Center	Community center	N	D	84
Lamberts Point	Recreation facility	N	D	7.6
Light Rail	Starter Line	N	D	338.3
MacArthur Memorial	Expansion	E	D	5
Marine Hydraulics	Expansion	E	C	82
Norfolk State University (NSU)	Library and student center	N	C	75
Norfolk International Terminals	Central Rail Yard, phase I & II	N	C	26.4
Norfolk International Terminals	Renovation of the South Berth	E	C	275
Norfolk International Terminals	North Gate relocation	E	C	.85
Norfolk International Terminals	rail yard sound wall:	N	C	1.5
Norfolk International Terminals	Transfer Zone safety improvements	N	C	2.5
Norfolk International Terminals	straddle carrier parking lot	N	D	3.5
Old Dominion University (ODU)	Innovations Research Park II	N	C	22.5
Old Dominion University (ODU)	Student fitness center	N	C	28
Old Point National Bank	New branch office in Ghent	N	C	2.8
P & P, LLC	Office/flex (4th building on site)	E	D	1
Residence Inn by Marriott	Extended-stay hotel	N	C	35
Riverside Terrace / Westport	Phasing townhouses and condominiums	N	D	80
Sentara Offices	48,000 sq ft office Poplar Halls	N	D	9
Sentara Garage	Colley Avenue	N	D	15
Sheraton Hotel	Renovation	E	C	32
SouthWind Apartment Community	120 apartments	N	C	15
Tidewater Community College	Student center	N	C	17.6
The Market at Ghent	Expansion to existing Farm Fresh store	E	C	3
The River House Apartments	197 apartments	N	C	36
Union Mission Building	Renovation into 60+ apartments	N	A	22
Virginia Arts Festival Headquarters	Offices and rehearsal studios	N	C	7.5
Virginia Zoo	Trail of the Tiger	E	C	15
Wells Fargo Center	Mixed-use Class A office, retail and residential	N	C	170
Westin Hotel & Conference Center	Hotel and conference center	N	A	150

Source: Economic Development Department, City of Norfolk, Virginia.

E/N – Expansion or New; C/D/A – Completed, Under Development, or Announced

Military

The presence of the military in Norfolk has a significant impact on the local economy. The City is the home of the world's largest naval complex, with headquarters for Commander in Chief of U.S. Atlantic Command, NATO's Supreme Allied Command Atlantic, Commander in Chief U.S. Atlantic

Fleet and other major naval commands. Hampton Roads is the largest center of Coast Guard units in the world with the Atlantic Area Command and Maritime Defense Zone Atlantic in Portsmouth and its Maintenance & Logistic Command Atlantic headquarters in downtown Norfolk.

The U.S. Navy's direct economic impact on the region was \$13.5 billion in Fiscal Year 2011, comprised of a total annual payroll of \$8.2 billion and the balance consumed on goods and services and procurement contracts. The City expects to continue as a center of activity for the U.S. Navy with current total personnel (military and civilian) in excess of 70,000. There were 82,463 active-duty U.S. Navy military personnel in Hampton Roads in 2010, of which 63%, or 51,547, were assigned to Norfolk.

The Navy's newest local command, the Navy Reserve Forces Command, relocated to Norfolk from New Orleans in 2009. The Reserve Forces Command is the global headquarters for more than 68,000 reserve sailors and brought approximately 450 military and civilian employees to Hampton Roads. The Command is responsible for readiness, oversight, manpower management, logistics, mobilization and training of reserve sailors.

On August 9, 2010, Defense Secretary Robert Gates announced a series of steps aimed at reducing overhead in the defense budget and redirecting the money saved to the war effort and preparation for future conflicts. Among his directives was the closure of the Joint Forces Command ("JFCOM") which is headquartered in Norfolk. JFCOM was disestablished in August 2011, with all related personnel moves completed in March 2012. About half of the JFCOM workforce was retained, including approximately 1,900 of the 3,800 employed in the Hampton Roads area. Of JFCOM's 21 buildings in Norfolk and Suffolk, four remain in use, including the Joint Warfighting Center in Suffolk and three other buildings in Norfolk. The majority of the military personnel were reassigned to other units within Norfolk and the region. The military, particularly the Navy, will remain a mainstay of the increasingly diversified southeastern Virginia economy.

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APPENDIX A

**CITY OF NORFOLK, VIRGINIA
GENERAL PURPOSE FINANCIAL
STATEMENTS FOR THE FISCAL YEAR
ENDED JUNE 30, 2011**

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KPMG LLP
Suite 1900
440 Monticello Avenue
Norfolk, VA 23510

Independent Auditors' Report

The Honorable Members of City Council
City of Norfolk, Virginia:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Norfolk, Virginia (the City) as of and for the year ended June 30, 2011, which collectively comprise the City's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America, the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the *Specifications for Audits of Counties, Cities and Towns* (Specifications), issued by the Auditor of Public Accounts of the Commonwealth of Virginia. Those standards and Specifications require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Norfolk, Virginia as of June 30, 2011, and the respective changes in financial position, and where applicable, cash flows thereof for the year then ended, in conformity with U.S. generally accepted accounting principles.

As discussed in note XXV to the basic financial statements, the City adopted the provisions of Governmental Accounting Standards Board Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, effective July 1, 2010.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2011 on our consideration of the City's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.



The accompanying Management's Discussion and Analysis on pages 3 to 18, schedule of funding progress on page 93, and schedules of revenue, and budgetary comparison schedule on pages 94 through 96 are not a required part of the basic financial statements but are supplementary information required by U.S. generally accepted accounting principles. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The accompanying information listed as Introductory Section, Other Supplementary Information and Statistical Section in the accompanying table of contents, including the schedule of expenditures of federal awards as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, is presented for purposes of additional analysis and is not a required part of the basic financial statements. The Other Supplementary Information and schedule of expenditures of federal awards have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole. The Introductory Section and Statistical Section have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we express no opinion on them.

KPMG LLP

December 13, 2011

**MANAGEMENT'S DISCUSSION
AND ANALYSIS
(Unaudited)**



CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011

The management of the City of Norfolk (the "City") provides this narrative overview and analysis of the financial activities of the City for the fiscal year ended June 30, 2011. As readers, you are encouraged to read this discussion and analysis in conjunction with the transmittal letter and City's financial statement information included in this report. The intent of this discussion and analysis is to provide a summarized view of the City's financial performance as a whole; readers should also review the basic financial statements and supporting notes to enhance their understanding of the City's financial performance.

Financial Highlights

- The assets of the City, on a government-wide basis excluding component units, exceeded its liabilities at the close of fiscal year 2011 by \$679,159,881 (net assets). Of this amount, \$67,804,419 (unrestricted net assets) may be used to meet the government's ongoing obligations to citizens and creditors. Total net assets decreased by \$7,197,666 and unrestricted net assets decreased by \$71,876,918.
- As of the close of the current fiscal year, the City's governmental funds reported a combined ending fund balance of \$199,407,835, a decrease of \$58,325,967 in comparison with the prior year. This decrease was primarily attributable to capital outlays of \$75,531,169. Approximately 28.1 percent or \$55,967,308 is unassigned.
- The General Fund, on a current financial resources basis, reported an excess of revenues and other financing sources over expenditures and other financing uses of \$10,357,214, primarily due to continued efforts to control costs through limitation of hiring and travel due to the expected decrease in revenue as a result of current economic conditions.
- At the end of the current fiscal year, the total unassigned fund balance for the general fund was \$55,967,308 or 7.0 percent of the general fund budget.
- The City's total outstanding bonded indebtedness decreased by \$20,613,520 during the current fiscal year.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the City's basic financial statements. The financial section of this report includes management's discussion and analysis, the basic financial statements and required supplementary information. The basic financial statements are comprised of three components: 1) government-wide financials statements, 2) fund financial statements and 3) notes to the

CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011

basic financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements – The *government-wide financial statements* are designed to provide readers with a broad overview of the City's finances in a manner similar to a private-sector business. These statements include all of the government's assets and liabilities using the accrual basis of accounting.

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

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

Both of the government-wide financial statements distinguish functions of the City that are mainly supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their cost through user fees and charges (business-type activities). The governmental activities of the City include general government, public safety, highways and streets, sanitation, economic development, public health, and culture and recreation. The business-type activities of the City include Water Utility, Wastewater Utility and Parking Facilities enterprise activities.

The government-wide financial statements include not only the City itself (known as the primary government), but also the following legally separate component units for which the City is financially accountable: Norfolk Public Schools ("School Board"), Waterside Associates Limited Partnership ("Waterside Associates"), and the Norfolk Community Services Board ("CSB"). Financial information for these component units is reported separately from the financial information presented for the primary government and can be found on pages 30 - 31 of this report.

Fund financial statements – A fund is a grouping of related accounts used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. In the basic financial statements, the emphasis is on major funds. All of the funds of the City can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

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MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011

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

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers can better understand the long-term impact of the government's near-term financing decisions. A reconciliation between the government-wide financial statements and the fund financial statements is included as part of the basic financial statements.

The City maintains several individual governmental funds. Information is presented separately in the governmental fund balance sheet and governmental fund statement of revenues, expenditures and changes in fund balance for the general, capital projects and debt service funds, all of which are considered major funds. All other governmental funds are combined in a single, aggregated presentation. Individual fund data for each of the non-major funds are presented separately in the form of combining statements elsewhere in this report.

The City adopts an annual budget for certain of its funds. To demonstrate compliance with this budget, budgetary comparison statements have been provided in this report.

The basic governmental fund financial statements can be found in pages 21 - 24 of this report.

Proprietary funds – The City maintains two types of proprietary funds: enterprise and internal service.

The enterprise funds are used to account for its Water Utility, Wastewater Utility, and Parking Facilities operations. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements.

Internal service funds are an accounting mechanism to accumulate and allocate costs internally among the City's functions. The City has two internal service funds, Fleet Management and Storehouse operations. Because both of these services predominantly benefit governmental functions, they are included within the governmental activities in the government-wide financial statements.

Proprietary funds provide the same type of information as the government-wide financial statements only in more detail. The proprietary fund financial statements provide

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For the Fiscal Year Ended June 30, 2011

separate information for the Water and Wastewater Utilities and the Parking Facilities operations, all of which are considered major funds. Conversely, the internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the internal service funds is provided in the form of combining statements in this report.

The basic proprietary fund financial statements can be found on pages 25 - 27 of this report.

Fiduciary funds are used to account for resources held for the benefit of parties outside the City. The fiduciary funds of the City include the City's pension trust fund, the Commonwealth of Virginia agency fund and other agency fund. Fiduciary funds are not included in the government-wide financial statements because the resources of those funds are not available to support the City's own programs. The accounting used for fiduciary funds is much like that used in proprietary funds.

The fiduciary fund financial statements can be found in pages 28 - 29 of this report.

Notes to the financial statements – The notes provide additional information that is essential for a full understanding of the data provided in the government-wide and fund financial statements. The notes can be found beginning on page 32.

Other Information – In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension and other post-employment benefits to its employees. Required supplementary information can be found on pages 93 - 96 of this report.

The combining statements referred to earlier in connection with nonmajor governmental funds and internal service funds are presented on pages 97 - 100 of this report.

Government-Wide Financial Analysis

Over time, net assets may serve as a useful indicator of the City's financial position. In the case of the City, assets exceeded liabilities by \$679,159,881 at the close of fiscal year 2011.

By far, the largest portion of the City's net assets, \$591,683,464 or 87.1 percent is its investment in capital assets (e.g., land, buildings, equipment, intangibles and infrastructure) less accumulated depreciation and amortization and less any related outstanding debt used to acquire those assets. These capital assets are used to provide services to citizens and are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted

**CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

that the resources needed to repay this debt must be provided from other resources, since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of the City's net assets, approximately 2.9 percent represent resources that are subject to external restrictions on how they may be used. The remaining balance of \$67,804,419 of unrestricted net assets may be used to meet the City's ongoing obligations to citizens and creditors.

Summary of the City of Norfolk's Net Assets

	Governmental Activities		Business-Type Activities		Totals	
	2011	2010	2011	2010	2011	2010
Current and Other Assets	\$ 282,652,755	\$ 344,519,287	\$ 180,250,695	\$ 152,186,058	\$ 462,903,450	\$ 496,705,345
Capital Assets	865,283,070	857,514,502	824,447,814	807,722,067	1,689,730,884	1,665,236,569
Total Assets	<u>1,147,935,825</u>	<u>1,202,033,789</u>	<u>1,004,698,509</u>	<u>959,908,125</u>	<u>2,152,634,334</u>	<u>2,161,941,914</u>
Long-Term Liabilities	758,614,075	795,682,918	643,368,366	612,299,892	1,401,982,441	1,407,982,810
Other Liabilities	52,654,476	53,057,531	18,837,536	14,544,026	71,492,012	67,601,557
Total Liabilities	<u>811,268,551</u>	<u>848,740,449</u>	<u>662,205,902</u>	<u>626,843,918</u>	<u>1,473,474,453</u>	<u>1,475,584,367</u>
Net Assets:						
Invested in Capital Assets						
Net of Related Debt	324,576,143	155,953,608	267,107,321	229,692,711	591,683,464	385,646,319
Restricted	6,744,226	120,974,389	12,927,772	40,055,502	19,671,998	161,029,891
Unrestricted	5,346,905	76,365,343	62,457,514	63,315,994	67,804,419	139,681,337
Total Net Assets	<u>\$ 336,667,274</u>	<u>\$ 353,293,340</u>	<u>\$ 342,492,607</u>	<u>\$ 333,064,207</u>	<u>\$ 679,159,881</u>	<u>\$ 686,357,547</u>

For governmental activities, total net assets decreased by \$16,626,066 or 4.7 percent overall during the current fiscal year. Factors that contributed to a change in total governmental net assets include: a reduction in revenue as a result of current economic conditions and increases in expenses in certain functional areas (primarily education and community development) as well as increase in interest on long-term debt as a result of bonds issued in the prior year.

For business-type activities, net assets increased by \$9,428,400 or 2.8 percent during the fiscal year. Of this amount, \$7,442,790, \$4,007,420 and \$(2,021,810) are changes attributed to the Water Utility, Wastewater Utility and Parking Facilities funds, respectively. Overall revenues remained fairly consistent with the prior year due to an increase in charges for services as a result of increases in rates offset by declines in other revenue.

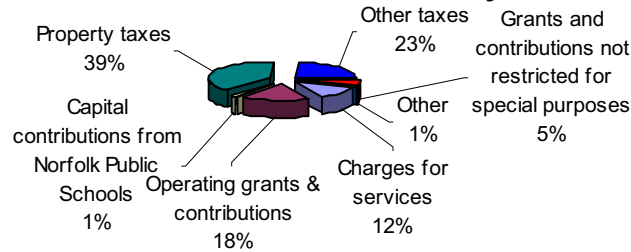
CITY OF NORFOLK, VIRGINIA
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For the Fiscal Year Ended June 30, 2011

Key programmatic and functional elements of these changes in government-wide net assets are demonstrated on the following page:

Changes in the City of Norfolk's Net Assets						
	Governmental Activities		Business-Type Activities		Totals	
	2011	2010	2011	2010	2011	2010
Revenues:						
Program Revenues:						
Charges for Services	\$ 78,753,208	\$ 69,300,499	\$ 124,617,316	\$ 121,582,120	\$ 203,370,524	\$ 190,882,619
Operating Grants & Contributions	116,647,782	127,665,377	-	-	116,647,782	127,665,377
Capital Grants & Contributions	-	7,175,380	129,652	366,363	129,652	7,541,743
General Revenues:						
Property Taxes	255,529,830	256,339,199	-	-	255,529,830	256,339,199
Other Taxes	153,885,777	153,615,005	-	-	153,885,777	153,615,005
Grants and Contributions not restricted for specific purposes	32,641,609	32,892,521	557,326	147,752	33,198,935	33,040,273
Capital Contributions from Norfolk Public Schools	11,084,963	40,387,140	-	-	11,084,963	40,387,140
Other	6,966,793	6,528,503	3,784,728	6,794,339	10,751,521	13,322,842
Total Revenues	655,509,962	693,903,624	129,089,022	128,890,574	784,598,984	822,794,198
Expenses:						
General Government	103,550,071	112,874,315	-	-	103,550,071	112,874,315
Judicial Administration	49,979,896	52,019,797	-	-	49,979,896	52,019,797
Public Safety	129,720,786	130,262,485	-	-	129,720,786	130,262,485
Public Works	101,136,816	132,176,401	-	-	101,136,816	132,176,401
Health and Public Assistance	82,368,494	91,923,045	-	-	82,368,494	91,923,045
Culture and Recreation	64,352,295	73,342,471	-	-	64,352,295	73,342,471
Community Development	18,637,893	15,428,530	-	-	18,637,893	15,428,530
Education	104,511,131	101,011,131	-	-	104,511,131	101,011,131
Interest on Long-Term Debt	27,930,691	26,013,627	-	-	27,930,691	26,013,627
Water Utility	-	-	67,852,343	64,316,142	67,852,343	64,316,142
Wastewater Utility	-	-	19,706,851	18,982,468	19,706,851	18,982,468
Parking Facilities	-	-	22,049,383	20,007,897	22,049,383	20,007,897
Total Expenses	682,188,073	735,051,802	109,608,577	103,306,507	791,796,650	838,358,309
Increase (decrease) in Net Assets before Transfers	(26,678,111)	(41,148,178)	19,480,445	25,584,067	(7,197,666)	(15,564,111)
Transfers	10,052,045	13,054,009	(10,052,045)	(13,054,009)	-	-
Increase (decrease) in Net Assets Adj to beginning net assets (GASB 51)	(16,626,066)	(28,094,169)	9,428,400	12,530,058	(7,197,666)	(15,564,111)
Net Assets Beginning of Year	353,293,340	379,538,235	333,064,207	320,534,149	686,357,547	700,072,384
Net Assets End of Year	\$ 336,667,274	\$ 353,293,340	\$ 342,492,607	\$ 333,064,207	\$ 679,159,881	\$ 686,357,547

**CITY OF NORFOLK, VIRGINIA
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

Governmental Activities: Revenues by Source



Governmental Activities – The City’s total revenues from governmental activities were \$655,509,962 for the fiscal year ended June 30, 2011. The largest sources of revenue for the City at 39 percent are property taxes (which are comprised of real estate and personal property taxes) and other taxes. Revenues from property taxes experienced a 0.3 percent decrease over the prior year. The real estate (general tax) tax rate for 2010-2011 was \$1.11 per \$100 of assessed value which has remained unchanged for the past few years. The real estate (downtown improvement district) tax rate for 2010-2011 was \$1.27 per \$100 of assessed value which has also remained unchanged from the prior year. Revenues from other taxes remained relatively flat in comparison to the prior year due to the slow economic recovery. Other taxes are comprised of sales & use, consumers’ utility, restaurant food, business license and hotel/motel taxes, just to name a few. This group of taxes represented 23 percent of total revenues for the fiscal year ended June 30, 2011.

Operating grants and contributions for governmental activities ended the fiscal year at \$116,647,782, a decrease of \$11,017,595 over the prior year. Grants and contributions not restricted for specific programs represent intergovernmental grants and contributions from State and Federal agencies. For the 2011 fiscal year, the City reported \$32,641,609 in grants and contributions not restricted for specific programs which is relatively consistent with the prior year.

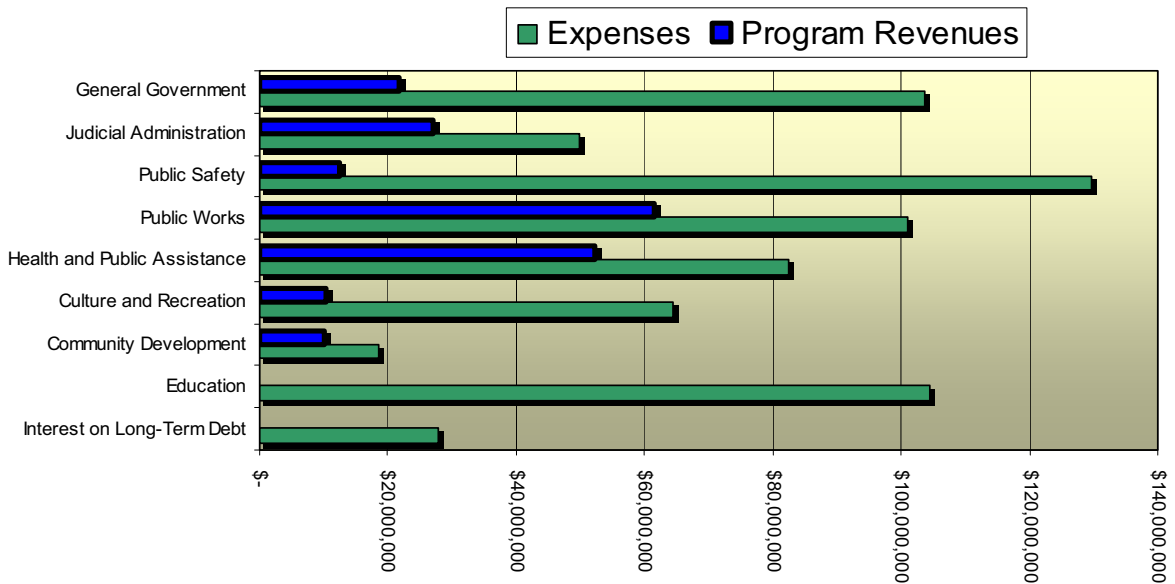
The City’s expenses for governmental activities cover a wide array of services, with \$129,720,786 or 19.0 percent for fiscal year 2011 related to public safety and \$104,511,131 or 15.3 percent for fiscal year 2011 for education (including payments to the School Board, a component unit). Overall, expenses for governmental activities decreased by 7.2 percent which was primarily driven by a \$31,039,585 or 22.5 percent decrease in expenses for public works as well as a \$8,990,176 or 12.3 percent

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decrease in expenses for culture and recreation. The decrease in public works expenses can be mainly attributed to a reduction in spending for capital projects for this area. The decrease in culture and recreation expenses is partially attributable to the opening of a new community center in fiscal year 2010. As the center was completed and opened in 2010, the same level of expenses were not experienced in fiscal year 2011.

Depreciation expense for governmental activities of \$38,190,537 was recorded.

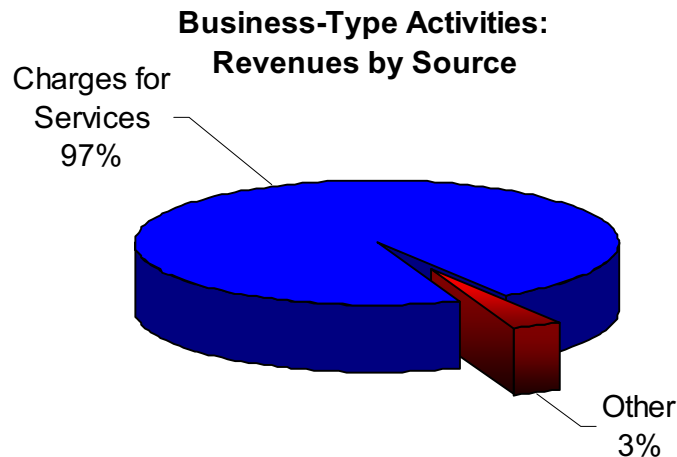
**Governmental Activities
Expenses and Program Revenues**



CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011

Business-type Activities – Business-type activities increased the City's net assets by \$9,428,400. Key elements of this change are as follows:

- Revenue from charges for services for business-type activities increased by 2.50 percent. Water utility charges for services increased \$1,590,621 and Wastewater utility charges for services increased \$547,583 primarily as a result of rate increases. As part of the City's utility rate plan to improve utility infrastructure throughout the City, the Water and Wastewater utility rates were increased by \$0.13/100 cubic feet and \$0.12/100 cubic feet, respectively.
- Parking facilities revenues increased \$896,992 or 4.78 percent from the prior year. The increase is mainly attributed to the increase in parking ticket revenue as a result of enhanced collections efforts including usage of the DMV stop program as well as the State Debt Set Off program.

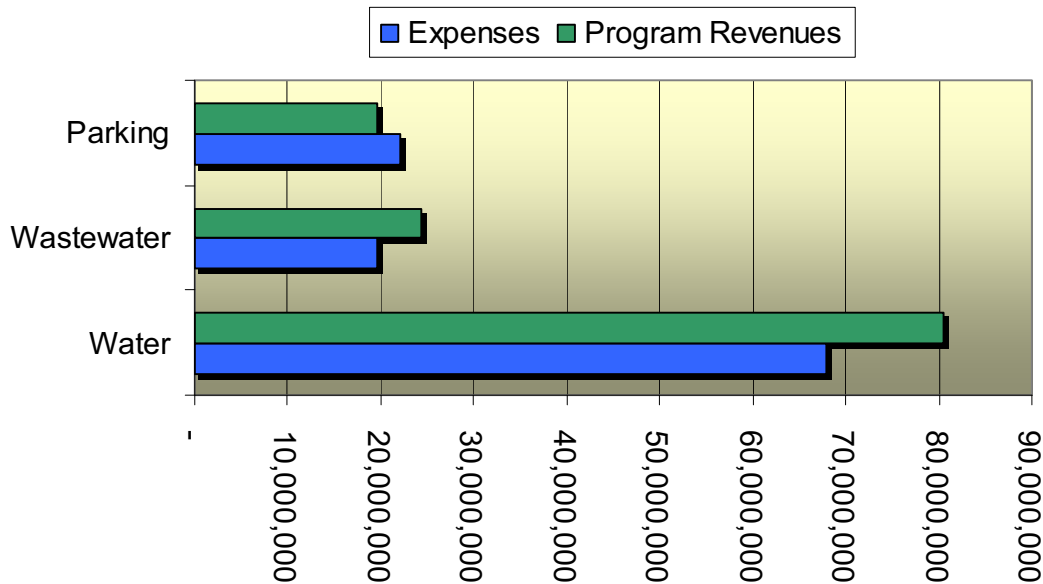


Operating expenses for Business-type activities increased overall by \$4,285,178 or 5.38 percent. The Water Utility fund's operating expenses increased by \$2,921,290 primarily due to increases in electricity costs as well as an increase in the required retirement contribution.

Also operating expenses in the Wastewater Utility and Parking Facilities funds increased due to an increase in the required retirement contribution as well as increase in depreciation year over year.

**CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

**Business Type Activities -
Expenses and Program Revenues**



Financial Analysis of the Government's Funds

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

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

Effective July 1, 2010, the City adopted GASB Statement 54, Fund Balance Reporting and Governmental Fund Type Definitions which more clearly defines the classifications of fund balance for more consistency and clarifies the definition of existing governmental fund types. These new classifications of fund balance comprise a hierarchy based on the extent to which the City is bound to observe constraints imposed upon the use of the financial resources of the funds. Fund balance is now reported in the following categories: nonspendable, restricted, committed, assigned and unassigned.

CITY OF NORFOLK, VIRGINIA
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For the Fiscal Year Ended June 30, 2011

At the end of the current fiscal year, the City's governmental funds reported combined ending fund balances of \$199,407,835, a decrease of \$58,325,967 or 22.9 percent over the prior year. Of the total ending fund balance, \$27,901 is nonspendable and \$44,079,478 or 22.1 percent is restricted. The restricted fund balance is that portion of fund balance that can only be spent for the specific purposes as stipulated by a third party or legislation. Funds that typically fall in this category are federal and state awards/grants as well as certain tax dollars levied for specific purposes. Committed fund balance is \$25,135,547 or 12.6 percent of total ending fund balance and represents amounts within fund balance that have been designated for a specific purpose by City Council. Included in this classification are amount designated by City Council for the City's self-insured workers; compensation and general liability programs. Assigned fund balance is \$74,197,601 or 37.2 percent of total ending fund balance and represent funds intended to be used by the City for specific purposes. Encumbrances that are not considered committed are included in this classification. The remaining \$55,967,308 or 28.1 percent of ending fund balance in the City's governmental funds is available for spending at the government's discretion and is classified as unassigned.

The City's primary governmental fund is its general fund. As a matter of fiscal policy, the City unassigned fund balance is targeted to be no less than five percent of the general government's and School Board's annual operating budgets, or \$39,767,381.

For the general fund, on the budgetary basis of accounting, the City ended the fiscal year with revenues below projections by \$7,630,320. Total expenditures were less than appropriations by \$23,698,178.

The general fund experienced an overall increase in revenue of \$10,362,287 or 1.8 percent over the prior year. This is primarily attributable to the adoption of GASB Statement 54 which resulted in some funds previously classified as special revenue being merged into the general fund effective July 1, 2010. As such, their associated revenues and expenditures are included in the general fund. Overall expenditures decreased by \$363,918 or 0.1 percent from fiscal year 2010. General fund financial and budgetary highlights of the 2011 fiscal year include:

- Other local tax collections were less than budgetary projections by \$2,606,036;
- Aid from the Commonwealth was less than budgetary projections by \$2,851,548. This was mainly attributable to a reduction in the Aid from the Commonwealth for public assistance which declined by \$2,632,356 due to lower utilization of day care and adult services. Additionally, \$561,199 of public assistance was funded via federal stimulus funds and as such, that has been reported as aid from the Federal Government although it was budgeted as aid from the Commonwealth. This is also the reason that aid from the Federal government exceeded budgetary projections; and

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MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

- During fiscal year 2011, the City continuously monitored revenue levels so that it could adjust spending accordingly, if necessary. During the latter half of the year, it was determined that revenue would be less than anticipated. The City implemented a city-wide cost savings strategy whereby it placed projects on hold, reduced travel where possible as well as took other measures to reduce spending. This is the primary reason for \$23,698,178 in expenditure savings experienced in fiscal year 2011. Of this amount, \$1,083,077 is specifically attributable to debt service due to timing of bond payments as well as bonds that were authorized but not issued.

Supplemental appropriations or amendments to the total 2011 general fund budget were:

General Fund:

Approved FY 2010-2011 budget	\$ 785,638,700
Adoption of GASB 54:	
Add: Nauticus	5,797,100
Maritime Facility	3,154,400
Budget adjustment	8,951,500
Total adjusted fiscal year 2010-2011 budget	794,590,200

Supplemental appropriations:

Additional revenue from the Commonwealth of Virginia for the maintenance of eligible City streets	757,420
Total supplemental appropriations	757,420
Final FY 2010-2011 budget	\$ 795,347,620

The City spent \$75,531,169 in the Capital Projects fund to fund major capital projects, including construction of the light rail system, critical repairs to City and School Board buildings, City infrastructure improvements and various improvements for neighborhood revitalization. The fund had a total fund balance of \$79,347,543. In fiscal year 2011, the City used proceeds from bond sold in fiscal year 2010 as well as cash on hand to fund these expenditures.

The Debt Service fund does not have any assets, liabilities or net assets at fiscal year end. During the year, \$79,057,228 were transferred in from various funds to pay for an equal amount of debt service requirements.

Proprietary Funds – The City's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail. Generally, the City can only use the net assets of these funds to finance continuing operations of the enterprise operations. Factors concerning the finances of these funds have already been addressed in the discussion of the City's business-type activities.

**CITY OF NORFOLK, VIRGINIA
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

Capital Asset and Debt Administration

Capital Assets – The City's investment in capital assets, net of related debts, for its governmental and business-type activities as of June 30, 2011, amounted to \$591,683,464 (net of accumulated depreciation). The investment in capital assets includes land, buildings, improvements, infrastructure (streets, roads, bridges, highways, water/sewer systems, etc...), machinery, equipment, intangibles and construction in progress. Infrastructure assets represent 22.32 percent of total general governmental assets.

Major capital projects spending during the fiscal year included the following:

- Continued construction on the City's 7.4 mile light rail project which was completed in August 2011 of which \$16.9 million was spent during the fiscal year. This project is not capitalized by the City and as such is not included in the City's capital assets;
- \$7.1 million overall in total school-related capital projects which includes repairs to school buildings with the bulk of the funds being spent on the construction of Crossroads Elementary;
- \$3.2 million in various neighborhood conservation and revitalization efforts throughout in the City;
- Investment of \$3.9 million in improvements to neighborhood streets throughout the City;
- Construction of the Third Police Precinct with over \$7 million spend in fiscal year 2011;
- Continued construction on the new downtown main library, of which approximately \$14 million has been invested to date with \$2.5 million being spent in fiscal year 2011; and
- Acquisition of and upgrade to property to support strategic development projects in the amount of \$5.2 million.

Construction in progress totaled \$106.3 million for governmental activities at the end of the fiscal year. Construction in progress totaled \$43.2 million for business-type activities, which includes Water Utility, Wastewater Utility and Parking Facilities projects.

Summary of the City of Norfolk's Capital Assets
(net of accumulated depreciation)

	Governmental Activities		Business-Type Activities		Totals	
	2011	2010	2011	2010	2011	2010
Land	\$ 84,906,993	\$ 71,715,935	\$ 46,646,352	\$ 46,276,852	\$ 131,553,345	\$ 117,992,787
Buildings & equipment	435,827,900	450,150,100	713,195,494	715,228,925	1,149,023,394	1,165,379,025
Improvements other than buildings	43,831,541	47,878,205	16,543,057	3,943,044	60,374,598	51,821,249
Construction in progress	106,304,559	91,960,126	43,246,176	36,512,238	149,550,735	128,472,364
Intangible assets	1,291,324	1,364,909	4,816,735	5,761,008	6,108,059	7,125,917
Infrastructure	193,120,753	194,445,227	-	-	193,120,753	194,445,227
Total	\$ 865,283,070	\$ 857,514,502	\$ 824,447,814	\$ 807,722,067	\$ 1,689,730,884	\$ 1,665,236,569

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MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

Additional information on the City's capital assets can be found in Note VII on pages 52 - 54 of this report.

Long-term Debt – At June 30, 2011 the City (including the enterprise funds) had total bonded debt outstanding of \$1,276,316,324. Of this amount, \$826,873,665 comprises debt backed by the full faith and credit of the City. The remainder of the City's debt represents bonds secured solely by specified revenue sources (i.e., revenue bonds).

A summary of the City's outstanding bonded debt is as follows:

City of Norfolk's Bonded Debt

	Governmental Activities		Business-Type Activities		Totals	
	2011	2010	2011	2010	2011	2010
General obligation bonds	\$ 639,674,884	\$ 688,151,830	\$ 187,198,781	\$ 199,619,847	\$ 826,873,665	\$ 887,771,677
Revenue bonds	-	-	449,442,659	409,158,167	449,442,659	409,158,167
Total	\$ 639,674,884	\$ 688,151,830	\$ 636,641,440	\$ 608,778,014	\$ 1,276,316,324	\$ 1,296,929,844

The City's total debt outstanding decreased by \$20,613,520 (1.6 percent) during the fiscal year. The City issues debt based on its cash flow capital needs.

During the year, the City issued \$90,165,000 of general obligation refunding bonds which were used to defeased previously issued general obligation bonds. The advance refunding will reduce the City's total debt service payments for bonds and result in an economic gain (difference between the present values of the debt service payments on the old and new debt) of \$3,320,406. Additionally, the City issued a total of \$75,305,000 of general obligation bond anticipation notes of which a portion of the proceeds were used to repay the outstanding principal amount on a previously issued general obligation bond anticipation notes.

The development of the City's 5-year Capital Improvement Program and its related debt are guided by various debt affordability practices. These practices limit total tax supported (not supported by specific fees or charges) debt as follows:

- Bonded debt service requirements will not exceed ten (10) percent of general governmental expenditures; and
- Bonded debt outstanding will not exceed 3.5 percent of the assessed value of taxable real property in the City.

Business-type activities debt practices are governed by revenue bond indentures in addition to various rate affordability measures.

Credit ratings for the City's general obligation and water revenue bond programs are as follows:

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MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

Bonding Program	Fitch Ratings	Standard and Poor’s	Moody’s Investors Service
General Obligation	AA+	AA	Aa2
Water Revenue	AA+	AA+	Aa2

The City’s parking and wastewater systems do not maintain an underlying credit rating.

State statutes limit the amount of general obligation debt the City may issue to ten percent of its total assessed valuation. The current debt limitation for the City is \$1,932,064,350 which is significantly in excess of the City’s general obligation debt outstanding.

Additional information on the City’s long-term debt can be found in Note VIII on pages 57- 66 of this report.

Economic Factors and Next Year’s Budgets and Rates

- The slow economic recovery continues to have a negative impact on the City as well as the State. The State’s fiscal condition is of consequence to the City, since nearly 40 percent of general fund resources come from the State. Considering the effects of the national, state and local economic conditions, the City focused on core service delivery in developing the fiscal year 2012 budget.
- Taxable real estate assessments are projected to decline overall in the 2012 fiscal year by 4.95 percent. Residential and commercial assessments are projected to decline by 4.3 percent and 9.3 percent, respectively.
- Other local taxes have experienced a downturn in comparison to fiscal year 2011 initial budget projections; however, many are expected to slightly increase in comparison to the fiscal year 2011 end of year estimates due to a modest recovery of the economy. The following reflects major other tax change projections in comparison to the fiscal year 2011 end of year estimates:
 - Sales taxes – 3.9 percent increase;
 - Consumer’s utility tax – 2.5 percent increase;
 - Business license taxes – 3.3 percent increase;
 - Restaurant food taxes – 2.1 percent increase; and
 - Hotel and motel tax – 3.6 percent increase.
- Rate increases for both the Water Utility and Wastewater Utility funds continue to provide necessary funding to finance capital improvements.
- The City anticipates continued increases in retirement contributions as a result of the economic downturn and its impact on investments. Additionally the City anticipates increases in required pension contributions in future years as it

**CITY OF NORFOLK, VIRGINIA
MANAGEMENT’S DISCUSSION AND ANALYSIS (UNAUDITED)
For the Fiscal Year Ended June 30, 2011**

relates to participation in any Virginia Retirement System (VRS) sponsored retirement plans, mainly through participation by the School Board and the constitutional offices of the City, as a result of actions taken by the Commonwealth of Virginia to defer increases in pension contributions for fiscal years 2010 and 2011.

All of these factors were considered in preparing the City’s budget for fiscal year 2012. The fiscal year 2012 operating budget includes transfers in from non-General funds of approximately \$12.2 million, which includes: carrying forward unspent appropriations from prior years and closeout of accounts and fiscal year 2011 savings realized from the mid-year budget reduction.

There were no changes in tax rates for the 2011 fiscal year with the exception of an \$0.08 increase in personal property taxes on motor vehicles and business furniture, fixtures and equipment. The following represents changes in fees implemented with the budget for the 2011 fiscal year:

Description	FY 2012 Approved	FY 2011 Approved
Wastewater Fees	\$3.26/100 cubic feet	\$3.13/100 cubic feet
Water Fees	\$4.01/100 cubic feet	\$3.87/100 cubic feet
Stormwater Fees – Residential	\$8.70/month	\$8.46/month
Stormwater Fees – Commercial	\$6.00/month per 2,000 sq. ft.	\$5.79/month per 2,000 sq. ft.

Requests for Information

This financial report is designed to provide a general overview of the City’s finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Director of Finance, 810 Union Street, Suite 600, Norfolk, Virginia, 23510.

BASIC FINANCIAL STATEMENTS



CITY OF NORFOLK, VIRGINIA

Exhibit 1

Statement of Net Assets
June 30, 2011

	Primary Government			Component Units
	Governmental Activities	Business-Type Activities	Total	
ASSETS				
Cash and short term investments	\$ 190,157,683	\$ 49,245,798	\$ 239,403,481	\$ 34,596,253
Restricted cash held with fiscal agent	-	24,882,179	24,882,179	-
Unrestricted short term investments	-	20,600,831	20,600,831	-
Receivables, net:				
Taxes	49,321,490	-	49,321,490	-
Accounts	9,725,886	18,705,576	28,431,462	1,335,907
Accrued investment income	6,595	4,120	10,715	-
Internal balances	1,333,641	(1,333,641)	-	-
Due from other governments	29,598,150	53,550	29,651,700	30,104,284
Due from Primary Government	-	-	-	1,751,300
Inventories	2,306,789	1,849,040	4,155,829	722,744
Prepaid items	27,901	-	27,901	-
Restricted cash and investments	129,930	66,243,242	66,373,172	760,994
Other assets	44,690	-	44,690	238,988
Non-depreciable capital assets	191,280,566	92,196,765	283,477,331	501,324
Depreciable capital assets, net	674,002,504	732,251,049	1,406,253,553	15,437,868
Total assets	<u>\$ 1,147,935,825</u>	<u>\$ 1,004,698,509</u>	<u>\$ 2,152,634,334</u>	<u>\$ 85,449,662</u>
LIABILITIES				
Vouchers payable	\$ 21,703,354	\$ 10,479,833	\$ 32,183,187	\$ 9,913,247
Employees withholdings	838,376	-	838,376	-
Contract retainage	1,068,614	1,038,304	2,106,918	-
Accrued interest	7,434,860	3,411,794	10,846,654	-
Accrued payroll	7,168,747	725,570	7,894,317	24,526,070
Accrued expenses	7,396	-	7,396	-
Due to other governments	5,971,116	-	5,971,116	1,568,410
Due to component unit	1,751,300	-	1,751,300	-
Other current liabilities	6,171,283	342,781	6,514,064	-
Deferred revenue	539,430	-	539,430	183,141
Other payables	-	-	-	1,249,755
Liabilities payable from restricted assets	-	2,839,254	2,839,254	-
Long-term liabilities:				
Due within one year	112,028,713	30,880,092	142,908,805	10,131,806
Due in more than one year	646,585,362	612,488,274	1,259,073,636	17,326,773
Total liabilities	<u>811,268,551</u>	<u>662,205,902</u>	<u>1,473,474,453</u>	<u>64,899,202</u>
NET ASSETS				
Invested in capital assets, net of related debt	324,576,143	267,107,321	591,683,464	12,314,679
Restricted for:				
Perpetual care - nonexpendable	6,349,226	-	6,349,226	-
Capital projects	-	12,927,772	12,927,772	1,105,132
Retirees' life insurance-future expenditures	395,000	-	395,000	-
Other programs	-	-	-	814,818
Unrestricted	<u>5,346,905</u>	<u>62,457,514</u>	<u>67,804,419</u>	<u>6,315,831</u>
Total net assets	<u>336,667,274</u>	<u>342,492,607</u>	<u>679,159,881</u>	<u>20,550,460</u>
Total liabilities and net assets	<u>\$ 1,147,935,825</u>	<u>\$ 1,004,698,509</u>	<u>\$ 2,152,634,334</u>	<u>\$ 85,449,662</u>

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

CITY OF NORFOLK, VIRGINIA
Statement of Activities
For the Year Ended June 30, 2011

Functions/Programs	Program Revenues				Net (Expense) Revenue and Changes in Net Assets			Component Units
	Expenses	Charges for Services	Capital		Governmental Activities	Primary Government Business-Type Activities	Total	
			Operating Grants and Contributions	Grants and Contributions				
Primary government:								
Governmental activities:								
General government	\$ 103,550,071	\$ 18,629,782	\$ 3,165,045	\$ -	(81,755,244)	\$ -	\$ (81,755,244)	\$ -
Judicial administration	49,579,886	3,629,295	23,439,401	-	(22,911,200)	-	(22,911,200)	-
Public safety	129,720,786	7,942,486	4,392,897	-	(117,385,403)	-	(117,385,403)	-
Public works	101,136,816	36,889,862	24,661,997	-	(39,584,957)	-	(39,584,957)	-
Health and public assistance	82,368,494	81,412	52,198,615	-	(30,088,487)	-	(30,088,487)	-
Culture and recreation	64,352,295	10,100,930	228,874	-	(54,022,491)	-	(54,022,491)	-
Community development	18,637,893	1,479,441	8,560,953	-	(8,597,499)	-	(8,597,499)	-
Education	104,511,131	-	-	-	(104,511,131)	-	(104,511,131)	-
Interest on long-term debt	27,930,691	-	-	-	(27,930,691)	-	(27,930,691)	-
Total governmental activities	682,188,073	76,753,208	116,647,782	-	(486,787,083)	-	(486,787,083)	-
Business-type activities:								
Water	67,852,343	80,573,611	-	129,652	0	12,850,920	12,850,920	-
Wastewater	19,706,851	24,362,092	-	-	0	4,655,241	4,655,241	-
Parking facilities	22,049,383	19,681,613	-	-	0	(2,367,770)	(2,367,770)	-
Total business-type activities	109,608,577	124,617,316	-	129,652	0	15,138,391	15,138,391	-
Total primary government	791,796,650	\$ 203,370,524	\$ 116,647,782	\$ 129,652	(486,787,083)	\$ 15,138,391	(471,648,692)	\$ -
Component units:								
Norfolk Public Schools	370,542,917	\$ 4,847,324	\$ 209,643,854	\$ 6,877,496	-	-	\$ (149,174,243)	(149,174,243)
Waterside Fund	1,778,954	169,511	-	-	-	-	(1,609,443)	(1,609,443)
Community Services Board	26,046,621	6,929,297	13,659,432	-	-	-	(5,457,892)	(5,457,892)
Total component units	398,368,492	\$ 11,946,132	\$ 223,303,286	\$ 6,877,496	-	-	(196,241,578)	(196,241,578)
General revenues:								
Taxes:								
General property taxes - real estate and personal property					255,529,830	-	255,529,830	-
Consumers' utility taxes					48,360,323	-	48,360,323	-
Sales and use taxes					28,410,605	-	28,410,605	-
Restaurant food taxes					24,094,023	-	24,094,023	-
Business license taxes					25,849,255	-	25,849,255	-
Hotel/Motel taxes					6,512,106	-	6,512,106	-
Cigarette taxes					7,160,873	-	7,160,873	-
Admissions taxes					3,859,803	-	3,859,803	-
Motor vehicle licenses					4,313,329	-	4,313,329	-
Franchise, recordation and other miscellaneous local taxes					5,325,460	-	5,325,460	-
Use of money and property					1,065,315	511,289	1,576,604	1,035,187
Grants and contributions not restricted to specific programs					32,641,609	597,326	33,198,935	-
Miscellaneous					5,901,478	3,430,663	9,332,141	-
Commonwealth of Virginia					-	(157,224)	(157,224)	(235)
Loss from sale of assets					-	-	-	6,409
Payment from Primary Government					-	-	-	28,911,984
Capital contributions - Norfolk Public Schools					-	-	-	109,848,631
Transfers					-	-	-	-
Total general revenues and transfers					470,161,017	(10,052,045)	460,108,972	139,801,576
Changes in net assets					(16,626,066)	9,425,400	(7,197,666)	(16,439,602)
Net assets - beginning					353,293,340	333,064,207	686,357,547	38,331,173
Adjustment to beginning net assets - component unit					-	-	-	(1,341,111)
Net assets - ending					\$ 336,667,274	\$ 342,492,607	\$ 679,159,881	\$ 20,550,460

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

CITY OF NORFOLK, VIRGINIA
Balance Sheet - Governmental Funds
June 30, 2011

Exhibit A-1

	Major Funds			Non-major Governmental Funds	Total Governmental Funds
	General Fund	Capital Projects	Debt Service		
ASSETS					
Cash and short term investments	\$ 60,426,113	\$ 113,306,930	\$ -	\$ 15,970,907	\$ 189,703,950
Receivables, net:					
Taxes	49,321,490	-	-	-	49,321,490
Accounts	1,833,896	-	-	7,778,677	9,612,573
Accrued investment income	6,595	-	-	-	6,595
Due from other funds	19,890,925	218,357	-	4,449,771	24,559,053
Due from other governments	22,067,200	-	-	6,881,580	28,948,780
Restricted cash held with fiscal agent	-	129,930	-	-	129,930
Prepays	5,483	-	-	22,418	27,901
Other assets	-	-	-	44,690	44,690
Total assets	<u>\$ 153,551,702</u>	<u>\$ 113,655,217</u>	<u>\$ -</u>	<u>\$ 35,148,043</u>	<u>\$ 302,354,962</u>
LIABILITIES					
Vouchers payable	\$ 8,672,549	\$ 9,165,014	\$ -	\$ 3,150,675	\$ 20,988,238
Employee withholdings	838,376	-	-	-	838,376
Contract retainage	131,427	901,264	-	35,923	1,068,614
Accrued payroll	6,700,996	-	-	300,711	7,001,707
Accrued expenses	-	-	-	7,396	7,396
Due to other funds	217,911	22,188,591	-	909,728	23,316,230
Due to other governments	-	-	-	5,971,116	5,971,116
Due to component unit	-	1,751,300	-	-	1,751,300
Deferred revenue	35,394,901	-	-	841,158	36,236,059
Other liabilities	5,314,807	301,505	-	151,779	5,768,091
Total liabilities	<u>57,270,967</u>	<u>34,307,674</u>	<u>-</u>	<u>11,368,486</u>	<u>102,947,127</u>
FUND BALANCES					
Nonspendable	5,483	-	-	22,418	27,901
Restricted	395,000	41,063,089	-	2,621,389	44,079,478
Committed	1,898,571	11,977,925	-	11,259,051	25,135,547
Assigned	38,014,373	26,306,529	-	9,876,699	74,197,601
Unassigned	55,967,308	-	-	-	55,967,308
Total fund balances	<u>96,280,735</u>	<u>79,347,543</u>	<u>-</u>	<u>23,779,557</u>	<u>199,407,835</u>
Total liabilities and fund balances	<u>\$ 153,551,702</u>	<u>\$ 113,655,217</u>	<u>\$ -</u>	<u>\$ 35,148,043</u>	<u>\$ 302,354,962</u>

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

CITY OF NORFOLK, VIRGINIA
Reconciliation of the Balance Sheet of Governmental Funds
to the Statement of Net Assets
June 30, 2011

Exhibit A-2

Fund balances--total governmental funds	\$	199,407,835
Amounts reported for governmental activities in the Statement of Net Assets are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds:		
Cost of capital assets	2,223,074,482	
Accumulated depreciation	<u>(1,362,687,920)</u>	860,386,562
Other long-term assets are not available to pay for current-period expenditures and therefore are deferred in the funds:		
Adjustment for deferred revenue		35,696,629
Build America Bonds (BABs)		649,370
Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds:		
Bonds and notes payable	(640,883,146)	
Unamortized Bond premium	(12,080,458)	
Retirement contribution	(38,140,246)	
Other post employment benefits	(18,118,060)	
Compensated absences	(14,622,920)	
Workers' compensation and claims liability	(31,673,082)	
Other	(2,174,660)	
Accrued interest payable	<u>(7,434,860)</u>	(765,127,432)
Internal service funds		6,043,336
GASB Statement 49 Pollution Remediation Obligation		(389,026)
Net assets of governmental activities	<u>\$</u>	<u>336,667,274</u>

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

CITY OF NORFOLK, VIRGINIA

Exhibit A-3

**Statement of Revenues, Expenditures, and Changes in Fund Balances
Governmental Funds
For Fiscal Year Ended June 30, 2011**

	Major Funds			Non-major Governmental Funds	Total Governmental Funds
	General Fund	Capital Projects	Debt Service		
REVENUES					
General property taxes	\$ 254,342,239	\$ -	\$ -	\$ 3,661,800	\$ 258,004,039
Other local taxes	145,141,964	-	-	8,743,813	153,885,777
Permits and licenses	3,690,959	-	-	-	3,690,959
Fines and forfeitures	1,287,993	-	-	9,815	1,297,808
Use of money and property	6,634,420	335,107	-	199,992	7,169,519
Charges for services	31,629,625	-	-	16,325,290	47,954,915
Miscellaneous	8,584,798	252,229	-	6,013,076	14,850,103
Recovered costs	10,722,712	-	-	-	10,722,712
Intergovernmental	116,589,551	-	-	32,899,423	149,488,974
Total revenues	<u>578,624,261</u>	<u>587,336</u>	<u>-</u>	<u>67,853,209</u>	<u>647,064,806</u>
EXPENDITURES					
Current operating:					
General government	78,643,175	-	-	2,212,097	80,855,272
Judicial administration	44,519,302	-	-	2,167,347	46,686,649
Public safety	103,863,085	-	-	12,959,885	116,822,970
Public works	55,910,310	-	-	14,214,020	70,124,330
Health and public assistance	59,272,655	-	-	20,483,935	79,756,590
Culture and recreation	39,502,709	-	-	6,359,175	45,861,884
Community development	10,713,656	-	-	5,851,124	16,564,780
Education	104,511,131	-	-	-	104,511,131
Debt service:					
Principal	535,000	-	50,254,925	75,000	50,864,925
Interest and other charges	138,279	-	28,802,303	734,244	29,674,826
Capital outlay	1,003,250	75,531,169	-	-	76,534,419
Total expenditures	<u>498,612,552</u>	<u>75,531,169</u>	<u>79,057,228</u>	<u>65,056,827</u>	<u>718,257,776</u>
Excess (deficiency) of revenues over expenditures	<u>80,011,709</u>	<u>(74,943,833)</u>	<u>(79,057,228)</u>	<u>2,796,382</u>	<u>(71,192,970)</u>
OTHER FINANCING SOURCES (USES)					
Proceeds of refunding bonds	-	-	84,135,543	-	84,135,543
Issuance of debt	-	2,821,385	-	-	2,821,385
Payment to bond refunding escrow agent	-	-	(84,135,543)	-	(84,135,543)
Premium on bonds	-	504,569	-	-	504,569
Transfers in	12,940,571	5,009,666	79,057,228	7,865,339	104,872,804
Transfers out	(82,595,066)	(1,000,000)	-	(11,736,689)	(95,331,755)
Total other financing sources and uses	<u>(69,654,495)</u>	<u>7,335,620</u>	<u>79,057,228</u>	<u>(3,871,350)</u>	<u>12,867,003</u>
Net changes in fund balances	<u>10,357,214</u>	<u>(67,608,213)</u>	<u>-</u>	<u>(1,074,968)</u>	<u>(58,325,967)</u>
Fund balances--beginning	62,136,499	146,955,756	-	48,641,547	257,733,802
Adjustment to beginning balance - GASB 54	23,787,022	-	-	(23,787,022)	-
Fund balances--ending	<u>\$ 96,280,735</u>	<u>\$ 79,347,543</u>	<u>\$ -</u>	<u>\$ 23,779,557</u>	<u>\$ 199,407,835</u>

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

CITY OF NORFOLK, VIRGINIA

Exhibit A-4

**Reconciliation of the Statement of Revenues, Expenditures,
and Changes in Fund Balances to the Statement of Activities
For the Year Ended June 30, 2011**

Net change in fund balances--total governmental funds			\$ (58,325,967)
Amounts reported for governmental activities in the Statement of Activities are different because:			
Governmental funds report capital outlays as expenditures while governmental activities report depreciation expense to allocate those expenditures over the life of the asset.			
	Add capital acquisitions net of disposals	57,804,928	
	Subtract depreciation expense	<u>(49,738,551)</u>	8,066,377
Revenues in the Statement of Activities that do not provide current financial resources are not reported as revenues in the fund.			(2,440,426)
Bond and note proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the Statement of Net Assets. Repayment of bond and note principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Assets.			
	Add debt repayment	135,000,468	
	General obligation bond proceeds including premium	<u>(87,461,497)</u>	47,538,971
Some expenses reported in the Statement of Activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.			
	Change in non-capital long-term liabilities (Note VIII)	(11,963,906)	
	Principal pay down on refunded debt	1,037,537	
	Accrued interest payable	1,544,552	
	Premium on refunded debt	<u>504,569</u>	(8,877,248)
Internal service funds are used by management to charge the costs of certain services to individual funds. The net revenue (expense) of the internal service funds is reported with governmental activity.			(2,198,747)
GASB Statement 49 Pollution Remediation Obligation			(389,026)
Change in net assets of governmental activities			<u>\$ (16,626,066)</u>

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

CITY OF NORFOLK, VIRGINIA
Statement of Fund Net Assets - Proprietary Funds
June 30, 2011

Exhibit B-1

	Business-Type Activities				Governmental
	Water Utility	Wastewater Utility	Parking Facilities	Totals	Activities- Internal Service Funds
ASSETS					
Current assets:					
Cash and short term investments	\$ 23,874,446	\$ 5,873,554	\$ 19,497,798	\$ 49,245,798	\$ 453,733
Restricted cash held with fiscal agent	246,313	69,028	24,566,838	24,882,179	-
Unrestricted short term investments	13,263,144	7,337,687	-	20,600,831	-
Receivables, net					
Accounts	6,652,303	1,886,043	1,130,411	9,668,757	113,313
Unbilled accounts	7,707,220	1,105,598	224,001	9,036,819	-
Accrued investment income	4,120	-	-	4,120	-
Internal balances	-	1,362	-	1,362	90,818
Due from other governments	-	53,550	-	53,550	-
Inventories	1,419,063	32,417	397,560	1,849,040	2,306,789
Restricted cash and investments	60,709,091	693,066	4,841,085	66,243,242	-
Total current assets	<u>113,875,700</u>	<u>17,052,305</u>	<u>50,657,693</u>	<u>181,585,698</u>	<u>2,964,653</u>
Noncurrent assets:					
Capital assets:					
Land and improvements	35,070,601	20,980,977	36,145,187	92,196,765	415,000
Buildings and equipment	580,884,524	233,043,851	192,574,244	1,006,502,619	10,579,767
Accumulated depreciation	(167,222,416)	(54,491,590)	(52,537,564)	(274,251,570)	(6,098,259)
Capital assets, net	<u>448,732,709</u>	<u>199,533,238</u>	<u>176,181,867</u>	<u>824,447,814</u>	<u>4,896,508</u>
Total assets	<u>\$ 562,608,409</u>	<u>\$ 216,585,543</u>	<u>\$ 226,839,560</u>	<u>\$ 1,006,033,512</u>	<u>\$ 7,861,161</u>
LIABILITIES					
Current liabilities:					
Vouchers payable	\$ 4,845,596	\$ 5,161,929	\$ 472,308	\$ 10,479,833	\$ 715,116
Contract retainage	435,885	551,452	50,967	1,038,304	-
Accrued interest	90,666	1,153,515	2,167,613	3,411,794	-
Accrued payroll	510,836	112,586	102,148	725,570	167,040
Internal balances	1,335,003	-	-	1,335,003	-
Obligations for employees retirement system	2,770,254	739,000	606,650	4,115,904	605,162
Current portion of bonds payable	13,343,267	8,390,509	4,029,104	25,762,880	-
Liabilities payable from restricted assets	2,839,254	-	-	2,839,254	-
Compensated absences	729,300	157,969	114,039	1,001,308	224,832
Other current liabilities	175,661	11,750	155,370	342,781	14,166
Total current liabilities	<u>27,075,722</u>	<u>16,278,710</u>	<u>7,698,199</u>	<u>51,052,631</u>	<u>1,726,316</u>
Noncurrent liabilities:					
General obligation bonds payable	1,759,117	91,282,973	86,052,428	179,094,518	-
Revenue bonds payable	329,244,547	22,443,584	78,923,585	430,611,716	-
Compensated absences	366,812	200,079	171,058	737,949	91,509
Other long-term liabilities	1,199,565	425,777	418,749	2,044,091	-
Total noncurrent liabilities	<u>332,570,041</u>	<u>114,352,413</u>	<u>165,565,820</u>	<u>612,488,274</u>	<u>91,509</u>
Total liabilities	<u>359,645,763</u>	<u>130,631,123</u>	<u>173,264,019</u>	<u>663,540,905</u>	<u>1,817,825</u>
NET ASSETS					
Invested in capital assets, net of related debt	154,341,182	78,109,238	34,656,901	267,107,321	4,896,508
Restricted	11,000,000	-	1,927,772	12,927,772	-
Unrestricted	37,621,464	7,845,182	16,990,868	62,457,514	1,146,828
Total net assets	<u>202,962,646</u>	<u>85,954,420</u>	<u>53,575,541</u>	<u>342,492,607</u>	<u>6,043,336</u>
Total liabilities and net assets	<u>\$ 562,608,409</u>	<u>\$ 216,585,543</u>	<u>\$ 226,839,560</u>	<u>\$ 1,006,033,512</u>	<u>\$ 7,861,161</u>

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

CITY OF NORFOLK, VIRGINIA

Exhibit B-2

Statement of Revenues, Expenses, and Changes in Net Assets
 Proprietary Funds
 For Year Ended June 30, 2011

	Business-Type Activities			Totals	Governmental Activities- Internal Service Funds
	Water Utility	Wastewater Utility	Parking Facilities		
Operating revenues:					
Charges for services	\$ 80,573,611	\$ 24,362,092	\$ 19,681,613	\$ 124,617,316	\$ 15,254,046
Miscellaneous	2,936,138	494,525	-	3,430,663	84,791
Total operating revenues	83,509,749	24,856,617	19,681,613	128,047,979	15,338,837
Operating expenses:					
Personal services	14,703,327	4,604,225	7,942,997	27,250,549	3,446,566
Cost of goods sold	-	-	-	-	10,866,979
Plant operations	6,493,701	2,509,326	977,143	9,980,170	1,358,034
Chemicals	3,524,658	59,868	-	3,584,526	-
Provision for bad debts	429,970	223,640	-	653,610	29,341
Depreciation	11,915,059	4,818,680	5,490,422	22,224,161	297,810
Retirement and OPEB contribution	3,139,382	867,942	606,650	4,613,974	605,162
Administrative expenses	2,263,435	1,459,162	379,639	4,102,236	-
Other	9,224,888	1,765,728	607,294	11,597,910	1,444,890
Total operating expenses	51,694,420	16,308,571	16,004,145	84,007,136	18,048,782
Operating income (loss), net	31,815,329	8,548,046	3,677,468	44,040,843	(2,709,945)
Nonoperating revenues (expenses):					
Interest income, net of interest capitalized	227,695	72	283,522	511,289	202
Intergovernmental revenue	85,261	357,582	-	442,843	-
Interest expense and fiscal charges	(16,157,923)	(3,398,280)	(6,045,238)	(25,601,441)	-
Gain (loss) on sale or disposal of capital assets	(157,224)	-	-	(157,224)	-
Contributions	-	-	114,483	114,483	-
Total nonoperating revenues (expenses)	(16,002,191)	(3,040,626)	(5,647,233)	(24,690,050)	202
Net income (loss) before contributions and transfers	15,813,138	5,507,420	(1,969,765)	19,350,793	(2,709,743)
Capital contribution	129,652	-	-	129,652	-
Transfer in	-	-	-	-	510,996
Transfers out	(8,500,000)	(1,500,000)	(52,045)	(10,052,045)	-
Changes in net assets	7,442,790	4,007,420	(2,021,810)	9,428,400	(2,198,747)
Total net assets - beginning	195,519,856	81,947,000	55,597,351	333,064,207	8,242,083
Total net assets - ending	\$ 202,962,646	\$ 85,954,420	\$ 53,575,541	\$ 342,492,607	\$ 6,043,336

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

CITY OF NORFOLK, VIRGINIA

Exhibit B-3

Statement of Cash Flows - Proprietary Funds
Year Ended June 30, 2011

	Business-Type Activities			Totals	Governmental
	Water Utility	Wastewater Utility	Parking Facilities		Activities-- Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES:					
Receipts from customers	\$ 83,300,652	\$ 24,821,765	\$ 19,621,129	\$ 127,743,546	\$ 15,471,165
Payments to suppliers	(9,676,067)	(2,466,877)	(920,898)	(13,063,842)	(11,882,578)
Payments to employees	(16,645,780)	(5,193,491)	(8,441,784)	(30,281,055)	(3,904,242)
Other payments	(12,174,767)	(3,214,640)	(1,184,984)	(16,574,391)	(1,389,001)
Net cash and short term investments provided by (used in) operating activities	44,804,038	13,946,757	9,073,463	67,824,258	(1,704,656)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:					
Internal activity	800,429	1,976,804	(396,701)	2,380,532	721,612
Intergovernmental revenues	-	357,582	-	357,582	-
Operating subsidies and transfers to other funds	(8,500,000)	(1,500,000)	(52,045)	(10,052,045)	-
Other nonoperating revenue	85,261	-	-	85,261	-
Net cash used in noncapital financing activities	(7,614,310)	834,386	(448,746)	(7,228,670)	721,612
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:					
Proceeds from capital/refunding debt	47,415,000	13,485,860	72,683,241	133,584,101	-
Capital contributions	129,652	-	-	129,652	-
Purchases of capital assets	(16,883,327)	(16,859,847)	(1,174,249)	(34,917,423)	-
Refunding/refinancing of debt principal	-	(6,358,281)	(74,961,176)	(81,319,457)	-
Principal paid on capital debt	(12,697,993)	(7,502,669)	(4,200,555)	(24,401,217)	(1,747)
Interest paid on capital debt	(14,251,042)	(3,974,322)	(5,062,106)	(23,287,470)	-
Net cash provided by (used in) capital and related financing activities	3,712,290	(21,209,259)	(12,714,845)	(30,211,814)	(1,747)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Proceeds from sales and maturities of investments	54,286,514	6,860,945	3,209,927	64,357,386	-
Purchase of investments	(104,277,055)	(6,609,667)	(3,104,081)	(113,990,803)	-
Interest and dividends	226,817	72	283,522	510,411	202
Net cash provided by (used in) investing activities	(49,763,724)	251,350	389,368	(49,123,006)	202
Net increase in cash and short term investments	(8,861,706)	(6,176,766)	(3,700,760)	(18,739,232)	(984,589)
Cash and short term investments - beginning of the year	32,982,465	12,119,348	47,765,396	92,867,209	1,438,322
Cash and short term investments - end of the year	\$ 24,120,759	\$ 5,942,582	\$ 44,064,636	\$ 74,127,977	\$ 453,733
Reconciliation of Operating Income (Loss) to Net Cash Provided by (used in) Operating Activities:					
Operating income (loss)	\$ 31,815,329	\$ 8,548,046	\$ 3,677,468	\$ 44,040,843	\$ (2,709,945)
Adjustments to reconcile operating income (loss) to net cash and short term investments provided by (used in) operating activities:					
Depreciation expense	11,915,059	4,818,680	5,490,422	22,224,161	297,808
Provision for bad debt	429,970	223,640	-	653,610	-
Change in assets and liabilities:					
Receivables, net	(209,097)	(34,852)	(60,484)	(304,433)	161,669
Inventories	119,967	19,945	(39,195)	100,717	11,781
Vouchers payable	222,325	82,372	95,440	400,137	372,379
Accrued payroll	827,801	149,734	107,863	1,085,398	82,118
Obligations for Employees' Retirement System	-	-	-	-	3,577
Other liabilities	(317,316)	139,192	(198,051)	(376,175)	75,957
Net cash and short term investments provided by (used in) operating activities	\$ 44,804,038	\$ 13,946,757	\$ 9,073,463	\$ 67,824,258	\$ (1,704,656)
Reconciliation of Cash and Short Term Investments to the Statement of Net Assets:					
Cash and short term investments	\$ 23,874,446	\$ 5,873,554	\$ 19,497,798	\$ 49,245,798	\$ 453,733
Restricted cash with fiscal agent	246,313	69,028	24,566,838	24,882,179	-
Total cash and short term investments per statement of net assets	\$ 24,120,759	\$ 5,942,582	\$ 44,064,636	\$ 74,127,977	\$ 453,733
Noncash investing, capital, and financing activities:					
Unrealized gain / (loss) on investments	\$ -	\$ -	\$ (6,883)	\$ (6,883)	\$ -
(Gain) loss on sale or disposal of capital assets	\$ (157,224)	\$ -	\$ -	\$ (157,224)	\$ -
Acquisition of capital assets through change in contract retainage	\$ (40,005)	\$ 187,014	\$ (937,737)	\$ (790,728)	\$ -
Acquisition of capital assets through vouchers payable	\$ 1,413,374	\$ 3,331,499	\$ (151,055)	\$ 4,593,818	\$ -
Capitalized interest, less interest earned on certain long-term construction contracts	\$ 1,160,204	\$ 440,524	\$ -	\$ 1,600,728	\$ -

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

CITY OF NORFOLK, VIRGINIA
Statement of Fiduciary Net Assets
June 30, 2011

Exhibit C-1

	Pension Trust Employees' Retirement System	Agency Funds
ASSETS		
Cash and short term investments	\$ 7,222,094	\$ 4,227,267
Investments, fair value:		
United States Treasury securities	4,794,384	-
Fixed income securities	103,412,599	-
Equity securities	2,866,084	-
Other	630,665	
Balanced commingled funds:		
Equity	565,716,494	-
Fixed income	186,962,641	-
Total investments	864,382,867	-
Receivables:		
Accounts, net of allowance for uncollectible accounts	4,378	663
Retirement contribution	42,828,229	-
Accrued investment income	1,313,684	-
Due from broker for securities sold	1,529,938	-
Other	-	288,037
Total assets	\$ 917,281,190	\$ 4,515,967
 LIABILITIES		
Vouchers payable	\$ 369,131	\$ 23,892
Due to brokers for securities purchased	5,143,544	-
Other liabilities	-	4,492,075
Total liabilities	5,512,675	4,515,967
 NET ASSETS		
Reserved for:		
Net assets held in trust for pension benefits	911,768,515	-
Total liabilities and net assets	\$ 917,281,190	\$ 4,515,967

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

CITY OF NORFOLK, VIRGINIA
Statement of Changes in Fiduciary Net Assets
Pension Trust Fund - Employees' Retirement System
For the Year Ended June 30, 2011

Exhibit C-2

	2011
Changes to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 145,750,412
Interest	6,614,337
Dividends	4,568,353
Other	247,216
	157,180,318
Less investment expense	(1,361,453)
Net investment income	155,818,865
Employer contributions	42,828,229
Employee contributions	140,524
Total	198,787,618
Benefit payments and expenses:	
Refunds of contributions	62,207,210
Benefits paid to plan members and beneficiaries	3,649,085
Administrative costs	566,459
Total	66,422,754
Net increase	132,364,864
Net assets held in trust for pension benefits:	
Beginning of year	779,403,651
End of year	\$ 911,768,515

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

CITY OF NORFOLK, VIRGINIA
Statement of Net Assets - Component Units
June 30, 2011

Exhibit D-1

	Norfolk Public Schools	Waterside Associates	Norfolk Community Services Board	Totals
ASSETS				
Cash and short term investments	\$ 26,354,167	\$ 67,368	\$ 8,174,718	\$ 34,596,253
Receivables:				
Accounts, net of allowance for uncollectible accounts	165,714	18,057	1,152,136	1,335,907
Due from Primary Government	1,751,300	-	-	1,751,300
Due from other governments	30,104,284	-	-	30,104,284
Inventories	722,744	-	-	722,744
Restricted cash and investments	-	-	760,994	760,994
Other assets	-	15,184	223,804	238,988
Capital assets, net	11,567,810	3,624,513	746,869	15,939,192
Total assets	<u>\$ 70,666,019</u>	<u>\$ 3,725,122</u>	<u>\$ 11,058,521</u>	<u>\$ 85,449,662</u>
LIABILITIES				
Vouchers payable	\$ 9,034,358	\$ 174,253	\$ 704,636	\$ 9,913,247
Contract retainage	-	-	-	-
Accrued payroll	24,116,648	-	409,422	24,526,070
Unearned revenues	169,409	13,732	-	183,141
Other payables	1,141,490	-	108,265	1,249,755
Due to other government agencies	1,378,069	-	190,341	1,568,410
Current vested compensated absences	6,920,907	-	727,618	7,648,525
Other current liabilities	386,635	390,881	1,705,765	2,483,281
Long-term mortgage payable - less current portion	-	4,314,546	-	4,314,546
Long-term vested compensated absences	2,306,970	-	286,328	2,593,298
Long-term post employment benefits	8,065,445	-	-	8,065,445
Long-term claims and judgments liability	2,353,484	-	-	2,353,484
Total liabilities	<u>55,873,415</u>	<u>4,893,412</u>	<u>4,132,375</u>	<u>64,899,202</u>
NET ASSETS				
Invested in capital assets, net of related debt	11,567,810	-	746,869	12,314,679
Restricted for:				
Capital projects	1,105,132	-	-	1,105,132
Other programs	(105,523)	-	920,341	814,818
Unrestricted	2,225,185	(1,168,290)	5,258,936	6,315,831
Total net assets	<u>14,792,604</u>	<u>(1,168,290)</u>	<u>6,926,146</u>	<u>20,550,460</u>
Total liabilities and net assets	<u>\$ 70,666,019</u>	<u>\$ 3,725,122</u>	<u>\$ 11,058,521</u>	<u>\$ 85,449,662</u>

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

CITY OF NORFOLK, VIRGINIA

Statement of Activities - Component Units
For the Year Ended June 30, 2011

	Program Revenues			Net (Expense) Revenue and Changes in Net Assets			
	Charges for Services	Operating Grant Contributions	Capital Grant Contributions	Norfolk Public Schools	Waterside Associates	Community Services Board	Totals
Norfolk Public Schools:							
Instructional	\$ 267,477,276	\$ 196,997,388	\$ -	\$ (68,234,156)	\$ -	\$ -	\$ (68,234,156)
Administration, attendance and health	12,412,261	-	-	(12,412,261)	-	-	(12,412,261)
Pupil transportation	11,028,062	-	-	(11,028,062)	-	-	(11,028,062)
Operation and maintenance	35,283,073	-	-	(35,283,073)	-	-	(35,283,073)
Information technology	8,273,981	-	-	(8,273,981)	-	-	(8,273,981)
School facilities	20,265,542	-	6,877,496	(13,388,046)	-	-	(13,388,046)
Food services	15,564,577	12,646,466	-	(316,519)	-	-	(316,519)
Other	238,145	-	-	(238,145)	-	-	(238,145)
Total Norfolk Public Schools	370,542,917	209,643,854	6,877,496	(149,174,243)	-	-	(149,174,243)
Waterside Associates:							
Cultural and recreational	1,778,954	-	-	-	(1,609,443)	-	(1,609,443)
Community Services Board:							
Health and public assistance	26,046,621	13,659,432	-	-	-	(5,457,892)	(5,457,892)
Total component units	\$ 398,368,492	223,303,286	6,877,496	(149,174,243)	(1,609,443)	(5,457,892)	(156,241,578)
General revenues:							
Loss on sale of assets				-	-	(235)	(235)
Use of money and property				716,337	293,027	25,823	1,035,187
Payment from Primary Government				104,511,131	1,486,500	3,851,000	109,848,631
Miscellaneous				2,082	2,737	1,590	6,409
Commonwealth of Virginia				28,911,984	-	-	28,911,984
Total general revenues				134,141,534	1,782,264	3,878,178	139,801,976
Changes in net assets				(15,032,709)	172,821	(1,579,714)	(16,439,602)
Net assets--beginning				29,825,313	-	8,505,860	38,331,173
Adjustment to beginning net assets				-	(1,341,111)	-	(1,341,111)
Net assets--ending				\$ 14,792,604	\$ (1,168,290)	\$ 6,926,146	\$ 20,550,460

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

**NOTES TO THE BASIC
FINANCIAL STATEMENTS**



CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

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CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

I. Summary of Significant Accounting Policies

A. Financial Reporting Entity Information

The City of Norfolk (the "City") was incorporated February 13, 1845, and operates under a charter adopted February 7, 1918, which mandates a Council-Manager form of government. The City and its component units provide the following municipal services to approximately 243,000 residents, as authorized by its charter or code: public safety, highway and street maintenance, water production and quality, solid waste management, wastewater treatment, cultural and parking facilities, environmental storm water management, public health, social programs, parks and recreation, public education, public improvements, planning and zoning code enforcement, public libraries and general administration.

Blended Component Unit: *The Employees' Retirement System of the City of Norfolk (ERS)* has a nine-member Board of Trustees. Seven members are appointed by City Council. The City Manager and Director of Finance are ex-officio members. The ERS is the administrator of a single-employer noncontributory defined benefit plan that covers substantially all employees of the City of Norfolk, excluding School Board employees and certain employees of the Constitutional Officers covered by the Virginia Retirement System, as authorized by Section 143(a) of the City Charter. The ERS was established and placed under the management of the Board of Trustees for the purpose of providing retirement and death benefits as authorized by the provisions of Chapter 37 of the Norfolk City Code. The City makes its contributions, in conjunction with investment earnings of the ERS, to provide the funding for pension benefits and administrative costs.

Discretely Presented Component Units: Although these legally separate entities are in substance part of the City's operations, each discretely presented component unit is reported in a separate column in the government-wide financial statements to emphasize that it is legally separate from the government. The component units discussed below are included in the City's financial reporting entity due to their financial relationships with the City.

The School Board for the City of Norfolk (School Board), which has seven members is the operating body that establishes the educational and financial programs and policies for the City's public school system. School Board members are appointed by the City Council. The City levies taxes for its operation, issues bonds or enters into capital leases for its capital requirements and approves its annual operating budget. The School Board is comprised of the School Operating fund, Capital Projects fund, Child Nutrition fund, Grants fund and agency funds.

Waterside Associates Limited Partnership (Waterside Associates) was originally formed on November 20, 1981 for the purpose of developing and operating a retail festival marketplace (Waterside) in Norfolk, Virginia which opened June 1, 1983. On December 31, 1998, the Norfolk Redevelopment and Housing Authority (NRHA) and the City Development Corporation (CDC), a component unit of NRHA, purchased the partnership from its owners, creating a new entity with the same name. NRHA owns 14.5% of the Partnership and CDC owns 85.5%. Beginning July 1, 2010, the City began providing internal operational and

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

financial support to Waterside. The Waterside operating and capital improvement budget was approved as part of the City's fiscal year 2011 operating and capital improvement budgets. As a result, a net deficit of \$1,341,111 was brought forward from prior years. Separate financial statements are not prepared for Waterside Associates.

The Norfolk Community Services Board (CSB) was created in 1969 by a resolution of the City Council. Its purpose is to provide mental health, mental retardation, and substance abuse services to residents of the City of Norfolk. The CSB is composed of 15 members appointed by City Council. City Council approves the CSB's annual operating budget.

Complete financial statements of the individual component units can be obtained from their respective administrative offices:

The City of Norfolk Retirement Board
810 Union Street
City Hall Building, Suite 309
Norfolk, Virginia 23510

The School Board for the City of Norfolk
800 East City Hall Avenue
P.O. Box 1357
Norfolk, Virginia 23501-1357

The Norfolk Community Services Board
Board Administration
248 West Bute Street
Norfolk, Virginia 23510-1404

B. Government-wide and Fund Financial Statements

The government-wide financial statements (i.e., the Statement of Net Assets and the Statement of Activities) report information on all of the nonfiduciary activities of the Primary Government and its component units. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support. Likewise, the Primary Government is reported separately from certain legally separate *component units* for which the *Primary Government* is financially accountable.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segments are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items that do not meet the criteria for classification as program revenues are reported as general revenues.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

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

The City reports the following major governmental funds:

The *General Fund* is the government's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The *Debt Service Fund* accounts for financial resources that are restricted, committed or assigned to expenditures for principal and interest payments on long-term debt obligations of governmental funds and proprietary funds.

The *Capital Projects Fund* accounts for financial resources that are restricted, committed or assigned to expenditures for capital outlays, which includes the acquisition and construction of major capital facilities of the City, some of which are also used by the School Board.

The City reports the following major proprietary funds:

- The *Water Utility Fund* accounts for the activities of the City's water system, treatment plant and distribution systems.
- The *Wastewater Utility Fund* accounts for the activities of the City's sewage pumping stations and collection systems.
- The *Parking Facilities Fund* accounts for the activities of City-owned parking facilities.

Additionally, the City reports the following other fund types:

- *Special Revenue Funds* account for proceeds of specific resources that are restricted, committed or assigned to expenditures for specific purposes other than debt service or capital projects. Examples including services provided as part of mental health and substance abuse programs, juvenile detention services, emergency call center services, tax increment financing districts and individual grant programs.
- *Internal Service Funds* account for the City's storehouse operations and fleet management services provided to other departments or agencies of the City on a cost reimbursement basis.
- The *Pension Trust Fund* accounts for the activities of the Employee's Retirement System, which accumulates resources for pension benefit payments to qualified employees.
- The *Permanent Fund* is used to report resources that are restricted to the extent that only the interest may be used to support the City's cemetery

CITY OF NORFOLK, VIRGINIA
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operations.

- The *Agency Funds* are used to account for the assets held by a governmental unit as an agent for individuals, private organizations, other governmental units and/or other funds. Agency funds do not involve the measurement of results of operations as they are custodial in nature (assets = liabilities).

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

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met. Fiduciary agency funds' financial statements do not have a measurement focus. The City's discretely presented component units are also included in the government-wide financial statements utilizing the same basis of accounting.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, revenue and related assets are recorded when they become susceptible to accrual, that is, when they become both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City generally considers revenues, except for grant revenues, to be available if they are collected within 45 days of the end of the fiscal year. Real and personal property taxes are recorded as receivables when levied and billed, which corresponds with the fiscal year for which the taxes have been levied, net of allowances for uncollectible accounts. Sales and utility taxes, which are collected by the state or utilities and subsequently remitted to the City, are recognized as revenues and receivables when the underlying exchange occurs and are remitted to the City by the state within two months of the transaction. In accordance with generally accepted accounting principles (GAAP) property taxes due and collected within 45 days after June 30 are recognized as revenue; those not collected within 45 days after year-end are reported as deferred revenue. Items such as license fees, permit fees and fines are recorded as revenue when received. Intergovernmental revenue, consisting primarily of federal, state and other grants for the purpose of funding specific expenditures, is recognized at the time the specific expenditures expected to be funded by this revenue are made. Revenue from general purpose grants is recognized during the entitlement period.

Major sources of governmental funds susceptible to accrual include the following:

- Real property taxes
- Personal property taxes
- Sales and use taxes
- Revenue from the Commonwealth
 - Shared expenses
 - Categorical aid

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- Consumer utility taxes
- Revenue from the federal government
- Environmental storm water billings

Amounts reported as *program revenues* include: 1) charges for services, 2) operating grants and contributions and 3) capital grants and contributions. Internally dedicated resources are reported as *general revenues* rather than as program revenues. Therefore, all taxes are general revenue.

Expenditures, other than interest on general long-term obligations, are recorded as related fund liabilities when incurred. Interest on general long-term obligations is recognized when due.

Since the governmental funds' financial statements are presented on a different measurement focus and basis of accounting than the government-wide financial statements, a summary reconciliation of the difference between total fund balances as reflected on the governmental funds' Balance Sheet and total Governmental activities net assets as shown on the Government-wide Statement of Net Assets is presented in Exhibit A-2. In addition, a summary reconciliation of the difference between the total net change in funds balances as reflected on the governmental funds' Statement of Revenues, Expenditures and Changes in Fund Balances and the change in net assets of Governmental activities as shown on the Government-wide Statement of Activities is presented in Exhibit A-4.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board ("GASB"). Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The City has elected not to follow subsequent private-sector guidance.

Proprietary funds distinguish *operating* revenues and expenses from *non-operating* items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues and expenses of the City's Water Utility, Wastewater Utility and Parking Facilities enterprise funds, and of the City's internal service funds are charges to customers for sales and services and administrative expenses, and depreciation on capital assets. Revenues and expenses not meeting this definition, including interest income or expense are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, less restrictive resources next – committed, assigned, and finally unassigned resources.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are payments-in-lieu of taxes and other charges between the City's proprietary funds and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

CITY OF NORFOLK, VIRGINIA
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For the Year Ended June 30, 2011

D. Budgets and Budgetary Accounting

An operating budget is adopted each fiscal year for the General fund, Water Utility enterprise fund, Wastewater Utility enterprise fund, Parking Facilities enterprise fund, Storm Water special revenue fund, Public Amenities special revenue fund, Cemeteries special revenue fund, Emergency Operations Center/E-911 special revenue fund, Golf special revenue fund, Towing special revenue fund and internal service funds. Project length budgets are appropriated for the Capital Projects fund and Grants special revenue fund. All funds are under formal budgetary control.

No less than 60 days before the end of the fiscal year, the City Manager must submit to the City Council, a proposed operating budget for the fiscal year commencing the following July 1. The operating budget includes proposed expenditures and the means of funding them. A public hearing is conducted. Then, on or before July 1, the budget is legally enacted through adoption of an ordinance. The property taxes included in the budget become a lien on real properties on July 1.

The ordinance for the annual operating budget appropriates funds by department. Additional budgetary controls are exercised administratively, both on an appropriation unit basis over parts, all, or any combination of object categories (budgetary account groups) such as: (1) personal services; (2) materials, supplies and repairs; (3) general operations and fixed charges; (4) equipment; (5) public assistance; and (6) all purpose appropriations, as well as on a line item basis over individual objects (budgetary accounts). The City Manager is authorized to transfer funds between departments and funds without further approvals by City Council.

The School Board manages and controls all funds made available for public school purposes by the City Council. In accordance with the Code of Virginia, the School Board has exclusive authority to expend funds within the total amounts appropriated by City Council.

Consistent with the enabling ordinance, the Schedules of Revenues and Expenditures – Budget and Actual of the General Fund presented in Exhibits E-1 and E-2 include the revenues and expenditures - budget and actual of the School Board.

A reconciliation of revenues and expenditures reported in accordance with accounting principles generally accepted in the United States (GAAP) and those presented in accordance with non-GAAP budgetary basis, for the General fund, can be found following Exhibit E-2. The budgets for the enterprise funds and internal service funds are prepared on a basis generally consistent with accounting principles generally accepted in the United States of America.

With the exception of capital projects and grants fund appropriations, unencumbered annual appropriations lapse at the end of the fiscal year. City Council may authorize supplemental appropriations to the operating budgets during the fiscal year. Budgeted amounts as reported in the financial statements represent the original appropriations, and all supplemental adjustments or appropriations.

CITY OF NORFOLK, VIRGINIA
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City Council adopts a capital improvement budget on a project basis. As in the case of the General fund budget, these budgets are submitted by the City Manager, public hearings are held and the budgets are legally enacted through adoption of an ordinance. Appropriations for these budgets continue until the purpose of the appropriation has been fulfilled. Amendments to these budgets are affected by City Council.

E. Deposits and Investments

The City's cash and short-term investments include cash on hand, demand deposits, and short-term investments with original maturities of one year or less from the date of acquisition.

Investment statutes authorize the City and the School Board to invest in obligations of the United States or agencies thereof, obligations of the Commonwealth of Virginia or political subdivisions thereof, obligations of the International Bank for Reconstruction and Development (World Bank) and Asian Development Bank, commercial paper rated A-1 by Standard and Poor's Corporation or P-1 by Moody's Commercial Paper Record, bankers' acceptances, repurchase agreements and the State Treasurer's Local Government Investment Pool (LGIP). The fair value of the LGIP is the same as the value of the pool shares. The LGIP is not registered with the Securities and Exchange Commission (SEC) as an investment company, but maintains a policy to operate in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. The external investment pool is administered by the Treasury Board of Virginia. The Pension Trust fund is authorized to invest in common stocks and other investments as directed by State statute.

Investments of the City as well as its component units are stated at fair value. Short-term investments are recorded at cost, which approximates fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the fiscal year. Investments that do not have an established market are reported at estimated fair value, primarily net asset value determined based on the fair value of the underlying securities. Purchases and sales of securities traded but not yet settled at year-end are recorded as due to broker for securities purchased and due from broker for securities sold, respectively.

The City uses the pooled cash investment method, as a result individual fund overdrafts are reclassified as due to/due from other funds or internal balances for financial statement purposes. Income from the investment of pooled cash is allocated to the various funds based on the percentage of cash and temporary investments of each fund to the total pooled cash and temporary investments.

For purposes of the statements of cash flows, all highly liquid debt instruments, with a maturity of 90 days or less, and certificates of deposit are grouped into cash and short-term investments. The cash and investment pool discussed above is considered cash, since it has the same characteristics as a demand deposit account.

CITY OF NORFOLK, VIRGINIA
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F. Restricted Assets

Restricted assets are those whose use is subject to externally imposed constraints such as creditors through debt covenants, grantors or laws or regulations of other governments.

G. Interfund Transactions

During the normal course of operations, the City has numerous transactions between funds, including expenditures and transfers of resources to provide services, construct assets and service debt. The accompanying fund financial statements generally reflect such transactions as transfers.

Internal Service funds record charges for services to all City departments and funds as operating revenue. All City funds record these payments to the Internal Service funds as operating expenditures or expenses. Since the City's Internal Service funds generally support governmental activities rather than business-type activities, they are consolidated with the governmental funds in the government-wide financial statements. A discrete presentation of the City's Internal Service funds can be found in the "Other Supplementary Information" section of this document.

The General fund provides administrative services to enterprise funds and internal service funds. Charges for these services are treated as operating expenses by the enterprise and internal service funds and as revenue by the General fund in the fund financial statements.

H. Inventories

Inventories are stated at cost, using either the first-in, first-out, or the moving average method. Inventories in the governmental funds consist of expendable supplies held for consumption for which the cost is recorded as an expenditure when acquired, (i.e., the purchase method). Proprietary funds expense inventories when consumed.

I. Capital Assets

Capital assets, which include property, plant, equipment, intangibles and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported at historical cost less accumulated depreciation in the applicable governmental or business-type activities column in the government-wide financial statements and in proprietary funds. Capital assets are defined by the City's capitalization policy as assets owned by the City with an initial, individual cost of more than \$5,000 and an estimated useful life greater than one year. Capital outlays of governmental funds are recorded as expenditures at the time of purchase and are not capitalized in the governmental funds. However, they are capitalized in the government-wide Statement of Activities if they meet the criteria for capitalization in the City's financial statements. Where historical cost records are not available, assets are recorded at estimated historical cost. Gifts or donated fixed assets are recorded at their estimated fair value on the date received. In the enterprise and internal service

CITY OF NORFOLK, VIRGINIA
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funds, interest costs incurred on funds borrowed for construction projects are capitalized, net of interest earned on the temporary investment of the unexpended portion of those funds. When an asset is retired or otherwise disposed of, the related cost and accumulated depreciation are eliminated and any resulting gain or loss is reflected as non-operating revenue or expense.

The City evaluates prominent events or changes in circumstances affecting capital assets to determine whether impairment of a capital asset has occurred. A capital asset is generally considered impaired if both (a) the decline in service utility of the capital asset is large in magnitude and (b) the event or change in circumstance is outside the normal life cycle of the capital asset. Impaired capital assets that will no longer be used by the City are reported at the lower of the carrying value or fair value. Impairment losses on capital assets that will continue to be used by the City are measured using the method that best reflects the diminished service utility of the capital asset. Any insurance recoveries received as a result of impairment events or changes in circumstances that result in the impairment of a capital asset are netted against the impairment loss.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives is not capitalized.

Capital assets of the Primary Government, as well as the component units, are depreciated using the straight line method over the following estimated useful lives (in years):

	Governmental Funds	Enterprise Funds	Internal Service Funds
Building and improvements	40	10-75	40-50
Improvements other than buildings	15-25	10-99	15
Warehouse equipment and fixtures	-	-	7-10
Transmission and distribution mains	-	50-99	-
Service meters and meter installation	-	35-50	-
Pumping and other water/wastewater equipment	-	10-30	-
Vehicles and garage equipment	4-10	4-10	4-25
Data processing equipment	5-10	5-10	5-10
Furniture, fixtures and equipment	3-25	3-25	3-20
Infrastructure	5-100	-	-
Intangibles	5-10	5-10	5-10

J. Compensated Absences

It is the City and School Board's policy to permit employees to accumulate earned but unused vacation and sick pay benefits. Vacation leave is fully vested when earned by City employees. Sick leave does not vest for City employees; however, upon retirement, City employees receive credit for each day of accumulated sick

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leave toward their pension benefit. There is no liability for unpaid accrued sick leave service since the City does not pay it when the employee separates from service. The additional retirement benefit is reflected in the actuarial liability of the ERS. The entire unpaid liability for vacation leave is recorded in the respective funds in the government-wide financial statements.

Upon retirement, School Board employees are paid \$20 for each day of accumulated sick leave at retirement. Accumulated vacation leave cannot exceed 50 days for School Board employees. School Board employees are paid for unused vacation leave, at their normal rate of pay, upon termination of employment. Most School Board employees have ten-month employment contracts and are not entitled to vacation.

K. Net Assets/Fund Balances

Net assets in government-wide and proprietary fund financial statements may be classified as invested in capital assets, net of related debt; restricted; and unrestricted. Restricted net assets represent constraints on resources that are either externally imposed by creditors, grantors, contributors, laws and regulations of other governments or imposed by law through state statutes.

Fund balances in governmental fund financial statements are classified as nonspendable, restricted, committed, assigned and unassigned. Nonspendable fund balance includes amounts that are not in spendable form. Restricted fund balance includes amounts that can be spent only for specific purposes as stipulated by a third party or through enabling legislation. Committed fund balance includes amounts that can be used only for specific purposes as determined by City Council through formal action. Assigned fund balance includes amounts that are intended to be used by the City for specific purposes, but do not meet the criteria to be classified as restricted or committed. Assignment authority has been given to the City Manager by City Council. The unassigned fund balance classification is for all amounts not included in other classifications.

L. Estimates

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

M. Bond Premiums, Discounts and Issuance Costs

In the government-wide and proprietary fund financial statements, bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

CITY OF NORFOLK, VIRGINIA
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In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing used. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

II. Deposits and Investments

Custodial Credit Risk - Deposits

The City maintains a cash and investments pool for all funds except the Pension Trust and Permanent funds. Each fund's portion of the pool is disclosed in the Statement of Net Assets and balance sheet as cash and short term investments. The cash and investments of the Pension Trust and Permanent funds, as well as certain restricted assets of the enterprise funds, are held separately from the pooled City funds.

All deposits of the City and its component units are collateralized in accordance with the Virginia Security for Public Deposits Act ("the Act"), Section 2.2-4400 et. seq. of the Code of Virginia or covered by federal depository insurance. Under the Act, any public depository that receives or holds public deposits ("Qualified Public Depositories") shall elect to secure deposits by either the Pooled Method or the Dedicated Method (which became available by amendments made to the Act effective July 1, 2010). The Pooled Method requires any public depository that receives or holds public deposits to pledge collateral, ranging from 50 to 100 percent of the public deposits, to the State Treasury Board to cover public deposits in excess of Federal deposit insurance. The Pooled Method also provides that if any member financial institution fails, the entire collateral pool becomes available to satisfy the claims of participating governmental entities. If the value of the pool's collateral were inadequate to cover a loss, additional amounts would be assessed on a pro rata basis to members of the pool. Under the Dedicated Method, Qualified Public Depositories are responsible for securing their own public deposits, by the pledge and deposit of eligible collateral with a qualified escrow agent, equal to or in excess of required collateral amounts, priced at a minimum of 105% to 130% of all public deposits held by the bank, based on rating determined under the Act; and therefore will not be assessed for losses of another bank that is in default or has become insolvent. The State Treasury Board is responsible for monitoring compliance with the collateralization and reporting requirements of the Act and for notifying local governments of compliance by banks. Both methods of securing public deposits are similar to depository insurance. Funds deposited in accordance with the Act are considered to be fully insured. The City's primary banking institution has elected to be governed by the Dedicated Method.

Custodial Credit Risk - Investments

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

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The City's equity and fixed income investments (except for bank deposits) are not insured and are registered in the name of the City and held by State Street Bank as custodian. The remaining City investments are held by the City or in the City's name by the City's custodial banks. The policy for the Pension Trust fund is that all securities purchased by or for the System be properly and clearly labeled as an asset of the System and held in safekeeping by a third party custodial bank or institution in compliance with Section 2.2-4515 of the Code of Virginia. The City and its other component units have no formal policy regarding custodial credit risk for investments.

Interest Rate Risk

The City's Pension Trust fund uses a "Duration" policy to manage its interest rate risk. The duration policy is a measure of a debt investment's exposure to fair value changes arising from changing interest rates. It uses the present value of cash flows, weighted for those cash flows as a percentage of the investment's full price.

Other than for the assets of the City's Pension Trust fund, neither the City nor discretely presented component units have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Segmented Time Distribution (as of June 30, 2011)

Primary Government

Investment Type	Fair Value	Investment Maturities				
		Less than 1 year	1-3 years	3-6 years	6-10 years	10 years +
Corporate Debt	\$ 53,179,999	\$ 8,670,238	\$ 19,989,203	\$ 10,867,359	\$ 5,404,812	\$ 8,248,387
Futures and Swaps	655,613	414,248	43,306	(17,962)	(56,740)	272,761
ABS	8,476,767	-	-	-	-	8,476,767
US Agency	29,901,472	6,183,611	11,814,562	443,388	4,010,448	7,449,463
Mortgages	17,497,709	-	362,105	100,529	985,259	16,049,816
Certificates of Deposit	4,680,000	4,680,000	-	-	-	-
Common Stock	4,084	-	-	-	-	4,084
Municipal Bonds	8,175,074	-	206,696	-	-	7,968,378
Preferred Stock	2,862,000	-	-	-	-	2,862,000
Fixed Income Funds	186,962,641	-	-	-	-	-
Domestic Equity Funds	327,117,125	-	-	-	-	-
International Equity Funds	218,353,249	-	-	-	-	-
Real Estate Funds	20,246,120	-	-	-	-	-
Money Market Investments in Cash & Cash Equivalents	220,923,211	220,923,211	-	-	-	-
Total	\$ 1,099,035,064	\$ 240,871,308	\$ 32,415,872	\$ 11,393,314	\$ 10,343,779	\$ 51,331,656

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A reconciliation of the carrying value of deposit and investments as reported above to amounts reported in the Statement of Net Assets (Primary Government) and the Statement of Fiduciary Net Assets for the City is as follows:

Per Exhibit 1 (Primary Government):	
Cash and short-term investments	\$ 239,403,481
Restricted cash held with fiscal agents	24,882,179
Investments	20,600,831
Restricted cash and investments	<u>66,373,172</u>
Total	<u>\$ 351,259,663</u>
Per Exhibit C-1 (Fiduciary):	
Cash and short-term investments	11,449,361
Investments	<u>864,382,867</u>
Total	<u>\$ 875,832,228</u>
Total Primary Government and Fiduciary	<u>\$ 1,227,091,891</u>
Less: Actual cash	128,056,827
Deposits and investments reported above	<u><u>\$ 1,099,035,064</u></u>

Credit Risk Related to Issuer

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The City's Pension Trust Fund's formal policy governing credit risk is that securities rated below investment grade by two of the three primary rating agencies, Moody's, Fitch Ratings, and Standard and Poor's (S&P), are not permitted without the written permission of the board. PIMCO has been given the authority by the board to invest 20% of the portfolio in below investment grade securities. The City's Pension Trust Fund invests in certain derivatives including real estate mortgage investment conduits, collateralized mortgage obligations, futures and swaps. Those securities are included in reported investments in the Retirement System's financial statements. Investments in derivatives with a fair value of \$653,013 were held at June 30, 2011. The City's rated debt investments as of June 30, 2011 were rated by S&P and/or an equivalent national rating organization and the ratings are presented below using the S&P credit quality rating scale.

CITY OF NORFOLK, VIRGINIA
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The Primary Government's Rated Debt Investment

Ratings (S&P)	Corporate Debt	Futures and Swaps	ABS	US Agency	Mortgages	Certificates of Deposit	Municipal Bonds	Money Market Mutual Funds
AAA	\$ 250,166	\$ -	\$ 1,833,875	\$ 6,461,634	\$ 8,633,795	\$ -	\$ -	\$ -
AAAm	-	-	-	9,048,986	-	-	-	219,966,716
AA+	404,628	-	-	-	884,959	-	619,698	-
AA	435,912	-	-	1,959,580	173,375	-	851,724	-
AA-	5,150,441	-	-	943,365	42,290	-	561,703	-
AAm-	-	-	-	-	-	-	-	956,495
A+	8,013,772	-	-	-	2,459,379	-	2,572,984	-
A	12,257,544	-	-	101,197	132,462	-	743,078	-
A-	10,728,399	-	-	-	320,938	-	973,669	-
BBB+	3,610,373	-	-	-	109,333	480,000	-	-
BBB	230,875	-	-	106,400	-	-	-	-
BBB-	1,462,976	-	-	240,278	-	-	-	-
BB+	1,339,250	-	-	-	263,498	-	-	-
BB-	2,131,521	-	-	-	-	-	-	-
B and Below	5,334,764	-	46,203	-	286,676	-	-	-
Not Rated	1,829,378	655,613	6,596,689	11,040,032	4,191,004	4,200,000	1,852,218	-
Total	\$ 53,179,999	\$ 655,613	\$ 8,476,767	\$ 29,901,472	\$ 17,497,709	\$ 4,680,000	\$ 8,175,074	\$ 220,923,211

The City's Pension Trust fund held \$327,117,125, \$218,353,249, and \$20,246,120 in Domestic equity, International equity, and Real Estate Funds respectively, an additional \$2,862,000 and \$186,962,641 in Preferred Stock and Fixed Income Funds and \$4,084 in common stock which are unrated securities.

Concentration of Credit Risk

Concentration risk is the risk of loss attributed to the magnitude of an entity's investment in a single issuer. Mutual funds are excluded from this disclosure requirement. For the City's Pension Trust funds, no more than 20% of each account's fixed income portfolio, including cash equivalents, shall be invested in bonds rated Baa (1,2, and 3) or BBB (+ or -). Upon written request from an investment manager, the Retirement Board of Trustees will consider allowing more than 20% in these ratings and the purchase of bonds rated below Baa3 or BBB-.

Other than for the assets of the City's Pension fund, neither the City nor its component units have a formal investment policy regarding the amount it may invest in any one issuer.

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Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. City's Pension Trust fund's exposure to foreign currency risk is presented as follows:

<u>Currency</u>	<u>Fixed-Income</u>
South African Rand	\$ 294,982
Brazilian Real	1,419,599
Canadian Dollar	1,087,745
China Yuan Renminbi	774,327
Euro	(2,046,435)
Indonesian Rupiah	516,218
Singapor Dollar	35,029
Korean Won	626,836
Malaysian Ringgit	368,727
Mexican Peso	645,272
Great Britain Pound	(202,800)
	<u>\$ 3,519,500</u>

Neither the City nor its component units have a formal policy to limit foreign currency risk. Risk of loss arises from changes in currency exchange rates. The City's component units did not have any exposure to foreign currency risk at year end.

Community Services Board (CSB)

At June 30, 2011, the CSB had \$8,174,718 of cash and cash equivalents held in investments and \$760,994 of restricted cash. The investments are primarily in the LGIP.

School Board

At June 30, 2011, the School Board has investments of \$5,479,519 in a Aaa rated money market mutual fund and other cash and cash equivalents of \$31,479,049 including \$6,211,865 held in agency funds.

Waterside Associates

At June 30, 2011, Waterside had \$67,368 of cash and cash equivalents.

III. Property Taxes

Local real property assessments are made under the direction of a City Assessor appointed by the City Council. The City has the power to levy taxes on property located within its boundaries for payment of its obligations without limitation as to rate or amount. Rates are established by the City Council. The rates in effect for the year ended June 30, 2011, on each \$100 of assessed value, were \$1.11 for real property, an additional \$.16 for the Downtown Improvement District, \$4.33 for motor vehicles, \$1.50 for recreational vehicles, \$4.25 for machinery and tools, \$1.11 for mobile homes, \$2.40 for

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airplanes, \$.50 for recreational boats and \$1.50 for business boats. Disabled veterans pay a discounted rate of \$3.00 on each \$100 of assessed for personal property.

The property tax calendar is as follows:

	Real Property	Other than Real Property
Lien date	July 1	January 1
Levy date for existing property	July 1	January 1
Levy date for real property improvement, new construction or newly acquired property	October 1, January 1 and April 1	Date of acquisition
Due dates	September 30, December 5, March 31 and June 5	June 5 or 30 days after acquisition
Collection dates	On or before due date	

In the event any installment of taxes on any of the above properties is not paid on or before the due date, penalties and interest are assessed in accordance with the City Code.

IV. Accounts Receivable

A. Unbilled Accounts Receivable

Following is a summary by fund of unbilled accounts receivable recognized at June 30, 2011:

Water Utility fund	\$ 7,707,220
Wastewater Utility fund	1,105,598
Parking Facilities fund	224,001
	\$ 9,036,819

The associated revenue is included in charges for services. All amounts were billed in July 2011.

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B. Allowances for Uncollectible Accounts Receivable

Allowances for uncollectible accounts receivable are generally established using historical collection data, consideration of economic conditions, specific account analysis and subsequent cash receipts. The allowances at June 30, 2011 are as follows:

Primary Government:

General Fund:	
Taxes	\$ 13,557,342
Accounts	15,846,000
	<u>29,403,342</u>
Storm Water special revenue fund	433,000
Water Utility fund	3,219,603
Wastewater Utility fund	1,114,241
Total - Primary Government	<u>\$ 34,170,186</u>

Component Units:

Community Services Board	\$ 413,504
Waterside Associates	15,061
Total - Component Units	<u>\$ 428,565</u>

V. Due From Other Governments

Amounts due from other governments, at June 30, 2011 are as follows:

	General Fund	Total Primary Government	Component Unit School Board
Commonwealth of Virginia:			
Shared expenses	\$ 5,000,194	\$ 5,000,194	\$ -
Non-categorical aid	17,057,215	17,057,215	14,067,130
Non-major governmental funds grants	-	485,551	2,221,550
Total - Commonwealth of Virginia	<u>22,057,409</u>	<u>22,542,960</u>	<u>16,288,680</u>
Federal Government:			
Non-major governmental funds grants	9,791	6,372,574	13,815,604
Build America Bonds interest subsidy	-	736,166	-
Total - Federal Government	<u>9,791</u>	<u>7,108,740</u>	<u>13,815,604</u>
Total - Due from other governments	<u>\$ 22,067,200</u>	<u>\$ 29,651,700</u>	<u>\$ 30,104,284</u>

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VI. Changes in Capital Assets

A summary of changes in capital assets, at June 30, 2011 follows:

	Primary Government			Ending Balance
	Beginning Balance, as resated	Additions	Retirements	
Governmental activities:				
Non-depreciable capital assets:				
Land	\$ 71,715,935	\$ 13,191,058	\$ -	\$ 84,906,993
Intangible Assets	-	69,014	-	69,014
Construction in progress	91,960,126	22,332,566	(7,988,133)	106,304,559
Total non-depreciable assets	<u>163,676,061</u>	<u>35,592,638</u>	<u>(7,988,133)</u>	<u>191,280,566</u>
Depreciable assets:				
Buildings	667,185,051	22,981,358	(9,996,934)	680,169,475
Improvements other than buildings	61,656,466	371,138	(2,410,648)	59,616,956
Equipment and vehicles	132,007,889	6,203,269	(7,917,669)	130,293,489
Intangible assets	3,409,115	569,742	-	3,978,857
Infrastructure	1,159,868,766	9,746,760	(885,621)	1,168,729,905
Total depreciable assets	<u>2,024,127,287</u>	<u>39,872,267</u>	<u>(21,210,872)</u>	<u>2,042,788,682</u>
Less accumulated depreciation/amortization:				
Buildings	(270,180,701)	(27,733,627)	3,201,714	(294,712,614)
Improvements other than buildings	(13,778,261)	(2,017,389)	10,235	(15,785,415)
Equipment and vehicles	(78,862,139)	(8,501,770)	7,441,459	(79,922,450)
Intangible assets	(2,044,206)	(712,341)	-	(2,756,547)
Infrastructure	(965,423,539)	(11,071,234)	885,621	(975,609,152)
Total accumulated depreciation/amortization	<u>(1,330,288,846)</u>	<u>(50,036,361)</u>	<u>11,539,029</u>	<u>(1,368,786,178)</u>
Depreciable assets, net	<u>693,838,441</u>	<u>(10,164,094)</u>	<u>(9,671,843)</u>	<u>674,002,504</u>
Total governmental activities capital assets, net	<u>\$ 857,514,502</u>	<u>\$ 25,428,544</u>	<u>\$ (17,659,976)</u>	<u>\$ 865,283,070</u>
Business-Type activities:				
Non-depreciable capital assets:				
Land	\$ 46,276,852	\$ 369,500	\$ -	\$ 46,646,352
Intangible assets	2,304,237	-	-	2,304,237
Construction in progress	36,512,238	36,804,513	(30,070,575)	43,246,176
Total non-depreciable assets	<u>85,093,327</u>	<u>37,174,013</u>	<u>(30,070,575)</u>	<u>92,196,765</u>
Depreciable assets:				
Land improvements	7,040,090	12,836,523.00	-	19,876,613
Buildings	369,660,750	414,708	(305,401)	369,770,057
Equipment	593,059,896	18,769,140	(340,768)	611,488,268
Intangible assets	5,362,647	5,034	-	5,367,681
Totals depreciable assets	<u>975,123,383</u>	<u>32,025,405</u>	<u>(646,169)</u>	<u>1,006,502,619</u>
Less accumulated depreciation/amortization:				
Land improvements	(3,097,046)	(236,510)	-	(3,333,556)
Buildings	(86,216,218)	(7,954,170)	146,981	(94,023,407)
Equipment	(161,275,503)	(13,084,174)	320,253	(174,039,424)
Intangible assets	(1,905,876)	(949,307)	-	(2,855,183)
Total accumulated depreciation/amortization	<u>(252,494,643)</u>	<u>(22,224,161)</u>	<u>467,234</u>	<u>(274,251,570)</u>
Depreciable assets, net	<u>722,628,740</u>	<u>9,801,244</u>	<u>(178,935)</u>	<u>732,251,049</u>
Business-Type activities capital assets, net	<u>\$ 807,722,067</u>	<u>\$ 46,975,257</u>	<u>\$ (30,249,510)</u>	<u>\$ 824,447,814</u>
Component units activities:				
Non-depreciable capital assets:				
Land	\$ 487,500	\$ -	\$ -	\$ 487,500
Construction in progress	-	13,824	-	13,824
Total non-depreciable assets	<u>487,500</u>	<u>13,824</u>	<u>-</u>	<u>501,324</u>
Depreciable assets:				
Buildings and mobile classrooms	11,882,324	23,479	-	11,905,803
Improvements other than buildings	863,107	-	-	863,107
Building improvements	22,935,202	-	(22,935,202)	-
Equipment and vehicles	33,825,187	1,648,404	(596,417)	34,877,174
Total depreciable assets	<u>69,505,820</u>	<u>1,671,883</u>	<u>(23,531,619)</u>	<u>47,646,084</u>
Less accumulated depreciation:				
Buildings and mobile classrooms	(5,215,524)	(530,137)	-	(5,745,661)
Building improvements	(11,850,238)	-	11,850,238	-
Equipment, vehicles and other improvements	(24,452,867)	(2,547,804)	538,116	(26,462,555)
Total accumulated depreciation	<u>(41,518,629)</u>	<u>(3,077,941)</u>	<u>12,388,354</u>	<u>(32,208,216)</u>
Depreciable assets, net	<u>27,987,191</u>	<u>(1,406,058)</u>	<u>(11,143,265)</u>	<u>15,437,868</u>
Component units activities capital assets, net	<u>\$ 28,474,691</u>	<u>\$ (1,392,234)</u>	<u>\$ (11,143,265)</u>	<u>\$ 15,939,192</u>

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

General government	\$	9,759,575
Judicial administration		1,123,167
Public safety		3,974,147
Public works, which includes the depreciation of infrastructure assets		13,912,835
Health and sanitation		255,823
Culture and recreation		7,959,527
Community development		907,653
In addition, depreciation on capital assets held by the City's Internal Service funds is charged to the various functions based on their usage of the assets.		297,810
Total depreciation expense	\$	<u>38,190,537</u>
Business-type activities:		
Water Utility fund	\$	11,915,059
Wastewater Utility fund		4,818,680
Parking Facilities fund		5,490,422
Total depreciation expense	\$	<u>22,224,161</u>
Component unit activities		
Community Services Board	\$	244,866
School Board		2,550,114
Waterside Associates		282,961
Total depreciation expense	\$	<u>3,077,941</u>

Included in the capital asset additions for the governmental activities are school buildings and improvements transferred to the City from one of its component units, the School Board. The net book value of these assets at June 30, 2011 was \$9,397,204, which includes a historical cost of \$22,935,202 and accumulated depreciation of \$13,537,998. The transfer of these assets is also shown as capital asset retirements for the component unit's activities. The City retired approximately \$6,652,144 of similar assets in conjunction with the contribution.

Included in the component units beginning capital asset balances are \$3,907,475 for assets of Waterside Associates which was added as a component unit of the City in fiscal year 2011. The beginning balance is made up of \$6,459,062 in buildings, \$90,911 in permanent fixtures and \$234,829 in equipment with accumulated depreciation totaling \$2,877,327. There were no capital asset additions during fiscal year 2011.

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The following is a summary by fund of interest expense/revenue capitalized during the fiscal year ended June 30, 2011:

	Expense	Revenue	Capitalized
Water Utility fund	\$ 1,290,620	\$ (130,416)	\$ 1,160,204
Wastewater Utility fund	470,676	(30,152)	440,524
	\$ 1,761,296	\$ (160,568)	\$ 1,600,728

VII. Short-Term Obligations

A. Bond Anticipation Notes

On March 24, 2011, the City issued a \$51,655,000 General Obligation Bond Anticipation Note (BAN), Series 2011A (Tax-Exempt). The 2011A BAN consisted of a \$36,930,000 Note with an interest rate of 3.00% to yield 1.25% and a \$14,725,000 Note with an interest rate of 2.000% to yield 1.280%. The proceeds of the Series 2011A BAN were used to current refund on April 1, 2011 the outstanding principal amount and accrued and unpaid interest on the City's General Obligation BAN, Series 2010C. City Council has authorized that the Series 2011A BAN may be extended or refinanced from time to time by or at the direction of the City Manager provided that no extension or refinancing matures later than five years from the date of the original issuance of such Note (May 21, 2009).

On March 24, 2011, the City issued a \$23,650,000 General Obligation BAN, Series 2011B (Taxable) with an interest rate of 2.090% to yield 2.090%. The proceeds of the Series 2011B BAN were used to current refund on April 1, 2011, the outstanding principal amount and accrued and unpaid interest on the City's General Obligation BAN, Series 2010D (Taxable). City Council has authorized that the Series 2011B BAN may be extended or refinanced from time to time by or at the direction of the City Manager provided that no extension or refinancing matures later than five years from the date of the original issuance of such Note (January 21, 2010).

Interest on both the Series 2011A and the Series 2011B BANs will be payable semi-annually on January 1 and July 1, commencing January 1, 2012. Principal and interest accrued on the Series 2011A and the Series 2010B BANs shall be payable at maturity on January 1, 2014.

Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Rating Services reaffirmed the City's existing long-term rating "Aa2" and "AA", respectively on both the Series 2011A and the Series 2011B BANs. Moody's additionally assigned a short-term rating of "MIG-1" on both the Series 2011A and the Series 2011B BANs. Both the Series 2011A and the Series 2011B BANs are general obligations of the City and the City's full faith and credit are irrevocably pledged to the repayment of principal and interest. Either of the Series 2011A BANs or the Series 2011B BANs may be retired, at the discretion of the City Council, from the proceeds of future Capital Improvement Bonds, any revenue bonds of the City or by means of current revenues, special assessments or other funds.

Both the \$51,655,000 General Obligation BAN, Series 2011A (Tax-Exempt) and the

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\$23,650,000 General Obligation BAN, Series 2011B (Taxable) are included in the City's Outstanding General Obligation Bonds, and are classified as long-term obligations in the current year.

B. Variable Rate Bonds

General Obligation Variable Rate Demand Bonds, Series 2007

The City issued \$32,365,000 in General Obligation Variable Rate Demand Bonds, Series 2007 (AMT) on March 29, 2007, to finance the acquisition, construction and equipping of an approximately 80,000 square foot cruise ship center which includes docking areas and meeting space. This facility, which is owned and operated by the City, is known as the Half Moone Cruise & Celebration Center. As of June 30, 2011, \$30,830,000 remains outstanding and included in the City's long-term debt. The Series 2007 Bonds are general obligations of the City and the City's full faith and credit are irrevocably pledged to the repayment of principal and interest.

Since the Series 2007 Bonds financed a project that is used by private cruise ship lines, interest paid to the bondholders initially was subject to the alternative minimum tax (AMT). Taking advantage of a provision in the American Recovery and Reinvestment Act of 2009 (ARRA) that provided a holiday from the AMT for bonds issued in 2009 and 2010, the City permanently converted the Series 2007 Bonds from AMT to non-AMT tax status on August 27, 2009. The Series 2007 Bonds were issued pursuant to the provisions of the Indenture of Trust dated as of March 1, 2007, (the "Original Indenture") between the City and Regions Bank, as bond trustee (the "Trustee"). To effect the conversion, an Amended and Restated Indenture of Trust dated as of August 1, 2009, between the City and the Trustee (the "Amended and Restated Indenture") was executed for purposes of amending and restating the Original Indenture.

The Amended and Restated Indenture provides that the Series 2007 Bonds shall bear interest from time to time in any one of seven Interest Rate Periods: (i) a Daily Rate Period, (ii) a Weekly Rate Period, (iii) a Monthly Rate Period, (iv) a Commercial Paper Period, (v) an Indexed Put Rate Period, (vi) a Medium Term Rate Period, and (vii) a Fixed Rate Period. All Series 2007 Bonds must be in the same Interest Rate Period at any one time.

Additionally, the Amended and Restated Indenture provides that a portion of the Series 2007 Bonds maturing on August 1, 2037, in the amount of \$1,910,000 is subject to mandatory redemption. As a sinking fund, on August 1, 2036, the Trustee shall redeem \$1,910,000 of the Series 2007 Bonds plus accrued interest thereon to the redemption date. The remainder of the Series 2007 Bonds are subject to redemption at the direction of the City, in whole at any time or in part on any Interest Payment Date, at a redemption price equal to the principal amount thereof plus accrued interest, if any, to the redemption date. The final maturity on the Series 2007 Bonds is August 1, 2037.

Since delivery, the interest rate period on the Series 2007 Bonds has been at the Weekly Rate. Liquidity for the payment of the purchase price of Bonds tendered for purchase by the owners is provided pursuant to a Standby Bond Purchase

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Agreement (the "Liquidity Facility") between the City and Lloyds TSB Bank plc (the "Bank") at a liquidity fee of 12.5 basis points (0.125%). The interest rate on the Bonds is subject to Conversion to another interest rate mode, except from a Fixed Rate to another interest rate period, in whole and not in part, at the option of the City, by mailing a notice thereof to the Trustee, the Credit Provider, Liquidity Purchaser, the Paying Agent and the Remarketing Agent at least 30 days before the Conversion Date and, if the Conversion is from the Commercial Paper Period to another mode, subject to certain limitations, accompanied by a preliminary written opinion of Bond Counsel stating that such Conversion is authorized under the Indenture and will not adversely affect the exclusion of the interest on any of the Bonds from the gross income of the recipient thereof for federal income tax purposes.

The Liquidity Facility, which expires March 28, 2014, provides for the purchase of the Bonds which have been tendered, but not remarketed. The unremarketed Bonds held by the Bank (the "Bank Bonds"), if any, shall bear interest at the Bank Rate in accordance with the Liquidity Facility. The Bank Rate on the Bank Bonds will be computed for the first 30 days to be the Base Rate, which for any day is the higher of the Prime Rate or the Federal Funds Rate, plus fifty basis points (0.50%) per annum. The Bank Rate on the Bank Bonds for days 31 to day 90 will be computed as the Base Rate plus 1.50%. At 91 days and onward, any advances made under the Liquidity Facility, if any, will constitute a Term Loan and interest will be calculated as the Base Rate plus 2.00% (the "Term Loan Rate"). Repayment of the Term Loan shall be repaid by the City in sixty (60) equal monthly installments the first of which installments will be paid on the 90th day following the commencement date of the Term Loan; however the Term Loan may be prepaid by the City, without premium or penalty, upon one (1) business day notice in whole or in part, but if in part, in a minimum aggregate principal amount of \$500,000 and integral multiples of \$100,000 in excess thereof.

Through June 30, 2011, all the Series 2007 Bonds have been successfully remarketed by the remarketing agent.

Variable Rate Parking System Revenue Bonds, Series 2004A (Taxable)

The City issued \$6,695,000 in Variable Rate Parking System Revenue Bonds, Series 2004A (Taxable) on October 28, 2004, to finance the costs of acquiring, constructing and equipping capital improvements to the Parking System. As of June 30, 2011, \$6,065,000 remains outstanding and included in the City's long-term debt. The bonds mature February 1, 2035.

The Series 2004A Bonds are limited obligations of the City payable from the Net Revenues derived from the City's Parking System and other funds pledged for their payment under the terms of the Master Indenture of Trust dated as of February 1, 1997, as supplemented, between the City and U.S. Bank Trust National Association, as successor Trustee (the "Trustee").

The Indenture provides that the Series 2004A Bonds shall bear interest from time to time in any one of four Interest Mode: (i) a Daily Rate Mode, (ii) a Weekly Rate Mode, (iii) a Long-Term Mode, or (vii) a Fixed Mode. All Series 2004A Bonds must

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be in the same Interest Mode at any one time. Since initial delivery, the interest rate mode on the Series 2004A Bonds has been at the Weekly Rate. The interest rate on the Bonds is subject to Conversion to another interest rate mode, except from a Fixed Rate to another interest rate mode, in whole and not in part, at the option of the City, by mailing a notice thereof to the Trustee at least 30 days before the Conversion Date. Upon change in an Interest Mode, the Series 2004A Bonds are subject to mandatory tender for purchase to U.S. Bank Trust National Association, as tender agent. Notice must be sent by mail to the Owners of the Series 2004A Bonds no less than 15 days prior to the change in the Interest Mode. The Maximum Bond Rate (other than with respect to Bank Bonds) at any time is 15% per annum.

In conjunction with these bonds, the City maintains a Credit Facility. The Credit Facility is an irrevocable direct-pay letter of credit (LOC) obligation of Bank of America, N.A. (the "Credit Facility Issuer"). The annual LOC fee is 48 basis points for the current three-year LOC that expires on October 26, 2013. The LOC provides (i) the principal of the 2004A Bonds or the portion of the Purchase Price corresponding to the principal of the 2004A Bonds, to the extent remarketing proceeds are insufficient and (ii) 45 days' accrued interest (at a maximum rate of 15% per annum) on such 2004A Bonds or that portion of the Purchase Price corresponding to the interest accrued thereon.

The LOC provides for the purchase of the Bonds, which have been tendered, but not remarketed. The unremarketed Bonds held by the Bank (the "Bank Bonds") shall bear interest at the Bank Rate in accordance with the Credit Facility. Interest on the Bank Bonds will be computed as the per annum rate (rounded upwards, if necessary, to the next higher 1/100 of 1%) equal to one month LIBOR plus 200 basis points (2.0%). The Bank Rate shall not be subject to the Maximum Bond Rate.

At the option of the City, any 2004A Bonds are subject to redemption prior to maturity as further described in the Fifth Supplemental Indenture of Trust between the City and the Trustee.

Through June 30, 2011, all the Series 2004A Bonds have been successfully remarketed by the remarketing agent.

VIII. Long-Term Obligations

A. General Obligation and Revenue Bonds

The City has traditionally issued general obligation or revenue bonds to provide funds for the construction and acquisition of major capital facilities. General obligation bonds have been issued for both governmental and business-type activities. In 1993 and 1997 the City established Water revenue and Parking revenue bond programs, respectively. The Wastewater revenue bond program was established in fiscal year 2008.

General obligation bonds are direct obligations and pledge the full faith and credit of the City. Revenue bonds are limited liability obligations where revenues derived

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from the respective acquired or constructed assets are pledged to pay debt service.

A summary of general obligation bond and revenue bond transactions for the fiscal year ended June 30, 2011, follows:

	Governmental Activities - General Obligation Bonds*	Enterprise Funds			Total Enterprise Funds
		Water Utility Bonds	Wastewater Utility Bonds	Parking Facilities Bonds	
General obligation bonds outstanding at July 1, 2010	\$ 688,151,830	\$ 6,719,682	\$ 103,468,983	\$ 89,431,183	\$ 199,619,848
Bonds retired	(50,260,794)	(2,822,993)	(6,652,669)	(1,176,555)	(10,652,217)
Bonds refunded	(84,135,543)	-	(6,358,281)	(74,961,176)	(81,319,457)
Bonds issued	85,919,391	-	6,867,366	72,683,241	79,550,607
Bonds outstanding at June 30, 2011	639,674,884	3,896,689	97,325,399	85,976,693	187,198,781
Unamortized (discount) premium	12,080,458	(79,305)	1,123,083	1,539,839	2,583,617
General obligation bonds outstanding at June 30, 2011, adjusted for unamortized (discount) premium	<u>\$ 651,755,342</u>	<u>\$ 3,817,384</u>	<u>\$ 98,448,482</u>	<u>\$ 87,516,532</u>	<u>\$ 189,782,398</u>
Revenue bonds outstanding at July 1, 2010		\$ 303,355,000	\$ 17,959,167	\$ 87,844,000	\$ 409,158,167
Bonds retired		(9,875,000)	(850,000)	(3,024,000)	(13,749,000)
Bonds refunded		-	-	-	-
Bonds issued		47,415,000	6,618,492	-	54,033,492
Bonds outstanding at June 30, 2011		340,895,000	23,727,659	84,820,000	449,442,659
Unamortized (discount) premium		(365,453)	(59,075)	(3,331,415)	(3,755,943)
Revenue bonds outstanding at June 30, 2011, adjusted for unamortized (discount) premium		<u>\$ 340,529,547</u>	<u>\$ 23,668,584</u>	<u>\$ 81,488,585</u>	<u>\$ 445,686,716</u>

* Includes the remaining balance of \$12,885,000 on a 20-year \$13,000,000 Section 108 Loan with the Department of Housing and Urban Development (HUD). Revenues from the Broad Creek Tax Increment Financing (TIF) District are the primary revenue pledge to support the bonds' debt service. In Virginia, this TIF pledge constitutes a general obligation when determining the City's legal debt margin.

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General obligation and revenue bonds outstanding at June 30, 2011, are composed of the following individual issues:

Bond Issue/Purpose	Dated	Issue Amount	Interest Rate	Governmental Activities		Business-type Activities			Balance Outstanding
				Public Improvement Allocation	Water Utility Allocation	Wastewater Utility Allocation	Parking Facilities Allocation		
Series 1989 Property Acquisition	7/11/1989	\$ 1,500,000	6.76%	\$ 1,500,000	\$ -	\$ -	\$ -	\$ 1,500,000	
Series 1997 QRB	4/15/1997	4,000,000	5.60 - 5.75%	1,200,000	-	-	-	1,200,000	
Series 1998 QRB	9/15/1998	2,560,000	4.70 - 5.10%	1,035,000	-	-	-	1,035,000	
Series 1999 QRB	7/1/1999	4,000,000	5.10 - 5.30%	1,800,000	-	-	-	1,800,000	
Series 1999 QZAB	8/19/1999	7,000,000	none	538,456	-	-	-	538,456	
Series 2000 QRB	7/15/2000	3,995,000	5.25 - 5.65%	1,995,000	-	-	-	1,995,000	
Series 2000 QZAB	11/22/2000	3,637,170	none	839,347	-	-	-	839,347	
Series 2001 QZAB	12/27/2001	1,062,830	none	306,736	-	-	-	306,736	
Series 2002 Capital Improvement and Refunding	2/13/2002	74,200,000	5.00%	6,754,773	730,014	1,632,904	92,308	9,209,999	
Series 2002 QRB	2/13/2002	7,955,000	4.50 - 5.50%	4,400,000	-	-	-	4,400,000	
Series 2002 Property Acquisition	8/14/2002	3,400,000	5.38%	3,400,000	-	-	-	3,400,000	
Series 2002B Capital Improvement and Refunding	11/1/2002	74,490,000	3.00 - 5.25%	10,993,859	773,371	1,017,996	424,774	13,210,000	
Series 2003 VRA	4/8/2003	9,423,794	3.50%	-	-	7,133,548	-	7,133,548	
Series 2003 Capital Improvement and Refunding	11/15/2003	69,375,000	3.50 - 4.75%	8,400,029	-	164,971	-	8,565,000	
Series 2004 Refunding	3/16/2004	96,395,000	4.00 - 5.00%	23,005,282	-	3,769,718	-	26,775,000	
Series 2004 HUD	3/3/2004	13,000,000	4.32 - 5.97%	12,885,000	-	-	-	12,885,000	
Series 2004 Property Acquisition	7/29/2004	1,775,000	7.00%	1,191,738	-	-	-	1,191,738	
Series 2004 VRA	9/17/2004	11,100,000	3.10%	-	-	9,094,805	-	9,094,805	
Series 2005 Capital Improvement and Refunding	3/16/2005	94,355,000	4.125 - 5.00%	47,141,645	-	5,463,355	-	52,605,000	
Series 2006 VRA	3/14/2006	11,187,809	3.00%	-	-	9,836,537	-	9,836,537	
Series 2006B VRA	9/28/2006	14,250,000	none	-	-	12,112,500	-	12,112,500	
Series 2006 Capital Improvement and Refunding	11/15/2006	115,055,000	4.00 - 5.00%	74,598,833	-	8,268,527	2,567,640	85,435,000	
			variable - June 30, 2011 rate of						
Series 2007 VRDB (AMT)	3/29/2007	32,365,000	0.08%	30,830,000	-	-	-	30,830,000	
Series 2008A&B Refunding	2/13/2008	17,160,000	3.00 - 4.625%	11,540,000	-	-	-	11,540,000	
Series 2008C Capital Improvement	6/30/2008	153,605,000	4.70 - 5.00%	90,755,000	-	19,125,000	-	109,880,000	
Series 2009A Capital Improvement	5/21/2009	55,280,000	2.00 - 4.375%	50,760,000	-	-	-	50,760,000	
Series 2009B Refunding	5/21/2009	21,895,000	3.00 - 5.00%	11,676,487	2,393,303	1,047,489	682,721	15,800,000	
Series 2010A Capital Improvement	1/21/2010	49,875,000	1.75 - 5.00%	42,366,404	-	2,982,586	4,526,009	49,874,999	
Series 2010B Capital Improvement	1/21/2010	117,650,000	4.04 - 5.962%	108,841,905	-	8,808,095	-	117,650,000	
Series 2010E Capital Improvement	2/25/2010	5,000,000	2.00 - 4.00%	-	-	-	5,000,000	5,000,000	
Series 2010F Capital Improvement	2/25/2010	5,000,000	1.30 - 5.05%	5,000,000	-	-	-	5,000,000	
Series 2010G Refunding	5/21/2009	90,165,000	2.50 - 5.00%	83,098,006	-	6,867,368	199,626	90,165,000	
Series 2011A Bond Anticipation Note	3/24/2011	51,655,000	2.00 - 3.00%	721,403	-	-	50,933,597	51,655,000	
Series 2011B Bond Anticipation Note	3/24/2011	23,650,000	2.09%	2,099,982	-	-	21,550,018	23,650,000	
Total General Obligation Bonds				\$ 639,674,884	\$ 3,896,689	\$ 97,325,399	\$ 85,976,693	\$ 826,873,664	

Bond Issue/Purpose	Dated	Interest Rate	Business-type Activities				Balance Outstanding
			Wastewater		Parking Facilities		
			Water Utility	Utility			
Series 1993 Water Revenue	11/1/1993	5.25 - 5.375%	\$ 42,375,000	\$ -	\$ -	\$ 42,375,000	
Series 1995 Water Revenue	8/15/1995	5.75 - 5.90%	81,135,000	-	-	81,135,000	
Series 1998 Water Revenue and Refunding	11/1/1998	4.75 - 5.125%	63,950,000	-	-	63,950,000	
Series 1999 Parking System Revenue	2/15/1999	4.00 - 5.00%	-	-	13,320,000	13,320,000	
Series 2001 Water Revenue and Refunding	10/15/2001	4.00 - 5.00%	28,865,000	-	-	28,865,000	
Series 2000B Parking System Revenue and Refunding	10/1/2000	5.50 - 5.50%	-	-	15,155,000	15,155,000	
		variable - June 30, 2011 rate of					
Series 2004A Variable Rate Parking System Revenue	10/28/2004	0.16%	-	-	6,065,000	6,065,000	
Series 2004B Parking System Revenue and Refunding	10/28/2004	2.50 - 5.00%	-	-	25,890,000	25,890,000	
Series 2005 Water Revenue and Refunding	3/23/2005	3.50 - 5.00%	20,695,000	-	-	20,695,000	
Series 2005 Parking System Revenue Refunding	6/15/2005	4.00 - 5.00%	-	-	24,390,000	24,390,000	
Series 2007 Wastewater Revenue	11/9/2007	0.00%	-	15,725,000	-	15,725,000	
Series 2008 Water Revenue	4/23/2008	3.00 - 5.00%	56,460,000	-	-	56,460,000	
Series 2009 Wastewater Revenue	11/17/2009	0.00%	-	4,879,354	-	4,879,354	
Series 2010 Water Revenue	9/30/2010	2.00 - 4.50%	47,415,000	-	-	47,415,000	
Series 2010 Wastewater Revenue	10/19/2010	0.00%	-	3,123,305	-	3,123,305	
Total Revenue Bonds			\$ 340,895,000	\$ 23,727,659	\$ 84,820,000	\$ 449,442,659	

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The Parking System's Series 2004 Variable Rate Demand Bonds are remarketed weekly and have averaged 0.08% over the one-month London Interbank Offered Rate (LIBOR) since inception.

The Series 2007 General Obligation Variable Rate Demand Bonds, utilized to finance the construction of the cruise terminal, are remarketed weekly and are generally anticipated to be 0.16% higher than the Securities Industry and Financial Market Association (SIFMA) Index.

B. General Obligation Bonds

A summary of the requirements to amortize general obligation bonds are as follows:

Year Ending June 30,	Governmental Activities		Business-type Activities	
	Principal	Interest	Principal	Interest
2012	\$ 56,025,353	\$ 27,298,850	\$ 10,687,881	\$ 5,673,094
2013	50,732,457	24,901,676	8,774,924	5,631,389
2014	47,290,937	23,000,370	80,050,870	5,249,922
2015	43,395,754	21,172,443	7,732,818	3,093,726
2016	41,656,069	19,215,308	6,890,148	2,797,856
2017-2021	176,821,755	70,115,052	30,357,958	10,844,583
2022-2026	136,449,449	34,817,882	30,485,371	5,718,143
2027-2031	71,723,110	9,941,588	12,218,811	1,105,398
2032-2036	11,665,000	243,852	-	-
2037-2039	3,915,000	2,124	-	-
Total	\$ 639,674,884	\$ 230,709,145	\$ 187,198,781	\$ 40,114,111

The detailed requirements to amortize general obligation bonds for the major proprietary funds are as follows:

Year Ending June 30,	Water Utility Fund		Wastewater Utility Fund		Parking Facilities Fund	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 2,058,267	\$ 163,900	\$ 7,165,509	\$ 3,586,557	\$ 1,464,104	\$ 1,922,638
2013	739,589	82,154	6,946,909	3,281,567	1,088,426	2,267,668
2014	551,047	41,165	6,040,085	2,947,892	73,459,739	2,260,864
2015	547,786	13,695	6,204,465	2,679,329	980,566	400,703
2016	-	-	6,031,697	2,464,174	858,451	333,681
2017-2021	-	-	27,409,607	9,538,137	2,948,351	1,306,446
2022-2026	-	-	27,554,491	4,936,318	2,930,880	781,825
2027-2031	-	-	9,972,636	851,111	2,246,176	254,287
	\$ 3,896,689	\$ 300,914	\$ 97,325,399	\$ 30,285,085	\$ 85,976,693	\$ 9,528,112

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C. Revenue Bonds

The water revenue bond covenants require that each year's Water Utility fund net revenue not be less than the greater of (i) the sum of 1.1 times senior debt service and 1.0 times subordinated debt service or (ii) 1.0 times the funding requirements for transfers from the revenue fund to the operating fund, the bond fund, the parity debt service fund, the debt service reserve fund, the subordinate debt service fund, the repair and replacement reserve fund and the rate stabilization fund. Pursuant to the terms of the revenue bond indenture, certain resources have been set aside for the repayment of the revenue bonds. These resources are classified as restricted cash and investments on the Statement of Net Assets because their use is limited by applicable bond covenants.

The wastewater revenue bond covenants require that each year's Wastewater Utility fund net revenue will equal at least 1.15 times the amount required during the fiscal year to pay the principal of the wastewater revenue bond, the additional payments and all other indebtedness of the borrower payable from revenues, including without limitation, indebtedness under leases which are treated as capital leases under GAAP, but excluding any general obligation bonds issued to finance wastewater system property. These resources are classified as restricted investments on the Statement of Net Assets because their use is limited by applicable bond covenants.

The parking revenue bond covenants require that each year's Parking Facilities fund net revenue not be less than the greater of (i) the sum of 1.25 times senior debt service and 1.0 times subordinated debt service and (ii) 1.0 times the funding requirements for transfers from the revenue fund to the operating fund, the bond fund, the parity debt service fund, the debt service reserve fund, the MacArthur Center garage reserve fund, the repair and replacement reserve fund, the surety bond interest fund and the subordinate debt service fund. Pursuant to the terms of the revenue bond indenture, certain resources have been set aside for the repayment of the revenue bonds. These resources are classified as restricted investments on the Statement of Net Assets because their use is limited by applicable bond covenants.

The detailed requirements to amortize water, wastewater, and parking revenue bonds are as follows:

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Year Ending June 30,	Water Revenue		Wastewater Revenue		Parking Revenue	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 11,285,000	\$ 16,773,159	\$ 1,225,000	\$ -	\$ 2,565,000	\$ 3,882,979
2013	11,825,000	16,227,660	1,243,237	-	2,690,000	3,763,475
2014	12,400,000	15,652,373	1,243,237	-	2,835,000	3,637,807
2015	13,025,000	15,034,060	1,243,237	-	2,970,000	3,504,754
2016	13,690,000	14,365,657	1,243,237	-	3,085,000	3,387,312
2017-2021	80,180,000	60,079,259	6,216,185	-	17,870,000	14,795,935
2022-2026	94,890,000	36,341,084	6,216,185	-	22,855,000	10,281,619
2027-2031	48,605,000	17,483,284	4,941,171	-	25,890,000	4,483,098
2032-2036	32,465,000	8,552,447	156,170	-	4,060,000	285,922
2037-2041	22,530,000	1,986,488	-	-	-	-
Total	\$ 340,895,000	\$ 202,495,471	\$ 23,727,659	\$ -	\$ 84,820,000	\$ 48,022,901

D. Mortgage Payable

Waterside Associates has a mortgage payable that has been extended several times since inception. As of June 30, 2011, the most recent extension began on October 1, 2009 requiring 23 monthly installments of \$45,000 ending with a final payment of outstanding principal and accrued interest on September 1, 2011. Interest is payable monthly at a rate of LIBOR plus 1.58% with a maximum rate of 7.5% and a minimum rate of 3.5%. The effective interest rate as of June 30, 2011 was 3.5%. The loan is secured by the building and equipment and is guaranteed by its partners. The loan balance as of June 30, 2011 is \$4,705,427. Subsequent to the end of the fiscal year, an additional extension was granted which began on October 1, 2011 requiring 23 monthly installments of \$45,000 ending with a final payment due on September 30, 2013.

E. Other Notes and Loans

The City purchased property in December 2009 and, as a part of the purchase agreement, the City assumed the outstanding balance of the Seller's existing loan with Southern Bank in the amount of \$1,208,262. The balance of the note will be paid according to the following schedule:

Year Ending June 30,	Principal	Interest
2012	\$ 604,131	\$ 51,351
2013	604,131	25,676
Total	\$ 1,208,262	\$ 77,027

F. Advanced Refundings

On October 19, 2010, the City sold \$90,165,000 of general obligation bonds which were used to defease \$10,380,000 of the City's Series 2002B General Obligation Bonds, \$28,550,000 of the City's Series 2003 General Obligation Bonds, \$20,950,000 of the City's Series 2005 General Obligation Bonds, \$7,650,000 of the City's Series 2006 General Obligation Bonds and \$23,135,000 of the City's Series 2008C General Obligation Bonds. The advance refunding will reduce the City's total

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debt service payments for bonds and result in an economic gain (difference between the present values of the debt service payments on the old and new debt) of \$3,320,406.

Previously, the City of Norfolk defeased certain general obligation and revenue bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the fund's financial statements.

At June 30, 2011 the following defeased bonds from advance refunding are still outstanding:

General Obligation			
Defeased In	Original Issue	Amount	Redemption
2005	2002	\$ 4,050,000	1/1/2012
2006	2002	4,050,000	1/1/2012
2006	2002B	6,920,000	7/1/2012
2009	2002	5,400,000	1/1/2012
2011	2002B	10,380,000	7/1/2012
2011	2003	28,550,000	12/1/2013
2011	2005	20,950,000	3/1/2015
2011	2006	7,650,000	10/1/2014
2011	2008C	23,135,000	4/1/2017
		\$ 111,085,000	

G. Lease Obligations

Operating Leases:

The City leases various facilities for operational and office space from various lessors under operating leases. Total rental expenditures under these leases were \$3,715,888 for the year ended June 30, 2011.

Future year lease obligations are listed below:

Year Ending June 30,	Operating Lease Obligations
2012	\$ 3,713,148
2013	3,512,519
2014	3,261,596
2015	2,938,799
2016	2,816,114
Thereafter	915,153
Total minimum lease payments	\$ 17,157,329

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H. Landfill Liability

The Campostella Landfill was issued a permit by the Virginia Department of Health on February 18, 1983 to operate a construction demolition debris (CDD) waste landfill. The landfill accepted primarily CDD and inert waste in addition to sanitary and debris waste. The landfill stopped receiving waste on June 30, 1992. The Virginia Department of Environmental Quality (DEQ) approved the closure certification and officially designated the facility closed on August 2, 2002. State and federal laws require the City to perform certain maintenance and monitoring activities at the site for 10 years after regulatory closure. During the fiscal year ended June 30, 2010, the DEQ notified the City that it must demonstrate corrective action and 10 years of post-close care costs beyond December 31, 2010. The \$1,779,660 reported as an obligation for landfill closure and post-closure costs at June 30, 2011, reflects the estimated total cost to perform these activities. Actual costs may be higher due to inflation, changes in technology and/or changes in laws.

The Campostella landfill statistically exceeded groundwater protection standards in May 2002. Until a remedy for corrective action is chosen and approved, \$1,000,000 is included in the liability above for groundwater corrective action as required by state law.

I. Compensated Absences

A liability for vested vacation and sick leave benefits is recorded as general long-term obligations. These benefits represent future obligations of the following funds and component units:

Primary Government:	
Governmental activities:	
General fund	\$ 13,804,882
Non-major governmental and internal service funds	<u>1,134,379</u>
Total governmental	<u>\$ 14,939,261</u>
Enterprise funds:	
Water Utility fund	\$ 1,096,112
Wastewater Utility fund	358,048
Parking Facilities fund	<u>285,097</u>
Total enterprise funds	<u>\$ 1,739,257</u>
Component Unit - School Board	<u>\$ 9,227,877</u>
Component Unit - CSB	<u>\$ 1,013,946</u>

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J. Debt Limit

The Commonwealth of Virginia imposes a legal limit of 10 percent of the assessed valuation of taxed real property as a ceiling in the amount of general obligation borrowings, which may be issued by the City without referendum. At June 30, 2011, the City's debt limit is \$1,932,064,350 of which \$1,102,442,422 is available for the issuance of additional debt. There are no overlapping tax jurisdictions.

K. Bonds Authorized and Unissued

A summary of bonds authorized and unissued as of June 30, 2011 are as follows:

Projects	Total
General Obligation Bonds Authorized and Unissued:	
Capital Fund Projects	
General Capital Improvement Projects	\$ 205,633,466
Maritime Center Capital Improvement Projects	425,000
Towing and Recovery Capital Improvement Projects	3,091,084
Storm Water Capital Improvement	6,959,576
Capital Fund Projects Total	216,109,126
Wastewater Utility Fund Projects	24,785,748
G.O. Bonds Authorized and Unissued	240,894,874
Revenue Bonds Authorized and Unissued:	
Water Utility Fund Projects	51,720,626
Parking Facilities Fund Projects	76,643,933
Revenue Bonds Authorized and Unissued	128,364,559
Total Bonds Authorized and Unissued	\$ 369,259,433

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L. Changes in Long-Term Obligations

A summary of fiscal year 2011 changes in long-term obligations, net of unamortized discounts and premiums, are as follows:

	Primary Government			Ending Balance	Amounts Due Within One Year
	Beginning Balance	Additions	Reductions		
GOVERNMENTAL ACTIVITIES:					
Bonds and Notes Payable:					
General obligation debt	\$ 699,748,501	\$ 90,330,076	\$ 138,323,235	\$ 651,755,342	\$ 58,057,350
Notes	1,812,393	-	604,131	1,208,262	604,131
Total Bonds and Notes Payable	701,560,894	90,330,076	138,927,366	652,963,604	58,661,481
Other Liabilities:					
Vested compensated absences	16,333,336	9,979,004	11,689,420	14,622,920	10,600,000
Retirement system contribution	31,703,987	38,140,246	31,703,987	38,140,246	38,140,246
Other post-employment benefits	12,741,679	7,157,379	1,780,998	18,118,060	-
Retiree's life insurance	420,000	-	25,000	395,000	75,000
Self-insurance	30,270,187	5,628,197	4,225,302	31,673,082	3,721,992
Landfill closure and post-closure costs	1,779,660	-	-	1,779,660	-
Total Other Liabilities	93,248,849	60,904,826	49,424,707	104,728,968	52,537,238
Governmental Activities					
Long-term liabilities	794,809,743	151,234,902	188,352,073	757,692,572	111,198,719
Internal Service Funds:					
Retirement system contribution	527,952	605,162	527,952	605,162	605,162
Vested compensated absences	345,223	191,041	219,923	316,341	224,832
Total Internal Service Funds	873,175	796,203	747,875	921,503	829,994
Total Governmental Activities	\$ 795,682,918	\$ 152,031,105	\$ 189,099,948	\$ 758,614,075	\$ 112,028,713
BUSINESS-TYPE ACTIVITIES:					
Bonds and Notes Payable:					
Water	\$ 307,893,016	\$ 47,415,000	\$ 10,961,085	\$ 344,346,931	\$ 13,343,267
Wastewater	122,944,568	13,485,860	14,313,362	122,117,066	8,390,509
Parking facilities	174,349,295	72,683,241	78,027,419	169,005,117	4,029,104
Total Bonds and Notes Payable	605,186,879	133,584,101	103,301,866	635,469,114	25,762,880
Other Liabilities:					
Vested compensated absences	1,771,137	1,148,577	1,180,457	1,739,257	1,001,308
Retirement system contribution	3,283,533	4,115,904	3,283,533	4,115,904	4,115,904
Other post-employment benefits	1,418,343	833,036	207,288	2,044,091	-
Claims and judgements	640,000	-	640,000	-	-
Total Other Liabilities	7,113,013	6,097,517	5,311,278	7,899,252	5,117,212
Total Business-Type Activities	\$ 612,299,892	\$ 139,681,618	\$ 108,613,144	\$ 643,368,366	\$ 30,880,092
COMPONENT UNITS:					
Bonds and Notes Payable:					
Waterside Associates	\$ 5,073,718	\$ -	\$ 368,291	\$ 4,705,427	\$ 390,881
Other Liabilities:					
Vested Compensated Absences					
Community Services Board	1,115,687	572,008	673,749	1,013,946	727,618
Norfolk Public Schools	9,269,981	8,908,450	8,950,554	9,227,877	6,920,907
Other post-employment benefits					
Norfolk Public Schools	3,946,940	8,731,143	4,612,638	8,065,445	-
Pension Liability:					
Community Services Board	1,766,910	1,032,852	1,093,997	1,705,765	1,705,765
Pollution Remediation:					
Norfolk Public Schools	115,000	147,444	132,444	130,000	130,000
Workers' Compensation Claims					
Norfolk Public Schools	2,402,161	1,046,217	894,477	2,553,901	208,850
Claims Liability					
Norfolk Public Schools	32,236	259,233	235,251	56,218	47,785
Component Units					
long-term obligations	\$ 23,722,633	\$ 20,697,347	\$ 16,961,401	\$ 27,458,579	\$ 10,131,806

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IX. Pension Plans

The City and its component units participate in three defined benefit pension retirement plans. These include the Employees' Retirement System (ERS) of the City of Norfolk (IX.A); a Virginia Retirement System (VRS) plan administered by the Commonwealth of Virginia for the benefit of Norfolk School Board employees (IX.B); and a VRS plan for the benefit of state employees in constitutional offices (IX.C). In addition, the School Board and Community Services Board have defined contribution plans.

A. Employees' Retirement System of the City of Norfolk (System):

Plan Description

The Employees' Retirement System of the City of Norfolk (System) is the administrator of a single-employer noncontributory, defined benefit plan that covers substantially all employees of the City, excluding School Board and Constitutional Officers' employees who are covered by the Virginia Retirement System. The System provides retirement benefits as well as death and disability benefits. All benefits vest after 5 years of creditable service. Cost-of-living adjustments ("COLAs") are provided at the discretion of the City Council. The System and its benefits are established by Section 37 of the Code of the City of Norfolk, Virginia as amended. The ERS is included as a Pension Trust fund in the City's financial statements and also issues a separate publicly available financial report that includes financial statements and required supplementary information for the ERS. That report may be obtained by writing to Employees' Retirement System of the City of Norfolk, City Hall Building, 810 Union Street, Suite 309, Norfolk, VA 23510.

Funding Policy

Section 37 of the Code of the City of Norfolk, Virginia, established the authority under which the City's obligation to contribute to the plan is determined. Contribution requirements are actuarially determined at the end of each fiscal year and paid by the City in the ensuing year. The contribution requirement of \$42,828,229 for the year ended June 30, 2011 was based on 24.8% of covered payroll for general employees and for public safety employees. This contribution requirement is recorded in the City's *Statement of Net Assets* as a liability payable to the pension fund and will be made in fiscal year 2012.

Annual Pension Cost

For 2011, the System's annual pension cost was equal to the City's required and actual (to be made in 2012) contribution. The required contribution was determined as part of the June 30, 2011 actuarial valuation using the entry age normal method. The amortization method used is level dollar open except for the public safety retirement enhancement program which is amortized over a 20-year period commencing July 1, 2005. Significant actuarial assumptions included: (a) 7.5% investment rate of return (net of administrative expenses), (b) projected average salary increases of 5.24% for general employees and 5.67% for public safety

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employees and (c) an assumed inflation rate of 3.5%. The actuarial value of assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments over a three-year period. The remaining amortization period at June 30, 2011 was 14 years.

Three-Year Trend Information

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
June 30, 2011	\$ 42,828,229	100%	\$ -
June 30, 2010	\$ 35,515,472	100%	\$ -
June 30, 2009	\$ 28,278,984	100%	\$ -

Funding Status and Funding Progress

The schedule of funding progress which presents multi-year trend information about the actuarial value of the Pension plan assets and the actuarial accrued liability for Pension benefits is as follows:

CITY - EMPLOYEES' RETIREMENT SYSTEM

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded (Overfunded) Actuarial Accrued Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Covered Payroll</u>	<u>UAAL as a % of Covered Payroll</u>
June 30, 2007	\$925,800,000	\$972,200,000	\$46,400,000	95.2%	\$168,100,000	27.6%
June 30, 2008	\$937,800,000	\$1,009,100,000	\$71,300,000	92.9%	\$175,400,000	40.6%
June 30, 2009	\$885,600,000	\$1,029,600,000	\$144,000,000	86.0%	\$179,600,000	80.2%
June 30, 2010	\$817,700,000	\$1,046,800,000	\$229,100,000	78.1%	\$175,200,000	130.8%
June 30, 2011	\$832,000,000	\$1,064,000,000	\$232,000,000	78.2%	\$171,000,000	135.7%

The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations. Additional details on the plan's funded status and funding progress are included as required supplementary information following these notes to the financial statements.

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B. School Board – Retirement Plan

Plan Description – Virginia Retirement System (VRS)

The School Board contributes to the Virginia Retirement System (VRS), an agent, which administers both a multiple-employer (for non-professionals) and a cost-sharing multiple-employer (for professionals) defined benefit pension plan for the School Board. All full-time, salaried permanent employees of the School Board must participate in the VRS. Benefits vest after five years of service. Employees are eligible for an unreduced retirement benefit at age 65 with 5 years of service and at 50 with 30 years of service for participating employers payable monthly for life in an amount equal to 1.7% of their average final compensation (AFC) for each year of credited service. Benefits are actuarially reduced for retirees who retire prior to becoming eligible for full retirement benefits. In addition, retirees qualify for annual cost-of-living adjustments (COLA) beginning in their second year of retirement. The COLA is limited to 5% per year. AFC is defined as the highest consecutive 36 months of reported compensation. The VRS also provides death and disability benefits. Title 51.1 of the Code of Virginia (1950), as amended, assigns the authority to establish and amend benefit provision to the General Assembly of Virginia.

VRS issues a publicly available comprehensive annual financial report that includes financial statements and required supplementary information for VRS. A copy of that report may be downloaded from their website at <http://www.varetire.org/> or obtained by writing VRS at P.O. Box 2500, Richmond, VA 23218-2500.

Funding Policy

Title 51.1 of the Code of Virginia (1950) requires plan members, as amended, to contribute 5% of their annual reported compensation to the VRS. The School Board has assumed the 5% member contribution. In addition, the School Board is required to contribute the remaining amounts necessary to fund its participation in the VRS using the actuarial basis specified by the Code of Virginia and approved by the VRS Board of Trustees. The School Board's professional and non-professional employees' contribution rates for the fiscal year ended June 30, 2011 were 3.93% and 7.62% of annual covered payroll (not including assumed 5%). The School Board's contributions to the VRS for the fiscal years ended June 30, 2011, 2010, and 2009 for professional employees were \$18,557,452, \$24,885,620, and \$30,638,660, respectively, such amounts comprising 100% of the required statutory contributions for each of the three years.

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Annual Pension Cost – Agent Multiple-Employer Plan

For 2011, the School Board's annual pension costs of \$1,932,102 for nonprofessional employees were equal to the School Board's required and actual contributions. The required contribution was determined as part of the June 30, 2009 actuarial valuation using the entry age normal actuarial cost method. The actuarial assumptions at June 30, 2009 included (a) 7.0% investment rate of return (net of administrative expenses), (b) projected salary increases of 3.75% to 5.6% and (c) 2.5% per year cost-of-living adjustments. Both (a) and (b) included an inflation component of 2.5%. The actuarial value of the School Board's assets is equal to the modified market value of assets. This method was determined using techniques that smooth the effects of short-term volatility in the market value of assets over a five-year period. The amortization method is level percentage of projected payroll on an open basis and the remaining amortization period is 20 years.

Trend information for the School Board's agent multiple-employer plan for nonprofessional employees is as follows:

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
June 30, 2011	\$ 1,932,102	100%	\$ -
June 30, 2010	\$ 1,937,143	100%	\$ -
June 30, 2009	\$ 2,025,771	100%	\$ -

Funding Status and Funding Progress

As of June 30, 2010, the most recent actuarial valuation date, the plan was 79.18% funded. The actuarial accrued liability for benefits was \$80,984,997, and the actuarial value of assets was \$64,120,661 resulting in an unfunded actuarial accrued liability (UAAL) of \$16,864,336. The covered payroll (annual payroll of active employees covered by the plan) was \$16,243,835 and the ratio of the UAAL to the covered payroll was 103.82%. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations. Additional details on the plan's funded status and funding progress are included as required supplementary information following these notes to the financial statements.

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The schedule of funding progress which presents multi-year trend information about the actuarial value of the Pension plan assets and the actuarial accrued liability for Pension benefits is as follows:

SCHOOL BOARD COMPONENT UNIT - VRS NON-PROFESSIONAL EMPLOYEES

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded (Overfunded) Actuarial Accrued Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Covered Payroll</u>	<u>UAAL as a % of Covered Payroll</u>
June 30, 2006	\$ 55,282,776	\$ 60,006,661	\$ 4,723,885	92.1%	\$ 14,246,198	33.2%
June 30, 2007	\$ 61,180,012	\$ 66,118,525	\$ 4,938,513	92.5%	\$ 15,236,207	32.4%
June 30, 2008	\$ 66,558,849	\$ 72,573,728	\$ 6,014,879	91.7%	\$ 17,520,165	34.3%
June 30, 2009	\$ 65,474,071	\$ 74,800,079	\$ 9,326,008	87.5%	\$ 16,948,926	55.0%
June 30, 2010	\$64,120,661	\$ 80,984,997	\$ 16,864,336	79.2%	\$ 16,243,835	103.8%

The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations. Additional details on the plan's funded status and funding progress are included as required supplementary information following these notes to the financial statements.

C. State Employees – Virginia Retirement System (VRS)

Plan Description

The City of Norfolk contributes to the Virginia Retirement System (VRS), an agent, which administers a multiple-employer defined benefit pension plan for the City of Norfolk. All full-time, salaried permanent state employees in the City's five constitutional offices must participate in the VRS. These offices include: Commissioner of the Revenue, City Treasurer, Circuit Courts, Commonwealth's Attorney, and Sheriff and Jail. Benefits vest after 5 years of service. Employees are eligible for an unreduced retirement benefit at age 65 with 5 years of service (age 60 with 5 years of service for participating law enforcement officers and firefighters) and age 50 with 30 years of service for participating employers (age 50 with 25 years of service for participating law enforcement officers and firefighters) payable monthly for life in an amount equal to 1.7% of their average final salary (AFS) for each year of credited service. In addition, retirees qualify for annual cost-of-living increases limited to 5% per year in their second year of retirement. AFS is defined as the highest consecutive 36 months of salary. Benefits are actuarially reduced for retirees who retire prior to becoming eligible for full retirement benefits. Participating law enforcement officers may receive a monthly benefit supplement if they retire prior to age 65. The VRS also provides death and disability benefits. Title 51.1 of the *Code of Virginia* (1950), as amended, assigns the authority to establish and amend benefit provisions to the State legislature. The VRS issues a publicly available comprehensive annual financial report that includes financial statements and required supplementary information for VRS. A copy of that report may be

CITY OF NORFOLK, VIRGINIA
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downloaded from their website at <http://www.varetire.org/> or obtained by writing to VRS at P.O. Box 2500, Richmond, VA, 23218-2500.

Funding Policy

Plan members are required by Title 51.1 of the *Code of Virginia* (1950), as amended, to contribute 5% of their annual salary to the VRS. The 5% member contribution has been assumed by the City. In addition, the City is required to contribute the remaining amounts necessary to fund its participation in the VRS using an actuarial basis specified by the *Code of Virginia* and approved by the VRS Board of Trustees. The City's contribution rate (including the assumed 5%) for the fiscal year ended June 30, 2011 was 13.4% of annual covered payroll.

Annual Pension Cost

For 2011, the City's annual pension cost of \$3,289,129 was equal to the City's required and actual contribution. The required contribution was determined as part of the June 30, 2009 actuarial valuation using the entry age normal actuarial cost method. The amortization method is level percent open. The actuarial assumptions included: (a) 7% investment rate of return; (b) projected salary increases that range between 3.75% to 5.6% per year, and (c) 2.5% per year cost-of-living adjustments. Both (a) and (b) include an inflation component of 2.5%. The actuarial value of the City's assets is equal to the modified market value of assets. This method was determined using techniques that smooth the effects of short-term volatility in the market value of investments over a five-year period. The remaining amortization period is 20 years.

Trend information for the City VRS plan is as follows:

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
June 30, 2011	\$ 3,289,129	100%	\$ -
June 30, 2010	\$ 3,371,413	100%	\$ -
June 30, 2009	\$ 3,490,287	100%	\$ -

Funding Status and Funding Progress

The schedule of funding progress which presents multi-year trend information about the actuarial value of the Pension plan assets and the actuarial accrued liability for Pension benefits is as follows:

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CITY - VRS EMPLOYEES

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded (Overfunded) Actuarial Accrued Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Covered Payroll</u>	<u>UAAL as a % of Covered Payroll</u>
June 30, 2006	\$ 35,756,786	\$ 36,121,461	\$ 364,675	99.0%	\$ 23,344,075	1.6%
June 30, 2007	\$ 41,467,595	\$ 40,237,331	\$ (1,230,264)	103.1%	\$ 24,931,958	-4.9%
June 30, 2008	\$ 47,154,626	\$ 52,000,548	\$ 4,845,922	90.7%	\$ 25,854,549	18.7%
June 30, 2009	\$ 51,470,652	\$ 58,287,883	\$ 6,817,231	88.3%	\$ 25,997,389	26.2%
June 30, 2010	\$ 54,256,199	\$ 67,356,664	\$ 13,100,465	80.6%	\$ 24,538,680	53.4%

The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations. Additional details on the plan's funded status and funding progress are included as required supplementary information following these notes to the financial statements.

X. Deferred Compensation Plan

The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all City employees, permits them to defer a portion of their salary until future years. The deferral may be up to 25% of gross income up to a maximum of \$16,500 per year. The benefits from the deferred compensation plan are not available to employees until termination, retirement, death or unforeseeable emergency.

The laws governing the City's deferred compensation plan have been complied with pursuant to the provisions of IRC Section 457. Accordingly, all assets of the plan are held in trust for the exclusive benefit of the participants and their beneficiaries.

XI. Other Post-employment Benefits (OPEB)

Plan Description

The City of Norfolk and the Norfolk School Board provide post-retirement health care benefits, in accordance with adopted statutes, which require extending access to healthcare benefits to certain retirees. General City employees are eligible to participate at the earlier of age 55 and 15 years of creditable service or 25 years of creditable service. City firefighters and police officers, who have a mandatory retirement age of 62, are eligible to participate at the earlier of age 50 and 15 years of creditable service or 20 years of creditable service. Employees who retire on accidental disability are also eligible. Grandfathered school employees who are older than age 50 with at least 5 years of service are eligible as well as non-grandfathered school employees who are older than age 50 with 15 years of creditable service. Retirees that elect to participate

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may purchase health care coverage using the same health care plans and premium structures available to active employees. Retiree participation, plan/benefit elections and contributions, are administered by the City's Retirement Bureau and the City's and the Schools' benefits offices based on the participation guidelines established by the Norfolk City Council and Norfolk School Board. Benefits are currently managed on a pay-as-you-go basis rather than use of an irrevocable trust and a separate financial report of the OPEB Plan is not issued. The plan is considered a single-employer plan.

Funding Policy

No employee contributions are required prior to retirement to participate in or fund the OPEB Plan. Currently, the City and Schools pay a set amount towards the monthly premium for participating retirees. This set contribution amount is an explicit subsidy of \$25 per month for the City and \$75 per month for the Schools per participating retiree. Retirees may not convert the benefit into an in-lieu payment to secure coverage under independent plans. The plan sponsors also pay an implicit subsidy by allowing retirees to participate in the same benefit plans under the same premium structure as available to active employees, however, the plan sponsors are not required to fund the plan other than the pay-as-you-go amount necessary to provide current benefits to employees.

Annual OPEB Cost and Net OPEB Obligation

The City's and School's annual OPEB cost (expense) is calculated based on the annual required contribution (ARC), an amount actuarially determined in accordance with GASB Statement No. 45. Under this Statement, governments report on an accrual basis, benefit costs related to the period in which benefits are earned rather than to the period of benefit distribution. The annual required contribution represents a level of funding that, if paid on an on-going basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty years.

Trend information for the City's and School's annual OPEB cost is as follows (amount in millions):

<u>Fiscal Year Ended</u>	<u>Annual OPEB Cost</u>	<u>Percentage of Annual OPEB Cost Contributed</u>	<u>Net OPEB Obligation</u>
City Employees and Retirees			
June 30, 2011	\$ 8.0	25%	\$ 20.1
June 30, 2010	\$ 9.7	36%	\$ 14.2
June 30, 2009	\$ 6.8	38%	\$ 8.0
School Employees and Retirees			
June 30, 2011	\$ 6.0	32%	\$ 8.1
June 30, 2010	\$ 5.8	98%	\$ 3.9
June 30, 2009	\$ 4.0	63%	\$ 3.8

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The actuarial liabilities of the Plans as of July 1, 2010 are shown below (amounts in millions):

	City	Schools	Total
Actuarial liability:			
Active employees	\$35.6	\$59.2	\$94.8
Retirees	24.6	23.6	48.2
Total actuarial liability	60.2	82.8	143.0
Less: plan assets	0.0	0.0	0.0
Unfunded actuarial accrued liability (UAAL)	<u>\$60.2</u>	<u>\$82.8</u>	<u>\$143.0</u>

The following table shows the components of the City's and School's annual OPEB costs, the amounts contributed to the Plans and the changes in the net OPEB obligations (amounts in millions):

	City	Schools	Total
Net OPEB obligation as of June 30, 2009	\$ 8.00	\$ 3.82	\$11.82
Annual required contribution (ARC) for FY2010	9.62	5.77	15.39
Interest on net OPEB obligation	0.36	0.17	0.53
Adjustment to ARC	(0.28)	(0.13)	(0.41)
Annual OPEB cost	\$ 9.70	\$ 5.81	\$15.51
Less: contributions made	(3.54)	(5.68)	(9.22)
Increase in net OPEB obligation	<u>\$ 6.16</u>	<u>\$ 0.13</u>	<u>\$ 6.29</u>
Net OPEB obligation as of June 30, 2010	\$14.16	\$ 3.95	\$18.11
Annual required contribution (ARC) for FY2011	\$ 7.95	\$ 5.98	\$13.93
Interest on net OPEB obligation	0.62	0.27	0.89
Adjustment to ARC	(0.58)	(0.25)	(0.83)
Annual OPEB cost	7.99	6.00	13.99
Plus: adjustment to FY2010 contributions	1.41	2.73	4.14
Less: expected contributions made	(3.40)	(4.61)	(8.01)
Increase in net OPEB obligation	<u>\$ 6.00</u>	<u>\$ 4.12</u>	<u>\$10.12</u>
Net OPEB obligation as of June 30, 2011	<u>\$20.16</u>	<u>\$ 8.07</u>	<u>\$28.23</u>

Funded Status and Funding Progress

As of July 1, 2010, the most recent actuarial valuation date, the combined OPEB Plans were unfunded. The combined actuarial accrued liability for benefits was \$143 million and the actuarial value of assets was \$0 resulting in an unfunded actuarial accrued liability (UAAL) of \$143 million. The combined covered payroll of active City and School employees covered by the plan was \$374.6 million, and the ratio of the UAAL to the covered payroll was 38.2%. Additional details on the plan's funded status and funding progress are included as required supplementary information following these notes to

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the financial statements. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations. The schedule of funding progress which presents multi-year trend information about the actuarial value of the OPEB plan assets and the actuarial accrued liability for OPEB benefits is as follows:

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded (Overfunded) Actuarial Accrued Liability (UAAL)	Funded Ratio	Covered Payroll	UAAL as a % of Covered Payroll
CITY EMPLOYEES AND RETIREES						
July 1, 2010	\$ 0	\$ 60,204,591	\$ 60,204,591	0.0%	\$ 175,976,672	34.2%
SCHOOL EMPLOYEES AND RETIREES						
July 1, 2010	\$ 0	\$ 82,776,654	\$ 82,776,654	0.0%	\$ 198,660,313	41.7%
TOTAL						
July 1, 2010	\$ 0	\$ 142,981,245	\$ 142,981,245	0.0%	\$ 374,636,985	38.2%

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the plan and include the types of benefits provided at the time of each valuation. The actuarial methods and assumptions used include techniques designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The actuarial valuation was performed as of July 1, 2010 with results projected for the fiscal year ended June 30, 2011. The entry age normal actuarial cost method was used with a level percent open amortization method over 30 years. A discount rate of 4% was used. Annual rates of health care inflation used was 9.7% (pre-Medicare) grading to 4.5% over 15 years and the annual rate of salary increases used was 3.5%.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Actuarial valuations are subjected to continual revisions as actual results are compared to past expectations and new estimates are made about the future.

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XII. Interfund Receivable and Payable Balances

The composition of interfund activity as of June 30, 2011 is as follows:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General fund	Payroll Agency	\$ 141,532
	Capital Projects fund	16,682,566
	Community Development fund	169,903
	Grants fund	567,839
	Land Acquisition fund	620,276
	Tax Increment fund	1,127
	Public Amenities fund	20,859
	Nauticus fund	181,444
	Maritime Facility fund	275,782
	Water Utility fund	1,229,597
	Total General fund	<u>\$ 19,890,925</u>
Capital Projects fund	Wastewater Utility fund	\$ 28,213
	Water Utility fund	190,144
	Total Capital Projects fund	<u>\$ 218,357</u>
Non-major governmental funds	General fund	\$ 24,965
	Capital Projects fund	4,274,806
	Cemeteries fund	150,000
	Total Non-major governmental funds	<u>\$ 4,449,771</u>
	Total Governmental funds	<u>\$ 24,559,053</u>
<u>Payable Fund</u>	<u>Receivable Fund</u>	
General fund	Golf fund	\$ 24,965
	Nauticus fund	181,444
	Land Acquisition fund	11,502
	Total General fund	<u>\$ 217,911</u>
Capital Projects fund	General fund	\$ 16,682,566
	Payroll Agency	141,532
	Stormwater fund	480,592
	Grants fund	2,427,759
	EOC/911 fund	273,860
	Land Acquisition fund	608,774
	Tax Increment fund	47,438
	Public Amenities fund	829,685
	Cemeteries fund	65,450
	Maritime Facility fund	275,782
	Golf fund	16,383
	Towing and Recovery fund	133,639
	Fleet Management fund	48,007
	Storehouse	42,811
	Water Utility fund	84,738
	Wastewater Utility fund	29,575
	Total Capital Projects fund	<u>\$ 22,188,591</u>
Non-major governmental funds	General fund	\$ 759,728
	Cemetery fund	150,000
	Total Non-major governmental funds	<u>\$ 909,728</u>
	Total Governmental funds	<u>\$ 23,316,230</u>

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<u>Receivable Fund</u>	<u>Receivable Fund</u>	
Wastewater Utility fund	Capital Projects fund	\$ 1,362
	Total Wastewater Utility fund	<u>\$ 1,362</u>
	Total Enterprise funds	<u><u>\$ 1,362</u></u>
<u>Payable Fund</u>	<u>Receivable Fund</u>	
Water Utility fund	General fund	\$ 1,229,597
	Capital Projects fund	<u>105,406</u>
	Total Water Utility fund	<u>\$ 1,335,003</u>
	Total Enterprise funds	<u><u>\$ 1,335,003</u></u>
<u>Receivable Fund</u>	<u>Payable Fund</u>	
Internal Service funds	General fund	\$ 90,818
	Total Internal Service funds	<u>\$ 90,818</u>

The outstanding balances between funds result mainly from the time lag between the dates (1) interfund goods and services are provided or reimbursement occurs, (2) transactions are recorded in the accounting system, and (3) payment between funds are made.

XIII. Interfund Transfers

The following interfund transfers occurred during fiscal year 2011:

<u>Fund</u>	<u>In</u>	<u>Out</u>
General fund	\$ 12,940,571	\$ 82,595,066
Debt Service fund	79,057,228	-
Capital Projects fund	5,009,666	1,000,000
Nonmajor governmental funds	7,865,339	11,736,689
Internal service funds:		
Fleet Management fund	510,996	-
Enterprise:		
Water Utility fund	-	8,500,000
Wastewater Utility fund	-	1,500,000
Parking Facilities fund	-	52,045
	<u>\$ 105,383,800</u>	<u>\$ 105,383,800</u>

The purpose of the transfer balances are as follows:

General fund transfers in of \$12,940,571 include \$8,500,000 from the Water Utility fund and \$1,500,000 from the Wastewater Utility fund which represent a return on investment back to the General fund, \$20,859 from the Public Amenities special revenue fund,

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\$52,045 from the Maritime Facility special revenue fund, \$2,571,105 from the Tax Increment special revenue fund which represents interest earned on investments and declaration of surplus real property taxes and \$296,562 from the Grants special revenue fund.

The General fund transfers out of \$82,595,066 represent a transfer of \$74,340,726 to the Debt Service fund to fund general obligation debt; \$609,666 to the Capital Projects fund as a contribution for the annual capital improvement plan budget; \$510,996 to the Fleet Management fund in support of the facility, \$4,612,287 to the Grants special revenue fund in support of grant projects; \$429,403 to the Cemeteries special revenue fund, \$2,062,023 to the Emergency Operations Center/E-911 special revenue fund and \$29,965 to the Golf special revenue fund.

Debt service transfers of \$79,057,228 include \$2,627,135 from the Storm Water special revenue fund, \$1,470,095 from the Public Amenities special revenue fund, \$19,272 from the Towing and Recovery special revenue fund, \$600,000 from the Capital Projects fund for the Southern Bank notes payable and \$74,340,726 from the General fund to fund the current fiscal year's debt service payments.

The Storm Water special revenue fund transferred \$2,627,135 to the Debt Service fund to cover its general obligation debt service cost.

The Grants special revenue fund transferred \$296,562 to the General fund in support of Special projects.

The Public Amenities special revenue fund transferred \$4,400,000 to the Capital Projects fund in support of the fund's capital related projects, and \$20,859 to the General fund for interest earned on investments and \$1,470,095 to cover its general obligation debt service cost.

The EOC/911 fund transferred \$26,081 to the Grants special revenue fund in support of grant projects.

The Towing Recovery Operation special revenue fund transferred \$19,272 to the Debt Service fund to cover its general obligation debt service cost.

The Capital Projects fund transferred \$400,000 to the Golf fund for unused funds for capital projects.

The nonexpendable special revenue fund transferred \$305,580 to the Cemeteries fund in support of the city's cemeteries.

The Tax Increment special revenue fund transferred \$2,571,105 to the General fund which represents declaration of surplus real property taxes.

The Water Utility and Wastewater Utility funds transferred \$8,500,000 and \$1,500,000, respectively, to the General fund as a return on investment, respectively. The Parking Facilities fund transferred \$52,045 to the Maritime Facility special revenue fund to cover parking costs of cruise customers.

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XIV. Fund Balance by Functional Category (GASB 54)

In the fund financial statements, fund balances for governmental funds are reported in classifications that comprise a hierarchy based primarily on the extent to which the City is bound to honor constraints on the specific purpose for which amounts in the funds can be spent. Fund balances are reported in five components as follows:

FUND BALANCES	General fund	Capital Projects fund	Non-major Governmental funds	Total Governmental funds
Nonspendable				
- Prepays	\$ 5,483	\$ -	\$ 22,418	\$ 27,901
Restricted				-
- General government	395,000	8,353,040	-	8,748,040
- Judicial administration	-	-	138,826	138,826
- Public safety	-	301,357	608,625	909,982
- Public works	-	6,842,553	7,768	6,850,321
- Health and public assistance	-	-	467,888	467,888
- Culture and recreation	-	1,428,310	122,957	1,551,267
- Community development	-	6,847,759	1,275,325	8,123,084
- Education	-	17,290,070	-	17,290,070
Committed				
- General government	-	5,496	-	5,496
- Public works	-	-	4,607,381	4,607,381
- Health and public assistance	-	-	117,721	117,721
- Culture and recreation	-	531,836	6,533,949	7,065,785
- General services	1,898,571	-	-	1,898,571
- Other purposes capital	-	11,440,593	-	11,440,593
Assigned				
- General government	5,206,416	756,327	24,909	5,987,652
- Judicial administration	1,098,780	-	1,336,718	2,435,498
- Public safety	419,967	-	1,579,466	1,999,433
- Public works	7,033,175	6,800	808,626	7,848,601
- Health and public assistance	1,200,880	-	13,541	1,214,421
- Culture and recreation	930,333	175,891	5,826,271	6,932,495
- Community development	3,541,652	1,796,369	287,168	5,625,189
- General services	884,070	-	-	884,070
- Education	-	91,581	-	91,581
- Other purposes (FY-12 Budget appropriation)	17,699,100	23,479,561	-	41,178,661
Unassigned	55,967,308	-	-	55,967,308
Total fund balances	<u>\$ 96,280,735</u>	<u>\$ 79,347,543</u>	<u>\$ 23,779,557</u>	<u>\$ 199,407,835</u>

CITY OF NORFOLK, VIRGINIA
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For the Year Ended June 30, 2011

XV. Recovered Costs

Recovered costs consist of revenues recovered from expenses associated with employee costs, debt service, administrative costs, outside agencies and the public.

Recovered cost in the General fund:	
Debt service recoveries	\$ 2,409,821
Retirement System	472,697
Information Systems recoveries	1,704,675
Other	2,600,599
Administrative cost recoveries from Enterprise funds	3,534,920
Total recovered costs in the General fund	<u>\$ 10,722,712</u>

XVI. Other Liabilities

Other liabilities, as presented in the Fund Financial Statements, consist of the following:

Governmental Funds:

General fund - miscellaneous	\$ 2,282,905
General fund - accrued expenditures	3,031,902
Capital Projects fund - miscellaneous	301,505
Grants fund - miscellaneous	151,779
	<u>\$ 5,768,091</u>

Internal Service Funds:

Fleet Management fund - miscellaneous	\$ 14,166
	<u>\$ 14,166</u>

Enterprise Funds:

Water Utility fund - miscellaneous	\$ 175,661
Wastewater Utility fund - miscellaneous	11,750
Parking Facilities fund - miscellaneous	155,370
	<u>\$ 342,781</u>

Fiduciary Funds:

Other Agency fund	\$ 4,484,665
Commonwealth of Virginia	7,410
	<u>\$ 4,492,075</u>

CITY OF NORFOLK, VIRGINIA
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For the Year Ended June 30, 2011

XVII. Supplemental Appropriations

The following supplemental appropriations were made to the General fund operating budgets during the fiscal year:

General Fund:

Approved fiscal year 2010-2011 budget	\$ 785,638,700
Adoption of GASB 54:	
Add: Nauticus	5,797,100
Martime Facility	<u>3,154,400</u>
Budget adjustment	<u>8,951,500</u>
Total adjusted fiscal year 2010-2011 budget	794,590,200

Supplemental appropriations from additional revenue:

Additional revenue from the Commonwealth of Virginia for the maintenance of eligible City streets for FY-2010-2011	<u>757,420</u>
Total supplemental appropriations	<u>757,420</u>
Final budget	<u><u>\$ 795,347,620</u></u>

XVIII. Deferred Revenue

Deferred revenue, as represented in the fund financial statements at June 30, 2011, totals \$36,236,059 and is comprised of the following:

A. Non-major governmental funds

In the special revenue funds, deferred revenue totaled \$841,158. In the Community Development fund, the deferred revenue represents deferred payment rehabilitation loans of \$539,430 as of June 30, 2011. Deferred revenue in the Storm Water special revenue fund of \$301,728 represents deferred billings that have been earned but are not available for funding current expenditures at June 30, 2011.

B. Deferred property tax revenue

Deferred revenue in the General Fund, representing uncollected tax billings not available for funding of current expenditures as of June 30, 2011 is \$35,394,901.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

XIX. Commitments and Contingencies

A. Capital projects

Commitments for completion of capital projects in the Business-Type Activities, authorized at June 30, 2011, are as follows:

Water Utility development projects	\$ 23,275,000
Wastewater Utility development projects	16,689,872
Parking Facilities development projects	<u>1,433,984</u>
Total	<u>\$ 41,398,856</u>

See Exhibit J-3 Capital Improvement Program Schedule of Expenditures for listing of projects capital projects in the Governmental Activities, authorized at June 30, 2011.

At June 30, 2011, the regional mass transit operator, Hampton Roads Transit (HRT), had substantially completed the construction of a starter light rail system in Norfolk. The light rail system is funded by the Federal and State governments and the City of Norfolk under the terms of grant agreements. Under the terms of the Full Funding Grant Agreement with the Federal Transit Administration, the City is required to provide sufficient funding to complete the project to the extent the project requires funding not provided by the Federal and State governments or other funding sources. At June 30, 2011, the estimated cost projected to complete the project was \$338,284,250 of which \$247,364,371 is funded by Federal and State grants. Of the remaining \$90,919,879; the City had authorized funding up to \$50,707,086 through June 30, 2011. On August 15, 2011, construction savings were identified that decreased the estimated cost to complete by \$19,800,000 to \$318,484,250. It is anticipated that the City and the State will split the savings, though discussions on final determination are pending. In addition, the Commonwealth Transportation Board has programmed \$10,000,000 of funding to be provided in fiscal year 2012; and the City has allocated \$13,410,888 of its Federal Congestion Mitigation & Air Quality funding. In anticipation of splitting the \$19,800,000 savings, the City authorized the final anticipated funding amount of \$8,000,000. Subsequent to that \$8,000,000 authorization, the City allocated an additional \$800,000 of its Federal Congestion Mitigation & Air Quality funding to further reduce the estimated funding by the City. The City is seeking additional funding from the Federal and State governments and other sources, as well as further savings in the projected costs to complete the project.

B. Contingent liabilities

Amounts received or receivable from grant agencies are subject to audit and adjustment by grantor agencies, principally the federal government. Any disallowed claims, including amounts already collected, may constitute a liability of the

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

applicable funds. The amount, if any, of expenditures that may be disallowed by the grantor cannot be determined at this time, although the City expects such amounts, if any, to be immaterial.

The City was a guarantor for \$7,362,528 of VRA debt for the Southeastern Public Service Authority (SPSA) as of June 30, 2011. See Note XXIII for more information on this guarantee and the SPSA joint venture.

C. Litigation

From time to time the City and its component units are defendants in a number of lawsuits. Although it is not possible to determine the final outcome on these matters, management and the City attorney are of the opinion that the liability will not be material and will not have a significant effect on the City's financial condition.

D. Pollution remediation obligation

GASB Statement 49, *Accounting and Financial Reporting or Pollution Remediation Obligations*, identifies the circumstances under which a governmental entity would be required to report a liability related to pollution remediation. According to the standard, a government would have to estimate its expected outlays for pollution remediation if it knows a site is polluted and any of the following recognition triggers occur:

- Pollution poses an imminent danger to the public or environment and the government has little or no discretion to avoid fixing the problem;
- A government has violated a pollution prevention related permit or license;
- A regulator has identified (or evidence indicates it will identify) a government as responsible (or potentially responsible) for cleaning up pollution, or for paying all or some of the cost of the clean up;
- A government is named (or evidence indicates that it will be named) in a lawsuit to compel it to address the pollution; and
- A government begins or legally obligates itself to begin cleanup or post-cleanup activities (limited to amounts the government is legally required to complete).

During the fiscal year the City recognized the following liabilities for pollution remediation obligations: \$273,026 associated with the cleanup of the Battleship Wisconsin, in order to open it to the public for tours, and \$116,000 associated with asbestos cleanup in current construction projects. The amount of the obligation is based on the contractor's experience in similar instances, taking into account sampling at the site, and applying usual and customary cost code rates. The potential for a change to the estimate is minimal.

During the fiscal year the School Board recognized a liability for \$130,000 for pollution remediation obligations associated with asbestos, removal of paint, and clean-up of drainage of oil and aerosol can/drum removal from Transportation, Risk Management, and School Facilities.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

E. Encumbrances

Encumbrances as of June 30, 2011 in the General Fund and Capital Projects fund totaled \$14,383,826 and \$68,392,326 respectively. Encumbrances as of June 30, 2011 for non-major governmental funds in the aggregate totaled \$19,899,814.

XX. Surety Bonds and Insurance

<u>Surety</u>	<u>Official</u>	<u>Amount</u>
Commonwealth of Virginia	Sharon McDonald, Commissioner of the Revenue	\$ 3,000
	Thomas W. Moss, Jr., City Treasurer	1,500,000
	Robert J. McCabe, Sheriff	30,000
	George E. Schaefer, III Clerk of the Circuit Court	<u>2,235,000</u>
	Total Commonwealth of Virginia	<u>\$ 3,768,000</u>
Commonwealth of Virginia	All employees of the City Treasurer, Sheriff, Commissioner of the Revenue, Commonwealth's Attorney, and Clerk of the Circuit Court Performance of Duty Bond	<u>\$ 500,000</u>
City of Norfolk	Travelers Insurance Co. All City employees	<u>\$10,000,000</u>

XXI. Self and Purchased Insurance Programs

The City is exposed to various risks of losses related to torts; theft and destruction of assets; errors and omissions; injuries to employees; and, natural disasters. On July 11, 1978, the City established a protected self-insurance program fund, pursuant to an ordinance adopted by City Council, to cover itself from these risks of losses. The program provides for the payment of claims liabilities, property losses, and related expenses covered by a combination of purchased insurance policies and self-insurance plans. The total of insurance premiums, self-insurance claims, and related expense payments made during fiscal year 2011 was \$5,874,648.

The City currently reports all these activities as part of the risk management function in the general government section of the General fund. Claims expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. For actuarial purposes, estimated outstanding losses are the accrual cost of unpaid claims valued as of each accounting date. The estimated outstanding losses include case reserves, the development on known claims and incurred but not reported (IBNR) claims. Allocated loss adjustment expenses (ALAE) are the direct expenses for settling specific claims. ALAE is included in the workers' compensation estimates, but excluded in the liability estimates. At June 30, 2011 these liabilities were \$31,673,082 of which \$3,721,292 represents the current portion anticipated to be paid within a year. Estimated liabilities for fiscal year 2011 were determined by an independent actuary.

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For the Year Ended June 30, 2011

Changes in the City's claims liability amount in the fiscal years 2010 through 2011 are as follows:

	Estimated Outstanding Losses Beginning of Fiscal Year	Additional Incurred Claims and/or Changes in Estimate	Claims Paid	Estimated Outstanding Losses End of Fiscal Year
2010	\$ 34,507,189	\$ 174,757	\$ 4,411,759	\$ 30,270,187
2011	\$ 30,270,187	\$ 5,628,197	\$ 4,225,302	\$ 31,673,082

The City's General Fund has committed \$1,898,571 of fund balance to provide for risks of loss and claims payments that may not be fully covered by purchased insurance or annual budget appropriations. There have not been any significant reductions in insurance coverage, and settled claims have not exceeded coverage in any of the past three fiscal years.

The School Board also participates in a self-insurance program and its future expected self-insured losses as of June 30, 2011 were recorded at \$2,610,119 of which \$256,635 is the current portion and \$2,353,484 is the long-term portion. The School Board also provides payments for its risks of loss through a combination of purchased insurance policies and self-insurance plans. These losses are funded through the Public Schools operating budgets and/or the City's fund balance designation.

Changes in the School Board's liability amount in the fiscal years 2010 through 2011 are as follows:

	Estimated Outstanding Losses Beginning of Fiscal Year	Additional Incurred Claims and/or Changes in Estimate	Claims Paid	Estimated Outstanding Losses End of Fiscal Year
2010	\$ 1,989,232	\$ 1,541,435	\$ 1,096,270	\$ 2,434,397
2011	\$ 2,434,397	\$ 1,305,450	\$ 1,129,728	\$ 2,610,119

XXII. Jointly Governed Organizations

A. Hampton Roads Regional Jail Authority (HRRJA)

HRRJA is a regional organization which includes the cities of Hampton, Newport News, Norfolk and Portsmouth, created for the purpose of providing, operating and maintaining a regional jail facility for the correctional overflow from each community. HRRJA is a primary government, with no component units, that is a body politic and corporate created pursuant to Article 3.1, Chapter 3, Title 53.1 of the Code of Virginia, as amended, and is governed by a twelve member Board of Directors, consisting of three representatives appointed by each of the member

CITY OF NORFOLK, VIRGINIA
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For the Year Ended June 30, 2011

cities. The budgeting and financing of HRRJA are subject to the approval of the Board of Directors, with each individual having a single vote. HRRJA is responsible for its own financial matters, maintains its own books of account and is audited annually by independent accountants that it engages.

The participating governments do not have an equity interest in the HRRJA, and accordingly, no equity interest has been reflected in the City's financial statements at June 30, 2011. Complete financial statements of HRRJA can be obtained from HRRJA.

B. Hampton Roads Planning District Commission (the Commission)

A regional planning agency authorized by the Virginia Area Development Act of 1968, was created by the merger of the Southeastern Virginia Planning District Commission and the Peninsula Planning District Commission on July 1, 1990. The Commission performs various planning services for the cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Portsmouth, Poquoson, Suffolk, Williamsburg and Virginia Beach, and the counties of Gloucester, Isle of Wight, James City, Southampton and York. Revenue of the Commission is received primarily from local governmental (member) contributions and various state and federal grant programs.

The participating governments do not have an equity interest in the Commission, and accordingly, no equity interest has been reflected in the City's financial statements at June 30, 2011. Complete financial statements of the Commission can be obtained from the Commission.

C. Transportation District Commission of Hampton Roads (TDC)

TDC was formed on June 29, 1999 to effect the merger of the Peninsula Transportation District Commission and the Tidewater Transportation District Commission effective October 1, 1999. TDC was established in accordance with Chapter 45 of Title 15.2 of the Code of Virginia. TDC provides public transportation facilities and services within the cities of Norfolk, Portsmouth, Virginia Beach, Chesapeake, Hampton and Suffolk, Virginia. Oversight responsibility is exercised by all of the participating localities through their designated representatives. Responsibility for the day-to-day operations of TDC rests with professional management. TDC serves as the governing body for Hampton Roads Transit (HRT) which is constructing the City's light rail system.

The participating governments do not have an equity interest in TDC, and accordingly, no equity interest has been reflected in the City's financial statements at June 30, 2011. Complete financial statements of TDC can be obtained from TDC.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

XXIII. Joint Venture

Southeastern Public Service Authority (SPSA)

SPSA is a joint venture of the cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk and Virginia Beach and the counties of Isle of Wight and Southampton, created for the purpose of providing, operating and maintaining a regional system for the collection, transfer, processing and disposal of solid waste refuse. SPSA is a primary government, with no component units, that is a public body politic and corporate created pursuant to the Virginia Water and Sewer Authorities Act, and is governed by an eight-member Board of Directors consisting of a representative appointed by each of the member cities and counties. Budgeting and financing of SPSA is subject to the approval of the Board of Directors with each representative having a single vote. The Authority is responsible for its own financial matters, maintains its own books of account and is audited annually by independent accountants that it engages.

In May 2009, SPSA consolidated its lines of credit into a single line of credit in the amount of \$17,200,000 guaranteed equally by the City of Norfolk and the City of Chesapeake. Outstanding amounts were paid in full in September 2009 and the line of credit was closed effective March 30, 2010, and the guarantee agreement was rescinded.

In June 2010, SPSA entered into a debt repayment plan with the Virginia Resource Authority (VRA) which required that the eight member communities guarantee repayment of the remaining VRA bonds outstanding through a general obligation pledge. The member community guarantee percentages were calculated based on a three year average of proportional municipal tonnages. The member jurisdiction guarantees as of June 30, 2011 were as follows:

<u>Member community</u>	<u>Guarantee percentage</u>	<u>Principal guarantee</u>
Chesapeake	22.49%	\$ 9,751,664
Franklin	0.97	420,592
Isle of Wight	3.98	1,725,728
Norfolk	16.98	7,362,528
Portsmouth	10.27	4,453,072
Southampton	2.10	910,560
Suffolk	12.87	5,580,432
Virginia Beach	<u>30.34</u>	<u>13,155,424</u>
	100.00%	\$ 43,360,000

The participating governments do not have an equity interest in SPSA, and accordingly, no equity interest has been reflected in the City's financial statements at June 30, 2011. Complete financial statements of the SPSA can be obtained from SPSA.

CITY OF NORFOLK, VIRGINIA
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For the Year Ended June 30, 2011

XXIV. Related Organizations

A. Norfolk Redevelopment and Housing Authority (NRHA)

The Norfolk Redevelopment and Housing Authority (NRHA), a political subdivision of the Commonwealth, was created by the City on July 30, 1940, under the provisions of the United States Housing Act of 1937. NRHA provides subsidized public housing and administers redevelopment and conservation efforts within the City in accordance with State and federal legislation. The seven members of the Board of Commissioners are appointed by City Council. NRHA is responsible, through a contract with the City, for the administration of such activities as community development and urban renewal. NRHA develops its operating budget without approval from City Council and executes contracts on its own behalf. NRHA is responsible for its own fiscal matters as it maintains its own book of accounts, is audited annually by independent accountants it engages, and has authority over earnings, deficits and monies other than City contract funds. The City contracts with NRHA to complete specific projects, generally capital improvement projects.

In 1997, the City entered into a supplemental cooperation agreement with NRHA to assist in the financing and construction of the Nordstrom store, in the MacArthur Center regional shopping mall. The construction of the Nordstrom store was financed with a loan partially secured by ground rental and store rental payments. The loan was further secured by a pledge of the City, subject to an appropriation of City Council, to fund any deficits in meeting annual debt service requirements. At the conclusion of a ten-year restriction, this loan was refinanced by the City in January 2008. Prior to the financing, primarily due to the financial relationship created by the loan, NRHA was considered to be a component unit of the City.

B. Norfolk Airport Authority

Norfolk Airport Authority, a political subdivision of the Commonwealth, was created to operate an airport and to promote industrial growth and consists of both an Airport fund and an Investment fund. The Airport fund was established by the Authority to account for the operations of the Norfolk International Airport (the Airport). Revenue generated by airport operations is used to meet all operating expenses and to provide for payment of all principal and interest on debt of the Authority related to the Airport. The Investment fund was established by the Authority to provide for certain airport capital improvements. The Authority finances individual capital projects by issuing bonds or obtaining loans and intergovernmental grants in its own name and concurrently entering into leases which provide for payment of all principal and interest on the related obligations as they become due. Revenue includes rental income on non-airport property owned by the Authority and interest on investments. The Authority's Commissioners are appointed by City Council but the Commission designates its own management and has oversight responsibility for its own fiscal matters. The City does not provide funds for the operations of the Authority and, pursuant to Section 144(q) of the City Charter; the Authority is required to submit its annual budget to the City

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

Council for the purposes of information only. The City has the option to reacquire, without consideration, title to all property and equipment after payment by the Authority of all obligations relating to the improvements at the Airport.

C. The Economic Development Authority of the City of Norfolk (EDA)

The Economic Development Authority, a political subdivision of the Commonwealth of Virginia, was created by ordinance of the City of Norfolk in 1972, pursuant to the provisions of the Economic Development and Revenue Bond Act of the Commonwealth of Virginia (Title 15.1, Chapter 33, Section 15.1-1373, et seq., of the Code of Virginia (1950), as amended. It is authorized to acquire, own, lease and dispose of properties to the end that such activities may promote industry and develop trade by inducing manufacturing, industrial and commercial enterprises to locate or remain in the City and further the use of the Commonwealth's agricultural and natural resources. The EDA is empowered by the Commonwealth to authorize industrial development bonds and confer tax-exempt status on interest paid to financial institutions. The EDA acts as an intermediary between financial institutions and borrowers; it has no responsibility for borrowers' debt. Although Commissioners are appointed by City Council, the EDA designates its own management, which is self-sustaining, maintains its own books of account, and receives its revenue from administrative fees charged to borrowers.

D. The Chrysler Museum, Inc. (the Museum)

The Chrysler Museum, a Virginia non-stock, not-for-profit organization, was formed on January 1, 1980 by incorporating the Chrysler Museum in Norfolk. The main purpose of the Museum is the advancement, encouragement and promotion of the study and appreciation of art. The Museum designates its own management, which is self-sustaining, maintains its own books of account, engages its own independent accountant, and receives its revenue from administrative fees charged to visitors and from other independent grants.

E. The Hospital Authority of Norfolk (HAN)

The Hospital Authority of Norfolk, which has a nine-member Board of Commissioners appointed by City Council, is a tax-exempt, not-for-profit political subdivision of the Commonwealth created pursuant to an Agreement of Transfer dated July 1, 1998. HAN operates Lake Taylor Hospital as a long-term care facility licensed by the Virginia State Health Department to provide a continuum of patient care ranging from sub-acute hospital services to skilled nursing care.

F. The Slover Library Foundation (the Foundation)

The Slover Library Foundation, a not-for-profit organization, was formed on October 31, 2008 to participate in the funding of a new central library for the City.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

The City Council has authorized the project and is completing architecture and engineering with construction scheduled to begin by the end of calendar year 2011. The new central library will be named the Samuel. L. Slover Library. Two historic downtown structures, the Seaboard Building and the Selden Arcade, will be joined by an architecturally significant structure to create the new technologically advanced library. Funding provided by the Foundation will be used for construction costs as well as purchase and maintenance of technology to be used in the library. The Foundation designates its own management, maintains its own books of account, engages its own independent accountant, and receives its revenue from donations made by third parties.

XXV. Adjustments to Beginning Fund Balances

The City implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, during fiscal year 2011. The effect of this change in reporting is as follows:

	Primary Government Governmental Activities	
	General fund	Non-major funds
Fund Balance, June 30, 2010, As Previously Reported	\$ 62,136,499	\$ 48,641,547
Adjustments	23,787,022	(23,787,022)
Fund Balance, June 30, 2010, As Restated	\$ 85,923,521	\$ 24,854,525

XXVI. Subsequent Events

Wastewater System Revenue Bond, Series 2011

On October 21, 2011, the City issued a \$9,300,000 Wastewater System Revenue Bond, with the Virginia Resources Authority (VRA). In conjunction with the State Water Control Board, the VRA administers and manages the Virginia Water Facilities Revolving Fund. The Bond was sold at a true interest cost of 0.00%.

Lambert's Point Landfill

On October 19, 2011, the City determined that a portion of the shoreline adjacent to the former Lambert's Point landfill was eroding likely due to tidal forces associated with the August 2011 hurricane. The landfill ceased receiving materials in 1980 and was closed in accordance with environmental and health regulatory requirements in effect at that time. In 2005, a golf course was built on the landfill. The City has implemented a short-term solution and is working with the Virginia Department of Environmental Quality (DEQ) and other federal and state regulatory agencies on the development of a long-term solution. The City anticipates that the cost to repair will not exceed \$1,000,000. The Federal Emergency Management Agency (FEMA) and the Virginia Department of Emergency Management (VDEM) are evaluating this incident and repairs plans for potential inclusion of repair costs to be reimbursed to the City under the current FEMA Public Assistance recovery process for the August 2011 hurricane.

CITY OF NORFOLK, VIRGINIA
NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended June 30, 2011

XXVII. Accounting Pronouncements Issued But Not Yet Implemented

The GASB has issued several pronouncements that may impact future financial presentations. Management has not determined what, if any, impact implementation of the following statements will have on the City.

- GASB Statement 60: *Accounting and Reporting for Service Concession Arrangements*. GASB 60 addresses issues related to accounting for, financial reporting and disclosure requirements of certain service concession arrangements, which are a type of public-private partnership. The provisions of GASB 60 are effective for fiscal years beginning after December 15, 2011.
- GASB Statement 61: *The Financial Reporting Entity: Omnibus – an amendment of GASB Statements No. 14 and No. 34*. The objectives of GASB 61 are to improve financial reporting for governmental entities. The statement modifies certain requirements for inclusion of component units, by clarifying the manner in which the determination should be made and the type of relationships that should be considered when making that determination. The statement also amends the criteria for reporting blended component units. The provisions of GASB 61 are effective for fiscal years beginning after June 15, 2012.
- GASB Statement 62: *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. GASB 62 incorporates into GASB's authoritative literature certain accounting and financial reporting guidance issued on or before November 30, 1989 from the following sources: FASB statements and interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the AICPA, so long as it does not contradict or conflict with GASB pronouncements. This statement also supersedes Statement No. 20: *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting*. The provisions of GASB 62 are effective for fiscal years beginning after December 15, 2011.
- GASB Statement 63: *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position*. GASB 63 provides financial reporting guidance for deferred outflows and inflows of resources. These terms are defined as the consumption or acquisition of net assets by the government that is applicable to a future reporting period respectively. The provisions of GASB 62 are effective for fiscal years beginning after December 15, 2011.
- GASB Statement 64: *Derivative Instruments: Application of Hedge Accounting Termination Provisions – an amendment of GASB Statement No. 53*, GASB 64 will clarify whether an effective hedging relationship will continue after the replacement of a swap counterparty or swap counterparty's credit support provider. The statement will also set forth criteria that establishes when the effective hedging relationship continues and hedge accounting should continue to be applied. The provisions of GASB 64 are effective for fiscal years beginning after June 15, 2011.

**REQUIRED SUPPLEMENTARY
INFORMATION
(*OTHER THAN MANAGEMENT'S
DISCUSSION & ANALYSIS*)**

(Unaudited)



CITY OF NORFOLK, VIRGINIA
REQUIRED SUPPLEMENTARY INFORMATION
Schedule of Funding Progress (unaudited)

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded (Overfunded) Actuarial Accrued Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Covered Payroll</u>	<u>UAAL as a percentage of covered payroll</u>
Retirement Plans:						
CITY - EMPLOYEES' RETIREMENT SYSTEM						
June 30, 2007	\$ 925,800,000	\$ 972,200,000	\$ 46,400,000	95.2%	\$ 168,100,000	27.6%
June 30, 2008	\$ 937,800,000	\$ 1,009,100,000	\$ 71,300,000	92.9%	\$ 175,400,000	40.6%
June 30, 2009	\$ 885,600,000	\$ 1,029,600,000	\$ 144,000,000	86.0%	\$ 179,600,000	80.2%
June 30, 2010	\$ 817,700,000	\$ 1,046,800,000	\$ 229,100,000	78.1%	\$ 175,200,000	130.8%
June 30, 2011	\$ 832,000,000	\$ 1,064,000,000	\$ 232,000,000	78.2%	\$ 171,000,000	135.7%
CITY - VRS EMPLOYEES						
June 30, 2008	\$ 47,154,626	\$ 52,000,548	\$ 4,845,922	90.7%	\$ 25,854,549	18.7%
June 30, 2009	\$ 51,470,652	\$ 58,287,883	\$ 6,817,231	88.3%	\$ 25,997,389	26.2%
June 30, 2010	\$ 54,256,199	\$ 67,356,664	\$ 13,100,465	80.6%	\$ 24,538,680	53.4%
SCHOOL BOARD COMPONENT UNIT - VRS NON-PROFESSIONAL EMPLOYEES						
June 30, 2008	\$ 66,558,849	\$ 72,573,728	\$ 6,014,879	91.7%	\$ 17,520,165	34.3%
June 30, 2009	\$ 65,474,071	\$ 74,800,079	\$ 9,326,008	87.5%	\$ 16,948,926	55.0%
June 30, 2010	\$ 64,120,661	\$ 80,984,997	\$ 16,864,336	79.2%	\$ 16,243,835	103.8%
Other Post-employment Benefits (OPEB):						
CITY EMPLOYEES AND RETIREES						
July 1, 2008	\$ -	\$ 44,572,743	\$ 44,572,743	0.0%	\$ 168,196,094	26.5%
July 1, 2009	\$ -	\$ 59,910,937	\$ 59,910,937	0.0%	\$ 171,944,051	34.8%
July 1, 2010	\$ -	\$ 60,204,591	\$ 60,204,591	0.0%	\$ 175,976,672	34.2%
SCHOOL EMPLOYEES AND RETIREES						
July 1, 2008	\$ -	\$ 51,451,816	\$ 51,451,816	0.0%	\$ 194,139,309	26.5%
July 1, 2009	\$ -	\$ 80,250,361	\$ 80,250,361	0.0%	\$ 198,943,586	40.3%
July 1, 2010	\$ -	\$ 82,776,654	\$ 82,776,654	0.0%	\$ 198,660,313	41.7%
TOTAL						
July 1, 2008	\$ -	\$ 96,024,559	\$ 96,024,559	0.0%	\$ 362,335,403	26.5%
July 1, 2009	\$ -	\$ 140,161,298	\$ 140,161,298	0.0%	\$ 370,887,637	37.8%
July 1, 2010	\$ -	\$ 142,981,245	\$ 142,981,245	0.0%	\$ 374,636,985	38.2%

See accompanying independent auditors' report

CITY OF NORFOLK, VIRGINIA

Exhibit E-1

**Schedule of Revenue, Budget and Actual (Unaudited)
General Fund
For the Year Ended June 30, 2011**

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Budget Basis Actual</u>	<u>Positive (negative) Variance with Final Budget</u>
General property taxes	\$ 251,403,800	\$ 251,403,800	\$ 251,492,239	\$ 88,439
Other local taxes	147,748,000	147,748,000	145,141,964	(2,606,036)
Permits, privilege fees, licenses	5,133,000	5,133,000	4,106,796	(1,026,204)
Fines and forfeitures	1,349,000	1,349,000	1,287,993	(61,007)
Use of money and property	7,600,700	7,600,700	7,154,132	(446,568)
Charges for services	34,794,895	34,794,895	33,442,916	(1,351,979)
Miscellaneous revenue	7,700,333	7,700,333	10,102,231	2,401,898
Recovered costs	10,507,000	10,507,000	10,722,712	215,712
Non-categorical aid - Virginia	32,262,700	32,262,700	32,115,680	(147,020)
Shared expense - Virginia	20,254,700	20,254,700	19,330,202	(924,498)
Categorical aid - Virginia	244,922,500	245,679,920	242,828,372	(2,851,548)
Categorical aid - Federal	5,589,600	5,589,600	6,019,937	430,337
Other sources and transfers	25,323,972	25,323,972	23,972,126	(1,351,846)
Total revenue budget	<u><u>\$ 794,590,200</u></u>	<u><u>\$ 795,347,620</u></u>	<u><u>\$ 787,717,300</u></u>	<u><u>\$ (7,630,320)</u></u>

Exhibit A-3 for GASB 54 includes the General Fund, the Nauticus Fund and the Maritime Facility Fund.

CITY OF NORFOLK, VIRGINIA

Exhibit E-2

Schedule of Expenditures, Budget and Actual (Unaudited)
 General Fund
 For the Year Ended June 30, 2011

	Original Budget	Final Budget	Budget Basis Actual	Positive (negative) Variance with Final Budget
Legislative	\$ 4,416,700	\$ 4,416,700	\$ 4,352,069	\$ 64,631
Executive	2,380,600	2,547,905	2,530,803	17,102
Department of Law	3,912,500	3,912,500	3,790,942	121,558
Finance	8,943,500	9,321,047	9,207,100	113,947
Department of Human Resources	2,749,200	2,816,542	2,777,646	38,896
Courts, Sheriff and Detention	45,630,600	45,703,900	45,277,768	426,132
Department of Public Health	5,573,600	5,517,105	5,218,762	298,343
Department of Human Services	58,119,200	56,956,924	54,128,958	2,827,966
Department of Public Works	62,055,300	59,711,138	57,686,080	2,025,058
Neighborhood & Leisure Services	27,317,191	23,787,742	21,430,714	2,357,028
Education	295,657,800	295,657,800	292,010,228	3,647,572
Norfolk Public Libraries	7,331,500	7,320,265	7,173,740	146,525
Elections	618,100	618,100	601,703	16,397
Department of Planning	5,259,698	9,446,132	8,952,480	493,652
Department of Civic Facilities	6,029,000	5,995,373	5,565,024	430,349
Departmental support	22,139,800	25,393,552	19,106,412	6,287,140
Outside agencies	35,829,300	35,484,000	34,239,742	1,244,258
Department of Police	66,081,800	65,891,879	65,200,372	691,507
Department of Fire and Rescue	38,947,600	38,894,877	38,663,081	231,796
Debt service	76,121,611	76,874,227	75,791,150	1,083,077
Budget and Management	814,400	811,165	662,292	148,873
Economic Development	1,912,700	1,915,590	1,912,850	2,740
Communications and Public Relations	1,690,600	1,712,862	1,531,471	181,391
Department of Information Technology	10,742,800	10,330,101	9,664,794	665,307
Office of Grants Management	226,500	226,500	197,970	28,530
Virginia Zoological Park	3,833,300	3,833,300	3,742,131	91,169
Office of Homelessness	255,300	250,394	233,160	17,234
Total expenditure budge	<u>\$ 794,590,200</u>	<u>\$ 795,347,620</u>	<u>\$ 771,649,442</u>	<u>\$ 23,698,178</u>

Exhibit A-3 for GASB 54 includes the General Fund, the Nauticus Fund and the Maritime Facility Fund.

CITY OF NORFOLK, VIRGINIA
Notes to Required Supplementary Information
Reconciliation of (non-GAAP) Budgetary Basis to GAAP (Unaudited)
June 30, 2011

	General Fund
<u>Sources/inflows of resources:</u>	
Actual amounts (budgetary basis) "available for appropriation" from Exhibit E-1	\$ 787,717,300
Differences--budget to GAAP:	
The effects of accounting for school revenue as a component unit	(187,990,312)
The effects of accounting for transfer from fund balance	(5,790,000)
Other governmental fund transfers to/from of budgetary resources but are not revenues for financial reporting purposes	(1,801,512)
General fund transfers from other funds are inflows of budgetary resources but are not revenues for financial reporting purposes	(12,940,571)
Contingency liability settlement that is deducted from general tax revenues for financial reporting in FY-10 but not deducted from inflows of budgetary resources until FY-11	2,850,000
The effects of accounting for Nauticus fund, Maritime Facility fund and Grants fund	(3,420,644)
Total revenues as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balances - Governmental Funds	\$ 578,624,261
<u>Uses/outflows of resources:</u>	
Actual amounts (budgetary basis) "Total charges to appropriations" from Exhibit E-2	\$ 771,649,442
Differences--budget to GAAP:	
The effects of accounting for school expenditures as a component unit	(187,499,097)
The effects of accounting for Nauticus fund, Maritime Facility fund and Grants fund	845,175
Encumbrances for supplies and equipment ordered but not received is reported in the year the order is placed for budgetary purposes, but in the year the supplies are received for financial reporting purposes	(3,787,902)
General fund transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes	(82,595,066)
Total expenditures as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balances--Governmental Funds	\$ 498,612,552

There were no material violations of the annual appropriated budget for the General fund for fiscal year 2011.

OTHER SUPPLEMENTARY INFORMATION

COMBINING FINANCIAL STATEMENTS

~ Nonmajor Governmental Funds ~

~ Agency Funds ~

~ Internal Service Funds ~

OTHER SCHEDULES

~ Schedule of Expenditures of Federal Awards ~

~ Notes to Schedule of Expenditures of Federal Awards ~

**~ Schedule of Revenues and Expenditures – Budget and
Actual – Special Revenue Funds ~**

**Schedule of Revenues and Expenditures – Budget and
Actual – Internal Service Funds ~**

**Schedule of Revenues and Expenditures – Budget and
Actual – Capital Projects Fund ~**



Nonmajor Governmental Funds

Special Revenue Funds

The Special Revenue funds are used to account account for proceeds of specific resources that are restricted or committed to expenditures for specific purposes other than debt service or capital projects. The individual special revenue funds are:

Storm Water Fund: To account for the operation of the environmental storm water management system, including maintenance of storm water drainage facilities. The costs of providing services on a continuing basis are partially financed or recovered through user charges to Norfolk residents and commercial and industrial customers.

Towing & Recovery Operations Fund: To improve neighborhood livability by providing reliable dispatching of towing services, storage of vehicles and recovery or disposal of vehicles.

Grants Fund: To account for the receipt and disbursement of revenue from such sources as federal and state agencies, adjacent municipalities, and City matching funds and to finance special programs that may have reporting periods that do not correspond with the City's fiscal year. **

Community Development Fund: To account for all entitlement funds received under Title I of the Housing and Community Development Act of 1974, commonly known as the Community Development Block Grant Program.

National Maritime Center (Nauticus) Fund: To account for the operation of the National Maritime Center and Battleship Wisconsin tours.**

National Maritime Facilities Fund: To account for the operation of the National Maritime Facilities and Cruise Terminal. **

Cemeteries Fund: To account for the operation of the City of Norfolk's cemeteries.

Golf Fund: To account for the operation of the City of Norfolk's golf courses.

Public Amenities Fund: To promote cultural and entertainment activity in the downtown area.

Land Acquisition Fund: To provide resources to assemble land that is in the public interest. **

Emergency Operations Center/911 Fund: To account for the operation of the City of Norfolk's emergency operations center/911.



Nonmajor Governmental Funds (Con't.)

Tax Increment Financing Fund: To account for debt service requirements for the Section 108 Loan and property tax collections within the Broad Creek Renaissance Tax Increment Financing District.

Permanent Fund

The Permanent fund is used to report resources that are restricted by City Code to the extent that only earnings, not principal, may be used for purposes that support the reporting government's programs. The City's permanent fund (non-expendable trust) is used to account for the perpetual care and endowed care at certain City-owned cemeteries, however both the earning and principal is used for purposes that support City the maintenance of owned cemeteries.

****This Fund or portions thereof were consolidated with General Fund at the beginning of fiscal year 2011 to comply with GASB 54.**



CITY OF NORFOLK, VIRGINIA

Exhibit F-1

Combining Balance Sheet - Nonmajor Governmental Funds
June 30, 2011

Special Revenue Funds							
	Storm Water	Towing	Grants	Community Development	Nauticus	Maritime Facility	Cemeteries
ASSETS							
Cash and short term investments	\$ 2,393,578	\$ 667,586	\$ -	\$ 300,743	\$ -	\$ -	\$ 326,885
Receivables, net	1,782,389	1,135	4,758,517	579,809	-	-	144,800
Due from other funds	480,592	133,639	2,427,759	-	-	-	215,450
Due from other governments	17,850	15,396	6,580,871	267,463	-	-	-
Prepays	-	22,418	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total assets	<u>\$ 4,674,409</u>	<u>\$ 840,174</u>	<u>\$ 13,767,147</u>	<u>\$ 1,148,015</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 687,135</u>
LIABILITIES							
Vouchers payable	\$ 114,952	\$ 21,330	\$ 1,896,650	\$ 341,764	\$ -	\$ -	\$ 111,260
Contract retainage	-	-	35,923	-	-	-	-
Accrued payroll	100,040	13,409	72,920	3,969	-	-	-
Accrued expenses	-	-	-	-	-	-	-
Due to other funds	-	-	567,839	169,903	-	-	-
Due to other governments	-	-	5,878,167	92,949	-	-	-
Deferred revenue	301,728	-	-	539,430	-	-	-
Other liabilities	181	32,050	-	-	-	-	113,022
Total liabilities	<u>516,901</u>	<u>66,789</u>	<u>8,451,499</u>	<u>1,148,015</u>	<u>-</u>	<u>-</u>	<u>224,282</u>
FUND BALANCES							
Nonspendable	-	22,418	-	-	-	-	-
Restricted	-	-	2,520,769	-	-	-	-
Committed	4,157,508	-	752,317	-	-	-	-
Assigned	-	750,967	2,042,562	-	-	-	462,853
Unassigned	-	-	-	-	-	-	-
Total fund balances	<u>4,157,508</u>	<u>773,385</u>	<u>5,315,648</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>462,853</u>
Total liabilities and fund balances	<u>\$ 4,674,409</u>	<u>\$ 840,174</u>	<u>\$ 13,767,147</u>	<u>\$ 1,148,015</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 687,135</u>

CITY OF NORFOLK, VIRGINIA

Exhibit F-1

Combining Balance Sheet - Nonmajor Governmental Funds
June 30, 2011

Special Revenue Funds						Permanent Funds	Nonmajor Governmental Funds
Golf	Public Amenities	Land Acquisition	EOC/ 911	Tax Increment	Total Special Revenue	Non- Expendable trust	
\$ 111,744	\$ 4,132,232	\$ -	\$ 1,363,954	\$ 236,269	\$ 9,532,991	\$ 6,437,916	\$ 15,970,907
-	495,407	-	-	-	7,762,057	16,620	7,778,677
41,348	829,685	-	273,860	47,438	4,449,771	-	4,449,771
-	-	-	-	-	6,881,580	-	6,881,580
-	-	-	-	-	22,418	-	22,418
-	-	-	-	-	-	44,690	44,690
<u>\$ 153,092</u>	<u>\$ 5,457,324</u>	<u>\$ -</u>	<u>\$ 1,637,814</u>	<u>\$ 283,707</u>	<u>\$ 28,648,817</u>	<u>\$ 6,499,226</u>	<u>\$ 35,148,043</u>
\$ 58,358	\$ 500,000	\$ -	\$ 106,361	\$ -	\$ 3,150,675	\$ -	\$ 3,150,675
-	-	-	-	-	35,923	-	35,923
-	-	-	110,373	-	300,711	-	300,711
-	-	-	7,396	-	7,396	-	7,396
-	20,859	-	-	1,127	759,728	150,000	909,728
-	-	-	-	-	5,971,116	-	5,971,116
-	-	-	-	-	841,158	-	841,158
-	-	-	6,526	-	151,779	-	151,779
<u>58,358</u>	<u>520,859</u>	<u>-</u>	<u>230,656</u>	<u>1,127</u>	<u>11,218,486</u>	<u>150,000</u>	<u>11,368,486</u>
-	-	-	-	-	22,418	-	22,418
100,620	-	-	-	-	2,621,389	-	2,621,389
-	-	-	-	-	4,909,825	6,349,226	11,259,051
(5,886)	4,936,465	-	1,407,158	282,580	9,876,699	-	9,876,699
-	-	-	-	-	-	-	-
<u>94,734</u>	<u>4,936,465</u>	<u>-</u>	<u>1,407,158</u>	<u>282,580</u>	<u>17,430,331</u>	<u>6,349,226</u>	<u>23,779,557</u>
<u>\$ 153,092</u>	<u>\$ 5,457,324</u>	<u>\$ -</u>	<u>\$ 1,637,814</u>	<u>\$ 283,707</u>	<u>\$ 28,648,817</u>	<u>\$ 6,499,226</u>	<u>\$ 35,148,043</u>

CITY OF NORFOLK, VIRGINIA

Exhibit F-2

Combining Statement of Revenues, Expenditures, and Changes in Fund Balance
Nonmajor Governmental Funds
For the Year Ended June 30, 2011

	Special Revenue Funds					
	Storm Water	Towing	Grants	Community Development	Nauticus	Maritime Facility
REVENUES						
General property taxes	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other local taxes	-	-	-	-	-	-
Fines and forfeitures	-	-	9,815	-	-	-
Use of money and property	6,824	1,673	3,842	-	-	-
Charges for services	11,741,567	1,470,490	778,367	-	-	-
Miscellaneous	29,678	86,777	5,789,917	106,704	-	-
Intergovernmental:						
Commonwealth of Virginia	62,609	-	8,372,827	-	-	-
Federal government	316,840	15,396	17,410,781	5,541,671	-	-
Total revenue	12,157,518	1,574,336	32,365,549	5,648,375	-	-
EXPENDITURES						
General government	-	-	2,212,097	-	-	-
Judicial administration	-	-	2,167,347	-	-	-
Public safety	-	-	6,014,734	-	-	-
Public works	8,576,700	1,536,478	4,100,842	-	-	-
Health and public assistance	-	-	18,995,626	1,488,309	-	-
Cultural and recreation	-	-	687,434	-	-	-
Community development	-	-	1,691,058	4,160,066	-	-
Debt service:						
Principal	-	-	-	-	-	-
Interest and other charges	-	-	-	-	-	-
Total expenditures	8,576,700	1,536,478	35,869,138	5,648,375	-	-
Excess (deficiency) of revenue over (under) expenditures	3,580,818	37,858	(3,503,589)	-	-	-
OTHER FINANCING SOURCES (USES)						
Transfers in	-	-	4,638,368	-	-	-
Transfers out	(2,627,135)	(19,272)	(296,562)	-	-	-
Total other financing sources and uses	(2,627,135)	(19,272)	4,341,806	-	-	-
Net change in fund balances	953,683	18,586	838,217	-	-	-
Fund balances--beginning	3,203,825	754,799	21,660,400	-	(62,485)	1,837,327
Adjustment to beginning balance	-	-	(17,182,969)	-	62,485	(1,837,327)
Fund balances--ending	\$ 4,157,508	\$ 773,385	\$ 5,315,648	\$ -	\$ -	\$ -

CITY OF NORFOLK, VIRGINIA

Exhibit F-2

Combining Statement of Revenues, Expenditures, and Changes in Fund Balance
Nonmajor Governmental Funds
For the Year Ended June 30, 2011

Special Revenue Funds							Permanent Funds
Cemeteries	Golf	Public Amenities	Land Acquisition	EOC/ 911	Tax Increment	Total Special Revenue	Non- Expendable Trust
\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,661,800	\$ 3,661,800	\$ -
-	-	5,172,217	-	3,571,596	-	8,743,813	-
-	-	-	-	-	-	9,815	-
-	100,506	20,859	-	-	1,127	134,831	65,161
1,185,010	1,012,498	-	-	2,941	-	16,190,873	134,417
-	-	-	-	-	-	6,013,076	-
-	-	-	-	1,115,682	-	9,551,118	-
-	-	-	-	63,617	-	23,348,305	-
<u>1,185,010</u>	<u>1,113,004</u>	<u>5,193,076</u>	<u>-</u>	<u>4,753,836</u>	<u>3,662,927</u>	<u>67,653,631</u>	<u>199,578</u>
-	-	-	-	-	-	2,212,097	-
-	-	-	-	-	-	2,167,347	-
-	-	-	-	6,945,151	-	12,959,885	-
-	-	-	-	-	-	14,214,020	-
-	-	-	-	-	-	20,483,935	-
2,085,729	1,461,160	2,124,808	-	-	-	6,359,131	44
-	-	-	-	-	-	5,851,124	-
-	-	-	-	-	75,000	75,000	-
-	-	-	-	-	734,244	734,244	-
<u>2,085,729</u>	<u>1,461,160</u>	<u>2,124,808</u>	<u>-</u>	<u>6,945,151</u>	<u>809,244</u>	<u>65,056,783</u>	<u>44</u>
<u>(900,719)</u>	<u>(348,156)</u>	<u>3,068,268</u>	<u>-</u>	<u>(2,191,315)</u>	<u>2,853,683</u>	<u>2,596,848</u>	<u>199,534</u>
734,983	429,965	-	-	2,062,023	-	7,865,339	-
-	-	(5,890,954)	-	(26,081)	(2,571,105)	(11,431,109)	(305,580)
<u>734,983</u>	<u>429,965</u>	<u>(5,890,954)</u>	<u>-</u>	<u>2,035,942</u>	<u>(2,571,105)</u>	<u>(3,565,770)</u>	<u>(305,580)</u>
(165,736)	81,809	(2,822,686)	-	(155,373)	282,578	(968,922)	(106,046)
628,589	12,925	7,759,151	4,829,211	1,562,531	2	42,186,275	6,455,272
-	-	-	(4,829,211)	-	-	(23,787,022)	-
<u>\$ 462,853</u>	<u>\$ 94,734</u>	<u>\$ 4,936,465</u>	<u>\$ -</u>	<u>\$ 1,407,158</u>	<u>\$ 282,580</u>	<u>\$ 17,430,331</u>	<u>\$ 6,349,226</u>

Agency Funds

Agency funds are used to account for assets held by the City as an agent for individuals, private organizations, other governments and/or other funds:

Agency Fund – Other; to account for other monies held for private organizations and other funds.

Agency Fund – Commonwealth of Virginia; to account for monies on deposit with the City Treasurer held for the Treasurer of the Commonwealth of Virginia.



CITY OF NORFOLK, VIRGINIA
Combining Balance Sheet - Agency Funds
June 30, 2011

Exhibit G-1

	Other	Commonwealth of Virginia	Total
ASSETS			
Cash and short term investments	\$ 4,219,857	\$ 7,410	\$ 4,227,267
Receivables, net of allowance for uncollectible accounts	663	-	663
Other	288,037	-	288,037
Total assets	\$ 4,508,557	\$ 7,410	\$ 4,515,967
LIABILITIES			
Vouchers payable	\$ 23,892	\$ -	\$ 23,892
Due to other agencies	4,484,665	7,410	4,492,075
Total liabilities	\$ 4,508,557	\$ 7,410	\$ 4,515,967

CITY OF NORFOLK, VIRGINIA

Exhibit G-2

**Combining Statement of Changes in Assets and Liabilities
Agency Funds
For the Year Ended June 30, 2011**

	Other			
	Balance	Additions	Deductions	Balance
	July 1, 2010			June 30, 2011
ASSETS				
Cash and short term investments	\$ 3,351,684	\$ 4,345,389	\$ 3,477,216	\$ 4,219,857
Accounts receivable	663	-	-	663
Other receivables	279,124	101,054	92,141	288,037
Total assets	\$ 3,631,471	\$ 4,446,443	\$ 3,569,357	\$ 4,508,557
LIABILITIES				
Vouchers payable	\$ 13,634	\$ 955,746	\$ 945,488	\$ 23,892
Due to other agencies	3,617,837	5,261,557	4,394,729	4,484,665
Total liabilities	\$ 3,631,471	\$ 6,217,303	\$ 5,340,217	\$ 4,508,557
	Commonwealth of Virginia			
	Balance	Additions	Deductions	Balance
	July 1, 2010			June 30, 2011
ASSETS				
Cash and short term investments	\$ 8,555	\$ 8,172,564	\$ 8,173,709	\$ 7,410
Total assets	\$ 8,555	\$ 8,172,564	\$ 8,173,709	\$ 7,410
LIABILITIES				
Due to the Commonwealth of Virginia	\$ 8,555	\$ 8,172,564	\$ 8,173,709	\$ 7,410
Total liabilities	\$ 8,555	\$ 8,172,564	\$ 8,173,709	\$ 7,410
	Total			
	Balance	Additions	Deductions	Balance
	July 1, 2010			June 30, 2011
ASSETS				
Cash and short term investments	\$ 3,360,239	\$ 12,517,953	\$ 11,650,925	\$ 4,227,267
Accounts receivable	663	-	-	663
Other receivables	279,124	101,054	92,141	288,037
Total assets	\$ 3,640,026	\$ 12,619,007	\$ 11,743,066	\$ 4,515,967
LIABILITIES				
Vouchers payable	\$ 13,634	\$ 955,746	\$ 945,488	\$ 23,892
Due to other agencies	3,626,392	13,434,121	12,568,438	4,492,075
Total liabilities	\$ 3,640,026	\$ 14,389,867	\$ 13,513,926	\$ 4,515,967

Internal Service Funds

Internal service funds are used to account for the financing of goods and services provided by one department or agency to other departments or agencies of the government and to other government units, on a cost reimbursement basis. The individual internal service funds are:

Storehouse Fund - to acquire and issue to the operating departments materials, parts, and supplies which are used in the same form as purchased.

Fleet Management Fund - to provide the operating departments with maintenance, repair and service for the City fleet of vehicles, heavy equipment and miscellaneous machinery.



CITY OF NORFOLK, VIRGINIA

Exhibit H-1

**Combining Statement of Net Assets - Internal Service Funds
June 30, 2011**

	Storehouse	Fleet Management	Total
ASSETS			
Current assets:			
Cash and short term investments	\$ 213,218	\$ 240,515	\$ 453,733
Receivables, net	-	113,313	113,313
Due from other funds	42,811	48,007	90,818
Inventories	1,934,948	371,841	2,306,789
Total current assets	<u>2,190,977</u>	<u>773,676</u>	<u>2,964,653</u>
Noncurrent assets:			
Capital assets:			
Land	-	415,000	415,000
Buildings and equipment, net	19,785	4,461,723	4,481,508
Total noncurrent assets	<u>19,785</u>	<u>4,876,723</u>	<u>4,896,508</u>
Total assets	<u>\$ 2,210,762</u>	<u>\$ 5,650,399</u>	<u>\$ 7,861,161</u>
LIABILITIES			
Current liabilities:			
Vouchers payable	\$ 89,450	\$ 625,666	\$ 715,116
Compensated absences	21,666	203,166	224,832
Accrued payroll	61,255	105,785	167,040
Obligations for employees' retirement	81,691	523,471	605,162
Other liabilities	-	14,166	14,166
Total current liabilities	<u>254,062</u>	<u>1,472,254</u>	<u>1,726,316</u>
Noncurrent liabilities:			
Compensated absences	4,438	87,071	91,509
Total noncurrent liabilities	<u>4,438</u>	<u>87,071</u>	<u>91,509</u>
Total liabilities	<u>258,500</u>	<u>1,559,325</u>	<u>1,817,825</u>
NET ASSETS			
Invested in capital assets, net of related debt	19,785	4,876,723	4,896,508
Unrestricted	1,932,477	(785,649)	1,146,828
Total net assets	<u>1,952,262</u>	<u>4,091,074</u>	<u>6,043,336</u>
Total liabilities and net assets	<u>\$ 2,210,762</u>	<u>\$ 5,650,399</u>	<u>\$ 7,861,161</u>

CITY OF NORFOLK, VIRGINIA

Exhibit H-2

**Combining Statement of Revenues, Expenses, and
Changes in Fund Net Assets - Internal Service Funds
For the Year Ended June 30, 2011**

	Storehouse	Fleet Management	Total
OPERATING REVENUES			
Charges for services	\$ 3,981,423	\$ 11,272,623	\$ 15,254,046
Miscellaneous	-	84,791	84,791
Total operating revenues	<u>3,981,423</u>	<u>11,357,414</u>	<u>15,338,837</u>
OPERATING EXPENSES			
Personal services	478,149	2,968,417	3,446,566
Cost of goods sold	3,149,061	7,717,918	10,866,979
Plant operations	11,668	1,346,366	1,358,034
Depreciation	4,734	293,076	297,810
Retirement and OPEB contributions	81,691	523,471	605,162
Provision for bad debts	-	29,341	29,341
Other	41,723	1,403,167	1,444,890
Total operating expenses	<u>3,767,026</u>	<u>14,281,756</u>	<u>18,048,782</u>
Operating income (loss)	<u>214,397</u>	<u>(2,924,342)</u>	<u>(2,709,945)</u>
NONOPERATING REVENUE			
Interest and investment income	-	202	202
Total nonoperating revenue	<u>-</u>	<u>202</u>	<u>202</u>
Net income (loss)	<u>214,397</u>	<u>(2,924,140)</u>	<u>(2,709,743)</u>
Change in net assets	214,397	(2,924,140)	(2,709,743)
Other Financing Sources			
Transfers in	-	510,996	510,996
	-	510,996	510,996
Net Change in Fund Balance	214,397	(2,413,144)	(2,198,747)
Net assets--beginning	1,737,865	6,504,218	8,242,083
Net assets--ending	<u>\$ 1,952,262</u>	<u>\$ 4,091,074</u>	<u>\$ 6,043,336</u>

See accompanying independent auditors' report

CITY OF NORFOLK, VIRGINIA

Exhibit H-3

Combining Statement of Cash Flows - Internal Service Funds
For the Year Ended June 30, 2011

	Storehouse	Fleet Management	Total
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers	\$ 3,982,708	\$ 11,488,457	\$ 15,471,165
Payments to suppliers	(3,172,158)	(8,710,420)	(11,882,578)
Payments to employees	(516,515)	(3,387,727)	(3,904,242)
Other payments	-	(1,389,001)	(1,389,001)
Net cash used in operating activities	<u>294,035</u>	<u>(1,998,691)</u>	<u>(1,704,656)</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:			
Interfund transfers in (out)	<u>(80,817)</u>	<u>802,429</u>	<u>721,612</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:			
Principal paid on capital debt	-	(1,747)	(1,747)
Net cash used in capital and related financing activities	<u>-</u>	<u>(1,747)</u>	<u>(1,747)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Interest and dividends	-	202	202
Net cash provided by investing activities	<u>-</u>	<u>202</u>	<u>202</u>
Net increase (decrease) in cash and short term investments	213,218	(1,197,807)	(984,589)
Cash and short term investments - beginning of the year	<u>-</u>	<u>1,438,322</u>	<u>1,438,322</u>
Cash and short term investments - end of the year	<u>\$ 213,218</u>	<u>\$ 240,515</u>	<u>\$ 453,733</u>
Reconciliation of Operating Income (Loss) to Net Cash Provided by (used in) Operating Activities			
Operating income (loss)	\$ 214,397	\$ (2,924,342)	\$ (2,709,945)
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities:			
Depreciation expense	4,734	293,074	297,808
Change in assets and liabilities:			
Receivables, net	1,285	160,384	161,669
Inventories	(24,461)	36,242	11,781
Vouchers payable	54,755	317,624	372,379
Accrued payroll	51,590	30,528	82,118
Obligation for Employees' Retirement System	3,577	-	3,577
Other liabilities	(11,842)	87,799	75,957
Net cash provided by (used in) operating activities	<u>\$ 294,035</u>	<u>\$ (1,998,691)</u>	<u>\$ (1,704,656)</u>

See accompanying independent auditors' report

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS



CITY OF NORFOLK, VIRGINIA

Exhibit I

Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2011

Schedule I

Federal Granting Agency/Recipient Recipient State Agency/Grant program/Grant No.	CFDA Number	Federal Expenditures	ARRA Expenditures
Department of Agriculture:			
Direct Payments:			
USDA Summer Food Service Program (SFSP)	10.559	9,722	
Food Stamp Program - Administration	10.561	4,599,676	
ARRA - Food Stamp Program - Administration	10.561		104,721
Subtotal		4,704,397	
Pass-Through Payments:			
State Department of Agriculture:			
National School Breakfast Program	10.553	2,674,905	
National School Lunch Program	10.555	8,702,645	
National School Lunch Program (Commodities)	10.556	1,013,773	
USDA School Nutrition Program	10.559	117,278	
Department of Housing and Urban Development:			
Direct Payments:			
Community Development Block Grant	14.218	5,541,671	
For Kids, Inc. Haven Family Services	14.231	49,276	
ESG Planning Council	14.231	24,267	
Salvation Army	14.231	25,244	
Ecumenical Family Shelter	14.231	38,600	
St Columbia Ecumenical	14.231	29,947	
Subtotal		167,334	
Supportive Housing Program	14.235	313,071	
Shelter Plus Care Program	14.238	417,624	
HOME CHDO Investment Plan	14.239	135,743	
HOME CHDO Operating	14.239	66,585	
Home Investment Program	14.239	36,159	
HOME - Homeowner's Rehab	14.239	205,865	
NRHA - Homebuyer Assistance	14.239	229,230	
HOME NRHA Administration	14.239	206,717	
HOME - Rapid Exit Program	14.239	48,082	
Subtotal		928,381	
ARRA - CDBG R	14.253		530,440
ARRA - Homeless Prevention (S09-MY-51-002)	14.257		1,046,598
Pass-Through Payments:			
Neighborhood Stabilization	14.228	460,373	
Department of Justice:			
Direct Payments:			
U.S. Marshall Service	16.000	42,154	
Community Oriented Policing Services:			
Justice Assistance Grant	16.523	173,109	
Edward Byrne Memorial Grant	16.523	170,718	
Subtotal		343,827	
Bulletproof Vests Grant	16.607	9,070	
Asset Forfeiture - Special Police Grant	16.700	104,211	
COPS Technology	16.710	156,495	
COPS in School	16.710	672,663	
ARRA - COPS Hiring Program	16.710		409,517
Subtotal		1,238,675	
ARRA - Justice Assistance Grant	16.804		243,257
Pass-Through Payments:			
Department of Criminal Justice Services:			
Juvenile Accountability Block Grant	16.523	63,723	
VSTOP Prosecutorial Project	16.540	40,330	
Victim Witness	16.540	259,304	
Evening Reporting	16.540	80,249	
Subtotal		379,883	
Second Chance Act Grant	16.579	5,378	
Department of Labor:			
Direct Payments:			
ARRA - Workforce Investment Act - Youth Activities	17.259		101,659

CITY OF NORFOLK, VIRGINIA

Exhibit I

Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2011

Schedule I

Federal Granting Agency/Recipient Recipient State Agency/Grant program/Grant No.	CFDA Number	Federal Expenditures	ARRA Expenditures
<u>Department of Transportation:</u>			
Direct Payments:			
ARRA - Norview Ave Bridge	20.205		528,676
ARRA - Citywide Repaving	20.205		695,089
Subtotal			<u>1,223,765</u>
Pass-Through Payments:			
Selective Enforcement	20.511	32,907	
<u>Environmental Protection Agency:</u>			
Pass-Through Payments:			
Virginia Resources Authority - Revolving Loan	66.458	7,044,397	
<u>Department of Homeland Security</u>			
Direct Payments:			
Bomb Squad Initiative	97.004	303,043	
FEMA - Assistance to Firefighters	97.044	54,755	
Pass-Through Payments:			
Port Security Grant	97.056	471,068	
FEMA Hazard Mitigation	97.092	7,775	
Homeland Security Grant	97.073	6,835	
Prescription Drug Abuse Enforcement	97.073	284,997	
Subtotal		<u>291,832</u>	
Buffer Zone	97.078	55,578	
<u>Department of Education:</u>			
Direct Payments:			
School Assistance in Federally Affected Areas	84.041	4,135,387	
Pass-Through Payments:			
Department of Education:			
Adult Literacy	84.002	302,615	
Title I:			
Educationally Deprived Children- Programs Operated by LEA's	84.010	12,826,934	
Title 1 Distinguished School - Ocean View	84.010	6,224	
School Improvement - Title I	84.010	235,553	
Negligent Delinquent Children	84.010	127,817	
Subtotal		<u>13,196,528</u>	
ARRA - Title 1 Part A Entitlements	84.389		4,892,995
ARRA - Neglected, Delinquent or At-Risk	84.389		14,219
Subtotal			<u>4,907,214</u>
ARRA - 1003g School Improvement Funds of ARRA	84.388		1,582,140
Evenstart Program	84.213	378,832	
Program for Neglected Children	84.013	69,759	
Title III:			
Limited English	84.365	65,067	
Title VI-B:			
Assistance to States for Education of Handicapped Children:			
Special Education Flow Thru (Federal)	84.027	4,926,072	
Virginia Incentive Program for Speech - Language Pathologist	84.027	33,000	
Subtotal		<u>4,959,072</u>	
ARRA - IDEA Part B, Flow Thru	84.391		2,603,532
Handicapped Preschool Incentive Grant	84.173	209,503	
ARRA - IDEA Part B Preschool	84.392		114,567
Title IV-B:			
Carl Perkins Vocational	84.048	938,288	
Drug Free Act	84.186	29,241	
Math Solutions Study Project (National Science Foundation)	47.076	44,251	
McKinney Homeless Assistance	84.196	36,395	
Enhancing Education with Tech Phase II	84.318	2,720	
Enhancing Education with Tech (WHRO)	84.318	326,949	
Subtotal		<u>329,669</u>	
ARRA - Enhancing Education through Technology	84.386		783,552
ARRA - Educational Technology for ARRA	84.386		8,816
Subtotal			<u>792,368</u>
21st Century Community Learning Center	84.287	482,174	

CITY OF NORFOLK, VIRGINIA

Exhibit I

Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2011

Schedule I

Federal Granting Agency/Recipient Recipient State Agency/Grant program/Grant No.	CFDA Number	Federal Expenditures	ARRA Expenditures
<u>Department of Education (continued):</u>			
Early Reading First	84.359	1,231,800	
State Council of Higher Education	84.367	38,914	
Teacher & Principal Training	84.367	2,114,333	
Subtotal		2,153,247	
Striving Readers Intervention	84.371	328,873	
Fruit and Vegetable Program	10.582	169,305	
VDOE Mini Grant	84.027	1,200	
ARRA - Grants for Infants and Families	84.393		180,655
State Fiscal Stabilization Fund (Norfolk Public Schools)	84.394	3,860,040	
ARRA - Education Jobs Fund of ARRA	84.410		3,584,368
Mental Retardation Early Intervention	84.181	334,475	
<u>Department of Energy</u>			
Direct Payments:			
ARRA - Energy Efficiency and Conservation Block Grant (DE-EE0000880)	81.128		1,980,304
<u>Department of the Navy:</u>			
Pass-Through Payments:			
Navy Junior ROTC	12.000	455,270	
ERATE - Universal Service Funds	12.000	461,736	
Medicaid - Special Education	12.000	395,946	
Subtotal		1,312,952	
Hampton Roads Full Scale Training	12.607	130,739	
<u>Federal Emergency Management Agency</u>			
Direct Payments:			
Disaster Grants - Public Assistance	97.036	63,617	
Noreaster Disaster Assistance	97.036	4,126	
Subtotal		67,743	
<u>Department of Health and Human Services:</u>			
Direct Payments:			
HIV/AIDS Grant	93.914	6,553,936	
Minority AIDS Initiative	93.914	67,027	
Subtotal		6,620,963	
NIC Pool Funds	99.000	275,713	
Pass-Through Payments:			
Projects for Assistance in Transition to Homeless (PATH)	93.150	105,675	
Mental Health VASIP / COSIG	93.243	241	
Youth & Family Services Grant	93.556	195,868	
Temporary Assistance to Needy Families (BEN-10-057-16)	93.558	4,059,404	
Refugee and Entrant Assistance State Administered Prog	93.566	11,758	
Local-Income Home Energy Assistance	93.568	282,390	
Payments to States for Child Care Assistance	93.575	2,829,500	
Child Development Care	93.596	2,540,091	
Independent Living Program - Education and Training	93.599	23,219	
Family Preservation	93.645	15,941	
Foster Care - Title IV - E	93.658	2,577,095	
ARRA - Foster Care Title IV-E	93.658		101,272
Subtotal		2,678,367	
Adoptive Assistance	93.659	796,080	
ARRA - Adoptive Assistance	93.659		49,380
Subtotal		845,460	
Social Services Block Grant	93.667	2,697,370	
Independent Living Initiative Program	93.674	62,500	
ARRA - Child Care and Development Block Grant	93.713		305,825
FAMIS Outreach Grants	93.767	134,265	
Medical Assistance Program - Administrative	93.778	2,713,884	
Mental Health Federal Block Grant	93.958	127,154	
Substance Abuse Federal Block Grant	93.959	1,868,907	
<u>Other Federal Assistance:</u>			
Sheriff Social Security	N/A	10,400	
Totals		97,700,785	19,861,582

CITY OF NORFOLK, VIRGINIA
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
For the Year Ended June 30, 2011

1. General

The accompanying schedule of expenditures of federal awards presents the activity of all federal awards of the City. The City of Norfolk single audit reporting entity includes the primary government and the School Board and Community Services Board component units.

Federal awards not received through direct programs are passed through the departments and agencies of the Commonwealth of Virginia.

2. Basis of Accounting

The accompanying schedule of expenditures of federal awards is presented using the modified accrual basis of accounting. Expenditures are recorded when the liability is incurred or measurable. The related revenue is reported net of unexpended amounts returned to grantors.

3. Relationship to the Basic Financial Statements

Federal award revenue is reported in the City's basic financial statements as follows:

Major governmental funds	\$ 25,395,502
Non-major governmental funds	<u>23,348,305</u>
Total revenues from federal government	<u>48,743,807</u>
Component Unit - School Board	
Total Federal Grants Awarded	58,132,003
Direct Payments:	
Navy Junior ROTC	455,270
Erate - Universal Service Funds	461,736
Medicaid	<u>395,946</u>
Total - Norfolk Public Schools	59,444,955
Component Unit - Community Services Board	3,347,802
Total federal financial assistance reported in basic financial statements	<u>\$ 111,536,564</u>
Federal awards not reported as revenue in basic financial statements	
Enterprise - VRA Loan - WasteWater Fund	7,044,397
Noreaster Disaster Assistance reimbursements received fiscal year 2011 but reported on Schedule of Expenditures of Federal Awards fiscal year 2010	(1,332,228)
CSA Pool - Medicaid Adjustment	275,713
Other reconciling items	<u>37,921</u>
Total federal awards	<u>\$ 117,562,367</u>
Reconciliation to Exhibit A-3	
Revenues from federal government	\$ 48,743,807
Revenues from Commonwealth of Virginia	<u>100,745,167</u>
Total intergovernmental revenue	<u>\$ 149,488,974</u>

4. Relationship to Federal Financial Reports

Amounts reported in the accompanying schedule agree substantially with the amounts reported in the federal financial reports except that certain federal financial reports are prepared on the cash basis of accounting and the schedule of expenditures of federal awards is prepared on the basis of accounting described in Note 2 above.

CITY OF NORFOLK, VIRGINIA

Subrecipients

CITY OF NORFOLK, VIRGINIA
 NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
 For the Year Ended June 30, 2011

5. **Sub-recipients**

Federal funds passed through to subrecipients for the year ended June 30, 2011 were as follows:

<u>Federal Granting Agency / Grant Program / Subrecipient</u>	<u>Amount</u>	
Department of Housing and Urban Development		
<u>Community Development Block Grant:</u>		
St Columbia Ecumenical Ministries	\$ 39,559	
Foodbank of Southeastern Virginia	29,064	
The Planning Council	59,632	
The Salvation Army	89,754	
YMCA of South Hampton Roads	48,445	
William A Hunton YMCA	27,884	
Tidewater AIDS Community Task Force	19,755	
ACCESS	46,408	
Oakmont Community Development	20,000	
Ecumenical Family Shelter	14,546	
Virginia Supportive Housing	26,758	
For KIDS, Inc.	54,713	
Habitat for Humanity	18,594	
Second Chances	52,505	
American Red Cross	39,450	
National Institute for Learning Development	2,121	
International Black Women's Congress	49,504	
Urban League of Hampton Roads	28,399	
Child and Family Services of Eastern Virginia	29,111	
Community Mediation Center	-	
The STOP Organization	182,281	
Barrett Haven	14,370	
Horizons Hampton Roads	5,783	
Park Place Schools	2,038	
YWCA of South Hampton Roads	31,650	
NRHA	3,811,670	
Total Community Development Block Grant	\$ 4,743,994	
 <u>ARRA - Homeless Prevention</u>		
Access AIDS / Candii	73,645	
For KIDS, Inc	83,890	
The Planning Council	28,050	
Community Services Board	44,561	
Total ARRA - Homeless Prevention	230,146	
 <u>HOME Grant Program</u>		
NRHA	1,987,182	
	1,987,182	
 <u>Emergency Shelter Grant Program</u>		
Ecumenical Family Shelter	49,747	
For KIDS, Inc	49,520	
Salvation Army	25,244	
St. Columbia	27,425	
The Planning Council	36,153	
YWCA of South Hampton Roads	26,825	
Total Emergency Shelter Grant Program	214,914	
 Total Department of Housing and Urban Development	 \$ 7,176,236	

CITY OF NORFOLK, VIRGINIA

Subrecipients

CITY OF NORFOLK, VIRGINIA
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
For the Year Ended June 30, 2011

<u>Federal Granting Agency / Grant Program / Subrecipient</u>	<u>Amount</u>	
Department of Justice		
<u>ARRA - Justice Assistance Grant</u>		
Community Services Board	52,599	
Norfolk Public Schools	26,325	
Total ARRA - Justice Assistance Grant		<u>78,924</u>
Total Department of Justice	\$	78,924
Department of Health and Human Services		
<u>Temporary Assistance for Needy Families</u>		
Goodwill	262,014	
Norfolk Community Services Board	47,694	
Total Temporary Assistance for Needy Families		309,708
<u>Child Care and Development Block Grant</u>		
The Planning Council	245,931	
Total Child Care and Development Block Grant		245,931
<u>Social Services Block Grant</u>		
Community Personal Care Inc.	84,728	
Labor of Love Total Healthcare, Inc	62,794	
Senior Services of Southeastern Virginia	133,517	
Total Social Services Block Grant		281,039
<u>HIV/AIDS Grant</u>		
Bayview Pharmacy	194,601	
EVMS - Center for Comprehensive Care Of Immune Deficiency	1,335,487	
Community Psychological Group	139,296	
ACCESS	825,121	
Hampton / Newport News CSB	3,553	
Health and Home Support Services	205,273	
International Black Womens Congress	197,667	
Norfolk Community Health Center	455,649	
Norfolk Community Services Board	115,595	
Peninsula Institute of Community Health	464,417	
Portsmouth Community Health Center	307,758	
Tidewater AIDS Community Task Force	907,204	
Urban League of Hampton Roads	234,345	
Virginia Beach Department of Health	79,906	
Total HIV/AIDS Grant		<u>5,465,872</u>
Total Department of Health and Human Services	\$	6,302,550
Total Payment to Sub-Recipients	\$	<u>13,557,710</u>

**SCHEDULE OF REVENUES AND
EXPENDITURES
– BUDGET AND ACTUAL –**

~Special Revenue Funds~

~Internal Service Funds~

~Capital Projects Fund~



CITY OF NORFOLK, VIRGINIA

Exhibit J-1

**Schedule of Revenues and Expenditures - Budget and Actual
Towing and Recovery Operation's Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Use of money and property	\$ -	\$ 1,673	\$ 1,673
Charges for services	1,684,800	1,470,490	(214,310)
Miscellaneous	195,700	86,777	(108,923)
Total revenue	<u>\$ 1,880,500</u>	<u>\$ 1,558,940</u>	<u>\$ (321,560)</u>
Expenditures:			
Towing and recovery	\$ 1,880,500	\$ 1,589,702	\$ 290,798
Total expenditure:	<u>\$ 1,880,500</u>	<u>\$ 1,589,702</u>	<u>\$ 290,798</u>

**Schedule of Revenues and Expenditures - Budget and Actual
Storm Water Utility Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Use of money and property	\$ 10,000	\$ 6,824	\$ (3,176)
Charges for services	10,795,000	11,741,567	946,567
Intergovernmental - federal	-	298,990	298,990
Intergovernmental - state	-	62,609	62,609
Miscellaneous	-	29,678	29,678
Total revenue	<u>\$ 10,805,000</u>	<u>\$ 12,139,668</u>	<u>\$ 1,334,668</u>
Expenditures:			
Storm water	\$ 8,283,346	\$ 8,475,317	\$ (191,971)
Transfer out	2,521,654	2,627,135	(105,481)
Total expenditure:	<u>\$ 10,805,000</u>	<u>\$ 11,102,452</u>	<u>\$ (297,452)</u>

CITY OF NORFOLK, VIRGINIA

Exhibit J-1

**Schedule of Revenues and Expenditures - Budget and Actual
Golf Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Charges for services	\$ 80,000	\$ 100,506	\$ 20,506
Use of money and property	1,313,800	1,012,498	(301,302)
Transfer in	-	429,965	429,965
Total revenue	<u>\$ 1,393,800</u>	<u>\$ 1,542,969</u>	<u>\$ 149,169</u>
Expenditures:			
Operations	\$ 1,393,800	\$ 1,416,328	\$ (22,528)
Total expenditure:	<u>\$ 1,393,800</u>	<u>\$ 1,416,328</u>	<u>\$ (22,528)</u>

CITY OF NORFOLK, VIRGINIA

Exhibit J-1

**Schedule of Revenues and Expenditures - Budget and Actual
Emergency Operations Fund (EOC 911)
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Other local taxes	\$ 3,571,596	\$ 3,571,596	\$ -
Charges for services	1,000	2,941	1,941
Recovered cost	1,145,486	1,109,245	(36,241)
Intergovernmental - federal	63,617	70,054	6,437
Rollover from last year	1,256,378	1,256,378	-
Transfer in	2,142,023	2,062,023	(80,000)
Total revenue	\$ 8,180,100	\$ 8,072,237	\$ (107,863)
Expenditures:			
Operations	\$ 8,180,100	\$ 6,869,692	\$ 1,310,408
Total expenditure:	\$ 8,180,100	\$ 6,869,692	\$ 1,310,408

CITY OF NORFOLK, VIRGINIA

Exhibit J-1

**Schedule of Revenues and Expenditures - Budget and Actual
Cemeteries Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Charges for services	\$ 1,975,347	\$ 1,185,010	\$ (790,337)
Transfer in	536,753	734,983	198,230
Rollover from last year	170,000	170,000	-
Total revenue	<u>\$ 2,682,100</u>	<u>\$ 2,089,993</u>	<u>\$ (592,107)</u>
Expenditures:			
Operations	<u>\$ 2,512,100</u>	<u>\$ 2,177,534</u>	<u>\$ 334,566</u>

**Schedule of Revenues and Expenditures - Budget and Actual
Public Amenities Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Taxes-Hotel & Restaurant	\$ 5,159,892	\$ 5,172,217	\$ 12,325
Use of money and property	-	20,859	20,859
Rollover from last year	3,124,808	3,124,808	-
Total revenue	<u>\$ 8,284,700</u>	<u>\$ 8,317,884</u>	<u>\$ 33,184</u>
Expenditures:			
Transfer out (CIP)	\$ 4,400,000	\$ 4,420,859	\$ (20,859)
Transfer out (Debt Service)	1,470,095	1,470,095	-
Challenge Grants	500,000	500,000	-
All purpose	1,914,605	1,624,808	289,797
Total expenditure:	<u>\$ 8,284,700</u>	<u>\$ 8,015,762</u>	<u>\$ 268,938</u>

CITY OF NORFOLK, VIRGINIA

Exhibit J-1

**Schedule of Revenues and Expenditures - Budget and Actual
Tax Increment Financing Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Taxes-real property	\$ 3,661,800	\$ 3,661,800	\$ -
Use of money and property	-	1,127	1,127
Total revenue	<u>\$ 3,661,800</u>	<u>\$ 3,662,927</u>	<u>\$ 1,127</u>
Expenditures:			
Debt service	\$ 809,245	\$ 809,244	\$ 1
All purpose	282,577	-	282,577
Transfer out	2,569,978	2,571,105	(1,127)
Total expenditure:	<u>\$ 3,661,800</u>	<u>\$ 3,380,349</u>	<u>\$ 281,451</u>

CITY OF NORFOLK, VIRGINIA

Exhibit J-2

**Schedule of Revenues and Expenditures - Budget and Actual
Fleet Internal Service Fund
For the Year Ended June 30, 2011**

	Budget	Actual	Positive (Negative) Variance
Revenues:			
Use of money and property	\$ 9,978	\$ 202	\$ (9,776)
Charges for services	11,547,719	11,272,623	(275,096)
Miscellaneous & recovered costs	102,903	84,791	(18,112)
Other Sources and Transfer In	-	510,996	510,996
Total revenue	<u>\$ 11,660,600</u>	<u>\$ 11,868,612</u>	<u>\$ 208,012</u>
Expenditures:			
Fleet	<u>\$ 11,660,600</u>	<u>\$ 14,281,756</u>	<u>\$ (2,621,156)</u>

**Schedule of Revenues and Expenditures - Budget and Actual
Storehouse Internal Service Fund
For the Year Ended June 30, 2011**

	Budget	Actual *	Positive (Negative) Variance
Revenues:			
Charges for services	\$ 627,500	\$ 832,362	\$ 204,862
	<u>\$ 627,500</u>	<u>\$ 832,362</u>	<u>\$ 204,862</u>
Expenditures:			
Storehouse	<u>\$ 627,500</u>	<u>\$ 617,965</u>	<u>\$ 9,535</u>

**The difference in revenue and expenditures per this schedule compared to Exhibit H-2 represents cost of goods sold which is not included in the operating budget.*

CITY OF NORFOLK, VIRGINIA

Exhibit J-3

CITY OF NORFOLK, VA
 Capital Improvement Program
 Schedule of Expenditures - Budget and Actual
 From Inception and for the Year Ended June 30, 2011

	Expenditures				
	Project Budget	Prior Years	Current	Total	Available
Community Development					
Neighborhood Project Development	\$ 12,985,000	\$ 12,089,726	\$ 376,527	\$ 12,466,253	\$ 518,747
Neighborhood Conservation/Revitalization	76,839,500	58,133,040	3,183,705	61,316,745	15,522,755
Broad Creek Renaissance	14,338,000	10,869,092	1,257,397	12,126,489	2,211,511
Neighborhood Streets Improvements	1,700,000	1,050,364	16,233	1,066,597	633,403
Neighborhood commercial Improvements	9,452,000	6,929,648	103,721	7,033,369	2,418,631
Create Special Service Areas	1,000,000	-	140,397	140,397	859,603
Other	195,000	71,300	101,680	172,980	22,020
Community Development Total	116,509,500	89,143,170	5,179,660	94,322,830	22,186,670
Cultural Facilities					
Attucks Theatre Renovations	190,000	93,661	23,216	116,877	73,123
Scope and Chrysler Hall Improvements	13,315,000	12,000,591	548,475	12,549,066	765,934
Chrysler Museum Improvements	4,105,000	1,590,654	810,954	2,401,608	1,703,392
Civic Building Improvements	749,000	82,005	428,000	510,005	238,995
Conference Center	61,720,000	14,734,533	180,430	14,914,963	46,805,037
Harrison Opera House Improvements	405,000	404,091	-	404,091	909
MacArthur Memorial Improvements	2,050,000	47,442	-	47,442	2,002,558
Nauticus/Maritime Center Improvements	3,595,000	2,750,000	3,790	2,753,790	841,210
USS Wisconsin Improvements	6,253,992	1,405,904	1,047,806	2,453,710	3,800,282
Other	3,852,000	2,186,734	253,911	2,440,645	1,411,355
Cultural Facilities Total	96,234,992	35,295,615	3,296,582	38,592,197	57,642,795
Economic Development					
Acquire/Dispose/Upgrade City Property	33,066,894	23,915,931	5,198,785	29,114,716	3,952,178
Nauticus/Cruise Terminal Development	38,350,370	38,050,511	584	38,051,095	299,275
Huntersville Redevelopment	1,000,000	70,882	-	70,882	929,118
Wachovia Center Development	5,375,000	157,060	2,518,650	2,675,710	2,699,290
Kroc Center Development	4,040,000	3,992,313	2,465	3,994,778	45,222
Other	3,761,965	427,283	735,352	1,162,635	2,599,330
Economic Development Total	85,594,229	66,613,980	8,455,836	75,069,816	10,524,413
General/Other					
Campostella Landfill Closure	2,300,000	983,402	179,126	1,162,528	1,137,472
Beach Erosion Control	13,867,500	10,030,776	682,712	10,713,488	3,154,012
Transfer to Debt Service	-	2,380,150	504,569	2,884,719	(2,884,719)
IFMS Implementation	5,916,804	5,852,821	40,082	5,892,903	23,901
Waterway Dredging Projects	3,935,000	2,247,955	349,136	2,597,091	1,337,909
Conservation and Green Vision Implementation	6,350,000	3,659,821	115,202	3,775,023	2,574,977
Conservation and Green Vision Implementation	5,900,000	-	236,761	236,761	5,663,239
Other	3,165,740	1,097,016	1,650,423	2,747,439	418,301
General/Other Total	41,435,044	26,251,941	3,758,011	30,009,952	11,425,092
Public Buildings and Facilities					
Fire Station Emergency Generation Program	575,000	504,448	55,810	560,258	14,742
Infrastructure Improvements	4,336,125	1,700,886	2,040,848	3,741,734	594,391
Annual Roof Maintenance	5,975,000	4,865,530	606,830	5,472,360	502,640
Library Facilities - Anchor Branch	10,476,238	10,292,339	220	10,292,559	183,679
Police Precinct Replacement	24,742,000	12,435,574	7,254,182	19,689,756	5,052,244
Courts Replacement and Renovations	74,195,281	12,996,560	(527,230)	12,469,330	61,725,951
Jail Renovations	1,976,500	713,012	20,075	733,087	1,243,413
Selden Arcade Renovations	8,831,883	8,270,661	129,881	8,400,542	431,341
City Hall Building Renovations	4,955,000	3,147,281	378,650	3,525,931	1,429,069
Tow Yard Acquisition	1,300,000	-	-	-	1,300,000
Fire Facilities Replacement/Improvements	2,188,500	1,406,475	76,321	1,482,796	705,704
Police Training Facilities	5,550,000	5,340,752	103,312	5,444,064	105,936
Main Library Construction	18,136,000	11,379,546	2,477,235	13,856,781	4,279,219
Design /Construct Government Center Plaza	656,500	480,005	30,386	510,391	146,109
Other	8,166,400	3,585,860	748,305	4,334,165	3,832,235
Public Buildings and Facilities Total	172,060,427	77,118,929	13,394,825	90,513,754	81,546,673

CITY OF NORFOLK, VIRGINIA

Exhibit J-3

CITY OF NORFOLK, VA
 Capital Improvement Program
 Schedule of Expenditures - Budget and Actual
 From Inception and for the Year Ended June 30, 2011

	Expenditures				
	Project Budget	Prior Years	Current	Total	Available
Parks/Recreational Facilities					
Zoo Master Plan	25,803,500	23,940,360	154,188	24,094,548	1,708,952
Titustown Recreation Center Improvements	550,000	208,961	-	208,961	341,039
Botanical Gardens	2,014,000	1,480,414	5,792	1,486,206	527,794
Existing Recreation Center Improvements	9,886,141	7,533,580	465,504	7,999,084	1,887,057
Norview Recreation Center	7,949,500	7,549,422	51,753	7,601,175	348,325
Lambert's Point Golf Course	400,000	-	-	-	400,000
Lambert's Point Community & Recreational Center	7,417,000	6,434,292	206,418	6,640,710	776,290
Harbor Park Improvements	475,000	187,259	89,850	277,109	197,891
Athletic Field Renovations	2,734,000	1,591,441	186,719	1,778,160	955,840
Norfolk Fitness & Wellness Center Renovations	1,808,670	1,658,891	15,148	1,674,039	134,631
Broadcreek & Westside Neighborhood Parks	2,625,709	2,163,231	229,326	2,392,557	233,152
Town Point Park Improvements	11,525,000	11,459,937	10,300	11,470,237	54,763
Martin Luther King Park	123,000	116,020	-	116,020	6,980
Waterside Waterfront Renovations	837,500	158,109	188,007	346,116	491,384
Ingleside Gymnasium	1,936,000	9,500	100,350	109,850	1,826,150
Other	12,138,038	2,263,199	1,117,799	3,380,998	8,757,040
Parks/Recreational Facilities Total	88,223,058	66,754,616	2,821,154	69,575,770	18,647,288
Schools					
Blair Middle School Replacement	11,284,000	8,741,580	738	8,742,318	2,541,682
Norfolk Public School Initiative	5,265,000	5,263,456	-	5,263,456	1,544
Norview Construction	26,878,031	26,876,228	-	26,876,228	1,803
Southside Middle School	2,250,000	-	-	-	2,250,000
High School Athletic Field	1,500,000	1,493,083	2,008	1,495,091	4,909
Coleman Place Elementary Replacement	19,217,641	17,847,291	2,949	17,850,240	1,367,401
Crossroads Elementary Replacement	27,070,525	401,780	6,553,217	6,954,997	20,115,528
Other	11,346,824	6,740,952	524,919	7,265,871	4,080,953
Schools Total	104,812,021	67,364,370	7,083,831	74,448,201	30,363,820
Storm Water					
Storm Water Quality Improvements	8,720,000	5,241,505	163,706	5,405,211	3,314,789
Storm Water Facility Improvements	1,650,000	1,417,036	199,248	1,616,284	33,716
Old Dominion University Master Plan	414,000	403,765	-	403,765	10,235
Drain Line Clean & Slip Lining	697,267	690,095	5,748	695,843	1,424
Neighborhood Flood Reduction	10,016,000	6,186,245	2,474,376	8,660,621	1,355,379
Bulkheading Master Project	2,600,000	1,191,463	309,066	1,500,529	1,099,471
Other	500,000	4,000	-	4,000	496,000
Storm Water Total	24,597,267	15,134,109	3,152,144	18,286,253	6,311,014
Transportation					
Old Dominion University Master Plan	8,463,600	8,482,864	372	8,483,236	(19,636)
VDOT Urban Support Program	10,813,512	7,762,708	138,889	7,901,597	2,911,915
Bridge Maintenance & Repair Program	18,871,208	10,407,075	1,750,863	12,157,938	6,713,270
Signal & Intersection Enhancements	9,362,500	5,053,003	750,463	5,803,466	3,559,034
Citywide Soundwall Program	5,105,260	3,893,501	88,502	3,982,003	1,123,257
Neighborhood Streets Improvements	48,851,286	24,270,838	3,936,339	28,207,177	20,644,109
Atlantic City Development	12,575,000	6,891,119	1,741,660	8,632,779	3,942,221
Citywide Boat Ramp Improvements	1,944,250	1,923,778	3,579	1,927,357	16,893
Construct Light Rail	74,117,974	44,081,224	16,940,716	61,021,940	13,096,034
Develop Multi-Modal Transfer Station at Harbor Park	606,000	-	363	363	605,637
Other	15,423,673	6,631,657	3,037,380	9,669,037	5,754,636
Transportation Total	206,134,263	119,397,767	28,389,126	147,786,893	58,347,370
Grand Total	\$ 935,600,801	\$ 563,074,497	\$ 75,531,169	\$ 638,605,666	\$ 296,995,135

APPENDIX B

FORMS OF LEGAL OPINIONS OF BOND COUNSEL

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May __, 2012

Mayor and Council of the
City of Norfolk, Virginia
Norfolk, Virginia

\$ _____
City of Norfolk, Virginia
General Obligation Refunding Bonds,
Series 2012A (Non-AMT)

Ladies and Gentlemen:

We have served as bond counsel to the City of Norfolk, Virginia (the "City") in connection with the issuance and sale by the City of its \$_____ General Obligation Refunding Bonds, Series 2012A (Non-AMT) (the "2012A Bonds"), dated the date of their delivery.

In connection with this opinion, we have examined (i) the Constitution of Virginia (the "Constitution"), (ii) the applicable laws of (A) the Commonwealth of Virginia (the "Commonwealth"), including without limitation the Public Finance Act of 1991, Chapter 26, Title 15.2, Code of Virginia of 1950, as amended, and (B) the United States of America, including without limitation the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) copies of proceedings and other documents relating to the issuance and sale of the 2012A Bonds by the City as we have deemed necessary to render the opinions contained herein.

As to questions of fact material to the opinions, we have relied upon (i) representations of the City, including, without limitation, representations as to the use of proceeds of the 2012A Bonds, (ii) certifications of public officials furnished to us, and (iii) certifications and representations contained in certificates of the City and others delivered at closing, without undertaking to verify them by independent investigation. In addition, without undertaking to verify the same by independent investigation, we have relied on computations provided to us by Public Financial Management, Inc., Arlington, Virginia, financial advisor to the City, the mathematical accuracy of which was verified by Grant Thornton, LLP, Minneapolis, Minnesota, relating to the yield on investments in the escrow fund established with a portion of the proceeds of the 2012A Bonds and the yield on the 2012A Bonds.

We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine, all documents, certificates, and instruments submitted to us as originals are authentic, and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and

instruments relating to this financing have been duly authorized, executed, and delivered by all parties to them other than the City, and we have further assumed the due organization, existence, and powers of all parties other than the City.

Based on the foregoing, in our opinion, under current law:

1. The 2012A Bonds have been authorized and issued in accordance with the Constitution and laws of the Commonwealth and constitute valid and binding general obligations of the City.

2. The Council of the City has the power and is authorized and required by law to levy and collect annually, at the same time and in the same manner as other taxes of the City are assessed, levied and collected, a tax upon all taxable property within the City, over and above all other taxes authorized or limited by law, and without limitation as to rate or amount, sufficient to pay when due the principal of and premium, if any, and interest on the 2012A Bonds to the extent other funds of the City are not lawfully available and appropriated for such purpose.

3. Interest on the 2012A Bonds, including any accrued "original issue discount" properly allocable to the owners of the 2012A Bonds, (i) is excludable from gross income for purposes of federal income taxation under Section 103 of the Code and (ii) is not a specific item of tax preference for purposes of the federal alternative minimum income tax imposed on individuals and corporations. However, for purposes of the alternative minimum tax imposed on corporations (as defined for federal income tax purposes) under Section 56 of the Code, interest on the 2012A Bonds must be included in computing adjusted current earnings. The "original issue discount" on any 2012A Bond is the excess of its stated redemption price at maturity over the initial offering price to the public at which price a substantial amount of the 2012A Bonds of the same maturity was sold. The "public" does not include bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers. We express no opinion regarding other federal tax consequences arising with respect to the 2012A Bonds.

In delivering this opinion, we are (i) relying upon and assuming the accuracy of certifications and representations of representatives of the City and certain affiliated parties as to facts material to the opinion, and (ii) assuming continuing compliance with the Covenants (as defined below) by the City, so that interest on the 2012A Bonds will remain excludable from gross income for federal income tax purposes. The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied after the issuance of the 2012A Bonds in order for interest on the 2012A Bonds to be and remain excludable from gross income for purposes of federal income taxation. These requirements include, by way of example and not limitation, restrictions on the use, expenditure and investment of the proceeds of the 2012A Bonds and the use of the property financed or refinanced by the 2012A Bonds, limitations

Mayor and Council of the
City of Norfolk, Virginia
May __, 2012
Page 3

on the source of the payment of and the security for the 2012A Bonds, and the obligation to rebate certain excess earnings on the gross proceeds of the 2012A Bonds to the United States Treasury. The tax certificates and related documents for the 2012A Bonds (the "Tax Certificates") contain covenants (the "Covenants") with which the City and certain affiliated entities have agreed to comply. Failure to comply with the Covenants could cause interest on the 2012A Bonds to become includable in gross income for federal income tax purposes retroactive to their date of issue. In the event of noncompliance with the Covenants, the available enforcement remedies may be limited by applicable provisions of law and, therefore, may not be adequate to prevent interest on the 2012A Bonds from becoming includable in gross income for federal income tax purposes.

We have no responsibility to monitor compliance with the Covenants after the date of issue of the 2012A Bonds.

Certain requirements and procedures contained, incorporated or referred to in the Tax Certificates, including the Covenants, may be changed and certain actions may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such document. We express no opinion concerning any effect on the excludability of interest on the 2012A Bonds from gross income for federal income tax purposes of any such subsequent change or action that may be made, taken or omitted upon the advice or approval of counsel other than this firm.

4. Interest on the 2012A Bonds is excludable from gross income of the owners thereof for purposes of income taxation by the Commonwealth. We express no opinion regarding (i) other tax consequences arising with respect to the 2012A Bonds under the laws of the Commonwealth, or (ii) any consequences arising with respect to the 2012A Bonds under the tax laws of any state or local jurisdiction other than the Commonwealth.

Our services as bond counsel to the City have been limited to rendering the foregoing opinion based on our review of such legal proceedings as we deem necessary to approve the validity of the 2012A Bonds and the income tax status of the interest on them. We express no opinion as to the accuracy, completeness or sufficiency of any offering material or information that may have been relied upon by any owner of the 2012A Bonds in making a decision to purchase the 2012A Bonds.

Very truly yours,

May __, 2012

Mayor and Council of the
City of Norfolk, Virginia
Norfolk, Virginia

\$ _____
City of Norfolk, Virginia
General Obligation Refunding Bonds,
Series 2012B (AMT)

Ladies and Gentlemen:

We have served as bond counsel to the City of Norfolk, Virginia (the "City") in connection with the issuance and sale by the City of its \$_____ General Obligation Refunding Bonds, Series 2012B (AMT) (the "2012B Bonds"), dated the date of their delivery.

In connection with this opinion, we have examined (i) the Constitution of Virginia (the "Constitution"), (ii) the applicable laws of (A) the Commonwealth of Virginia (the "Commonwealth"), including without limitation the Public Finance Act of 1991, Chapter 26, Title 15.2, Code of Virginia of 1950, as amended, and (B) the United States of America, including without limitation the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) copies of proceedings and other documents relating to the issuance and sale of the 2012B Bonds by the City as we have deemed necessary to render the opinions contained herein.

As to questions of fact material to the opinions, we have relied upon (i) representations of the City, including, without limitation, representations as to the use of proceeds of the 2012B Bonds, (ii) certifications of public officials furnished to us, and (iii) certifications and representations contained in certificates of the City and others delivered at closing, without undertaking to verify them by independent investigation. In addition, without undertaking to verify the same by independent investigation, we have relied on computations provided to us by Public Financial Management, Inc., Arlington, Virginia, financial advisor to the City, the mathematical accuracy of which was verified by Grant Thornton, LLP, Minneapolis, Minnesota, relating to the yield on investments in the escrow fund established with a portion of the proceeds of the 2012B Bonds and the yield on the 2012B Bonds.

We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine, all documents, certificates, and instruments submitted to us as originals are authentic, and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and instruments relating to this financing have been duly authorized, executed, and delivered by all

parties to them other than the City, and we have further assumed the due organization, existence, and powers of all parties other than the City.

Based on the foregoing, in our opinion, under current law:

1. The 2012B Bonds have been authorized and issued in accordance with the Constitution and laws of the Commonwealth and constitute valid and binding general obligations of the City.

2. The Council of the City has the power and is authorized and required by law to levy and collect annually, at the same time and in the same manner as other taxes of the City are assessed, levied and collected, a tax upon all taxable property within the City, over and above all other taxes authorized or limited by law, and without limitation as to rate or amount, sufficient to pay when due the principal of and premium, if any, and interest on the 2012B Bonds to the extent other funds of the City are not lawfully available and appropriated for such purpose.

3. Interest on the 2012B Bonds, including any accrued "original issue discount" properly allocable to the owners of the 2012B Bonds, is excludable from gross income for purposes of federal income taxation under Section 103 of the Code, except when held by a "substantial user" of the property to be financed by the 2012B Bonds or a "related person" within the meaning of Section 147(a) of the Code. Interest on the 2012B Bonds, including any accrued "original issue discount" properly allocable to the owners of the 2012B Bonds, must be included as a specific item of tax preference for purposes of the federal alternative minimum income tax imposed on individuals and corporations. The "original issue discount" on any 2012B Bond is the excess of its stated redemption price at maturity over the initial offering price to the public at which price a substantial amount of the 2012B Bonds of the same maturity was sold. The "public" does not include bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers. We express no opinion regarding other federal tax consequences arising with respect to the 2012B Bonds.

In delivering this opinion, we are (i) relying upon and assuming the accuracy of certifications and representations of representatives of the City and certain affiliated parties as to facts material to the opinion, and (ii) assuming continuing compliance with the Covenants (as defined below), so that interest on the 2012B Bonds will remain excludable from gross income for federal income tax purposes. The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied after the issuance of the 2012B Bonds in order for interest on the 2012B Bonds to be and remain excludable from gross income for purposes of federal income taxation. These requirements include, by way of example and not limitation, restrictions on the use, expenditure and investment of the proceeds of the 2012B Bonds and the use of the property financed or refinanced by the 2012B Bonds, limitations on the source of the payment of and the security for the 2012B Bonds, and the obligation to rebate certain excess

Mayor and Council of the
City of Norfolk, Virginia
May __, 2012
Page 3

earnings on the gross proceeds of the 2012B Bonds to the United States Treasury. The tax certificate and related documents for the 2012B Bonds (the "Tax Certificates") contain covenants (the "Covenants") with which the City and certain affiliated parties have agreed to comply. Failure to comply with the Covenants could cause interest on the 2012B Bonds to become includable in gross income for federal income tax purposes retroactive to their date of issue. In the event of noncompliance with the Covenants, the available enforcement remedies may be limited by applicable provisions of law and, therefore, may not be adequate to prevent interest on the 2012B Bonds from becoming includable in gross income for federal income tax purposes.

We have no responsibility to monitor compliance with the Covenants after the date of issue of the 2012B Bonds.

Certain requirements and procedures contained, incorporated or referred to in the Tax Certificates, including the Covenants, may be changed and certain actions may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such document. We express no opinion concerning any effect on the excludability of interest on the 2012B Bonds from gross income for federal income tax purposes of any such subsequent change or action that may be made, taken or omitted upon the advice or approval of counsel other than this firm.

4. Interest on the 2012B Bonds is excludable from gross income of the owners thereof for purposes of income taxation by the Commonwealth. We express no opinion regarding (i) other tax consequences arising with respect to the 2012B Bonds under the laws of the Commonwealth, or (ii) any consequences arising with respect to the 2012B Bonds under the tax laws of any state or local jurisdiction other than the Commonwealth.

Our services as bond counsel to the City have been limited to rendering the foregoing opinion based on our review of such legal proceedings as we deem necessary to approve the validity of the 2012B Bonds and the income tax status of the interest on them. We express no opinion as to the accuracy, completeness or sufficiency of any offering material or information that may have been relied upon by any owner of the 2012B Bonds in making a decision to purchase the 2012B Bonds.

Very truly yours,

APPENDIX C

FORM OF CONTINUING DISCLOSURE AGREEMENT

(See Attached)

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (the "Disclosure Agreement") is executed and delivered by the City of Norfolk, Virginia (the "City") in connection with the issuance by the City of \$69,030,000 original aggregate principal amount of its General Obligation Refunding Bonds, Series 2012A (Non-AMT) (the "2012A Bonds") and the \$7,805,000 original aggregate principal amount of its General Obligation Refunding Bonds (AMT), Series 2012B (the "2012B Bonds", together with the 2012A Bonds, the "Bonds") pursuant to Ordinance Nos. 44,373 and 44,567, adopted by the City Council of the City on September 13, 2011 and February 28, 2012, respectively (collectively, the "Ordinance"). The proceeds of the Bonds are being used by the City, along with other available funds, to (i) current and advance refund certain outstanding general obligation bonds of the City, (ii) advance refund a U.S. Department of Housing and Urban Development loan of the City, and (iii) pay the underwriters' discount and costs of issuance of the Bonds. Pursuant to the Ordinance, the City approved the offering and sale of the Bonds to the public pursuant to an Official Statement relating to the Bonds, dated May 30, 2012 (the "Final Official Statement"). The City has determined that it constitutes an "obligated person" within the meaning of the Rule (as hereinafter defined) with respect to the Bonds and, accordingly, hereby represents, covenants and agrees as follows:

Section 1. Purpose of the Disclosure Agreement; Representation. This Disclosure Agreement is being executed and delivered by the City for the benefit of the Holders (as defined below) and in order to assist the Participating Underwriters (as defined below) in complying with the Rule (as defined below). The City acknowledges that it is undertaking primary responsibility for any reports, notices or disclosures that may be required under this Disclosure Agreement.

Section 2. Definitions. In addition to the definitions set forth in the Ordinance, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Financial Information" with respect to any Fiscal Year of the City means the following:

(i) the financial statements (consisting of at least a statement of net assets, a statement of cash flows and a statement of revenues, expenses and changes in fund net assets for all governmental/enterprise funds) of the City, which (A) are prepared annually in accordance with generally accepted accounting principles in effect from time to time consistently applied (provided that nothing in this clause (A) will prohibit the City after the date of the Final Official Statement from changing such principles so as to comply with generally accepted accounting principles as then in effect or to comply with a change in applicable Virginia law); and (B) are audited by an independent certified public accountant or firm of such accountants in accordance with generally accepted auditing standards as in effect from time to time; and

(ii) updates of the operating data contained in the sections in the Final Official Statement "Table II-3, Key Debt Trends," "Table II-6, Ratio of Net General Bonded Debt to Assessed Value and Net Bonded Debt Per Capita," "Table III-2, Assessed Valuations and Estimated Actual Values of Taxable Property," "Table III-5, Assessed Valuation and Change in Property Tax Levy," "Table III-6, Real and Personal Property Tax Levies and Collections,"

"Table III-7, Ten Principal Real Property Taxpayers" and "Table III-14, Comparative Statement of Revenue and Expenditures, General Fund."

"Dissemination Agent" shall mean the City, acting in its capacity as Dissemination Agent hereunder, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

"Fiscal Year" shall mean the twelve-month period, at the end of which the financial position of the City and results of its operations for such period are determined. Currently, the City's Fiscal Year begins July 1 and continues through June 30 of the next year.

"Holder" shall mean, for purposes of this Disclosure Agreement, any person who is a record owner or beneficial owner of an Obligation.

"Make Public" or **"Made Public"** has the meaning set forth in Section 4 of this Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board.

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

"Rule" shall mean Rule 15c2-12 under the Securities Exchange Act of 1934 and any similar rules of the SEC relating to disclosure requirements in the offering and sale of municipal securities, all as in effect from time to time.

"SEC" shall mean the U.S. Securities and Exchange Commission.

Section 3. Obligations of the City. (a) The City shall complete the preparation of the Annual Financial Information with respect to any Fiscal Year of the City not later than 270 days after the end of such Fiscal Year.

(b) The City shall, in accordance with the Rule, Make Public or cause to be Made Public by the Dissemination Agent (if other than the City), the Annual Financial Information within 30 days after it is prepared in final form.

(c) The City shall Make Public or cause to be Made Public by the Dissemination Agent (if other than the City), in a timely manner not in excess of 10 business days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the 2012 Bonds:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) unscheduled draws on any credit enhancement maintained with respect to the 2012 Bonds reflecting financial difficulties;

(v) substitution of credit or liquidity providers, or their failure to perform;

(vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 - TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

(vii) modifications to rights of Holders, if material;

(viii) bond calls, if material, and tender offers;

(ix) defeasances;

(x) release, substitution, or sale of property securing repayment of the Bonds, if material;

(xi) rating changes;

(xii) bankruptcy, insolvency, receivership or similar event of the City;*

(xiii) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

Provided that nothing in this subsection (c) shall require the City to maintain any debt service reserve, credit enhancement or credit or liquidity providers with respect to the Bonds or to pledge any property as security for repayment of the Bonds.

(d) The City shall notify the MSRB of any change in its Fiscal Year not later than the date on which it first provides any information to the MSRB in the current Fiscal Year.

* The event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan or reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

Section 4. Information Made Public. Information shall be deemed to have been "Made Public" for purposes of this Disclosure Agreement if transmitted to the MSRB, in an electronic format as prescribed by the MSRB. Should the SEC approve any additional or subsequent filing system for satisfying the continuing disclosure filing requirements of the Rule, any filings required under this Disclosure Agreement may be made by transmitting such filing to such system, as described in the applicable SEC regulation or release approving such filing system.

Section 5. Incorporation by Reference. Any or all of the Annual Financial Information may be incorporated by specific reference from other documents, including official statements containing information with respect to the City, which are available to the public on the internet website of the MSRB or filed with the SEC. The City shall clearly identify each such other document so incorporated by reference.

Section 6. CUSIP Numbers. The City shall reference, or cause the Dissemination Agent (if different from the City) to reference, the CUSIP prefix number for the Bonds in any notice provided to the MSRB pursuant to Sections 3 and 4.

Section 7. Termination of Reporting Obligation. The obligations of the City under this Disclosure Agreement shall terminate upon the earlier to occur of the legal defeasance or final retirement of the Bonds.

Section 8. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement and may discharge any such Agent, with or without appointing a successor Dissemination Agent. If at any time there is not any other designated Dissemination Agent, the City shall be the Dissemination Agent.

Section 9. Identifying Information. All documents provided to the MSRB hereunder shall be accompanied by identifying information as prescribed by the MSRB.

Section 10. Amendment. Notwithstanding any other provision of this Disclosure Agreement, the City may amend this Disclosure Agreement, if such amendment is supported by an opinion of independent counsel with expertise in federal securities laws addressed to the City and to the Participating Underwriters for the Bonds to the effect that such amendment is permitted or required by the Rule.

Section 11. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Financial Information or notice of occurrence of an event listed in Section 3(c), in addition to that which is required by this Disclosure Agreement. If the City chooses to report any information in any Annual Financial Information or include any information in a notice of occurrence of an event listed in Section 3(c), in addition to that which is specifically required by this Disclosure Agreement, the City shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Financial Information or notice of occurrence of such an event.

Section 12. Default. Any Holder, whether acting jointly or severally, may take such action as may be permitted by law against the appropriate public official to secure compliance with the obligations of the City under this Disclosure Agreement. In addition, any Holder, whether acting jointly or severally, may take such action as may be permitted by law to challenge the adequacy of any information provided pursuant to this Disclosure Agreement, or to enforce any other obligation of the City hereunder. A default under this Disclosure Agreement shall not be deemed an event of default under the Ordinance or other debt authorization of the City, and the sole remedy under this Disclosure Agreement in the event of any failure of the City to comply herewith shall be an action to compel performance. Nothing in this provision shall be deemed to restrict the rights or remedies of any Holder pursuant to the Securities Exchange Act of 1934, the rules and regulations promulgated thereunder, or other applicable laws.

Section 13. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the City, the Participating Underwriters and Holders from time to time of the City's Bonds, and shall create no rights in any other person or entity.

Section 14. Counterparts. This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

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Date: May ____, 2012

CITY OF NORFOLK, VIRGINIA

By: _____
City Manager,
City of Norfolk, Virginia

By: _____
Acting Director of Finance,
City of Norfolk, Virginia

Approved as to Form and Correctness:

Office of City Attorney
City of Norfolk, Virginia

[Signature Page to Continuing Disclosure Agreement]