

**FARMERS RURAL ELECTRIC
COOPERATIVE CORPORATION AND SUBSIDIARIES
GLASGOW, KENTUCKY**

**REPORT ON AUDIT OF CONSOLIDATED
FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION**

**For the Years Ended
December 31, 2016 and 2015**

CONTENTS

	<u>Pages</u>
Independent Auditors' Report	1 - 2
Consolidated Financial Statements:	
Balance Sheets	3 - 4
Statements of Revenue	5
Statements of Comprehensive Income	6
Statements of Patronage Capital and Memberships	7
Statements of Cash Flows	8 - 9
Notes to Consolidated Financial Statements	10 - 19
Supplementary Information:	
Independent Auditors' Report on Consolidating Information	20
Schedule I - 2016 Consolidating Balance Sheet	21
Schedule II - 2016 Consolidating Statement of Revenue	22
Schedule III - 2015 Consolidating Balance Sheet	23
Schedule IV - 2015 Consolidating Statement of Revenue	24
Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	25 - 26
Independent Auditors' Report on Compliance with Aspects of Contractual Agreements and Regulatory Requirements for Electric Borrowers	27 - 29



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INDEPENDENT AUDITORS' REPORT

Board of Directors
Farmers Rural Electric
Cooperative Corporation
Glasgow, Kentucky

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Farmers Rural Electric Cooperative Corporation and subsidiaries which comprise the balance sheets as of December 31, 2016 and 2015, and the related statements of revenue, comprehensive income, patronage capital and memberships, and cash flows, for the years then ended and related notes to the consolidated financial statements, which collectively comprise the Cooperative's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements of Farmers Energy Propane Plus, a wholly owned subsidiary, which statements reflect total assets of \$2,205,075 and \$2,290,993 as of December 31, 2016 and 2015, respectively, and total revenues of \$2,100,043 and \$2,426,462 respectively, for the years then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Farmers Energy Propane Plus, is based solely on the report of the other auditor. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinions

In our opinion, based on our audits and the report of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the respective financial position of Farmers Rural Electric Cooperative Corporation and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audit was conducted for the purpose of forming opinions on the consolidated financial statements that collectively comprise Farmers Rural Electric Cooperative Corporation and subsidiaries' basic financial statements. The consolidating balance sheets and consolidating statements of revenue are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The consolidating balance sheets and consolidating statements of revenue are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information in Schedules I – IV, which insofar as it relates to Farmers Energy Propane Plus is based on the report of other auditors, is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 18, 2017 on our consideration of the Cooperative'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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Farmers Rural Electric Cooperative Corporation and subsidiaries' internal control over financial reporting and compliance.

Campbell, Myers, and Rattledge, PLLC

Certified Public Accountants
Glasgow, Kentucky

March 18, 2017

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
BALANCE SHEETS
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Current assets:		
Cash and cash equivalents	\$ 819,742	\$ 559,476
Accounts and notes receivable, less allowance for doubtful accounts of \$92,334 in 2016 and \$92,514 in 2015	4,662,710	4,118,672
Materials and supplies, at average cost	984,666	952,521
Prepaid expenses	212,122	195,246
Total current assets	6,679,240	5,825,915
Other assets and investments:		
Cash - Special funds	6,775	453,668
Goodwill, net of amortization	458,052	458,052
Investments in subsidiary companies	21,098	21,479
Investment in associated organizations	28,244,661	25,802,197
Deferred charges	1,911,093	2,086,249
Note receivable	777,760	888,880
Total other assets	31,419,439	29,710,525
Utility plant in service	93,037,278	89,393,630
Construction work in progress	995,897	662,102
	94,033,175	90,055,732
Less accumulated depreciation	(28,309,087)	(27,039,511)
Utility plant, net	65,724,088	63,016,221
Total assets	\$ 103,822,767	\$ 98,552,661

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
BALANCE SHEETS, CONCLUDED
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Current liabilities:		
Accounts payable	\$ 4,941,589	\$ 4,126,057
Accrued expenses	1,380,978	1,302,849
Customer deposits	856,397	861,686
Current portion of capital leases	18,597	27,667
Current portion of long-term debt	<u>2,481,626</u>	<u>2,359,392</u>
Total current liabilities	<u>9,679,187</u>	<u>8,677,651</u>
Long-term liabilities:		
Capital lease less current maturities	-	18,597
Long-term debt less current maturities	<u>51,348,769</u>	<u>49,418,236</u>
Total long-term liabilities	<u>51,348,769</u>	<u>49,436,833</u>
Noncurrent liabilities:		
Regulatory liability	6,775	453,668
Post retirement benefit obligations	918,254	878,967
Customer advances for construction	<u>334,339</u>	<u>347,450</u>
Total noncurrent liabilities	<u>1,259,368</u>	<u>1,680,085</u>
Members' equities:		
Memberships	546,445	540,380
Patronage capital	39,875,834	37,208,627
Accumulated other comprehensive income	(750,474)	(794,396)
Other equities	<u>1,863,638</u>	<u>1,803,481</u>
Total members' equities	<u>41,535,443</u>	<u>38,758,092</u>
Total liabilities and equity	<u>\$ 103,822,767</u>	<u>\$ 98,552,661</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
 STATEMENTS OF REVENUE
 For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Operating revenue	\$ 51,760,531	\$ 51,899,243
Operating expenses:		
Cost of purchases	37,154,679	37,445,395
Distribution - operations	1,923,741	2,083,890
Distribution - maintenance	2,829,340	2,969,616
Consumer accounts	1,056,437	1,108,315
Customer services and informational expense	202,037	121,986
Administrative and general	2,636,768	2,689,996
Depreciation	3,019,415	2,918,159
Taxes	712,835	824,116
Total operating expenses	<u>49,535,252</u>	<u>50,161,473</u>
Operating margins	2,225,279	1,737,770
Interest on long-term debt to RUS and CFC	<u>1,774,261</u>	<u>1,769,176</u>
Operating margins after fixed charges	451,018	(31,406)
G & T and other capital credits	<u>2,470,942</u>	<u>2,471,313</u>
Net operating margins	<u>2,921,960</u>	<u>2,439,907</u>
Nonoperating margins:		
Interest income, net of expenses of \$13,435 in 2016 and \$11,144 in 2015	33,509	41,014
Other net nonoperating income (loss)	8,749	13,557
	<u>42,258</u>	<u>54,571</u>
Net margins	<u>\$ 2,964,218</u>	<u>\$ 2,494,478</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Net margins	\$ 2,964,218	\$ 2,494,478
Defined benefit pension plans:		
Net gain (loss) during period	4,202	(362,162)
Amortization of net gain (loss)	29,676	12,708
Less: amortization of transition obligation	<u>10,044</u>	<u>10,044</u>
Other comprehensive income (loss)	43,922	(339,410)
Total comprehensive income	<u>\$ 3,008,140</u>	<u>\$ 2,155,068</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
 STATEMENTS OF PATRONAGE CAPITAL AND MEMBERSHIPS
 For the years ended December 31, 2016 and 2015

	Memberships	Patronage Capital	Accumulated Other Comprehensive Income	Other Equities	Minority Interest	Total
Balances, January 1, 2015	\$ 536,810	\$ 35,355,714	\$ (454,986)	\$ 1,680,165	\$ 471,629	\$ 37,589,332
Increase in memberships, net of terminations	3,570	-	-	-	-	3,570
Net margins for the year ended December 31, 2015	-	2,494,478	-	-	-	2,494,478
Retirement of patronage capital of estates of deceased members and adjustments	-	-	-	123,316	-	123,316
Other comprehensive income	-	-	(339,410)	-	-	(339,410)
Transfers to other equity and minority interests	-	(25,187)	-	-	(471,629)	(496,816)
Distributions of patronage capital	-	(616,378)	-	-	-	(616,378)
Balances, December 31, 2015	\$ 540,380	\$ 37,208,627	\$ (794,396)	\$ 1,803,481	\$ -	\$ 38,758,092
Increase in memberships, net of terminations	6,065	-	-	-	-	6,065
Net margins for the year ended December 31, 2016	-	2,964,218	-	-	-	2,964,218
Retirement of patronage capital of estates of deceased members and adjustments	-	-	-	60,157	-	60,157
Other comprehensive income	-	-	43,922	-	-	43,922
Transfers to other equity and minority interests	-	25,189	-	-	-	25,189
Distributions of patronage capital	-	(322,200)	-	-	-	(322,200)
Balances, December 31, 2016	<u>\$ 546,445</u>	<u>\$ 39,875,834</u>	<u>\$ (750,474)</u>	<u>\$ 1,863,638</u>	<u>\$ -</u>	<u>\$ 41,535,443</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities:		
Net margins	\$ 2,964,218	\$ 2,494,478
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,019,415	2,918,159
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	(544,038)	1,220,823
(Increase) decrease in inventory	(32,145)	(50,133)
(Increase) decrease in prepaid expenses	(16,876)	51,678
Increase (decrease) in accounts payable	815,532	(1,296,398)
Increase (decrease) in customer deposits	(5,289)	(38,541)
Increase (decrease) in accrued expenses	78,129	(14,564)
Increase (decrease) in customer advances for construction	(13,111)	(22,482)
(Increase) decrease in deferred charges	<u>175,156</u>	<u>153,501</u>
Net cash provided (used) by operating activities	<u>6,440,991</u>	<u>5,416,521</u>
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(5,142,509)	(5,193,703)
Plant removal costs	(695,312)	(715,930)
Salvage recovered from retirement of plant	155,223	100,927
Investments in subsidiary companies	(381)	2,015
(Increase) decrease in other receivable	111,120	111,120
(Increase) decrease in investments in associated organizations and other investments	<u>(2,442,464)</u>	<u>(2,441,998)</u>
Net cash provided (used) by investing activities	<u>(8,014,323)</u>	<u>(8,137,569)</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
 STATEMENTS OF CASH FLOWS, CONCLUDED
 For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Cash flows from financing activities:		
Memberships issued	\$ 6,065	\$ 3,570
Increase (decrease) in noncurrent liabilities	(407,606)	800,662
Distributions of patronage capital	(322,200)	(616,378)
Retired capital credits - gain	60,157	123,316
Minority interest and other equities	25,189	(496,816)
Other debt increase (decrease)	(93,606)	452,224
Principal payments under capital lease obligation	(27,667)	(33,905)
Principal payments to RUS	(123,372)	(117,696)
Advance principal payments unapplied (increase) decrease	66,186	35,030
Principal payments to CFC	(835,457)	(848,463)
Loan advancements from RUS/FFB	4,400,000	5,018,522
Principal payments to RUS/FFB	<u>(1,360,984)</u>	<u>(1,229,019)</u>
 Net cash provided (used) by financing activities	 <u>1,386,705</u>	 <u>3,091,047</u>
 Increase (decrease) in cash and cash equivalents	 (186,627)	 369,999
 Cash and cash equivalents at beginning of year	 <u>1,013,144</u>	 <u>643,145</u>
 Cash and cash equivalents at end of year	 <u>\$ 826,517</u>	 <u>\$ 1,013,144</u>
 Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ 1,774,261</u>	<u>\$ 1,769,176</u>

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

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies:

Principles of Consolidation:

The consolidated financial statements include the accounts of Farmers Rural Electric Cooperative Corporation and its 100% owned subsidiary, Farmers Energy Services Corporation. All material intercompany transactions have been eliminated in consolidation.

General:

The Cooperative maintains its records in accordance with policies prescribed or permitted by Kentucky Public Service Commission and United States Department of Agriculture, Rural Utilities Service, which conform in all material respects with generally accepted accounting principles.

Nature of Business:

Farmers Rural Electric Cooperative Corporation provides electric service in an eight-county area of south central Kentucky. The Cooperative grants credit to customers, substantially all of whom are local residents and commercial businesses.

Utility Plant:

Utility plant is stated substantially at original cost, net of contributions, which is the cost when first dedicated to public service. Such cost includes applicable supervisory and overhead cost.

The cost of maintenance and repairs, including renewals of minor items of property, is charged to operating expense. The cost of replacement of depreciable property units, as distinguished from minor items, is charged to utility plant. The cost of units of property replaced or retired, including cost of removal, net of any salvage value, is charged to accumulated depreciation. When property is sold, a gain or loss is reflected in income.

The major classifications of electric plant in service at December 31, 2016 and 2015 were:

	<u>2016</u>	<u>2015</u>
Distribution Plant	\$ 79,797,534	\$ 76,550,072
General Plant	8,955,804	8,701,347
Other Production Plant	1,314,740	1,270,916
Intangible Plant	<u>3,625</u>	<u>3,625</u>
Electric Plant	<u>90,071,703</u>	<u>86,525,960</u>
Propane Plant	<u>2,965,575</u>	<u>2,867,670</u>
Total Utility Plant	<u>\$ 93,037,278</u>	<u>\$ 89,393,630</u>

Cash and Cash Equivalents:

For purposes of the statement of cash flows, the Cooperative considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Materials and Supplies:

Materials and supplies inventories are stated at the lower of cost or market using the average cost method.

Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of management estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reporting amounts of the revenues and expenses during the reporting period. Actual results could differ from those estimates.

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

1. Summary of Significant Accounting Policies, Continued:

Depreciation:

Provision has been made for depreciation on the basis of estimated lives of assets, using the straight-line method. Distribution plant depreciation is based on a composite rate of three and twenty-four hundredths percent (3.24%) per annum.

The following depreciation rates for the components of the general plant were in effect as of December 31, 2016 and 2015:

Structures and Improvements	2.5%
Office Furniture and Fixtures	20.0%
Transportation and Communication Equipment	14.0%
Power-Operated Equipment	12.0%
Office Equipment and Computers	20.0%
Telephone Equipment	14.0%
Other General Plant	6.0%

Depreciation expense for the years ended December 31, 2016 and 2015 was \$3,019,415 and \$2,918,159 respectively.

Revenue and Cost of Power:

Operating revenue and cost of purchased power include increases (decreases) under the fuel clause adjustment of approximately \$11,330 for the year ended December 31, 2016, and \$34,437 for the year ended December 31, 2015.

Accounts Receivable:

Accounts receivable consists of uncollected amounts due from customers for the sales of electric energy, which are not received by the Cooperative at year-end, billed and unbilled. Based on management's evaluation of uncollected accounts receivable at the end of each year, bad debts are provided for on the allowance method.

Note Receivable:

The Cooperative has a note receivable from the City of Glasgow, Kentucky in the amount of \$777,760 without interest. Monthly installments of \$9,260 are due the first day of each month beginning January 1, 2015 and continuing on the first day of each month until the principal sum has been paid in full.

Income Tax Status:

The Cooperative is exempt from federal and state income taxes under Code Section 501(c)(12) because more than 85% of its revenue is received from members. Accordingly, the financial statements include no provision for income taxes.

Investment in Subsidiary Companies:

This balance represents the Cooperative's investments in affiliates, together with other Cooperatives, for the purpose of providing other energy services and products. These investments are accounted for using the equity method.

Subsequent Events:

Management has evaluated subsequent events through March 18, 2017, the date which the financial statements were available to be issued. On March 2, 2017, the Cooperative was approved for loan funds in the amount of \$2,000,000 at an interest rate of 2.816%. On November 15, 2016, the Cooperative applied for a rate increase with KY Public Service Commission. The requested 4.1% rate increase will apply to consumer fixed charges and commercial demand charges and is expected to take effect in 2017.

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

1. Summary of Significant Accounting Policies, Concluded:

Reclassifications

Certain amounts in the 2015 financial statements were reclassified to conform to the 2016 presentation.

2. Investments in Associated Organizations:

Investments in associated organizations as of December 31, 2016 and 2015 are listed as follows:

	<u>2016</u>	<u>2015</u>
East Kentucky Power Cooperative, Inc.	\$ 26,387,375	\$ 24,003,706
National Rural Utilities Cooperative Finance Corp.	827,659	828,910
Other	1,029,627	969,581
Total	<u>\$ 28,244,661</u>	<u>\$ 25,802,197</u>

FRECC records patronage capital assigned by associated organizations in the year in which assignments are received. Investments in National Rural Cooperative Finance Corporation consist of a membership fee and capital term certificates which are also valued by patronage capital assigned in the year in which assignments are received.

3. Long-Term Debt:

All assets, except motor vehicles are pledged as collateral for the long-term debt to the United States of America and National Rural Utilities Cooperative Finance Corporation under a joint mortgage agreement.

Long-term debt at December 31, 2016 and 2015 consisted of:

	<u>2016</u>	<u>2015</u>
Due United States of America:		
5.12% First Mortgage Notes-Variable Rate	\$ 1,555,891	\$ 1,617,611
4.125 - 4.5% First Mortgage Notes-Variable Rate	1,437,971	1,499,623
5.49% Mortgage Note-FFB	3,458,795	3,567,192
5.62% Mortgage Note-FFB	340,725	351,253
2.87 - 4.93% Mortgage Note-FFB-Variable Rate	41,114,319	37,845,258
0% Rural Economic Development Loan	777,760	888,880
Total due United States of America	<u>\$ 48,685,461</u>	<u>\$ 45,769,817</u>
Due National Rural Utilities Cooperative Finance Corporation:		
2.4 - 6.8% First Mortgage Notes	4,735,208	5,570,665
Advance payments unapplied to long term debt	<u>(25,565)</u>	<u>(91,751)</u>
Total	53,395,104	51,248,731
Less current maturities	<u>(2,436,120)</u>	<u>(2,265,120)</u>
Farmers Rural Electric Cooperative Corporation	<u>\$ 50,958,984</u>	<u>\$ 48,983,611</u>
Due Other	\$ -	\$ 50,000
Less current maturities	<u>-</u>	<u>(50,000)</u>
Farmers Energy Propane Plus	<u>\$ -</u>	<u>\$ -</u>
Due East Kentucky Power 2.75%	\$ 435,291	\$ 478,897
Less current maturities	<u>(45,506)</u>	<u>(44,272)</u>
Farmers Energy Services Corporation	<u>\$ 389,785</u>	<u>\$ 434,625</u>
Total all companies	\$ 53,830,395	\$ 51,777,628
Less current maturities	<u>(2,481,626)</u>	<u>(2,359,392)</u>
Total long term consolidated debt	<u>\$ 51,348,769</u>	<u>\$ 49,418,236</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

3. Long-Term Debt, Concluded:

In 2000, the Cooperative received approval from the Federal Financing Bank – Rural Utilities Service for a loan in amount of \$5,053,000. This loan is for a period of thirty-five years and bears interest at the approximate rate of 5.5%. The total amount of this loan was advanced to the Cooperative in January, 2001. Principal payments began June 30, 2002, and are due quarterly.

In 2003, the Cooperative received approval from the Federal Financing Bank – Rural Utilities Service for a loan in the amount of \$18,228,000. This loan is for a period of thirty-five years, is payable quarterly, and currently bearing a variable interest rate of approximately 4.5%. The total amount of this loan was advanced to the Cooperative.

In 2008, the Cooperative received approval from the Federal Financing Bank-Rural Utilities Service for a loan in the amount of \$17,402,000. This loan is for a period of thirty-five years, is payable quarterly, and currently bearing a variable interest rate of approximately 3.63%. The total amount of this loan was advanced to the Cooperative.

In 2013, the Cooperative received approval from the Federal Financing Bank-Rural Utilities Service for a loan in the amount of \$17,582,000. This final maturity date on the loan is December 31, 2047, interest rates have not yet been established and the Cooperative had advanced \$11,700,000 of loan funds as of December 31, 2016.

The Cooperative has available a line of credit for short-term loans of up to \$5,000,000 with National Rural Utilities Cooperative Finance Corporation extending to September 30, 2017. The maximum interest rate is to be the prevailing bank prime rate published in the "money rates" column of The Wall Street Journal plus one percent (1%) per annum. At December 31, 2016, the balance of the line-of-credit was \$-0-.

In 2014, the Cooperative received a US Department of Agriculture Rural Economic Development Loan in the amount of \$1,000,000 without interest. Monthly installments of \$9,260 are due the last day of the month beginning January 31, 2015 and continuing until the principal sum has been paid in full.

In 2015, Farmers Energy Services Corporation received approval from East Kentucky Power Cooperative Corporation for a loan in the amount of \$496,817. This loan is for 10 years, and is payable monthly at an interest rate of 2.75%.

The maturities of long-term debt for each of the five years succeeding the balance sheet are as follows:

2017	\$	2,481,626
2018		2,501,893
2019		2,152,195
2020		2,209,534
2021		2,211,910
2022-2026		12,656,893
2027-2031		12,206,000
2032-2036		11,091,000
2037-2041		5,489,851
2042-2046		766,851
2047		62,642
Total	\$	<u>53,830,395</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

4. Deferred Charges:

Following is a summary of amounts recorded as deferred charges approved by RUS per 1773.33(h) as of December 31, 2016 and 2015 which have been approved in writing by RUS:

<u>Deferred Debits:</u>	<u>2016</u>	<u>2015</u>
Transportation Expense	\$ -	\$ 116
GIS-Field Inventory Cost	442,574	476,956
Long Range Plans	39,475	49,344
ESRI and EDP costs	57,287	63,371
Pension Plan Prepayment	1,371,757	1,496,462
	<u>\$ 1,911,093</u>	<u>\$ 2,086,249</u>
<u>Deferred Credits:</u>		
Customer Advances for Construction	\$ 334,339	\$ 347,450
	<u>\$ 334,339</u>	<u>\$ 347,450</u>

5. Return of Capital:

Under provisions of the long-term debt agreement, return to patrons of capital contributed by them is limited to amounts which would not allow the total members' equities to be less than thirty percent (30%) of total assets, except that distributions may be made to estates of deceased patrons. The debt agreement provides, however, that should such distributions to estates not exceed twenty-five percent (25%) of net margins for the next preceding year, the Cooperative may distribute the difference between twenty-five percent (25%) and the payments made to such estates.

Capital credit retirements in the amount of \$322,200 and \$616,378 were paid for the years ended December 31, 2016 and 2015, respectively.

6. Other Equities:

At December 31, 2016 and 2015 other equities consisted of retired capital credits – gain, in amounts of \$1,863,639 and \$1,803,481, respectively.

7. Pension Plan:

Narrative Description

The Retirement Security Plan (RS Plan), sponsored by the National Rural Electric Cooperative Association (NRECA), is a defined benefit pension plan qualified under Section 401 and tax exempt under Section 501(a) of the Internal Revenue Code. It is considered a multi-employer plan under the accounting standards. The plan sponsor's Employer Identification Number is 53-0116145 and the Plan Number is 333.

A unique characteristic of a multi-employer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

7. Pension Plan, Continued:

Plan Information

Farmers Rural Electric Cooperative Corporation contributions to the RS Plan in 2016 and in 2015 represented less than 5 percent of the total contributions made to the RS Plan by all participating employers. Farmers Rural Electric Cooperative Corporation made contributions to the RS Plan of \$571,493 in 2016 and \$596,520 in 2015. There have been no significant changes that affect the comparability of 2016 and 2015 contributions.

For the RS Plan, a "zone status" determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the RS Plan was over 80% funded at January 1, 2016 and over 80% funded at January 1, 2015 based on the PPA funding target and PPA actuarial value of assets on those dates.

Because the provisions of the PPA do not apply to the RS Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of the plan experience.

Footnote: RS Plan Prepayment Option

At the December 2012 meeting of the I&FS Committee of the NRECA Board of Directors, the Committee approved an option to allow participating cooperatives in the RS Plan to make a contribution prepayment and reduce future required contributions. The prepayment amount is a cooperative's share, as of January 1, 2013, of future contributions required to fund the RS Plan's unfunded value of benefits earned to date using RS Plan actuarial valuation assumptions. The prepayment amount will typically equal approximately 2.5 times a cooperative's annual RS Plan required contribution as of January 1, 2013. After making the prepayment, for most cooperatives the billing rate is reduced by approximately 25%, retroactive to January 1 of the year in which the amount is paid to the RS Plan. The 25% differential in billing rates is expected to continue for approximately 15 years from January 1, 2013. However changes in interest rates, asset returns and other plan experience different from expected, plan assumption changes and other factors may have an impact on the differential in billing rates and the 15 year period.

Additionally, the Cooperative has two 401(K) Plans and a 457(b) Plan. The first Plan is for those employees hired before January 1, 2012. The terms of the Plan call for an elective contribution from employees of 0.5% - 1.0% or more of their salaries while the Cooperative matches 100% of employees' contributions up to 1.0%. The second Plan is for those employees hired on or after January 1, 2012. The Cooperative makes a 6.0% base contribution to this second plan. Also, the terms of the Plan call for an elective contribution from employees of 1.0% - 4.0% or more of their salaries while the Cooperative matches 100% of employees' contributions up to 4.0%. The third plan allows for employee contributions with no company match. Total employer contributions for all Plans for 2016 and 2015 were \$61,879 and \$42,846 respectively. Total employee contributions for all Plans for 2016 and 2015 were \$154,181 and \$185,896, respectively.

All full time employees of Farmers Energy Propane Plus are eligible to participate in the NRECA 401(k) Plan. The Company contributes 5% annual wages to the plan, which totaled \$14,530 in 2016 and \$11,426 in 2015.

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

8. Self-Funded Health Insurance Plan:

In October, 1995, the Cooperative's Board of Directors approved the establishment of the FRECC Group Medical Program. The Plan is self-funded and is re-insured through Houston Casualty Company. The Plan was designed to duplicate the Cooperative's prior plan. The third-party administrator is North America Administrators. The Cooperative is protected against any individual claim in excess of \$30,000 and any aggregate claims in excess of \$1,220,000 by the re-insurance. The funding levels are designed to allow for the maximum claim liability that the Cooperative could incur under the Plan. At December 31, 2016 and 2015, the Cooperative held \$151,639 and \$214,793 in cash designated for payment of claims in 2016 and 2015, respectively, and included \$1,075 as a liability in accrued expenses at December 31, 2016, and \$102,950 at December 31, 2015. As of January 1, 2016, this plan ceased and the Cooperative now participates in a group insurance plan that requires no accrual.

9. Related Party Transactions:

The Cooperative is a member of the National Rural Utilities Cooperative Finance Corporation, which furnishes a portion of the Cooperative's financing.

The Cooperative is a member of East Kentucky Power Cooperative which is a generating and transmission cooperative. The Cooperative has entered into an agreement with East Kentucky Power Cooperative to supply substantially all of the Cooperative's future power needs. Under its wholesale power agreement, the Cooperative has agreed to purchase the majority of its electric power and energy requirements from East Kentucky Power Cooperative until January 2040. Changes in rates are refunded to or recovered from the Cooperative's customers through a cost of power adjustment.

10. Cash and Cash Equivalents:

All deposits are in various financial institutions and are carried at cost.

	2016		2015	
	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance
Insured (FDIC)	\$ 708,750	\$ 698,631	\$ 680,907	\$ 686,161
Pledged securities	117,767	33,207	332,237	378,086
Total deposits	<u>\$ 826,517</u>	<u>\$ 731,838</u>	<u>\$ 1,013,144</u>	<u>\$ 1,064,247</u>

Included in total deposits are special funds of \$6,775 at December 31, 2016 and \$453,668 at December 31, 2015 which were set aside to pay the regulatory liability.

11. Litigation:

The Cooperative is subject to claims and investigations that arise in the ordinary course of business. One legal investigation is ongoing, and the Cooperative intends to vigorously contest any alleged violations. Management and the Cooperative's legal counsel do not anticipate any material effect on the Cooperative's financial statements as a result of these actions.

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

12. Postretirement Benefit Plans:

The Cooperative provides certain retired employees with postretirement health care benefits.

The annual measurement date is December 31 for other postretirement benefits. The following tables provide information about changes in the benefit obligation and plan assets and the funded status of the Cooperative's postretirement benefit plan:

	<u>2016</u>	<u>2015</u>
Accumulated Benefit Obligation		
Projected benefit obligation at end of year	\$ 918,154	\$ 878,967
Fair Value of plan assets at end of year	-	-
Unfunded status at end of year	<u>\$ 918,154</u>	<u>\$ 878,967</u>
Amounts recognized in the balance sheet		
Unfunded status	\$ 918,154	\$ 878,967
Current liabilities	-	-
Noncurrent liabilities	<u>\$ 918,154</u>	<u>\$ 878,967</u>
Change in Accumulated Benefit Obligation		
Accumulated post-retirement benefit obligation at beginning of year	\$ 878,967	\$ 531,973
Service cost	31,559	36,960
Interest cost	41,317	26,148
Actuarial loss (gain)	(4,202)	362,162
Amortization of transition obligation	-	-
Amortization of net actuarial gain	-	-
Benefits paid	<u>(29,387)</u>	<u>(78,276)</u>
Accumulated post-retirement benefit obligation at end of year	<u>\$ 918,254</u>	<u>\$ 878,967</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

12. Postretirement Benefit Plans, Concluded:

Change in plan assets and benefit obligations recognized in other comprehensive income

	<u>2106</u>	<u>2015</u>
Beginning of year	\$ 794,396	\$ 454,986
Net loss (gain)	(4,202)	362,162
Amortization of net loss (gain)	(29,676)	(12,708)
Amortization of transition obligation	(10,044)	(10,044)
Total recognized in other comprehensive income	<u>(43,922)</u>	<u>339,410</u>
End of year	<u>\$ 750,474</u>	<u>\$ 794,396</u>

Amounts recognized in accumulated other comprehensive income

Net loss (gain)	\$ 619,844	\$ 653,722
Transition obligation	130,630	140,674
	<u>\$ 750,474</u>	<u>\$ 794,396</u>

Net periodic benefit cost

Service cost	\$ 31,559	\$ 36,960
Interest cost	41,317	26,148
Amortization of transition obligation	10,044	10,044
Amortization of net actuarial gain	29,676	12,708
Net periodic benefit cost	<u>\$ 112,596</u>	<u>\$ 85,860</u>

Amounts in other comprehensive income expected to be realized in 2017

Amortization of net loss (gain)	\$ 27,480
Amortization of transition obligation	10,044
	<u>\$ 37,524</u>

The discount rate used in determining the accumulated postretirement benefit obligation was 4.75% in 2016 and 4.5% in 2015.

The following expected benefit payments from the plan, which reflect anticipated future services, are as follows:

2017	31,586
2018	33,718
2019	35,573
2020	37,530
2021	39,594

For measurement purposes, a 7.0% annual medical rate increase was used for the first year. The rate is assumed to decline by .25% per year until level at 5% per year.

The effect of a 1% increase in the health care trend rates would have the following effects on the plan:

Postemployment benefit obligation	\$ 945,000
Net periodic benefit cost	121,000

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONCLUDED

13. Leases:

The Corporation is the lessee of office equipment under capital leases expiring December 2017. The asset and liabilities under capital leases are recorded at the lower of present value of the minimum lease payments or the fair value of the asset. The assets are depreciated over their estimated productive lives.

Following is a summary of property held under capital leases:

Office equipment	\$	79,020
Accumulated depreciation		(35,016)
		\$ 44,004

Minimum future lease payments under capital leases as of December 31, 2016 were as follows:

		Amount
2017	\$	18,597
Net minimum lease payments		18,597
Amount representing interest		-
Present value of net minimum lease payments	\$	18,597

14. Provision for Income Taxes:

The Cooperative follows the recognition requirements for uncertain income tax positions as required by generally accepted accounting principles. The Cooperative has no tax position at December 31, 2016 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The Cooperative's policy is to classify income tax related interest and penalties in interest expense and other expenses, respectively. No such interest or penalties were recognized during the periods presented. The Cooperative files income tax returns in the U.S. federal jurisdiction, and various state and local jurisdictions. The Cooperative is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2013.



CAMPBELL, MYERS AND RUTLEDGE, PLLC

Cindy L. Greer, CPA ▪ L. Joe Rutledge, CPA ▪ Jonathan W. Belcher, CPA ▪ R. Brent Billingsley, CPA

Skip R. Campbell, CPA ▪ Ryan Mosier, CPA ▪ Jenna B. Pace, CPA

Independent Auditors' Report on Consolidating Information

Board of Directors
Farmers Rural Electric
Cooperative Corporation
Glasgow, Kentucky

We have audited the consolidated financial statements of Farmers Rural Electric Cooperative Corporation and subsidiaries as of and for the years ended December 31, 2016 and 2015, and our report thereon dated March 18, 2017, which expressed an unmodified opinion on those financial statements appears on pages one and two. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information presented in Schedules I – IV is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and it is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information in Schedules I – IV, which insofar as it relates to Farmers Energy Propane Plus, LLC is based on the report of other auditors, is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Campbell, Myers & Rutledge, PLLC

Certified Public Accountants
Glasgow, Kentucky

March 18, 2017

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
SCHEDULE I – CONSOLIDATING BALANCE SHEET
December 31, 2016

ASSETS	Farmers Rural Electric Cooperative Corporation, Inc.	Farmers Energy Services Corporation	Farmers Energy Propane Plus	Consolidating Entries	Consolidated Totals
Current assets:					
Cash	\$ 558,790	\$ 76,214	\$ 184,738	\$ -	\$ 819,742
Accounts and notes receivable, less allowance for doubtful accounts of \$92,334 in 2016	4,716,982	-	(54,272)	-	4,662,710
Materials and supplies, at average cost	880,212	-	104,454	-	984,666
Prepaid expenses	212,122	-	-	-	212,122
Total current assets	<u>6,368,106</u>	<u>76,214</u>	<u>234,920</u>	<u>-</u>	<u>6,679,240</u>
Other assets and investments:					
Goodwill	-	-	458,052	-	458,052
Special funds	6,775	-	-	-	6,775
Investments in subsidiary companies	1,652,349	1,990,329	-	(3,621,580)	21,098
Investments in associated organizations	28,244,661	-	-	-	28,244,661
Deferred charges	1,911,093	-	-	-	1,911,093
Note receivable	777,760	-	-	-	777,760
	<u>32,592,638</u>	<u>1,990,329</u>	<u>458,052</u>	<u>(3,621,580)</u>	<u>31,419,439</u>
Utility plant, at cost					
Utility plant in service	90,071,703	-	2,965,575	-	93,037,278
Construction work-in-progress	995,897	-	-	-	995,897
	91,067,600	-	2,965,575	-	94,033,175
Less accumulated depreciation and amortization	(26,855,615)	-	(1,453,472)	-	(28,309,087)
Utility plant, net	64,211,985	-	1,512,103	-	65,724,088
TOTAL ASSETS	<u>\$ 103,172,729</u>	<u>\$ 2,066,543</u>	<u>\$ 2,205,075</u>	<u>\$ (3,621,580)</u>	<u>\$ 103,822,767</u>
LIABILITIES AND MEMBERS' EQUITIES					
Current liabilities:					
Accounts payable	\$ 4,883,920	\$ -	\$ 57,669	\$ -	\$ 4,941,589
Accrued expenses	1,380,978	-	-	-	1,380,978
Customer deposits	856,397	-	-	-	856,397
Current portion of capital leases	18,597	-	-	-	18,597
Current portion of long-term debt	2,436,120	45,506	-	-	2,481,626
Total current liabilities	<u>9,576,012</u>	<u>45,506</u>	<u>57,669</u>	<u>-</u>	<u>9,679,187</u>
Long-term liabilities					
Long-term debt less current maturities	50,958,984	389,785	-	-	51,348,769
Total long-term liabilities	<u>50,958,984</u>	<u>389,785</u>	<u>-</u>	<u>-</u>	<u>51,348,769</u>
Noncurrent liabilities:					
Regulatory liability	6,775	-	-	-	6,775
Post retirement benefit obligations	918,254	-	-	-	918,254
Customer advances for construction	334,339	-	-	-	334,339
Total noncurrent liabilities	<u>1,259,368</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,259,368</u>
Members' equities:					
Memberships	546,445	-	-	-	546,445
Patronage capital and retained earnings	39,718,756	543,183	864,313	(1,250,418)	39,875,834
Accumulated other comprehensive income	(750,474)	-	-	-	(750,474)
Other equities	1,863,638	-	-	-	1,863,638
Minority interests and other equities	-	1,088,069	1,283,093	(2,371,162)	-
Total members' equities	<u>41,378,365</u>	<u>1,631,252</u>	<u>2,147,406</u>	<u>(3,621,580)</u>	<u>41,535,443</u>
TOTAL LIABILITIES AND MEMBERS' EQUITIES	<u>\$ 103,172,729</u>	<u>\$ 2,066,543</u>	<u>\$ 2,205,075</u>	<u>\$ (3,621,580)</u>	<u>\$ 103,822,767</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
SCHEDULE II – CONSOLIDATING STATEMENT OF REVENUE
For the Year Ended December 31, 2016

	Farmers Rural Electric Cooperative Corporation, Inc.	Farmers Energy Services Corporation	Farmers Energy Propane Plus	Consolidating Entries	Consolidated Totals
Operating revenues	\$ 49,660,488	\$ -	\$ 2,100,043	\$ -	\$ 51,760,531
Operating expenses:					
Cost of purchases	36,337,396	-	817,283	-	37,154,679
Distribution - operations	1,760,670	-	163,071	-	1,923,741
Distribution - maintenance	2,829,340	-	-	-	2,829,340
Consumer accounts	1,056,437	-	-	-	1,056,437
Customer services and informational expense	202,037	-	-	-	202,037
Administrative and general	1,898,986	510	737,272	-	2,636,768
Depreciation	2,828,722	-	190,693	-	3,019,415
Taxes	689,541	5,326	17,968	-	712,835
Total operating expenses	<u>47,603,129</u>	<u>5,836</u>	<u>1,926,287</u>	<u>-</u>	<u>49,535,252</u>
Operating margins	2,057,359	(5,836)	173,756	-	2,225,279
Interest on long-term debt to RUS and CFC	\$ 1,761,080	13,181	-	-	1,774,261
Operating margins after fixed charges	296,279	(19,017)	173,756	-	451,018
G & T and other capital credits	\$ 2,470,942	-	-	-	2,470,942
Net operating margins	<u>2,767,221</u>	<u>(19,017)</u>	<u>173,756</u>	<u>-</u>	<u>2,921,960</u>
Nonoperating margins:					
Interest income, net of interest expense of \$13,435	33,324	185	-	-	33,509
Other net nonoperating income (loss)	8,749	-	-	-	8,749
Income (loss) from equity investments	154,924	173,756	-	(328,680)	-
	<u>196,997</u>	<u>173,941</u>	<u>-</u>	<u>(328,680)</u>	<u>42,258</u>
Net margins	<u>\$ 2,964,218</u>	<u>\$ 154,924</u>	<u>\$ 173,756</u>	<u>\$ (328,680)</u>	<u>\$ 2,964,218</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
SCHEDULE III – CONSOLIDATING BALANCE SHEET
December 31, 2015

ASSETS	Farmers Rural Electric Cooperative Corporation, Inc.	Farmers Energy Services Corporation	Farmers Energy Propane Plus	Consolidating Entries	Consolidated Totals
Current assets:					
Cash	\$ 385,991	\$ 56,676	\$ 116,809	\$ -	\$ 559,476
Accounts and notes receivable, less allowance for doubtful accounts of \$92,514 in 2015	3,998,892	-	119,780	-	4,118,672
Materials and supplies, at average cost	824,947	-	127,574	-	952,521
Prepaid expenses	195,246	-	-	-	195,246
Total current assets	<u>5,405,076</u>	<u>56,676</u>	<u>364,163</u>	<u>-</u>	<u>5,825,915</u>
Other assets and investments:					
Goodwill, net of amortization	-	-	458,052	-	458,052
Special funds	453,668	-	-	-	453,668
Investments in subsidiary companies	1,497,806	2,030,436	-	(3,506,763)	21,479
Investments in associated organizations	25,802,197	-	-	-	25,802,197
Deferred charges	2,086,249	-	-	-	2,086,249
Note receivable	888,880	-	-	-	888,880
	<u>30,728,800</u>	<u>2,030,436</u>	<u>458,052</u>	<u>(3,506,763)</u>	<u>29,710,525</u>
Utility plant, at cost					
Utility plant in service	86,525,960	-	2,867,670	-	89,393,630
Construction work-in-progress	662,102	-	-	-	662,102
	<u>87,188,062</u>	<u>-</u>	<u>2,867,670</u>	<u>-</u>	<u>90,055,732</u>
Less accumulated depreciation	(25,640,619)	-	(1,398,892)	-	(27,039,511)
Utility plant, net	<u>61,547,443</u>	<u>-</u>	<u>1,468,778</u>	<u>-</u>	<u>63,016,221</u>
	<u>\$ 97,681,319</u>	<u>\$ 2,087,112</u>	<u>\$ 2,290,993</u>	<u>\$ (3,506,763)</u>	<u>\$ 98,552,661</u>
LIABILITIES AND MEMBERS' EQUITIES					
Current liabilities:					
Accounts payable	\$ 3,915,501	\$ -	\$ 210,556	\$ -	\$ 4,126,057
Accrued expenses	1,302,849	-	-	-	1,302,849
Customer deposits	861,686	-	-	-	861,686
Current portion of capital leases	27,667	-	-	-	27,667
Current portion of long-term debt	2,265,120	44,272	50,000	-	2,359,392
Total current liabilities	<u>8,372,823</u>	<u>44,272</u>	<u>260,556</u>	<u>-</u>	<u>8,677,651</u>
Long-term liabilities					
Capital lease less current maturities	18,597	-	-	-	18,597
Long-term debt less current maturities	48,983,611	434,625	-	-	49,418,236
Total long-term liabilities	<u>49,002,208</u>	<u>434,625</u>	<u>-</u>	<u>-</u>	<u>49,436,833</u>
Noncurrent liabilities:					
Regulatory liability	453,668	-	-	-	453,668
Post retirement benefit obligations	878,967	-	-	-	878,967
Customer advances for construction	347,450	-	-	-	347,450
Total noncurrent liabilities	<u>1,680,085</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,680,085</u>
Members' equities:					
Memberships	540,380	-	-	-	540,380
Patronage capital and retained earnings	37,076,738	700,259	664,878	(1,233,248)	37,208,627
Accumulated other comprehensive income	(794,396)	-	-	-	(794,396)
Other equities	1,803,481	-	-	-	1,803,481
Minority interest and other equities	-	907,956	1,365,559	(2,273,515)	-
	<u>38,626,203</u>	<u>1,608,215</u>	<u>2,030,437</u>	<u>(3,506,763)</u>	<u>38,758,092</u>
	<u>\$ 97,681,319</u>	<u>\$ 1,608,215</u>	<u>\$ 2,290,993</u>	<u>\$ (3,506,763)</u>	<u>\$ 98,552,661</u>

FARMERS RURAL ELECTRIC COOPERATIVE CORPORATION AND SUBSIDIARIES
SCHEDULE IV – CONSOLIDATING STATEMENT OF REVENUE
For the Year Ended December 31, 2015

	Farmers Rural Electric Cooperative Corporation, Inc.	Farmers Energy Services Corporation	Farmers Energy Propane Plus	Consolidating Entries	Consolidated Totals
Operating revenues	\$ 49,472,781	\$ -	\$ 2,426,462	\$ -	\$ 51,899,243
Operating expenses:					
Cost of purchases	36,226,666	-	1,218,729	-	37,445,395
Distribution - operations	1,740,525	-	343,365	-	2,083,890
Distribution - maintenance	2,969,616	-	-	-	2,969,616
Consumer accounts	1,108,315	-	-	-	1,108,315
Customer services and informational expense	121,986	-	-	-	121,986
Administrative and general	2,147,127	6,121	536,748	-	2,689,996
Depreciation	2,744,248	-	173,911	-	2,918,159
Taxes	662,286	115,591	46,239	-	824,116
Total operating expenses	47,720,769	121,712	2,318,992	-	50,161,473
Operating margins	\$ 1,752,012	\$ (121,712)	\$ 107,470	\$ -	\$ 1,737,770
Interest on long-term debt to RUS and CFC	1,769,176	-	-	-	1,769,176
Operating margins after fixed charges	(17,164)	(121,712)	107,470	-	(31,406)
G & T and other capital credits	2,471,313	-	-	-	2,471,313
Net operating margins	\$ 2,454,149	\$ (121,712)	\$ 107,470	\$ -	\$ 2,439,907
Nonoperating margins:					
Interest income, net of interest expense of \$11,144	40,894	120	-	-	41,014
Other net nonoperating income (loss)	11,543	-	-	-	11,543
Income (loss) from equity investments	(12,108)	107,470	-	(93,348)	2,014
	40,329	107,590	-	(93,348)	54,571
Net margins	\$ 2,494,478	\$ (14,122)	\$ 107,470	\$ (93,348)	\$ 2,494,478



CAMPBELL, MYERS AND RUTLEDGE, PLLC

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Directors
Farmers Rural Electric
Cooperative Corporation
Glasgow, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Farmers Rural Electric Cooperative Corporation and subsidiaries, which comprise the balance sheets as of December 31, 2016 and 2015 and the related statements of revenue, comprehensive income, patronage capital and memberships, and cash flows for the years then ended, and related notes to the consolidated financial statements, and have issued our report thereon dated March 18, 2017. Our report includes a reference to other auditors who audited the financial statements of Farmers Energy Propane Plus, a wholly owned subsidiary of the Cooperative, as described in the report on the Cooperative's financial statements. This report does not include the results of the other auditors' testing of internal control over financial reporting or compliance and other matters that are reported on separately by those auditors.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Farmers Rural Electric Cooperative Corporation and subsidiaries' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Farmers Rural Electric Cooperative Corporation and subsidiaries' internal control. Accordingly, we do not express an opinion on the effectiveness of Farmers Rural Electric Cooperative Corporation and subsidiaries' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Farmers Rural Electric Cooperative Corporation and subsidiaries' financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Campbell, Myers, & Rutledge, PLLC

Certified Public Accountants
Glasgow, Kentucky

March 18, 2017



CAMPBELL, MYERS AND RUTLEDGE, PLLC

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INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH ASPECTS
OF CONTRACTUAL AGREEMENTS AND REGULATORY REQUIREMENTS
FOR ELECTRIC BORROWERS

Board of Directors
Farmers Rural Electric
Cooperative Corporation
Glasgow, Kentucky

Independent Auditor's Report

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Farmers Rural Electric Cooperative Corporation and subsidiaries (FRECC), which comprise the balance sheets as of December 31, 2016 and 2015 and the related statements of revenue, comprehensive income, patronage capital and memberships, changes in cash flows for the years ended, and the related notes to the financial statements, and have issued our report thereon dated March 18, 2017. In accordance with *Government Auditing Standards*, we have also issued our report dated March 18, 2017, on our consideration of FRECC'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. No reports other than the reports referred to above have been furnished to management.

In connection with our audit, nothing came to our attention that caused us to believe that FRECC failed to comply with the terms, covenants, provisions, or conditions of their loan, grant, and security instruments as set forth in 7 CFR Part 1773, *Policy on Audits of Rural Utilities Service Borrowers*, & 1773.33 clarified in the RUS policy memorandum dated February 7, 2014, insofar as they relate to accounting matters as enumerated below. However, our audit was not directed primarily toward obtaining knowledge of noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding FRECC's noncompliance with the above-referenced terms, covenants, provisions, or conditions of the contractual agreements and regulatory requirements, insofar as they relate to accounting matters. In connection with our audit, we noted no matters regarding FRECC's accounting and records to indicate that FRECC did not:

Maintain adequate and effective accounting procedures;

Utilize adequate and fair methods for accumulating and recording labor, material, and overhead costs, and the distribution of these costs to construction, retirement, and maintenance or other expense accounts;

Reconcile continuing property records to the controlling general ledger plant accounts; Clear construction accounts and accrue depreciation on completed construction;

Record and properly price the retirement of plant;

Seek approval of the sale, lease or transfer of capital assets and disposition of proceeds for the sale or lease of plant, material, or scrap;

Maintain adequate control over materials and supplies;

Prepare accurate and timely Financial and Operating Reports;

Obtain RUS approval to enter into any contract for the management, operation, or maintenance of the borrower's system if the contract covers all or substantially all of the electric system;

Disclose material related party transactions in the financial statements, in accordance with requirements for related parties in generally accepted accounting principles;

Record depreciation in accordance with RUS requirements (See RUS Bulletin 183-1, Depreciation Rates and Procedures);

Comply with the requirements for the detailed schedule of deferred debits and deferred credits; and

Comply with the requirements for the detailed schedule of investments. A detailed schedule of investments is as follows:

As of July 1, 2015, Farmers Energy Service Corporation is a 100% owned subsidiary of the Cooperative. The subsidiary is the sole owner of a limited liability company which sells propane gas. The Cooperative accounts for the investment on the equity basis.

Investment in Subsidiary Company:		
Original Investment Cost - 1997		<u>\$ 225,000</u>
Investment Advances:		
	12/31/1998	120,000
	12/31/1999	135,000
	12/31/2000	225,000
	12/31/2001	<u>75,000</u>
		<u>555,000</u>
Total Contributions:		<u>\$ 780,000</u>

Undistributed (Losses) Earnings:

12/31/1997	(45,263)
12/31/1998	(55,962)
12/31/1999	(40,973)
12/31/2000	(135,639)
12/31/2001	(99,613)
12/31/2002	(23,182)
12/31/2003	61,207
12/31/2004	18,357
12/31/2005	145,423
12/31/2006	99,535
12/31/2007	54,546
12/31/2008	88,742
12/31/2009	99,980
12/31/2010	89,059
12/31/2011	74,484
12/31/2012	97,859
12/31/2013	166,968
12/31/2014	114,921
12/31/2015	(14,122)
12/31/2016	<u>154,924</u>
Total Undistributed (Losses) Earnings:	851,251
Original Investment and Investment Activities:	<u>780,000</u>
Book Value 12/31/16	<u>\$ 1,631,251</u>

This report is intended solely for the information and use of the board of directors, management, and the RUS and supplemental lenders and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Campbell, Myers & Rutledge, PLLC
Glasgow, Kentucky

March 18, 2017