

**KENTUCKY MUNICIPAL
POWER AGENCY**

**FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2017 AND 2016**

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Independent Auditor's Report

To the Board of Directors of the
Kentucky Municipal Power Agency
Paducah, Kentucky

We have audited the accompanying financial statements of the Kentucky Municipal Power Agency, as of and for the years ended June 30, 2017 and 2016 and the related notes to the financial statements which comprise the Agency's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend upon 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 statement.

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 Kentucky Municipal Power Agency, as of June 30, 2017 and 2016, and the respective changes in financial position and cash flows for the years then ended in accordance with the basis of accounting described in Note I.

Emphasis of matter

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the basis of the financial reporting provisions prescribed by the Federal Energy Regulatory Commission, which is a basis of accounting other than principles generally accepted in the United States of America, to comply with the requirements of the Federal Energy Regulatory Commission. Our opinion is not modified with respect to that matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

The schedule of general operating expenses presented on page 29 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of general operating expenses presented on page 29 is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 10, 2017 on our consideration of Kentucky Municipal Power Agency'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 Kentucky Municipal Power Agency's internal control over financial reporting and compliance.



Paducah, Kentucky
November 10, 2017

REQUIRED SUPPLEMENTARY INFORMATION

**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

The Kentucky Municipal Power Agency (Agency) is presenting the following discussion and analysis in order to provide an overall review of the Agency's financial activities for the fiscal years ending June 30, 2017 and 2016. We encourage readers to consider the information presented here in conjunction with the Agency's financial statements and notes to the basic financial statements to enhance their understanding of the Agency's financial performance.

Financial Highlights

- The Agency's total assets decreased \$14.7 million from fiscal year 2016 to fiscal year 2017, which primarily was a result of capital asset depreciation. Deferred outflows of resources decreased \$1.5 million in that time period due to amortization of regulatory assets related to the advanced refunding of the remaining Series 2007A bonds. Total liabilities decreased by \$12 million from payment of maturing revenue bond principal. Deferred inflows of resources decreased by \$1.4 million from amortization of debt premiums. These events resulted in total net assets decreasing by \$2.7 million over the course of the year's operations compared to fiscal year 2016.
- The Agency had a negative change in net assets in the fiscal years 2017, 2016, and 2015 due to the use of surety bond proceeds to replace debt service charges billed to members.

Overview of the Financial Highlights

This report includes the management's discussion and analysis report and the basic financial statements of the Agency. The financial statements also include notes that explain in more detail some of the information in the financial statements.

Required Financial Highlights

The financial statements of the Agency report information of the Agency using accounting methods similar to those used by the private sector. These statements offer short- and long-term financial information about its activities. The Statements of Net Position (Deficit) include all the Agency's assets/deferred outflows and liabilities/deferred inflows and provide information about the nature and amounts of investments and resources (assets) and the obligations to the Agency's creditors (liabilities). They also provide the basis for evaluating the capital structure of the Agency and assessing the liquidity and financial flexibility of the Agency.

All of the current year's revenues and expenses are accounted for in the Statements of Revenues, Expenses, and Changes in Net Position (Deficit). These statements measure the success of the Agency's operations over the past year and can be used to determine whether the Agency has successfully recovered all its costs through its fees and other charges, and also assess the profitability and credit worthiness of the Agency.

The final required financial statements are the Statements of Cash Flows. The statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities and provide answers to such questions as where did cash come from, what was cash used for, and what was the change in the cash balance during the reporting period. Cash for 2017, 2016 and 2015 was provided by surety bonds issued in 2015, revenue bonds issued in May 2010 (\$183.7 million), Bond Anticipation Notes issued during the 2013 and 2012 fiscal years (\$35 million) and the sale of electricity to Agency members.

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Financial Analysis of the Agency

The most common financial question posed to the Agency is "How did we do financially in fiscal year 2017 as compared to a fiscal year 2016?" The Statements of Net Position (Deficit) and the Statements of Revenues, Expenses, and Changes in Net Position (Deficit) report information about the Agency's activities in a way that will help answer this question. These two statements report the net position (deficit) of the Agency and the changes to it. One can think of the Agency's net position - the difference between assets/deferred outflows and liabilities/deferred inflows - as one way to measure financial health or financial position. Over time, increases or decreases in the Agency's net position are one indicator of whether the financial health is improving or deteriorating. However, one will need to consider other non-financial factors such as changes in economic conditions and new or changed governmental legislation. As the Agency was a developmental stage entity, it is expected and reasonable that net position continued to decrease until sales of electricity from the Prairie State Project begin in June 2012 and the Agency begins to bill its members for power supply and costs. It is also reasonable for the Agency to have a negative net position during the front years of significant bond issues that were used to obtain assets; as the Agency is experiencing high interest costs.

To begin our analysis, a summary of the Agency's Statements of Net Position (Deficit) is presented to Table A-1.

**Table A-1
Statements of Net Position (Deficit)
(000's)**

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2016-2017 Dollar Change</u>	<u>2015-2016 Dollar Change</u>
Current and other assets	\$ 59,477	\$ 65,048	\$ 66,040	\$ (5,571)	\$ (992)
Capital assets	<u>405,913</u>	<u>415,030</u>	<u>424,709</u>	<u>(9,117)</u>	<u>(9,679)</u>
Total assets	<u>465,390</u>	<u>480,078</u>	<u>490,749</u>	<u>(14,688)</u>	<u>(10,671)</u>
Deferred Outflows of Resources	<u>33,452</u>	<u>34,904</u>	<u>30,929</u>	<u>(1,452)</u>	<u>3,975</u>
Revenue bonds	474,970	481,830	497,710	(6,860)	(15,880)
Other liabilities	<u>18,773</u>	<u>23,948</u>	<u>19,559</u>	<u>(5,175)</u>	<u>4,389</u>
Total liabilities	<u>493,743</u>	<u>505,778</u>	<u>517,269</u>	<u>(12,035)</u>	<u>(11,491)</u>
Deferred Inflows of Resources	<u>29,296</u>	<u>30,680</u>	<u>21,424</u>	<u>(1,384)</u>	<u>9,256</u>
Invested in capital assets, net of related debt	(57,621)	(58,679)	(56,756)	(995)	130
Restricted	7,603	15,095	17,365	(16,204)	6,442
Unrestricted	<u>25,821</u>	<u>22,108</u>	<u>22,376</u>	<u>14,478</u>	<u>(11,033)</u>
Total Net Assets (Deficit)	<u>\$ (24,197)</u>	<u>\$ (21,476)</u>	<u>\$ (17,015)</u>	<u>\$ (2,721)</u>	<u>\$ (4,461)</u>

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Financial Analysis of the Agency

**Table A-2
Statements of Revenues, Expenses, and
Changes in Net Position (Deficit)
(000's)**

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2016-2017 Dollar Change</u>	<u>2015-2016 Dollar Change</u>
Operating revenue	\$ 83,420	\$ 78,187	\$ 80,052	\$ 5,233	\$ (1,865)
Non-operating revenue	<u>2,890</u>	<u>2,884</u>	<u>3,488</u>	<u>6</u>	<u>(604)</u>
Total revenue	<u>86,310</u>	<u>81,071</u>	<u>83,540</u>	<u>5,239</u>	<u>(2,469)</u>
Other operating expense	64,807	60,930	58,864	3,877	2,066
Non-operating expense	<u>24,224</u>	<u>24,602</u>	<u>25,917</u>	<u>(378)</u>	<u>(1,315)</u>
Total expenses	<u>89,031</u>	<u>85,532</u>	<u>84,781</u>	<u>3,499</u>	<u>751</u>
Changes in net assets	(2,721)	(4,461)	(1,241)	1,740	(3,220)
Beginning net assets (deficit)	<u>(21,476)</u>	<u>(17,015)</u>	<u>(15,774)</u>	<u>(4,461)</u>	<u>(1,241)</u>
Ending net assets (deficit)	<u>\$ (24,197)</u>	<u>\$ (21,476)</u>	<u>\$ (17,015)</u>	<u>\$ (2,721)</u>	<u>\$ (4,461)</u>

While the Statements of Net Position (Deficit) show the net position of the Agency, the Statements of Revenues, Expenses, and Changes in Net Position (Deficit) provide answers as to the nature and source of these changes. As illustrated in Table A-2, there was a negative change in net position for 2017, 2016, and 2015.

Prior to June 2012, electrical power sold to members was obtained through contracts with power suppliers. At that time, Unit 1 of the Prairie State Project came online and the Agency sold power produced by that unit to its members. The Agency continued as a developmental stage entity until the Prairie State Generation Project completed the construction phase with the completion of Unit 2 in November 2012. At that time, the Agency began billing its members for power sales. The bills submitted to the members were based upon the Agency's operating costs and the Agency's debt service costs related to the Prairie State Generation Plant.

Non-operating revenues represent investment income from the 2007, 2010, 2015, and 2016 revenue bond funds as well as income relating to the Federal Build America Bond (BABS) subsidy. The Agency is entitled to a payment of 32.585% of interest expense relating to the BABS portion of the 2010 bond issue from the United States Government. Income related to the BABS subsidy was \$2.5 million in 2017, 2016, and 2015.

Non-Operating Expenses are comprised mainly of interest paid on indebtedness related to the 2007, 2010, 2015, and 2016 bond issues.

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**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

In 2015, the Agency issued surety bonds to replace debt service reserve funds relating to the Series 2007B and Series 2010A Bonds. The Agency used the funds released from the Debt Service Reserve Fund as part of the defeasance of the Series 2007A Bonds and 2010A Bonds. The funds released from the Debt Service Reserve Fund (as a result of the surety bond) relating to the taxable Series 2007B Bonds are available for immediate credit to the Bond Fund. As such, beginning in January 2015, the Agency did not bill its members for debt service which is covered by funds released from the Debt Service Reserve Fund (\$3.4 million in FY 15, \$4.8 million in FY 16, and \$4 million in FY 17). This release of funds resulted in a negative effect on net position in the financial statements.

Capital Assets

At the end of fiscal year 2017, the Agency had \$406 million invested in capital assets. There was a decrease in capital assets from 2016 to 2017 of \$9.1 million due to \$3.1 million in capital asset additions and \$12 million in additional depreciation. There was a decrease in capital assets from 2015 to 2016 of \$9.7 million due to \$2.3 million in capital asset additions and \$11 million in additional depreciation. Capital assets are entirely comprised of assets related to completed construction at the Prairie State Energy Campus Plant.

The Capital Assets comparison between fiscal years 2017, 2016, and 2015 is shown in Table A-3.

**Table A-3
Capital Assets
(000's)**

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2016-2017 Dollar Change</u>	<u>2015-2016 Dollar Change</u>
Construction in progress	\$ 3,911	\$ 2,249	\$ 3,161	\$ 1,662	\$ (912)
Property, plant, and equipment	460,610	459,160	456,871	1,450	2,289
Less accumulated depreciation	<u>(58,608)</u>	<u>(46,379)</u>	<u>(35,323)</u>	<u>(12,229)</u>	<u>(11,056)</u>
Total capital assets	<u>\$ 405,913</u>	<u>\$ 415,030</u>	<u>\$ 424,709</u>	<u>\$ (9,117)</u>	<u>\$ (9,679)</u>

Administration

The revenue bonds outstanding decreased to \$482 million in fiscal year 2017 from \$493 million in fiscal year 2016 as a result of the maturing of bonds relating to the Prairie State Energy Campus Project. The bonds are payable from the sale of electric power to Paducah Power System and Princeton Electric Plant Board pursuant to "take or pay" power sales agreements. The term of the power sales agreements coincides with the term of the Agency's outstanding revenue bonds. The Agency recognized \$6.9 million in revenue bonds outstanding as a current liability in fiscal year 2017 as it will pay bond holders this amount in principal on September 1, 2017.

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**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Economic Factors and Other Information

The Agency Formation

The Agency is a public agency organized under provisions of Chapter 65 of the Kentucky Revised Statutes, pursuant to an Interlocal Corporation Agreement dated February 7, 2005, and approved by the Attorney General of the Commonwealth of Kentucky on February 11, 2005. The Agency was organized for the purpose of providing municipal electric systems in the Commonwealth with an on-going source and supply of electric power to meet the demands for growth of power consumption.

The Agency Organization

The Agency currently is comprised of two municipal utility members, Paducah Power System and Princeton Electric Plant Board. Additional members may be added if approved by the Agency Board and its members. The Board of Directors is currently comprised of four individuals: an appointee made by the Board of Directors of Paducah Power System, an appointee made by the Board of Directors of Princeton Electric Plant Board, and the general managers of each member electric system.

Members Wholesale Power Contracts

Both Paducah Power System and Princeton Electric Plant Board were full requirements wholesale distribution customers of the Tennessee Valley Authority (TVA) for more than four decades. In December 2004 and January 2005, Paducah Power System and Princeton Electric Plant Board, respectively, provided TVA with a five-year written notice of their decision to terminate their Wholesale Power Contracts. Subsequent to providing TVA with said notice, Paducah Power System and Princeton Electric Plant Board determined that they would meet their baseload wholesale power requirements through respective power sales agreements with the Agency. The Agency obtains the power necessary to meet those needs primarily through its participation and ownership in the Prairie State Energy Campus.

Prairie State Project

February 5, 2005, the Agency executed a Project Development Agreement with the Prairie State Generating Company (PSGC), at the time a subsidiary of Peabody Energy. The Prairie State Project is a 1600 MW supercritical mine mouth coal generating facility and newly developed adjacent coal mine located in Southern Illinois, forty miles southeast of St. Louis, Missouri. After financial closing, the plant and coal mine became owned as tenants in common by all participants. The coal mine is estimated to contain sufficient reserves to fuel the generating plant for approximately 30 years. The Project also includes transmission upgrades and interconnection to the Ameren system which is a member of the Midcontinent Independent-Transmission System Operator, Inc. (MISO) transmission grid.

The Agency's current entitlement in the Project is 124 MW, of which Paducah Power System is entitled to 104 MW and Princeton Electric Plant Board is entitled to 20 MW. Other participants in the Project are American Municipal Power, Inc., Illinois Municipal Electric Agency, Indiana Municipal Power Agency, Missouri Joint Municipal Electric Utility Commission, Northern Illinois Municipal Power Agency, Prairie Power, Inc., Southern Illinois Power Cooperative, and Wabash Valley Power Association.

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**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Economic Factors and Other Information

Bechtel was issued Full Notice to Proceed with construction of the Plant on October 1, 2007. As of the end of December 2016, PSGC reported that, for activities related solely to Bechtel's Amended Engineering, Procurement and Construction (EPC) Contract, engineering efforts are 100 percent complete, construction activities are 100 percent complete, and overall efforts are 100 percent complete. Unit 1 of the Prairie State Project achieved provisional completion on June 6, 2012 at which time PSGC took care, custody and control. Unit 2 of the Prairie State Project achieved provisional completion on November 1, 2012 at which time PSGC took care, custody and control.

Equipment and construction specifications for the Mine were issued, and construction activities on the Mine portal began in early May of 2008. As of the end of December 2016, 100 percent of construction activities on the Mine had been completed. One hundred percent of the expected total equipment and contract costs of the Mine had been committed to in the form of either actual purchases or signed commitments for equipment, materials and supplies, and construction services with fixed prices.

The Agency anticipates no additional costs to complete the construction and equipping of the Project.

Recent Agency Actions

In November 2014, the Agency took certain actions intended to reduce its members' power costs. These actions are a multi-faceted approach designed to provide members immediate rate relief in fiscal years 2015-2018 as well as longer term rate relief.

Asset portfolio management was one area which was targeted for improvement. The Agency worked with its members to facilitate the engagement of American Municipal Power, Inc. ("AMP") as the new portfolio manager for the members. The Agency anticipates that the additional knowledge and expertise of AMP in managing the power supply needs of the Agency's members will increase revenue and reduce expenses associated with the Agency's operations. The Agency also expects to draw upon AMP's knowledge and expertise on how best to utilize power assets owned by the Agency or its members. The Agency expects the Paducah Peaking Plant to increase production with the new asset management.

The Agency also contracted with Assured Guaranty Municipal Corp. and National Public Finance Guarantee to issue surety bonds for a portion of its debt service reserve fund. The issuance of a surety bonds provided \$22 million of cash which the Agency will use to reduce its principal obligations on the Agency's 2010A and 2007B revenue bonds. As of the end of June 2017, \$2.7 million remains available to reduce principal of the outstanding Agency bonds and, therefore, a reduction to member power bills.

In addition, the Agency will continue to monitor members' long-term power supply position and pursue opportunities to diversify the Agency's generation portfolio to assist its members in achieving their desire to provide their customers with electricity at reasonable rates and charges.

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**KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS**

Agency Contact Information

The financial report is designed to provide creditors with a general overview of Kentucky Municipal Power Agency's finances. Anyone having questions regarding this report, or desiring additional information may contact Dave Carroll, General Manager, Kentucky Municipal Power Agency, P.O. Box 0180, Paducah, KY 42002-0180 or by telephone at 270.575.4000 or by email at dcarroll@paducahpower.com.

BASIC FINANCIAL STATEMENTS

**KENTUCKY MUNICIPAL POWER AGENCY
STATEMENTS OF NET POSITION (DEFICIT)
JUNE 30**

ASSETS

	<u>2017</u>	<u>2016</u>
Current Assets:		
Cash and temporary cash investments	\$ 9,287,680	\$ 8,457,460
Accounts receivable	854,976	920,334
Working capital Prairie State	1,912,517	2,277,088
Other receivables	6,487,935	6,291,826
Inventory	3,457,946	3,206,174
Prepaid expenses	122,423	3,242
	<hr/>	<hr/>
Total current assets	22,123,477	21,156,124
Restricted Assets:		
Principal and interest sinking fund	12,642,961	16,183,289
Redemption fund	2,670,609	6,725,419
Reserve fund	13,418,996	13,384,050
Pledged collateral	2,555,062	3,477,648
Interest receivable	73,318	114,084
Regulatory asset	844,658	-
Prairie State reserve funds	5,147,787	4,007,236
	<hr/>	<hr/>
Total restricted assets	37,353,391	43,891,726
Capital Assets:		
Construction work in progress	3,911,140	2,248,838
Property, plant, and equipment	460,610,190	459,160,658
Less accumulated depreciation	(58,608,028)	(46,379,007)
	<hr/>	<hr/>
Total capital assets	405,913,302	415,030,489
	<hr/>	<hr/>
Total assets	465,390,170	480,078,339

DEFERRED OUTFLOWS OF RESOURCES

Deferred bond refunding gain	25,662,031	26,743,442
Unamortized debt issuance costs	6,337,532	6,622,593
Unamortized debt discounts	1,452,820	1,538,107
	<hr/>	<hr/>
Total deferred outflows of resources	33,452,383	34,904,142

See notes to financial statements.

LIABILITIES

	<u>2017</u>	<u>2016</u>
Current Liabilities:		
Accounts payable	\$ 3,836,974	\$ 3,730,029
Bonds held by public current portion	6,860,000	10,905,000
Other payables	293,225	1,385,495
Current liabilities payable from restricted assets:		
Accrued interest	<u>7,783,510</u>	<u>7,927,471</u>
 Total current liabilities	 <u>18,773,709</u>	 <u>23,947,995</u>
 Noncurrent Liabilities:		
Long-term debts:		
Bonds held by public	<u>474,970,000</u>	<u>481,830,000</u>
 Total noncurrent liabilities	 <u>474,970,000</u>	 <u>481,830,000</u>
 Total liabilities	 <u>493,743,709</u>	 <u>505,777,995</u>

DEFERRED INFLOWS OF RESOURCES

Unamortized debt premium	<u>29,296,112</u>	<u>30,680,439</u>
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NET POSITION

Net investment in capital assets	(57,621,365)	(58,679,325)
Restricted for debt service	7,603,378	15,095,320
Unrestricted - net	<u>25,820,719</u>	<u>22,108,052</u>
 TOTAL NET POSITION (DEFICIT)	 <u>\$ (24,197,268)</u>	 <u>\$ (21,475,953)</u>

KENTUCKY MUNICIPAL POWER AGENCY
STATEMENTS OF REVENUES, EXPENSES, AND
CHANGES IN NET POSITION (DEFICIT)
YEARS ENDED JUNE 30

	<u>2017</u>	<u>2016</u>
Operating Revenues:		
Service revenue	<u>\$ 83,420,005</u>	<u>\$ 78,187,092</u>
Total operating revenues	<u>83,420,005</u>	<u>78,187,092</u>
Purchased Power and Operating Expenses:		
Purchased power cost	49,313,885	45,305,802
General operating expense	<u>15,493,436</u>	<u>15,624,329</u>
Total purchased power and operating expenses	<u>64,807,321</u>	<u>60,930,131</u>
Operating income	<u>18,612,684</u>	<u>17,256,961</u>
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(23,977,419)	(24,224,383)
Investment income	359,834	366,336
Federal Build America Bond's subsidy	2,529,863	2,518,545
Net amortization discount and premium on debt	<u>(246,277)</u>	<u>(378,090)</u>
Total nonoperating revenues (expenses)	<u>(21,333,999)</u>	<u>(21,717,592)</u>
Change in net position	(2,721,315)	(4,460,631)
Net position (deficit), beginning of year	<u>(21,475,953)</u>	<u>(17,015,322)</u>
NET POSITION (DEFICIT), END OF YEAR	<u><u>\$(24,197,268)</u></u>	<u><u>\$(21,475,953)</u></u>

See notes to financial statements.

KENTUCKY MUNICIPAL POWER AGENCY
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

	<u>2017</u>	<u>2016</u>
Cash Flows from Operating Activities:		
Receipts from customers	\$83,289,254	\$78,527,532
Payments to suppliers	(52,716,977)	(46,124,125)
Payments to employees	(1,029,246)	(984,452)
	<u>29,543,031</u>	<u>31,418,955</u>
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(3,114,461)	(2,357,899)
Long-term bond issuance cost	-	(132,758)
Deferred cost long-term bonds	-	(4,376,274)
Proceeds from issuance of bonds	-	82,152,514
Principal payments made on bonds	(10,905,000)	(86,506,715)
Interest payments on long-term debt	(24,121,380)	(23,579,342)
Federal Build America Bond's subsidy	2,529,863	2,518,545
	<u>(35,610,978)</u>	<u>(32,281,929)</u>
Net cash used by capital and related financing activities		
	<u>(35,610,978)</u>	<u>(32,281,929)</u>
Cash Flows from Investing Activities:		
Purchases of investments	(25,420,657)	(45,380,492)
Proceeds from sale of investments	25,966,425	41,656,841
Investment income	400,600	355,561
	<u>946,368</u>	<u>(3,368,090)</u>
Net cash provided (used) by investing activities		
	<u>946,368</u>	<u>(3,368,090)</u>
Net decrease in cash and cash equivalents	(5,121,579)	(4,231,064)
Cash and cash equivalents, beginning of year	<u>33,193,802</u>	<u>37,424,866</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$28,072,223</u></u>	<u><u>\$33,193,802</u></u>

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

	<u>2017</u>	<u>2016</u>
Reconciliation of Operating Income to Net		
Cash Provided by Operating Activities:		
Operating income	\$18,612,684	\$17,256,961
Depreciation expense	12,231,650	12,036,116
Adjustments to reconcile operating income to net cash provided by operating activities:		
Changes in operating assets and liabilities:		
Accounts receivable	65,358	470,023
Other accounts receivable	(196,109)	(129,583)
Prepaid expenses	(119,181)	(193)
Other assets	112,799	102,226
Accounts payable	106,945	479,985
Other current and accrued liabilities	<u>(1,271,115)</u>	<u>1,203,420</u>
 NET CASH PROVIDED BY OPERATING ACTIVITIES	 <u>\$29,543,031</u>	 <u>\$31,418,955</u>
 Schedule of Noncash Financing Activities:		
Amortization of bond issue and discount costs	\$ (246,277)	\$ (378,090)

See notes to financial statements.

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies:

Entity

The Agency is a joint public agency formed by municipal utilities and is organized under provisions of Chapter 65 of the Kentucky Revised Statutes, pursuant to an Interlocal Cooperation Agreement dated February 7, 2005. The two members of the Agency are Paducah Electric Plant Board (Paducah Power System), a municipal utility of Paducah, Kentucky, and Princeton Electric Plant Board (Princeton Electric), a municipal utility of Princeton, Kentucky. The Agency was created to supply municipal electric systems in the Commonwealth of Kentucky with an ongoing source and supply of electric power to meet their current requirements and demands for future growth in electric power. Additional members may be added if approved by the Agency's Board of Directors and members. The Agency is governed by a four-person Board of Directors consisting of the General Manager of Paducah Power System, an appointee of the Board of Paducah Power System, the General Manager of Princeton Electric, and an appointee of the Board of Princeton Electric.

The Agency acquired an undivided interest in a "mine mouth", pulverized coal-fueled power generating facility on a site in Washington, Randolph, and St. Clair Counties, Illinois, (Prairie State Energy Campus) for the purpose of providing wholesale base load power to its members, Paducah Power System and Princeton Electric. The rates to be charged to Paducah Power System and Princeton Electric will be set by the Board through operating and power agreements.

Measurement Focus, Basis of Accounting and Basis of Presentation

The financial statements of the Agency are prepared in accordance with generally accepted accounting principles (GAAP) as applied to governmental units. This requires the accrual basis of accounting for proprietary entities. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The financial statements of the Agency are prepared in accordance with Generally Accepted Accounting Principles (GAAP) and the principles established by the Federal Energy Regulatory Commission (FERC). The Agency applies all relevant Governmental Accounting Standards Board (GASB) pronouncements unless they conflict with or contradict FERC policies, in which case, FERC prevails.

The major accounting differences between GAAP and FERC are as follows:

- The Agency accounts for changes in plant in accordance with FERC accounting principles. Plant additions are recorded at cost less any contributions received, and gains and losses from plant retirements are charged to accumulated depreciation. Under GAAP accounting principles, plant additions are recorded at historical cost, contributions for plant additions are recognized as nonoperating revenue, and gains and losses from plant retirements are recognized in the income statement.
- The Agency accounts for revenues in accordance with FERC accounting principles. Revenues are recognized under cycle billing and the cost of purchased power reflects costs through the last day of each reporting period. Accordingly, no accrual for unbilled revenues would be reflected in the financial statements. Under GAAP accounting principles, revenues and expenses are recognized as incurred. Accordingly, an accrual for unbilled revenues would be reflected in the financial statements.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies (Continued):

Deposits and Investments

For purposes of the statement of cash flows, cash and cash equivalents have original maturities of three months or less from the date of acquisition.

Investment of Agency funds is restricted by bond indentures. Investments are limited to:

- a. Obligations of the United States and of its agencies and instrumentalities, including obligations subject to repurchase agreements, if delivery of these obligations subject to repurchase agreements is taken either directly or through an authorized custodian. These investments may be accomplished through repurchase agreements reached with sources including, but not limited to, national or state banks chartered in Kentucky.
- b. Obligations and contracts for future delivery or purchase of obligations backed by the full faith and credit of the United States or a United States government agency, including, but not limited to:
 1. United States Treasury,
 2. Export-Import Bank of the United States,
 3. Farmers Home Administration,
 4. Government National Mortgage Corporation, and
 5. Merchant Marine bonds.
- c. Obligations of any corporation of the United States government, including but not limited to:
 1. Federal Home Loan Mortgage Corporation,
 2. Federal Farm Credit Banks,
 3. Bank for Cooperatives,
 4. Federal Intermediate Credit Banks,
 5. Federal Land Banks,
 6. Federal Home Loan Banks,
 7. Federal National Mortgage Association, and
 8. Tennessee Valley Authority.
- d. Certificates of deposit or other interest bearing accounts issued by any bank or savings and loan institution which are insured by the Federal Deposit Insurance Corporation or similar entity, or which are collateralized, to the extent uninsured, by any obligations, including surety bonds, permitted by KRS 41.240(4).
- e. Uncollateralized certificates of deposit issued by any bank or savings and loan institution rated in one (1) of the three (3) highest categories by a nationally recognized rating agency.
- f. Bankers' acceptances for banks rated in one (1) of the three (3) highest categories by a nationally recognized rating agency.
- g. Commercial paper rated in the highest category by a nationally recognized rating agency.
- h. Bonds or certificates of indebtedness of the State and of its agencies and instrumentalities.
- i. Securities issued by a state or local government, or any instrumentality or agency thereof, in the United States, and rate in one (1) of the three (3) highest categories by a nationally recognized rating agency.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies (Continued):

Deposits and Investments

- j. Shares of mutual funds, each of which have the following characteristics:
 - 1. The mutual fund shall be an open-end diversified investment company registered under the Federal Investment Company Act of 1940, as amended;
 - 2. The management company of the investment company shall have been in operation for at least five (5) years; and
 - 3. All of the securities in the mutual fund shall be investments in any one or more of the investments described above.

Investments are stated at fair value, which is the amount at which an investment could be exchanged in a current transaction between willing parties. Fair values are based on quoted market prices. No investments are reported at amortized cost. Adjustments necessary to record investments at fair value are recorded in the operating statement as increases or decreases in investment income. Market values of investments may have changed significantly since year end.

Receivables

Receivables consist of all revenues earned at year-end and not yet received.

Inventories

Inventories are valued at cost. Inventory consists of the Agency's portion of materials and supplies held for use by Prairie State Generating Company, LLC.

Prepayments

This balance represents a prepayment of insurance which will benefit future operations of the Agency.

Restricted Assets

Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements and other external parties. Current liabilities payable from these restricted assets are so classified.

Capital Assets

Capital assets are generally defined by the Agency as assets with an initial, individual cost of more than \$1,000 and an estimated useful life in excess of one year.

Capital assets of the Agency are recorded at cost or the fair market value at the time of contribution to the Agency. Major outlays for utility plants are capitalized as projects are constructed. Interest incurred during the construction phase is reflected in the capitalized value of the capital assets constructed, net of interest earned on invested proceeds over the same period. Capital assets in service are depreciated over their estimated useful lives using the straight-line method of depreciation.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies (Continued):

Long-Term Obligations

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, which established accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes them as outflows of resources or inflows of resources. In addition, the statement changes the method of reporting debt issuance costs. Prior to implementation of GASB Statement No. 65, the Agency reported debt issuance costs as deferred charges which were capitalized and amortized over the life of the related debt. Under GASB Statement No. 65, debt issuance costs for unregulated operations are to be recognized as an expense in the period incurred. However, GASB 65 provides an exception for regulated operations to allow certain incurred costs related to regulated activities, such as debt issuance costs, to be reported as a regulatory asset. Because the Agency meets the criteria of a ratemaking entity under the regulated operations provisions of GASB Statement No. 62, the Agency's debt issuance costs are capitalized and are shown as costs recoverable from future billings on the statement of net position. GASB Statement No. 65 also required the Agency to reclassify the deferred gain or loss on refunding from long-term debt to deferred inflows of resources and deferred outflows of resources, respectively, on the balance sheets for 2017.

Regulated Operations, Revenues and Expenses

Rates for the Agency's regulated operations are established and approved by the Board of Directors. The Agency applies the regulated operations provisions of GASB Statement No. 62, which provide for the deferral of expenses which are expected to be recovered through customer rates over some future period (costs recoverable from future billings) and reductions in earnings to cover future expenditures (reductions of future billings). Costs recoverable from future billings are primarily comprised of charges incurred in relation to the Agency's bond issuances and costs incurred by the Agency for initial payments made on long-term capacity contracts. These costs are being amortized in future rate periods when such costs are included in the revenue requirements to establish electric rates.

The Agency distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Agency's principal ongoing operations. The operating revenues of the Agency are the charges to members for sales and services. The Agency began the supply of electricity to Paducah and Princeton on commercial operations of the Prairie State Energy Campus in June 2012.

Operating expenses include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Reclassification

Certain reclassifications have been made to the 2016 financial statements to make them conform to the 2017 presentation.

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 2 - Deposits and Investments:

The investment policies of the Agency are governed by the State statute. In general, this requires that all deposits and investments, not covered by FDIC insurance, are to be collateralized. For the years ended June 30, 2017 and 2016, the Agency's operating and investment accounts were fully collateralized as required by State statute.

The fair value of cash and investments as of June 30 is disclosed as follows:

	<u>2017</u>	<u>2016</u>
Checking and savings	\$16,164,151	\$14,748,138
Mutual funds-money market	3,591,072	302,988
Commercial paper	-	1,663,702
Guaranteed investment security	9,948,016	11,556,415
Repurchase agreement	<u>15,193,472</u>	<u>22,777,691</u>
TOTAL CASH AND INVESTMENTS	<u>\$44,896,711</u>	<u>\$51,048,934</u>

Deposits

The financial institution balances of the Agency's deposits were \$44,896,711 for the year ended June 30, 2017. The book balance was \$44,896,711. Of the various financial institution balances at June 30, 2017, \$250,000 was insured by federal depository insurance, and the remaining balance of \$44,646,711 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the Agency's deposits may not be returned to it. The remaining balance of \$44,676,711 was uninsured and collateralized by U.S. Treasury pooled investments not held in the Agency's name.

The financial institution balances of the Agency's deposits were \$51,048,934 for the year ended June 30, 2016. The book balance was \$51,048,934. Of the various financial institution balances at June 30, 2016, \$250,000 was insured by federal depository insurance, and the remaining balance of \$50,798,934 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the Agency's deposits may not be returned to it. The remaining balance of \$50,798,934 was uninsured and collateralized by U.S. Treasury pooled investments not held in the Agency's name.

As of June 30, 2017 and 2016, \$0 and \$0 of the Agency's bank balances were known to be individually exposed to custodial credit risk at Citibank, N.A.

Credit Risk

Credit risk is the risk an issuer or other counterparty to an investment will not fulfill its obligations.

As of June 30, 2017 and 2016, the Agency's investments were rated as follows:

<u>Investment Type</u>	<u>Standard & Poors</u>
Mutual funds-money market	Not Rated
Guaranteed investment certificates	Not Rated
Commercial paper	A
Repurchase agreement	A

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 2 - Deposits and Investments (Continued):

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer.

As of June 30, 2017, the Agency's investment portfolio was concentrated as follows:

<u>Issuer</u>	<u>Investment Type</u>	<u>Percentage of Portfolio</u>
Regions collateralized sweep account	Money market	12%
Bayerische Landesbank	Guaranteed investment certificate	35%
Regions Bank	Repurchase agreement	53%

As of June 30, 2016, the Agency's investment portfolio was concentrated as follows:

<u>Issuer</u>	<u>Investment Type</u>	<u>Percentage of Portfolio</u>
Regions collateralized sweep account	Money market	1%
Bayerische Landesbank	Guaranteed investment certificate	31%
Regions Bank	Repurchase agreement	63%
Visionary Funding, LLC	Commercial paper	5%

Interest Rate Risk

Interest rate risk is the risk changes in interest rates will adversely affect the fair value of an investment.

Fair Value Measurement - The Agency's investments are measured and reported at fair value and classified according to the following hierarchy:

Level 1 - Investments reflect prices quoted in active markets.

Level 2 - Investments reflect prices that are based on a similar observable asset either directly or indirectly, which may include inputs in markets that are not considered to be active.

Level 3 - Investments reflect prices based upon unobservable sources.

The categorization of investments within the hierarchy is based upon the pricing transparency of the instrument and should not be perceived as the particular investment's risk. Securities classified in Level 1 of the fair value hierarchy are valued directly from a predetermined primary external pricing vendor.

All of the Agency's investments are level 1 investments.

As of June 30, 2017, the Agency's investments were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity (In Years)</u>		
		<u>Less than 1 Year</u>	<u>1 - 5 Years</u>	<u>6 - 10 Years</u>
Mutual funds-money market	\$ 3,591,072	\$ 3,591,072	\$ -	\$ -
Commercial paper	-	-	-	-
Guaranteed investment certificates	9,948,016	9,948,016	-	-
Repurchase agreement	<u>15,193,478</u>	<u>15,193,478</u>	-	-
TOTALS	<u>\$ 28,732,566</u>	<u>\$ 28,732,566</u>	<u>\$ -</u>	<u>\$ -</u>

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 2 - Deposits and Investments (Continued):

Interest Rate Risk

As of June 30, 2016, the Agency's investments were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity (In Years)</u>		
		<u>Less than 1 Year</u>	<u>1 - 5 Years</u>	<u>6 - 10 Years</u>
Mutual funds-money market	\$ 302,988	\$ 302,988	\$ -	\$ -
Commercial paper	1,663,702	1,663,702	-	-
Guaranteed investment certificates	11,556,415	-	11,556,415	-
Repurchase agreement	<u>22,777,691</u>	<u>22,777,691</u>	-	-
TOTALS	<u>\$ 36,300,796</u>	<u>\$ 24,744,381</u>	<u>\$ 11,556,415</u>	<u>\$ -</u>

Note 3 - Restricted Assets:

Certain proceeds of the Agency's debt, as well as certain resources set aside for their repayment, are classified as restricted assets on the statements of net position because their use is limited by applicable bond covenants and energy trading contracts. The following accounts are reported as restricted assets:

- Project Fund - Used to report revenue bond proceeds restricted for use in construction and working capital.
- Reserve Fund - Used to report resources set aside to make up potential future deficiencies in the future redemption amount.
- Pledged Collateral - Used to report collateral called to make up potential future deficiencies in energy trading contracts.

Restricted assets represent mandatory segregation of assets required by the long-term debt agreements and energy trading contracts.

The following calculation supports the amount of restricted net position:

	<u>2017</u>	<u>2016</u>
Restricted assets:		
Sinking and reserve funds	\$ 28,732,566	\$ 36,300,796
Accrued interest receivable	73,318	114,084
Less: restricted assets not funded by revenues:		
Cost of issuance fund	-	(8,039)
Reserve fund	(13,418,996)	(13,384,050)
Current liabilities payable from restricted assets	<u>(7,783,510)</u>	<u>(7,927,471)</u>
TOTAL RESTRICTED NET POSITION AS CALCULATED	<u>\$ 7,603,378</u>	<u>\$ 15,095,320</u>

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 3 - Restricted Assets (Continued):

GASB does not allow the presentation of negative restricted net position. The deficiency in restricted net position is netted against unrestricted net position in 2017 and 2016.

Note 4 - Capital Assets:

Capital asset activity for the year ended June 30, 2017, was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital Assets Not Being Depreciated:				
Land	\$ 2,881,220	\$ -	\$ -	\$ 2,881,220
Construction in progress	<u>2,248,838</u>	<u>1,662,302</u>	<u>-</u>	<u>3,911,140</u>
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	<u>\$ 5,130,058</u>	<u>\$ 1,662,302</u>	<u>\$ -</u>	<u>\$ 6,792,360</u>
Capital Assets Being Depreciated Or Deleted:				
Land rights	\$ 2,505,415	\$ -	\$ -	\$ 2,505,415
Coal reserves	6,149,094	-	188,172	5,960,922
Non-utility property	17,816,349	224,936	-	18,041,285
Structures and improvements	39,925,176	133,762	-	40,058,938
Equipment	<u>389,883,403</u>	<u>1,379,719</u>	<u>100,713</u>	<u>391,162,409</u>
Total capital assets being depreciated	456,279,437	1,738,417	288,885	457,728,969
Less accumulated depreciation	<u>46,379,006</u>	<u>12,231,650</u>	<u>2,629</u>	<u>58,608,027</u>
Total capital assets being depreciated, net	<u>409,900,431</u>	<u>(10,493,233)</u>	<u>286,256</u>	<u>399,120,942</u>
TOTAL CAPITAL ASSETS, NET	<u>\$415,030,489</u>	<u>\$ (8,830,931)</u>	<u>\$286,256</u>	<u>\$405,913,302</u>

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 4 - Capital Assets (Continued):

Capital asset activity for the year ended June 30, 2016, was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital Assets Not Being Depreciated:				
Land	\$ 2,851,033	\$ 30,187	\$ -	\$ 2,881,220
Construction in progress	<u>3,160,842</u>	<u>-</u>	<u>912,004</u>	<u>2,248,838</u>
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	<u>\$ 6,011,875</u>	<u>\$ 30,187</u>	<u>\$ 912,004</u>	<u>\$ 5,130,058</u>
Capital Assets Being Depreciated Or Deleted:				
Land rights	\$ 2,505,415	\$ -	\$ -	\$ 2,505,415
Coal reserves	6,342,461	-	193,367	6,149,094
Non-utility property	17,349,116	518,979	51,746	17,816,349
Structures and improvements	39,536,027	389,149	-	39,925,176
Equipment	<u>388,287,271</u>	<u>2,650,605</u>	<u>1,054,473</u>	<u>389,883,403</u>
Total capital assets being depreciated	454,020,290	3,558,733	1,299,586	456,279,437
Less accumulated depreciation	<u>35,323,460</u>	<u>12,183,923</u>	<u>1,128,376</u>	<u>46,379,007</u>
Total capital assets being depreciated, net	<u>418,696,830</u>	<u>(8,625,190)</u>	<u>171,210</u>	<u>409,900,430</u>
TOTAL CAPITAL ASSETS, NET	<u>\$424,708,705</u>	<u>\$ (8,595,003)</u>	<u>\$1,083,214</u>	<u>\$415,030,488</u>

Note 5 - Accounts Payable:

The elements comprising accounts payable are as follows:

	<u>2017</u>	<u>2016</u>
Due for purchased power	\$ 3,688,299	\$3,710,163
Accounts payable, general	<u>148,675</u>	<u>19,866</u>
TOTAL ACCOUNTS PAYABLE	<u>\$ 3,836,974</u>	<u>\$3,730,029</u>

Note 6 - Long-Term Indebtedness:

Notes Payable

The following revenue bond anticipation notes have been issued:

<u>Date</u>	<u>Purpose</u>	<u>Final Maturity</u>	<u>Interest Rate</u>	<u>Original Amount</u>	<u>Outstanding Amount 6/30/17</u>
3/20/12	Finance Prairie State and working capital needs	9/1/18	Floating	\$35,000,000	\$ -

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 6 - Long-Term Indebtedness (Continued):

The Kentucky Municipal Power Agency Power System Revenue Bond Anticipation Notes (Prairie State Project) Series 2012 were issued on March 20, 2012 with a floating interest rate, to be adjusted monthly at 65% of then current one-month LIBOR, plus 136.8 basis points.

These notes are secured on a parity basis with the Agency's 2007 and 2010 bond issues. All revenues received by the Agency through Power Sales Agreements are pledged as collateral. The notes were paid off on June 1, 2016.

Bonds

The following revenue bonds have been issued:

<u>Date</u>	<u>Purpose</u>	<u>Final Maturity</u>	<u>Interest Rate</u>	<u>Original Amount</u>	<u>Outstanding Amount 6/30/17</u>
9/20/07	Finance Prairie State and working capital needs	9/1/42	4.00-5.25%	\$291,065,000	\$ -
5/27/10	Finance Prairie State and working capital needs	9/1/24	2.00-4.00%	53,600,000	37,970,000
5/27/10	Finance Prairie State and working capital needs	9/1/37	5.56-6.39%	122,405,000	122,405,000
5/27/10	Finance Prairie State and working capital needs	9/1/19	2.47-5.06%	7,725,000	3,585,000
4/02/15	2007 Revenue Refunding	9/1/42	5.00%	210,600,000	210,600,000
6/01/15	Finance Prairie State and working capital needs	9/1/42	Floating	36,035,000	36,035,000
04/01/16	2007 Revenue Refunding	9/1/36	5.00%	<u>71,235,000</u>	<u>71,235,000</u>
TOTALS				<u>\$792,665,000</u>	<u>\$481,830,000</u>

For the years ended June 30, 2017 and 2016, bonds payable totaling \$509,673,292 and \$521,877,332, are recorded net of \$(1,452,820) and \$(1,538,170) of unamortized bond discount and \$29,296,112 and \$30,680,439 of unamortized bond premium, respectively.

In May 2010, the Agency issued \$122,405,000 in Taxable (Build America Bonds - Direct Pay) Power System Revenue Bonds. The Agency will receive a subsidy payment from the federal government equal to approximately thirty-five percent of each interest payment on the Build America Bonds.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 6 - Long-Term Indebtedness (Continued):

All revenues received by the Agency through Power Sales Agreements net of specified monthly project costs, in addition to all funds held by the Trustee under the terms of the bond agreement, are pledged as security of the above revenue bonds until the bonds are defeased. Total pledged funds for the years ended June 30, 2017 and 2016, as defined are \$29,558,944 and \$38,024,710, respectively. The term of the commitment is 35 years or until the bonds are defeased. Annual principal and interest payments are expected to require 100% of net revenues over the term of the commitment. During fiscal year 2010, the Agency began providing its members purchased power through power sales agreements with various vendors. During fiscal year 2012, the Agency began supplying power through operations of Prairie State as the first of two units came online in June 2012. The second unit came online during the fiscal year ended June 30, 2013. Interest paid for the years ended June 30, 2017 and 2016, was \$24,121,380 and \$23,579,343, respectively.

Changes in Long-term Debt and Maturities

Long-term obligation activity for the year ended June 30, 2017, is as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Revenue bonds	\$492,735,000	\$ -	\$10,905,000	\$481,830,000	\$ 6,860,000
Bond anticipation notes	-	-	-	-	-
Unamortized debt discount	(1,538,107)	-	(85,287)	(1,452,820)	-
Unamortized debt premium	<u>30,680,439</u>	<u>-</u>	<u>1,384,327</u>	<u>29,296,112</u>	<u>-</u>
TOTALS	<u>\$521,877,332</u>	<u>\$ -</u>	<u>\$12,204,040</u>	<u>\$509,673,292</u>	<u>\$ 6,860,000</u>

Long-term obligation activity for the year ended June 30, 2016, is as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Revenue bonds	\$506,555,000	\$71,235,000	\$85,055,000	\$492,735,000	\$10,905,000
Bond anticipation notes	-	-	-	-	-
Unamortized debt discount	(1,747,126)	(220,935)	(429,954)	(1,538,107)	-
Unamortized debt premium	<u>21,423,659</u>	<u>11,138,449</u>	<u>1,881,669</u>	<u>30,680,439</u>	<u>-</u>
TOTALS	<u>\$526,231,533</u>	<u>\$82,152,514</u>	<u>\$86,506,715</u>	<u>\$521,877,332</u>	<u>\$10,905,000</u>

Advance Refundings:

During fiscal year 2016, the Agency issued \$71,235,000 Power System Revenue Refunding Bonds (Prairie State Project) Series 2015A and 2015B. Of the proceeds, \$82,833,200 has been deposited into an irrevocable trust to provide for the future debt service payments on certain maturities of the Revenue Bonds, Series 2007A, maturing at various dates from 2017 through 2042. As a result, the refunded portion of the bonds is considered defeased and the escrowed assets and liability for the bonds have been removed from the financial statements.

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 6 - Long-Term Indebtedness (Continued):

Advance Refundings:

The defeased bonds still outstanding are shown below:

Outstanding 2007A Revenue Bonds \$289,110,000

Total debt service to maturity:

<u>Maturities</u>	<u>Principal</u>	<u>Interest</u>	<u>Subsidized Interest</u>	<u>Total</u>
2018	\$ 6,860,000	\$ 23,550,390	\$ 2,518,545	\$ 27,891,845
2019	7,130,000	23,278,944	2,518,545	27,890,399
2020	7,435,000	22,973,334	2,518,545	27,889,789
2021	12,325,000	22,520,320	2,518,545	32,326,775
2022	12,945,000	21,897,495	2,518,545	32,323,950
2023-2027	74,965,000	98,697,077	12,081,079	161,580,998
2028-2032	93,495,000	75,844,219	8,743,250	160,595,969
2033-2037	114,525,000	46,799,746	3,951,361	157,373,385
2038-2042	125,130,000	17,259,831	118,445	142,271,386
2043	<u>27,020,000</u>	<u>517,269</u>	<u>-</u>	<u>27,537,269</u>
TOTALS	<u>\$ 481,830,000</u>	<u>\$ 353,338,625</u>	<u>\$ 37,486,860</u>	<u>\$ 797,681,765</u>

Bond Covenant Disclosures

The following information is provided in compliance with the resolution creating the 2007 A and B revenue bonds, 2010 A, B, and C revenue bonds, and the 2017 A and B revenue bonds.

Insurance

The Agency is exposed to various risks of loss related to torts, theft of, damage to, or destructions of assets, errors and omissions, workers compensation, and health care of its employees. These risks are covered through the purchase of commercial insurance, with minimal deductibles. Settled claims have not exceeded coverage in any of the last three years.

The Agency is covered under the following insurance policies at June 30, 2017:

<u>Type</u>	<u>Coverage</u>	<u>Expiration</u>
General & Public Officials Liability	\$10,000,000	January 17, 2018

Note 7 - Net Position:

GASB No. 34 requires the classification of net assets into three components - net investment in capital assets restricted; and unrestricted. These classifications are defined as follows:

Net investment in capital assets - This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings, that are attributable to the acquisition, construction, or improvement of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of net investment in capital assets. Rather, that portion of the debt is included in the same net position component as the unspent proceeds.

(Continued)

**KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS**

Note 7 - Net Position (Continued):

Restricted - This component of net position consists of constraints placed on net position use through external constraints imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.

Unrestricted net position - This component of net position consists of net position that does not meet the definitions of "restricted" or "net investment in capital assets".

When both restricted and unrestricted resources are available for use, it is the Agency's policy to use restricted resources first, then unrestricted resources as they are needed.

The following calculation supports the Agency's net investment in capital assets:

	<u>2017</u>	<u>2016</u>
Property, plant, and equipment	\$ 460,610,190	\$ 459,160,658
Less accumulated depreciation	(58,608,028)	(46,379,007)
Working capital and collateral Prairie State	2,738,895	3,463,255
Construction work in progress	<u>3,911,140</u>	<u>2,248,838</u>
 Sub-totals	 <u>408,652,197</u>	 <u>418,493,744</u>
 Less: Capital related debt		
Bonds held by public	(481,830,000)	(492,735,000)
Deferred refunding gain	25,662,031	26,743,442
Unamortized bond issuance cost	6,337,532	6,622,593
Asset retirement obligation	(2,018,830)	(2,053,861)
Unamortized debt discount	1,452,820	1,538,107
Unamortized debt premium	<u>(29,296,111)</u>	<u>(30,680,439)</u>
 Sub-totals	 <u>(479,692,558)</u>	 <u>(490,565,158)</u>
 Add: Unspent debt proceeds		
Project fund	-	-
Reserve fund	13,418,996	13,384,050
Cost of issuance fund	<u>-</u>	<u>8,039</u>
 Sub-totals	 <u>13,418,996</u>	 <u>13,392,089</u>
 TOTAL NET INVESTMENT IN CAPITAL ASSETS	 <u>\$ (57,621,365)</u>	 <u>\$ (58,679,325)</u>

Note 8 - Commitments and Contingencies:

Prairie State Energy Campus

In February 2005, the Agency joined several other entities in the development of the Prairie State Energy Campus, a 1600 MW twin unit, coal-fired electric generating facility to be located in Washington, St. Claire, and Randolph counties, Illinois (the "Prairie State Project"). In addition to the generation station, the Prairie State Project includes coal reserves, a coal mine, a coal combustion waste disposal facility, and other ancillary support equipment. The Prairie State Project is being developed by the Prairie State Generating Company, LLC ("PSGC"), initially a wholly-owned subsidiary of Peabody Energy Corporation and now controlled by the nine owners.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 8 - Commitments and Contingencies (Continued):

Prairie State Energy Campus

Since entering the project, the Agency has increased its participation from an initial 80 MW level to its present 124 MW share. After financial closing of the transaction, the Agency's share translated into a 7.82% undivided ownership interest as a tenant-in-common with the other project participants. The other joint owners in the Prairie State Project are the American Municipal Power, Illinois Municipal Electric Agency, the Indiana Municipal Power Agency, the Missouri Public Utility Alliance, The Northern Illinois Municipal Power Agency, Prairie Power, Inc. (formerly known as Soyland Power Cooperative, Inc.), Lively Grove Energy Partners, LLC, a wholly-owned indirect subsidiary of Peabody Energy Corporations ("Peabody Energy"), and Southern Illinois Power Cooperative.

Pursuant to the terms of the Project Development Agreement dated February 5, 2005, the Fee Agreement of the same date, and the AI Fee Agreement dated August 31, 2006, the Agency paid certain fees for the right to participate in the Prairie State Project and ultimately own its share of the coal reserves and other project assets at financial close. On June 19, 2007, the Agency executed, amended, and restated versions of the Project Development Agreement, the Fee Agreement, and the AI Fee Agreement. The amended agreements memorialized certain changes in the various percentage ownership interests of the participants in the Project and certain changes regarding the manner in which the Project will be developed. The Agency is also obligated under the agreements to pay its proportionate share of all ongoing costs and expenses associated with the Prairie State Project. The Agency's cost for participation in the project totals \$17.2 million.

In July 2010, the owners entered into an agreement with Bechtel Corporation ("Bechtel") to convert the original, cost reimbursable EPC Agreement for the Prairie State Project to a lump sum turn-key EPC Agreement. This agreement provides the owners with a cap on future cost increases, and transfers cost and schedule risk from the owners to Bechtel. Provisional completion of Unit 1 was achieved on June 6, 2012, at which time Prairie State Generating Company took care, custody, and control of the unit. Provisional completion of Unit 2 was achieved on November 1, 2012, at which time Prairie State Generating Company took care, custody, and control of the unit.

The Agency has entered in Power Sales Agreements described below in order to provide additional power to its members.

Power Sales Agreement

The Boards of Paducah Power System and Princeton Electric authorized a Power Sales Agreement with the Agency on July 23, 2007. The Power Sales Agreement is a take or pay agreement that stipulates that Paducah Power System and Princeton Electric will take all power from the Agency which the Agency receives from the Prairie State Project. Paducah Power System's share of the energy is 83.7% and Princeton Electric's is 16.3%.

Each party to the Power Sales Agreement agrees to a step up of 20% additional power in the case that the other party to the agreement defaults on its commitment. This effectively means that Paducah Power System agrees, if necessary, to commit to take all power from the Agency since Princeton Electric's share of power is less than 20% of the project.

The Agency has entered into transactions for the purchase of blocks or strips of electric capacity and energy of varying sizes with a number of electric power suppliers. These strips of purchased power cover periods of varying lengths. Each of the transactions was entered into within the framework of an EEI Master Power Purchase & Sale Agreement ("Master Agreement") between the Agency and the power supplier. The Agency purchased 5 x 16 strips of power from Illinois Power Marketing Agency on May 28, 2014. The price of the power purchased in these transactions was \$47.50/MWh for delivery to the LGEE/MISO Interface of the Midwest Independent Transmission System Operator ("MISO") for the period June 1, 2015 - August 31, 2015. The price does not include the cost of transmitting the power to the Agency's members, the Electric Plant Boards of the Cities of Paducah and Princeton, Kentucky (the "Members") from the delivery point.

(Continued)

KENTUCKY MUNICIPAL POWER AGENCY
NOTES TO FINANCIAL STATEMENTS

Note 8 - Commitments and Contingencies (Continued):

Power Sales Agreement

All of the Agency's power purchase transactions are considered "firm" obligations in that they are backed by provisions requiring the payment of liquidated damages in the event of non-delivery, as is standard in the EEI Master Power Purchase & Sale Agreement; however, seller's failure to deliver is not considered an event of default.

Under the Master Agreements for each of the above-referenced purchases, either party may call for collateral to be posted by the other when the calling party is "in the money" based on a mark-to-market calculation. The effect is that the Agency can be required to post collateral whenever the market value of the transactions entered into pursuant to a particular Master Agreement drops far enough below the contract price. Each Master Agreement establishes a collateral threshold for the Agency against which the cumulative mark-to-market value of the transactions entered to is measured on each day of the life of the contract. On days when the collateral threshold is exceeded, a party that is in the money may require the other to provide some acceptable form of performance assurance such as cash collateral, appropriate guaranties, and/or a letter of credit. The Agency's Members have executed guaranty agreements that can be called upon to satisfy all or a portion of the performance assurance requirements in certain instances. A party that is "in the money" may make a collateral call even if its counter-party is not in default and there is no substantial concern about the counter-party's creditworthiness. The collateral thresholds applicable to the Agency under the Master Agreements have been termed "very generous" by the Agency's power supply consultant, Fellon-McCord & Associates, and are expected to permit the Agency to operate without having to provide unduly burdensome performance assurances.

Claims and Judgments

From time to time, the Agency is party to various pending claims and legal proceedings. Although the outcome of such matters cannot be forecasted with certainty, it is the opinion of management and the Agency's legal counsel, that the likelihood is remote that any such claims or proceedings will have a material adverse effect on the Agency's financial position or results of operations.

Note 9 - Disclosures Regarding the Statement of Cash Flows:

Accounting Policy

For purposes of the Statement of Cash Flows, cash and cash investments include all highly liquid debt instruments with maturities of three months or less.

The composition of cash and cash investments at June 30, 2017 and 2016, is as follows:

	<u>2017</u>	<u>2016</u>
Cash and temporary cash investments	\$ 9,287,680	\$ 8,457,460
Restricted cash and short-term investments:		
Project and reserve funds and pledged collateral	<u>18,784,543</u>	<u>24,735,342</u>
TOTAL CASH AND CASH INVESTMENTS	<u>\$28,072,223</u>	<u>\$33,193,802</u>

Note 10 - Subsequent Events:

The Agency did not have any subsequent events through November 10, 2017, which is the date the financial statements were available to be issued for events requiring recording or disclosure in the financial statements for the year ended June 30, 2017.

SUPPLEMENTARY INFORMATION

**KENTUCKY MUNICIPAL POWER AGENCY
GENERAL OPERATING EXPENSES
YEARS ENDED JUNE 30**

General Operating Expenses:	<u>2017</u>	<u>2016</u>
Administrative and general:		
Payroll	\$ 1,029,246	\$ 984,452
Office supplies and expense	717,779	874,255
Outside services employment	856,062	951,776
Depreciation	12,231,650	12,036,116
Depletion	189,081	202,136
Insurance	259,374	319,362
Injuries and damages	131,236	109,482
General plant maintenance	<u>79,008</u>	<u>146,748</u>
 Total administrative and general	 <u>15,493,436</u>	 <u>15,624,327</u>
 TOTAL GENERAL OPERATING EXPENSES	 <u><u>\$15,493,436</u></u>	 <u><u>\$15,624,327</u></u>



WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III
Sue Cronch-Greenwell
Roger G. Harris
Michael F. Kames
Mark A. Thomas
Ashley C. Grooms
Kelly D. Scruggs
Benjamin D. Teer

**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
Kentucky Municipal Power Agency
Paducah, 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 Kentucky Municipal Power Agency as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise the Kentucky Municipal Power Agency's basic financial statements, and have issued our report thereon dated November 10, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Kentucky Municipal Power Agency'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 Kentucky Municipal Power Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of Kentucky Municipal Power Agency's internal control.

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

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Kentucky Municipal Power Agency'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.



Paducah, Kentucky
November 10, 2017



WILLIAMS
WILLIAMS
& LENTZ