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David L. Kelly
Theodore S. Hutchins *
Stacey A. Blankenship
Robert W. Goff **
Kristen N. Worak
Lesley A. Owen *
Judy K. Payne ***
James P. Landry



Keuler, Kelly,
Hutchins, Blankenship
& Sigler, LLP
— ATTORNEYS —

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* Also Licensed to Practice in Illinois
** Also Licensed to Practice in Illinois & Tennessee
*** Also Licensed to Practice in Missouri

RECEIVED

OCT 11 2018

PUBLIC SERVICE
COMMISSION

October 10, 2018

VIA FEDEX

PUBLIC SERVICE COMMISSION
211 SOWER BLVD
FRANKFORT, KY 40602

Re: Paducah Water Works Rate Filing

Dear Commission:

Enclosed please find the Joint Application of Joann Estates Utilities, Inc. ("Joann Estates") and Paducah-McCracken County Joint Sewer Agency ("JSA") to approve transfer of two wastewater collection systems from Joann Estates to JSA in McCracken County, Kentucky.

1. Joint Application
2. Exhibit A – Transfer Agreement
3. Exhibit B – Joann Estates Articles of Incorporation
4. Exhibit C – Joann Estates Transfer Agreement Authorization
5. Exhibit D – Written Communication Between Joann Estates and the Kentucky Division of Water
6. Exhibit E – Resolution and Minutes of JSA Transfer Agreement Authorization
7. Exhibit F – JSA Schedule of Rates
8. Exhibit G – Audited Financial Statement for 2016-2017 of JSA

I have enclosed an original of the Application and 11 copies. I would ask that you file-stamp one copy and return it to me in the enclosed self-addressed, prepaid envelope. If you need any further information or have any questions, please do not hesitate to contact me.

Sincerely,

Robert W. Goff
rgoff@kkhblaw.com
220568

RECEIVED

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

OCT 11 2018

PUBLIC SERVICE
COMMISSION

IN THE MATTER OF:

JOINT APPLICATION OF JOANN
ESTATES UTILITIES, INC. AND
PADUCAH-McCRACKEN COUNTY
JOINT SEWER AGENCY TO APPROVE
THE TRANSFER OF WASTEWATER
COLLECTION SYSTEMS SERVING THE
WILMINGTON CHILES AND
JOANN ESTATES SUBDIVISIONS IN
McCRACKEN COUNTY, KENTUCKY

CASE NO. 2018-00

**JOINT APPLICATION OF JOANN ESTATES UTILITIES, INC. AND
PADUCAH-McCRACKEN COUNTY JOINT SEWER AGENCY TO APPROVE THE
TRANSFER OF WASTEWATER COLLECTION SYSTEMS SERVING THE
WILMINGTON CHILES AND JOANN ESTATES SUBDIVISIONS IN MCCRACKEN
COUNTY, KENTUCKY**

Joann Estates Utilities, Inc. ("Joann Estates") and the Paducah-McCracken County Joint Sewer Agency ("JSA") hereby request the approval by the Public Service Commission of Kentucky ("Commission") under KRS 278.020(6) of the transfer from Joann Estates to JSA of the wastewater collection systems serving the Wilmington Chiles and Joann Estates subdivisions in McCracken County, Kentucky (the "Collection Systems"). In support of their application, Joann Estates and JSA state the following:

1. The Public Service Commission of Kentucky has jurisdiction over this application under KRS 278.020(6).
2. Joanne Estates intends to transfer and JSA intends to accept the Collection Systems in accordance with a Transfer Agreement between JSA and Joann Estates dated July 30, 2018 (the "Transfer Agreement"). A copy of the Transfer Agreement is attached hereto as Exhibit "A" and incorporated herein.

3. Joann Estates Utilities, Inc. is one of the two joint applicants herein. Joann Estates states as follows:

- Its mailing address is 6500 Old Highway 60 West, Paducah, Kentucky 42001.
- Its electronic mail address is waidbrian@gmail.com.
- It is incorporated in the Commonwealth of Kentucky.
- It was incorporated in the Commonwealth of Kentucky on September 10, 1976;
- It is in good standing in the Commonwealth of Kentucky, which is its state of incorporation.
- It provides wastewater collection and treatment services to the Wilmington Chiles, Joann Estates and Timberland subdivisions in McCracken County, Kentucky as authorized by the Public Service Commission of Kentucky.
- A copy of its Articles of Incorporation and Bylaws are attached hereto as Exhibit "B".
- A copy of the Resolution of Joann Estates authorizing the transfer of the Collection Systems under the Transfer Agreement and the filing of this application is attached hereto as Exhibit "C".
- Joann Estates does not hold any customer deposits for customers located in the Wilmington Chiles and Joann Estates subdivisions.
- Joann Estates has no appraisals of the Collection Systems.
- Joann Estates receives no ad valorem tax bill for the Collection Systems.
- A copy of the written communications between Joann Estates and the Kentucky Division of Water regarding this matter is attached hereto as Exhibit "D".
- Joann Estates shall retain ownership and maintenance responsibility for the lagoons associated with the Collection Systems. Joann Estates shall close and decommission

the treatment plants associated with the Collection Systems. Joann Estates intends to request that JSA assist in the closure and decommissioning of the treatment plants by draining off the top from the mechanical portions of the treatment plants.

4. Paducah-McCracken County Joint Sewer Agency is the other joint applicant herein. JSA states as follows:

- Its mailing address is 621 Northview Street, Paducah, Kentucky 42001.
- Its electronic mailing address is jhodges@jointsewer.com.
- It is a joint sewer agency established under KRS 76.231 on July 1, 1999 by identical enacting ordinances of the City of Paducah, Kentucky and McCracken County, Kentucky.
- Copies of such enacting ordinances are of record in Public Service Commission of Kentucky Case Number 2013-00333.
- John Hodges is Executive Director of JSA and has been authorized to execute this Joint Application on behalf of JSA.
- A copy of the Resolution and Minutes of JSA authorizing the receipt of the Collection Systems under the Transfer Agreement and the filing of this application is attached hereto as Exhibit "E".
- JSA's current schedule of rates is attached hereto as Exhibit "F".
- JSA will charge the residents of the Wilmington Chiles and Joann Estates subdivisions in accordance with its schedule of rates generally applicable to its customers.
- JSA's regional facility plan has not changed since submitted in Public Service Commission of Kentucky Case Number 2013-00013.

- To the knowledge of its Executive Director, JSA is not subject to any legal actions except *Commonwealth of Kentucky, Environmental and Public Protection Cabinet v. Paducah McCracken County Joint Sewer Agency*, Franklin Circuit Court, Civil Action No. 07-CI-1252. The parties continue to work under a Consent Decree entered on August 16, 2007 to address combined stormwater and sanitary sewer overflows under federal and state guidelines.
- JSA has received the following notices of violation since Public Service Commission of Kentucky Case Number 2013-00333:
 - Paducah Permit #KY0022799
 - 3/1/17: elevated effluent total residual chlorine which was rescinded by KY DOW 4/5/17 after discovery that total residual chlorine was not elevated.
 - Reidland Permit #KY0025810
 - 6/20/18: failing to report portions of the Discharge Monitoring Report for December 2017. JSA responded that the report contained the information, but the lab submitted it under a different parameter synonym than the report recognized. This was corrected and resubmitted prior to the notice of violation.
 - Woodlawn Permit #KY0025828
 - 1/13/15: elevated BOD loadings in effluent, resolved 1/13/15;
 - 7/11/16: elevated BOD loadings in effluent, resolved 8/11/16; and
 - 7/18/18: elevated BOD loadings in effluent, elevated TSS and pH. No response was necessary. The Woodlawn permit is for a complete biological

process (or facultative) lagoon. There are no mechanical processes involved and the lagoon is 100% nature dependent.

- JSA plans to arrange for the construction of connection facilities to connect the Collection Systems to JSA's system. JSA expects the cost of such connection to exceed \$350,000.00. JSA expects to obtain a grant to offset some of that expense.
- To the knowledge of its Executive Director, JSA has communicated verbally but not in writing with the Kentucky Division of Water regarding transfer of the Collection Systems.

5. JSA has the, "financial, technical, and managerial abilities to provide reasonable service" as required by KRS 278.020(5). As evidence thereof, JSA states:

- JSA currently provides wastewater collection and treatment services to customers in the City of Paducah and McCracken County.
- JSA's wastewater collection and treatment system includes the following:
 - 385 miles of gravity sanitary sewer,
 - 41 miles of combined storm and sanitary sewer,
 - 58 miles of sanitary sewer force main,
 - 6,400 manholes,
 - 30,000 sanitary laterals,
 - Paducah Wastewater Treatment Plant – 9 million gallon per day capacity,
 - Reidland Wastewater Treatment Plant – 1 million gallon per day capacity, and
 - Woodlawn Wastewater Treatment Facility – 0.900 million gallon per day capacity.

- JSA's Audited Financial Statements for fiscal years 2016 and 2017 are attached hereto as Exhibit "G."
- The following are the name and class of JSA employees certified by the Kentucky Energy and Environmental Cabinet:

Wastewater Treatment Plant Operator:

- Class I – Danny Knox and Mitch Jameson;
- Class II – Dennis Rednour, Lynn Arant, Mike Grimm;
- Class III – Todd Teas, Zach Roach, Bobby Scott; and
- Class IV – Kevin Bailey and Chris Hatton.

Wastewater Collection System Operator:

- Class III – Jamie McKinney and Ethan Hays;
- Class IV – Mitch Jameson.

6. It is necessary to encourage the regionalization and consolidation of wastewater systems. See KRS 224A.300(1).

7. The transfer of the Collection Systems has been approved by JSA and Joann Estates and is otherwise in accordance with law.

8. The transfer of the Collection Systems is for the proper purpose of consolidating under JSA wastewater collection and treatment systems in McCracken County, Kentucky.

9. The public interest is served by the transfer in that the residents of Wilmington Chiles and Joann Estates subdivisions will benefit from JSA's greater revenue base and additional technical expertise and equipment.


WHEREFORE, Joann Estates and JSA respectfully request that the Public Service Commission of Kentucky:

- a. Approve the transfer of the Collection Systems from Joann Estates to JSA under KRS 278.020(6);
- b. Find that JSA has the financial, technical, and managerial abilities to provide reasonable service to the customers of Joann Estates;
- c. Determine that the transfer of the Collection Systems from Joann Estates to JSA is in accordance with law, is for a proper purpose, and is consistent with the public interest; and
- d. Provide Joann Estates and JSA such other relief as they may appear to be entitled.

Respectfully submitted,

KEULER, KELLY, HUTCHINS,
BLANKENSHIP & SIGLER, LLP
100 SOUTH 4TH STREET, SUITE 400
PADUCAH, KY 42001
Telephone: (270) 448-8888
Facsimile: (270) 448-0998

By:


Robert W. Goff
rgoff@kkhblaw.com

ATTORNEYS FOR JSA AND JOANN ESTATES WITH
RESPECT TO THIS APPLICATION

JOANN ESTATES UTILITIES, INC.

By: Brian Waid
Brian Waid, President

VERIFICATION

The undersigned states that he has read the foregoing and that the same is true to the best of his knowledge, information and belief.

Brian Waid
Brian Waid, President

STATE OF KENTUCKY)

COUNTY OF MCCRACKEN)

The foregoing instrument was acknowledged before me this 3rd day of October, 2018 by Braid Waid, President of Joann Estates Utilities, Inc.

My commission expires: April 14, 2022

Salvador A. Kelly 598755
Notary Public, State at Large

PADUCAH-McCRACKEN COUNTY JOINT
SEWER AGENCY

By: 
John Hodges, Executive Director

VERIFICATION

The undersigned states that he has read the foregoing and that the same is true to the best of his knowledge, information and belief.


John Hodges, Executive Director

STATE OF KENTUCKY)

COUNTY OF MCCRACKEN)

The foregoing instrument was acknowledged before me this 1st day of October, 2018 by John Hodges, Executive Director of Paducah-McCracken County Joint Sewer Agency.

My commission expires: April 14, 2022

 598755
Notary Public, State at Large

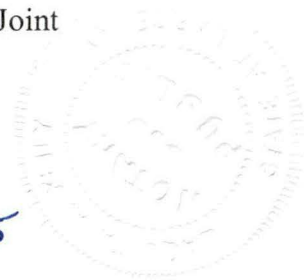


EXHIBIT A
Transfer Agreement

TRANSFER AGREEMENT

THIS TRANSFER AGREEMENT made and entered into this 30 day of JULY, 2018, by and between PADUCAH MCCrackEN COUNTY JOINT SEWER AGENCY ("JSA") and JOANN ESTATES UTILITIES, INC., ("Joann Estates").

WITNESSETH:

WHEREAS, Joann Estates desires to transfer the wastewater collection facilities for Joann Estates and Wilmington Chiles subdivisions in McCracken County, Kentucky to JSA and JSA has agreed to accept such facilities in accordance with the terms and conditions of this agreement.

NOW, THEREFORE, for valuable consideration, the legal adequacy and sufficiency of which is hereby acknowledged by all parties, the parties do covenant and agree as follows:

1. TRANSFER AND ACCEPTANCE.

1.1 Description of Agreement. Subject to the terms and conditions of this Agreement, Joann Estates shall sell and transfer unto JSA and JSA shall purchase and receive from Joann Estates, the wastewater collection facilities and equipment (the "Facilities") serving the Joann Estates and Wilmington Chiles subdivisions of McCracken County, Kentucky, including the sanitary sewer lines, force mains, equipment, structures, easements, permits and licenses used to collect and transport wastewater in the Joann Estates and Wilmington Chiles subdivisions, with all appurtenances and rights and privileges arising therefrom or relating thereto (the "Assets"), but specifically excluding the package treatment plant, the lagoon property, any accounts receivable, any customer deposits, and any contracts, contract obligations, responsibilities or liabilities of Joann Estates, none of which are assumed or shall be assumed by JSA.

1.2 Title to be Delivered. Joann Estates shall transfer marketable fee simple title to the Assets to JSA. The Assets shall not be subject to any lien or adverse interest of another except as may be acceptable to JSA. JSA may have a title examination performed on the Assets at its cost.

1.3 Documents of Transfer. Joann Estates shall execute all documents of transfer, including appropriate and recordable deeds of conveyance and bills of sale. All documents of transfer shall be duly authorized by appropriate resolution of Joann Estates.

2. REPRESENTATIONS AND WARRANTIES OF JOANN ESTATES.

2.1 Organization and Authority. Joann Estates represents and warrants to JSA that Joann Estates is a duly organized and legal corporation in existence under laws of the Commonwealth of Kentucky and has absolute authority to execute and deliver the documents regarding the transactions contemplated by this Agreement.

2.2 Merchantable Title. Joann Estates represents and warrants to JSA that it has full and complete merchantable title to its real and personal properties. JSA may waive any defect at its option.

2.3 Condition of Facilities and Operations. Joann Estates represents and warrants to JSA that Joanne Estates' facilities and operations have been and are in compliance with all federal, state, and local

law, as well as any permits issued by the Kentucky Departments for Environmental Protection, Division of Water, with the exception of those violations identified on Schedule 2.3 attached hereto.

2.4 Adverse Proceeding. Joann Estates represents and warrants to JSA that Joann Estates' is not presently a party to any judicial or administrative proceeding, nor has it knowledge of any threatened or imminent judicial or administrative proceeding.

3. OBLIGATIONS OF JOANN ESTATES PRIOR TO CLOSING.

3.1 Obligations to Continue Management of Facilities. From and after the date of the execution of this Agreement to date of closing, Joann Estates shall continue the management, operation, and maintenance of the Assets in a sound and reasonable manner and in accordance with wastewater collection and treatment best practices. Additionally, Joann Estates shall continue to collect its charges from its customers in the usual and customary manner and shall maintain good operating and accounting records.

3.2 Prohibition Against Further Liability and Expenditures. From and after the date of the execution of this Agreement to date of closing, Joann Estates shall not incur any additional liability or debt nor make any expenditure of funds unless such liability, debt, or expenditure is in the ordinary course of business and reasonably necessary to the continued operations of Joann Estates, or Joann Estates' compliance with its obligations.

3.3 Information to be Disclosed to JSA. Joann Estates shall provide to JSA full and complete access to all and copies of files related to the Assets, records, documents, discharge monitoring reports, maps and writings, and JSA may request that Joann Estates personnel be available to JSA to be interviewed about operational matters, or otherwise provide information regarding the operation of the Assets.

3.4 Access to Real and Personal Property. Joann Estates shall provide to JSA full and complete access to the real and personal properties pertaining to the Assets. JSA shall have the right to fully inspect same, and perform any test or study as relates to same. Joann Estates shall identify to JSA any known defects or needs of imminent repair or replacement regarding any of the Assets. Additionally, Joann Estates shall identify and provide to JSA any manufacturer's warranties, documents of purchase, service agreements or other written representations as relate to any of the Assets.

3.5 Approvals. Following the execution of this Agreement the parties shall file a joint petition with the Kentucky Public Service Commission seeking the approval of the transfer contemplated in this agreement. JSA shall pay the normal and customary attorney's fees and costs associated with the preparation and prosecution of such petition. Joann Estates shall pay the attorney's fees and costs associated with providing any post approval reports to the Kentucky Public Service Commission. Additionally, JSA may initiate at its cost, and Joann Estates shall cooperate in, the appropriate proceedings before any state or federal agencies for the consent and approval of the transactions contemplated by this Agreement.

4. OBLIGATIONS OF JSA PRIOR TO CLOSING.

4.1 Investigation. From and after the date of execution of this Agreement, JSA may immediately commence its due diligence and inspection of the Assets, including the physical assets and all documents and records relating to the Assets, and of the document and records relating to the financial

worth and condition of Joann Estates. JSA may employ, at its expense, any engineer, accountant, attorney, or any other expert to perform any part of the investigation and inspection to be performed by JSA.

4.2 Approvals. Following the execution of this Agreement the parties shall file a joint petition with the Kentucky Public Service Commission seeking the approval of the transfer contemplated in this agreement. JSA shall pay the normal and customary attorney's fees and costs associated with the preparation and prosecution of such petition. Additionally, JSA may initiate at its cost, and Joann Estates shall cooperate in, the appropriate proceedings before any state or federal agencies for the consent and approval of the transactions contemplated by this Agreement.

4.3 Documents of Transfer. JSA shall bear the cost of the preparation of all documents of transfer, including any deeds of conveyance and bills of sale which shall be available for inspection by Joann Estates prior to the time of closing.

5. CONDITIONS PRECEDENT TO TRANSFER AND ACCEPTANCE.

5.1 Conditions Precedent. Notwithstanding the foregoing transfer and acceptance, this sale and transfer and purchase and acceptance shall be subject to the following conditions precedent:

5.1.1 Title to the real and personal property transferred herein shall be marketable fee simple title free and clear of all liens or adverse interests except those acceptable to JSA;

5.1.2 The transfer and assignment shall be fully and finally approved by applicable state and federal agencies, specifically including the Kentucky Public Service Commission;

5.1.3 The assets to be received or accepted by JSA as provided for herein are acceptable to JSA at its sole and absolute discretion

5.1.4 The Assets to be transferred herein shall be in a working and operable condition and good state of repair;

5.1.5 All other representations and warranties of Joann Estates to JSA have been fully satisfied and complied with; and

5.2 Satisfaction of Conditions Precedent. On the date of closing, the conditions precedent shall be fully satisfied and complied with. In the event any one of the aforesaid conditions precedent is not fully satisfied and complied with, JSA, at its option, may terminate this Agreement, and upon such termination, the Agreement shall be of no further legal force and effect. Upon such termination, the Joann Estates shall not be liable to JSA in any manner whatsoever.

6. CLOSING.

6.1 Date and Place of Closing. Upon JSA's determination that all conditions precedent have been fully satisfied and complied with, JSA shall give written notice of such fact to Joann Estates. Closing shall take place as soon as practicable following the date of said notice, but in no event shall it be more than 30 days from notice.

6.2 Documents of Transfer. At the time of closing, Joann Estates shall tender to JSA properly executed documents of transfer including appropriate resolutions of Joann Estates authorizing the transfer and appropriate deeds of conveyance and bills of sale. Additionally, at the time of transfer, Joann Estates shall tender to JSA all records and documents related to the Assets including, but not limited to customer accounts and files, engineering plans, financial statements, audits, easements, contracts with customers, etc.

6.3 Notice of Closing to Joann Estates Customers. In the event there is any requirement that notification of final transfer of Joann Estates' assets and property be given to the customers of Joann Estates by order of the Kentucky Public Service Commission or otherwise, Joann Estates agrees to provide such notification at its cost and expense.

7. OBLIGATIONS OF JOANN ESTATES' SUBSEQUENT TO CLOSING.

Immediately subsequent to closing, Joann Estates shall utilize its best efforts to assist JSA in transferring the customer accounts and files to JSA and to otherwise cooperate and assist JSA to finalize the transfer of property and the assumption of operation of the Assets by JSA. Joann Estates shall not do any act or omit to perform any act which is adverse or inimical to this Agreement.

8. POST-CLOSING OBLIGATIONS OF JSA.

From and after closing, JSA shall assume full control of the operation of the Assets and provide wastewater collection and treatment services to the Joann Estates and Wilmington Chiles subdivisions of McCracken County, Kentucky in accordance with its policies and procedures, as amended from time to time.

9. MISCELLANEOUS.

9.1 Entire Agreement. This Agreement represents the entire agreement by and between the parties hereto, and all prior promises, representations, covenants and understandings are fully merged herein. There are no other promises, terms, conditions, or obligations other than those specifically contained herein.

9.2 Captions. The captions appearing in this Agreement have been asserted for the purpose of convenience and ready reference. They do not purport to, and shall not be deemed to, define, limit, or extend the scope or intent of the clauses to which they pertain.

9.3 Applicable Law-Venue. It is mutually understood and agreed that this Agreement shall be governed by the laws of the Commonwealth of Kentucky as to both interpretation and performance. The venue of any legal action relating to this Agreement or the transactions contemplated herein shall be in the court of appropriate jurisdiction in McCracken County, Kentucky or the U.S. District Court for the Western District of Kentucky, Paducah Division.

9.4 Binding Effect. This Agreement shall bind and inure to the benefit of the parties hereto, and each of their respective successors and assigns.

9.5 Assignment. This Agreement, any interest herein, or any claim arising hereunder, shall not be transferred by either party without the prior written consent of the other party. Any such assignment shall be void.

9.6 Notices. Notice to JSA and Joann Estates shall be given at the following addresses:

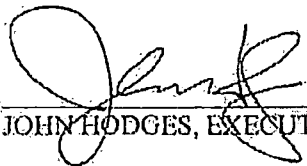
JOANN ESTATES: 6500 Highway 60 West
Paducah, Kentucky 42001

JSA: 621 Northview Street
Paducah, Kentucky 42001

9.7 Severability. The parties agree that if a court of competent jurisdiction holds any one or more of the paragraphs or subparagraphs of this Agreement to be invalid or ineffective for any reason, any such paragraph or subparagraph will be deemed separate from the remainder of this Agreement and will not affect the validity and enforceability of the remaining provisions.

IN WITNESS WHEREOF, the parties hereto have set their hands on the date first above written.

PADUCAH MCCracken COUNTY JOINT SEWER AGENCY

By: 
JOHN HODGES, EXECUTIVE DIRECTOR

JOANN ESTATES UTILITIES, INC.

By: 
BRIAN WAID, PRESIDENT

STATE OF KENTUCKY)
COUNTY OF McCracken)

Subscribed and sworn to before me this 30th day of July, 2018, by John Hodges,
Executive Director, on behalf of Paducah McCracken County Joint Sewer Agency, on behalf of said entity.

My commission expires: April 14, 2022

Salvita Ann Kelly
NOTARY PUBLIC, STATE AT LARGE

Notary ID# 598755

STATE OF KENTUCKY)
COUNTY OF McCracken)

Subscribed and sworn to before me this 25th day of April, 2018, by Brian Waid,
President of Joann Estates Utilities, Inc., on behalf of said entity.

My commission expires: April 14, 2022

Salvita Ann Kelly
NOTARY PUBLIC, STATE AT LARGE

Notary ID# 598755

EXHIBIT B
Joann Estates
Articles of Incorporation
and
Bylaws



**Alison Lundergan Grimes
Secretary of State**

Certificate

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

JOANN ESTATES UTILITIES, INC. FILED SEPTEMBER 10, 1976.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 13th day of March, 2018.



Alison Lundergan Grimes

Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky

rpacheco - Certificate ID: 200161

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

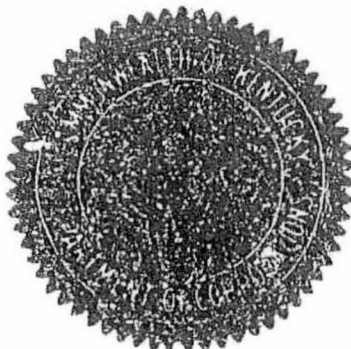
JOANN ESTATES UTILITIES, INC.

whose initial agent for process is BILLY GENE WAID

ROUTE NO. 2

and whose address is PADUCAH, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of
State, at Frankfort, Kentucky, this 10th
day of SEPTEMBER, 1976.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

SEP 10 1976

Shirley Davis
SECRETARY OF STATE
Sh

ARTICLES OF INCORPORATION

For the

JOANN ESTATES UTILITIES, INC.

SECRETARY OF STATE
SEP 10 1976
CL 25
JOANN ESTATES UTILITIES, INC.
FRANKFORT, KENTUCKY

321.12

The corporation is hereby organized under the laws of the State of Kentucky, to be known as "Joann Estates Utilities, Inc."

II

The duration of the corporation shall be perpetual.

III

The purpose of the corporation shall be to purchase, lease, build, lay, construct, alter, maintain and operate a sanitary sewage treatment plant, with a connecting collection system, to be located in McCracken County, Kentucky, providing for hire, sanitary sewage facilities, primarily, for the real estate development known as Joann Estates Subdivision, Phase I, and additions and additional phases thereof and thereto, and then, such other adjacent property as may be, from time to time, feasible; to purchase, lease and secure such real estate, easements and other grants for the plant site and the connecting collection system as may be necessary to effect the proper operation of such plant; to sell, lease or give tapping rights to the connecting collection system of said treatment plant to such landowners in said subdivision and additions thereto and those of adjacent property, when feasible, wishing to purchase said tapping rights; to lease, for a monthly service charge, the treatment facilities of said plant to those landowners who have acquired said tapping rights; to sell, transfer and convey the sanitary sewage treatment

WILLIAM B. BYRD
ATTORNEY AT LAW
1014 CITIZENS BANK BUILDING
PADUCAH, KENTUCKY 42001

plant and connecting system to any governmental unit or agency that will assume the operation of said system, and to do all things and to transact any and all lawful business for which corporations may be incorporated under the laws of Kentucky.

IV

The authorized stock of this corporation shall consist of 2000 shares of stock of no par value, with each having equal voting rights.

V

The address of the initial registered office of this corporation in the State of Kentucky shall be Route No. 2, Paducah, Kentucky 42001. The initial registered agent of this corporation shall be Billy Gene Waid, whose address is Route No. 2, Paducah, Kentucky 42001.

VI

The number of directors constituting the initial Board of Directors shall be one (1) director, and Billy Gene Waid, whose address is Route No. 2, Paducah, Kentucky 42001, shall serve as the director until the first annual meeting of stockholders or until his successor be elected and qualified. The membership of the Board of Directors may be increased at any meeting of stockholders.

VII

The name and address of each incorporator is:

Billy Gene Waid
Route No. 2
Paducah, Kentucky 42001

Joann Waid
Route No. 2
Paducah, Kentucky 42001

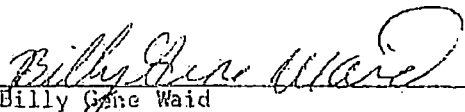
VIII

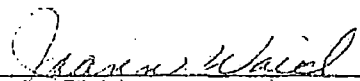
The authority to make by-laws shall be vested in the Board of Directors and may be exercised by affirmative vote of a majority of the duly elected directors, subject only to the power of the stockholders to change or repeal such by-laws by an affirmative vote of the majority of the stockholders.

IX

The officers shall consist of a president, vice president, a secretary, and a treasurer, and such other officers as may be provided by the by-laws, from time to time, and all officers shall serve for such term as the by-laws may provide. Any two offices may be held by the same person, except that the offices of president and secretary may not be held by the same person. The officers of the corporation shall exercise such powers as may be vested in them from time to time by the by-laws and by the Board of Directors. The officers of the corporation shall be elected by the Board of Directors until and unless a different provision is made for their election by the affirmative vote of a majority of the stockholders.

IN TESTIMONY WHEREOF, witness the signature of Billy Gene Waid and Joann Waid on this 9th day of September 1976.


Billy Gene Waid


Joann Waid

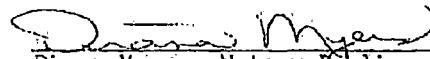
STATE OF KENTUCKY
COUNTY OF McCRACKEN

I, Diana Myers, a Notary Public within and for the state and county aforesaid, do hereby certify that the foregoing Articles of Incorporation

were this day produced before me by Billy Gene Waid and Joann Waid and the same were acknowledged by them to be their act and deed.

My commission expires on the 22nd day of January 1978.

Witness my hand and seal of office on this the 9th day of September 1976.


Diana Myers, Notary Public
State of Kentucky at Large

The foregoing instrument was
prepared by:

WILLIAM B BYRD
Attorney At Law
Paducah, Kentucky

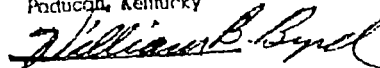


EXHIBIT C

Joann Estates Resolution

Authorizing

Transfer Agreement

**COMPANY RESOLUTION
OF JOANN ESTATES UTILITIES, INC.**

The undersigned, being all the directors of Joann Estates Utilities, a Kentucky Corporation, (the "Corporation"), having waived notice of meeting and all other formal prerequisites and formalities as may be required in the Articles of Incorporation, Bylaws, or by law, do hereby adopt the following resolution to-wit:

WHEREAS, it is the opinion of the directors and shareholders of the Corporation that it would be beneficial to the Corporation for the Corporation to enter into the attached Transfer Agreement by and between the Corporation and Paducah-McCracken County Joint Sewer Agency ("JSA") for the purchase and sale of the collection systems of Joann Estates and Wilmington Chiles subdivisions ("Collection Systems").

NOW THEREFORE, the directors and shareholders of the Corporation do hereby adopt the following resolutions:

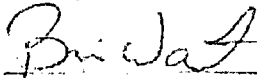
RESOLVED, that Brian Waid, as President of the Corporation, is authorized to execute the attached Transfer Agreement by and between the Corporation and JSA for the purchase and sale of the Collection Systems and consummate any transaction contemplated therein, all of which are hereby ratified.

FURTHER RESOLVED, that Brian Waid shall be authorized to act on behalf of the Corporation with respect to the Collection Systems.

FURTHER RESOLVED, that this Resolution may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument. A party's facsimile or electronic transmission of such party's signature on the execution page to this Resolution shall be deemed by such party's original signature.

FURTHER RESOLVED, Brian Waid, as President of Joann Estates, is hereby authorized to enter into and execute and all documents necessary to consummate the transfer of the Collection Systems to JSA, including but not limited to the Transfer Agreement, any deed(s) and the application and other documents to be filed with the Kentucky Public Service Commission.

This Resolution adopted this 24 day of May, 2018.



Brian Waid, President

EXHIBIT D

Communication Between

JSA and Kentucky Division

Of Water

Rob Goff

From: Brian Waid <waidbrian@gmail.com>
Sent: Monday, May 21, 2018 2:40 PM
To: Rob Goff
Subject: Lagoon closer plan

Here is email about lagoons

Brian Waid

From: "Becker, Jory (EEC)" <jory.becker@ky.gov>
Date: Tuesday, November 1, 2016 at 1:10 PM
To: Brian Waid <waidbrian@gmail.com>
Cc: "Goode, Greg (EEC)" <Greg.Goode@ky.gov>
Subject: Closure Plan

Brian,

As discussed, just need a simple closure plan for the WWTPs. Basically what you will be doing to close the lagoons. Division of Waste Management has already been consulted and you can close them with the solids in-place. Let me know if I can help further.

Sincerely,

Jory

Jory M. Becker, P.E.

Environmental Engineering Branch Manager

Water Infrastructure Branch

Kentucky Division of Water

(502) 782-6887

EXHIBIT E

JSA Resolution and Meeting Minutes

Authorizing Transfer

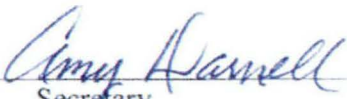
Agreement

**RESOLUTION OF BOARD OF COMMISSIONERS
OF
PADUCAH MCCRACKEN COUNTY JOINT SEWER AGENCY**

February 22, 2018

BE IT RESOLVED, that the Paducah McCracken County Joint Sewer Agency shall move forward and consider the potential merger or acquisition of the Joann Estates and Wilmington Chiles waste water collection systems from Joann Estates Utilities, Inc. In furtherance of said merger or acquisition, the Board of Directors of JSA authorize, empower and direct John Hodges, as Executive Director of JSA, to take any steps necessary to begin said possible merger or acquisition, including the negotiation of a definitive agreement with Joann Estates Utilities, Inc. regarding the same, said agreement to be presented to the Board for final approval.

IT IS HEREBY CERTIFIED, that the foregoing Resolution was duly authorized by the Board of Directors of the JSA on February 22, 2018, and that the foregoing resolution is a true and accurate statement of the resolution so adopted.

By 
Secretary

Dated: February 22, 2018

**PADUCAH-McCRACKEN JOINT SEWER AGENCY
BOARD MEETING MINUTES
APRIL 26, 2018**

A meeting of the Board of Directors of the Joint Sewer Agency was held on April 26, 2018 at 5:00 p.m. at the JSA Meeting Facility, 700 Northview Street. The Chairman, Justin Hancock, and the Secretary were present.

Attending:

Board of Directors – Justin Hancock, Debbie Stone, Susan Carr, Jerry Beyer, Jason Coltharp, Sarah Holland

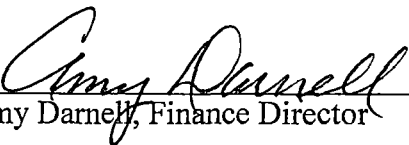
JSA personnel – John Hodges, Josh Webb, Amy Darnell

1. The meeting was opened with the Pledge of Allegiance to the flag.
2. **Jerry moved to approve the minutes from the March 22nd board meeting. The motion was seconded. The board voted 4 – 0 to approve the minutes as presented (Sarah and Jason had not arrived).**
3. John asked the board about their preference related to extending Williams, Williams, and Lentz to a fourth year for providing the annual audit. John noted Kemper was extended a fourth year when they had the contract. If the contract was extended with the fee adjusted by the March CPI-U, the total fee for the FY 18 audit would be \$13,568.00. **Susan moved to extend WWL a fourth year, adjusting the rate by the March CPI-U. The motion was seconded. The vote was 4 – 0.**
4. John presented the board with an open records policy for the board's review and approval. **Jerry moved to approve the open records policy as presented. The motion was seconded. The vote was 5 – 0 (Sarah arrived by this point).**
5. John presented the board with the FY 19 salary pool adjustment. John mentioned that while the salary pool is proposed to remain the same as FY 18, that the average salary adjustment is proposed for 2.5%, due to retirements and hiring newer folks at lower salaries. **Debbie moved to approve the salary pool adjustment as presented. The motion was seconded. The vote was 5 – 0.**
6. John presented the bid tabulation for the Calendar Year 2018 Rehabilitation Contract, and recommended award to the low bidder, Layne Inliner, LLC, for \$902,159.50. **Jerry moved to award the Calendar Year 2018 Rehabilitation Contract to Layne Inliner LLC for \$902,159.50. The motion was seconded. The vote was 5 – 0.**


7. John presented the bid tabulation for the Paducah WWTP Electrical Improvements project, and recommended award to the low bidder, Mott Electric, LLC for \$256,500.00. **Debbie moved to award the Paducah WWTP Electrical Improvements project for \$256,500.00 to Mott Electric, LLC for \$256,500.00. The motion was seconded. The vote was 5 – 0.**
8. John presented the transfer agreement for the Waid Package Plant removal project. John mentioned the project is to go before the KIA board for approval on May 8th. **Susan moved to approve the transfer agreement as presented. The motion was seconded. The vote was 5 – 0.**
9. John mentioned that Harrison Street Pump Station level controls malfunctioned over the weekend and needed replacement. He further discussed replacing the sole GE Fanuc PLC unit operating the station. The unit is around 18 years old, and was slated for replacement in a year or two, but with the necessary programming to get the new level controls to talk with the telemetry, John requested the board approve replacing the GE Fanuc now and putting the reprogramming costs toward the actual replacement of the unit. John presented the quote of \$19,850 and sole source justification for Rick's Electric. **Sarah moved to approve the quote and sole source justification as presented. The motion was seconded. The vote was 5 – 0.**
10. The board reviewed the board survey questionnaire from the City of Paducah and gave input on answers for submission.
11. The board reviewed the overflow summary report (Jason arrived at this point).
12. The board reviewed the Financial Reports for February and March.
13. The board reviewed the Investment Summary for March.
14. The board reviewed the Disbursements over \$10,000 and Check History for March.
15. The board reviewed the credit card statements and expense reports (none) for March.
16. The board reviewed the Connection Fees Report for March.
17. **Sarah moved to enter executive session at 5:52 p.m. for discussion or hearings which might lead to the appointment, discipline, or dismissal of an individual, employee, member, or student without restricting that employee's, member's, or student's right to a public hearing if requested. The motion was seconded. The vote was 6 – 0.**
18. **Jerry moved to exit executive session at 6:07 p.m. The motion was seconded. The vote was 6 – 0.**

19. **Jerry moved to adjourn the meeting at 6:08 p.m. The motion was seconded. The vote was 6 – 0.**

Respectfully Submitted:



Amy Darnell, Finance Director



Justin Hancock, Chairman

EXHIBIT F
JSA Rate Schedule

Schedule Of Rates And Charges

A. WASTEWATER USER CHARGES

From and after July 1, 2017, the following rates shall apply:

\$5.83 per 1,000 gallons of water usage with 3,000 gallons minimum

After July 1, 2017, the JSA may adjust the listed rates in accordance with the consumer price index for all urban consumers ("CPI-U").

Available Downloads

- ☒ Service Area Map
- ☒ Certificate of Completion
- ☒ JSA Agreement and Waiver

B. INDUSTRIAL SURCHARGE

Permits are issued to certain industries that produce wastewater of an unusual content or an abnormally high strength. Industries that qualify, as determined by JSA, will pay a permit fee of \$900 every three years.

Additional surcharge rates shall apply to each user of the treatment system that has received permission from JSA to contribute excessive strength wastewater to the sewer system.

For the treatment of biological oxygen demand ("BOD") waste in a concentration exceeding 300 mg/l, an additional surcharge will be imposed as follows:

- From and after July 1, 2017, a surcharge of \$0.23 per pound of BOD.

For the treatment of waste containing total suspended solids ("TSS") in a concentration exceeding 350 mg/l, a surcharge will be imposed as follows:

- From and after July 1, 2017, a surcharge of \$0.24 per pound of TSS.

For the treatment of ammonia as nitrogen ("NH3-N") waste in a concentration exceeding 25 mg/l, an additional surcharge will be imposed as follows:

- From and after July 1, 2016, a surcharge of \$0.59 per pound of NH₃-N.

For the treatment of oil and grease ("Oil & Grease") waste in a concentration exceeding 100 mg/l, an additional surcharge will be imposed as follows:

- From and after July 1, 2016, a surcharge of \$0.35 per pound of Oil & Grease.

After July 1, 2017, the JSA may adjust these rates in accordance with the consumer price index for all urban consumers ("CPI-U").

C. HAULED WASTE

The JSA shall assess a fee for the treatment and proper disposal of acceptable waste that is generated within McCracken County and hauled to the Paducah Wastewater Treatment Plant. The following rates will apply for the disposal of hauled waste:

From and after July 1, 2017, the charge will be \$44.00 per 1,000 gallons of hauled waste.

After July 1, 2017, the JSA may adjust these rates in accordance with the consumer price index for all urban consumers ("CPI-U").

JSA shall assess a fee for the treatment and proper disposal of acceptable waste that is generated outside of McCracken County and hauled to the Paducah Wastewater Treatment Plant. The fee for treatment and disposal of acceptable waste generated outside McCracken County shall be exactly double the fee charged for waste generated in McCracken County.

Qualified haulers will also pay an annual fee for a disposal permit in the amount of \$300.

D. OTHER FEES

i. TAP-ON FEE

This is a fee assessed to recover the costs of constructing core facilities and appurtenances which make sewer service available. This fee would be due from every new customer that connects to the system. The fee is \$1,950 per Equivalent Residential Unit (ERU).

ii. CAPACITY FEE

This fee is a charge to all new customers connecting to the JSA sanitary sewer system, and represents the purchase of their share of capacity. This fee would be due from every new customer that connects to the system. The fee is \$350 per Equivalent Residential Unit (ERU).

iii. LATERAL CONNECTION FEE

EXHIBIT G
JSA Audited
2016-2017
Financial Statements

**PADUCAH MCCRACKEN JOINT SEWER AGENCY
PADUCAH, KENTUCKY**

**FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016**

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Independent Auditor's 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>	27-28



WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III	Mark A. Thomas
Sue Cronch-Greenwell	Ashley C. Grooms
Roger G. Harris	Kelly D. Scruggs
Michael F. Karnes	Benjamin D. Teer

Independent Auditor's Report

Board of Directors
Paducah McCracken Joint Sewer Agency
Paducah, Kentucky

We have audited the accompanying financial statements of the business-type activities of Paducah McCracken Joint Sewer Agency as of and for the years ended June 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprise the Agency'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 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 auditor's 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 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 financial position of the business-type activities of the Paducah McCracken Joint Sewer Agency, as of June 30, 2017 and 2016, and the respective changes in its 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 Matters

Required Supplementary Information

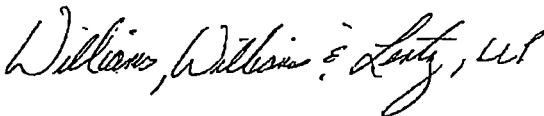
Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 3 through 8 and schedules of employer's proportionate share of the net pension liability and employer contributions information on pages 24 and 25 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Paducah McCracken Joint Sewer Agency's basic financial statements. The budgetary comparison information on page 26 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. The budgetary comparison information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the budgetary comparison information is fairly stated in all material respects in relation to the 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 October 26, 2017, on our consideration of the Paducah McCracken Joint Sewer Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Paducah McCracken County Joint Sewer Agency's internal control over financial reporting and compliance.



Paducah, Kentucky
October 26, 2017



WILLIAMS
WILLIAMS
& LENTZ

REQUIRED SUPPLEMENTAL INFORMATION



As management of the Paducah McCracken Joint Sewer Agency (JSA), we offer readers of the JSA's financial statements this narrative overview and analysis of the financial activities for the fiscal year ended June 30, 2017.

Financial Highlights

- Net capital assets increased \$271 thousand over prior FY
- Total net position increased \$607 thousand (1.1%) during the year
- Total revenues up \$819 thousand (10.5%) over FY 2016
- Debt service coverage ratio above level of compliance at 2.46 for FY 2017

Required Financial Statements

Statement of Net Position - The purpose of the Statement of Net Position is to report all of the assets held and liabilities owed by the JSA. The statement shows the JSA's level of investment in resources (assets) and the obligations to creditors (liabilities). The difference between the assets and liabilities is labeled net position and is similar to owners' equity presented by a commercial enterprise. The purpose of the JSA is not to accumulate net assets, but rather to reinvest in the infrastructure and to build sufficient reserves in the event of an emergency. In general, increases in net position indicate that the financial position of the JSA is improving over time.

Statement of Revenues, Expenses and Changes in Net Position - The purpose of this statement is to identify the revenues generated and expenses incurred by the JSA. The focus of this statement is to help the user identify the operating results of the JSA during the fiscal year. The difference between revenues and expenses is called the change in net position and is similar to net income reported by a commercial entity.

Statement of Cash Flows - The purpose of the Statement of Cash Flows is to analyze the cash receipts and disbursements made by the JSA during the fiscal year. The statement reports cash inflows and outflows resulting from three main business activities: operating, financing and investing. The statement addresses the sources and uses of cash, and the change in cash balances from the previous reporting period.

Financial Information

EXHIBIT 1: Condensed Statements of Net Position (in thousands)

	FYE 6/30/17	FYE 6/30/16	Dollar Change	Percent Change
Assets				
Current assets	\$ 13,851	\$ 13,993	\$ (142)	-1.0%
Capital assets	65,714	65,443	271	0.4%
Restricted funds	1,170	1,150	20	1.7%
Deferred charges & other	808	815	(8)	-1.0%
Total assets	<u>81,543</u>	<u>81,401</u>	<u>141</u>	0.2%
Deferred Outflows of Resources	<u>666</u>	<u>503</u>	<u>163</u>	32.4%
Liabilities & net position				
Current liabilities	2,562	2,581	(19)	-0.7%
Noncurrent liabilities	<u>23,541</u>	<u>23,854</u>	<u>(313)</u>	-1.3%
Total liabilities	<u>26,103</u>	<u>26,435</u>	<u>(332)</u>	-1.3%
Deferred Inflows of Resources	<u>68</u>	<u>36</u>	<u>32</u>	88.9%
Invested in capital assets, net	44,079	43,233	846	2.0%
Restricted	1,170	1,150	20	1.7%
Unrestricted	<u>10,789</u>	<u>11,048</u>	<u>(259)</u>	-2.3%
Total net position	<u>\$ 56,038</u>	<u>\$ 55,431</u>	<u>\$ 607</u>	1.1%

Capital Assets and Long-Term Debt Activity

Net capital assets increased by \$271 thousand during FY 2017. At the close of the current fiscal year, JSA had \$102 million in undepreciated cost of total capital assets. Capital assets may be acquired through purchase, by the completion of projects (either in-house or by contractors), or by contribution of assets to the JSA by private developers.

JSA completed and placed the Homewood Avenue Wet Weather Storage Tank in service during the period for a total of \$1.2 million, recording an additional \$510 thousand in draws against a current Kentucky Infrastructure Authority (KIA) loan during the fiscal year. Two additional overflow storage tanks were either in the planning stages or under construction as of June 30, 2017. The building of these tanks was negotiated as part of the Long Term Control Plan (LTCP) required by the Consent Judgment with the Kentucky Environmental and Public Protection Cabinet and Environmental Protection Agency. The Agency will be in search of funding options in the years to come as they complete additional LTCP projects.

The JSA continues to rebuild and rehabilitate the aging sewer infrastructure as well as extend sewers to previously unsewered and undeveloped areas of the city and county. The JSA is committed to capital investments in infrastructure assets to protect the integrity of, and enhance, the existing sewer system.

Total Liabilities and Net Position

Total liabilities decreased during FY 2017 by \$332 thousand or -1.3% over FY 2016. The decrease in notes and bonds payable from \$22.2 million to \$21.6 million was offset by the increase in JSA's net pension liability from \$2.7 million to \$3.0 million.

The JSA's total net position increased by \$607 thousand or 1.1% during FY 2017. Net capital assets less total debt increased by \$846 thousand, but were offset by the \$259 thousand decrease in unrestricted assets.

EXHIBIT 2: Condensed Statements of Revenues, Expenses and Changes in Net Position
(in thousands)

	FYE 6/30/17	FYE 6/30/16	Dollar Change	Percent Change
Revenues				
Operating revenues	\$ 7,949	\$ 7,408	\$ 541	7.3%
Non-operating revenues	<u>654</u>	<u>376</u>	<u>278</u>	73.9%
Total revenues	<u>8,603</u>	<u>7,784</u>	<u>819</u>	10.5%
Expenses				
Depreciation	2,830	2,705	125	4.6%
Operating expenses	4,748	4,447	301	6.8%
Non-operating expenses	<u>482</u>	<u>465</u>	<u>17</u>	3.7%
Total expenses	<u>8,060</u>	<u>7,617</u>	<u>443</u>	5.8%
Contributions	<u>64</u>	<u>208</u>	<u>(144)</u>	-69.2%
Change in net position	607	375	232	61.9%
Beginning net position	<u>55,431</u>	<u>55,056</u>	<u>375</u>	0.7%
Ending net position	\$ 56,038	\$ 55,431	\$ 607	1.1%

Budget

The JSA conducts its activities in accordance with a budget for operating revenues, operating expenses, and capital purchases. The JSA is required to adopt a budget annually. Through monitoring and review by the JSA Board, the Agency continuously meets its responsibility for sound financial management.

Operating revenues for FY 2017 finished \$541 thousand above the amount for the prior year. Sewer charges comprise the bulk of operating revenues and are billed based on customer water consumption. These charges came in \$180 thousand more than budgeted for FY 2017. Operating expenses came in over budget for the fiscal year finishing \$131 thousand above estimate. This is primarily due to the new pension and insurance reporting requirements mandated by GASB, which were unknown, and not reasonable to estimate, during the development of the operating budget.

JSA received almost \$64 thousand in capital contributions during the fiscal year. These contributions came in the forms of grant revenue of \$5 thousand and developer non-cash contributions of \$59 thousand.

Results of Operations

Total revenues of \$8.6 million, showed an increase of \$819 thousand or 10.5% from FY 2016. The March 1, 2016 rate increase was responsible for this growth in revenue. Total expenses increased \$443 thousand or 5.8% from FY 2016.

EXHIBIT 3: Detail of Operating Expenses (Excluding Depreciation)

Operating Expenses (in thousands)	FYE 6/30/17	FYE 6/30/16	Dollar Change	Percent Change
Salaries, wages and benefits	\$ 2,426	\$ 2,305	\$ 121	5.2%
Chemicals, testing & solids disposal	426	354	72	20.3%
Utilities	808	777	31	4.0%
Material, supplies and repairs	508	475	33	6.9%
Fleet expense	92	76	16	21.1%
Professional fees	79	67	12	17.9%
Billing, collection and bad debts	189	178	11	6.2%
All other	220	215	5	2.3%
Total	\$ 4,748	\$ 4,447	\$ 301	6.8%

Salaries, Wages and Benefits

Salaries, wages and benefits comprise the bulk of operating expenses. These expenses increased 5.2% over FY 2016. This was made up mostly of increases in salaries, wages and overtime of \$36 thousand and in increase of normal pension costs of \$28 thousand. The JSA also recorded a \$62 thousand increase in pension and health insurance expenses over the prior year due to the new reporting requirements mandated by GASB. Employees received annual wage increases during FY 2017 and 2016.

Other Operating Expenses

Chemicals, testing and solids disposal showed a \$72 thousand increase from the prior year. Chemical usage amounts and costs vary from year to year based on a variety of factors, including economic conditions and pricing, as well as certain operational parameters which vary due to odor control requirements, treatment plant flows, and the maintenance of the bacterial inventory at the wastewater treatment plants. Solids disposal costs vary primarily based on the treated flow amounts, the efficiency of the wastewater treatment plant digesters and the ability for the City of Paducah's composting facility to efficiently handle the Paducah wastewater treatment plant's fully digested sludge inventory. In times of low composting supply material (i.e. branches, leaves, sticks, etc.) or composting facility equipment breakdown, the JSA is forced to landfill sludge at higher costs. For FY 2017, JSA experienced higher costs associated with charges from the City of Paducah for composting. In addition, JSA was forced to landfill sludge at higher costs for an extended period, due to the inability of the City of Paducah to process sludge at times.

The largest component of utilities expense is electricity costs. Electricity costs vary from year to year based on flows received and pumped. For FY 2017, JSA experienced higher electrical costs associated with treatment activities. JSA has experienced slightly higher loadings at its Paducah Wastewater Treatment Plant from certain industrial dischargers, which require more electricity to provide for adequate treatment. While this is a cost increase, JSA recoups these costs through surcharges to industrial users.

Materials, supplies and repairs are ordinary and necessary costs incurred to keep the sewer utility process, as well as JSA buildings and grounds, in good working order. This account showed a \$33 thousand increase from the prior fiscal year. Repair costs for the treatment plant and lift stations were the primary cause for the increase. Repair costs vary significantly based on the type, equipment, and location of the work.

The largest component of the material, supplies and repairs category is repairs, which include collection system point repairs, pump rebuilds, and plant equipment repairs. Contract labor is sometimes used for these repairs and is charged to this category, while internal labor for repair work is expensed to salaries and wages. Expenses are categorized using the three main components of a sewer system: pipes, pumps and motors. For FY 2017, several above-average cost activities were performed to rebuild pumps, generators, and other lift station and treatment components, which account for the increase. These activities were required to maintain the equipment in good working order, and prevent total replacement costs. Repairs were made as follows:

EXHIBIT 4: Repairs by Department (in thousands)

Department	FYE 2017	FYE 2016	Dollar Change	Percent Change
Collection System (pipes)	\$ 214	\$ 216	\$ (2)	-0.9%
Lift Stations (pipes & pumps)	69	47	22	46.8%
Treatment Plants (pipes, pumps & motors)	59	38	21	55.3%
Total	<u>\$ 342</u>	<u>\$ 301</u>	<u>\$ 41</u>	13.6%

Fleet expense increased \$16 thousand, or 21.1%, over the prior fiscal year. The JSA maintains a vehicle replacement program to cull the aging fleet and attempt to minimize extensive repair costs. It is important to note JSA's fleet expense costs for FY 2017 mirror FY 2015 costs.

FY 2017 professional fees were \$12 thousand more than in FY 2016. This account consists of legal and accounting fees, as well as contractual services, containing certain engineering fees and software contractual services. Contractual services were the primary cost increase for FY 2017; however, the costs for this category were \$6 thousand below budget.

Paducah Water provides billing and collection services for the JSA. Bad debt write offs finished as expected at \$56 thousand.

All other expenses totaled \$220 thousand for FY 2017 and included costs for insurance, training and safety, office expense, public education, board of directors' expense and miscellaneous expense. The budget for all other expenses was \$216 thousand.

Debt Service Coverage

Debt service coverage (DSC) ratio is an indicator of the JSA's ability to meet its debt obligations. The JSA Board strives to maintain a minimum DSC ratio of 1.30 times the required debt service payments. For purposes of this calculation, gross revenues include investment income, grant revenues and connection fees, and expenses exclude the deduction for depreciation. The JSA has continued to exceed the minimum DSC ratio set by the board. The Agency's DSC ratio was 2.46 in 2017 and 2.55 in 2016.

Relevant Current Economic Factors and Other Significant Matters

New home construction in the area has been slow which is representative of the current U.S. market. The area has experienced a surge in the construction of apartments, with several hundred units either recently constructed or in some stage of construction. This construction trend will provide for a temporary surge in connection fees for JSA.

Investment returns have continued to remain low. JSA has begun to see a slight increase in interest rates. This income will continue to fluctuate with adjustments in rates, due to the nature of JSA's investments.

The Paducah McCracken Joint Sewer Agency entered into a Consent Judgment with the Kentucky Environmental and Public Protection Cabinet and the Environmental Protection Agency in September 2007 to bring combined and sanitary sewer overflows into compliance with Federal and State guidelines. The Agency's Long Term Control Plan (LTCP), a planning document mandated by the Consent Judgment, was approved on October 10, 2016. This LTCP requires compliance within the combined sewers, sewers carrying both storm and sanitary flow, to be completed over a twenty-two year timeframe. The cost to bring the combined system into compliance, as outlined in the LTCP, is \$102 million. This amount does not take into consideration any other capital projects JSA will have to fund over the next twenty-two years. As a result, future rate increases will be necessary to achieve this undertaking. JSA implemented a revision of rates effective March 1, 2016, and July 1, 2017. In addition, JSA has built-in the ability to adjust rate by the Consumer Price Index - Urban (CPI-U) for subsequent years. The JSA strives to utilize sound business principals while meeting the needs of the community and maintaining environmental compliance with Federal, State and local regulations.

The JSA will continue to pursue alternative means of funding in the form of grants and low-interest loans to aid in the funding of the Agency's capital expenditures. The JSA has been successful in securing \$10.2 million in grants from the KIA and the United States Department of Agriculture Rural Development since FY 2005. The Agency was awarded and expended a Delta Regional Authority grant totaling \$100 thousand during FY 2013 and an Economic Development Authority Grant totaling \$315 thousand in FY 2015. These funds have been expended on projects relating to expansion of the collection system, maximization of flow at Paducah's wastewater treatment plant, the separation of flow from JSA's combined sewer system, various compliance related planning documents, and the Massac Creek Interceptor Project, thus reducing the burden of these projects on JSA ratepayers.

Requests for Additional Information

This report is intended to provide readers with a general overview of the JSA's finances and to show the JSA's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the JSA at 621 Northview Street, Paducah, KY 42001 or (270) 575-0056.

BASIC FINANCIAL STATEMENTS

PADUCAH MCCRACKEN JOINT SEWER AGENCY
STATEMENTS OF NET POSITION
JUNE 30

ASSETS

	2017	2016
Current Assets:		
Cash and cash equivalents	\$ 6,553,042	\$ 5,722,531
Investments and accrued interest	5,861,876	6,754,519
Customer accounts receivable	422,230	494,863
Grants and other receivables	33,301	29,993
Accrued unbilled revenue	651,000	650,000
Inventories and prepaid expenses	329,090	340,680
Total current assets	13,850,539	13,992,586
Noncurrent Assets:		
Utility plant and capital assets, net	65,713,831	65,443,109
Restricted assets and investments	1,169,923	1,149,796
Bond discount - net	47,010	53,039
Other noncurrent assets	761,584	761,664
Total noncurrent assets	67,692,348	67,407,608
TOTAL ASSETS	81,542,887	81,400,194

DEFERRED OUTFLOWS OF RESOURCES

Contributions subsequent to the measurement date	665,651	503,015
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LIABILITIES

Current Liabilities:		
Notes and bonds payable	1,121,899	1,073,797
Accounts payable	426,864	500,830
Salaries and benefits payable	93,899	86,523
Other current liabilities	918,932	920,198
Total current liabilities	2,561,594	2,581,348
Noncurrent Liabilities:		
Notes and bonds payable	20,513,205	21,136,109
Net pension liability	3,028,183	2,717,993
Total noncurrent liabilities	23,541,388	23,854,102
TOTAL LIABILITIES	26,102,982	26,435,450

DEFERRED INFLOWS OF RESOURCES

Difference between projected and actual earnings	67,739	36,299
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NET POSITION

Invested in capital assets, net of related debt	44,078,727	43,233,203
Restricted for debt service	1,169,923	1,149,796
Unrestricted - net assets	10,789,167	11,048,461
TOTAL NET POSITION	\$ 56,037,817	\$ 55,431,460

The notes to financial statements are an integral part of this statement.

PADUCAH MCCrackEN JOINT SEWER AGENCY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
YEARS ENDED JUNE 30

Operating Revenues:	2017	2016
Charges for services	<u>\$ 7,948,802</u>	<u>\$ 7,407,866</u>
Operating Expenses:		
Salaries, wages and benefits	2,426,371	2,305,320
Chemicals, testing, and solids disposal	426,213	353,945
Utilities	808,386	776,503
Materials, supplies, and repairs	507,509	474,784
Fleet expense	92,238	75,715
Liability insurance	127,893	127,671
Training, safety, and dues	32,842	36,252
Professional fees	79,185	66,762
Office expense	17,625	13,442
Public education	750	750
Billing and collections	133,579	123,458
Bad debts	55,625	54,705
Board of directors expense	16,600	16,800
Miscellaneous	23,598	20,763
Depreciation	<u>2,829,697</u>	<u>2,704,898</u>
Total operating expenses	<u>7,578,111</u>	<u>7,151,768</u>
Operating income	<u>370,691</u>	<u>256,098</u>
Non-operating Revenues (Expenses):		
Investment revenue	65,629	33,760
Interest expense	(426,617)	(439,887)
Amortization	(6,029)	(6,281)
Gain (loss) on sale of assets	42,915	15,475
Tap-on and assessment fees	545,556	327,125
Other, net	<u>(49,528)</u>	<u>(18,700)</u>
Total non-operating revenues (expenses), net	<u>171,926</u>	<u>(88,508)</u>
Change in net position before capital contributions	<u>542,617</u>	<u>167,590</u>
Capital Contributions:		
Grant revenue	4,500	4,500
Contributions from developers	<u>59,240</u>	<u>203,122</u>
Total capital contributions	<u>63,740</u>	<u>207,622</u>
Change in net position	606,357	375,212
Net position, beginning	<u>55,431,460</u>	<u>55,056,248</u>
NET POSITION, ENDING	<u><u>\$ 56,037,817</u></u>	<u><u>\$ 55,431,460</u></u>

The notes to financial statements are an integral part of this statement.

PADUCAH MCCRACKEN JOINT SEWER AGENCY
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

	2017	2016
Cash Flows from Operating Activities:		
Collections from customers	\$ 7,960,749	\$ 7,273,065
Cash paid to suppliers	(2,227,597)	(2,016,531)
Cash paid to employees	(2,239,248)	(2,196,165)
Net cash provided by operating activities	<u>3,493,904</u>	<u>3,060,369</u>
Cash Flows from Capital and Related		
Financing Activities:		
Grants and contributed capital	4,500	19,530
Tap-on fees and assessments	545,556	327,125
Acquisition of capital assets	(3,116,682)	(2,439,739)
Proceeds from the sale of fixed assets	61,034	15,475
Proceeds from debt issues	510,096	1,104,899
Principal payments on long-term debt	(1,084,898)	(905,898)
Interest payments on long-term debt	(471,696)	(469,423)
(Increase)/Decrease in other noncurrent assets	80	(194,900)
Other, net	(49,528)	(18,700)
Net cash (used in) capital and related financing activities	<u>(3,601,538)</u>	<u>(2,561,631)</u>
Cash Flows from Investing Activities:		
Proceeds from sales and maturities of investments	7,505,226	2,831,299
Purchases of investments	(6,583,551)	(3,694,729)
Investment earnings	16,470	31,267
Net cash provided by (used in) investing activities	<u>938,145</u>	<u>(832,163)</u>
Net increase (decrease) in cash and cash equivalents	830,511	(333,425)
Cash and cash equivalents, beginning of year	<u>5,722,531</u>	<u>6,055,956</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$ 6,553,042</u></u>	<u><u>\$ 5,722,531</u></u>
Reconciliation of Operating Income to Net Cash		
Provided by Operating Activities:		
Operating income	\$ 370,691	\$ 256,098
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	2,829,697	2,704,898
Changes in operating assets and liabilities:		
Accounts receivable	69,325	8,648
Accrued unbilled revenue	(1,000)	(88,000)
Inventory and prepaid expenses	11,590	(27,488)
Deferred outflows of resources	(162,636)	(314,274)
Accounts payable	26,526	(117,778)
Salaries and benefits payable	7,376	(940)
Other current liabilities	705	215,580
Net pension liability	310,190	621,361
Deferred inflows of resources	31,440	(197,736)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u><u>\$ 3,493,904</u></u>	<u><u>\$ 3,060,369</u></u>

The notes to financial statements are an integral part of this statement.

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note A - Summary of Significant Accounting Policies:

Reporting Entity

The Paducah McCracken Joint Sewer Agency, the "Agency", was established pursuant to Chapter 76 of the Kentucky Revised Statutes. The Agency provides wastewater services to the residents of the City of Paducah and McCracken County, Kentucky. The Agency was established by merging the City of Paducah Wastewater Enterprise Fund with three sewer districts of McCracken County. Substantially all of the assets and liabilities of the separate component entities were contributed to create the Paducah McCracken Joint Sewer Agency effective July 1, 1999.

Accounting Method

The Agency maintains its books and these financial statements are presented using the "economic resources" measurement focus and the accrual basis of accounting. Accordingly, all assets and liabilities (whether current or noncurrent) are included on the Statement of Net Position. The Statement of Revenues, Expenses and Changes in Fund Net Position presents increases (revenues) and decreases (expenses) in total net position. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned while expenses are recognized in the period incurred.

The financial statements distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and delivering goods in connection with ongoing operations. The principal operating revenues of the Agency are charges for sewer service. Operating expenses include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

The significant accounting policies, as summarized below, are in conformity with generally accepted accounting principles as applicable to governmental units as prescribed by the *Governmental Accounting Standards Board* (GASB). The Agency applies Financial Accounting Standards Board (FASB) Accounting Standards Codification (Codification) issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails.

Cash and Investments

For the purpose of the Statements of Cash Flows, "cash and cash equivalents" includes unrestricted demand and savings accounts of the Agency.

Accounts Receivable and Bad Debts

Accounts receivable are uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice mailing date. Customer account balances with invoices dated over 30 days old are considered delinquent. Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

No allowance for doubtful accounts has been provided since it is believed the balance in accounts receivable is fully collectible. Overdue accounts are monitored and written off as necessary. The effect of using this method is not significantly different from results which would be obtained by using the allowance method.

(Continued)

**PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016**

Note A - Summary of Significant Accounting Policies (Continued):

Accrued Unbilled Revenue

Accrued unbilled revenue represents the portion of sewer service provided that was unbilled as of the end of the year.

Inventories

Materials and supplies are carried in an inventory account at cost and are subsequently capitalized or charged to expense when consumed utilizing the first-in, first-out (FIFO) method.

Capital Assets

Capital assets are recorded at cost. Donated assets are stated at fair value on the date donated. The Agency generally does not capitalize assets with costs less than \$1,000. The costs of normal maintenance and repairs that do not add to the asset value or materially extend useful lives are not capitalized.

When capital assets are disposed, the cost and applicable accumulated depreciation are removed from the respective accounts, and the resulting gain or loss is recorded. Depreciation is provided by the straight-line method over the estimated useful lives of the various classes of assets as follows:

	<u>Years</u>
Utility plant	20-60
Vehicles	5- 7
General plant and office equipment	3-10

Capital Contributions

Capital contributions are derived from two main sources: 1) developers, when they construct and pay for sewer lines and then donate these additions to the Agency; and 2) other governments, in the form of grants or contributions of capital assets. Developer contributions are recorded at fair value when the property is transferred to the Agency and are depreciated over their estimated useful lives using the straight-line method.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Note B - Restricted Assets and Investments:

Restricted assets and investments consist of certificates of deposit and other securities, which have been set aside for the repayment of bonds and notes, for maintenance reserves as required, and for ongoing capital projects. These balances are classified as restricted assets on the statement of net assets because their use is limited by applicable bond ordinances and loan agreements.

(Continued)

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note B - Restricted Assets and Investments (Continued):

At June 30, these restricted funds were comprised of the following investments:

	<u>2017</u>	<u>2016</u>
Certificates of deposit - various financial institutions	\$ 642,413	\$ 639,000
U.S. Government money market funds	<u>527,510</u>	<u>510,796</u>
TOTALS	<u>\$1,169,923</u>	<u>\$1,149,796</u>

When both restricted and unrestricted resources are available for use, it is the Agency's policy to use restricted resources first, then unrestricted resources as they are needed.

Note C - Deposits and Investments With Financial Institutions:

Custodial credit risk for deposits is the risk that in the event of a bank failure, the Agency's deposits may not be returned or the Agency will not be able to recover collateral securities in the possession of an outside party. The Agency's investment policy requires all investments be made in accordance with applicable legal requirements with consideration of investment safety. Accordingly, the Agency maintains collateral agreements with its financial institutions, whereby deposits are secured with collateral valued at market value. The Board of Directors has authorized the Executive Director to utilize depository institutions located within McCracken County, which have been evaluated by the Board and/or Executive Director and Finance Director.

During the years ended June 30, 2017 and 2016, the Agency's investments include U.S. government money market funds, short term treasury obligations, demand deposits, and certificates of deposit. The bank balance of cash and investments totaled \$12,355,526 and \$12,839,239, respectively, at June 30, 2017 and 2016, with \$0 and \$0, respectively, uninsured and uncollateralized.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Generally, the Agency's investing activities are managed under the direction of the Executive Director and Finance Director. Investing is performed in accordance with investment policies adopted by the Board of Directors complying with state statutes. The state statutes authorize the Agency to invest in direct obligations of the United States government, obligations backed by the full faith and credit of the United States government, certificates of deposit or other interest bearing accounts issued by any bank or savings and loan institution provided that such investments are insured by the FDIC or guaranteed by the pledge of direct United States government obligations, bonds issued by the Commonwealth of Kentucky or one of its agencies and instrumentalities, securities issued by any state or local government of the United States rated in one of the three highest categories by a nationally recognized rating agency, certain mutual funds, commercial paper rated in the highest category by a nationally recognized rating agency, or bankers' acceptances for banks rated in one of the three highest categories by a nationally recognized rating agency.

(Continued)

PADUCAH MCCrackEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note D - Construction in Progress:

The Agency had the following projects in process at June 30:

	<u>2017</u>	<u>2016</u>
Anita Drive Pump Station Capacity Evaluation	\$ 14,061	\$ 12,085
Brentwood PS Pumps & Control Panel Upgrade	15,594	-
Chickadee Lift Station Elimination Project	11,369	11,368
Dewatering Building Roof Replacement	-	69
Harrison Street Storage Tank	344,486	36,421
Homewood Overflow Tank	-	180,870
Long Term Control Plan	-	1,023,798
Manhole Rehabilitation Contract	11,485	-
Massac Creek Phase III Study	19,500	19,500
Metal Building	23,341	-
Old Highway 60 Extension	4,250	4,250
Olivet Church Road/Rebecca Lane Extension	52,696	52,696
Perkins Creek Tank Preliminary Engineering	30,810	-
PWWTP Electrical Upgrade	4,748	-
Rehab Contract CY '15	-	315,341
Rehab Contract CY '16	-	19,189
Rehab Contract CY '17	18,863	-
Reidland Above Ground Storage Tank	295,948	23,024
Reidland/Epperson Rds Force Main Replacement Projects	14,426	-
Roofs at RWWTP & JSA Admin Building	258	-
SCADA Server Upgrade	53,688	-
Video and Cleaning Contract 2016	-	16,993
Video and Cleaning Contract 2017	16,954	-
Wexford Pump Station Valve Vault Replacement	-	4,130
Capitalized Interest	<u>11,973</u>	<u>3,413</u>
TOTALS	<u>\$ 944,450</u>	<u>\$1,723,147</u>

Construction in progress related invoices of \$178,629 and \$279,121 were included in accounts payable at June 30, 2017 and 2016, respectively.

Note E - Capital Assets:

Capital assets consists of the following at June 30:

	<u>2017</u>			
	<u>Balance as of</u>	<u>Increases</u>	<u>Decreases</u>	<u>Balance as of</u>
	<u>June 30, 2016</u>			<u>June 30, 2017</u>
Capital assets, not being depreciated:				
Land	\$ 931,096	\$ 48,540	\$ -	\$ 979,636
Construction in progress	<u>1,723,148</u>	<u>2,778,164</u>	<u>3,660,027</u>	<u>841,285</u>
 Total capital assets not being depreciated	 <u>2,654,244</u>	 <u>2,826,704</u>	 <u>3,660,027</u>	 <u>1,820,921</u>

(Continued)

PADUCAH MCCrackEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note E - Capital Assets (Continued):

	2017			Balance as of June 30, 2017
	Balance as of June 30, 2016	Increases	Decreases	
Capital assets, being depreciated:				
Utility assets (pipes, pumps, plants, structures)	\$ 93,690,937	\$ 2,699,842	\$ 4,000	\$ 96,386,779
Vehicles	1,577,759	188,376	317,358	1,448,777
General plant and office furniture	2,639,816	1,142,565	15,237	3,767,144
Totals at historical cost	97,908,512	4,030,783	336,595	101,602,700
Less accumulated depreciation:				
Utility assets	32,102,162	2,458,196	3,067	34,557,291
General plant and office furniture	2,023,095	202,228	15,141	2,210,182
Vehicles	994,390	169,273	300,268	1,463,931
Total accumulated depreciation	35,119,647	2,829,697	318,476	37,630,868
Total capital assets, being depreciated, net	62,788,865	1,201,086	18,119	63,971,832
TOTAL SYSTEM CAPITAL ASSETS - NET	\$ 65,443,109	\$ 4,027,790	\$ 3,678,146	\$ 65,792,753
	2016			Balance as of June 30, 2016
	Balance as of June 30, 2015	Increases	Decreases	
Capital assets, not being depreciated:				
Land	\$ 886,057	\$ 45,039	\$ -	\$ 931,096
Construction in progress	4,898,198	1,681,583	4,856,633	1,723,148
Total capital assets not being depreciated	5,784,255	1,726,622	4,856,633	2,654,244
Capital assets, being depreciated:				
Utility assets (pipes, pumps, plants, structures)	88,675,175	5,015,762	-	93,690,937
Vehicles	1,361,384	253,209	36,834	1,577,759
General plant and office furniture	2,510,965	128,851	-	2,639,816
Totals at historical cost	92,547,524	5,397,822	36,834	97,908,512
Less accumulated depreciation:				
Utility assets	29,680,759	2,421,403	-	32,102,162
General plant and office furniture	1,860,392	162,703	-	2,023,095
Vehicles	910,432	120,792	36,834	994,390
Total accumulated depreciation	32,451,583	2,704,898	36,834	35,119,647
Total capital assets, being depreciated, net	60,095,941	2,692,924	-	62,788,865
TOTAL SYSTEM CAPITAL ASSETS - NET	\$ 65,880,196	\$ 4,419,546	\$ 4,856,633	\$ 65,443,109

(Continued)

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note F - Notes and Bonds Payable:

Notes and bonds payable consists of the following:

	<u>2017</u>	<u>2016</u>
Notes Payable:		
Kentucky Infrastructure Authority	\$13,789,605	\$14,069,406
Bonds Payable:		
Sewer Revenue Bonds, Series 2012	4,075,500	4,140,500
Sewer Revenue Refunding Bonds, Series 2014	<u>3,770,000</u>	<u>4,000,000</u>
	21,635,105	22,209,906
Less current maturities	<u>1,121,899</u>	<u>1,073,797</u>
	<u>\$20,513,206</u>	<u>\$21,136,109</u>

Debt service requirements on notes and bonds payable at June 30, 2017, are as follows:

<u>Years Ending</u> <u>June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Service</u> <u>Fee</u>	<u>Total</u>
2018	\$ 1,121,899	\$ 458,991	\$ 27,174	\$ 1,608,064
2019	1,137,656	438,578	25,538	1,601,772
2020	1,154,164	417,858	22,875	1,595,897
2021	1,175,426	396,716	22,183	1,594,325
2022	1,197,449	375,359	20,463	1,593,271
2023-2027	5,913,106	1,523,781	76,470	7,513,357
2028-2032	5,400,848	890,771	37,479	6,329,098
2033-2037	2,317,057	414,674	6,083	2,737,814
2038-2042	681,000	268,648	-	949,648
2043-2047	800,500	168,644	-	969,144
Thereafter	<u>736,000</u>	<u>51,301</u>	<u>-</u>	<u>787,301</u>
TOTALS	<u>\$21,635,105</u>	<u>\$5,405,321</u>	<u>\$238,265</u>	<u>\$27,279,691</u>

Notes payable are secured by capital assets and restricted funds. At June 30, 2017, the above notes are payable to Kentucky Infrastructure Authority and are payable in semi-annual installments, including interest ranging from 1.0% to 2.0%. These agreements provide capital project funding utilizing a combination of both long-term borrowing and federal stimulus grant funds from the American Recovery and Reinvestment Act.

During the year ended June 30, 2013, the Agency formally issued Sewer Revenue Bonds, Series 2012, in the amount of \$4,324,000 with the first principal payment due January 1, 2014. The interest rate on the bond is 2.75%, and the bonds require annual principal payments and semi-annual interest payments through 2051. Proceeds from the bonds, which mature January 1, 2051, were used to repay the Rural Water note.

During the year ended June 30, 2015, the Agency formally issued Sewer Revenue Refunding Bonds, Series 2014, in the amount of \$4,220,000 with the first principal payment due January 1, 2016. The interest rate on the bond is variable between 1.75% and 3.00%, and the bonds require annual principal payments and semi-annual interest payments through 2031. Proceeds from the bonds, which mature January 1, 2031, were used to repay the Series 2010 (Build America Bonds) Taxable Sewer Revenue Bonds.

(Continued)

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note F - Notes and Bonds Payable (Continued):

Notes and bonds payable activity for the year ended June 30, 2017, was as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Long-term liabilities:					
Bonds payable	\$ 8,140,500	\$ -	\$ 295,000	\$ 7,845,500	\$ 307,500
Notes payable	<u>14,069,406</u>	<u>510,096</u>	<u>789,897</u>	<u>13,789,605</u>	<u>814,399</u>
TOTAL LONG-TERM LIABILITIES	<u>\$ 22,209,906</u>	<u>\$510,096</u>	<u>\$1,084,897</u>	<u>\$ 21,635,105</u>	<u>\$ 1,121,899</u>

Note G - Contributed Capital:

For the years ended June 30, 2017 and 2016, the Agency accepted \$59,240 and \$144,045, respectively, of sewer line extensions and a new lift station that were placed into service during the respective years by developers in McCracken County, Kentucky.

Note H - Disclosures Regarding Statements of Cash Flows:

Non-Cash Investing and Financing

	<u>2017</u>	<u>2016</u>
Non-cash investing and financing transactions received during the years ended June 30 as follows:		
Developer contributions	\$59,240	\$203,122
Undepreciated costs of assets disposed	\$18,119	-

Note I - Risk Management:

The Agency is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions; injuries to employees; and natural disasters. To handle the risk of loss, the Agency participates in a public entity risk pool offered to the members of the Kentucky Municipal Risk Management Association. Participating members pool their funds in order to provide self-insurance, and, when necessary, third-party insurance, against various public liability exposure.

The Agency is responsible for paying annual and supplementary contributions which are determined by the Board that governs the operation of the pool. The contributions are calculated based on actuarial evaluations, ratings plans, and other analyses of the amounts necessary for the payment of claims and losses.

In exchange, the Agency is provided with payment of all claims and losses incurred, subject to certain terms and conditions such as deductibles and coverage limits. Due to the nature of the public entity risk pool established within this policy, the Agency can receive a distribution of surplus funds in the event of excess pool assets or be assessed in the event of pool shortfalls.

(Continued)

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note J - Employee Retirement System:

Plan description. Employees of Paducah McCracken Joint Sewer Agency participate in the County Employees' Retirement System (CERS), a cost-sharing, multiple-employer, defined benefit pension plan, which is administered by the Kentucky Retirement Systems. The plan covers all eligible full-time employees and provides for retirement and death benefits to plan members as well as disability to members other than those in the third tier. Retirement benefits may be extended to beneficiaries of plan members under certain circumstances. Cost of living adjustments (COLA) are provided at the discretion of the State legislature. Under the provisions of Kentucky Revised Section 61.645, the Board of Trustees of Kentucky Retirement Systems provides for the establishment of the system and benefit amendments are authorized by the State legislature. The Kentucky Retirement Systems issues a publicly available financial report that includes financial statements and required supplementary information for the plan. The report may be obtained by writing or calling the plan:

Kentucky Retirement Systems
Perimeter Park West
1260 Louisville Road
Frankfort, KY 40601-6124
(502) 564-4646

The CERS also provides other post-employment benefits through the Kentucky Retirement Systems Insurance Fund (Insurance Fund), which was established to provide hospital and medical insurance for members receiving benefits from CERS. The Insurance Fund is a cost-sharing multiple-employer defined benefit postemployment healthcare plan administered by the Kentucky Retirement Systems. The Insurance Fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance. All participants enrolled in CERS are automatically enrolled in both the Insurance Fund and the pension plan. Information regarding the Insurance Fund is contained in the financial statements of the Kentucky Retirement Systems.

Funding policy. Contribution rates are established by the Kentucky Revised Statutes. Non-hazardous plan members of CERS are required to contribute 5.00% of their annual covered salary, and Paducah McCracken Joint Sewer Agency provides a contribution of 18.68% of that salary during the fiscal year ended June 30, 2017. The required contribution rate for fiscal year ending June 30, 2016 was 17.06%. The contribution rate is a combined rate for both the pension plan and the Insurance Fund. For the fiscal year ended June 30, 2017, the pension plan portion was 13.95% and the Insurance Fund portion was 4.73%. These percentages were 12.42% and 4.64% for the fiscal year ended June 30, 2016. For employees hired on September 1, 2008, or thereafter, an additional 1% must be contributed by employees to a health insurance account. The employer pension contributions for fiscal years ended June 30, 2017 and 2016 were \$207,334 and \$181,983, respectively. The employer insurance contributions for fiscal years ended June 30, 2017 and 2016 were \$70,300 and \$67,987, respectively. The actuarially determined contribution requirements of plan members and the Agency are established and may be amended by the KRS Board of Trustees.

Pension liabilities, pension expense, and deferred outflows of resources and deferred inflows of resources related to pensions. The Agency reported a liability of \$3,028,183 and \$2,717,993 at June 30, 2017 and 2016, respectively, for its proportionate share of the net pension liability. The net pension liability at June 30, 2017 and 2016 was measured as of June 30, 2016 and 2015, respectively, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The Agency's proportion of the net pension liability was based on a projection of the Agency's share of contributions to the pension plan relative to the total contributions of all participating employers, actuarially determined. At June 30, 2017, the Agency's proportion was 0.06150%.

(Continued)

PADUCAH MCCrackEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note J - Employee Retirement System (Continued):

As a result of its requirement to contribute to CERS, the Agency recognized pension expense of \$379,567 for the year ended June 30, 2017. At June 30, 2017, the Agency reported deferred outflows of resources and deferred inflows of resources from the following sources as a result of its requirements to contribute to CERS:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Net difference between projected and actual earnings on plan investments	\$ 284,680	\$ -
Difference between expected and actual experience	13,220	-
Change in assumptions	160,417	-
Change in proportion and differences between employer contributions and proportionate share of contributions	-	67,739
Contributions subsequent to the measurement date	<u>207,334</u>	<u>-</u>
TOTALS	<u>\$ 665,651</u>	<u>\$ 67,739</u>

Deferred outflows of resources in the amount of \$207,334 related to pension contributions made subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2018. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Year Ended June 30</u>	
2018	\$155,771
2019	106,515
2020	110,928
2021	63,242

The net pension liability as of June 30, 2017, is based on the June 30, 2016, actuarial valuation. Deferred outflows and inflows related to the net difference between projected and actual earnings on plan investments are netted and amortized over a closed five year period. Deferred outflows and inflows related to differences between expected and actual experience and change in assumptions are amortized over a period of 3.51 years.

Actuarial assumptions. The total pension liability in the June 30, 2016 actuarial valuation was determined using the following actuarial assumptions, applied to all prior periods included in the measurement:

Inflation - 3.25%

Salary increases - 4.0%, average including inflation

Investment rate of return - 7.5%, net of pension plan investment expense including inflation

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back for one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

(Continued)

PADUCAH MCCrackEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note J - Employee Retirement System (Continued):

The long-term expected return on plan assets is reviewed as part of the regular experience studies prepared every five years for KRS. The most recent analysis, performed for the period covering fiscal years 2008 through 2013, is outlined in a report dated December 3, 2015. Several factors are considered in evaluating the long-term rate of return assumption including long-term historical data, estimates inherent in current market data, and a log normal distribution analysis in which best estimate ranges of expected future real rates of return (expected return, net of investment expense, and inflation) were developed by the investment consultant for each major asset class. These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation. The assumption is intended to be a long-term assumption and is not expected to change absent a significant change in the asset allocation, a change in the inflation assumption, or a fundamental change in the market that alters expected returns in future years.

Discount rate. The discount rate determination does not use a municipal bond rate. Projected future benefit payments for all current plan members were projected through 2117. The target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return</u>
Combined Equity	44%	5.40%
Combined Fixed Income	19%	1.50%
Real Return (Diversified Inflation Strategies)	10%	3.50%
Real Estate	5%	4.50%
Absolute Return (Diversified Hedge Funds)	10%	4.25%
Private Equity	10%	8.50%
Cash	2%	(.25)%
Total	<u>100%</u>	

The actuarial assumptions used in the June 30, 2016 valuation were based on the results of an actuarial experience study for the period July 1, 2008 to June 30, 2013. The discount rate used to measure the total pension liability was 7.5%. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and employers will be made at the actuarially determined contribution rate of projected compensation over the remaining 28 year amortization period of the unfunded actuarial accrued liability.

Sensitivity of the Agency's proportionate share of the net pension liability to changes in the discount rate. The following presents the Agency's proportionate share of the net pension liability calculated using the discount rate of 7.5%, as well as what the Agency's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.5%) or 1-percentage-point higher (8.5%) than the current rate:

	<u>1% Decrease 6.5%</u>	<u>Current Discount Rate 7.5%</u>	<u>1% Increase 8.5%</u>
The Agency's proportionate share of the net pension liability	\$3,773,410	\$3,028,183	\$2,389,082

(Continued)

PADUCAH MCCRACKEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note K - Deferred Compensation:

The Agency participates in the Kentucky Public Employees' Deferred Compensation Plan, a self-directed multi-employer 401(k) and 457(b) plan. Under the plan, employees may defer up to 25% of eligible compensation, not to exceed the statutory limits, currently \$18,000.

The Agency made discretionary contributions to the 401(k) plan on behalf of the employees in an amount equal to 5.36% of eligible compensation through December 31, 2014. Beginning January 1, 2015, the Kentucky Public Employees Deferred Comp Plan stopped accepting employer contribution. At that time, the Agency elected to continue to make the 5.36% discretionary contribution to a new plan with Nationwide Financial Services. Participants are immediately vested in the employer contribution. Employer contributions for the years ended June 30, 2017 and 2016, were \$80,228 and \$78,918, respectively.

Note L - Commitments and Contingencies:

The Agency has entered into a Consent Decree with the Kentucky Environmental and Public Protection Cabinet. The Agency is required to bring combined and sanitary sewer overflows into compliance with Federal and State guidelines. The Agency is bound by the Decree for many years to come and will incur significant costs to bring the system into compliance. The total cost of complying with this Consent Decree is estimated at \$102 million and is expected to be completed over the next 22 years.

The following amounts represent either balances remaining on contracts or contracts signed in which no work had been performed at June 30, 2017.

<u>Vendor</u>	<u>Project</u>	<u>Contract Total</u>	<u>Contract Cost-to-Date</u>	<u>Future Commitment</u>
JR Wauford & Co., Consulting Engineers	Harrison Street Storage Tank (PHI)	\$ 300,000	\$ -	\$ 300,000
Bacon, Farmer Workman Engineering	Harrison Street Storage Tank (PHI)	9,489	8,590	899
Spectratech	Manhole Contract CY '17	108,525	-	108,525
Bacon, Farmer Workman Engineering	Metal Building	5,032	4,048	985
MP Lawson Construction, LLC	Metal Building	198,000	3,800	194,200
HDR Engineering, Inc.	PWWTP Sand Beds Reconstruction	5,890	-	5,890
Layne Inliner, LLC	Rehab Contract CY '17	830,314	-	830,314
Bacon, Farmer Workman Engineering	Reidland/Epperson Rds Force Main Replacement Projects	16,576	14,318	2,259
HDR Engineering, Inc.	Reidland Above Ground Storage Tank	262,930	94,050	168,880
RKA Construction, LLC	Reidland Above Ground Storage Tank	1,888,558	114,075	1,774,483
Rick's Electric, Inc.	SCADA Server Upgrade	53,688	40,266	13,422
Pipe Eyes, LLC	Video & Cleaning Contract 2017	<u>147,544</u>	<u>-</u>	<u>147,544</u>
		<u>\$3,826,546</u>	<u>\$279,146</u>	<u>\$3,547,400</u>

(Continued)

PADUCAH MCCrackEN JOINT SEWER AGENCY
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016

Note L - Commitments and Contingencies (Continued):

The Agency has entered into an agreement with the City of Paducah to donate a portion of the Wallace Park Sewer Separation project to the City upon completion of the project. This portion of the project was \$759,545 at June 30, 2017 and 2016 and is recorded in other current assets. Due to the fact that this will be donated upon completion, a liability is recorded in other current liabilities for the same amount. The project was completed during the year ended June 30, 2016 and is expected to be transferred to the City of Paducah in the first part of fiscal year 2018.

Note M - Board Designated Funds:

It is the policy of the current Board of Directors to designate up to \$135,000 annually for high dollar capital equipment purchases, for emergencies, or for rate stabilization in the event of a loss of a substantial revenue stream. The Board's intent is to establish a maximum funding level of \$3 million and a minimum level of \$750 thousand in this fund. Designations of amounts represent tentative management plans, but are subject to change. Board designated funds amounted to \$3 million as of June 30, 2017 and 2016, respectively, and are included as part of the unrestricted net assets on the statements of net position.

Note N - Interest Expense:

For the years ended June 30, 2017 and 2016, interest expense before adjustment for capitalized construction period interest was \$467,725 and \$461,810, respectively. For the years ended June 30, 2017 and 2016, interest expense of \$43,108 and \$21,923, respectively, was capitalized to the Agency's capital assets accounts.

Note O - Subsequent Events:

Management has evaluated subsequent events through October 26, 2017, the date which the financial statements were available to be issued. On October 10, 2016, the Agency received approval of the Long Term Control Plan, discussed in Note L above, from the Kentucky Department of Environmental Protection.

REQUIRED SUPPLEMENTAL INFORMATION

PADUCAH MCCRACKEN JOINT SEWER AGENCY
SCHEDULE OF EMPLOYER'S PROPORTIONATE SHARE OF THE
NET PENSION LIABILITY
COUNTY EMPLOYEE'S RETIREMENT SYSTEM (CERS)
LAST THREE FISCAL YEARS*

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Employer's proportion of the net pension liability (asset)	0.06150%	0.06322%	0.06460%
Employer's proportionate share of the net pension liability (asset)	\$ 3,028,183	\$ 2,717,993	\$ 2,096,632
Employer's covered payroll	\$ 1,486,264	\$ 1,473,428	\$ 1,482,568
Employer's proportionate share of the net pension liability (asset) as a percentage of its covered payroll	203.74%	184.47%	141.42%
Plan fiduciary net position as a percentage of the total pension liability	55.50%	59.97%	66.80%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

Notes to Schedule

The total pension liability was determined by applying procedures to the actuarial valuation as of June 30, 2016. The financial reporting actuarial valuation used the following actuarial methods and assumptions, applied to all prior periods included in the measurement.

Valuation date	June 30, 2016
Experience study	July 1, 2008 - June 30, 2013
Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Remaining amortization period	27 years
Asset valuation method	5-year smoothed market
Inflation	3.25%
Salary increase	4.0%, average, including inflation
Investment rate of return	7.5%, net of pension plan investment expense, including inflation

NOTE: This schedule is based on the last measurement date of the net pension liability.

**PADUCAH MCCRACKEN JOINT SEWER AGENCY
SCHEDULE OF EMPLOYER CONTRIBUTIONS
COUNTY EMPLOYEE'S RETIREMENT SYSTEM (CERS)
LAST FOUR FISCAL YEARS***

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Contractually required contribution	\$ 207,334	\$ 181,983	\$ 188,741	\$ 203,705
Contributions in relation to the contractually required contribution	<u>207,334</u>	<u>181,983</u>	<u>188,741</u>	<u>203,705</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Employer's covered payroll	\$ 1,486,264	\$ 1,465,240	\$ 1,473,428	\$ 1,482,568
Contributions as a percentage of covered payroll	13.95%	12.42%	12.75%	13.74%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

NOTE: This schedule is determined as of the employer's most recent fiscal year-end.

SUPPLEMENTAL INFORMATION

PADUCAH MCCrackEN JOINT SEWER AGENCY
SCHEDULE OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS -
BUDGET AND ACTUAL
FOR THE YEAR ENDED JUNE 30, 2017

	Original and Final Budget Amounts	Actual Amounts	Variance Favorable (Unfavorable)
Operating Revenues:			
Charges for services	<u>\$ 7,768,900</u>	<u>\$7,948,802</u>	<u>\$ 179,902</u>
Operating Expenses:			
Salaries, wages and benefits	2,346,395	2,426,371	(79,976)
Chemicals, testing, and solids disposal	368,000	426,213	(58,213)
Utilities	774,800	808,386	(33,586)
Materials, supplies, and repairs	468,200	507,509	(39,309)
Fleet expense	83,900	92,238	(8,338)
Liability insurance	130,000	127,893	2,107
Training, safety, and dues	34,800	32,842	1,958
Professional fees	93,000	79,185	13,815
Office expense	15,700	17,625	(1,925)
Public education	1,000	750	250
Billing and collections	135,500	133,579	1,921
Bad debts	56,300	55,625	675
Board of Directors expense	16,800	16,600	200
Miscellaneous	17,700	23,598	(5,898)
Depreciation	<u>2,904,500</u>	<u>2,829,697</u>	<u>74,803</u>
Total operating expenses	<u>7,446,595</u>	<u>7,578,111</u>	<u>(131,516)</u>
Operating income	<u>322,305</u>	<u>370,691</u>	<u>48,386</u>
Non-operating Revenues (Expenses):			
Investment revenue	33,000	65,629	32,629
Interest expense	(478,500)	(426,617)	51,883
Amortization	(6,100)	(6,029)	71
Gain (loss) on sale of assets	(20,000)	42,915	62,915
Tap-on and assessment fees	206,500	545,556	339,056
Other, net	<u>(66,600)</u>	<u>(49,528)</u>	<u>17,072</u>
Total non-operating revenues (expenses), net	<u>(331,700)</u>	<u>171,926</u>	<u>503,626</u>
Change in net position before capital contributions	<u>(9,395)</u>	<u>542,617</u>	<u>552,012</u>
Capital Contributions:			
Grant revenue	-	4,500	4,500
Contributed capital	<u>-</u>	<u>59,240</u>	<u>59,240</u>
Total capital contributions	<u>(9,395)</u>	<u>63,740</u>	<u>63,740</u>
INCREASE (DECREASE) IN NET ASSETS	<u><u>\$ (9,395)</u></u>	<u><u>\$ 606,357</u></u>	<u><u>\$ 615,752</u></u>

See independent auditor's report.



WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III	Mark A. Thomas
Sue Cronch-Greenwell	Ashley C. Grooms
Roger G. Harris	Kelly D. Scruggs
Michael F. Karnes	Benjamin D. Teer

**Independent Auditor's 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
Paducah McCracken Joint Sewer Agency
Paducah, Kentucky

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 the business-type activities of Paducah McCracken Joint Sewer Agency as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise Paducah McCracken County Joint Sewer Agency's basic financial statements, and have issued our report thereon dated October 26, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Paducah McCracken Joint Sewer Agency'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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Paducah McCracken Joint Sewer Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of Paducah McCracken Joint Sewer Agency'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 Paducah McCracken Joint Sewer Agency'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 over financial reporting 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 Paducah McCracken Joint Sewer Agency'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.

Williams, Williams & Lentz, LLP

Paducah, Kentucky
October 26, 2017



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