BUFFALO TRAIL WATER ASSOCIATION, INC. Sardis, Kentucky

FINANCIAL STATEMENTS December 31, 2016 and 2015

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Buffalo Trail Water Association, Inc.
Sardis, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of Buffalo Trail Water Association, Inc. (the Association) as of and for the years ended December 31, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Association'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.

Auditors' Responsibility

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of Buffalo Trail Water Association, Inc., as of December 31, 2016 and 2015, and the respective changes in financial position, and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 29, 2017, on our consideration of the Association'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 the Association's internal control over financial reporting and compliance.

RFH, PLLC Lexington, Kentucky March 29, 2017

BUFFALO TRAIL WATER ASSOCIATION, INC. STATEMENTS OF FINANCIAL POSITION DECEMBER 31,

ASSETS	2016	2015
Current assets Cash and cash equivalents Certificates of deposit Accounts receivable, net Accrued interest receivable Inventory	\$ 462,750 1,012,478 47,496 416 16,865	\$ 331,292 1,006,883 60,465 628 18,973
Total current assets	1,540,005	1,418,241
Capital assets Property, plant and equipment Less accumulated depreciation Construction in progress	7,630,019 (3,210,716) 38,341	7,630,019 (3,049,723)
Total capital assets	4,457,644	4,580,296
Other assets Note receivable - Mt. Olivet Certificate of deposit Unamortized loan costs Total other assets	15,368 34,706 1,663 51,737	23,190 36,024 1,743 60,957
TOTAL ASSETS	\$ 6,049,386	\$ 6,059,494
Current liabilities Accounts payable Taxes payable Customer deposits Accrued interest payable Current portion of notes payable	\$ 28,723 5,226 24,550 1,551 33,815	\$ 20,121 7,466 22,440 2,075 32,090
Total current liabilities Long-term debt	93,865	84,192
Notes payable	549,342	584,959
Total liabilities	643,207	669,151
Net assets Unrestricted Debt reserves Customer contributions Grants in aid of construction Unappropriated (deficit)	34,706 3,231,551 2,317,557 (177,635)	36,024 3,220,151 2,317,557 (183,389)
Total net assets	5,406,179	5,390,343
TOTAL LIABILITIES AND NET ASSETS	\$ 6,049,386	\$ 6,059,494

BUFFALO TRAIL WATER ASSOCIATION, INC. STATEMENTS OF ACTIVITIES for the years ended December 31,

	2016	2015
OPERATING INCOME	Ф 004.000	Ф CO7 444
Water sales	\$ 634,066	\$ 637,141
Other revenue	12,502	14,814
Total operating income	646,568	651,955
OPERATING EXPENSES		
Purchased water	218,999	205,567
Contractual services	93,237	121,502
Salaries and wages	86,652	79,274
Regulatory commission expense	893	1,547
Materials and supplies	10,991	11,687
Utilities and telephone	8,516	8,833
Insurance	10,180	9,218
Bad debt expense	1,010	601
Miscellaneous	28,866	41,744
Total operating expense	459,344	479,973
Operating income before depreciation	187,224	171,982
Depreciation expense	160,993	156,272
OPERATING INCOME	26,231	15,710
Non-operating income (expense)		
Interest income	5,720	13,074
Interest expense	(27,515)	(29,638)
Total non-operating income (expense)	(21,795)	(16,564)
NET INCOME (LOSS)	4,436	(854)
Net assets - unappropriated (deficit), beginning	(183,389)	(182,535)
Transfer from reserves	1,318	
NET ASSETS - UNAPPROPRIATED (DEFICIT), ENDING	\$ (177,635)	\$ (183,389)

BUFFALO TRAIL WATER ASSOCIATION, INC. STATEMENTS OF CHANGES IN NET ASSETS for years ended December 31, 2016 and 2015

	Debt Service Reserves	Customer Contributions	Grants in Aid of Construction	Unappropriated	
Balances, December 31, 2014	\$ 36,024	\$ 3,209,386	\$ 2,317,557	\$ (182,535)	
Net income	-	-	-	(854)	
Transfer to (from) reserves	-	-	-	-	
Customer contributions	-	10,765	-	-	
Proceeds from grants					
Balances, December 31, 2015	36,024	3,220,151	2,317,557	(183,389)	
Net income	-	-	-	4,436	
Transfer to (from) reserves	(1,318)	-	-	1,318	
Customer contributions	-	11,400	-	-	
Proceeds from grants					
Balances, December 31, 2016	\$ 34,706	\$ 3,231,551	\$ 2,317,557	<u>\$ (177,635)</u>	

BUFFALO TRAIL WATER ASSOCIATION, INC. STATEMENTS OF CASH FLOWS for the years ended December 31,

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	\$ 661,647	\$ 642,473
Payments to suppliers	(361,982)	(412,982)
Payments for employee services and benefits	 (88,892)	 (76,280)
Net cash provided by operating activities	 210,773	 153,211
CASH FLOWS FROM CAPITAL AND		
RELATED FINANCING ACTIVITIES	44 400	40.705
Customer contributions	11,400	10,765
Purchases of capital assets	(38,341)	(11,841)
Interest paid Principal paid	(27,959) (33,892)	(29,638) (32,290)
Receipts from note receivable	(33,892) 7,822	8,088
Receipts from note receivable	 1,022	 0,000
Net cash (used in) financing activities	 (80,970)	 (54,916)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of certificates of deposit	(4,277)	(4,939)
Interest income	 5,932	 13,071
Net cash provided by investing activities	 1,655	 8,132
NET INCREASE IN CASH	131,458	106,427
Cash and cash equivalents, beginning of year	 331,292	 224,865
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 462,750	\$ 331,292
Reconciliation of operating income to net cash		
provided by operating activities:		
Operating income	\$ 26,231	\$ 15,710
Adjustments to reconcile operating income to net cash		
provided by operating activities:		
Depreciation expense	160,993	156,272
Change in assets and liabilities:		
(Increase) decrease in accounts receivable	12,969	(11,732)
(Increase) decrease in inventory	2,108	(2,613)
Increase (decrease) in accounts payable	8,602	(9,670)
Increase (decrease) in taxes payable	(2,240)	2,994
Increase in customer deposits	 2,110	 2,250
Net cash provided by operating activities	\$ 210,773	\$ 153,211

1. ORGANIZATION AND ACCOUNTING POLICIES

Buffalo Trail Water Association, Inc. (the Association) distributes and sells water to approximately 1,500 members. The Association primarily serves Bracken, Harrison, Mason, Nicholas, Pendleton, and Robertson Counties. Its suppliers of water are Maysville Utilities and the Western Fleming Water District.

Reporting Entity

Buffalo Trail Water Association, Inc. was created and organized as a non-profit association and is exempt from income tax under Section 501(c)12 of the Internal Revenue Code.

The Association files an income tax return in the U.S. federal jurisdiction and the state of Kentucky. The Association generally is no longer subject to income tax examinations by tax authorities for years before 2012. Association believes there are no tax positions that meet the more likely than not threshold for disclosure in these financial statements.

Basis of Accounting

The Association maintains its accounting records on the cash basis during the year. Adjustments are made to convert to the accrual basis from memorandum records at year end.

The Association records revenue as billed to its customers based upon monthly meter reading cycles. At the end of each year, water service which has been rendered from the latest date of each meter reading to December 31, is unbilled.

The statements of activities report all revenues and expenses as operating, except interest income, interest expense, and amortization.

Basis of Presentation

The Association is required to report information regarding its financial position and activities according to the three classes of net assets; unrestricted, temporarily restricted, and permanently restricted.

Unrestricted - These assets generally result from revenues from providing services, receiving unrestricted contributions and receiving dividends and interest from income-producing assets, less expense incurred in providing services, raising contributions and performing administrative functions. The only limits on unrestricted net assets are the board limits resulting from the nature of the Organization, the environment in which it operates and the purposes specified in its articles of incorporation.

Temporarily restricted - These assets result from receiving contributions that may be expended only for specific purposes or in specific future periods. There were no temporarily restricted net assets for the years ended December 31, 2016 or 2015.

Permanently restricted - These assets represent funds that are permanently restricted by the donor with income and appreciation available to support the general operations of the Association. There were no permanently restricted net assets for the years ended December 31, 2016 or 2015.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Association defines cash and cash equivalents to include cash on hand, cash in bank, and certificates of deposit with original maturities of 90 days or less.

Accounts Receivable

The reserve for accounts receivable represents accounts past due in excess of thirty days that are thought to be uncollectible. The reserve for accounts receivable at December 31, 2016 and 2015 totaled \$13,343 and \$10,006, respectively.

1. ORGANIZATION AND ACCOUNTING POLICIES (CONTINUED)

Inventory

The Association's inventory is maintained at lower of cost (first-in, first-out method) or market.

Property and Equipment

Fixed assets are stated at cost. Interest costs incurred during construction are capitalized as a cost of the project. Depreciation has been provided using the straight-line method with the economic lives determined using the following guidelines:

Asset Class	Life
Vehicles and Equipment	5-10
Meters and Pipes	25
Buildings	40
Water and Sewer Systems	50

Restricted Funds

The Board of Directors makes a determination whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

Estimates

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

Management's Review of Subsequent Events

The Association has evaluated and considered the need to recognize or disclose subsequent events through March 29, 2017; which represents the date that these financial statements were available for issuance. Subsequent events past this date, as they pertain to the fiscal year ended December 31, 2016, have not been evaluated by the Association.

2. CASH AND INVESTMENTS

Custodial credit risk is the risk that, in the event of the failure of the counterparty, the Association will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. In order to anticipate market changes and provide a level of security for all funds, the collateralization level shall be one hundred percent of the market value of the principal, plus accrued interest.

The Association's deposits and investments at December 31, 2016 and 2015, were substantially covered by Federal Depository Insurance. These deposits totaled \$1,532,674 and \$1,384,181, respectively. There were uninsured deposits at December 31, 2016.

FDIC insurance	\$ 1,270,235
Uninsured and uncollateralized	262,439
Total	\$ 1.532.674

3. CAPITAL ASSETS

The following is a summary of capital asset activity during fiscal year 2016:

	Balance 12/31/2015	Additions	Disposals	Balance 12/31/2016
Capital assets not depreciated: Land and land rights Construction in process	\$ 9,778 	\$ - <u>38,341</u>	\$ - 	\$ 9,778 <u>38,341</u>
Total not depreciated	9,778	38,341		48,119
Capital assets that are depreciated Plant and equipment Less: accumulated depreciation	7,620,241 (3,049,723)	- (160,993)	<u>-</u>	7,620,241 _(3,210,716)
Total depreciated	4,570,518	(160,993)		4,409,525
Capital assets, net	\$ 4,580,296	\$ (122,652)	<u>\$</u>	<u>\$ 4,457,644</u>

The following is a summary of capital asset activity during fiscal year 2015:

		alance 31/2014	Addi	tions	Dispo	osals	_	alance 31/2015
Capital assets not depreciated: Land and land rights Construction in process	\$	9,778 	\$	- -	\$	<u>-</u> <u>-</u>	\$	9,778 <u>-</u>
Total not depreciated Capital assets that are depreciated:		9,778				<u>-</u>		9,778
Plant and equipment		608,400	1	1,841		-	7,6	520,241
Less: accumulated depreciation	(2,	<u>893,451)</u>	(156	6 <u>,272)</u>			(3,0	049,723)
Total depreciated	4,	714,949	(144	<u>4,431</u>)		<u> </u>	4,	570,518
Capital assets, net	<u>\$ 4,</u>	<u>580,297</u>	<u>\$ (14</u>	4,431 <u>)</u>	\$	<u> </u>	<u>\$4,5</u>	580,296

Depreciation expense totaled \$160,993 and \$156,272 for the years ended December 31, 2016 and 2015, respectively.

4. NOTE RECEIVABLE

The Association entered into an agreement with the City of Mt. Olivet to help pay a debt incurred in 1980 to connect to the West Fleming Water District. The City of Mt. Olivet agreed to pay the Association \$648 per month for a total of \$7,772 per year. This represents 35% of the annual payment of \$22,008 due on the Farmers Home Loan. The receivable represents 40% of the outstanding debt at year end. The debt at December 31, 2016 totaled \$38,421, the receivable at December 31, 2016 totaled \$15,368. The debt at year end December 31, 2015 totaled \$57,975, the receivable December 31, 2015 totaled \$23,190.

5. LONG-TERM DEBT

The following is a summary of the notes outstanding for the Association for the years ended December 31:

Notes-Farmers Home Administration Loan - \$364,000, dated 5/12/80, payable in annual installments of \$21,588 through 2020,	2016	2015
bearing interest at a rate of 5%	\$ 38,421	\$ 57,975
Loan - \$347,000, date 8/6/99, payable in annual installments of \$20,400 through 2040, bearing interest at a rate of 4.75%	250,801	259,074
Loan - \$347,000, dated 5/14/3, payable in annual installments of \$19,394 through 2040, bearing interest at a rate of 4.5%	293,935	300,000
Total debt Less: current portion	583,157 (33,815)	617,049 (32,090)
Long-term portion	<u>\$ 549,342</u>	<u>\$ 584,959</u>

The annual requirements to amortize all bonds and loans outstanding at December 31, 2016, are as follows:

Year Ending December 31	Principal	Interest	Total
2017	\$ 33,815	\$ 27,061	\$ 60,876
2018	33,559	25,421	58,980
2019	15,492	23,796	39,288
2020	16,211	23,077	39,288
2021	16,963	22,325	39,288
2022-2026	97,383	99,057	196,440
2027-2031	122,186	74,254	196,440
2032-2036	147,080	43,129	190,209
2037-2041	81,365	15,605	96,970
2042-2044	<u>19,103</u>	<u>885</u>	<u>19,988</u>
	<u>\$ 583,157</u>	<u>\$ 354,610</u>	<u>\$ 937,767</u>

Changes in long term debt for years ended December 31, 2016 and 2015 are as follows:

	December 31, 2015	Additions	Retirements	December 31, 2016	Due Within One Year
Long-term debt	<u>\$ 617,049</u>	<u>\$ -</u>	\$ (33,892)	<u>\$ 583,157</u>	<u>\$ 33,815</u>
	December 31, 20154	Additions	Retirements	December 31, 20165	Due Within One Year
Long-term debt	\$ 649,339	<u>\$ -</u>	\$ (32,290)	<u>\$ 617,049</u>	\$ 33,892

5. LONG-TERM DEBT (CONTINUED)

On March 10, 2016, the Association has entered into an agreement with the USDA to provide funding for the construction of a new water tank. It is estimated that the new tank will cost \$640,000 in total with \$160,000 of funding to come from a USDA grant and the remaining \$480,000 will be in the form of a loan bearing interest at 1.875% repayable over a term of 40 years. Payments on this note will commence after the final draw on the note. As of December 31, 2016, the Association has not yet drawn on the note.

6. RISK MANAGEMENT

The Association is exposed to various risks of loss related torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. In addition to its general liability insurance, the Association also carries commercial insurance for all other risks of loss such as worker's compensation and employee health and accident coverage. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years.

7. DEFICIT UNAPPROPRIATED NET ASSETS

The Association carried a deficit in unapproriated net assets at December 31, 2016 and 2015 of \$177,635 and \$183,389, respectively. The deficit is primarily a result of user charges insufficient to provide for depreciation on contributed assets. Accumulated depreciation on contributed assets totaled \$3,210,716 and \$3,049,723 at December 31, 2016 and 2015, respectively.



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

To the Board of Directors Buffalo Trail Water Association, Inc. Sardis, 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 financial statements of Buffalo Trail Water Association, Inc. (the Association), as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise the Association's basic financial statements, and have issued our report thereon dated March 29, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Association's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we do not express an opinion on the effectiveness of the Association's 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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did identify a certain deficiency in internal control, described in the accompanying schedule of findings and responses that we consider to be a material weakness (2016-001).

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Buffalo Trail Water Association Inc.'s 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.

RFH, PLLC Lexington, Kentucky March 29, 2017

BUFFALO TRAIL WATER ASSOCIATION, INC. SCHEDULE OF FINDINGS AND RESPONSES December 31, 2016

PRIOR YEAR FINDINGS

2015-001 – Repeated, see 2016-001 2015-002 – Resolved

2016-001 (recurring)

Criteria:

The Association lacks personnel with the expertise to apply generally accepted accounting principles in preparing its financial statements including note disclosures and thus, does not have the internal control procedures required to draft the financial statements in conformity with generally accepted accounting principles.

Cause:

The Association is required to have internal controls in place that enable it to prepare complete financial statements, including note disclosures, in compliance with generally accepted accounting principles.

Effect:

Management engaged the auditor to prepare draft financial statements, including the related notes to the financial statements. Management reviewed, approved and accepted responsibility for the financial statements prior to their issuance.

Recommendation:

The Association should strive to strengthen the financial reporting system and more closely adhere to governmental accounting practices. Transactions should be recorded in the appropriate funds and closing entries should be posted to all funds prior to initiation of the audit.

Response:

This is an ongoing finding. Management has determined that it is more cost effective to continue to engage the auditor to draft the financial statements and related notes.