

**CUMBERLAND VALLEY ELECTRIC, INC.  
KENTUCKY 57**

**FINANCIAL REPORT**

**May 31, 2020**

## CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1-2
FINANCIAL STATEMENTS	
Balance sheets	3
Statements of revenue and comprehensive income	4
Statements of changes in members' equities	5
Statements of cash flows	6
Notes to financial statements	7-16
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>	17-18
INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH ASPECTS OF CONTRACTUAL AGREEMENTS AND REGULATORY REQUIREMENTS FOR ELECTRIC BORROWERS	19-20

## **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors  
Cumberland Valley Electric, Inc.  
Gray, Kentucky

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Cumberland Valley Electric, Inc., which comprise the balance sheet as of May 31, 2020, and the related statements of revenue and comprehensive income, changes in members' equities, and cash flows for the year then ended, and the related notes to the financial statements.

### **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 audit. We conducted our audit 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 Cumberland Valley Electric, Inc. as of May 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Emphasis of a Matter**

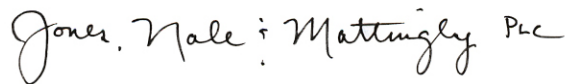
As discussed in Note 2, Cumberland Valley Electric, Inc. has adopted Financial Accounting Standards Update 2014-09, *Revenue from Contracts with Customers*. Our opinion is not modified with respect to this matter.

## **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued a report dated September 3, 2020, on our consideration of Cumberland Valley Electric, Inc.'s internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering internal control over financial reporting and compliance.

## **Prior Period Financial Statements**

The financial statements of Cumberland Valley Electric, Inc., as of May 31, 2019, were audited by other auditors whose report dated July 18, 2019, expressed an unmodified opinion on those statements.

 Jones, Male & Mattingly P.C.

Louisville, Kentucky  
September 3, 2020

**CUMBERLAND VALLEY ELECTRIC, INC.**  
**BALANCE SHEETS**  
**May 31, 2020 and 2019**

	2020	2019
<u>Assets</u>		
Electric Plant, at original cost:		
In service	\$ 112,698,324	\$ 108,180,516
Under construction	1,203,328	599,940
	113,901,652	108,780,456
Less accumulated depreciation	46,933,597	44,484,286
	66,968,055	64,296,170
Investments in Associated Organizations	34,513,329	32,918,895
Current Assets:		
Cash and cash equivalents	8,587,757	5,639,323
Accounts receivable, less allowance for 2020 of \$318,677 and 2019 of \$393,976	2,547,849	2,614,776
Other receivables	523,108	447,538
Material and supplies, at average cost	1,586,972	1,213,808
Other current assets	717,539	686,947
Total current assets	13,963,225	10,602,392
Non-current Assets:		
Deferred pension costs	493,041	554,025
Total	\$ 115,937,650	\$ 108,371,482
<u>Members' Equities and Liabilities</u>		
Members' Equities:		
Memberships	\$ 445,095	\$ 440,495
Patronage capital	51,358,547	49,483,307
Other equities	2,320,631	2,315,598
Accumulated other comprehensive (loss)	(563,404)	(616,024)
	53,560,869	51,623,376
Long-Term Liabilities:		
Long-term debt, less current portion	50,416,982	45,012,110
Accumulated postretirement benefits	4,071,625	3,921,284
	54,488,607	48,933,394
Current Liabilities:		
Current portion of long-term debt	2,497,685	2,000,000
Accounts payable	2,111,014	2,676,052
Consumer deposits	1,123,739	1,023,559
Accrued expenses	2,036,302	1,995,341
Total current liabilities	7,768,740	7,694,952
Consumer Advances for Construction	119,434	119,760
Total	\$ 115,937,650	\$ 108,371,482

The Notes to Financial Statements are an integral part of these statements.

**CUMBERLAND VALLEY ELECTRIC, INC.**  
**STATEMENTS OF REVENUE AND COMPREHENSIVE INCOME**  
**Years Ended May 31, 2020 and 2019**

	2020	2019
Operating Revenues		
Sales of electric energy	\$ 39,954,229	\$ 42,209,701
Other electric revenues	1,603,450	1,627,835
	41,557,679	43,837,536
Operating Expenses		
Cost of power	28,245,378	30,491,242
Distribution - operations	1,495,412	1,635,854
Distribution - maintenance	3,065,524	2,767,777
Consumer accounts	1,608,207	1,750,310
Customer services	99,891	73,162
Administrative and general	1,752,299	1,683,545
Depreciation, excluding \$158,153 in 2020 and \$174,459 in 2019 charged to clearing accounts	4,131,631	3,961,129
Taxes, other than income	58,193	55,226
Interest on long-term debt	1,172,901	1,175,264
Other interest charges	27,668	19,704
Other deductions	12,832	15,337
Total cost of electric service	41,669,936	43,628,550
Operating Margins (Deficits)	(112,257)	208,986
Nonoperating Margins and Capital Credits		
Interest income	208,805	195,930
Generation and transmission capital credits	1,712,191	1,624,710
Other capital credits	66,501	64,083
	1,987,497	1,884,723
Net Margins	1,875,240	2,093,709
Other Comprehensive Income		
Postretirement benefits	52,620	52,620
Total Comprehensive Income	\$ 1,927,860	\$ 2,146,329

The Notes to Financial Statements are an integral part of these statements.

**CUMBERLAND VALLEY ELECTRIC, INC.**  
**STATEMENTS OF CHANGES IN MEMBERS' EQUITIES**  
**Years Ended May 31, 2020 and 2019**

	<u>Memberships</u>	<u>Patronage Capital</u>	<u>Other Equities</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Members' Equities</u>
Balance-May 31, 2018	\$ 438,990	\$ 47,389,598	\$ 2,309,432	\$ (668,644)	\$ 49,469,376
Comprehensive income:					
Net margins		2,093,709			2,093,709
Postretirement benefit obligation:					
Amortization				52,620	52,620
Total comprehensive income				<u>52,620</u>	<u>2,146,329</u>
Net change in memberships	1,505				1,505
Other equities			6,166		<u>6,166</u>
Balance-May 31, 2019	440,495	49,483,307	2,315,598	(616,024)	51,623,376
Comprehensive income:					
Net margins		1,875,240			1,875,240
Postretirement benefit obligation					
Amortization				52,620	52,620
Total comprehensive income				<u>52,620</u>	<u>1,927,860</u>
Net change in memberships	4,600				4,600
Other equities			5,033		<u>5,033</u>
Balance-May 31, 2020	<u>\$ 445,095</u>	<u>\$ 51,358,547</u>	<u>\$ 2,320,631</u>	<u>\$ (563,404)</u>	<u>\$ 53,560,869</u>

The Notes to Financial Statements are an integral part of these statements.

**CUMBERLAND VALLEY ELECTRIC, INC.**  
**STATEMENTS OF CASH FLOWS**  
**Years Ended May 31, 2020 and 2019**

	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net margins	\$ 1,875,240	\$ 2,093,709
Adjustments to reconcile net margins to net cash provided by operating activities:		
Depreciation:		
Charged to expense	4,131,631	3,961,129
Charged to clearing accounts	158,153	174,459
Patronage capital credits assigned	(1,778,692)	(1,688,793)
Amortization of postretirement actuarial adjustment	52,620	52,620
Change in assets and liabilities:		
Accounts and other receivables	(8,643)	191,530
Material and supplies	(373,164)	(775,123)
Other current assets	(30,592)	20,278
Deferred pension costs	60,984	60,984
Accounts payable	(565,038)	12,047
Consumer deposits	99,854	20,070
Accumulated postretirement benefits	150,341	124,544
Accrued expenses	40,961	58,069
Net cash provided by operating activities	3,813,655	4,305,523
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Plant additions	(6,582,374)	(3,576,533)
Plant removal costs	(499,730)	(551,473)
Salvage recovered from retired plant	120,434	100,001
Receipts from other investments, net	119,439	39,187
Receipts from (advances for) economic development loans	64,820	(1,000,000)
Net cash (used in) investing activities	(6,777,411)	(4,988,818)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net increase in memberships	4,600	1,505
Increase in other equities	5,033	6,166
Advances of long-term debt	8,119,202	5,000,000
Cushion of credit payments	(87,352)	(82,943)
Principal payments on long-term debt	(2,129,293)	(1,916,455)
Net cash provided by financing activities	5,912,190	3,008,273
Net increase in cash and cash equivalents	2,948,434	2,324,978
Cash and cash equivalents, beginning of year	5,639,323	3,314,345
Cash and cash equivalents, end of year	\$ 8,587,757	\$ 5,639,323
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Cash payments for interest	\$ 1,212,643	\$ 1,138,578

The Notes to Financial Statements are an integral part of these statements.



# CUMBERLAND VALLEY ELECTRIC, INC.

## NOTES TO FINANCIAL STATEMENTS

### Note 1. Summary of Significant Accounting Policies

Cumberland Valley Electric, Inc. (Cumberland Valley) maintains its records in accordance with the policies prescribed or permitted by the Kentucky Public Service Commission (PSC) and the United States Department of Agriculture, Rural Utilities Service (RUS), which conform in all material respects with accounting principles generally accepted in the United States of America. The significant accounting policies are as follows:

**Business Activities** Cumberland Valley provides distribution electric service to residential, business, and commercial consumers concentrated in a nine-county area of southeastern Kentucky.

**Electric Plant** Electric plant is stated at original cost, which is the cost when first dedicated to public service. Such amount includes applicable supervisory and overhead cost including any construction period interest and taxes. There was no interest required to be capitalized during the years ended May 31, 2020 and 2019.

The cost of maintenance and repairs, including renewals of minor items of property, is charged to operating expense. The cost of replacement of depreciable property units, as distinguished from minor items, is charged to electric plant. The units of property replaced or retired, including cost of removal, net of any salvage value, is charged to accumulated depreciation. Electric plant consists of the following as of May 31, 2020 and 2019:

	2020	2019
Distribution plant	\$ 104,305,953	\$ 100,218,142
General plant	8,392,371	7,962,374
Total	<u>\$ 112,698,324</u>	<u>\$ 108,180,516</u>

**Depreciation** Provision has been made for depreciation on the basis of the estimated lives of assets, using the straight-line method. Depreciation rates range from 2.39% to 6.70%, with a composite rate of 3.77% for distribution plant. General plant rates are as follows:

Structures and improvements	2.5%
Transportation equipment	11.3%
Office furniture and equipment	5.0%
Other general plant	4.0% - 6.0%

**Cash and Cash Equivalents** Cumberland Valley considers all short-term, highly liquid investments with original maturities of three months or less to be cash equivalents. Cumberland Valley maintains its cash balances, which may exceed the federally insured limit, with a local bank. Cumberland Valley uses insured cash sweep services for FDIC coverage for all accounts.

**Accounts Receivable** Accounts receivable consists of amounts due for sales of electric which were not collected at year-end. Accounts receivable are recorded at net realizable value consisting of the carrying amount less an allowance for uncollectible accounts. Cumberland Valley uses the allowance method to account for uncollectible accounts receivable balances. Management charges off uncollectible receivables to the allowance when it is determined the amounts will not be realized.

## NOTES TO FINANCIAL STATEMENTS

### Note 1. Summary of Significant Accounting Policies (Continued)

**Materials and Supplies** Cumberland Valley values materials and supplies at the lower of average cost or net realizable value.

**Sales Tax** Cumberland Valley is required to collect, on behalf of the State of Kentucky, sales taxes based on 6.00% of gross sales from non-residential consumers, a 3.00% school tax from certain counties on most gross sales, and franchise fees in certain cities. Cumberland Valley's policy is to exclude sales tax from revenue when collected and expenses when paid and instead, record collection and payment of sales taxes through a liability account.

**Cost of Power** Cumberland Valley is one of 16 members of East Kentucky Power Cooperative, Inc. (East Kentucky). Under a wholesale power agreement, Cumberland Valley is committed to purchase its electric power and energy requirements from East Kentucky until 2051. The rates charged by East Kentucky are subject to approval of the PSC. The cost of purchased power is recorded monthly during the period in which the energy is consumed, based upon billings from East Kentucky. The power bill includes a fuel adjustment and environmental surcharge component that is passed on to Cumberland Valley's customers using a methodology prescribed by the PSC.

**Estimates** The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates used in the preparation of the financial statements.

**Risk Management** Cumberland Valley is exposed to various forms of losses of assets associated with, but not limited to, fire, personal liability, theft, vehicular accidents, errors and omissions, fiduciary responsibility, workers compensation, etc. Each of these areas is covered through the purchase of commercial insurance.

**Credit Risk** Cumberland Valley grants credit to residents of local counties. Concentrations of credit risk with respect to accounts receivables are limited due to its large number of customers.

**Comprehensive Income (Loss)** Comprehensive income (loss) includes both net margin and other comprehensive income (loss). Other comprehensive income (loss) represents the change in funded status of the accumulated postretirement benefit obligation.

**Income Tax Status** Cumberland Valley is exempt from federal and state income taxes under provisions of Section 501(c)(12) of the Internal Revenue Code. Accordingly, the financial statements for Cumberland Valley include no provision for income taxes. Cumberland Valley's accounting policy provides that a tax expense/benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Management believes Cumberland Valley has no uncertain tax positions resulting in an accrual of tax expense or benefit. Cumberland Valley recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. Cumberland Valley did not recognize any interest or penalties during the years ended May 31, 2020 and 2019. Cumberland Valley's income tax return is subject to possible examination by taxing authorities until the expiration of related statutes of limitations on the return, which is generally three years.

**Advertising** Cumberland Valley Electric, Inc. expenses advertising costs as incurred. Advertising expenses were \$1,551 and \$4,058 for the years ended May 31, 2020 and 2019, respectively.

## NOTES TO FINANCIAL STATEMENTS

### Note 1. Summary of Significant Accounting Policies (Continued)

**Pension Accounting Pronouncement** In May 2017, the Financial Accounting Standards Board (FASB) issued ASU 2017-07, *Improving the Presentation of Net periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. The standard specifies how the amount of pension costs and costs for post-retirement benefits other than pensions (PBOP) should be presented on the income statement under accounting principles generally accepted in the United States of America, and what components of those costs are eligible for capitalization in assets. This standard is effective for years beginning after December 15, 2018. The Federal Energy Regulatory Commission (FERC) issued Docket No. AI18-1-000 that allowed jurisdictional public utilities to continue to record PBOP costs in their entirety, less amounts capitalized, without change. Pension and PBOP costs are made up of several components: service cost, interest cost, actual return on plan assets, gain or loss, amortization of prior service cost or credit, and amortization of ASC Subtopic 715-30. Though pension and PBOP costs are computed using the aggregate total of these various components, the PSC's longstanding policy is to consider the amount as a singular cost to the employer. This cost is calculated based on Statement of Financial Accounting Standards No. 106 and reported as an expense under net margins from continuing operations.

**Recent Accounting Pronouncements** In February 2016, the FASB issued ASU 2016-02, *Leases*. The standard requires all leases with lease terms over 12 months to be capitalized as a right-of-use asset and lease liability on the balance sheet at the date of lease commencement. Leases will be classified as either finance or operating. This distinction will be relevant for the pattern of expense recognition in the statement of revenue and comprehensive income. This standard will be effective for the year ending May 31, 2022.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses*. The standard requires a financial asset (including trade receivables) measured at amortized cost basis to be presented at the net amount expected to be collected. Thus, the statement of revenue and comprehensive income will reflect the measurement of credit losses for newly recognized financial assets as well as the expected increases or decreases of expected credit losses that have taken place during the period. This standard will be effective for the year ending May 31, 2024.

Cumberland Valley is currently in the process of evaluating the impact of the adoption of these ASUs on the financial statements.

**Reclassifications** Certain reclassifications have been made to the 2019 financial statement presentation to correspond to the 2020 presentation.

**Subsequent Events** Management has evaluated subsequent events through September 3, 2020, the date the financial statements were available to be issued.

### Note 2. Revenue Recognition

#### *Adoption of accounting pronouncement*

Cumberland Valley adopted ASU 2014-09, *Revenue from Contracts with Customers* as of June 1, 2019. The new standard replaces existing revenue recognition rules with a single comprehensive model to use in accounting for revenue arising from contracts with customers. The standard was adopted using the modified retrospective method and had no effect on Cumberland Valley's financial position or results of operations.

## NOTES TO FINANCIAL STATEMENTS

### Note 2. Revenue Recognition (Continued)

#### *Adoption of accounting pronouncement (continued)*

Under ASU 2014-09, the timing of recognition of revenue for each performance obligation may differ from the timing of the customer billing, creating a contract asset or contract liability. Short-term contract liabilities are classified as consumer deposits. Cumberland Valley has no long-term contract liabilities.

#### *Revenue from contracts*

Cumberland Valley is engaged in the distribution and sale of electricity to residential and commercial customers concentrated in nine counties in southeastern Kentucky. Revenue from these activities is generated from tariffs approved by the PSC. Cumberland Valley satisfies their performance obligation upon the delivery of electricity to customers. Revenue is recognized over time as the customer simultaneously receives and consumes the benefits provided by Cumberland Valley. The amount of revenue recognized is the billed volume of electricity multiplied by a tariff rate per-unit of energy, plus any applicable fixed or additional regulatory charges. Customers are billed monthly and outstanding amounts are typically due within 15 days of the date of the bill.

#### *Significant judgements*

Cumberland Valley has one billing cycle that processes customer bills on approximately the same day each month. The amounts billed are based on actual meter reading of kilowatt hours used for the billing period. The amount of revenue recorded each month represent a full month of kilowatt hour usage. There are no significant judgements for over or under-billed revenues because each month's revenue is based on actual meter readings. This method of revenue recognition presents fairly, Cumberland Valley's transfer of electricity to customers as the amount recognized is based on actual volumes delivered and the tariff rate per-unit of energy plus any applicable fixed charges as set by the PSC.

#### *Performance obligations*

Cumberland Valley customers generally have no minimum purchase commitments. Revenue is recognized as each performance obligation is satisfied. Performance obligations are limited to the service requested and received to date. Accordingly, there is no unsatisfied performance obligation to recognize as of May 31, 2020 and 2019.

#### *Disaggregation of revenue*

The following table shows revenues from contracts with customers disaggregated by customer class for the years ended May 31, 2020 and 2019:

	<u>2020</u>	<u>2019</u>
Residential rural	\$ 30,569,343	\$ 31,399,080
Large commercial	6,649,263	7,286,613
Small commercial	2,735,623	3,524,008
Total	<u>\$ 39,954,229</u>	<u>\$ 42,209,701</u>

## NOTES TO FINANCIAL STATEMENTS

### Note 2. Revenue Recognition (Continued)

#### *Contract assets and cost liabilities*

Contract cost liabilities include consumer deposits. The balance in contract liabilities was \$1,123,739 and \$1,023,559 as of May 31, 2020 and 2019, respectively.

### Note 3. Investments in Associated Organizations

Investments in associated organizations consist of the following as of May 31, 2020 and 2019:

	2020	2019
East Kentucky, patronage capital	\$ 31,686,904	30,045,163
CFC, patronage capital and CTCs	1,047,567	1,061,160
Economic development loans	935,180	1,000,000
KAEC, patronage capital	353,160	349,192
Federated Insurance, patronage capital	280,695	266,374
NISC, patronage capital	142,491	135,812
Other associated organizations	67,332	61,194
Total	\$ 34,513,329	\$ 32,918,895

Cumberland Valley records patronage capital assigned by associated organizations in the year in which such assignments are received. The Capital Term Certificates (CTCs) of CFC are recorded at cost. The CTCs were purchased from CFC as a condition of obtaining long-term financing. The CTCs bear interest at 3.00% and 5.00% and are scheduled to mature at varying times from 2020 to 2080. Cumberland Valley has an economic development loan through RUS at no interest to an industrial authority and is secured by a portion of the assets pledged by the industrial authority or guaranty from a local bank.

### Note 4. Patronage Capital

Under provisions of the long-term debt agreement, return to patrons of capital contributed by them is limited to amounts which would not allow the total equities and margins to be less than 30.00% of total assets, except that distributions may be made to estates of deceased patrons. The debt agreement provides, however, that should such distributions to estates not exceed 25.00% of the net margins for the next preceding year, Cumberland Valley may distribute the difference between 25.00% and the payments made to such estates. Members' equity as of May 31, 2020 and 2019 was 46.00% and 48.00% of total assets, respectively.

As of May 31, 2020 and 2019, patronage capital consisted of the following:

	2020	2019
Assigned to date	\$ 55,082,517	\$ 53,133,610
Assignable margins	22,359	490,613
Prior deficits	(269,123)	(663,710)
Retirements to date	(3,477,206)	(3,477,206)
Total	\$ 51,358,547	\$ 49,483,307

## NOTES TO FINANCIAL STATEMENTS

### Note 5. Long-Term Debt

All assets, except vehicles, are pledged as collateral on the long-term debt to RUS, Federal Financing Bank (FFB), CoBank, CFC, and National Cooperative Services Corporation (NCSC), under a joint mortgage agreement. The long-term debt is due in quarterly and monthly installments of varying amounts through 2040. RUS assesses 12.5 basis points to administer the FFB loans. During 2010, \$3,839,834 of RUS loans were refinanced with lower interest rate notes from NCSC. During 2013, \$2,892,121 of CFC loans were refinanced with lower interest rates from CoBank. During 2018, \$2,023,762 of RUS loans were refinanced with lower interest rate notes from CoBank. Cumberland Valley had loan funds available from FFB in the amount of \$6,889,000 and \$13,889,000 as of May 31, 2020 and 2019, respectively. These funds will be used for future plant additions.

The Economic Development note is dated November 2018 for a 10-year period with monthly principal payments of \$9,260 which commenced in November 2019. During May 2020, Cumberland Valley applied for and was granted a \$1,119,202 loan under the Payroll Protection Program (PPP) administered by a Small Business Administration (SBA) approved lender. The loan is uncollateralized and is fully guaranteed by the Federal government. The loan accrues interest at 1.00%, but payments are not required to begin for six months to one year after the funding of the loan. Cumberland Valley is eligible for loan forgiveness of up to 100% of the loan upon meeting certain requirements. Cumberland Valley intends to take measures to maximize the loan forgiveness but cannot reasonably determine the portion of the loan that will ultimately be forgiven.

Long-term debt consists of the following as of May 31, 2020 and 2019:

	2020	2019
Rural Utilities Service:		
First mortgage notes due RUS, 1.38%	\$ 701,919	\$ 744,342
Advance payments, earns 5.00% interest	(1,798,381)	(1,711,029)
	(1,096,462)	(966,687)
Economic development loan, no interest	926,606	1,000,000
FFB, 1.56% to 2.87%	48,397,124	42,822,667
CoBank, 2.41% to 4.29%	3,124,601	3,452,346
NCSC, 4.15% to 4.30%	443,596	703,784
CoBank, PPP loan, 1.00%	1,119,202	-
	52,914,667	47,012,110
Less current portion	2,497,685	2,000,000
	\$ 50,416,982	\$ 45,012,110

## NOTES TO FINANCIAL STATEMENTS

### Note 5. Long-Term Debt (Continued)

As of May 31, 2020, the annual principal portion of long-term debt outstanding for the next five years and thereafter are as follows:

2021	\$	2,497,685
2022		3,579,690
2023		2,315,300
2024		2,327,800
2025		2,391,721
Thereafter		39,802,471
	\$	<u>52,914,667</u>

### Note 6. Short-Term Notes Payable

As of May 31, 2020 and 2019, Cumberland Valley Electric, Inc. had short-term lines of credit of \$5,000,000 available from CFC and \$1,000,000 from CoBank. There were no advances against the CFC or CoBank lines of credit as of May 31, 2020 and 2019. The CFC line of credit matures December 31, 2049 and the CoBank line of credit matures March 31, 2021.

### Note 7. Pension Plans

All eligible employees of Cumberland Valley participate in the NRECA Retirement and Security Plan (R&S Plan), a defined benefit pension plan qualified under section 401 and tax exempt under section 501(a) of the Internal Revenue Code. It is a multiemployer plan under the accounting standards. The Plan sponsor's identification number is 53-0116145 and the Plan Number is 333. A unique characteristic of a multiemployer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

Cumberland Valley's contributions to the R&S Plan in 2020 and 2019 represent less than 5.00% of the total contributions made to the plan by all participating employers. Cumberland Valley made contributions to the plan for eligible employees of \$347,442 in 2020 and \$335,032 in 2019. There have been no significant changes that affect the comparability of 2020 and 2019.

In the R&S Plan, a zone status determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the R&S Plan was over 85.00% funded at January 1, 2020 and 2019 based on the PPA funding target and PPA actuarial value of assets on those dates. Because the provisions of the PPA do not apply to the R&S Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of plan experience.

## NOTES TO FINANCIAL STATEMENTS

### Note 7. Pension Plans (Continued)

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

Two prepayment options were available to participating cooperatives:

1. Use current assets to make the prepayment over a period of not more than 4 years, or,
2. Borrow funds sufficient to make the prepayment in a lump sum, with the prepayment of the borrowed amount determined by the loan's amortization schedule.

On February 14, 2013, RUS issued a memorandum to all of its borrowers regarding the proper accounting treatment of the R&S Plan prepayment. RUS stipulated that the prepayment shall be recorded as a long-term prepayment in Account 186, Miscellaneous Deferred Debits. This prepaid expense shall be amortized to Account 926, Employee Pensions and Benefits, over a ten-year period. Alternatively, RUS borrowers may calculate the amortization period by subtracting the cooperative's average age of its workforce as provided by NRECA from the cooperative's normal retirement age under the R&S Plan, up to a maximum period of 20 years. If the entity chooses to finance the prepayment, interest expense associated with the loan shall be recorded in the year incurred as is required under the RUS Uniform System of Accounts (USoA).

Section 6.13(e) of the RUS Loan Contract limits the amount of unsecured debt that a borrower may incur to 15% on Net Utility Plant if the equity level of the borrower, after considering such unsecured debt, is below 30% of its Total Assets, unless the borrower obtains RUS consent. RUS will consider any unsecured debt associated with the R&S Plan prepayment to be Permitted Debt and accordingly, it will be excluded from the application of Section 6.13(e). During May 2013, Cumberland Valley made a prepayment of \$914,847 to the R&S Plan. The amount is being amortized over 15 years.

### Note 8. Savings Plan

Cumberland Valley sponsors a Retirement Savings Plan available to all eligible employees. The plan allows participants to make contributions by salary reduction, pursuant to Section 401(k) of the Internal Revenue Code. Cumberland Valley makes contributions of 10% for non-salaried employees and 5% (reduced to 2% effective March 2019) for salaried employees of the participant's base compensation. Contributions to the plan were \$238,842 for 2020 and \$237,926 for 2019.



## NOTES TO FINANCIAL STATEMENTS

### Note 9. Postretirement Benefits

Cumberland Valley sponsors a defined benefit plan that provides medical insurance coverage to retirees and their spouses. Cumberland Valley pays all the premiums for retirees and their spouses. For measurement purposes, an annual rate of increase of 7.00% in 2020, then decreasing by 0.25% per year until 3.00% per year, in the per capita cost of covered health care benefit was assumed. The discount rate used in determining the accumulated postretirement benefit obligation was 4.50%. There have been no significant changes that affect the comparability of 2020 and 2019.

The funded status of the plan was as follows as of May 31, 2020 and 2019:

	2020	2019
Projected benefit obligation	\$ (4,071,625)	\$ (3,921,284)
Plan assets at fair value	-	-
Funded status (deficit)	\$ (4,071,625)	\$ (3,921,284)

The components of net periodic postretirement benefit costs are as follows:

	2020	2019
Benefit obligation - beginning of period	\$ 3,921,284	\$ 3,796,740
Net periodic benefit cost:		
Service cost	43,540	49,724
Interest cost	179,840	173,656
Net period cost	223,380	223,380
Benefit payments to participants	(73,039)	(98,836)
Benefit obligation - end of period	\$ 4,071,625	\$ 3,921,284

Amounts recognized in the balance sheet consists of:

Accumulated postretirement benefits	\$ 4,071,625	\$ 3,921,284
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Amounts included in other comprehensive income:

Postretirement benefits	\$ 52,620	\$ 52,620
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Effect of 1.00% increase in the health care trend:

Postemployment benefit obligation	\$ 4,335,000
Net periodic benefit cost	\$ 237,900

Projected retiree benefit payments for the next five years are expected to be as follows: 2021 - \$99,000; 2022 - \$97,000; 2023 - \$95,000; 2024 - \$90,000; 2025 - \$87,000.

## **NOTES TO FINANCIAL STATEMENTS**

### **Note 10. Environmental Contingency**

Cumberland Valley from time to time is required to work with and handle PCBs, herbicides, automotive fluids, lubricants, and other hazardous materials in the normal course of business. As a result, there is the possibility that environmental conditions may arise which would require Cumberland Valley to incur cleanup costs. The likelihood of such an event, or the amount of such costs, if any, cannot be determined at this time. However, management does not believe such costs, if any, would materially affect Cumberland Valley's financial position or its future cash flows.

### **Note 11. Commitments**

Cumberland Valley has various other agreements outstanding with local contractors. Under these agreements, the contractors will perform certain construction and maintenance work at specified hourly rates or unit cost, or on an as needed basis. The duration of these contracts are one to two years.

### **Note 12. Related Party Transactions**

Several of the Directors of Cumberland Valley and its President and CEO are on the boards of directors of various associated organizations.

### **Note 13. Labor Force**

Approximately 80% of Cumberland Valley's labor force is subject to a collective bargaining agreement. A three year agreement was negotiated and approved for the period September 1, 2019 to August 31, 2022 between Cumberland Valley and the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union.

### **Note 14. Contingencies**

Cumberland Valley, on occasion, is involved in litigation arising in the normal course of business. While the results of such litigation cannot be predicted with certainty, management, based upon advice of counsel, believes that the final outcome will not have a material adverse effect on the financial statements.

### **Note 15. Risks and Uncertainties**

In March 2020, local, U.S., and world governments have encouraged self-isolation to curtail the spread of the global pandemic, coronavirus disease (COVID-19), by mandating temporary work stoppage in many sectors and imposing limitations on travel and size and duration of group meetings. Most industries are experiencing disruption to business operations and the impact of reduced consumer spending. There is unprecedented uncertainty surrounding the duration of the pandemic, its potential economic ramifications, and any government actions to mitigate them. Accordingly, while management cannot quantify the financial and other impact to Cumberland Valley as of September 3, 2020, management believes that a material impact on the Cumberland Valley's financial position and results of future operations is reasonably possible.

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

To the Board of Directors  
Cumberland Valley Electric, Inc.  
Gray, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Cumberland Valley Electric, Inc. (the Cooperative), which comprise the balance sheet as of May 31, 2020 and the related statements of revenue and comprehensive income, changes in members' equities and cash flows for the year then ended, and related notes to the financial statements, and have issued our report thereon dated September 3, 2020.

**Internal Control Over Financial Reporting**

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

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. 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 the Cooperative's financial statements are free of 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 result 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.

*Jones, Male & Mattingly P.C.*

Louisville, Kentucky  
September 3, 2020

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

To the Board of Directors  
Cumberland Valley Electric, Inc.  
Gray, 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 Cumberland Valley Electric, Inc. (the Cooperative), which comprise the balance sheet as of May 31, 2020, and the related statements of revenue and comprehensive income, changes in members' equities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 3, 2020. In accordance with *Government Auditing Standards*, we have also issued our report dated September 3, 2020, on our consideration of the Cooperative's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. No reports other than the reports referred to above and our schedule of findings and recommendations related to our audit have been furnished to management.

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

- Maintain adequate and effective accounting procedures;
- Utilize adequate and fair methods for accumulating and recording labor, material, and overhead costs, and the distribution of these costs to construction, retirement, and maintenance or other expense accounts;
- Reconcile continuing property records to the controlling general ledger plant accounts;
- Clear construction accounts and accrue depreciation on completed construction;
- Record and properly price the retirement of plant;
- Seek approval of the sale, lease, or transfer of capital assets and disposition of proceeds for the sale or lease of plant, material, or scrap;

- Maintain adequate control over material and supplies;
- Prepare accurate and timely Financial and Operating Reports;
- Obtain written RUS approval to enter into any contract for the management, operation, or maintenance of the borrower's system if the contract covers all or substantially all of the electric system;
- Disclose material related party transactions in the financial statements, in accordance with requirements for related parties in generally accepted accounting principles;
- Record depreciation in accordance with RUS requirements ("See RUS Bulletin 183-1, Depreciation Rates and Procedures");
- Comply with the requirements for the detailed schedule of deferred debits and deferred credits, which are listed below; and
- Comply with the requirements for the detailed schedule of investments, of which there were none.

The deferred debits are as follows:

Deferred pension costs	<u>\$ 493,041</u>
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The deferred credits are as follows:

Consumer advances for construction	<u>\$ 119,434</u>
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The purpose of this report is solely to communicate, in connection with the audit of the financial statements, on compliance with aspects of contractual agreements and the regulatory requirements for electric borrowers based on the requirements of 7 CFR Part 1773, Policy on Audits of Rural Utilities Service Borrowers and Grantees. Accordingly, this report is not suitable for any other purpose.

*Jones, Hale & Mattingly P.C.*

Louisville, Kentucky  
September 3, 2020