Southeastern Water Association, Inc.

Audited Financial Statements and Supplemental Information

for the years ended December 31, 2014 and 2013

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WILSON & COMPANY, PSC Certified Public Accountants

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Independent Auditors' Report

To the Board of Directors Southeastern Water Association, Inc. Somerset, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of Southeastern Water Association, Inc. (a nonprofit corporation), which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities, changes in net assets, 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. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

To the Board of Directors Southeastern Water Association, Inc. Page 2

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 financial position of Southeastern Water Association, Inc. as of December 31, 2014 and 2013, and the changes in its net assets and its 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*, we have also issued our report dated December 16, 2015, on our consideration of the Association'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 Association's internal control over financial reporting and compliance.

Somerset, Kentucky December 16, 2015 Wils & Capay, PSC

Southeastern Water Association, Inc. Statements of Financial Position December 31, 2014 and 2013

	2014	2013
Assets		
Current assets		
Cash	\$ 2,701,879	\$ 1,912,202
Certificates of deposit, savings and money market	961,478	958,299
Accounts receivable, net	289,472	314,110
Inventory	92,222	67,158
Prepaid expenses	42,488	37,548
Total current assets	4,087,539	3,289,317
Restricted cash	661,173	602,452
Property and equipment, net	23,448,480	23,833,918
Total assets	\$ 28,197,192	\$ 27,725,687
Liabilities and Net Assets		
Current liabilities		
Accounts payable and accrued liabilities	\$ 369,041	\$ 173,507
Accrued interest	36,453	37,272
Advance tap-on fees	2,595	32,690
Current portion of long-term debt	254,896	244,677
Total current liabilities	662,985	488,146
Non-current liabilities		
Loans payable to Rural Development	11,276,416	11,532,552
Total non-current liabilities	11,276,416	11,532,552
Total liabilities	11,939,401	12,020,698
Net Assets		
Unrestricted		
Reserved by contract	661,173	602,452
Reserved by board	120,000	120,000
Membership fees	121,221	116,256
Tap-on fees	2,965,378	2,900,263
Other	12,390,019	11,966,018
Total net assets	16,257,791	15,704,989
Total liabilities and net assets	\$ 28,197,192	\$ 27,725,687

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

Southeastern Water Association, Inc. Statements of Activities For the Years Ended December 31, 2014 and 2013

	2014	2013
Operating revenues		
Sales	\$ 4,084,758	\$ 3,967,897
Cost of water sold	(1,388,893)	(1,394,676)
Net revenues from water	2,695,865	2,573,221
General and administrative		
Depreciation	851,742	746,250
Wages	319,258	303,899
Maintenance	169,625	113,048
Insurance expense	180,294	145,547
Other general and administrative	126,542	105,487
Customer billing	101,189	99,403
Directors' fees	36,500	34,400
Office expense	73,079	58,695
Bad debts	40,217	38,649
Professional fees	57,219	57,432
Tax and license	55,557	38,177
Total general and administrative	2,011,222	1,740,987
Net income (loss) from operations	684,643	832,234
Non-operating revenues (expenses)		
Capital contributions - federal grants	192,724	471,526
Capital contributions - other grants	42,928	-
Membership fees collected	4,965	5,390
Tap-on fees collected, net of amounts refunded	65,115	55,840
Interest income	13,635	7,877
Interest expense	(451,208)	(343,630)
Total non-operating revenues (expenses)	(131,841)	197,003
Change in net assets	552,802	1,029,237
Net assets - beginning	15,704,989	14,675,752
Net Assets - Ending	\$ 16,257,791	\$ 15,704,989

Southeastern Water Association, Inc. Statements of Changes in Net Assets For the Years Ended December 31, 2014 and 2013

	Re	restricted: served by ontract	Res	restricted: served by board		restricted: embership Fees	-	restricted: Fap-on Fees	Unrestricted: Other	Total
Balances, January 1, 2013	\$	630,459	\$	120,000	\$	110,866	\$	2,844,423	\$ 10,970,004	\$ 14,675,752
2013 change in net assets						5,390		55,840	968,007	1,029,237
Transfers		(28,007)							28,007	
Balances, December 31, 2013		602,452		120,000		116,256		2,900,263	11,966,018	15,704,989
2014 change in net assets						4,965		65,115	482,722	552,802
Transfers		58,721							(58,721)	
Balances, December 31, 2014	<u>\$</u>	661,173	_\$_	120,000	_\$_	121,221	\$	2,965,378	\$ 12,390,019	\$ 16,257,791

Southeastern Water Association, Inc. Statements of Cash Flows For the Years Ended December 31, 2014 and 2013

		2014		2013
Cash flows from operating activities	_	co. (c. ()	Φ	022 224
Net income from operations	\$	684,643	\$	832,234
Adjustments to reconcile net income from operations				
to net cash provided by operating activities		051 740		746,250
Depreciation		851,742		38,649
Bad Debts		40,217		36,047
(Increase) decrease in		(25.064)		(1,808)
Inventory		(25,064)		13,321
Accounts receivable		(15,579) (4,940)		1,534
Prepaid expenses		(4,940)		1,554
Increase (decrease) in		195,534		(295,919)
Accounts payable and accrued liabilities				(2)3,)1)
Advance tap-on fees		(30,095)		
Net cash provided by operating activities	_	1,696,458	-	1,334,261
G. I. G force investing activities				
Cash flows from investing activities		13,635		7,877
Interest income Redemption of (investment in) certificates of deposit/money market account		(3,179)		(3,525)
Cash payments for the purchase and construction of fixed assets		(466,304)		(315,405)
Interest expense capitalized into construction work in process		-		(120,387)
Net cash used by investing activities	_	(455,848)		(431,440)
G. J. G G				
Cash flows from financing activities		(452,027)		(429,294)
Cash paid for interest expense		192,724		471,526
Proceeds from federal grants		42,928		_
Proceeds from other grants Proceeds from tap on and membership fees		70,080		61,230
Principal payments on long-term debt	_	(245,917)	_	(422,775)
Net cash (used) provided by financing activities	-	(392,212)		(319,313)
Net increase (decrease) in cash and cash equivalents		848,398		583,508
Cash and cash equivalents, beginning of year	-	2,514,654		1,931,146
Cash and cash equivalents, end of year		3,363,052	<u>\$</u>	2,514,654
Supplemental disclosures of cash flow information Cash paid during the period for interest	,	\$ 452,027	<u>\$</u>	549,681

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

1. Nature of Activities and Summary of Significant Accounting Policies

Southeastern Water Association, Inc. (the Association) was formed as a result of an order by the Public Service Commission of Kentucky which required the merger of Nelson Valley Water Association, Inc., Tateville Water Association, Inc., Elihu-Rush Branch Water Association, Inc. and Barnesburg Water Association, Inc. The Association purchases water from the City of Somerset Water Service and distributes the water to residents of the Nelson Valley, Tateville, Elihu-Rush Branch and Barnesburg areas of Pulaski County, Kentucky. The accompanying financial statements are presented on the accrual basis of accounting.

The Association falls under the oversight and regulations of the Kentucky Public Service Commission and accordingly follows their prescribed Uniform System of Accounts.

Basis of Presentation

In accordance with accounting principles generally accepted in the United States, the Association is required to report information regarding its financial position and activities according to three classes of assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Unrestricted net assets represent net assets that are neither permanently restricted nor temporarily restricted by donor-imposed stipulation, even though their use may be limited in other respects, such by contract or by board designation. Temporarily restricted net assets represent net assets subject to donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Association pursuant to those stipulations. Permanently restricted net assets represent net assets subject to donor-imposed restrictions, whereby the Association is only permitted to use the income earned by such position.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Association considers cash in the bank and certificates of deposit with an original maturity of one year or less, both restricted and unrestricted, to be cash and cash equivalents.

Accounts Receivable

The Association extends credit to substantially all of its customers. Accounts receivable are stated at the face amount of the water bills, which approximates fair market value. Specific accounts deemed uncollectible are charged to bad debt upon evaluation by management. Evaluation factors include familiarity with the customer, credit history and the age of the unpaid bill.

Allowance for Doubtful Accounts

The Association maintains an allowance for doubtful accounts based on percentages applied to the various aging periods of accounts receivable. The accounts receivable balance at December 31, 2014 and 2013 is stated net of the allowance balance of \$20,680 and \$24,515, respectively.

1. Nature of Activities and Summary of Significant Accounting Policies, continued

Inventory

Inventory of the Association consists of supplies and materials for Association use. This inventory is valued at first-in, first-out cost, which approximates market.

Property and Equipment

Property and equipment with useful lives of more than one year are stated at historical cost. The costs of normal maintenance and repairs that do not add to the asset value or materially extend useful lives are not capitalized. Depreciation is computed using straight line over estimated useful lives ranging from 5 to 40 years.

Advance Tap-On Fees

The Association allows potential customers to pay tap-on fees in advance of construction of lines. Amounts paid in advance remain payable back to the customer until the customer receives water service. Upon receipt of water service the tap-on fee is reclassified to Unrestricted Net Assets - Tap-On-Fees.

Membership Fees

The Association requires all customers to be members of the Association. This is provided by the customer paying a one time nonrefundable fee of \$10.

Grants

Grants received by the Association that are used to offset the acquisition, improvement or construction costs of the Association's property, facilities or equipment used to provide utility services to the public are recorded as non-operating revenue. Grant revenues are transferred at year end to the equity account Unrestricted Net Assets - Other.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, net position and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

Advertising Costs

Advertising costs are expensed when incurred. Advertising costs for the years ending December 31, 2014 and 2013 were \$1,024 and \$1,299, respectively.

Comparability

Certain prior year amounts have been restated to conform to current year presentation.

1. Nature of Activities and Summary of Significant Accounting Policies, continued

Income Tax Status

The Association is a nonprofit organization, exempt under Internal Revenue Section 501(c)(12). No income tax is applicable due to the Association's tax exempt status. The Association is not aware of any uncertain income tax positions as of December 16, 2015. The Association has not been audited by the Internal Revenue Service (IRS). However, the tax years of 2010 forward could be subject to examination by the IRS or other applicable tax jurisdiction.

Management's Review of Subsequent Events

The Association has evaluated and considered the need to recognize or disclose subsequent events through December 16, 2015, which represents the date that these financial statements were available to be issued. Subsequent events past this date, as they pertain to the year ended December 31, 2014, have not been evaluated by the Association.

2. Concentration of Credit Risk

The Association held deposits at one bank. Accounts at an institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. Cash at this institution exceeded FDIC insured limits. The amounts in excess of the FDIC limit totaled \$3,917,308 and \$3,224,645 at December 31, 2014 and 2013, respectively. At December 31, 2014, \$3,467,624 of the excess amount is collateralized with securities held in the name of the financial institution and pledged to the Association. The remaining \$449,684 bears risk to the Association. At December 31, 2013, the entire excess amount was collateralized with securities held in the name of the financial institution and pledged to the Association. Securities cannot be moved or redeemed without prior approval of the Association.

3. Property and Equipment

The cost of property and equipment at December 31, 2014 and 2013 is as follows:

	December 31, 2014	December 31, 2013
Transmission and distribution system	\$ 33,663,258 370,447	\$ 33,616,080
Construction work in process Equipment	536,331 50,902	487,652 50,902
Land and land rights (nondepreciable)	34,620,938	34,154,634
Property and equipment Less accumulated depreciation	(11,172,458)	(10,320,716)
Property and equipment, net	\$ 23,448,480	\$ 23,833,918

During the years ended December 31, 2014 and 2013, interest, on debt, of \$0 and \$120,387, respectively, was capitalized into construction work in process and construction completed.

4. Long-Term Liabilities

Loans Payable to Rural Development

Loans from Rural Development (RD) financed installation of distribution mains and water lines. Real estate and revenues sufficient to fund the annual debt service secure the loans.

The balances on the RD loans are as follows:

	December 31, 2014	December 31, 2013
2.375% loan dated February 2, 2011, payable in annual installments of \$160,799, including interest, through February 2, 2054, with interest only payable on February 2, 2012 and February 2, 2013.	\$ 3,871,284	\$ 3,939,264
4.375% loan dated November 8, 2006, payable in annual installments of \$149,956, including interest, through November 8, 2046.	2,545,679	2,583,374
4.5% loan dated September 17, 2004, payable in annual installments of \$101,567, including interest, through September 17, 2044.	1,637,009	1,664,410
4.875% loan dated July 10, 2001, payable in annual installments of \$86,241, including interest, through July 10, 2041.	1,229,658	1,259,322
4.5% loan dated February 12, 1997, payable in annual installments of \$13,853, including interest, through February 12, 2039.	176,886	181,451
4.5% loan dated February 12, 1997, payable in annual installments of \$9,562, including interest, through February 12, 2037.	112,875	115,824
5.0% loan dated February 12, 1997, payable in annual installments of \$63,306, including interest, through January 1, 2033.	677,426	701,870

Long-Term Liabilities, continued	Dec	ember 31, 2014	December 31, 2013		
5% loan dated February 12, 1997, payable in annual installments of \$46,499, including interest, through January 1, 2032.	\$	450,523	\$	467,109	
4.5% loan dated September 14, 1995, payable in annual installments of \$7,536, including interest, through September 9, 2035.		88,539		91,093	
4.5% loan dated September 14, 1995, payable in annual installments of \$13,133, including interest, through September 9, 2035.		169,274		174,196	
5% loan dated September 14, 1995, payable in annual installments of \$34,426, including interest, through January 1, 2029.		328,128		345,461	
5% loan dated October 17, 1991, payable in annual installments of \$22,294, including interest, through					
October 31, 2031.		244,031		253,855	
		11,531,312		11,777,229	
Less current portion		(254,896)		(244,677)	
	\$	11,276,416	\$	11,532,552	

4.

The Association has a Supplementary Payment Agreement with RD in place in which loan payments are made in monthly installments. The monthly installments are adequate to cover the annual requirements of all outstanding RD loans.

4. Long-Term Liabilities, continued

The following table shows estimated maturities of all long-term debt:

2015	\$ 254,896
2016	265,317
2017	276,718
2017	288,370
Later years	10,446,011
Date years	\$ 11,531,312

Interest incurred on all debt during the years ended December 31, 2014 and 2013 totaled \$451,208 and \$464,017, respectively. During the years ended December 31, 2014 and 2013 interest of \$0,000 and \$120,387 was capitalized into construction work in process and construction completed.

5. Special Funds and Restrictions

The debt agreements with Rural Development require the following accounts be maintained by the utility as long as any outstanding debt remains;

General account - All operating funds received shall be deposited in this account. Funds will be used for operating and maintenance expenses and will be transferred to other accounts as needed.

Funded depreciation reserve account - The Association is required to make monthly deposits into this account as provided by the letter of conditions from RD. Ten percent of each loan is required to be deposited into this account over a period of ten years. These funds may be used for debt service or for unusual repairs or improvements if proper approvals are obtained and no funds are available in the general account. The balance as of December 31, 2014 and 2013 was \$582,821 and \$531,502 respectively.

Debt service reserve account - Monthly deposits are required to be made into this account. Funds are to be used to make payments on Rural Development loans. The account was established per Rural Development loan requirements. The balance as of December 31, 2014 and 2013 was \$58,259 and \$58,201 respectively.

Short lived assets reserve account - Monthly deposits are required to commence in January 2013 into this account as provided by the letter of conditions for loan 26. These funds may be used to replace short lived assets used in the normal course of business at the discretion of the Association.

Total funds required in the reserve accounts per RD for December 31, 2014 and 2013 was \$596,580 and \$545,820, respectively. Total amount of restricted cash related to RD commitments for December 31, 2014 and 2013 was \$641,080 and \$589,703, respectively. The reserve account for short lived assets was not opened until 2014, however, because the Association's total reserved funds were more than required for 2013, RD waived the requirement for 2013.

6. Related-Party Transactions

In addition to directors' fees paid, the Association paid board members and certain members of their immediate families a total of \$62,238 and \$5,166 in 2014 and 2013, respectively, for expense relating to repairs and maintenance of the Association's assets.

7. Retirement Plan

The Association adopted a simplified employee pension plan (SEP) in 1999. This discretionary plan covers substantially all employees. The Association contributes 3% of gross wages for qualifying employees. During 2014 and 2013 the Association made plan contributions of \$7,269 and \$9,752, respectively.



WILSON & COMPANY, PSC Certified Public Accountants

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

To the Board of Directors Southeastern Water Association, Inc. Somerset, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the financial statements of Southeastern Water Association, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities, changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements, and have issued our report thereon dated December 16, 2015.

Internal Control Over Financial Reporting

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

Board of Directors Southeastern Water Association, Inc. Page 2

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Southeastern Water Association, Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Somerset, Kentucky December 16, 2015 Hils + Caping, PSC