Kentucky 51
Nolin Rural Electric
Cooperative Corporation
Elizabethtown, Kentucky

Audited Financial Statements
December 31, 2013 and 2012

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
Nolin Rural Electric Cooperative Corporation

I have audited the accompanying financial statements of Nolin Rural Electric Cooperative Corporation, which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of revenue and comprehensive income, changes in member's 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. 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 Nolin Rural Electric Cooperative Corporation as of December 31, 2013 and 2012, 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.

Alan M. Zumstein

Alan M. Zumstein, CPA
April 7, 2014

Nolin Rural Electric Cooperative Corporation
Balance Sheets, December 31, 2013 and 2012

Assets and Other Debits	2013	2012
Utility Plant, at original cost:		
In service	$ 103,903,014	$ 100,320,986
Under construction	670,721	2,280,156
	104,573,735	102,601,142
Less accumulated depreciation	39,947,311	37,855,305
	64,626,424	64,745,837
Investments in associated organizations	30,718,045	27,080,630
Long term portion of other receivables	51,313,136	57,500,068
Current Assets:		
Cash and cash equivalents	7,421,870	2,948,966
Accounts receivable, electric, less allowance for 2013 of $499,585 and 2012 of $424,449	11,785,289	11,386,733
Accounts receivable, other	22,300,495	18,209,290
Material and supplies, at average cost	1,116,804	1,145,866
Prepayments and others	32,603	29,943
	42,657,061	33,720,798
Prepaid Pension Costs	3,344,356	-
Total	$ 192,659,022	$ 183,047,333

Liabilities and Other Credits	2013	2012
Members' Equities:		
Memberships	$ 281,685	$ 284,650
Patronage capital	66,460,248	61,883,441
Other equities	2,233,968	1,790,444
Accumulated other comprehensive income	(3,487,699)	(902,116)
	65,488,202	63,056,419
Long Term Debt	93,448,169	84,124,853
Accumulated Postretirement Benefits	6,643,143	3,777,708
Current Liabilities:		
Notes payable	-	5,592,018
Accounts payable	8,297,815	11,073,195
Current portion of long term debt	7,800,000	10,450,000
Consumer deposits	2,179,303	2,175,875
Other current and accrued expenses	7,034,117	2,098,975
	25,311,235	31,390,063
Deferred Credits	1,768,273	698,290
Total	$ 192,659,022	$ 183,047,333

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

Statements of Revenue and Comprehensive Income
for the years ended December 31, 2013 and 2012

	2013	2012
Operating Revenues		
Sales of electric energy	$ 73,089,093	$ 68,570,906
Other electric revenue	6,508,959	3,774,546
	79,598,052	72,345,452
Operating Expenses:		
Cost of power	56,176,766	53,517,604
Distribution - operations	3,610,861	3,590,494
Distribution - maintenance	3,392,225	3,666,952
Consumer accounts	2,417,045	2,375,907
Customer service	833,489	835,907
Administrative and general	3,615,346	3,105,947
Depreciation, excluding $345,217 in 2013 and $319,714 in 2012 charged to clearing accoun	3,890,056	3,740,790
Other deductions	31,334	13,324
	73,967,122	70,846,925
Operating Margins before Interest Charges	5,630,930	1,498,527
Interest Charges:		
Interest on long-term debt	3,180,850	2,955,396
Debt discount	-	595,599
Other interest charges	124,010	162,814
	3,304,860	3,713,809
Operating Margins after Interest Charges	2,326,070	(2,215,282)
Nonoperating Margins:		
Interest income	2,546,689	2,409,463
Other non operating margins	571,033	1,590,583
	3,117,722	4,000,046
Patronage Capital assigned		
G&T capital credits	4,470,108	3,420,838
Others	340,753	217,683
	4,810,861	3,638,521
Net Margins	10,254,653	5,423,285
Other Comprehensive Income:		
Postretirement benefits	(2,585,583)	135,600
Total Comprehensive Income	$ 7,669,070	$ 5,558,885

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

Statement of Changes in Members' Equity
for the years ended December 31, 2012 and 2013

		Patronage Capital Credits					Other	Accumulated Other Comprehensive	Total Members'
	Memberships	Assigned	Assignable	Unassigned	Retirements	Total	Equity	Income	Equity
Balance - Beginning of year	$ 287,520	$ 64,921,149	$ 6,690,181	$ 48,062	$ (15,047,730)	$ 56,611,662	$ 1,719,730	$ (1,037,716)	$ 57,581,196
Comprehensive income:									
Net margins			5,421,774			5,421,774			5,421,774
Postretirement benefit obligation									
Amortization								135,600	
Adjustments								-	135,600
Total comprehensive income									5,557,374
Net change in memberships	(2,870)								(2,870)
Refunds to estates					(149,995)	(149,995)			(299,990)
Allocate margins		6,690,181	(6,690,181)			-			
Other equities						-	70,714		70,714
Balance - December 31, 2012	284,650	71,611,330	5,421,774	48,062	(15,197,725)	61,883,441	1,790,444	(902,116)	63,056,419
Comprehensive income:									
Net margins			10,254,653			10,254,653			10,254,653
Postretirement benefit obligation									
Amortization								135,600	
Adjustments								(2,721,183)	(2,585,583)
Total comprehensive income									7,669,070
Net change in memberships	(2,965)								(2,965)
General refund of capital credits					(5,498,188)	(5,498,188)			(5,498,188)
Refunds to estates					(179,658)	(179,658)			(179,658)
Allocate margins		5,421,774	(5,421,774)			-			
Other equities						-	443,524		443,524
Balance - December 31, 2013	$ 281,685	$ 77,033,104	$ 10,254,653	$ 48,062	$ (20,875,571)	$ 66,460,248	$ 2,233,968	$ (3,487,699)	$ 65,488,202

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

Statements of Cash Flows
for the years ended December 31, 2013 and 2012

	2013	2012
Cash Flows from Operating Activities:		
Net margins	$ 10,254,653	$ 5,423,285
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation		
Charged to expense	3,890,056	3,740,790
Charged to clearing accounts	345,217	319,714
Patronage capital credits allocated	(4,810,861)	(3,638,521)
Accumulated postretirement benefits	279,852	293,731
Change in assets and liabilities:		
Receivables	(398,556)	(417,743)
Material and supplies	29,062	156,109
Prepayments	(2,660)	206
Deferred pension costs	(3,344,356)	-
Payables	(2,775,380)	2,672,425
Consumer deposits	3,428	109,452
Accrued expenses	4,935,142	190,652
Consumer advances for construction	1,069,983	438,397
	9,475,580	9,288,497
Cash Flows from Investing Activities:		
Plant additions	(3,756,036)	(2,364,424)
Salvage, net of removal costs	(359,824)	(161,831)
Receipts from associated organizations	1,173,446	91,640
	(2,942,414)	(2,434,615)
Cash Flows from Financing Activities:		
Net increase in memberships	(2,965)	(2,870)
Other receivables financing	2,095,727	(9,350,848)
Additional long-term borrowings	37,000,000	-
Payments on long-term debt	(30,326,684)	(8,676,547)
Short term borrowings (net)	(5,592,018)	5,592,018
Payments of patronage capital	(5,677,846)	(149,995)
Other equities	443,524	70,714
	(2,060,262)	(12,517,528)
Net increase in cash	4,472,904	(5,663,646)
Cash balances - beginning of period	2,948,966	8,612,612
Cash balances - end of period	$ 7,421,870	$ 2,948,966
Supplemental cash flows information:		
Interest paid on long-term debt	$ 3,195,909	$ 2,871,816

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

Note 1. Summary of Significant Accounting Policies

Nolin Rural Electric Cooperative Corporation ("Nolin") 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:

Business Activities Nolin provides distribution electric service to residential, business and commercial consumers in a nine (9) county area of central Kentucky.

Nolin is operating the distribution system for a local government unit through a privatization process with the federal government. Nolin is reimbursed for all costs incurred, plus a management fee, on a monthly basis. Payments for the construction of plant facilities are recorded as contributions to plant for the total cost of each project, therefore, there is no net original cost for electric plant from the privatization process. The results of operating the government system are as follows:

	2013	2012
Operating revenues	$5,339,866	$2,383,616
Operating expenses	1,649,683	1,372,374

Other Business Activities Nolin also provides demand side management and energy efficiency services to the local federal government installation. Nolin subcontracts almost all work performed, then bills the government installation for the subcontractor costs, plus a management fee. The reimbursements are due over a ten (10) year period. Included in accounts receivable, other, is $73,035,884 for 2013 and $66,017,998 for 2012 for these projects. Nolin charges the government installation 1.05% times Nolin's current variable interest rate on the unpaid balance. Interest income recognized was $2,500,376 for 2013 and $2,337,852 for 2012. The government installation had a prepayment that Nolin applied to the amounts due at December 31, 2012 of $471,418.

Cash and Cash Equivalents Nolin considers all short-term, highly liquid investments with original maturities of three months or less to be cash equivalents.

Off Balance Sheet Risk Nolin 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 the 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 Nolin records revenue as billed to its consumers based on monthly meter-reading cycles. Consumers are required to pay a refundable deposit, however, it may be waived under certain circumstances. 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. There were no individual account balances that exceeded 10% of outstanding accounts receivable at December 31, 2013 and 2012.

Note 1. Summary of Significant Accounting Policies, continued

Sales Taxes Nolin 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. Nolin'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 Nolin is one of sixteen (16) members of East Kentucky Power Cooperative ("East Kentucky"). Under a wholesale power agreement, Nolin 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. There are certain surcharges, clauses, and credits that East Kentucky includes to Nolin that are passed on to consumers using a methodology prescribed by the Commission.

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.

The major classifications of utility plant in service consist of:

	2013	2012
Distribution plant	$89,005,030	$85,483,970
General plant	14,897,984	14,837,016
Total	$103,903,014	$100,320,986

Depreciation Nolin's provision has been made for depreciation on the basis of the estimated lives of assets, using the straight-line method. General plant rates are as follows:

Distribution plant	2.5% - 6.9%
Structures and improvements	2.5%
Transportation equipment	10% - 20%
Other general plant	5% - 10%

Inventory Inventory is stated at cost, which approximates market value.

Income Tax Status Nolin is exempt from federal and state income taxes under provisions of Section 501(c)(12). Accordingly, the financial statements for Nolin include no provision for income taxes. Nolin'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 Nolin has no uncertain tax positions resulting in an accrual of tax expense or benefit. Nolin recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. Nolin did not recognize any interest or penalties during the years ended December 31, 2013 and 2012. Nolin's income tax return is subject to possible examination by taxing authorities until the expiration of related statues of limitations on the return, which is generally three years.

Note 1. Summary of Significant Accounting Policies, continued

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 Nolin'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 Nolin. 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.

Nolin 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.

Advertising Advertising costs are expensed as incurred.

Risk Management Nolin 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.

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 April 7, 2014, the date the financial statements were available to be issued. There were no significant subsequent events to report.

Note 2. Investments in Associated Organizations

The Capital Term Certificates ("CTCs") of National Rural Utilities, Cooperative Finance Corporation ("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.

Nolin records patronage capital assigned by associated organizations in the year in which such assignments are received. Investments in associated organizations consist of:

	2013	2012
East Kentucky, patronage capital	$26,940,130	$22,470,022
CFC, patronage capital and CTCs	2,665,691	3,525,151
Others	1,112,224	1,085,457
Total	$30,718,045	$27,080,630

Note 3. Patronage Capital

Under provisions of CFC's long-term debt agreement, return to patrons of capital contributed by them is limited to an amount greater than thirty percent (30%) of total margins for the preceding calendar year, unless, after giving effect to the distribution, the total equity will be at least twenty percent (20%) of total assets. Nolin is also required an average debt service coverage ("DSC") ratio of not less than 1.35. Nolin can not decrease its rates for electric service if it has failed to achieve a DSC ratio of 1.35, unless ordered by the PSC. The total equity at December 31, 2013 was 32% of total assets and the DSC ratio was 1.04.

Note 4. Long Term Debt

The 2.95 to 7.1% and the 2.80% fixed interest rates on the notes are subject to change every seven years from the repricing date for each individual note. The long term debt is due in quarterly installments of varying amounts through 2037. Nolin has funds available from CFC in the amount of $20,000,000 to finance the demand side management activities of the local government unit.

During 2012, Nolin refinanced the RUS debt of $27,637,219 with the 2.55% to 4.1% fixed interest rate notes and the $22,204,815 debt with Federal Financing Bank with the 1.96% variable rate notes.

All assets, except vehicles, are pledged as collateral on the long term debt to CFC under its mortgage agreement. Long term debt consists of:

	2013	2012
2.95% to 4.95% fixed rate	$3,504,962	$3,744,510
2.80% fixed rate	11,770,342	-
2.55 to 4.1% fixed rate	27,412,465	28,616,275
1.96% variable rate	19,097,819	20,447,073
2.9% for local government programs	39,462,581	41,766,995
	101,248,169	94,574,853
Less current portion	7,800,000	10,450,000
Long term portion	$93,448,169	$84,124,853

Note 4. Long Term Debt, continued

As of December 31, 2013, the annual principal payments for the next five years are as follows: 2014 - $7,800,000; 2015 - $8,000,000; 2016 - $8,200,000; 2017 - $8,300,000; 2018 - $8,500,000.

Note 5. Short Term Borrowings

At December 31, 2013, Nolin had a short term line of credit of $7,000,000 available from CFC. Nolin repaid all outstanding advances against the line of credit during the year.

Note 6. **Pension Plan**

Nolin's contributions to the R&S Plan in 2013 and 2012 represent less than 5 percent of the total contributions made to the plan by all participating employers. Nolin made contributions to the plan of $641,963 in 2013 and $1,293,463 in 2012. There have been no significant changes that affect the comparability of 2013 and 2012.

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.

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 choses to finance the prepayment, interest expense associated with the loan

Note 6. Pension Plan, continued

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 February, 2013, the Corporation made a prepayment of $3,681,860 to the R&S Plan. The amount is being amortized over 10 years.

Note 7. Postretirement Benefits

Nolin Rural Electric sponsors a defined benefit plan that provides medical insurance coverage to retired employees. Participating retirees and dependents do not contribute to the projected cost of coverage. The following is a reconciliation of the postretirement obligation.

The funded status of the plan is as follows:

	2013	2012
Projected benefit obligation	($6,643,143)	($3,777,708)
Plan assets at fair value	-	-
Total	($6,643,143)	($3,777,708)

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

	2013	2012
Benefit obligation at beginning of year	$3,777,708	$3,619,577
Components of net periodic benefit cost:		
Service cost	41,531	72,575
Interest cost	234,469	203,425
Net periodic benefit cost	276,000	276,000
Benefits paid	(131,748)	(117,869)
Accumulated other comprehensive income	2,721,183	-
Benefit obligation at end of year	$6,643,143	$3,777,708

Projected retiree benefit payments for the next five years are expected to be as follows: 2014 - $128,000; 2015 - $126,000; 2016 - $122,000; 2017 - $118,000; 2018 - $116,000.

The discount rate used in determining the APBO was 5.0% for 2013 and 2012. The health care cost trend rate used to compute the APBO in an 8% annual rate of increase for 2013, and decreasing gradually to 5.5%, then remain at that level thereafter.

Note 8. Related Party Transactions

Several of the Directors of Nolin Rural Electric, its President & CEO, and another employee are on the boards of directors of various associated organizations. Nolin entered a six (6) year lease with a member of the Board of Directors for 12 acres of land at $420 per year.

Note 9. Commitments

Nolin has various other agreements outstanding with local contractors. Under these agreements, the contractors will perform certain meter reading, 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 10. Environmental Contingency

Nolin 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 Nolin 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 Nolin's financial position or its future cash flows.

Note 11. Contingencies

Nolin, 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.

* * * * *

Supplemental Information

ALAN M. ZUMSTEIN
CERTIFIED PUBLIC ACCOUNTANT

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

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2013 Auditor's Certification Regarding Loan Fund Expenditures

To the Board of Directors
Nolin Rural Electric Cooperative Corporation

During the period of this review, Nolin Rural Electric Cooperative ("the Cooperative") received $12,000,000 in long-term loan fund advances from National Rural Utilities, Cooperative Finance Corporation ("CFC") on loans controlled by the CFC Loan Agreement and/or Mortgage or Security Agreement. Based on my review of construction work orders and other plant accounting records created during the period of review, it is my opinion that these CFC loan funds were expended for purposes contemplated in the Loan Agreement on such loans.

Alan M. Zumstein

Alan M. Zumstein, CPA
April 7, 2014

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• AICPA DIVISION FOR FIRMS

To the Board of Directors
Nolin Rural Electric Cooperative Corporation

In planning and performing my audit of the financial statements of Nolin Rural Electric Cooperative Corporation as of and for the year ended December 31, 2013, in accordance with auditing standards generally accepted in the United States of America, I considered the Cooperative's internal control over financial reporting (internal control) as a basis for designing my auditing procedures that are appropriate in the circumstances for the purpose of expressing my opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Cooperative's internal control. Accordingly, I do not express an opinion on the effectiveness of the Cooperative's internal control.

My consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies, and, therefore, material weaknesses or significant deficiencies may exist that were not identified.

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 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. I did not identify any deficiencies in internal control that I consider to be material weaknesses.

A *significant deficiency* is a deficiency, or 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. I did not identify any significant deficiencies.

A copy of the audit adjusting entries, which were all recorded and entered by your staff, are attached.

This communication is intended solely for the information and use of the board of directors, management of the Cooperative, and 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
April 7, 2014