

Kentucky 18
Meade County Rural Electric
Cooperative Corporation
Brandenburg, Kentucky
Audited Financial Statements
October 31, 2014 and 2013

Alan M. Zumstein
Certified Public Accountant
1032 Chetford Drive
Lexington, Kentucky 40509

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ALAN M. ZUMSTEIN
CERTIFIED PUBLIC ACCOUNTANT

1032 CHETFORD DRIVE
LEXINGTON, KENTUCKY 40509
(859) 264-7147
zumstein@windstream.net

MEMBER
• AMERICAN INSTITUTE OF CPA'S
• KENTUCKY SOCIETY OF CPA'S
• INDIANA SOCIETY OF CPA'S
• AICPA DIVISION FOR FIRMS

Independent Auditor's Report

To the Board of Directors
Meade County Rural Electric Cooperative
Brandenburg, Kentucky

Report on the Financial Statements

I have audited the accompanying financial statements of Meade County Rural Electric Cooperative, which comprise the balance sheets as of October 31, 2014 and 2013, and the related statements of revenue and comprehensive income, changes in equities, and cash flows for the years 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

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my 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 I 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, I 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.

I believe the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Meade County Rural Electric Cooperative as of October 31, 2014 and 2013, and the results of their operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, I have also issued a report dated December 18, 2014, on my consideration of Meade County Rural Electric Cooperative's internal control over financial reporting and my 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 my 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 internal control over financial reporting and compliance.

Alan M. Zumstein

Alan M. Zumstein, CPA
December 18, 2014

Meade County Rural Electric Cooperative Corporation
Balance Sheets, October 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Electric Plant, at original cost:		
In service	\$ 110,293,419	\$ 106,688,008
Under construction	1,929,635	1,538,827
	<u>112,223,054</u>	<u>108,226,835</u>
Less accumulated depreciation	33,188,036	31,052,910
	<u>79,035,018</u>	<u>77,173,925</u>
Investments in Associated Organizations	<u>2,056,687</u>	<u>2,323,923</u>
Current Assets:		
Cash and cash equivalents	8,351,572	5,986,537
Accounts receivable, less allowance for		
2014 of \$292,654 and 2013 of \$318,415	3,625,257	3,269,434
Unbilled revenues	507,910	498,660
Other receivables	523,025	653,405
Material and supplies, at average cost	745,109	809,875
Other current assets	376,419	300,655
	<u>14,129,292</u>	<u>11,518,566</u>
Prepaid retirement costs	<u>1,941,876</u>	<u>1,642,951</u>
Total	<u>\$ 97,162,873</u>	<u>\$ 92,659,365</u>
	-	
MEMBER'S EQUITIES AND LIABILITIES		
Members' Equities:		
Memberships	\$ 83,557	\$ 87,175
Patronage capital	31,007,750	29,129,011
Other equities	962,717	957,516
Accumulated other comprehensive income	(142,555)	(157,913)
	<u>31,911,469</u>	<u>30,015,789</u>
Long Term Debt	<u>55,810,228</u>	<u>54,940,030</u>
Accumulated Postretirement Benefits	<u>1,484,213</u>	<u>1,438,704</u>
Current Liabilities:		
Accounts payable	3,184,483	2,540,062
Current portion of long term debt	2,000,000	1,850,000
Consumer deposits	957,256	879,041
Accrued expenses	1,185,670	436,162
	<u>7,327,409</u>	<u>5,705,265</u>
Consumer Advances	<u>629,554</u>	<u>559,577</u>
Total	<u>\$ 97,162,873</u>	<u>\$ 92,659,365</u>

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

Meade County Rural Electric Cooperative Corporation
Statements of Revenue and Comprehensive Income
for the years ended October 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Operating Revenues		
Sale of electricity	\$ 45,752,347	\$ 38,208,992
Other electric revenue	1,262,052	1,171,546
	<u>47,014,399</u>	<u>39,380,538</u>
Operating Expenses:		
Cost of power	30,513,551	23,437,650
Distribution - operations	2,996,096	2,665,552
Distribution - maintenance	3,012,034	2,899,675
Consumer accounts	1,510,866	1,366,884
Customer services	206,708	342,068
Administrative and general	1,630,320	1,734,387
Depreciation, excluding \$369,536 in 2014 and \$369,536 in 2013 charged to clearing accounts	3,777,172	3,523,851
Taxes, other than income	47,972	47,872
Other deductions	12,780	13,345
	<u>43,707,499</u>	<u>36,031,284</u>
Operating margins before interest charges	<u>3,306,900</u>	<u>3,349,254</u>
Interest Charges:		
Long-term debt	1,677,268	1,899,746
Other	1,893	5,870
	<u>1,679,161</u>	<u>1,905,616</u>
Operating margins after interest charges	<u>1,627,739</u>	<u>1,443,638</u>
Nonoperating Margins		
Interest income	324,446	277,133
Others	74,085	68,755
	<u>398,531</u>	<u>345,888</u>
Patronage Capital Credits	<u>71,514</u>	<u>52,547</u>
Net Margins	2,097,784	1,842,073
Items of comprehensive income:		
Accumulated postretirement benefits	15,358	14,078
Net Comprehensive Income	<u>\$ 2,113,142</u>	<u>\$ 1,856,151</u>

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

Meade County Rural Electric Cooperative Corporation
Statement of Changes in Members' Equity
for the years ended October 31, 2013 and 2014

	<u>Memberships</u>	<u>Patronage Capital</u>	<u>Other Equity</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total Members' Equity</u>
Balance - Beginning of year	\$ 90,815	\$ 27,545,416	\$ 948,737	\$ (171,991)	\$ 28,412,977
Comprehensive income:					
Net margins		1,842,073			1,842,073
Postretirement benefit obligation					
Amortization				14,078	
Adjustments				-	14,078
Total comprehensive income					1,856,151
Net change in memberships	(3,640)				(3,640)
Refunds to estates		(258,478)			(258,478)
Transfers to other equities					-
Other equities			8,779		8,779
Balance - October 31, 2013	87,175	29,129,011	957,516	(157,913)	30,015,789
Comprehensive income:					
Net margins		2,097,784			2,097,784
Postretirement benefit obligation					
Amortization				15,358	
Adjustments				-	15,358
Total comprehensive income					2,113,142
Net change in memberships	(3,618)				(3,618)
Refunds to estates		(219,045)			(219,045)
Transfers to other equities					-
Other equities			5,201		5,201
Balance - October 31, 2014	\$ 83,557	\$ 31,007,750	\$ 962,717	\$ (142,555)	\$ 31,911,469

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

Meade County Rural Electric Cooperative Corporation
Statements of Cash Flows
for the years ended October 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities:		
Net margins	\$ 2,097,784	\$ 1,842,073
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation:		
Charged to expense	3,777,172	3,523,851
Charged to clearing accounts	357,521	369,536
Patronage capital credits assigned	(71,514)	(52,547)
Accumulated postretirement benefits	60,867	80,644
Change in assets and liabilities:		
Receivables	(234,693)	(1,293,614)
Material and supplies	64,766	161,022
Other assets	(75,764)	45,626
Deferred assets	(298,925)	(1,642,951)
Payables	644,421	418,659
Consumer deposits and advances	148,192	64,113
Accrued expenses	749,508	(251,194)
	<u>7,219,335</u>	<u>3,265,218</u>
Cash Flows from Investing Activities:		
Plant additions	(5,479,336)	(5,531,563)
Plant removal costs	(672,757)	(734,702)
Salvage recovered from retired plant	156,307	241,342
Receipts from other investments, net	338,750	55,491
	<u>(5,657,036)</u>	<u>(5,969,432)</u>
Cash Flows from Financing Activities:		
Net increase in memberships	(3,618)	(3,640)
Refund of patronage capital to members	(219,045)	(258,478)
Increase in other equities	5,201	8,779
Payments on long term debt	(1,939,811)	(3,204,868)
Advances of long term debt	-	7,810,000
Advance payment on long term debt	2,960,009	(3,719,087)
	<u>802,736</u>	<u>632,706</u>
Net increase in cash	2,365,035	(2,071,508)
Cash and cash equivalents, beginning of year	<u>5,986,537</u>	<u>8,058,045</u>
Cash and cash equivalents, end of year	<u>\$ 8,351,572</u>	<u>\$ 5,986,537</u>
Supplemental cash flows information:		
Interest paid on long-term debt	\$ 1,680,209	\$ 1,918,126

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

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies

Meade County Rural Electric Cooperative ("Meade County") 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 generally accepted accounting principles. The more significant of these policies are as follows:

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 year.

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:

	<u>2014</u>	<u>2013</u>
Distribution plant	\$102,332,161	\$99,243,549
General plant	<u>7,961,258</u>	<u>7,444,459</u>
Total	<u>\$110,293,419</u>	<u>\$106,688,008</u>

Depreciation Provision has been made for depreciation on the basis of the estimated lives of assets, using the straight-line method. Meade County uses a composite depreciation rate of 3.36% for distribution plant. General plant rates are as follows:

Structures and improvements	2.5% - 3%
Transportation equipment	12.5% - 25%
Other general plant	5% - 14.3%

Cash and Cash Equivalents Meade County considers all short-term, highly liquid investments with original maturities of three months or less to be cash equivalents. Meade County maintains its cash balances, which may exceed the federally insured limit, with several financial institutions. These financial institutions have strong credit ratings and management believes that credit risk related to the accounts is minimal.

Estimates The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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.

Revenue Meade County records revenue as billed to its consumers based on monthly meter-reading cycles. All consumers are required to pay a refundable deposit, however, it may be waived under certain circumstances. Meade County's sales are concentrated in a six county area of western Kentucky. There were no consumers whose individual account balance exceeded 10% of outstanding accounts receivable at October 31, 2014 or 2013. Consumers must pay their bill within 20 days of billing, then are subject to disconnect after another 10 days. Accounts are written off when they are deemed to be uncollectible. The allowance for uncollectible accounts is based on the aging of receivables.

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies, continued

Sales Tax Meade County is required to collect, on behalf of the State of Kentucky, sales taxes based on 6 percent of gross sales from non-residential consumers, a 3 percent school tax from certain counties on most gross sales, and franchise fees in certain cities. Meade County'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 Meade County is one of three (3) members of Big Rivers Electric Corporation, Inc. ("Big Rivers"). Under a wholesale power agreement, Meade County is committed to purchase its electric power and energy requirements from Big Rivers until 2043. The rates charged by Big Rivers 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 Big Rivers.

Fair Value Measurements The Fair Value Measurements and Disclosures Topic of the FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal, or most advantageous, market for the asset or liability in an orderly transaction between market participants at the measurement date. The Fair Values Measurements Topic establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs when possible. The three levels of inputs used to measure fair value are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measure and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying amounts of Meade County's cash and cash equivalents, other receivables, investments, inventories, other assets, trade accounts payable, accrued expenses and liabilities, and other liabilities approximate fair value due to their short maturity. Investments in associated organizations are not considered a financial instrument because they represent nontransferable interests in associated organizations. Other assets and liabilities are not considered financial instruments because they represent activities specifically related to Meade County. Long term debt can not be traded in the market, and is specifically for electric cooperatives and, therefore, a value other than its outstanding principal cannot be determined.

Meade County may, and also does, invest idle funds in local banks and in National Rural Utilities Cooperative Finance Corporation ("CFC") commercial paper. The inputs used to measure idle funds are Level 1 measurements, as these funds are exchange traded funds in an active market.

Risk Management Meade County 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.

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies, continued

Environmental Contingency Meade County 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 Meade County 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 Meade County's financial position or its future cash flows.

Generation and Transmission Corporation As discussed in the preceding notes, Meade County purchases electric power from Big Rivers, a generation and transmission cooperative association. The membership of Big Rivers is comprised of Meade County and two other distribution cooperatives.

On July 16, 2009, Big Rivers consummated an "unwind" transaction with E.ON US under which Big Rivers will assume from E.ON US full responsibility for operating its three generation facilities and the obligation to serve two aluminum smelters through Kenergy Corp. E.ON US provided cash payments, asset transfers and other benefits to Big Rivers, which resulted in Big Rivers booking extraordinary income of \$537,978,000 in 2009. These economic benefits allowed Big Rivers to pay down approximately \$140,000,000 of debt, provide \$253,000,000 of rate stabilization funds, and increase its equity to a positive \$379,391,000 from a deficit of (\$154,602,000) at December 31, 2009. After consideration of all relevant facts and information Meade County has elected to continue valuing the non-cash allocations received from Big Rivers at zero for financial accounting purposes, a practice it has followed since Big Rivers emerged from bankruptcy in 1998 during which all previous booked non-cash allocations were reduced to zero. Meade County will continue to make memorandum entries in its patronage subsidiary ledger of the face amount of the allocations received from Big Rivers. Refer to the subsequent footnote for the income tax treatment of these non-cash allocations.

Advertising Meade County expenses advertising costs as incurred.

Income Tax Status Meade County is exempt from federal and state income taxes under provisions of Section 501(c)(12). When applying the 85 percent test of IRC 501(c)(12), Meade County excludes the Big Rivers non-cash allocations from "gross income". Accordingly, the financial statements for Meade County include no provision for income taxes. Meade County'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 Meade County has no uncertain tax positions resulting in an accrual of tax expense or benefit. Meade County recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. Meade County did not recognize any interest or penalties during the years ended October 31, 2014 and 2013. Meade County'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.

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

Subsequent Events Management has evaluated subsequent events through December 18, 2015, the date the financial statements were available to be issued. There were no significant subsequent events to report.

Notes to Financial Statements

Note 2. Investments in Associated Organizations

Meade County 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 0%, 3%, and 5% and are scheduled to mature at varying times from 2020 to 2080. Member Capital Securities have a 7.5% fixed interest rate and mature 35 years from the issuance date. Interest is paid each April 1 and October 1.

Investments in associated organizations consist of:

	<u>2014</u>	<u>2013</u>
CFC, patronage capital	\$373,318	\$367,916
CFC, CTC's	879,198	881,516
CFC, Member Capital Security	-	310,000
Others	804,171	764,491
Total	<u>\$2,056,687</u>	<u>\$2,323,923</u>

Note 3. 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% 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% of the net margins for the next preceding year, Meade County may distribute the difference between 25% and the payments made to such estates. The equity at October 31, 2014 was 33% of total assets.

Patronage capital consists of:

	<u>2014</u>	<u>2013</u>
Assigned to date	\$37,588,390	\$36,111,056
Assignable margins	1,701,453	1,503,694
Unassigned	4,934,751	4,512,061
Retirements to date	(13,216,844)	(12,997,800)
Total	<u>\$31,007,750</u>	<u>\$29,129,011</u>

Note 4. Long Term Debt

All assets, except vehicles, are pledged as collateral on the long term debt to RUS, Federal Financing Bank ("FFB"), and CFC under a joint mortgage agreement. The long term debt is due in quarterly and monthly installments of varying amounts through 2041. Meade County has unadvanced loan funds available from FFB in the amount of \$23,049,000 at October 31, 2014. RUS assess 12.5 basis points to administer the FFB loans.

As of October 31, 2014, the annual principal portion of long term debt outstanding for the next five years are as follows: 2015 - \$2,000,000; 2016 - \$2,100,000; 2017 - \$2,175,000; 2018 - \$2,200,000; 2019 - \$2,300,000.

Notes to Financial Statements

Note 4. Long Term Debt, continued

Long term debt consists of:

	<u>2014</u>	<u>2013</u>
RUS:		
0.77% to 4.86%	\$31,631,886	\$32,510,010
Advance payments unapplied	<u>(3,356,857)</u>	<u>(6,316,866)</u>
	<u>28,275,029</u>	<u>26,193,144</u>
FFB, 0.20% to 6.049%	<u>25,977,320</u>	<u>26,747,209</u>
CFC, 2.95% to 3.9% fixed rate	<u>3,557,879</u>	<u>3,849,677</u>
	57,810,228	56,790,030
Less current portion	<u>2,000,000</u>	<u>1,850,000</u>
Long term portion	<u><u>\$55,810,228</u></u>	<u><u>\$54,940,030</u></u>

Note 5. Short Term Borrowings

At October 31, 2014, Meade County had a short term line of credit of \$5,000,000 available from CFC. There were no advances against this line of credit during the audit period.

Note 6. Pension Plan

All eligible employees of Meade County 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. Eligible employees include employees hired prior to August 31, 2002. Non-eligible employees are those hired after August 31, 2002. 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.

Meade County's contributions to the R&S Plan in 2014 and 2013 represent less than 5 percent of the total contributions made to the plan by all participating employers. Meade County made contributions to the plan of \$447,543 in 2014 and \$484,103 in 2013. There have been no significant changes that affect the comparability of 2014 and 2013.

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 between 65 percent and 80 percent funded at January 1, 2013 and 2012 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 6. Pension Plan, 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 Retirement Security ("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). On March 15, 2013, the Corporation made a prepayment of \$1,656,757 to the R&S Plan. The Corporation is amortizing this amount over 10 years. Interest expense associated with the prepayment loan is being accounted for in accordance with the USoA.

During 2014 Meade County offered a Special Early Retirement Program ("SERP") for employees that met certain employment conditions. The cost was \$501,301 for the employees that selected the SERP. This amount is being amortized over five (5) years.

Note 7. Savings Plan

Meade County participates in the NRECA Savings Plan, a multiemployer, defined contribution master pension plan. All employees are eligible to participate in the Savings Plan upon completion of six (6) months employment. Eligible employees, as defined above, participate in the Savings Plan with Meade County contributing 3% of annual base pay, and the employee contributing from 1% to 3%. Non-eligible employees, as defined above, participate in the Savings Plan with Meade County contributing 12% of annual base pay, and the employee contributing from 1% to 3%. Employer contributions to the plan were \$265,816 for 2014 and \$276,671 for 2013, and vest immediately.

Notes to Financial Statements

Note 8. Postretirement Benefits

Meade County sponsors a defined benefit plan that provides medical insurance coverage to retirees by contributing 50% of the cost of a single policy. For measurement purposes, an annual rate of increase of 8.5%, then decreasing by 0.5% per year until 5% 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 5.5%. A portion of the net periodic benefit cost is allocated to construction of electric plant. There have been no significant changes that affect the comparability of 2014 and 2013.

The funded status of the plan is as follows:

	<u>2014</u>	<u>2013</u>
Projected benefit obligation	(\$1,484,213)	(\$1,438,704)
Plan assets at fair value	-	-
Funded status	<u>(\$1,484,213)</u>	<u>(\$1,438,704)</u>

The reconciliation of the benefits obligations of postretirement benefits are as follows:

	<u>2014</u>	<u>2013</u>
Benefit obligation - beginning of period	\$1,438,704	\$1,372,138
Adjust comprehensive income	-	-
Net periodic benefit cost:		
Service cost	34,094	50,468
Interest cost	80,380	77,298
Net periodic benefit cost	<u>114,474</u>	<u>127,766</u>
Benefit payments to participants	<u>(68,965)</u>	<u>(61,200)</u>
Benefit obligation - end of period	<u>\$1,484,213</u>	<u>\$1,438,704</u>

Projected retiree benefit payments for the next five years are expected to be as follows: 2015 - \$62,500; 2016 - \$57,000; 2017 - \$52,000; 2018 - \$46,000; 2019 - \$36,000.

Note 9. Related Party Transactions

Several of the Directors of Meade County and its President & CEO are on the Boards of Directors of various associated organizations. Meade County occasionally sells old vehicles to employees and others.

Note 10. Commitments

Meade County 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 three years.

Note 11. Environmental Contingency

Meade County 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 Meade County 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 Meade County's financial position or its future cash flows.

Notes to Financial Statements

Note 12. Rate Matters

Meade County was granted a general rate increase by the PSC in the amount of approximately \$965,000, or 2% of base revenues during 2012. Big Rivers increased its base rates to Meade County during 2014 by approximately 20%. Meade County passed this increase on to its customers using the methodology prescribed by the PSC.

Note 13. Contingencies

Meade County, on occasion, is involved in litigation arising in the normal course of business. Presently, there are no such litigations pending.

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ALAN M. ZUMSTEIN
CERTIFIED PUBLIC ACCOUNTANT

1032 CHETFORD DRIVE
LEXINGTON, KENTUCKY 40509
(859) 264-7147
zumstein@windstream.net

MEMBER
• AMERICAN INSTITUTE OF CPA'S
• KENTUCKY SOCIETY OF CPA'S
• INDIANA SOCIETY OF CPA'S
• AICPA DIVISION FOR FIRMS

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
Meade County Rural Electric Cooperative

I 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 Meade County Rural Electric Cooperative, which comprise the balance sheets as of October 31, 2014 and 2013, and the related statements of revenue and comprehensive income, members' equities and cash flows for the years then ended, and related notes to the financial statements, and have issued my report thereon dated December 18, 2014.

Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing my audit, I considered Meade County's internal control over financial reporting as a basis for designing my auditing procedures for the purpose of expressing my opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Meade County's internal control over financial reporting. Accordingly, I do not express an opinion on the effectiveness of Meade County's internal control over financial reporting.

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.

My 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 over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. I did not identify any deficiencies in internal control over financial reporting that I consider to be material weaknesses, as defined previously.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Meade County's financial statements are free of material misstatement, I 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 my audit, and accordingly, I do not express such an opinion. The results of my tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

This report is intended solely for the information and use of the audit committee, management, the Rural Utilities Service, and supplemental lenders, and is not intended to be and should not be used by anyone other than these specified parties.

Alan M. Zumstein

Alan M. Zumstein, CPA
December 18, 2014

ALAN M. ZUMSTEIN
CERTIFIED PUBLIC ACCOUNTANT

1032 CHETFORD DRIVE
LEXINGTON, KENTUCKY 40509
(859) 264-7147
zumstein@windstream.net

MEMBER
• AMERICAN INSTITUTE OF CPA'S
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Independent Auditor's Report on Compliance with Aspects of Contractual
Agreements and Regulatory Requirements for Electric Borrowers

Board of Directors
Meade County Rural Electric Cooperative

Independent Auditor's Report

I 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 Meade County Rural Electric Cooperative ("the Cooperative"), which comprise the balance sheet as of October 31, 2014, and the related statements of revenue and comprehensive income, patronage capital, and changes in cash flows for the year then ended, and the related notes to the financial statements, and have issued my report thereon dated December 18, 2014. In accordance with *Government Auditing Standards*, we have also issued my report dated December 18, 2014, on my consideration of the Cooperative's internal control over financial reporting and on my 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 my schedule of findings and recommendations related to my audit have been furnished to management.

In connection with my audit, nothing came to my attention that caused me 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*, §1773.33 and clarified in the RUS policy memorandum dated February 7, 2013, insofar as they relate to accounting matters as enumerated below. However, my audit was not directed primarily toward obtaining knowledge of noncompliance. Accordingly, had I performed additional procedures, other matters may have come to my 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 my audit, I 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;

Board of Directors
Meade County Rural Electric Cooperative – 2

- 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; and
- Comply with the requirements for the detailed schedule of investments, of which there were none.

Deferred debits are as follows:

Prepaid pension costs	\$1,463,469
Special early retirement plan	478,407
	<u>\$1,941,876</u>

Deferred credits are as follows:

Consumer advances for construction	<u>\$629,554</u>
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My audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The detailed schedule of deferred debits and deferred credits required by 7 CFR Part 1773(h) and provided below is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information has been subjected to the auditing procedures applied in my audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

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

Alan Zumstein

Alan M. Zumstein, CPA
December 18, 2014

ALAN M. ZUMSTEIN
CERTIFIED PUBLIC ACCOUNTANT

1032 CHETFORD DRIVE
LEXINGTON, KENTUCKY 40509
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zumstein@windstream.net

MEMBER
• AMERICAN INSTITUTE OF CPA'S
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• INDIANA SOCIETY OF CPA'S
• AICPA DIVISION FOR FIRMS

December 18, 2014

To the Board of Directors
Meade County Rural Electric Cooperative

I have audited the financial statements of Meade County Rural Electric Cooperative for the year ended October 31, 2014, and have issued my report thereon dated December 18, 2014. Professional standards require that I provide you with the following information related to my audit.

My Responsibility under U.S. Generally Accepted Auditing Standards As stated in my engagement letter, my responsibility, as described by professional standards, is to express an opinion about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. My audit of the financial statements does not relieve you or management of your responsibilities.

Planned Scope and Timing of the Audit I performed the audit according to the planned scope and timing previously communicated to you in our meeting about planning matters.

Significant Audit Findings There was no significant findings as a result of my audit procedures performed.

Adoption of New Accounting Principles Management is responsible for the selection and use of appropriate accounting policies. In accordance with the terms of my engagement letter, I will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by Meade County are described in the Notes to the financial statements. During the year ended October 31, 2014, there were no significant new accounting principles adopted.

Unusual Transactions Lacking Authoritative Guidance I noted no transactions entered into by Meade County during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting Estimates Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

Difficulties Encountered in Performing the Audit I encountered no significant difficulties in dealing with management in performing and completing our audit.

To the Board of Directors

Corrected and Uncorrected Misstatement Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. There were no significant audit adjustments required, nor were there any significant uncorrected misstatements not posted into the general ledger of Meade County

Disagreements with Management For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. I am pleased to report that no such disagreements arose during the course of my audit.

Management Representations I have requested certain representations from management that are included in the management representation letter dated December 18, 2014.

Consultation with Other Accountants In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to Meade County's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, my professional standards require the consulting accountant to check with me to determine that the consultant has all the relevant facts. I did not consult with any outside accountants regarding accounting and auditing issues relevant to Meade County

Other Audit Findings or Issues There were no other audit findings or other issues required by my professional standards to be reported to the audit committee.

This information is intended solely for the use of the Audit Committee, Board of Directors, and management of Meade County and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

Alan M. Zumstein

Alan M. Zumstein, CPA