CONTINUING DISCLOSURE REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

HILL COUNTY, TEXAS

GENERAL OBLIGATION DEBT



FINANCIAL STATEMENTS

The audited financial statements for the County for the fiscal year ended September 30, 2010 are being separately filed with the Nationally Recognized Municipal Securities Information Repository and any applicable State Information Depository, and are hereby incorporated by reference into this Annual Continuing Disclosure Report.

SIGNATURE OF ISSUER

The information set forth herein has been obtained from the County and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as a promise or guarantee. This Annual Continuing Disclosure Report may contain, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized. The information and expressions of opinion contained herein are subject to change without notice, and the delivery of this Annual Continuing Disclosure Report will not, under any circumstances, create any implication that there has been no change in the affairs of the County or other matters described.

HILL COUNTY, TEXAS

/s/ Susan Swilling Susan Swilling County Auditor, Hill County, Texas

Approved for Submission:

3/31/2011

Date

CERTIFICATE OF SUBMISSION OF ANNUAL REPORT

Subject to the continuing disclosure requirements of SEC Rule 15c2-12, this Annual Continuing Disclosure Report for Hill County with respect to the issues listed on the report cover was submitted to the Nationally Recognized Municipal Securities Information Repository ("NRMSIR") listed below as well as to any applicable State Information Depository ("SID").

<u>NRMSIR</u>

Municipal Securities Rulemaking Board ("MSRB") via the Electronic Municipal Market Access ("EMMA") System

Specialized Public Finance Inc.

Signed by: /s/ Kristin Merz

HIII COUNTY, TEXAS GENERAL OBLIGATION DEBT REPORT

TABLE 1 - VALUATION, EXEMPTIONS AND GENERAL OBLIGATION DEBT

2010/11 Market Valuation of Taxable Property Established by Hill County Appraisal District (excluding totally exempt property)		\$2,9	944,606,402
Less Exemptions/Reductions at 100% Market Value:			
Over 65 or Disabled	\$38,986,051		
Disabled Veterans	14,480,047		
Productivity Loss	855,201,946		
Prorated Exempt Property	255,489		
Homestead Cap Adjustment	6,186,107		
Pollution Control	341,020		
Property Redevelopment and Tax Abatement Act	3,676,750	\$ 9	919,127,410
2010/11 Net Taxable Assessed Valuation		\$2,0	025,478,992
Debt Payable From Ad Valorem Taxes (as of 9/30/10):		\$	7,090,000
		Ŧ	.,
General Obligation Interest and Sinking Fund (as of 9/30/10)		\$	150,538
Ratio Net General Obligation Debt Payable from Ad Valorem Taxes to Net Taxable Assessed Valua	tion		0.35%
2011 Estimated Population - 35,089			
Per Capita Taxable Assessed Valuation - \$57,724			

Per Capita Net Debt Payable from Ad Valorem Taxes - \$202

TABLE 2 - TAXABLE ASSESSED VALUATIONS BY CATEGORY

2009
of % of
otal Amount Total
.41% \$ 697,311,693 24.71%
.76% 22,360,510 0.79%
.51% 105,814,782 3.75%
.18% 959,625,497 34.01%
.23% 301,879,083 10.70%
.11% 235,616,250 8.35%
.07% 283,822,691 10.06%
.66% 184,141,440 6.53%
.89% 26,253,900 0.93%
.10% 3,021,730 0.11%
.06% 1,825,220 0.06%
.00% \$2,821,672,796 100.00%
909,966,621
\$ 1,911,706,175

	Taxable Appraised Value Fiscal Year Ended September					
	2008		2007			
		% of		% of		
Category	Amount	Total	Amount	Total		
Real, Residential, Single-Family	\$ 658,935,296	26.27%	\$ 614,808,684	28.41%		
Real, Residential, Multi-Family	19,055,260	0.76%	18,553,320	0.86%		
Real, Vacant Lots/Tracts	97,680,350	3.89%	86,818,890	4.01%		
Real, Acreage (Land Only)	890,247,823	35.49%	705,604,286	32.60%		
Real, Farm and Ranch Improvements	287,181,509	11.45%	261,505,150	12.08%		
Real, Commercial and Industrial	217,011,318	8.65%	204,614,452	9.45%		
Real and Intangible Personal, Utilities	148,176,155	5.91%	107,132,417	4.95%		
Tangible Personal, Business	158,470,640	6.32%	131,438,430	6.07%		
Tangible Personal, Other	25,583,220	1.02%	23,954,354	1.11%		
Real Property, Inventory	2,857,470	0.11%	6,245,320	0.29%		
Special Inventory	3,531,980	0.14%	3,493,000	0.16%		
Total Appraised Value Before Exemptions	\$2,508,731,021	100.00%	\$ 2,164,168,303	100.00%		
Less: Total Exemptions/Reductions	848,088,560		674,043,846			
Taxable Assessed Value	\$1,660,642,461		\$1,490,124,457			

Note: Valuations shown are certified taxable assessed values reported by the Hill County Appraisal District to the State Comptroller of Public Accounts. Certified values are subject to change throughout the year as contested values are resolved and the Appraisal District updates records.

TABLE 3 - VALUATION AND GENERAL OBLIGATION DEBT HISTORY

					Ratio G.O.	
Fiscal			Per Capita	General	Tax Debt	Per
Year	Estimated	Taxable	Taxable	Obligation	to Taxable	Capita
Ended	County	Assessed	Assessed	(G.O.)	Assessed	G.O. Tax
9/30	Population ⁽¹⁾	Valuation ⁽²⁾	Valuation	Tax Debt	Valuation	Debt
2007	35,806	\$1,490,124,457	\$ 41,617	\$ 7,950,000	0.53%	\$ 222
2008	35,806	1,660,642,461	46,379	7,710,000	0.46%	215
2009	35,840	1,911,706,175	53,340	7,455,000	0.39%	208
2010	38,089	2,077,453,369	54,542	7,090,000	0.34%	186
2011	35,089	2,025,478,992	57,724	6,715,000 (3)	0.33%	191

(1) Source: U.S. Census Bureau.

(2) As reported by the Hill County Appraisal District on the City's annual State Property Tax Board Reports; subject to change during the ensuing year.

(3) Projected

TABLE 4 - TAX RATE, LEVY AND COLLECTION HISTORY

Fiscal			Interest				
Year			and				
Ended	Tax	General	Sinking	F/M	Adjusted	% Current	% Total
9/30	Rate	Fund	Fund	Road	Tax Levy	Collections	Collections
2007	\$ 0.4234	\$ 0.3774	\$ 0.0460	\$0.0730	\$ 7,062,498	99.10%	99.11%
2008	0.3917	0.3498	0.0419	0.0651	7,328,847	98.63%	98.64%
2009	0.3917	0.3594	0.0324	0.0651	7,501,088	97.52%	97.53%
2010	0.3917	0.3657	0.0260	0.0651	9,313,710	96.04%	99.63%
2011	0.3917	0.3643	0.0274	0.0651	7,861,699	In Process of	of Collection

TABLE 5 - TEN LARGEST TAXPAYERS

		2010/2011	% of Total
		Taxable	Taxable
		Assessed	Assessed
Name of Taxpayer	Nature of Property	Valuation	Valuation
Energy Transfer Fuel LP	M anufacturer	\$ 79,959,170	3.95%
EOG Resources Inc.	M anufacturer	45,005,270	2.22%
Quicksilver Resources Inc	M anufacturer	30,832,230	1.52%
Oncor Electric Delivery Co LLC	Utility	21,948,850	1.08%
Craig Realty Group-Hillsboro LLC	Real Estate	17,984,650	0.89%
Cornerstone E&P Co LP	M anufacturer	16,078,010	0.79%
Double Diamond Inc	Real Estate	14,515,190	0.72%
Union Pacific Railroad	Railroad	10,224,190	0.50%
Range Production Company	M anufacturer	9,957,790	0.49%
Devon Energy Production Co	M anufacturer	9,477,400	0.47%
		\$ 255,982,750	12.64%

TABLE 6 - TAX ADEQUACY

2011 Net Tax Supported Debt Principal and Interest Requirements	\$ 605,538
\$0.0298 Tax Rate at 98% Collection Produces	\$ 606,699
Average Net Tax Supported Debt Annual Principal and Interest Requirements, 2011 - 2025	\$ 598,690
\$0.0295 Tax Rate at 98% Collection Produces	\$ 600,592
Maximum Net Tax Supported Debt Principal and Interest Requirements, 2023	\$ 627,675
\$0.0309 Tax Rate at 98% Collection Produces	\$ 629,094

TABLE 8 – GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

Year				% of		
Ending	Outstanding	Outstanding Debt Service Requirements				
9/30	Principal	Interest Total		Retired		
2011	375,000	230,538	605,538			
2012	410,000	197,469	607,469			
2013	425,000	185,219	610,219			
2014	430,000	176,719	606,719	23.13%		
2015	440,000	168,119	608,119			
2016	455,000	159,319	614,319			
2017	465,000	147,944	612,944			
2018	480,000	136,319	616,319			
2019	500,000	121,919	621,919	56.14%		
2020	515,000	106,919	621,919			
2021	535,000	90,825	625,825			
2022	555,000	72,100	627,100			
2023	575,000	52,675	627,675			
2024	595,000	32,550	627,550			
2025	335,000	11,725	346,725	100.00%		
	\$7,090,000	\$1,890,357	\$8,980,357			

TABLE 9 - INTEREST AND SINKING FUND BUDGET PROJECTION

Net Tax Supported Debt Service Requirements, Fiscal Year Ending 9/30/2011		\$ 605,538
Interest and Sinking Fund, 9/30/2010	\$ 150,538	
2011 Interest and Sinking Fund Tax Levy @ 98% Collection	545,232	 695,770
Estimated Balance, 9/30/2011		\$ 90,232

TABLE 10 – AUTHORIZED BUT UNISSUED UNLIMITED TAX BONDS

The County had no authorized but unissued unlimited tax bonds as of 9/30/2010.

TABLE 11 - OTHER OBLIGATIONS

Operating Leases:

The County leases equiment under non-cancelable operating leases. Total costs for such leases were \$87,194 for the year ended 9/30/2010.

FY Yea	ar	Amount
	2011	\$ 81,751
	2012	66,257
	2013	48,749
	2014	 7,167
Total		\$ 203,924

Capital Leases:

The County has entered into a lease agreement as lessee for financing of one motor grader for precinct #1 and one Mack truck for precinct #1.

FY Year	 Total
2011	\$ 60,952
2012	18,117
2013	16,607
2014	 32,550
Minimum Lease Payments	\$ 128,226
Less: Interest	 9,154
PV of Net Minimum Lease Payments	\$ 119,072

TABLE 12 - CHANGES IN NET ASSETS

	Fiscal Year Ending September 30,					
	2010	2009	2008	2007	2006	
Revenues						
Program Revenues:						
Charges for Services	\$ 4,349,279	\$ 4,594,507	\$ 5,087,091	\$ 4,903,450	\$ 5,014,837	
Operating Grants and Contributions	2,444,688	1,878,634	1,759,306	1,459,363	1,590,074	
Capital Grants and Contributions	445,416	2,711,688	3,339,546	-	-	
General Revenues:						
Maintenance and Operations Taxes	9,488,891	8,779,353	7,635,451	7,616,043	7,088,183	
Sales Taxes	1,482,696	1,772,732	1,914,937	1,308,355	1,374,380	
Other Taxes	103,433	102,462	50,101	36,022	87,777	
Unrestricted Investment Earnings	211,104	430,823	572,204	448,882	316,213	
Misellaneous	472,475	227,847	332,606	235,256	213,331	
Total Revenues:	\$18,997,982	\$20,498,046	\$20,691,242	\$16,007,371	\$15,684,795	
Expenses						
Governmental Activities:						
General Administration	\$ 1,822,935	\$ 2,072,407	\$ 1,701,790	\$ 1,623,857	\$ 2,473,674	
Legal	382,089	376,672	338,301	353,053	-	
Judicial	2,772,521	2,842,028	2,672,676	2,452,013	4,459,964	
Finanicial Administration	736,347	751,953	562,048	548,650	-	
Public Facilities	679,385	644,407	655,930	634,963	2,876,747	
Public Safety	7,180,138	6,624,593	6,362,153	5,873,693	1,613,313	
Public Transportation	3,636,553	4,396,904	4,851,508	3,412,064	3,132,959	
Health and Welfare	1,028,786	790,575	656,506	552,850	446,970	
Conservation - Agriculture	128,235	121,396	97,970	101,676	-	
Interest and Fiscal Charges	390,792	368,411	383,211	399,408	414,111	
Total Expenses:	\$18,757,781	\$18,989,346	\$18,282,093	\$15,952,227	\$15,417,738	
Increase (Decrease) in Net Assets Before Transfers	\$ 240,201	\$ 1,508,700	\$ 2,409,149	\$ 55,144	\$ 267,057	
Transfers	-	-	-	-	265,605	
Increase (Decrease) in Net Assets	\$ 240,201	\$ 1,508,700	\$ 2,409,149	\$ 55,144	\$ 532,662	
Net Assets-Beginning Balance	\$23,542,230	\$ 22,033,530	\$19,624,381	\$ 19,569,237	\$ 19,036,575	
Net Assets-Ending Balance	\$23,782,431	\$23,542,230	\$22,033,530	\$19,624,381	\$19,569,237	

	Fiscal Year Ended September 30,				
	2010	2009	2008	2007	2006
Revenues:					
Taxes					
Property	\$ 6,029,651	\$ 5,536,571	\$ 4,662,529	\$ 4,560,372	\$ 5,712,919
Sales	1,186,159	1,418,185	1,531,950	1,236,631	-
Other	103,433	102,462	50,101	25,208	-
Intergovernmental	458,810	750,233	423,423	412,654	565,689
Charges for Services	1,177,751	1,298,102	1,558,528	1,591,523	1,472,545
Fines and Forfeitures	48,452	64,886	68,313	33,140	88,079
Interest	131,028	246,422	317,545	309,059	159,420
Miscellaneous	56,266	80,304	152,830	7,142	147,507
Total Revenues	\$ 9,191,550	\$ 9,497,165	\$ 8,765,219	\$ 8,175,729	\$ 8,146,159
Expenditures:					
Current					
General Administration	\$ 1,741,540	\$ 1,897,248	\$ 1,682,388	\$ 1,755,105	\$ 2,157,112
Legal	354,057	351,919	297,044	299,255	-
Judicial	1,285,091	1,238,461	1,215,708	1,161,438	1,597,426
Financial Administration	728,078	768,338	556,947	536,152	-
Public Facilities	380,578	379,076	374,290	330,529	1,732,714
Public Safety	4,839,131	4,661,197	4,424,930	4,061,627	1,479,979
Public Transportation	-	-	179,965	170,578	204,081
Health and Welfare	212,875	127,594	122,794	125,427	233,067
Conservation - Agriculture	126,837	127,401	97,393	96,248	-
Current Expenditures			-	-	309,557
Total Expenditures	\$ 9,668,187	\$ 9,551,234	\$ 8,951,459	\$ 8,536,359	\$ 7,713,936
Excess (Deficiency) of Revenues					
Over Expenditures	\$ (476,637)	\$ (54,069)	\$ (186,240)	\$ (360,630)	\$ 432,223
Other Financing Sources (Uses):					
Sale of Capital Assets	\$ 6,735	\$ 1,010	\$ 5,520	\$ 13,135	\$ 7,966
Operating Transfers In	693,001	195,530	207,040	1,173,533	327,391
Operating Transfers Out	(717,117)	(134,822)	(108,555)	(264,056)	(178,600)
Total Other Sources (Uses)	\$ (17,381)	\$ 61,718	\$ 104,005	\$ 922,612	\$ 156,757
Net changes in Fund Balance	\$ (494,018)	\$ 7,649	\$ (82,235)	\$ 561,982	\$ 588,980
Beginning Fund Balance	\$ 3,897,522	\$ 3,889,873	\$ 3,972,108	\$ 3,410,126	\$ 2,821,146 (1
Ending Fund Balance	\$ 3,403,504	\$ 3,897,522	\$ 3,889,873	\$ 3,972,108	\$ 3,410,126

TABLE 12A- GENERAL FUND REVENUES AND EXPENDITURE HISTORY

(1) Restated.

TABLE 13-COUNTY SALES TAX HISTORY

Fiscal	Equivalent			
Year		% of	of	
Ended	.5% Sales Tax	Ad Valorem	Ad Valorem	Per
9/30	Collected	Tax Levy	Tax Rate	Capita
2006	\$ 1,374,380	19.46%	\$ 0.09	\$ 38.38
2007	1,545,790	21.09%	0.09	43.17
2008	1,914,938	25.53%	0.10	53.43
2009	1,772,731	20.64%	0.09	49.46
2010	1,466,354	18.65%	0.07	41.79

TABLE 14 - CURRENT INVESTMENTS

As of September 30, 2010, the County's investable funds were invested in the following categories:

	% of	Market	
Description	Portfolio	Value	
Collateralized Demand Deposits	100.00%	\$ 10,809,483	
Total	100.00%	\$ 10,809,483	