



Shelby County Government

MARK H. LUTTRELL, JR.
MAYOR

November 30, 2016

To the Members of the Board of County Commissioners and the Citizens of Shelby County, Tennessee:

The comprehensive annual financial report of Shelby County, Tennessee (hereafter, Shelby County) for the year ended June 30, 2016 is hereby submitted as required by both local ordinances and state statutes. These require that Shelby County publish each fiscal year a complete set of financial statements as required by Generally Accepted Accounting Principles (GAAP) and audited by a firm of licensed certified public accountants.

Management assumes full responsibility for the completeness and reliability of all of the information presented in this report based upon a comprehensive framework of internal controls that have been established for this purpose. Because the cost of internal controls should not exceed anticipated benefits, the objective is to provide reasonable rather than absolute assurance that the financial statements are free from any material misstatement.

Watkins Uiberall, PLLC and Banks, Finley, White and Company, certified public accountants, have issued an unqualified opinion on Shelby County's financial statements for the fiscal year ended June 30, 2016. The independent auditors' report is presented as the first component of the financial section of this report.

Management's Discussion and Analysis (MD&A) immediately follows the independent auditor's report and provides an analysis of the basic financial statements. MD&A complements this letter of transmittal and should be read in conjunction with it.

Profile of Shelby County, Tennessee

Shelby County, established in 1819, is the largest county in the State of Tennessee with Memphis as the County seat. The County is located in the extreme southwest corner of Tennessee on the east bank of the Mississippi River and is the hub of the 105 county Mid-South region. Contained within the County's 783 square miles are the seven incorporated municipalities of Arlington, Bartlett, Collierville, Germantown, Lakeland, Memphis and Millington. The population of the County is 938,069. The County is empowered to levy, without limit, a property tax on both real and personal property located within its boundaries.

The County operates under the Mayor-Commission form of government. The Mayor, as the County's chief executive officer, oversees the operations of the County's seven divisions. The thirteen members of the Shelby County Board of Commissioners (the Commission), the legislative branch of the government, review and approve the County's programs and budgets.

The Mayor and each Commissioner serve a four year term. The Sheriff, County Clerk, Assessor, Register, Trustee, Circuit Court Clerk, Criminal Court Clerk, General Sessions Court Clerk, Juvenile Court Clerk and Probate Court Clerk are also elected to four year terms.

Shelby County provides a full range of services, including law enforcement, judicial system, jail and corrections facilities, health services, community services, fire protection and recreational activities. Shelby County also is financially accountable for a legally separate school district, public hospital, agricultural center and emergency communications district, which are reported separately within the Shelby County financial statements. Additional information on these entities can be found in Note I. A. in the notes to the financial statements.

The annual budget serves as the foundation for Shelby County's financial planning and control. All departments and elected officials submit their requested budget to the County Mayor by late February. After a series of reviews, the County Mayor presents a proposed consolidated budget to the County Commission. The County Commission holds budget hearings and then adopts a final budget. This process is generally completed by July 1, the start of the fiscal year. However, the County Commission has the authority to adopt a continuing budget until a final budget can be adopted. The appropriated budget is prepared by fund, division (function such as public works), and department (e.g., parks). The Mayor may make transfers of appropriations within the same fund, division, or expenditure category (personnel or non-personnel). Any other transfers require approval of the County Commission.

Local economy

Shelby County experienced improvement in the local economy this past year as did most of the country. There has been significant commercial property activity and residential property values are increasing. In recent years, the economy of the County has experienced notable success in attracting new businesses along with the continued growth of existing businesses.

The County is the major wholesale and retail center for western Tennessee, eastern Arkansas and northern Mississippi. The Memphis MSA is considered one of the top 100 suburban markets and ranks in the top fifty in total effective buying income according to Sales & Marketing magazine. The industrial economy of the County encompasses not one, but many industries. Twenty major industrial groups, as classified by the Bureau of the Budget, are listed in the Directory of Memphis Manufacturers. Major industries include chemicals, electronics, foods and beverages, paper products, hardwood lumber products, pharmaceuticals, soybean and cotton oil derivatives and fertilizers.

The major areas of employment in Shelby County are the services, government, and wholesale and retail trade. Comparatively, both the Southeast Region and the United States overall show a heavier concentration in manufacturing than does the County, but they also display lower employment in transportation and public utilities. According to the Tennessee Department of Labor, the unemployment rate for Shelby County as of September 30, 2016 was 5.8%, as compared to the state's rate of 4.6% and the national rate of 5.0%.

Long-term financial planning

Long-term planning includes both our operations and capital needs. We look at our historical data and project our future requirements. Close cooperation exists between the Administration and the Commission, including an open, thorough and timely budgeting process, which focuses on a clear understanding of debt funding, in addition to funding for operations.

During the past ten years, governmental total revenue has increased 3.2%. Property taxes increased 11.2%, offset by Federal and local revenue decreasing 48.8% as a result of the Head Start program moving to another entity and investment income decreasing 87.7% due to lower interest rates. For this period, local taxes have increased as a percent of total revenue from 74.9% to 80.5% because the areas of relative increase in expenditures are primarily supported by local taxes. Property taxes have increased from 65.5% to 71.7% of total revenue. Property taxes in 2016 decreased 0.7% compared to 2015 due to a decrease in collection of delinquent taxes. Most fees and fines as well as many other revenues are set by the State and are not regularly increased to provide for inflationary cost increases.

During this same ten year period, the County's governmental expenditures related to our core functions of education, law enforcement, judicial and health plus debt service have increased as a percent of total expenditures from 70.0% to 77.4%. In total governmental expenditures have increased 11.5%, which is more than the increase in revenue primarily because of a debt refunding payment of \$119 million in 2016 partially offset by a decrease in capital projects from \$108.0 million in 2007 to \$56.8 million in 2016. In addition, law enforcement expenditures increased \$28.5 million or 20.8%.

As part of our annual budget process, operating revenue and expenditures are projected for the next five years. This provides a basis to consider the longer term implications of decisions regarding new programs, program level changes, raises, benefits and the property tax rate. We have also considered the need to plan for cash flow requirements. Our property taxes become delinquent on March 1 and most payments are received in December (for individual income tax purposes) and February. With our fiscal year starting July 1, we will always have negative cash flow from July 1 through late December. For many years we utilized short term borrowing for these cash flow needs. In 2009, as a result of increasing fund balances the County ended the use of short term borrowing for cash flow purposes. In 2014 the County adopted a policy of maintaining the General Fund unassigned fund balance as a percent of General Fund revenue between 20% and 30% with the intent to stay above 25%. This percentage has increased annually for ten consecutive years and is 27.3% as of June 30, 2016.

As part of the annual budget process the County adopts a five year capital improvements plan. Several years ago we recognized the need to stop the growth in both our debt outstanding and our annual debt service payments. We have aggressively reduced the local funding of our capital plan from \$108 million in 2007 to an average of \$45 million annually since 2009 to stop the growth of debt. In December 2006, our general obligation debt, excluding accretion, peaked at \$1.85 billion and as declined to \$1.05 billion as of June 30, 2016. By policy we keep our annual local capital funding under \$75 million which will continue a slow steady decline in outstanding debt balances in future years. In addition, debt service expenditures peaked in 2011 at \$183 million and, excluding a debt refunding, have decreased to \$162 million in 2016.

Major initiatives

The Administration has identified a number of priorities designed to strengthen the long-term financial position of the County as addressed above in long-term financial planning. We have established the following initiatives that focus on structural changes in areas that are important to our future prosperity.

1. **Economic Development and Smart Growth** – Shelby County is committed to providing programs and policies that ensure aggressive growth and promote high quality long-term job opportunities. Smarter development regulations have been adopted that will curtail suburban sprawl and facilitate development. In addition, a joint entity with the City of Memphis has been created called the Economic Development Growth Engine (EDGE) to provide a single organization to focus on economic development and to provide companies one entity that can deal with all governmental issues.
2. **Support Quality Public Education** – Shelby County increased school funding by \$20 million in fiscal 2014, \$10 million in 2016 and \$28 million in the 2017 budget. In fiscal 2015, the County provided \$3 million for at least 20 new pre-kindergarten classes for low income children pursuant to the Voluntary Pre-K Tennessee Act of 2005. This Pre-K funding has been continued annually and an additional \$10 million of Pre-K funding has been obtained in Federal through State grants.
3. **Focus on Budget and Financial Stability** – Preparation of the budget of this Administration is focused on shrinking County Government as much as practical while maintaining those services that are important to our citizens. All programs and services have been thoroughly evaluated to consider the need for those functions that are not mandated and to provide programs and services more efficiently. We are working with each elected official to enhance efficiency through elimination of duplications particularly of information technologies.
4. **Provide and Promote Community and Environmental Health** – We are committed to provide and support integrated healthcare services that focus on wellness, early intervention and prevention in order to ensure a high quality of life and a safe environment for our citizens. We have had an outside review of our Health Services Division to focus our efforts on integrated healthcare services that focus our efforts in these areas. Our “Office of Sustainability” develops green initiatives and aspects of community and environmental health.
5. **Provide Efficient and Responsive Government Operations** – A training office has been established to enhance the capabilities and foster professionalism of the employee workforce through improved training programs and succession planning. Trust and confidence in government are being built through transparent, accessible and responsive interactions with all internal and external customers.

Awards and Acknowledgements

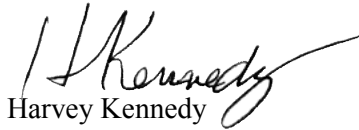
The Government Finance Officers Association (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to Shelby County, Tennessee for its comprehensive annual financial report (CAFR) for the year ended June 30, 2015. Shelby County has received this prestigious award for over thirty consecutive years. In order to be awarded the Certificate of Achievement, a government had to publish an easily readable and efficiently organized CAFR that satisfied both generally accepted accounting principles and applicable legal requirements. A Certificate of Achievement is valid for a period of one year only. We believe our current report continues to conform to the Certificate of Achievement program requirements and we are submitting it to the GFOA to determine its eligibility for another certificate. The County also received GFOA’s Distinguished Budget Presentation Award for the fiscal year ended June 30, 2015, which is the sixth consecutive year receiving this award.

The preparation of this report could not have been accomplished without the efficient and dedicated services of the entire staff of the Finance Department. We would like to express our appreciation to all members of the departments who assisted and contributed to the preparation of this report. Due credit also is given to all County Commissioners for their interest and support in planning and conducting the operations of Shelby County in a responsible and progressive manner.

Sincerely,



Mark H. Luttrell, Jr.
County Mayor



Harvey Kennedy
Chief administrative Officer



Michael A. Swift
Director, Division of Administration and Finance