

Owen Electric Cooperative, Inc.

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December 31, 2015 and 2014

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Independent Auditor's Report

To the Board of Directors
Owen Electric Cooperative, Inc.
Owenton, Kentucky

We have audited the accompanying financial statements of Owen Electric Cooperative, Inc. ("the Cooperative") as of December 31, 2015 and 2014 and the related statements of income and comprehensive income (loss), changes in members' and patrons' 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

Our responsibility is to express an opinion on these financial statements based on our audits and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

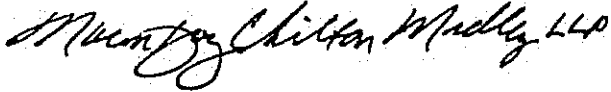
Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Cooperative as of December 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Independent Auditor's Report (Continued)

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our reported dated April 7, 2016, 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. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Cooperative's internal control over financial reporting and compliance.



Louisville, Kentucky
April 7, 2016

Owen Electric Cooperative, Inc.
Balance Sheets
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Electric Plant in Service, net	\$ 135,446,013	\$ 134,541,413
Investments		
Investment in East Kentucky Power Cooperative	65,140,644	58,452,386
Investments in associated organizations	5,566,698	5,493,418
Other	38,434	24,546
Total Investments	70,745,776	63,970,350
Current Assets		
Cash and equivalents	10,570,064	12,050,312
Accounts receivable - customers (net of allowance for doubtful accounts of \$100,016 in 2015 and \$157,670 in 2014)	14,855,851	16,854,767
Materials and supplies	803,794	849,332
Current portion of pension prepayment	591,857	591,857
Prepayments and other	403,194	389,511
Total Current Assets	27,224,760	30,735,779
Long term portion of pension prepayment	3,797,751	4,389,608
Deferred debits	121,551	78,955
Total Assets	<u>\$ 237,335,851</u>	<u>\$ 233,716,105</u>
Members' and Patrons' Equities and Liabilities		
Members' and Patrons' Equities		
Memberships	\$ 1,168,000	\$ 1,149,195
Patronage capital	107,690,553	96,952,578
Accumulated other comprehensive loss	(4,976,704)	(1,086,511)
Other equities	3,352,184	3,156,393
Total Members' and Patrons' Equities	107,234,033	100,171,655
Long-term Debt and Other Liabilities		
Long-term debt, less current maturities	84,782,690	90,502,125
Accrued compensated absences	1,952,355	1,883,573
Other long-term liabilities	124,544	97,472
Postretirement benefits obligation	14,873,226	10,926,559
Total Long-term Debt and Other Liabilities	101,732,815	103,409,729
Current Liabilities		
Current portion of long-term debt	4,131,541	4,093,207
Lines-of-credit	4,937,452	5,643,507
Accounts payable	11,844,935	13,277,565
Accrued interest	57,695	70,037
Customer guaranty deposits	2,369,875	2,394,563
Other current liabilities	758,631	817,531
Total Current Liabilities	24,100,129	26,296,410
Deferred credits	4,268,874	3,838,311
Total Members' and Patrons' Equities and Liabilities	<u>\$ 237,335,851</u>	<u>\$ 233,716,105</u>

See accompanying notes.

Owen Electric Cooperative, Inc.
Statements of Income and Comprehensive Income (Loss)
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>%</u>	<u>2014</u>	<u>%</u>
Operating Revenue				
Sale of electric energy				
Residential	\$ 83,000,218	50.92 %	\$ 87,221,856	47.50 %
Commercial	74,882,029	45.94	91,294,750	49.72
Public authorities and outdoor lighting	<u>2,596,236</u>	<u>1.59</u>	<u>2,736,608</u>	<u>1.49</u>
Total Sale of Electric Energy	160,478,483	98.45	181,253,214	98.71
Other Revenue	<u>2,506,870</u>	<u>1.54</u>	<u>2,374,973</u>	<u>1.29</u>
Total Operating Revenue	162,985,353	99.99	183,628,187	100.00
Operating Expenses				
Cost of power	124,320,035	76.28	146,111,508	79.57
Distribution expense	8,810,837	5.41	8,736,705	4.76
Customer accounts expense	3,887,882	2.39	3,903,123	2.13
Customer services and information expense	627,855	0.39	749,140	0.41
Administrative and general expense	4,638,389	2.85	4,068,708	2.22
Depreciation	11,614,014	7.13	11,286,160	6.15
Taxes	<u>13,576</u>	<u>0.01</u>	<u>12,469</u>	<u>0.01</u>
Total Operating Expenses	<u>153,912,588</u>	<u>94.46</u>	<u>174,867,813</u>	<u>95.25</u>
Net Operating Income	9,072,765	5.53	8,760,374	4.75
Non-operating Income (Expense)				
Interest expense	(4,441,780)	(2.73)	(4,659,008)	(2.54)
Other margins	372,173	0.23	320,863	0.17
Patronage capital	<u>6,940,099</u>	<u>4.26</u>	<u>8,452,132</u>	<u>4.60</u>
Total Non-operating Income	<u>2,870,492</u>	<u>1.76</u>	<u>4,113,987</u>	<u>2.23</u>
Net Margins	11,943,257	7.29	12,874,361	6.98
Other Comprehensive Income (Loss)				
Change in post-retirement benefit obligation	<u>(3,890,193)</u>	<u>(2.39)</u>	<u>(434,266)</u>	<u>(0.24)</u>
	<u>\$ 8,053,064</u>	<u>4.90 %</u>	<u>\$ 12,440,095</u>	<u>6.74 %</u>

See accompanying notes.

Owen Electric Cooperative, Inc.
 Statements of Changes in Members' and Patrons' Equities
 Years Ended December 31, 2015 and 2014

	Memberships	Patronage Capital			Accumulated Other Comprehensive Loss	Other Equities		Total Members' and Patrons' Equities		
		Assignable	Assigned	Retired		Donated Capital	Retired Capital Credits Gains		Total	
Balance, January 1, 2014	\$ 1,137,265	\$ 6,442,856	\$ 106,076,522	\$ (27,483,167)	\$ 85,036,211	\$ (652,245)	\$ 72,917	\$ 2,965,464	\$ 3,038,381	88,559,612
Unrealized gain on accumulated pension benefit obligations	-	-	-	-	-	(434,266)	-	-	-	(434,266)
Memberships issued, net of terminations	11,930	-	-	-	-	-	-	-	-	11,930
Retirements of patronage capital to estates of deceased members:										
Paid in cash	-	-	-	(198,226)	(198,226)	-	-	-	-	(198,226)
Applied to unpaid bills	-	-	-	(9,415)	(9,415)	-	-	-	-	(9,415)
General capital credit refund:										
Paid in cash	-	-	-	(336,559)	(336,559)	-	-	-	-	(336,559)
Applied to unpaid bills	-	-	-	(347,642)	(347,642)	-	-	-	-	(347,642)
Transferred to capital gains	-	-	-	(66,152)	(66,152)	-	-	118,004	118,004	51,852
Net margins	-	12,874,361	-	-	12,874,361	-	-	-	-	12,874,361
Assignment of patronage capital	-	(7,944,646)	7,944,646	-	-	-	-	-	-	-
Forfeiture of memberships	-	-	-	-	-	-	8	-	8	8
Balance, December 31, 2014	1,149,195	11,372,571	114,021,168	(28,441,161)	96,952,578	(1,086,511)	72,925	3,083,468	3,156,393	100,171,655
Unrealized loss on accumulated pension benefit obligations	-	-	-	-	-	(3,890,193)	-	-	-	(3,890,193)
Memberships issued, net of terminations	18,805	-	-	-	-	-	-	-	-	18,805
Retirements of patronage capital to estates of deceased members:										
Paid in cash	-	-	-	(195,411)	(195,411)	-	-	-	-	(195,411)
Applied to unpaid bills	-	-	-	(9,352)	(9,352)	-	-	-	-	(9,352)
General capital credit refund:										
Paid in cash	-	-	-	(450,670)	(450,670)	-	-	-	-	(450,670)
Applied to unpaid bills	-	-	-	(435,574)	(435,574)	-	-	-	-	(435,574)
Transferred to capital gains	-	-	-	(114,270)	(114,270)	-	-	195,787	195,787	81,517
Net margins	-	11,943,257	-	-	11,943,257	-	-	-	-	11,943,257
Assignment of patronage capital	-	(12,874,361)	12,874,356	-	(5)	-	-	-	-	(5)
Forfeiture of memberships	-	-	-	-	-	-	4	-	4	4
Balance, December 31, 2015	\$ 1,168,000	\$10,441,467	\$ 126,895,524	\$ (29,646,438)	\$ 107,690,553	\$ (4,976,704)	\$ 72,929	\$ 3,279,255	\$ 3,352,184	\$107,234,033

See accompanying notes.

Owen Electric Cooperative, Inc.
Statements of Cash Flows
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash Flows from Operating Activities		
Net Margins	\$ 11,943,257	\$ 12,874,361
Non-cash expenses included in net margins		
Patronage capital assigned but not paid by associated organizations	(6,940,099)	(8,452,132)
Depreciation	11,614,014	11,286,160
Bad debt expense	98,523	208,196
Loss on disposition of general plant	79,425	14,547
Charges for postretirement benefits obligation	3,946,667	991,931
Amortization of pension prepayment	591,857	591,857
Changes in current and non-current assets and liabilities:		
Accounts receivable	1,900,393	(432,792)
Materials and supplies	45,538	10,938
Prepayments and other	(13,683)	337,719
Accounts payable	(1,432,630)	(166,431)
Customer guaranty deposits	(24,688)	89,542
Accrued interest and other current and long-term liabilities	(44,170)	(575,734)
Accrued compensated absences	68,782	(269,237)
	<u>21,833,186</u>	<u>16,508,925</u>
Net Cash Provided by Operating Activities		
Cash Flows from Investing Activities		
Increase in deferred debits	(42,596)	12,440
Increase in deferred credits	430,563	1,657,974
Additions to electric plant in service	(8,427,405)	(8,314,472)
Removal cost	(4,170,634)	(2,824,868)
Patronage capital received from associated organizations	164,673	786,170
	<u>(12,045,399)</u>	<u>(8,682,756)</u>
Net Cash Used in Investing Activities		
Cash Flows from Financing Activities		
Payment of principal on long-term notes payable	(4,131,649)	(4,468,895)
Change in cushion of credit	(1,549,452)	620,660
Membership fees	18,805	11,930
Patronage capital paid out	(4,899,684)	(1,274,248)
Net activity on lines-of-credit	(706,055)	487,806
	<u>(11,268,035)</u>	<u>(4,622,747)</u>
Net Cash Used in Financing Activities		
(Decrease) increase in cash and equivalents during the year	(1,480,248)	3,203,422
Cash and Equivalents, Beginning of Year	<u>12,050,312</u>	<u>8,846,890</u>
Cash and Equivalents, End of Year	<u>\$ 10,570,064</u>	<u>\$ 12,050,312</u>
Supplemental Disclosures of Cash Flow Information		
Interest paid	<u>\$ 4,454,122</u>	<u>\$ 4,717,809</u>
Removal of metering system	<u>\$ 3,590,324</u>	<u>\$ -</u>

See accompanying notes.

Owen Electric Cooperative, Inc.
Notes to Financial Statements
December 31, 2015 and 2014

Note A - Nature of Operations

Owen Electric Cooperative, Inc. (the Cooperative) is engaged in distributing power to its member consumers throughout nine northern Kentucky counties. The audited financial statements are prepared in accordance with policies prescribed or permitted by the Kentucky Public Service Commission (KPSC) and the United States Department of Agriculture Rural Utilities Services (RUS), which conform with generally accepted accounting principles as applied to regulated enterprises. The more significant of these policies are as follows.

Note B - Summary of Significant Accounting Policies

1. Basis of Accounting: The financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") is the sole source of authoritative accounting technical literature for nongovernmental entities. The significant accounting policies are described below to enhance the usefulness of the financial statements to the reader.
2. Cash and Equivalents: For purposes of the statement of cash flows, the Cooperative considers short-term investments having maturities of three months or less at time of purchase to be cash equivalents.
3. Accounts Receivable: Accounts receivable consists of amounts due for sales of electric energy, which were not received by the Cooperative at year-end. Based on management's evaluation of uncollected accounts receivable at the end of each year, bad debts are provided for on the allowance method.
4. Materials and Supplies: The Cooperative values materials and supplies at average cost.
5. Deferred Debits/Credits: Regulatory requirements authorized by the Kentucky Public Service Commission allow the electric supplier to impose a fuel adjustment surcharge upon the Cooperative. In turn, the Cooperative is required to pass on the fuel surcharge to the consumer. Due to the regulatory requirements in calculating the surcharge the Cooperative may experience an over or under recovery of the fuel adjustment surcharge.

Similarly, the Kentucky Public Service Commission has an environmental cost recovery mechanism that allows the electric supplier to recover certain costs incurred in complying with the Federal Clean Air Act as amended and those federal, state, and local environmental requirements which apply to coal combustion wastes and byproducts from facilities utilized for the production of energy from coal. In turn, the Cooperative is required to pass on this environmental cost recovery mechanism to the consumer.

In 2011, the Cooperative elected to begin recording the under or over recovery of the fuel adjustment surcharge on the financial statements as an asset in deferred debits or a liability in deferred credits, respectively. In 2012, the Cooperative also elected to record the under or over recovery of the environmental cost recovery mechanism in the same manner as the fuel adjustment surcharge.

The Cooperative has implemented the Accounting Standards Codification (ASC) No. 980, Accounting for the Effects of Certain Types of Regulation, in the recording of the described regulatory deferred debits. Similarly, in accordance with RUS Bulletin 1767B-1, section 1767.13(d)(3), the deferral of these regulatory items are recorded without the need for prior written approval of RUS.

The amount recorded on the financial statements for the over recovery of the fuel adjustment surcharge at December 31, 2015 and 2014 was \$679,447 and \$365,969, respectively. The amount of the over recovery of the environmental cost recovery mechanism at December 31, 2015 and 2014 was \$2,755,914 and \$2,457,749, respectively.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note B - Summary of Significant Accounting Policies (Continued)

7. Revenue and Cost of Purchased Power: Revenue is recognized in the period used and the power costs are recognized in the period incurred.
8. Advertising Costs: The Cooperative records advertising expenses as they are incurred. Advertising expense amounted to \$281,895 and \$278,640 for the years ended December 31, 2015 and 2014, respectively.
9. Investments in Associated Organizations: The Cooperative follows the method of accounting as prescribed by the RUS Uniform System of Accounts in accounting for its investment in associated organizations. This accounting method results in the Cooperative recognizing in income its pro rata share of the associated organization's net margins in the year such margins are assigned. This accounting method does not provide for similar treatment for any losses of the associated organizations. Rather, such losses would not be assigned to member organizations and no additional margins are assigned until subsequent cumulative margins exceed prior cumulative losses.
10. Accrued Compensated Absences: The Cooperative has a policy to pay available but untaken compensated absences to employees who leave service. The compensated absences are composed of sick and vacation leave.

Sick leave allows 100% of accrued sick leave for retiring employees, 100% of accrued sick leave for deceased employees (payment is made to deceased employees' beneficiary), 45% of annual base salary or sick leave balance, whichever is lower, for employees taking early retirement, and 20% of annual base salary or the sick leave balance, whichever is lower, for employees who voluntarily leave service prior to reaching retirement age.

Vacation leave allows for the terminating employee, or their estate/beneficiary (in the case of death), to be paid for all earned and unused vacation days at the current rate of pay at termination.

11. Comprehensive Income (Loss): The Cooperative accounts for comprehensive income (loss) in accordance with the relative provisions of the ASC.

Comprehensive income (loss) is the change in equity of an enterprise during the year from transactions and other events and circumstances arising from non-operating sources. The Cooperative's total comprehensive income (loss) includes amounts associated with the change in the post-retirement benefits obligation. (See Note I.)

12. Use of Estimates: Management uses estimates and assumptions in preparing these financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, disclosure 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.
13. Subsequent Events: Subsequent events for the Cooperative have been considered through the date of the Independent Auditor's Report which represents the date the financial statements were available to be issued.
14. Other: The Cooperative has a collective bargaining agreement with 39% of its employees. During 2015 the agreement was renegotiated, and is effective through July 31, 2020. There were no material modifications to the renegotiated agreement.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note C - Investments

East Kentucky Power Cooperative ("EKPC"):

The Cooperative's investment of \$65,140,644 and \$58,452,386 at December 31, 2015 and 2014, respectively, in EKPC, the sole supplier of power to the Cooperative, represents the Cooperative's equity ownership interest (approximately 12%) in EKPC. The Cooperative owed EKPC \$11,038,906 and \$12,322,168 at December 31, 2015 and 2014, respectively. These amounts are included in accounts payable on the balance sheets.

Associated Organizations:

Investments in associated organizations consisted of:

	December 31,	
	2015	2014
	<u> </u>	<u> </u>
United Utility Supply Cooperative	\$ 940,633	\$ 938,297
Kentucky Association of Electric Cooperatives, Inc.	121,515	120,884
National Rural Utilities Cooperative Finance Corporation	900,952	865,304
Capital Term Certificates of National Rural Utilities Cooperative Finance Corporation	1,554,018	1,586,838
Southeastern Data Cooperative, Inc.	315,845	290,957
National Rural Telecommunications Cooperative	1,414,158	1,415,613
Other	<u>319,577</u>	<u>275,525</u>
	<u>\$ 5,566,698</u>	<u>\$ 5,493,418</u>

Substantially all of such investments, which consist mainly of patronage capital in the associated organization and capital term certificates are restricted by the respective organization and are not currently available for distribution. The patronage capital will be available to the Cooperative if the Cooperative should terminate its investment in the associated organization. The capital term certificates are not available until the related debt is paid off, currently expected to be between the years 2020 and 2080.

United Utility Supply Cooperative (United) is a primary supplier of transformers and overhead line materials and supplies. The Cooperative's purchases from United amounted to \$1,741,502 and \$1,283,902 for the years ended December 31, 2015 and 2014, respectively. The Cooperative owed United \$24,281 and \$19,318 at December 31, 2015 and 2014, respectively. These amounts are included in accounts payable on the balance sheets.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note C - Investments (Continued)

The Capital Term Certificates bear interest at varying rates between 0% and 5% per annum. These certificates are required to be maintained under the note agreement with the National Rural Utilities Cooperative Finance Corporation (NRUCFC) in an amount at least equal to 5% of the original debt issued or guaranteed by NRUCFC until maturity. These investments in associated organizations are similar to compensating bank balances and are necessary in order to maintain current financing arrangements. Accordingly, there is no market for these investments.

Southeastern Data Cooperative, Inc. (Southeastern) is a primary supplier of data processing services and computer hardware and software. The Cooperative's purchases from Southeastern were \$1,028,517 and \$891,158 for the years ended December 31, 2015 and 2014, respectively. The Cooperative owed Southeastern \$83,410 and \$69,829 at December 31, 2015 and 2014, respectively. These amounts are included in accounts payable on the balance sheet.

Note D - Income Tax Status

The Cooperative is exempt from federal and state income taxes under §501(c)(12) of the Internal Revenue Code. The Cooperative recognizes uncertain income tax positions using the "more-likely-than-not" approach as defined in the ASC. No liability for uncertain tax positions has been recorded in the accompanying financial statements.

Note E - Line-of-credit

At December 31, 2015 and 2014, the Cooperative had an unsecured available line-of-credit of \$22,800,000 from the NRUCFC. The interest rate for this line-of-credit was 2.90% at December 31, 2015 and 2014. The maturity date for the line-of-credit is December 31, 2049. The Cooperative had an outstanding balance under the line-of-credit of \$4,937,452 and \$5,643,507 at December 31, 2015 and 2014, respectively.

At December 31, 2015 and 2014, the Cooperative had a second unsecured available line-of-credit of \$15,000,000 with CoBank. The interest rate for this line-of-credit at December 31, 2015 and 2014 was 2.53% and 2.93%, respectively, and the maturity date is September 21, 2041. There were no borrowings under this line-of-credit at December 31, 2015 and 2014.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note F - Long-term Debt

Long-term debt consisted of the following:

	December 31,	
	<u>2015</u>	<u>2014</u>
Mortgage notes payable to the Rural Utilities Services due in quarterly installments of varying amounts through 2043:		
0.125% first mortgage notes	\$ 2,062,336	\$ 2,203,279
2.521% first mortgage notes	5,605,819	5,742,075
2.806% first mortgage notes	4,108,591	4,203,976
2.809% first mortgage notes	6,475,782	6,626,050
3.894% first mortgage notes	3,480,591	3,548,119
4.190% first mortgage notes	6,210,910	6,351,545
4.375% first mortgage notes	1,024,325	1,074,089
4.440% first mortgage notes	7,982,489	8,156,906
4.460% first mortgage notes	11,594,780	11,846,928
4.815% first mortgage notes	2,893,893	2,966,386
4.917% first mortgage notes	831,458	852,007
5.192% first mortgage notes	4,225,512	4,326,192
5.277% first mortgage notes	9,947,531	10,181,872
5.298% first mortgage notes	8,893,980	9,182,866
5.375% first mortgage notes	1,131,327	1,181,584
5.417% first mortgage notes	2,246,505	2,318,546
5.913% first mortgage notes	2,062,826	2,125,519
	<u>80,778,655</u>	<u>82,887,939</u>
Less: Unapplied Payments	9,877,417	8,327,965
	70,901,238	74,559,974
Notes payable to CoBank, interest at 1.86%, 2.53% and 3.90% due January 2016, September 2041, and April 2028.	5,104,209	5,320,523
Mortgage notes payable to the NRUCFC due in quarterly installments of varying amounts through 2030:		
Variable rate first mortgage notes (1)	12,908,784	14,714,835
	<u>88,914,231</u>	<u>94,595,332</u>
Less Current Maturities	4,131,541	4,093,207
	<u>\$ 84,782,690</u>	<u>\$ 90,502,125</u>

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note F - Long-term Debt (Continued)

(1) Interest rates on the variable rate notes vary monthly and are determined by the NRUCFC based on their cost of money plus adders for margins and administrative costs (2.90% at December 31, 2015 and 2014).

The aggregate principal maturities of long-term debt as of December 31, 2015 are as follows:

2016	\$ 4,131,541
2017	4,205,667
2018	4,293,754
2019	4,349,715
2020 and thereafter	<u>71,933,554</u>
	<u>\$ 88,914,231</u>

Substantially all utility plant is pledged as collateral for the above notes. Under the terms of the loan agreements, the Cooperative is required to meet certain financial performance covenants. The Cooperative is in compliance with these covenants at December 31, 2015 and 2014.

The Cooperative has established a cushion of credit program administered by the Rural Utilities Service ("RUS"). Under the cushion of credit program, RUS borrowers may make voluntary irrevocable deposits into a special account. The account balance accrued interest at a rate of 5 percent per year. The amounts in the cushion of credit account (deposits and earned interest) can only be used to make scheduled payments on loans made or guaranteed by RUS. At December 31, 2015 and 2014, balances in the cushion of credit program were \$9,877,417 and \$8,327,965, respectively.

In January 2014, the Cooperative submitted to RUS a loan application in the amount of \$30,000,000. This loan was approved by RUS in November 2014. No amounts have been advanced on this loan during 2015 or 2014.

Note G - Members' and Patrons' Equities

Under terms of its long-term debt agreements, return of capital contributions or patronage capital to the Cooperative's members and patrons is restricted to amounts which would not allow total equity to be less than 30% of total assets, except that distributions may be made to estates of deceased members provided that such distributions do not exceed 25% of total patronage capital and margins received in the previous year. Total equity as a percentage of assets can fall below the 30% requirement if the Cooperative has obtained the appropriate waiver from the RUS. The Cooperative is in compliance with these requirements at December 31, 2015 and 2014.

Note H - Retirement Benefits

Effective January 1, 1988, the Cooperative entered into a multi-employer defined benefit pension plan sponsored by the National Rural Electric Cooperative Association (NRECA). The NRECA Retirement Security Plan (RS Plan) is 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 Employer Identification Number is 53-0116145 and the Plan Number is 333.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note H - Retirement Benefits (Continued)

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.

The Cooperative contributions to the RS Plan in 2015 and in 2014 represented less than 5 percent of the total contributions made to the plan by all participating employers. The Cooperative made contributions to the Plan of \$1,874,009 and \$1,797,850 in 2015 and 2014, respectively. There have been no significant changes that affect the comparability of 2015 and 2014 contributions.

In the RS 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 Retirement Security Plan was over 80% funded at January 1, 2015 and January 1, 2014 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 RS 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 RS Plan to make a contribution prepayment and reduce future required contributions. The prepayment amount is a cooperative's share, as of January 1, 2013, of future contributions required to fund the RS Plan's unfunded value of benefits earned to date using RS Plan actuarial valuation assumptions. The prepayment amount will typically equal approximately 2.5 times a cooperative's annual RS 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 expected, plan assumption changes and other factors may have an impact on the differential in billing rates and the 15 year period. The Cooperative's pension prepayment, both current and long term, as reflected on the balance sheets are was \$4,389,608 and \$4,981,465 as of December 31, 2015 and 2014, respectively.

The Cooperative adopted the Owen Electric Cooperative, Inc. Supplemental Executive Retirement Plan (the "SERP") as of September 1, 1990, and restated it in its entirety as of December 20, 2000. The SERP was intended to be an eligible SERP under Internal Revenue Code Section 457(b). During 2014, Owen Electric discovered certain administrative and operational errors associated with the SERP and, on October 30, 2014, the Owen Electric Board of Directors adopted a resolution which terminated the SERP. Costs associated with terminating the SERP totaled \$201,579.

During 2015 the Cooperative established a 457(b) plan with NRECA. The President and CEO of the Cooperative is eligible to participate in this plan and must agree to salary deferrals based on deferral limits established by the Internal Revenue Code. The participant becomes 100% vested and the account balance is paid when the participant reaches age 70 ½ or is no longer providing services to the Cooperative, whichever is later. The Cooperative owns the funds until they are distributed to the participant.

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note H - Retirement Benefits (Continued)

The Owen Electric Cooperative Employee Savings and Protection Plan, established April 1, 1986, is a defined contribution plan available to employees of the Cooperative upon completion of three months of service. The Cooperative makes annual matching contributions equal to 100% of all deferred salary reductions up to a 4% maximum employer contribution. The Cooperative's expense for 2015 and 2014 was approximately \$366,767 and \$360,552, respectively.

Note I - Postretirement Benefits

The Cooperative provides postretirement medical benefits to its retired employees and their dependents. The Plan requires retiree contributions based on years of service at retirement. "Employers' Accounting for Postretirement Benefits Other Than Pensions," requires the accrual of the cost of providing certain postretirement benefits over the employees' years of service, rather than on a pay-as-you-go (cash) basis.

In accordance with the provision of "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," the Cooperative has recorded an accrued benefit cost for the full benefit obligation as of December 31, 2015 and 2014.

The following table sets forth the plan's benefit obligation and accrued liability:

	December 31,	
	2015	2014
Benefit obligation	\$ 14,873,226	\$ 10,926,559
Fair value of plan assets	-	-
Funded Status	\$ (14,873,226)	\$ (10,926,559)
Accrued benefit cost recognized in the balance sheets	\$ (14,873,226)	\$ (10,926,559)
Weighted-average assumptions		
Discounted rate	4.30%	4.50%

For measurement purposes, the health care cost trend rate is assumed to be 7.5% in 2015 and 8.0% in 2014. During 2015 and 2014, the rate was assumed to decrease by 0.5% per year to a minimum of 4.5% for 2015.

Other information, per the actuarial report regarding the Cooperative's benefit plans is as follows:

	December 31,	
	2015	2014
Benefit cost	\$ 967,305	\$ 925,600
Benefits paid	365,787	382,389

Owen Electric Cooperative, Inc.
Notes to Financial Statements (Continued)
December 31, 2015 and 2014

Note J - Concentrations of Revenues, Receivables and Cash

All of the Cooperative's sales are made in portions of nine counties in north central Kentucky, which is primarily an agricultural region. However, a significant portion of the Cooperative's northern service territory has become increasingly developed with suburban residential and commercial activity. Accounts receivable and customer deposits at December 31, 2015 and 2014, were derived from the various classes of customers in approximately the same proportion as the revenues shown in the accompanying statements of income and other comprehensive income (loss).

On September 1, 2010, the Cooperative and EKPC entered into a five year electric service extension agreement with Nucor Steel Gallatin. The Cooperative is to provide electric power to Nucor Steel Gallatin's manufacturing facilities in Gallatin County, Kentucky, the first of which began operations June 1, 1995. This agreement remains in effect at December 31, 2015. The agreement will remain in effect after the initial five-year term unless one of the parties gives twelve months advanced written notice to cancel the agreement. Sales to Nucor Steel Gallatin in 2015 and 2014 totaled \$36,398,182 and \$51,022,413, respectively. Receivables from Nucor Steel Gallatin were \$3,695,108 and \$4,038,429 at December 31, 2015 and 2014, respectively.

The Cooperative maintains its cash balances with banks throughout Kentucky. Effective July 21, 2010, the federal deposit insurance coverage provided by the Federal Deposit Insurance Corporation (FDIC) permanently increased from \$100,000 to \$250,000 per depositor. On November 9, 2010, the FDIC issued a final rule to implement Section 343 of the Dodd-Frank Wall Street Reform and Consumer Protection Act which provides temporary unlimited deposit insurance for non-interest bearing accounts at all FDIC insured depository institutions. This separate coverage for non-interest bearing transaction accounts became effective on December 31, 2010 and terminated on December 31, 2012. As of December 31, 2015 and 2014, there were uninsured balances in the Cooperative's interest and non-interest bearing accounts totaling approximately \$9,098,000 and \$10,429,000, respectively. At December 31, 2014, there were uninsured balances in the Cooperative's interest and non-interest bearing accounts totaling approximately \$10,529,000.

Note K - Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a framework for measuring fair value. The ASC establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

At December 31, 2015 and 2014, financial instruments consisted of cash and equivalents whose carrying values approximate fair value due to the short-term nature of the instruments, all measured using the Level 1.

Supplementary Information

Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

To the Board of Directors
Owen Electric Cooperative, Inc.
Owenton, 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 the *Government Auditing Standards* issued by the Comptroller General of the United States, the accompanying financial statements and related notes to the financial statements of Owen Electric Cooperative, Inc. ("the Cooperative") as of and for the year ended December 31, 2015, and have issued our report thereon dated April 7, 2016.

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 opinions 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.

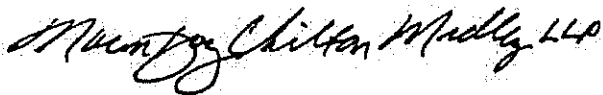
Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards* (Continued)

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 results of that testing, and not to provide an opinion on the effectiveness of the organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purposes.



Louisville, Kentucky
April 7, 2016

**Independent Auditor's Report on Compliance with Aspects
of Contractual Agreements and Regulatory Requirements for Electric Borrowers**

To the Board of Directors
Owen Electric Cooperative, Inc.
Owenton, 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 Owen Electric Cooperative, Inc., ("the Cooperative"), which comprise the balance sheet as of December 31, 2015, and the related statements of revenue and patronage capital, changes in cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated April 7, 2016. In accordance with *Government Auditing Standards*, we have also issued our report dated April 7, 2016, on our consideration of 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 have been furnished to management.

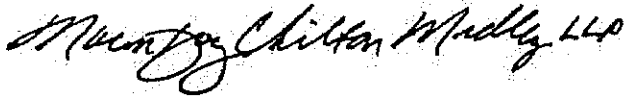
In connection with our audit, nothing came to our attention that caused us to believe that the Cooperative failed to comply with the terms, covenants, provisions, or conditions of their loan, grant, and security instruments as set forth in 7 CFR Part 1773, *Policy on Audits of Rural Utilities Service Borrowers*, §1773.33 and clarified in the RUS policy memorandum dated February 7, 2014, 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 materials and supplies;
- Prepare accurate and timely Financial and Operating Reports;

**Independent Auditor's Report on Compliance with Aspects
of Contractual Agreements and Regulatory Requirements for Electric Borrowers (Continued)**

- 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.

This report is intended solely for the information and use of the board of directors, management, and the 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 distribution is not limited.



Louisville, Kentucky
April 7, 2016