SUPPLEMENT NO. 1, DATED JUNE 1, 2020,
TO OFFICIAL STATEMENT, DATED AUGUST 22, 2019

KENTUCKY MUNICIPAL POWER AGENCY

$115,550,000
Power System Revenue Refunding Bonds
(Prairie State Project), Series 2019A

$20,210,000
Power System Revenue Refunding Bonds
(Prairie State Project), Series 2020A
(Forward Delivery)

This Supplement No. 1 to Official Statement (this "Supplement") supplements the Official Statement, dated August 22, 2019 (the "Official Statement"), relating to the $115,550,000 Kentucky Municipal Power Agency Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A and the $20,210,000 Kentucky Municipal Power Agency Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery). Any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Official Statement. The Official Statement is supplemented as follows:

Each of KMPA's, Paducah Electric's and Princeton Electric's respective audited financial statements for the years ended June 30, 2019 and 2018, is attached hereto.

Each of Paducah Electric's and Princeton Electric's respective annual financial information and operating data as of June 30, 2019, is attached hereto.

Each of KMPA's, Paducah Electric's and Princeton Electric's respective interest in the Prairie State Energy Campus as of June 30, 2019, is attached hereto.

The net capacity factor of the Prairie State Energy Campus for the fiscal year ended June 30, 2019, is attached hereto.

The following new paragraphs hereby are added to the "INVESTMENT CONSIDERATIONS" section of the Official Statement, immediately following the paragraphs under the section "INVESTMENT CONSIDERATIONS – Open Access Transmission and RTOs":

"**Potential Impact of Infectious Diseases**

The spread of certain infectious diseases, including the strain of coronavirus commonly known as COVID-19, can alter the health and behavior of businesses and people in a manner that has negative effects on global, state and local economies. The effect of such infectious diseases could cause, and in some cases has caused, a significant increase in levels of unemployment and business closures, which could negatively impact (i) the ability of the Members' customers to timely pay amounts due to each of the Members, respectively, and (ii) the demand for power and energy supplied by the Members. Such negative effects could have an adverse effect on the Members, and consequently, potentially on KMPA. In particular, a reduction in the amounts paid to the Members by their respective customers could adversely affect the ability of the Members to satisfy their obligations to KMPA under the respective Power Sales Agreements, and in turn could have material adverse effects on an investment in the Bonds.

At this time, there has been no material financial or operational impact on KMPA or the Members. KMPA, however, cannot predict what effect the spread of infectious diseases like COVID-19 will have on its finances or operations."

This Supplement should be read in conjunction with the information set forth in the Official Statement and may not be reproduced or used, in whole or in part, for any other purpose.

KENTUCKY MUNICIPAL POWER AGENCY

FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2019 AND 2018

TABLE OF CONTENTS

WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III
Sue Cronch-Greenwell
Roger G. Harris
Michael F. Karnes

Mark A. Thomas
Ashley C. Grooms
Kelly D. Scruggs
Benjamin D. Teer

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, 2019 and 2018 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 statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of Kentucky Municipal Power Agency, as of June 30, 2019 and 2018, 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 1.

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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 7 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 27 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 27 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 October 29, 2019 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.

Williams, Williams & Lentz LLP

Paducah, Kentucky
October 29, 2019

REQUIRED SUPPLEMENTARY INFORMATION

Overview and Background

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, 2019 and 2018. 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.

This annual report includes the management's discussion and analysis report and the basic financial statements of the Agency. The financial statements of the Agency report information of the Agency using accounting methods similar to those used by the private sector. The financial statements also include notes that explain in more detail some of the information in the financial statements.

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.

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

Prior to joining the Agency, 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 1,600 MW supercritical mine mouth coal-fired 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. (AMP), 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.

Construction of the Project began on October 1, 2007, under an engineering, procurement and construction (EPC) contract with Bechtel. 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 2012, construction activities on the Mine were substantially complete.

Required Financial Statements

The Statements of Net Position (Deficit) include the fiscal year end balances of 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 fiscal years' 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 reporting periods 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. These statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. Cash from operations consists of net income, adjusted for non-cash items, plus or minus changes in current assets and current liabilities. Cash from investing activities results from changes in long-term assets. Cash from financing activities results from changes in long-term liabilities, such as proceeds from issuance of bonds or payments of principal installments on outstanding bonds.

The notes to the financial statements are also an integral component of the basic financial statements.

Financial Analysis of the Agency

A summary of the Agency's Statements of Net Position (Deficit) is presented in the table below.

Statements of Net Position (Deficit)
(000's)

	2019	2018	2017	2018-2019 Dollar Change	2017-2018 Dollar Change
Current and other assets	$ 63,281	$ 60,007	$ 59,477	$ 3,274	$ 530
Capital assets	384,557	395,642	405,913	(11,085)	(10,271)
Total assets	447,838	455,649	465,390	(7,811)	(9,741)
Deferred Outflows of Resources	30,837	32,382	33,452	(1,545)	(1,070)
Revenue bonds	461,355	468,790	474,970	(7,435)	(6,180)
Other liabilities	21,626	20,583	18,773	1,043	1,810
Total liabilities	482,981	489,373	493,743	(6,392)	(4,370)
Deferred Inflows of Resources	26,527	27,912	29,296	(1,385)	(1,384)
Invested in capital assets, net of related debt	(64,805)	(61,245)	(57,621)	(3,560)	(3,624)
Restricted	5,449	5,270	7,603	179	(2,333)
Unrestricted	28,524	26,721	25,821	1,803	900
Total Net Assets (Deficit)	$ (30,832)	$ (29,254)	$ (24,197)	$ (1,578)	$ (5,057)

In the Statement of Net Position, the net position of the Agency is summarized into three categories - restricted assets, unrestricted assets and invested in capital assets, net of related debt. As shown above, the net position of the Agency has been an increasing deficit over the fiscal years 2019 and 2018.

The deficit net position of the Agency is due to the deficit balance of invested in capital assets, net of related debt. This deficit component of net position also increased by $3.6 million during fiscal year 2019. As discussed above, the Agency's assets consist primarily of the Prairie State Project that commenced operation in 2012. The Agency's ownership share in the cost of construction of these assets was financed primarily from the issuance of revenue bonds. However, the principal amounts of these revenue bonds are greater than the proceeds for construction since the bond proceeds must also fund required reserve amounts and issuance costs. Therefore, the liabilities for revenue bonds are greater than the asset balances associated with the Prairie State Project, resulting in a deficit net position. In the early years of the asset and bond lives, this deficit may be increased by the difference in the annual depreciation of the capital assets compared to the amortization of the bond principal. Generally, depreciation expenses are equal annual amounts over the life of the Project while annual debt service payments consist of declining interest expenses but increasing principal installments over the life of the bonds. So the net deficit is increased by, among other things, the amount that depreciation expense exceeds principal amortization.

The increase in the Agency's deficit net position for fiscal year 2019 due to the net investment in capital assets, as discussed above, was partially offset by a $1.8 million increase in unrestricted net position, while restricted net position was practically unchanged.

While the Statements of Net Position (Deficit) present the various components of net position (deficit), the results of operations for the fiscal years produce the annual change in net position, as demonstrated in the Agency's Statements of Revenues, Expenses, and Changes in Net Position (Deficit), a summary of which is presented below.

Statements of Revenues, Expenses, and Changes in Net Position (Deficit)
Fiscal Years Ended June 30
(000's)

	2019	2018	2017	2018-2019 Dollar Change	2017-2018 Dollar Change
Operating revenue	$ 94,112	$ 84,103	$ 83,420	$ 10,009	$ 683
Non-operating revenue	3,383	3,139	2,890	244	249
Total revenue	97,495	87,242	86,310	10,253	932
Purchased power and other operating expense	74,783	68,221	64,807	6,562	3,414
Non-operating expense	24,290	24,078	24,224	212	(146)
Total expenses	99,073	92,299	89,031	6,774	3,268
Changes in net assets	(1,578)	(5,057)	(2,721)	3,479	(2,336)
Beginning net assets (deficit)	(29,254)	(24,197)	(21,476)	(5,057)	(2,721)
Ending net assets (deficit)	$ (30,832)	$ (29,254)	$ (24,197)	$ (1,578)	$ (5,057)

As shown above, total expenses exceed total revenue for each of the fiscal years shown, resulting in an increasing balance of the net deficit as of each fiscal year end. Operating revenue consists primarily of billings to members to recover the revenue requirements of the Agency, which differs from the total expenses. For example, revenue requirements include annual principal installments and capital expenditures, which are not included in expenses, and expenses include depreciation and amortization, which are not included in revenue requirements. As discussed above, depreciation expenses on the Prairie State Project are generally expected to be greater than the principal installments on the associated bonds during the early years of the Project's life, contributing to the operating deficit for those fiscal years shown.

Non-operating revenues represent investment income from the revenue bond funds as well as subsidy income relating to the Federal Build America Bond (BABS). The Agency is entitled to an annual payment of 35% of interest expense relating to the BABS portion of the 2010 bond issue from the United States Government, reduced by any federal sequestration. For the period 2017-2019, annual sequestration averaged 6.4%, resulting in an average interest subsidy rate of 32.76%. Income related to the BABS subsidy averaged $2.5 million in each of the fiscal years 2019, 2018, and 2017.

Non-operating expenses are comprised mainly of interest paid on outstanding revenue bond issues.

Capital Assets

Capital assets consist of assets related to completed construction of the generating plant at the Prairie State Project. The capitalized costs of the Mine and coal reserves associated with the Prairie State Project are included in other assets. At the end of fiscal year 2019, the Agency had $384.6 million invested in the Prairie State Project capitalized assets, as shown below.

Capital Assets at June 30
(000's)

	2019	2018	2017	2018-2019 Change	2017-2018 Change
Construction in progress	$ 815	$ 1,193	$ 3,911	$ (378)	$ (2,718)
Property, plant, and equipment	461,973	464,654	460,610	(2,681)	4,044
Less accumulated depreciation	(78,231)	(70,205)	(58,608)	(8,026)	(11,597)
Total capital assets	$ 384,557	$395,642	$405,913	$ (11,085)	$ (10,271)

Debt Administration

The total revenue bonds outstanding (including current position) decreased to $469 million at fiscal year end 2019 from $475 million at fiscal year end 2018 as a result of the maturing of bonds relating to the Prairie State 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 $7.4 million in revenue bonds outstanding as a current liability as of fiscal 2019 year end as it will pay bond holders this amount in principal on September 1, 2019.

Outlook

In November 2014, the Agency took certain actions intended to reduce its members' power costs. Among other things, the Agency 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 surety bonds provided $22 million of cash which the Agency used to reduce its principal obligations on the Agency's 2007A and 2010A revenue bonds in fiscal years 2015-2018. As of the end of June 2018, these funds were fully expended and no longer available to reduce principal of the outstanding Agency bonds.

The Agency also established several reserve funds associated with debt service, decommissioning, capital improvements and operations to stabilize annual rates and charges. Notwithstanding the actions taken by the Agency to reduce or stabilize costs to its members, the annual debt service requirements on the Agency's bonds outstanding as of fiscal year end 2019 would increase by approximately $4.4 million for fiscal year 2021. On September 11, 2019, the agency issued refunding revenue bonds that resulted in debt service restructuring that eliminated this upcoming increase.

In addition, the Agency actively pursues opportunities to reduce or stabilize costs to its members through bilateral and market sales of excess capacity and energy associated with the Prairie State Project.

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 Doug Handley, Chief Financial Officer, Kentucky Municipal Power Agency, P.O. Box 180, Paducah, KY 42002-0180 or by telephone at 270.575.4035 or by email at dhandley@paducahpower.com.

BASIC FINANCIAL STATEMENTS

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

ASSETS

	2019	2018
Current Assets:		
Cash and temporary cash investments	$ 8,784,764	$ 11,041,286
Accounts receivable	849,476	839,082
Working capital Prairie State	2,050,339	1,969,002
Other receivables	5,963,997	5,977,816
Inventory	4,872,735	4,236,588
Prepaid expenses	10,711	63,984
Total current assets	22,532,022	24,127,758
Restricted Assets:		
Principal and interest sinking fund	13,349,528	12,920,004
Redemption fund		53
Reserve fund	14,011,025	14,066,866
Pledged collateral	4,655,081	3,512,076
Interest receivable	59,216	136,707
Regulatory asset	-	-
Prairie State reserve funds	10,401,582	7,085,992
Total restricted assets	42,476,432	37,721,698
Capital Assets:		
Construction work in progress	815,213	1,192,682
Property, plant, and equipment	461,973,361	464,653,658
Less accumulated depreciation	(78,231,033)	(70,204,381)
Total capital assets	384,557,541	395,641,959
Total assets	449,565,995	457,491,415

DEFERRED OUTFLOWS OF RESOURCES

	2019	2018
Deferred bond refunding gain	24,063,693	25,169,471
Unamortized debt issuance costs	5,446,960	5,800,144
Unamortized debt discounts	1,326,637	1,411,896
Total deferred outflows of resources	30,837,290	32,381,511

See notes to financial statements.

LIABILITIES

Current Liabilities:	2019	2018
Accounts payable	$ 3,436,857	$ 4,191,554
Bonds held by public-current portion	7,435,000	7,130,000
Other payables	2,793,915	1,474,406
Current liabilities payable from restricted assets:		
Accrued interest	7,959,768	7,786,886
Total current liabilities	21,625,540	20,582,846
Noncurrent Liabilities:		
Other regulatory liabilities	1,727,525	1,842,552
Long-term debts:		
Bonds held by public	461,355,000	468,790,000
Total noncurrent liabilities	463,082,525	470,632,552
Total liabilities	484,708,065	491,215,398

DEFERRED INFLOWS OF RESOURCES

Unamortized debt premium	26,527,457	27,911,785

NET POSITION

Net investment in capital assets	(64,804,793)	(61,245,205)
Restricted for debt service	5,448,976	5,269,878
Unrestricted - net	28,523,581	26,721,071
TOTAL NET POSITION (DEFICIT)	$ (30,832,236)	$ (29,254,256)

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

	2019	2018
Operating Revenues:		
Service revenue	$ 94,111,964	$ 84,102,919
Total operating revenues	94,111,964	84,102,919
Purchased Power and Operating Expenses:		
Purchased power cost	59,219,347	52,751,214
General operating expense	15,563,724	15,469,776
Total purchased power and operating expenses	74,783,071	68,220,990
Operating income	19,328,893	15,881,929
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(24,021,792)	(23,835,049)
Investment income	836,081	609,608
Federal Build America Bond's subsidy	2,546,619	2,529,432
Net amortization discount and premium on debt	(267,781)	(242,908)
Total nonoperating revenues (expenses)	(20,906,873)	(20,938,917)
Change in net position	(1,577,980)	(5,056,988)
Net position (deficit), beginning of year	(29,254,256)	(24,197,268)
NET POSITION (DEFICIT), END OF YEAR	$(30,832,236)	$(29,254,256)

See notes to financial statements.

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

	2019	2018
Cash Flows from Operating Activities:		
Receipts from customers	$94,115,389	$84,628,932
Payments to suppliers	(62,169,524)	(52,480,396)
Payments to employees	(872,801)	(1,061,348)
Net cash provided by operating activities	31,073,064	31,087,188
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(978,642)	(1,325,010)
Long-term bond issuance cost	-	(155,540)
Proceeds from issuance of bonds	-	36,829,460
Principal payments made on bonds	(7,130,000)	(42,895,000)
Interest payments on long-term debt	(23,848,910)	(23,831,673)
Federal Build America Bond's subsidy	2,546,619	2,529,432
Net cash used by capital and related financing activities	(29,410,933)	(28,848,331)
Cash Flows from Investing Activities:		
Purchases of investments	(4,051,956)	-
Proceeds from sale of investments	-	6,779,249
Investment income	913,572	546,219
Net cash provided (used) by investing activities	(3,138,384)	7,325,468
Net increase (decrease) in cash and cash equivalents	(1,476,253)	9,564,325
Cash and cash equivalents, beginning of year	37,636,548	28,072,223
CASH AND CASH EQUIVALENTS, END OF YEAR	$36,160,295	$37,636,548

(Continued)

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

Reconciliation of Operating Income to Net Cash Provided by Operating Activities:	**2019**	**2018**
Operating income	$ 19,328,893	$15,881,929
Depreciation expense	12,063,060	11,741,876
Adjustments to reconcile operating income to net cash provided by operating activities:		
Changes in operating assets and liabilities:		
Accounts receivable	(10,394)	15,894
Other accounts receivable	13,819	510,119
Prepaid expenses	53,273	58,439
Other assets	(717,484)	(835,127)
Accounts payable	(754,697)	354,580
Change in regulatory liability	(115,027)	1,842,552
Other current and accrued liabilities	1,211,621	1,516,926
NET CASH PROVIDED BY OPERATING ACTIVITIES	$31,073,064	$31,087,188
Schedule of Noncash Financing Activities:		
Amortization of bond issue and discount costs	$ (267,781)	$ (242,908)

See 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)

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)

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

Deposits and Investments (Continued)

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)

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 2018 financial statements to make them conform to the 2019 presentation.

(Continued)

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, 2019 and 2018, 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:

	2019	2018
Checking and savings	$23,253,922	$20,954,370
Mutual funds-money market	2,453,101	13,911,978
Guaranteed investment security	4	504,494
Repurchase agreement	24,922,430	12,683,286
TOTAL CASH AND INVESTMENTS	$50,629,457	$48,054,125

Deposits

The financial institution balances of the Agency's deposits were $50,832,204 for the year ended June 30, 2019. The book balance was $50,629,457. Of the various financial institution balances at June 30, 2019, $250,000 was insured by federal depository insurance, and the remaining balance of $50,582,204 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 $50,582,204 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 $48,264,872 for the year ended June 30, 2018. The book balance was $48,054,125. Of the various financial institution balances at June 30, 2018, $250,000 was insured by federal depository insurance, and the remaining balance of $48,014,872 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 $48,014,872 was uninsured and collateralized by U.S. Treasury pooled investments not held in the Agency's name.

Credit Risk

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

As of June 30, 2019 and 2018, the Agency's investments were rated as follows:

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

(Continued)

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, 2019, the Agency's investment portfolio was concentrated as follows:

Issuer	Investment Type	Percentage of Portfolio
Regions collateralized sweep account	Money market	9 %
Bayerische Landesbank	Guaranteed investment certificate	- %
	Repurchase agreement	91%

As of June 30, 2018, the Agency's investment portfolio was concentrated as follows:

Issuer	Investment Type	Percentage of Portfolio
Regions collateralized sweep account	Money market	51%
Bayerische Landesbank	Guaranteed investment certificate	2%
Regions Bank	Repurchase agreement	47%

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, 2019, the Agency's investments were as follows:

		Maturity (In Years)		
Investment Type	Fair Value	Less than 1 Year	1 - 5 Years	6 - 10 Years
Mutual funds-money market	$ 2,453,101	$ 2,453,101	$ -	$ -
Guaranteed investment certificates	4	4	-	-
Repurchase agreement	24,922,430	22,922,430	-	-
TOTALS	$ 27,375,535	$ 27,375,535	$ -	$ -

(Continued)

Note 2 - Deposits and Investments (Continued):

Interest Rate Risk (Continued)

As of June 30, 2018, the Agency's investments were as follows:

Investment Type	Fair Value	Maturity (In Years) Less than 1 Year	1 - 5 Years	6 - 10 Years
Mutual funds-money market	$ 13,911,978	$ 13,911,978	$ -	$ -
Guaranteed investment certificates	504,494	504,494	-	-
Repurchase agreement	12,683,283	12,683,283	-	-
TOTALS	$ 27,099,755	$ 27,099,755	$ -	$ -

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:

	2019	2018
Restricted assets:		
Sinking and reserve funds	$ 27,360,553	$ 26,986,923
Accrued interest receivable	59,216	136,707
Less: restricted assets not funded by revenues:		
Reserve fund	(14,011,025)	(14,066,866)
Current liabilities payable from restricted assets	(7,959,768)	(7,786,886)
TOTAL RESTRICTED NET POSITION AS CALCULATED	$ 5,448,976	$ 5,269,878

(Continued)

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 2019 and 2018.

Note 4 - Capital Assets:

Capital asset activity for the year ended June 30, 2019, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,881,220	$ -	$ (431,047)	$ 2,450,173
Construction in progress	1,192,682	-	(377,469)	815,213
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	$ 4,073,902	$ -	$ -	$ 3,265,386
Capital Assets Being Depreciated Or Depleted:				
Land rights	$ 2,505,415	$ -	$(2,505,415)	$ -
Coal reserves	5,746,809	-	(206,531)	5,540,277
Non-utility property	18,707,897	80,534	-	18,788,251
Structures and improvements	41,338,679	-	(228,916)	41,109,762
Equipment	393,476,638	611,259	-	394,084,897
Total capital assets being depreciated	461,772,437	691,613	(2,940,862)	459,523,188
Less accumulated depreciation	70,204,380	12,063,060	(4,036,407)	78,231,033
Total capital assets being depreciated, net	391,568,057	(11,371,447)	1,095,545	381,292,155
TOTAL CAPITAL ASSETS, NET	$395,641,959	$ (11,371,447)	$ 1,095,545	$384,557,541

(Continued)

Note 4 - Capital Assets (Continued):

Capital asset activity for the year ended June 30, 2018, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,881,220	$ -	$ -	$ 2,881,220
Construction in progress	3,911,140	-	(2,718,458)	1,192,682
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	$ 6,792,360	$ -	$(2,718,458)	$ 4,073,902
Capital Assets Being Depreciated Or Depleted:				
Land rights	$ 2,505,415	$ -	$ -	$ 2,505,415
Coal reserves	5,960,922	-	(214,113)	5,746,809
Non-utility property	18,041,285	666,612	-	18,707,897
Structures and improvements	40,058,938	1,279,740	-	41,338,678
Equipment	391,162,409	2,456,752	(145,523)	393,473,638
Total capital assets being depreciated	457,728,969	4,403,104	(359,636)	461,772,437
Less accumulated depreciation	58,608,027	11,741,876	(145,523)	70,204,380
Total capital assets being depreciated, net	399,120,942	(7,338,772)	(214,113)	391,568,057
TOTAL CAPITAL ASSETS, NET	$405,913,302	$ (7,338,772)	$(2,932,571)	$395,641,959

Note 5 - Accounts Payable:

The elements comprising accounts payable are as follows:

	2019	2018
Due for purchased power	$3,432,321	$4,163,745
Accounts payable, general	4,536	27,810
TOTAL ACCOUNTS PAYABLE	$3,436,857	$4,191,554

(Continued)

Note 6 - Long-Term Indebtedness:

Notes Payable

The following revenue bond anticipation notes have been issued:

Bonds

The following revenue bonds have been issued:

Date	Purpose	Final Maturity	Interest Rate	Original Amount	Outstanding Amount 6/30/18
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	34,135,000
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	2,445,000
4/02/15	2007 Revenue Refunding	9/1/42	5.00%	210,600,000	208,715,000
6/01/15	Finance Prairie State and working capital needs	9/1/42	Floating	36,035,000	-
4/01/16	2007 Revenue Refunding	9/1/36	5.00%	71,235,000	71,235,000
4/01/18	Prairie State Revenue Refunding Bonds 2015B	9/1/42	3.45%	36,985,000	36,985,000
	TOTALS			$829,650,000	$475,920,000

For the years ended June 30, 2019 and 2018, bonds payable totaling $493,990,821 and $502,419,889, are recorded net of $(1,326,637) and $(1,411,896) of unamortized bond discount and $26,527,457 and $27,911,785 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 35% of each interest payment on the Build America Bonds.

(Continued)

Note 6 - Long-Term Indebtedness (Continued):

Bonds (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, 2019 and 2018, as defined are $27,948,058 and $27,691,907, respectively. The term of the commitment is 34 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. Interest paid for the years ended June 30, 2019 and 2018, was $23,848,911 and $23,831,673, respectively.

Changes in Long-term Debt and Maturities

Long-term obligation activity for the year ended June 30, 2019, is as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Revenue bonds	$475,920,000	$ -	$ 7,130,000	$468,790,000	$7,435,000
Unamortized debt discount	(1,411,895)	-	(85,259)	(1,326,636)	-
Unamortized debt premium	27,911,785	-	1,384,327	26,527,458	-
TOTALS	$502,419,890	$ -	$ 8,429,068	$493,990,822	$7,435,000

Long-term obligation activity for the year ended June 30, 2018, is as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Revenue bonds	$481,830,000	$ 36,985,000	$42,895,000	$475,920,000	$7,130,000
Unamortized debt discount	(1,452,820)	(155,540)	(196,465)	(1,411,895)	-
Unamortized debt premium	29,296,112	-	1,384,327	27,911,785	-
TOTALS	$509,673,292	$ 36,829,460	$44,082,862	$502,419,890	$7,130,000

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)

Note 6 - Long-Term Indebtedness (Continued):

Advance Refundings (Continued):

The defeased bonds still outstanding are shown below:

Outstanding 2007A Revenue Bonds	$289,110,000

Total debt service to maturity:

Maturities	Principal	Interest	Subsidized Interest	Total
2020	$ 7,435,000	$ 23,722,545	$ 2,537,563	$ 28,619,982
2021	12,325,000	23,266,588	2,537,563	33,054,025
2022	12,945,000	22,643,763	2,537,563	33,051,200
2023	13,610,000	21,979,888	2,537,563	33,052,325
2024	14,300,000	21,279,296	2,528,339	33,050,957
2025-2029	82,160,000	94,112,020	11,135,597	165,136,422
2030-2034	101,050,000	68,685,129	7,014,740	162,720,389
2035-2039	121,950,000	37,520,717	1,865,877	157,604,839
2040-2043	103,015,000	9,550,013	-	112,565,013
TOTALS	$ 468,790,000	$ 322,759,959	$ 32,994,805	$ 758,855,154

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, 2019:

Type	Coverage	Expiration
General & Public Officials Liability	$10,000,000	January 2019

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)

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:

	2019	2018
Property, plant, and equipment	$ 461,973,361	$ 464,653,658
Less accumulated depreciation	(78,231,033)	(70,204,381)
Working capital and collateral Prairie State	815,213	2,653,986
Construction work in progress	2,637,844	1,192,682
Sub-totals	387,195,385	398,295,945
Less: Capital related debt		
Bonds held by public	(468,790,000)	(475,920,000)
Deferred refunding gain	24,063,693	25,169,471
Unamortized bond issuance cost	5,446,960	5,800,144
Asset retirement obligation	(1,531,036)	(2,157,743)
Unamortized debt discount	1,326,637	1,411,896
Unamortized debt premium	(26,527,457)	(27,911,785)
Sub-totals	(466,011,203)	(473,608,017)
Add: Unspent debt proceeds		
Reserve fund	14,011,025	14,066,866
Sub-totals	14,011,025	14,066,866
TOTAL NET INVESTMENT IN CAPITAL ASSETS	$ (64,804,793)	$ (61,245,206)

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)

Note 8 - Commitments and Contingencies (Continued):

Prairie State Energy Campus (Continued)

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 83.87% and Princeton Electric's is 16.13%.

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.

(Continued)

Note 8 - Commitments and Contingencies (Continued):

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, 2019 and 2018, is as follows:

	2019	2018
Cash and temporary cash investments	$ 8,784,764	$11,041,286
Restricted cash and short-term investments:		
Project and reserve funds and pledged collateral	27,375,531	26,595,261
TOTAL CASH AND CASH INVESTMENTS	$36,160,295	$37,636,547

Note 10 - Subsequent Events:

Subsequent to June 30, 2019, on September 11, 2019 the Agency issued in advance refunding revenue bonds with interest rates of 3.00% to 5.00%. The Agency issued the bonds to advance refund $148,485,000 of the outstanding series 2010 revenue refunding bonds with interest rates between 2.00 % and 6.39% which were secured by a pledge on the net revenues of the Agency. The proceeds from these Securities were deposited in an irrevocable trust to provide for primarily all future debt service on the refunded portion of the 2010 series bonds maturing after 2020. As a result, that portion of the 2010 series bonds is considered defeased, and the Agency will remove the liability from its Statement of Net Position. Below is the total bond service to maturity after the subsequent refinancing.

Subsequent total bond service to maturity:

Maturities	Principal	Interest	Total
2020	$ 7,435,000	$ 20,855,133	$ 28,290,133
2021	8,060,000	19,946,138	28,003,168
2022	8,205,000	19,794,782	27,999,782
2023	8,625,000	19,374,032	27,999,032
2024	9,070,000	18,931,657	28,001,657
2025-2029	58,635,000	86,760,410	145,395,410
2030-2034	79,670,000	69,327,010	148,997,010
2035-2039	102,765,000	47,184,935	149,949,935
2040-2044	125,685,000	22,193,463	147,878,463
2045-2046	47,915,000	1,935,700	49,850,700
TOTALS	$ 468,790,000	$ 322,759,959	$758,855,154

SUPPLEMENTARY INFORMATION

KENTUCKY MUNICIPAL POWER AGENCY
GENERAL OPERATING EXPENSES
YEARS ENDED JUNE 30

General Operating Expenses:	**2019**	**2018**
Administrative and general:		
Payroll	$ 872,801	$ 1,061,348
Office supplies and expense	615,874	734,259
Outside services employment	1,300,685	1,103,647
Depreciation	12,036,030	11,741,876
Depletion	139,612	209,272
Insurance	271,076	251,505
Injuries and damages	153,971	160,269
General plant maintenance	173,674	207,600
Total administrative and general	15,563,723	15,469,776
TOTAL GENERAL OPERATING EXPENSES	$15,563,723	$15,469,776

WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III
Sue Cronch-Greenwell
Roger G. Harris
Michael F. Karnes

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, 2019, 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 October 29, 2019.

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*.

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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.

Williams, Williams & Lentz LLP

Paducah, Kentucky
October 29, 2019

WILLIAMS
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& LENTZ

ELECTRIC PLANT BOARD OF THE CITY OF PADUCAH, KENTUCKY D/B/A PADUCAH POWER SYSTEM

FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2019 AND 2018

TABLE OF CONTENTS

WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditor's Report

To the Members of the Electric Plant Board
of the City of Paducah
Paducah, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System, a component unit of the City of Paducah, Kentucky, as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the System'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 principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of Paducah Power System, as of June 30, 2019 and 2018, 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 1.

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Change in Accounting Principle

As discussed in Note 14 to the financial statements, in fiscal year 2018, Paducah Power System adopted new accounting guidance, GASB Statement No. 75, *Accounting & Financial Reporting for Postemployment Benefits Other than Pensions*. Our opinion is not modified with respect to this matter.

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 13 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 operating expenses presented on pages 42 and 43 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 operating expenses 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 October 28, 2019, on our consideration of Paducah Power System'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 the effectiveness of Paducah Power System's 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 Paducah Power System's internal control over financial reporting and compliance.

Williams, Williams & Lentz LLP

Paducah, Kentucky
October 28, 2019

WILLIAMS
WILLIAMS
& LENTZ

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

As the management of Paducah Power System, we offer readers of the electric system's financial statements this narrative overview and analysis of the company's financial performance during fiscal year ended June 30, 2019. Comparisons are available on several financial and supplemental statements throughout this analysis.

This annual report includes the management's discussion and analysis report, the independent auditor's report, and the basic financial statements of Paducah Power System. The financial statements also include the notes thereto that provide more detailed information relating to the financial statements.

REQUIRED FINANCIAL STATEMENTS

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

The Statement of Net Position includes all of the utility's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for evaluating the capital structure of the utility and assessing the liquidity and financial flexibility of the utility.

All of the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Position. This statement measures the success of the utility's operations over the past year and can be used to determine whether the utility has successfully recovered all of its costs through electric rate tariffs and other miscellaneous charges, profitability, and credit worthiness.

The Statement of Cash Flows reports cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities and summarizes the change in the cash balance during the reporting period.

NET POSITION

CONDENSED STATEMENTS OF NET POSITION
As of the fiscal years ended June 30

	2019	2018
Current assets	$ 23,544,845	$ 28,010,210
Non-current assets	11,252,392	10,963,442
Capital assets	141,766,640	145,881,044
Total assets	176,563,877	184,854,696
Deferred Outflows of Resources	18,919,998	20,580,415
Current liabilities	15,358,808	14,953,513
Non-current liabilities	18,909,182	21,038,525
Long-term debt	139,735,456	145,882,561
Total liabilities	174,003,446	181,874,599
Deferred Inflows of Resources	1,712,386	1,408,305
Invested in capital assets, net of related debt	13,146,638	12,304,196
Restricted for debt service	5,525,991	5,430,225
Unrestricted net assets	1,095,414	4,417,786
TOTAL NET ASSETS	$ 19,768,043	$ 22,152,207

A summary of Paducah Power System's Statements of Net Position is presented in the table above and discussed below.

Current assets represent items such as cash and temporary investments, accounts receivable, materials and supplies, prepaid expenses, accrued interest receivable, and rents receivable. Current assets decreased by approximately $4.5 million during FY19, including a $2.6 million reduction in cash associated with the power cost adjustment.

Non-current assets include restricted funds, such as bond sinking funds, and other non-current assets, including a Rate Stabilization Fund, unamortized debt discounts, unamortized research and development, and conservation loan receivables. These accounts increased during FY19 by $289 thousand.

Capital assets include land, transmission system, distribution system, general plant, generation plant, and construction work in progress, net of accumulated depreciation. The decrease in capital assets is the result of depreciation of the peaking plant, high pressure gas line and associated substation/transmission upgrades. Capital expenditures were $5.4 million and depreciation expense was $9.8 million for FY19. The net investment in capital assets decreased by $4.1 million during FY19.

Deferred outflows of resources include the net unamortized balance of items related to the 2016A Refunding Revenue Bonds issuance.

Current liabilities represent items such as accounts payable, customer deposits, accrued taxes, interest payments, balance of the bank line-of-credit and the current portion of any long-term debts. Paducah Power System currently has a $5 million line-of-credit with Banterra Bank. The balance on the bank line-of-credit throughout FY19 was $0.

Non-current liabilities primarily consist of long-term debt, pension-related liabilities and a regulatory liability associated with the cumulative over-recovery of purchased power costs. Long-term debt represents the long-term portion of revenue bonds, net of unamortized discounts and advanced refunding deferred charges. Outstanding revenue bonds are discussed further below. The long-term debt balance will decrease as the bonds are repaid.

The pension liability consists of Paducah Power System's proportionate share of the net pension and other post-employment benefits (OPEB) liability of the County Employees' Retirement System (CERS), a cost-sharing, multiple-employer, defined benefit pension plan administered by the Kentucky Retirement System. During FY19, the net pension and OPEB liabilities increased by $518 thousand. The decrease in non-current liabilities of $2.6 million for FY19 represents a decrease in the power cost fund regulatory liability in order to reduce rates to consumers.

Net position is broken down into three major categories: Net investment in capital assets, Restricted for debt service, and Unrestricted net position. The total change in net position for FY19 was a decrease of $2.4 million.

REVENUES, EXPENSES AND CHANGES IN NET POSITION

This section includes a discussion of Paducah Power System's Condensed Statements of Revenues, Expenses, and Changes in Net Position, which are presented further below.

Paducah Power System's electric sales revenue increased slightly in FY19. This is the result of fairly flat energy sales, no change in base rates and only small quarterly adjustments Power Cost Adjustment rate.

Purchased power cost increased by less than $1 million over FY18. This is due to moderation in the wholesale power market prices and improving performance of power supply resources owned directly by Paducah Power System or indirectly through Kentucky Municipal Power Agency.

General operating expense increased by $395 thousand from FY18, primarily associated with pension benefit accruals for FY19.

Generation plant expenses decreased by $397 thousand from FY18. Total peaking plant generation decreased from 41,115 MWH during FY18 to 29,845 MWH as Paducah Power System operates this plant to take advantage of lower natural gas prices during certain market conditions in order to lower the cost of purchased power.

CONDENSED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
For Fiscal Years Ended June 30

	2019	2018	Change	% Change
Electrical sales revenue	$73,039,734	$73,319,973	$ (280,239)	-0.40%
Miscellaneous revenue	6,649,325	5,783,011	866,314	15.00%
Total operating revenue	79,689,059	79,102,984	586,075	0.70%
Purchased power cost	50,765,636	49,821,766	943,870	1.90%
General operating expense	9,305,206	8,909,834	395,372	4.40%
Generation plant expense	2,350,033	2,737,144	(387,111)	-14.10%
Maintenance expense	2,091,264	1,861,998	229,266	12.30%
Other operating expense	11,576,263	11,233,559	342,704	3.10%
Non-operating expense	5,984,821	6,475,628	(490,807)	-7.60%
Total expenses	82,073,223	81,039,929	1,033,294	1.30%
Changes in net position	(2,384,164)	(1,936,945)	(447,219)	
Beginning net position	22,152,207	27,166,348		
Prior period adjustment	-	(3,077,196)		
Beginning net position, restated	22,152,207	24,089,152		
ENDING NET POSITION	$19,768,043	$22,152,207		

CASH FLOWS

The Statements of Cash Flows show what impact the utility's activities had on cash and cash equivalents. This financial statement can often reflect the liquidity situation of the utility. If a trend of decreasing cash balances over a period of years occurs without any additional capital funding or change in revenues and expenses, the entity may become unable to meet its short-term obligations to creditors. Increases in cash over a one-year time frame may be nothing more than financing of a capital project that will be constructed over a period of years. A scenario of decreasing cash position may occur if an entity self-funds a capital asset that is anticipated to generate returns in future periods thereby increasing cash flows.

A summary of Paducah Power System's Statements of Cash Flows is presented below.

Receipts from customers increased due to increases in the power cost adjustment rate during FY19, consistent with the increase in payments to suppliers reflecting the higher cost of purchased power from KMPA. Electric plant capital expenditures are historically in the $4 to $5 million range per year. During FY18, a new AMI system was installed at a cost of $2.7 million. Overall cash balances decreased by $3.9 million during FY19.

STATEMENTS OF CASH FLOWS
Fiscal Years Ended June 30

	2019	2018
Cash Flows from Operating Activities:		
Receipts from customers	$ 77,031,005	$ 75,342,610
Payments to suppliers	(58,655,418)	(56,825,864)
Payments to employees	(5,881,273)	(5,509,998)
Net cash provided by operating activities	12,494,314	13,006,748
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(5,378,211)	(8,670,984)
Principal payments on long-term debt	(5,035,000)	(4,870,000)
Interest payments on long-term debt	(6,503,199)	(6,640,528)
Non-utility property and other assets	-	(21,903)
Net cash used by capital and related financing activities	(16,916,410)	(20,203,415)
Cash Flows from Investing Activities:		
Investment income	468,180	137,537
Non-operating income	14,351	18,573
Net cash provided by investing activities	482,531	156,110
Net increase/(decrease) in cash and cash equivalents	(3,939,565)	(7,040,557)
Cash and cash equivalents, beginning of year	24,347,064	31,387,621
CASH AND CASH EQUIVALENTS, END OF YEAR	**$ 20,407,499**	**$ 24,347,064**

BUDGETARY HIGHLIGHTS

Paducah Power System adopts a current year Operating Budget and a Three-Year Capital Plan annually. The Operating Budget includes projected operating and non-operating revenues and expenses. The utility's budget remains in effect the entire year but may be revised throughout the year as major assumptions or conditions change. A FY19 budget comparison and analysis is presented below but is not included in the financial statements section of the auditor's report.

Actual electric sales revenues and purchased power costs, the two largest line items in the budget, were very close to budget for FY19.

For budgeting purposes, Paducah Power System assumes that the peaking plant does not run during the budget year, except for minor maintenance testing. However, this plant will be dispatched to take advantage of market sales opportunities. This results in the variance in generation plant expense shown in the table below.

BUDGET VERSUS ACTUAL
Fiscal Year Ended June 30, 2019

	Actual	Budget	Variance	Percent
Revenue:				
Electric sales	$73,039,734	$73,203,314	$ (163,580)	-0.20%
Miscellaneous revenue	6,649,325	6,206,420	442,905	7.10%
Total operating revenue	79,689,059	79,409,734	279,325	0.30%
Expenses:				
Purchased power cost	50,765,636	50,743,672	21,964	0.00%
Generation plant expense	2,350,033	1,266,262	1,083,771	85.60%
General operating expense	9,305,206	7,461,858	1,843,348	24.70%
Maintenance expense	2,091,264	1,831,662	259,602	14.20%
Other operating expense	11,576,263	11,172,561	403,702	3.60%
Non-operating expense	5,984,821	6,381,491	(396,670)	-6.20%
Total expenses	82,073,223	78,857,506	3,215,717	4.10%
NET GAIN/(LOSS)	$(2,384,164)	$ 552,228	$(2,936,392)	-531.70%

CAPITAL ASSETS

The electric industry is a very capital-intensive business. Transmission and distribution assets typically include, but are not limited to, poles, towers, overhead conductors, underground conductors, underground conduit, line transformers, service wire, meters, street lighting, security lighting, and substation equipment. Examples of general plant items include office, maintenance and warehouse buildings, office furniture and equipment, communication equipment, electrical system control equipment, tools and equipment, vehicles, heavy equipment and bucket trucks. Construction in progress represents mostly capital construction projects which are not currently completed. Following is a summary of the capital assets and the net changes (additions less retirements) that occurred during FY19.

CAPITAL ASSETS
Fiscal Year Ended June 30, 2019

	Beginning Balance	Net Increase	Ending Balance
Land	$ 2,634,929	$ -	$ 2,634,929
Construction in progress	878,884	738,379	1,617,263
Transmission system	10,530,593	17,664	10,548,257
Distribution system	90,881,668	911,267	91,792,935
General plant	21,788,580	587,648	22,376,228
Generation plant	112,003,875	85,041	112,088,916
Total capital assets	238,718,530	2,339,999	241,058,529
Accumulated depreciation	92,837,486	6,454,403	99,291,888
NET CAPITAL ASSETS	$145,881,044	$(4,114,404)	$141,766,640

DEBT ADMINISTRATION

Paducah Power System has issued several series of revenue bonds, either for construction of capital assets or to refund other outstanding bond issues. Paducah Power System maintains sinking funds in an amount determined by the bond covenants to cover future debt service payments.

In January 2009, Paducah Power System issued $161.7 million and $8.5 million in special revenue bonds with interest rates between 3.00% and 5.25%. Proceeds from the 2009 issues were used to construct the peaking plant, high pressure gas lines, and associated substation/transmission upgrades. In June 2016, Paducah Power System issued $103.4 million in revenue refunding bonds with an interest rate of 5.00% in order to advance refund $106.9 million of the 2009 revenue bonds.

Below is a summary of debt service requirements for bonds outstanding as of June 30 2019, consisting of the 2016A series bonds and the remaining unrefunded balances of 2009A series bonds.

	Total	Series 2016A	Series 2009A
Balance at June 30, 2018	$134,925,000	$103,375,000	$ 31,550,000
Increases	-	-	-
Decreases	5,035,000	-	5,035,000
Refunding	-	-	-
BALANCE AT JUNE 30, 2019	$129,890,000	$103,375,000	$ 26,515,000

Maturities	**Principal**	**Interest**	**Total**
2020	5,220,000	6,206,325	11,426,325
2021	5,445,000	5,981,300	11,426,300
2022	5,685,000	5,738,875	11,423,875
2023	5,780,000	5,491,013	11,271,013
2024	6,045,000	5,223,863	11,268,863
2025-2037	101,715,000	33,531,412	135,246,412
TOTALS	$129,890,000	$ 62,172,788	$192,062,788

In September 2019, Paducah Power System issued $19,805,000 of Series 2019 refunding revenue bonds in order to refund $26,505,000 principal amount, or substantially all of the remaining outstanding, of Series 2009A bonds. As a result of this issue, debt service requirements will be reduced for FY20 through FY24.

FINANCIAL OUTLOOK AND ELECTRIC RATE CHANGES

As demonstrated above, the cash flows from operations are primarily used for debt service payments and capital expenditures. As shown immediately above, the annual debt service requirements will be stable going forward, with no significant financing need on the horizon, other than refinancing existing debt. Capital expenditures are expected to be funded from operations at less than $6 million per year. Also, generation maintenance reserves are budgeted to mitigate the impact of future unplanned expenses at the peaking plant.

Therefore, debt service and capital expenditures should be fairly stable going forward. Also, after the planned reduction in the fund balance during FY19, the PCA will be set to recover actual and projected power costs on a levelized basis, which should minimize the net cash flows from operations. Therefore, cash balances and reserves should remain relatively stable.

In addition to operating cash, Paducah Power System maintains a cash reserve of $11 million and a $5 million line of credit. A recent competitive bid for banking reserves resulted in an improved rate of earnings on cash, lower banking fees and a lower interest cost on the line of credit going forward. The line of credit has not been drawn on in several years because operating cash has provided excess liquidity.

Purchased power costs consist primarily of generation plant ownership costs, transmission costs, energy market sales and purchases, and bilateral transactions for the sale of excess capacity and energy. Generation plant ownership, other than the Paducah peaking plant, is facilitated through participation in Kentucky Municipal Power Agency (KMPA). KMPA has two member utilities - Paducah Power System and nearby Princeton Electric Plant Board. KMPA owns and finances the members' share of Prairie State Energy Campus (PSEC), a 1,600 MW two-unit coal-fired plant with adjacent dedicated coal mine. KMPA also facilitates wholesale power market transactions, including the sales of generating output from PSEC, market purchases to serve the load requirements of Paducah Power System, hedging and other bilateral transactions.

Other owned generating resources include hydro facilities as part of project participation with American Municipal Power (AMP) and an allotment from Southeastern Power Agency (SEPA).

In summary, the generating capacity owned by Paducah Power System, directly or indirectly, is as follows:

RESOURCE	MW
PSEC	104
Paducah Peaking Plant	120*
AMP and SEPA Hydro	17
TOTAL	241

* Gross ownership; does not reflect sale of 90 MW of capacity under agreement with KyMEA as discussed below.

The peak demand for Paducah Power System was 137 MW for FY19, significantly less than the amount of owned capacity. Therefore, the cost of purchased power is influenced by the revenues from the sale of excess capacity and energy. The energy produced by Prairie State is liquidated in the Midcontinent Independent System Operator (MISO) market. The energy required to meet electric system load is also purchased in the MISO market but at a different node. The price differential between the node where PSEC energy is sold and the node where KMPA purchases its power from the market is referred to as transmission congestion and adds to the cost of purchased power. Because these two prices tend to be correlated, Paducah Power System is somewhat protected from market price variations. However, the quantity of generation sold is generally greater than the quantity of energy purchased.

PSEC first came on line in 2012 and performance and output from the plant has improved over time as startup issues related to plant have been resolved. This factor and other operational changes going forward should result in stable or increased energy sales from PSEC. The revenue from the sale of excess PSEC capacity is currently depressed as the MISO capacity auction prices are near all-time lows. When the existing oversupply of generating capacity in the MISO market gets reduced by increased demand or reduced capacity, the price of capacity should increase to more reasonable levels, allowing for greater cost recovery on capacity sales from PSEC.

The Paducah peaking plant provides additional capacity, some of which has been sold to offset purchased power costs under a contract with Kentucky Municipal Energy Agency (KyMEA) that began May 2019. Under the terms of this contract, KyMEA will purchase 90 MW of capacity from the peaking plant through May 2022. Starting June 2022, the amount of capacity purchased by KyMEA may be adjusted to a different level anywhere between a minimum of 30 MW up to the full capacity of the plant, in accordance with a notice required by December 31, 2019. The peaking plant is generally operated at certain peak times when the cost of market power is greater than the marginal cost to run the units.

Transmission costs are incurred in both the MISO and the Kentucky Utilities/Louisville Gas & Electric (KU/LGEE) service territories. The majority of the MISO transmission costs are reimbursed by KU/LGEE under a "de-pancaking" rate agreement, with a net result that primarily the KU/LGEE transmission costs are included in purchased power costs. KU/LGEE recently filed a request at the Federal Energy Regulatory Commission (FERC) to eliminate this de-pancaking agreement. KMPA and others filed protests. FERC has ruled that the de-pancaking arrangement is no longer necessary but that the arrangement must continue for KMPA through a transition period. KU/LGEE has filed a protest to that decision. If KU/LGEE is successful, the cost of transmission for the utility could increase by several million dollars per year, which would be passed on to retail customers through the PCA.

The largest component of purchased power costs is the fixed costs of PSEC ownership, consisting of the debt service requirements from KMPA bonds and the non-variable operating expenses associated with the plant. As mentioned above, PSEC operational statistics have been improving and are expected to result in performance competitive with the industry. However, PSEC is a relatively new plant and the cost to construct was significantly higher than the average of other similar plants already on-line. Therefore, the debt service on the bonds issued by KMPA to fund construction represent a significant burden on the utility.

In March 2015, in conjunction with the Series 2015A refunding bonds issue, KMPA effectively restructured debt service requirements for its members through advance refunding certain outstanding bonds, use of bond insurance to release some debt service reserve funds and establishment of a debt service stabilization fund. This resulted in lower debt service for the utility that will continue through FY20. The increase in debt service projected to start in FY21 has been mitigated through a refunding bond issue in FY20. As a result of the Series 2019A and Series 2020A (Forward Delivery) bond issues in September 2019, KMPA debt service requirements will remain at current levels through FY27.

During FY18, Paducah Power System completed an extensive strategic planning process. As a result, a vision statement, long-term goals and short-term action items were established. As part of a goal to provide excellent customer service, a customer survey was performed to establish a benchmark for future improvements. The results for the residential customers, which was similar to the results for commercial customers, was compared to a national residential customer survey benchmark for public power utilities. In that comparison, Paducah Power System outscored the national benchmark in seven out of eight categories. The lone exception, which was the area of rates, is understandable in light of the relatively high levels but still scored better than expected.

The Board of Directors voted to implement certain recommended rate increases in November 2012, April 2013 and April 2014. Included in the Board action was the implementation of a Power Cost Adjustment (PCA) clause beginning in November 2014. The PCA is intended to account for any difference (plus or minus) in the actual power cost and the power cost included in the base retail rates. Since that time, base rates have remained stable and the PCA has been decreased several times. Starting in FY19, the Board of Directors has implemented a policy of quarterly adjustments to the PCA rather than the annual fiscal year adjustments for the prior four fiscal years. This allows for a closer and more timely matching of revenues with purchased power costs.

The levels of PCA in effect during each quarter of FY18, FY19 and part of FY20 are shown in the table below. A summary of the current retail base rates, which were also in effect for both FY18 and FY19, is shown on the table at the end of this section.

QUARTERLY PCA RATES - $/kWh

Fiscal Quarter	FY20	FY19	FY18
July - September	0.00727	0.00997	0.00997
October - December	0.01245	0.00881	0.00997
January - March	-	0.01052	0.00997
April - June	-	0.01301	0.00997

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

SUMMARY OF RETAIL BASE RATES
Effective for FY19 and FY18

Residential	
Customer Charge	$ 14.75
All KWH	$ 0.11153
Small Commercial	
Customer Charge	$ 22.00
All KWH	$ 0.12217
Mid-Sized Commercial	
Customer Charge	$115.00
1st 15,000 KWH	$ 0.11938
Additional KWH	$ 0.07495
1st 50 KW Demand	$ 0.00
51 - 1,000 KW Demand	$ 16.49
Large Commercial	
Customer Charge	$275.00
All KWH	$ 0.06736
0 - 1,000 KW Demand	$ 15.25
1,001 - 5,000 KW Demand	$ 17.62
Industrial	
Customer Charge	$275.00
All KWH	$ 0.05270
All KW Demand	$ 18.38
Outdoor Lighting	
All KWH	$ 0.08425
Customer Charge	Depends on type and size of light

CONTACTING THE PADUCAH POWER SYSTEM FINANCIAL MANAGER

This financial report is designed to provide customers and creditors with a general overview of Paducah Power System's finances and to demonstrate the utility's accountability for the money it receives. If you have questions concerning this report or need additional financial information, please contact Doug Handley, Director of Finance, Power Supply and Rates at Paducah Power System, P.O. Box 180, Paducah, KY 42002-0180.

BASIC FINANCIAL STATEMENTS

PADUCAH POWER SYSTEM
STATEMENTS OF NET POSITION
JUNE 30

ASSETS

	2019	2018
Current Assets:		
Cash and temporary cash investments	$ 3,881,508	$ 7,916,839
Cash reserves	11,000,000	11,000,000
Accounts receivable - net of allowance for doubtful accounts of $32,144 in 2019 and $32,204 in 2018	6,761,431	6,999,775
Receivable from MuniNet Fiber Agency	628	32,252
Materials and supplies	1,031,041	1,235,772
Prepaid expenses	758,204	717,162
Accrued interest receivable	6,866	3,243
Rent receivable	105,167	105,167
Total current assets	23,544,845	28,010,210
Noncurrent Assets:		
Restricted assets:		
Sinking Fund	5,525,991	5,430,225
Total restricted assets	5,525,991	5,430,225
Utility plant:		
Land	2,634,929	2,634,929
Transmission system	10,548,257	10,530,593
Distribution system	91,792,935	90,881,668
General plant	22,376,228	21,788,580
Generation plant	112,088,916	112,003,875
Construction work in progress	1,617,263	878,885
Less accumulated depreciation	(99,291,888)	(92,837,485)
Total utility plant	141,766,640	145,881,045
Other Assets:		
Investment in CSA	25,829	26,629
Investment in SEDC	185,014	177,590
Investment in MuniNet Fiber Agency	492,628	461,784
Unamortized debt discount	2,306,913	2,448,877
Regulatory assets	2,242,250	1,914,581
Other miscellaneous assets	31,482	46,169
Unemployment Trust Fund	29,154	29,154
Unamortized research and development cost hydro	413,131	428,433
Total other assets	5,726,401	5,533,217
Total noncurrent assets	153,019,032	156,844,487
Total assets	176,563,877	184,854,697

DEFERRED OUTFLOWS OF RESOURCES

	2019	2018
Deferred savings on bond refunding	14,028,541	14,891,836
Deferred pension plan outflows	2,739,215	3,666,981
Deferred pension plan contributions	933,856	785,526
Deferred postemployment benefits other than pensions outflows	852,856	928,925
Deferred postemployment benefits other than pensions contributions	365,530	307,147
Total deferred outflows	18,919,998	20,580,415

See notes to financial statements.

LIABILITIES

	2019	2018
Current Liabilities:		
Accounts payable	$ 5,742,634	$ 5,714,855
Customer deposits	694,576	690,876
Accrued taxes and equivalents	991,081	908,909
Accrued interest	1,606,436	1,642,288
Other current and accrued liabilities	1,104,081	961,591
Bonds payable	5,220,000	5,035,000
Total current liabilities	15,358,808	14,953,519
Noncurrent Liabilities:		
Long-term debts:		
Bonds held by public	139,735,456	145,882,561
Other unearned revenues	315,094	361,533
Other regulatory liabilities	1,377,618	3,978,055
Net pension liability	13,330,458	12,429,850
Net postemployment benefits other than pension liability	3,886,012	4,269,082
Total noncurrent liabilities	158,644,638	166,921,081
Total liabilities	174,003,446	181,874,600

DEFERRED INFLOWS OF RESOURCES

Deferred pension plan inflows	974,846	1,184,788
Deferred postemployment benefits other than pensions inflows	737,540	223,517
Total deferred inflows	1,712,386	1,408,305

NET POSITION

Net investment in capital assets	13,146,638	12,304,197
Restricted for:		
Debt service	5,525,991	5,430,225
Unrestricted - net position	1,095,414	4,417,785
TOTAL NET POSITION	$ 19,768,043	$ 22,152,207

PADUCAH POWER SYSTEM
STATEMENTS OF REVENUES, EXPENSES, AND
CHANGES IN NET POSITION
YEARS ENDED JUNE 30

Operating Revenues:	**2019**	**2018**
Charges for services:		
Residential	$29,856,732	$29,685,681
Large lighting and power	32,738,650	33,312,883
Small lighting and power	8,842,308	8,734,266
Street and outdoor	1,602,044	1,587,143
Total charges for services	73,039,734	73,319,973
Miscellaneous:		
Forfeited discounts	394,504	390,822
Service revenue	2,792,747	2,897,276
Regulatory credits	2,600,437	2,483,313
Other electric revenue	861,637	11,600
Total miscellaneous	6,649,325	5,783,011
Total operating revenues	79,689,059	79,102,984
Purchased Power and Operating Expenses:		
Purchased power cost	50,765,636	49,821,766
General operating expense	9,305,206	8,909,834
Generation plant expense	2,350,033	2,737,144
Maintenance expense	2,091,264	1,861,998
Other operating expense	11,576,263	11,233,559
Total purchased power and operating expenses	76,088,402	74,564,301
Operating income	3,600,657	4,538,683
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(6,373,897)	(6,538,283)
Investment income	468,180	137,537
Net amortization discount and premium on debt	(93,455)	(93,455)
Nonoperating income	14,351	18,573
Total nonoperating revenues (expenses)	(5,984,821)	(6,475,628)
Change in net position	(2,384,164)	(1,936,945)
Net position, beginning	22,152,207	27,166,348
Prior period adjustment	-	(3,077,196)
Net position, beginning, as restated	22,152,207	24,089,152
NET POSITION, ENDING	$19,768,043	$22,152,207

See notes to financial statements.

PADUCAH POWER SYSTEM
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

	2019	2018
Cash Flows from Operating Activities:		
Receipts from customers	$77,116,800	$75,342,610
Payments to suppliers	(58,372,218)	(56,919,314)
Payments to employees	(5,881,273)	(5,509,998)
Net cash provided by operating activities	12,863,309	12,913,298
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(5,725,040)	(8,670,984)
Principal payments on long-term debt	(5,035,000)	(4,870,000)
Interest payments on long-term debt	(6,503,199)	(6,547,078)
Non-utility property and other assets	(22,166)	(21,903)
Net cash used by capital and related financing activities	(17,285,405)	(20,109,965)
Cash Flows from Investing Activities:		
Investment income	468,180	137,537
Non-operating income	14,351	18,573
Net cash provided by investing activities	482,531	156,110
Net (decrease) in cash and cash equivalents	(3,939,565)	(7,040,557)
Cash and cash equivalents, beginning of year	24,347,064	31,387,621
CASH AND CASH EQUIVALENTS, END OF YEAR	$20,407,499	$24,347,064

(Continued)

PADUCAH POWER SYSTEM
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

Reconciliation of Operating Income to Net Cash Provided by Operating Activities:	**2019**	**2018**
Operating income	$ 3,600,657	$ 4,538,683
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	9,839,445	9,627,710
Amortization of debt discounts and expenses	78,154	78,154
Changes in assets and liabilities:		
Accounts receivable	269,969	(845,271)
Net change in regulatory asset	(327,669)	(327,669)
Deferred outflows of resources	797,122	(3,163,559)
Interest receivable	(3,623)	1,236
Materials and supplies	204,731	31,888
Prepaid expenses	(41,042)	(7,901)
Rent receivable	-	(8,252)
Other miscellaneous assets	14,687	240,599
Accounts payable	27,773	432,805
Customer deposits	3,700	(79,215)
Accrued taxes and equivalents	82,172	(17,884)
Change in regulatory liability	(2,600,437)	(2,483,313)
Deferred inflows of resources	304,081	1,294,081
Net Pension liability	900,608	2,210,862
Net OPEB liability	(383,070)	1,191,886
Other current and accrued liabilities	142,490	173,750
Other miscellaneous liabilities	(46,439)	24,708
NET CASH PROVIDED BY OPERATING ACTIVITIES	$12,863,309	$12,913,298
Supplemental Disclosure of Noncash Financing Activities:		
Amortization of bond issue and discount costs	$ 93,455	$ 93,455
Supplemental Disclosure of Cash Paid For:		
Interest	$ 6,503,199	$ 6,547,078

See notes to financial statements.

Note 1 - Summary of Significant Accounting Policies:

Entity

The Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System (the System) is a municipal electric corporation organized and existing pursuant to the Little TVA Act, KRS 96.550-96-901. The System is governed by a five-person board, the members of which are appointed by the mayor subject to the approval of the city commission of Paducah, Kentucky. The System provides electrical service to consumers within the city limits of Paducah, Kentucky, and portions of McCracken County, Kentucky, beyond the city limits. The System maintains its records in accordance with the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission. As the System is a distinct corporate entity from the City of Paducah, Kentucky, the accompanying financial statements present only the financial position, results of operations, and cash flows of the System.

The financial statements of the System are prepared in accordance with Generally Accepted Accounting Principles (GAAP) and the principles established by the Federal Energy Regulatory Commission (FERC). The System 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 System 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 System accounts for revenues and purchased power 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.

Revenue and Expense Recognition

The System utilizes cycle billing. At the end of each accounting period, revenue from electric service which has been rendered since the latest date of each cycle meter reading is not reflected in the current period operations. All operating expenses are recorded under the accrual method of accounting.

Operating Revenues and Expenses

Operating revenues consist primarily of charges to customers for the sale of power. Operating expenses consist of the cost of providing power, including administrative expenses. All other revenues and expenses are classified as non-operating.

Utility Plant

Changes in plant are accounted for at cost. Prior to July 1, 1974, contributions toward the construction of electric plant were accounted for through accumulated depreciation. After that date, the installed costs of electric plant additions are reduced by contributions. Acquired property is recorded at original cost to the person first devoting it to public service, and any difference (acquisition adjustment) between purchase price and the original cost less depreciation requirement at the date of acquisition is written off to expense over a period of twenty years.

(Continued)

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

Maintenance, repairs, and minor renewals are expensed as incurred. When units are retired, the original cost of plant items is deducted from the plant assets and respective allowances for depreciation are reduced by the original cost of the plant, plus removal costs, less the salvage value. Accordingly, gains and losses from plant retirements are charged to accumulated depreciation.

Utility Plant

The original cost of limited life property, less estimated net salvage, is depreciated by the straight-line method over the estimated useful service lives using composite rates developed from depreciation studies by the Tennessee Valley Authority. Annual depreciation rates range from 2.00% to 20.00%.

Other Property and Investments

A sinking fund is maintained with the bond paying agent to meet current interest and principal requirements. Bond discount and issue costs are amortized over the term of the bond using the straight-line method. Other funds are invested and utilized for specific purposes. The utilization of these funds is restricted in accordance with various bond covenants.

Receivables and Credit Policies

Accounts receivable are uncollateralized customer obligations due under normal trade terms requiring payment within 20 days from the invoice mailing date. Unpaid accounts receivable with invoice mailing dates over 20 days old are subject to a 5.00% penalty on the outstanding balance. Customers are subject to disconnection after 30 days past invoice mailing date. Reconnections are subject to collection and reconnect fees.

Accounts receivable are stated at amounts billed to the customer plus any accrued penalties. Customer account balances with invoices dated over 60 days old are considered delinquent and subject to write-off. As of June 30, 2019 and 2018, receivables of $41,733 and $35,102 were over 60 days old.

Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews accounts receivable balances that exceed 60 days from invoice date and based on an assessment of current credit worthiness, estimates the portion, if any, of the balance that will not be collected. Additionally, for the remaining aggregate accounts, management establishes a general allowance based on historical averages.

Investments

All investments are stated at cost which approximates fair market value.

Materials and Supplies

The inventory of materials and supplies is stated at average cost.

(Continued)

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

Net Position

Net position is displayed in three components:

a. Net investment in capital assets - Consists of capital assets including restricted capital assets, net of accumulated depreciation, and unpaid debt financing.

b. Restricted net position - Consists of net position with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.

c. Unrestricted net position - All other net position that does not meet the definition of "restricted" or "net investment in capital assets".

Use of Estimates

The preparation of financial statements in conformity with a prescribed regulatory basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Compensated Absences

Employees of the System are entitled to paid vacations, sick days, and other time off depending on job classification, length of service, and other factors and, accordingly, the System has recorded the accrual in the accompanying financial statements.

Deferred Outflows and Deferred Inflows

Deferred outflow of resources represents a consumption of net position by the System that is applicable to a future reporting period and will not be recognized as an outflow of resources (expenditure/expense) until that time. Deferred inflow of resources represents an acquisition of net position by the System that is applicable to a future reporting period and will not be recognized as an inflow of resources (revenue) until that time.

The system reports deferred inflows and outflows of resources with respect to their participation in the County Employee Retirement System as discussed further in Note 7, and bond refundings.

Pensions and Postemployment Benefits Other Than Pensions

For purposes of measuring the net pension liability, the net postemployment benefits other than pensions (OPEB) liability, deferred outflows of resources and deferred inflows of resources related to pensions and OPEB, pension expense, and OPEB expense, information about the fiduciary net position of the County Employees' Retirement System (CERS) and additions to/deductions from the plans' fiduciary net position has been determined on the same basis as they are reported by the plans. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Concentration of Credit Risk

The System's accounts receivable result primarily from credit extended to residents and businesses in its service area in Paducah, Kentucky. The System has experienced losses on such accounts and, accordingly, maintains an allowance for doubtful accounts. This balance is maintained at a level considered appropriate by management based on historical industrial trends.

(Continued)

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

Subsequent Events

Subsequent events were evaluated through October 28, 2019, which is the date the financial statements were available to be issued.

Note 2 - Deposits and Investments:

The investment policies of the System 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, 2019 and 2018, the System's operating and investment accounts were fully collateralized as required by State statute.

Deposits

The financial institution balances of the System's deposits were $22,211,689 for the year ended June 30, 2019. The book balance was $20,407,499 including $2,900 of petty cash. Of the various financial institution balances at June 30, 2019, $500,000 was insured by federal depository insurance, and the remaining balance of $21,711,689 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the System's deposits may not be returned to it. The remaining balance of $21,711,689 was uninsured and collateralized by U.S. Treasury pooled investments not held in the System's name.

The financial institution balances of the System's deposits were $24,394,802 for the year ended June 30, 2018. The book balance was $24,347,596 including $2,900 of petty cash. Of the various financial institution balances at June 30, 2018, $500,000 was insured by federal depository insurance, and the remaining balance of $23,894,802 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the System's deposits may not be returned to it. The remaining balance of $23,894,802 was uninsured and collateralized by U.S. Treasury pooled investments not held in the System's name.

Investments

The cost of these investments approximates fair value; therefore, only the cost basis as of June 30 is disclosed as follows:

Restricted Investments:	2019	2018
Sinking Fund:		
Money Market Fund	$5,525,991	$5,430,225
Total sinking fund	5,525,991	5,430,225
TOTAL RESTRICTED INVESTMENTS	$5,525,991	$5,430,225

The System's investment in CSA (Central Services Association, a former associated organization) reflects the System's proportionate share of CSA's excess revenues over expenses to help finance a new headquarters and reengineering software costs. Cash distributions net of accrued interest from the former associated organization reduce the investment account.

During fiscal year 2019 and 2018, the System invested $30,844 and $35,243, respectively, as a member in MuniNet Fiber Agency and this combined amount of $492,628 is reflected as an investment on the System's Statement of Net Position at June 30, 2019. The System purchases inventory for MuniNet Fiber Agency and bills for the inventory when it is used. The receivable from MuniNet Fiber Agency was $628 and $32,252 as of June 30, 2019 and 2018, respectively.

(Continued)

Note 3 - Capital Assets:

Capital assets activity for the year ended June 30, 2019, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,634,929	$ -	$ -	$ 2,634,929
Construction in progress	878,885	738,378	-	1,617,263
Total capital assets not being depreciated	3,513,814	738,378	-	4,252,192
Capital Assets Being Depreciated:				
Transmission system	10,530,593	44,613	(26,949)	10,548,257
Distribution system	90,881,669	3,786,622	(2,875,356)	91,792,935
General plant	21,788,580	723,556	(135,908)	22,376,228
Generation plant	112,003,875	85,041	-	112,088,916
Total capital assets being depreciated	235,204,717	4,639,832	(3,038,213)	236,806,336
Less accumulated depreciation	92,837,485	9,770,003	(3,315,600)	99,291,888
Total capital assets being depreciated, net	142,367,232	(5,130,171)	277,387	137,514,448
TOTAL CAPITAL ASSETS, NET	$145,881,046	$(4,391,793)	$ 277,387	$141,766,640

Depreciation expense totaled $9,770,003 for the fiscal year ended June 30, 2019.

Capital assets activity for the year ended June 30, 2018, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,634,929	$ -	$ -	$ 2,634,929
Construction in progress	799,659	79,226	-	878,884
Total capital assets not being depreciated	3,434,588	79,226	-	3,513,814
Capital Assets Being Depreciated:				
Transmission system	10,497,638	32,955	-	10,530,593
Distribution system	88,868,789	5,510,984	(3,498,104)	90,881,669
General plant	20,229,751	1,558,829	-	21,788,580
Generation plant	110,769,765	1,234,110	-	112,003,875
Total capital assets being depreciated	230,365,943	8,336,878	(3,498,104)	235,204,717
Less accumulated depreciation	86,962,759	9,372,830	(3,498,104)	92,837,485
Total capital assets being depreciated, net	143,403,184	(1,035,952)	-	142,367,232
TOTAL CAPITAL ASSETS, NET	$146,837,772	$ (956,726)	$ -	$145,881,046

Depreciation expense totaled $9,627,710 for the fiscal year ended June 30, 2018.

(Continued)

Note 4 - Accounts Payable:

The elements comprising accounts payable are as follows:

	2019	2018
Due KMPA for purchased power	$4,351,816	$4,068,814
Accounts payable, general	1,390,818	1,646,041
TOTAL ACCOUNTS PAYABLE	$5,742,634	$5,714,855

Note 5 - Long-Term Indebtedness:

Bonds

On November 1, 1998, the System issued $3.35 million in special revenue refunding bonds with interest rates between 3.75% and 4.20%. The System issued the bonds to advance refund $3.06 million of the outstanding series 1991 general obligation bonds with a 6.30% interest rate and were secured by all assets of the System. The System used the net proceeds along with other resources to purchase U.S. Government Securities. These Securities were deposited in an irrevocable trust to provide for all future debt service on the refunded portion of the 1991 series bonds maturing on or after January 1, 2002. As a result, that portion of the 1991 series bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

On November 9, 2001, the System issued $3.32 million in special revenue refunding bonds with interest rates between 3.00% and 4.25% which are secured by a first pledge of the net revenues of the System. The System issued the bonds to finance construction of a fiber optic network in the community.

On January 29, 2009, the System issued $161,730,000 of exempt special revenue bonds (Series 2009A) and $8,525,000 of taxable special revenue bonds (Series 2009B) with interest rates between 3.00% and 5.25% which are secured by a second pledge on the net revenues of the System. The System issued the bonds to finance construction of a peaking plant to provide electric service to the community during times of peak energy consumption.

On October 14, 2010, the System issued $3,015,000 in revenue refunding bonds with interest rates between 0.60% and 2.20%. The System issued the bonds to advance refund $3,045,000 of the outstanding series 2001 revenue bonds with interest rates between 3.00% and 4.25% which were secured by a first pledge of the net revenues of the System. The System used the net proceeds along with other resources to purchase State and Local Government Series Securities, which matured on January 1, 2011. The remaining principal outstanding and accumulated interest payable for the series 2001 revenue bonds were paid in full on January 1, 2011, the call date for the series 2001 revenue bonds. This portion of the series 2001 revenue bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

On June 23, 2016, the system issued $103,375,000 in advance refunding revenue bonds with interest rate of 5.00%. The System issued the bonds to advance refund $106,910,000 of the outstanding series 2009 revenue refunding bonds with interest rates between 3.00% and 5.25% which were secured by a pledge on the net revenues of the System. The proceeds from these Securities were deposited in an irrevocable trust to provide for all future debt service on the refunded portion of the 2009 series bonds maturing on or after 2024. As a result, that portion of the 2009 series bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

(Continued)

Note 5 - Long-Term Indebtedness (Continued):

Changes in outstanding bonds:

	Total Series	Series 2016	Series 2009A
Balance at June 30, 2017	$139,795,000	$103,375,000	$ 36,420,000
Increases	-	-	-
Decreases	4,870,000	-	4,870,000
BALANCE AT JUNE 30, 2018	$134,925,000	$103,375,000	$ 31,550,000
Increases	-	-	-
Decreases	5,035,000	-	5,035,000
BALANCE AT JUNE 30, 2019	$129,890,000	$103,375,000	$ 26,515,000
Balance due in one year	$ 5,220,000	$ -	$ 5,220,000

Total bond service to maturity:

Maturities	Principal	Interest	Total
2020	$ 5,220,000	$ 6,206,325	$ 11,426,325
2021	5,445,000	5,981,300	11,426,300
2022	5,685,000	5,738,875	11,423,875
2023	5,780,000	5,491,013	11,271,013
2024	6,045,000	5,223,863	11,268,863
2025-2029	35,135,000	21,212,250	56,347,250
2030-2034	45,110,000	11,231,375	56,341,375
2035-2037	21,470,000	1,087,788	22,557,788
TOTALS	$129,890,000	$ 62,172,789	$192,062,789

For the years ended June 30, 2019 and 2018, bonds payable totaling $144,955,456 and $150,917,561, respectively, are recorded net of $855,088 and $907,709, respectively, in unamortized bond discount and advance refunding deferred charges; as well as premiums of $15,920,544 and $16,900,270.

See Note 15 for bonds issued subsequent to year end.

Note 6 - Tax Equivalents:

Kentucky Revised Statutes provides that the System pay tax equivalents. Taxes are paid to several local taxing authorities on property values. Income taxes are not levied against the System due to its municipal nature.

Note 7 - Employee Benefits:

County Employees' Retirement System Pension and Insurance Funds

Plan Descriptions and benefits provided. Employees of the System participate in the County Employees' Retirement System (CERS), a cost-sharing, multiple-employer, defined benefit pension plan, which is administered by the Kentucky Retirement Systems (KRS). The plan covers all regular full-time members employed in non-hazardous and hazardous duty positions of any state department, board, agency, county, city, school board, and any other eligible local agencies electing to participate. The System does not have any employees participating in hazardous duty positions. CERS provides retirement, disability, and death benefits to plan members. Retirement benefits may be extended to beneficiaries of plan members under certain circumstances. Cost of living (COLA) adjustments are provided at the discretion of the State legislature. Under the provisions of Kentucky Revised Section 61.645, the Board of Trustees of Kentucky Retirement Systems provides for the establishment of the system, and benefit amendments are authorized by the State legislature.

The CERS also provides other post-employment benefits through the Kentucky Retirement Systems Insurance Fund (insurance fund), which was established to provide hospital and medical insurance for members receiving benefits from CERS. The insurance fund is a cost-sharing multiple-employer defined benefit postemployment healthcare plan administered by the Kentucky Retirement Systems. The insurance fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance. The amount of contribution paid by the insurance fund is based upon years of service. All participants enrolled in CERS are automatically enrolled in both the insurance fund and the pension fund. Information regarding the insurance fund is contained in the financial statements of the Kentucky Retirement Systems.

The Kentucky Retirement Systems issues a publicly available financial report that includes financial statements and required supplementary information for the plans. The report may be obtained by writing or calling the plan:

Kentucky Retirement Systems
Perimeter Park West
1260 Louisville Road
Frankfort, KY 40601-6124
(502) 564-4646.

Contributions. Contribution rates are established by the Kentucky Revised Statutes. Non-hazardous plan members who began participating prior to September 1, 2008 are required to contribute 5.00% of their annual creditable compensation. Plan members who began participating on or after September 1, 2008 are required to contribute an additional 1.00% for retirement health insurance coverage. Plan members who began participating on or after January 1, 2014 are required to contribute to the Cash Balance Plan which is a hybrid plan with characteristics of both a defined benefit plan and a defined contribution plan. Members in the Cash Balance Plan are required to contribute at the same rates as plan members who began participating on or after September 1, 2008. The employer contribution plan rate for non-hazardous plan members was 21.48% for the year ended June 30, 2019. The required contribution rates for fiscal years ending June 30, 2018 and 2017 were 19.18% and 18.68%, respectively. The required contribution rates are made up of a portion that is attributed to the insurance fund and a portion attributed to the pension fund. For fiscal year ended June 30, 2019, the pension plan portion and the insurance fund portions were 16.22% and 5.26%. These percentages were 14.48% and 4.70% for fiscal year ended June 30, 2018 and 13.95% and 4.73% for fiscal year ended June 30, 2017. The pension contributions for fiscal years ended June 30, 2019, 2018, and 2017 were $933,856, $785,526, and $721,263, respectively. The insurance contributions (excluding the implicit subsidy) for fiscal years ended June 30, 2019, 2018, and 2017 were $302,841, $254,971, and $244,557, respectively. The actuarially determined contribution requirements of plan members and the System are established and may be amended by the KRS Board of Trustees.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

Pension liabilities, pension expense, and deferred outflows of resources and deferred inflows of resources related to pensions. At June 30, 2019 and 2018, the System reported a liability of $13,330,458 and $12,429,850, respectively, for its proportionate share of the net pension liability. The net pension liability at June 30, 2019 and 2018 was measured as of June 30, 2018 and 2017, respectively, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as June 30, 2017 and 2016, respectively. For the June 30, 2018 measurement, the total pension liability was rolled-forward from the actuarial valuation date of June 30, 2017 to the plan's fiscal year ending June 30, 2018 using generally accepted actuarial principles. For the June 30, 2017 measurement, the total pension liability was rolled-forward from the actuarial valuation date of June 30, 2016 to the plan's fiscal year ending June 30, 2017 using generally accepted actuarial principles. The System's proportion of the net pension liability was based on a projection of the System's share of contributions to the pension plan relative to the total contributions of all participating employers, actuarially determined. At June 30, 2019 and 2018, the System's proportion was 0.218880% and 0.212356%.

As a result of its requirement to contribute to CERS pension fund, Paducah Power System recognized pension expenses of $2,403,959 and $2,259,785 for the years ended June 30, 2019 and 2018, respectively. At June 30, 2019, the System reported deferred outflows of resources and deferred inflows of resources from the following sources as a result of its requirements to contribute to CERS:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on pension plan investments	$ 619,876	$ 779,716
Difference between expected and actual experience	434,802	195,130
Changes of assumptions	1,302,774	-
Change in proportion and differences between employer contributions and proportionate share of contributions	381,763	-
Contributions subsequent to the measurement date	933,856	-
TOTALS	$3,673,071	$ 974,846

At June 30, 2018, the System reported deferred outflows of resources and deferred inflows of resources from the following sources as a result of its requirements to contribute to CERS:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on pension plan investments	$ 984,429	$ 830,686
Difference between expected and actual experience	15,417	315,523
Change of assumptions	2,293,644	-
Change in proportion and differences between employer contributions and proportionate share of contributions	373,491	38,579
Contributions subsequent to the measurement date	785,526	-
TOTALS	$4,452,507	$1,184,788

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

Deferred outflows of resources in the amount of $933,856 related to pensions resulting from the System's contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2020. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year Ended June 30	
2020	$1,291,046
2021	657,371
2022	(112,501)
2023	(71,547)

The net pension liability as of June 30, 2019, is based on the June 30, 2017 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2018 using generally accepted actuarial principles. The net pension liability as of June 30, 2018, is based on the June 30, 2016 actuarial valuation as rolled-forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. Deferred outflows and inflows related to differences between projected and actual earnings on plan investments are netted and amortized over a closed five year period. Deferred outflows and inflows related to differences between expected and actual experience, changes of assumptions, and changes in proportion and differences between employer contributions and proportionate share of contributions are amortized over a period that represents the weighted average of the remaining service life of active and inactive members of the plan (3.46 years and 3.50 years for June 30, 2018 and June 30, 2017, respectively).

Actuarial assumptions. The total pension liability, net pension liability, and sensitivity information for the actuarial valuation as of June 30, 2018 was based on an actuarial valuation date of June 30, 2017. The total pension liability was rolled-forward from the valuation date (June 30, 2017) to the plan's fiscal year ending June 30, 2018, using generally accepted actuarial principles. An actuarial experience study was conducted for the five-year period July 1, 2008 to June 30, 2013. Subsequent to the actuarial valuation date (June 30, 2017), but prior to the measurement date, the KRS Board of Trustees reviewed investment trends, inflation, and payroll growth historical trends. Based on this review, the Board did not adopt any changes to the actuarial assumptions which were used in performing the actuarial valuation as of June 30, 2018 (a complete list of actuarial assumptions is listed in the Required Supplementary Information section of this report):

Inflation - 2.30%
Salary increases - 3.05%, average including inflation
Investment rate of return - 6.25%, net of pension plan investment expense including inflation
Payroll growth rate - 2.00%

The total pension liability in the June 30, 2017 actuarial valuation was determined using the following actuarial assumptions, applied to all prior periods included in the measurement:

Inflation - 2.30%
Salary increases - 3.05%, average including inflation
Investment rate of return - 6.25%, net of pension plan investment expense including inflation
Payroll growth rate - 2.00%

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

There was a change in benefit terms from the plan's fiscal year ending June 30, 2017 to the fiscal year ending June 30, 2018 as a result of House Bill 185 which updated the provisions for active members who die in the line of duty. Benefits paid to spouses of deceased members increased from 25.00% of the member's final rate of pay to 75.00% of the member's average pay. If there is no surviving spouse, the benefits to surviving dependent children increased from 10.00% of the member's final pay to 50.00% of average pay for one child, 65.00% of average pay for two children, or 75.00% of average pay for three children.

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50.00% for males and 30.00% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back for one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted. The preceding mortality tables were used in both the June 30, 2018 and 2017 actuarial calculations.

The long-term expected rate of return on plan assets was determined by using a building block method in which best-estimate ranges of expected future real rate of returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage. For the June 30, 2018 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Large Cap	5.00%	4.50%
US Mid Cap	6.00%	4.50%
US Small Cap	6.50%	5.50%
International Developed	12.50%	6.50%
Emerging Markets	5.00%	7.25%
Global Bonds	4.00%	3.00%
Global Credit	2.00%	3.75%
High Yield	7.00%	5.50%
Emerging Market Debt	5.00%	6.00%
Illiquid Private	10.00%	8.50%
Private Equity	10.00%	6.50%
Real Estate	5.00%	9.00%
Absolute Return	10.00%	5.00%
Real Return	10.00%	7.00%
Cash Equivalent	2.00%	1.50%
Total	100.00%	

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

For the June 30, 2017 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Equity	17.50%	5.97%
International Equity	17.50%	7.85%
Global Bonds	4.00%	2.63%
Global Credit	2.00%	3.63%
High Yield	7.00%	5.75%
Emerging Market Debt	5.00%	5.50%
Private Credit	10.00%	8.75%
Real Estate	5.00%	7.63%
Absolute Return	10.00%	5.63%
Real Return	10.00%	6.13%
Private Equity	10.00%	8.25%
Cash Equivalent	2.00%	1.88%
Total	100.00%	

Discount rate. The discount rate used to measure the total pension liability was 6.25% at June 30, 2018 and 2017. The discount rate determination does not use a municipal bond rate. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and employers will be made at the actuarially determined contribution rate of projected compensation over the remaining 25 year (closed) amortization period of the unfunded actuarial accrued liability. Once the unfunded actuarial accrued liability is fully amortized, the employer will only contribute the normal cost rate and the administrative expense rate on the close payroll for existing members.

Sensitivity of the System's proportionate share of the net pension liability to changes in the discount rate. The following presents the System's proportionate share of the net pension liability calculated using the discount rate of 6.25%, as well as what the System's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.25%) or 1-percentage-point higher (7.25%) than the current rate:

	1.00% Decrease 5.25%	Current Discount 6.25%	1.00% Increase 7.25%
Paducah Power System's proportionate share of the net pension liability	$16,781,667	$13,330,458	$10,438,951

Pension plan fiduciary net position. Detailed information about the pension plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems financial report.

Payables to the pension plan. At June 30, 2019 and 2018, the financial statements include no payables to CERS. These are legally required contributions to the plan. These amounts are not accounted for in the net pension liability.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

OPEB liabilities, OPEB expense, and deferred outflows of resources and deferred inflows of resources related to OPEB. At June 30, 2019 and 2018, the System reported a liability of $3,886,012 and $4,269,082, respectively, for its proportionate share of the net OPEB liability. The net OPEB liability at June 30, 2019 and 2018 was measured as of June 30, 2018 and 2017, respectively, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of June 30, 2017 and 2016, respectively. For the June 30, 2019 measurement, the total OPEB liability was rolled-forward from the actuarial valuation date of June 30, 2017 to the plan's fiscal year ending June 30, 2018 using generally accepted actuarial principles. For the June 30, 2018 measurement, the total OPEB liability was rolled-forward from the actuarial valuation date of June 30, 2016 to the plan's fiscal year ending June 30, 2017 using generally accepted actuarial principles. The System's proportion of the net OPEB liability was based on a projection of the System's share of contributions to the OPEB plan relative to the total contributions of all participating employers, actuarially determined. At June 30, 2019 and 2018, the System's proportion was 0.218871% and 0.212356%.

The fully-insured premiums KRS pays for the Kentucky Employees' Health Plan are blended rates based on the combined experience of active and retired members. Because the average cost of providing health care benefits to retirees under age 65 is higher than the average cost of providing health care benefits to active employees, there is an implicit employer subsidy for the non-Medicare eligible retirees. GASB 75 requires that the liability associated with this implicit subsidy be included in the calculation of the total OPEB liability.

As a result of its requirement to contribute to the CERS insurance fund, the System recognized OPEB expenses of $508,372 for the year ended June 30, 2019. At June 30, 2019, the System reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on OPEB plan investments	$ -	$ 267,670
Difference between expected and actual experience	-	452,863
Changes of assumptions	776,094	8,978
Change in proportion and differences between employer contributions and proportionate share of contributions	76,762	8,029
Contributions subsequent to the measurement date	365,530	-
TOTALS	$1,218,386	$ 737,540

At June 30, 2018, the System reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on OPEB plan investments	$ -	$ 201,755
Difference between expected and actual experience	-	11,857
Changes of assumptions	928,925	-
Change in proportion and differences between employer contributions and proportionate share of contributions	-	9,905
Contributions subsequent to the measurement date	307,147	-
TOTALS	$1,236,072	$ 223,517

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

Deferred outflows of resources related to OPEB, in the amount of $365,530 related to OPEB resulting from the System's contributions subsequent to the measurement date and before the end of the fiscal year will be recognized as a reduction of the net OPEB liability in the year ended June 30, 2020. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year Ended June 30	
2020	$26,438
2021	26,438
2022	26,438
2023	78,424
2024	(21,188)
Thereafter	(21,234)

The net OPEB liability as of June 30, 2019 is based on the June 30, 2017 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2018 using generally accepted actuarial principles. The net OPEB liability as of June 30, 2018 is based on the June 30, 2016 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. Deferred outflows and inflows related to differences between projected and actual earnings on plan investments are netted and amortized over a closed five year period. Deferred outflows and inflows related to differences between expected and actual experience, changes of assumptions, and changes in proportion and differences between employer contributions and proportionate share of contributions are amortized over a period that represents the weighted average of the remaining service life of active and inactive members of the plan (6.30 years and 6.28 years for June 30, 2018 and June 30, 2017, respectively).

Actuarial assumptions. The total OPEB liability, net OPEB liability, and sensitivity information for the actuarial valuation as of June 30, 2018 was based on an actuarial valuation date of June 30, 2017. The total OPEB liability was rolled-forward from the valuation date (June 30, 2017) to the plan's fiscal year ending June 30, 2018, using generally accepted actuarial principles. An actuarial experience study was conducted for the five-year period July 1, 2008 to June 30, 2013. Subsequent to the actuarial valuation date (June 30, 2017), but prior to the measurement date the KRS Board of Trustees reviewed investment trends, inflation, and payroll growth historical trends. Based on this review, the Board adopted the following updated actuarial assumptions which were used in performing the actuarial valuation as of June 30, 2018 (a complete list of actuarial assumptions is listed in the Required Supplementary Information section of this report):

Inflation	2.30%
Salary increases, average, including inflation	3.05%
Investment rate of return, net of OPEB plan investment expense, including inflation	6.25%
Payroll growth rate	2.00%
Municipal bond index rate	
Prior measurement date	3.56%
Measurement date	3.62%
Single equivalent interest rate (discount rate), net of OPEB plan investment expense, including inflation	
Prior measurement date	5.84%
Measurement date	5.85%

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

Healthcare cost trend rates - Initial trend starting at 7.00% at January 1, 2020, and gradually decreasing to an ultimate trend rate of 4.05% over a period of 12 years (Pre-65). Initial trend rate starting at 5.00% at January 1, 2020, and gradually decreasing to an ultimate trend rate of 4.05% over a period of 10 years (Post-65).

There was a change in benefit terms from the plan's fiscal year ending June 30, 2017 to the fiscal year ending June 30, 2018 as a result of House Bill 185 which updated the provisions to now pay 100.00% of the insurance premium for spouses and children of all active members who die in the line of duty.

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back for one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

The long-term expected rate of return on plan assets was determined by using a building block method in which best-estimate ranges of expected future real rate of returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage. For the June 30, 2018 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Large Cap	5.00%	4.50%
US Mid Cap	6.00%	4.50%
US Small Cap	6.50%	5.50%
International Developed	12.50%	6.50%
Emerging markets	5.00%	7.25%
Global Bonds	4.00%	3.00%
Global Credit	2.00%	3.75%
High Yield	7.00%	5.50%
Emerging Market Debt	5.00%	6.00%
Illiquid Private	10.00%	8.50%
Private Equity	10.00%	6.50%
Real Estate	5.00%	9.00%
Absolute Return	10.00%	5.00%
Real Return	10.00%	7.00%
Cash Equivalent	2.00%	1.50%
Total	100.00%	

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

For the June 30, 2017 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Equity	17.50%	5.97%
International Equity	17.50%	7.85%
Global Bonds	4.00%	2.63%
Global Credit	2.00%	3.63%
High Yield	7.00%	5.75%
Emerging Market Debt	5.00%	5.50%
Private Credit	10.00%	8.75%
Real Estate	5.00%	7.63%
Absolute Return	10.00%	5.63%
Real Return	10.00%	6.13%
Private Equity	10.00%	8.25%
Cash Equivalent	2.00%	1.88%
Total	100.00%	

Discount rate. The discount rate used to measure the total OPEB liability was 5.85% and 5.84% at June 30, 2018 and 2017, respectively. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and employers will be made at the actuarially determined contribution rate of projected compensation over the remaining 25 year (closed) amortization period of the unfunded actuarial accrued liability. The cost associated with the implicit employer subsidy was not included in the calculation of the KRS's actuarial determined contributions, and any cost associated with the implicit subsidy will not be paid out of the KRS's trusts. Therefore, the municipal bond rate was applied to future expected benefit payments associated with the implicit subsidy. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected future benefit payments from the retirement system, as a result, the Municipal Bond Index Rate was used in the determination of the single equivalent interest rate. There was a change in the Municipal Bond Index Rate from the prior measurement date to the measurement date, so as required under GASB 75, the expected rate of return at the measurement date of 6.25% was calculated using the Municipal Bond Index Rate as of the measurement date of 3.62%, as reported in Fidelity Index's "20-Year Municipal GO AA Index" as of June 30, 2018. This change in the discount rate is considered a change in actuarial assumptions or other inputs under GASB 75.

Sensitivity of the System's proportionate share of the net OPEB liability to changes in the discount rate. The following presents the System's proportionate share of the net OPEB liability calculated using the discount rate of 5.85%, as well as what the System's proportionate share of the net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (4.85%) or 1-percentage-point higher (6.85%) than the current discount rate:

	1.00% Decrease 4.85%	Current Discount 5.85%	1.00% Increase 6.85%
The System's proportionate share of the net OPEB liability	$5,047,305	$3,886,012	$2,896,801

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

Sensitivity of the System's proportionate share of the net OPEB liability to changes in the healthcare cost trend rates. The following presents the System's proportionate share of the net OPEB liability, as well as what the System's proportionate share of the net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

	1.00% Decrease	Current Trend Rate	1.00% Increase
The System's proportionate share of the net OPEB liability	$2,893,174	$3,886,012	$5,056,280

OPEB plan fiduciary net position. Detailed information about the OPEB plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems financial report.

Payables to the OPEB plan. At June 30, 2019, the financial statements include no payables to CERS. These are legally required contributions to the plan. These amounts are not accounted for in the net OPEB liability.

Other Post-Retirement Healthcare Benefits

In addition to the pension benefits described in Note 7, the System provides post-retirement healthcare benefits to employees who retired prior to the System's participation in the County Employee's Retirement System. The System pays 50.00% of the premiums for the employees for life. These benefits are financed on a pay-as-you-go basis.

For the year ended June 30, 2019, three prior employees were receiving healthcare benefits. Post-retirement healthcare benefits totaled approximately $5,051 for the year ended June 30, 2019.

For the year ended June 30, 2018, three prior employees were receiving healthcare benefits. Post-retirement healthcare benefits totaled approximately $6,400 for the year ended June 30, 2018.

Note 8 - Leases:

The System has a joint rental agreement with AT&T/Bellsouth to share poles during the year. The contract is negotiated annually and rent paid or received from South Central Bell depends on amounts owed or due annually or semi-annually, respectively. In addition, the System has pole attachment agreements with other telecommunications and electric companies which are negotiated annually. The System also leases bandwidth from FiberNet, their fiber optic network.

The System's rental expense was $113,980 and $116,701, and rental income was $2,345,186 and $2,446,117 for the fiscal years ended June 30, 2019 and 2018, respectively. Rental expense is reflected in general operating expense, and rental income is reflected in service revenue in the Statement of Revenues, Expenses, and Changes in Net Position.

Note 9 - Commitments:

As described further in Note 11, the System entered into a financing agreement with Kentucky Municipal Power Agency as of June 30, 2005.

Note 10 - Insurance and Related Activities:

The System is exposed to various forms of loss of assets associated with the risk of fire, personal liability, theft, vehicular accidents, errors and omissions, fiduciary responsibility, etc. Each of these risk areas is covered through the purchase of commercial insurance. The System has purchased certain policies which are retrospectively rated including workmen's compensation insurance.

(Continued)

Note 11 - Joint Venture:

The System in conjunction with the Electric Plant Board of the City of Princeton, Kentucky (Princeton), is a member of the Kentucky Municipal Power Agency (KMPA), a joint venture formed in 2005 by an Interlocal Agreement entered into by the System and Princeton pursuant to the Kentucky Interlocal Cooperation Act. KMPA was formed to permit the System and Princeton to participate, along with a number of other public, cooperative, and private participants, in the development and ownership of the Prairie State Energy Campus (Project). The Project is a mine-mouth pulverized coal-fueled power generating facility in Washington and St. Clair Counties in Illinois with a nominal net output of approximately 800 MW for each of its two units.

On September 28, 2007, KMPA purchased a 7.82% interest in the Prairie State Project. KMPA owns its interest in the Project as a tenant in common along with the other Project participants. At the closing, KMPA acquired not only an interest in the equipment and intangible property, such as permits, comprising the Project, but also its proportional share of the coal reserves surrounding the Prairie State plant. The coal reserves are estimated to be sufficient to fuel the plant's operations for at least 30 years. At the closing, KMPA also entered into a Participation Agreement with the other Project participants under which KMPA is responsible for its proportional share of the construction costs of the generating plant, waste disposal site, and associated coal mine.

KMPA on September 20, 2007, issued its tax-exempt Power System Revenue Bonds (Prairie State Project), Series 2007A, in the amount of $291,065,000, and its Taxable Power System Revenue Bonds (Prairie State Project), Series 2007B, in the amount of $16,645,000. The proceeds of these bonds were used primarily to fund the purchase of KMPA's interest in the Project and KMPA's share of the ongoing Project construction costs. The remaining proceeds of the Series 2007A and Series 2007B bonds were used or will be used to (i) pay the costs of certain transmission facilities applicable to the interconnection of the Project to the regional bulk transmission grid, (ii) retire indebtedness (including KMPA Bond Anticipation Notes (Prairie State Project) Series 2005, Series 2005B, and Series 2006 in the respective amounts of $3 million, $1.5 million, and $8.4 million) issued to pay pre-closing Project development costs, (iii) fully fund the Debt Service Reserve Requirement, as defined in the Trust Indenture for the 2007A and Series 2007B bond issues, and capitalize a portion of the interest due on those bonds, (iv) make deposits into funds to provide working capital and into the Capital Improvement Fund to provide for extraordinary expenses of the Project, and (v) pay the costs of issuance related to the Series 2007A and Series 2007B bonds.

On September 1, 2007, KMPA and the System entered a Power Sales Agreement under which the System is responsible for 83.89% of KMPA's share of the Prairie State Project's construction costs and operation/maintenance expenses. The System is likewise entitled to 83.89% of KMPA's share of the electric power and energy produced by the plant. The Power Sales Agreement is a "take or pay" contract under which the System must pay its proportional share of the costs of the Prairie State Project regardless of how much power and energy, if any, is produced by the Prairie State generating plant. The Power Sales Contract also contains a step-up provision under which the System could be required to pay the Project costs associated with Princeton's 16.11% of KMPA's interest in the Project in the event of a default by Princeton under its Power Sales Contract with KMPA. In the event of such a default by Princeton, the System would be entitled to receive Princeton's 16.11% of the generating plant's output associated with KMPA's interest in the Project.

On May 27, 2010, KMPA issued its tax-exempt Power System Revenue Bonds (Prairie State Project), Series 2010A, in the amount of $53,600,000, its taxable (Build America Bonds-Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B, in the amount of $122,405,000, and its taxable Power System Revenue Bonds (Prairie State Project), Series 2010C, in the amount of $7,725,000. The proceeds of these bonds were used primarily to fund the ongoing Project construction costs. The remaining proceeds of the Series 2010A, Series 2010B, and Series 2010C bonds were used or will be used to (i) finance the completion of the acquisition, construction, development, and equipping of KMPA's undivided interest in the Project (ii) settle KMPA's Qualified Hedge which locked in interest rates in 2007 with Deutsche Bank; the hedge settlement amount was $7,263,000, (iii) fully fund the Debt Service Reserve Requirement, as defined in the Trust Indenture for the Series 2010A, Series 2010B, and Series 2010C bond issues, and capitalize a portion of the interest due on those bonds, (iv) make deposits into funds to provide working capital and into the Capital Improvement Fund to provide for extraordinary expenses of the Project, and (v) pay the costs of issuance related to the Series 2010A, Series 2010B, and Series 2010C bonds.

(Continued)

Note 11 - Joint Venture (Continued):

During fiscal year 2010, the System and the Electric Plant Board of Princeton, Kentucky entered into a Partial Requirements Sales Agreement with KMPA. Under this agreement, KMPA began purchasing power for sale to the System and Princeton. Unit 1 of the Prairie State generating plant came on-line in June 2012 and Unit 2 in December 2012.

The System began buying purchased power from KMPA in December 2009. The System purchased power from KMPA in the amounts of $51,096,089 and $50,116,845 during the fiscal years ending June 30, 2019 and 2018, respectively. Of these amounts, $4,351,816 and $4,068,814 were payable to KMPA as of June 30, 2019 and 2018, respectively.

The System and the Electric Plant Board of Princeton, Kentucky do not have any equity interest in the joint venture; therefore, no equity interest has been reflected in the System's financial statements at June 30, 2019. Complete financial statements for KMPA can be obtained from the System's Accounting Department, P.O. Box 180, Paducah, Kentucky 42002-0180.

Note 12 - 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, 2019 and 2018, is as follows:

	2019	2018
Cash and temporary cash investments	$14,881,508	$18,916,839
Restricted cash and short-term investments:		
Sinking and Depreciation Funds	5,525,991	5,430,225
TOTAL CASH AND CASH INVESTMENTS	$20,407,499	$24,347,064

Note 13 - Contingency:

The system has been named in a lawsuit by a former employee disputing the amount due upon their separation of employment. The system intends to defend this claim vigorously and it is the current opinion of management that the final disposition of such matters will not have a material adverse effect on the System's financial position or results of operations.

Note 14 - Change in Accounting Principles and Restatement of Beginning Net Position:

In June 2015, the *Governmental Accounting Standards Board* (GASB) issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other than Pensions,* which replaces GASB Statement No. 45. The new standard addresses several issues regarding other postemployment benefits, including the liabilities reported pertaining to unfunded portions and the disclosure requirements of those plans. The standard is effective for the System for the fiscal year beginning July 1, 2017. The new standard requires the System to report its proportionate share of the total net other postemployment benefit (OPEB) liability which consists of the insurance portion of the County Employee Retirement System Plan as a liability on the statement of net position and to recognize the appropriate expense on the statement of revenues, expenses, and changes in net position. The standard also requires the deferral of changes in the net OPEB liability and amortization of those changes over set periods.

(Continued)

Note 14 - Change in Accounting Principles and Restatement of Beginning Net Position (Continued):

The System's proportionate share of the net OPEB liability and deferred outflows at July 1, 2017 was $3,348,540 and $271,344, respectively. Beginning net position at July 1, 2017 has been adjusted to reflect the effect of implementing the new standard.

Net position July 1, 2017, as previously stated		$27,166,348
Proportionate share of net OPEB liabilities	$(3,348,540)	
Deferred outflows		
Contributions made after the measurement date	271,344	
Adjustments to net position		(3,077,196)
NET POSITION JULY 1, 2017, AS RESTATED		$24,089,152

Note 15 - Subsequent Event:

Subsequent to June 30, 2019, on September 11, 2019 the System issued $19,805,000 in advance series 2019 refunding revenue bonds with interest rate of 5.00%. The System issued the bonds to advance refund $26,505,000 of the outstanding series 2009 revenue refunding bonds with interest rates between 3.00% and 5.25% which were secured by a pledge on the net revenues of the System. The proceeds from these Securities were deposited in an irrevocable trust to provide for all future debt service on the refunded portion of the 2009 series bonds maturing before 2024. As a result, that portion of the 2009 series bonds is considered defeased, and the System will remove the liability from its Statement of Net Position. Below is the total bond service to maturity after the subsequent refinancing.

Total bond service to maturity:

Maturities	Principal	Interest	Total
2020	$ -	$ 5,719,414	$ 5,719,414
2021	4,975,000	6,035,150	11,010,150
2022	5,230,000	5,780,025	11,010,025
2023	5,495,000	5,511,900	11,006,900
2024	5,775,000	5,230,150	11,005,150
2025-2029	35,135,000	21,212,250	56,347,250
2030-2034	45,110,000	11,231,375	56,341,375
2035-2037	21,470,000	1,087,788	22,557,788
TOTALS	$123,190,000	$ 61,808,052	$184,998,052

REQUIRED SUPPLEMENTARY INFORMATION

PADUCAH POWER SYSTEM
SCHEDULE OF THE EMPLOYER'S PROPORTIONATE SHARE OF THE
NET PENSION LIABILITY
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS)
LAST FIVE FISCAL YEARS*

	2019	2018	2017	2016	2015
Employer's proportion of the net pension liability (asset)	0.218880%	0.212356%	0.207550%	0.193466%	0.200828%
Employer's proportionate share of the net pension liability (asset)	$13,330,458	$12,429,850	$10,218,988	$8,318,121	$6,515,620
Employer's covered payroll	$ 5,424,906	$ 5,170,346	$ 4,950,959	$4,513,829	$4,607,316
Employer's proportionate share of the net pension liability (asset) as a percentage of its covered payroll	245.73%	240.41%	206.40%	184.28%	141.42%
Plan fiduciary net position as a percentage of the total pension liability (asset)	53.54%	53.30%	55.50%	59.97%	66.80%

* The amounts presented for each fiscal year were determined as of June 30. Until a full ten year trend is compiled, governments will present information only for those years for which information is available.

Notes to Schedule

The total pension liability and net pension liability as of June 30, 2019, is based on the June 30, 2017 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2018 using generally accepted actuarial principles. The financial reporting actuarial valuation used the following actuarial methods and assumptions, applied to all prior periods included in the measurement.

Valuation date:	June 30, 2017
Experience study:	July 1, 2008 - June 30, 2013
Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll
Remaining amortization period:	25 years
Asset valuation method:	20.00% of the difference between the market value of assets and the expected actuarial value of assets is recognized each year
Inflation:	2.30%
Payroll growth:	2.00%
Salary increase:	3.05%, average
Investment rate of return:	6.25%, net of pension plan investment expense, including inflation
Mortality:	For active members: RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50.00% for males and 30.00% for females). For healthy retired members and beneficiaries: RP 2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back one year). For disabled members: RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years).
Changes of benefit terms:	House Bill 185 updated the provisions for active members who die in the line of duty. Benefits paid to spouses of deceased members increased from 25.00% of the member's final rate of pay to 75.00% of the member's average pay. If no surviving spouse, benefits to surviving dependent children increased from 10.00% of the member's final pay to 50.00% of average pay for one child, 65.00% of average pay for two children, or 75.00% of average pay for three children.
Changes of assumptions:	None.

NOTE: This schedule is based on the last measurement date of the net pension liability.

See auditor's report on pages 1-2.

PADUCAH POWER SYSTEM
SCHEDULE OF EMPLOYER CONTRIBUTIONS
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS)
LAST SIX FISCAL YEARS*

	2019	2018	2017	2016	2015	2014
Contractually required contribution	$ 933,856	$ 785,526	$ 721,263	$ 614,909	$ 575,513	$ 633,045
Contributions in relation to the contractually required contribution	933,856	785,526	721,263	614,909	577,623	633,045
Contribution deficiency (excess)	$ -	$ -	$ -	$ -	$ (2,110)	$ -
Employer's covered payroll	$ 5,757,434	$ 5,424,906	$ 5,170,346	$ 4,950,959	$ 4,513,829	$ 4,607,316
Contributions as a percentage of covered payroll	16.22%	14.48%	13.95%	12.42%	12.75%	13.74%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

NOTE: This schedule is determined as of the employer's most recent fiscal year-end.

See accompanying notes to the basic financial statements.

PADUCAH POWER SYSTEM
SCHEDULE OF THE EMPLOYER'S PROPORTIONATE SHARE OF THE
NET POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB) LIABILITY
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS) INSURANCE FUND
LAST TWO FISCAL YEARS*

	2019	2018
Employer's proportion of the net OPEB liability (asset)	0.218871%	0.212356%
Employer's proportionate share of the net OPEB liability (asset)	$3,886,012	$4,269,082
Employer's covered-employee payroll	$5,424,906	$5,170,346
Employer's proportionate share of the net OPEB liability (asset) as a percentage of its covered-employee payroll	71.63%	82.57%
Plan fiduciary net position as a percentage of the total OPEB liability (asset)	57.62%	52.40%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

Notes to Schedule

The total OPEB liability and net OPEB liability as of June 30, 2019, is based on the June 30, 2017 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2018 using generally accepted actuarial principles. The financial reporting actuarial valuation used the following actuarial methods and assumptions, applied to all prior periods included in the measurement.

Valuation date:	June 30, 2017
Experience study:	July 1, 2008 - June 30, 2013
Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll
Remaining amortization period:	25 years
Asset valuation method:	20.00% of the difference between the market value of assets and the expected actuarial value of assets is recognized each year
Inflation:	2.30%
Payroll growth:	2.00%
Salary increase:	3.05%, average
Investment rate of return:	6.25%, net of OPEB plan investment expense, including inflation
Mortality:	For active members: RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50.00% for males and 30.00% for females). For healthy retired members and beneficiaries: RP 2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back one year). For disabled members: RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years).
Healthcare trend rates:	Initial trend starting at 7.00% at January 1, 2020 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 12 years (Pre-65). Initial trend starting at 5.00% at January 1, 2020 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 10 years (Post-65).
Changes of benefit terms:	House Bill 185 updated the benefit provisions for active members who die in the line of duty. The system now pays 100.00% of the insurance premium for spouses and children of all active members who die in the line of duty.
Changes of assumptions:	The single discount rate for non-hazardous changed from 5.84% to 5.85%. The municipal bond rate increased from 3.56% to 3.62%.

NOTE: This schedule is based on the last measurement date of the net OPEB liability.

See auditor's report on pages 1-2.

PADUCAH POWER SYSTEM
SCHEDULE OF EMPLOYER CONTRIBUTIONS
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS) INSURANCE FUND
LAST THREE FISCAL YEARS*

	2019	2018	2017
Contractually required contribution	$ 302,841	$ 254,971	$ 244,557
Contributions in relation to the contractually required contribution	302,841	254,971	244,557
Contribution deficiency (excess)	$ -	$ -	$ -
Employer's covered-employee payroll	$ 5,757,434	$ 5,424,906	$ 5,170,346
Contributions as a percentage of covered-employee payroll	5.26%	4.70%	4.73%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

NOTE: This schedule is determined as of the employer's most recent fiscal year-end. Contractually required contributions do not include the expected implicit subsidy included in the calculation of the net OPEB liability.

See accompanying notes to the basic financial statements.

See auditor's report on pages 1-2.

SUPPLEMENTARY INFORMATION

PADUCAH POWER SYSTEM
OPERATING EXPENSES
YEARS ENDED JUNE 30

General Operating Expenses:	2019	2018
Transmission:		
Supervision and engineering	$ 10,417	$ 10,317
Rent	7,245	7,094
Total transmission	17,662	17,411
Distribution expense:		
Supervision and engineering	210,428	228,850
Station expense	65,186	111,235
Overhead line expense	368,806	241,001
Underground line expense	64,256	65,997
Street lighting and signal expense	51,677	48,899
Meter expense	406,828	423,144
Customer installations expense	158,535	136,363
Miscellaneous	858,576	766,644
Rent/lease/purchase	113,980	116,701
Total distribution expense	2,298,272	2,138,834
Customer account expense:		
Meter reading expense	188,099	197,701
Customer records and collections	1,458,368	1,390,757
Uncollectible accounts	144,235	159,072
Total customer account expense	1,790,702	1,747,530
Sales expense:		
Demonstration and selling	226,089	253,461
Advertising	92,353	91,636
Total sales expense	318,442	345,097
Administrative and general:		
Salaries	1,002,606	839,609
Office supplies and expense	699,285	692,167
Outside services employment	266,115	246,199
Property insurance	497,016	495,886
Company use of electricity	(281,820)	(228,320)
Miscellaneous and general expense	2,696,926	2,615,421
Total administrative and general	4,880,128	4,660,962
TOTAL GENERAL OPERATING EXPENSES	$ 9,305,206	$ 8,909,834

PADUCAH POWER SYSTEM
OPERATING EXPENSES
YEARS ENDED JUNE 30

	2019	2018
Generation Plant Expense:		
Generation expense	$ 1,269,789	$ 1,252,333
Generation fuel	1,080,244	1,484,811
TOTAL GENERATION PLANT EXPENSE	$ 2,350,033	$ 2,737,144
Maintenance Expense:		
Transmission:		
Supervision and engineering	$ 9,107	$ 7,214
Total transmission	9,107	7,214
Distribution:		
Supervision and engineering	48,391	48,116
Maintenance of station equipment	598,242	476,373
Maintenance of overhead lines	1,141,324	1,047,201
Maintenance of underground lines	109,415	101,127
Maintenance of line transformers	5,814	18,002
Street lighting and signals	135	287
Maintenance of meters	8,817	19,739
Maintenance of miscellaneous plant	394	3,268
Total distribution	1,912,532	1,714,113
Administrative and general	169,625	140,670
TOTAL MAINTENANCE EXPENSE	$ 2,091,264	$ 1,861,997
Other Operating Expenses:		
Depreciation	$ 9,556,333	$ 9,372,830
Taxes and equivalents	2,019,930	1,860,729
TOTAL OTHER OPERATING EXPENSES	$11,576,263	$11,233,559

WILLIAMS WILLIAMS & LENTZ
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 Members of the Electric Plant Board
of the City of Paducah
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 Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Paducah Power System's basic financial statements, and have issued our report thereon dated October 28, 2019.

Internal Control Over Financial Reporting

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

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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.

Williams, Williams & Lentz LLP

Paducah, Kentucky
October 28, 2019

PRINCETON ELECTRIC PLANT BOARD

OF THE

CITY OF PRINCETON, KENTUCKY

FINANCIAL STATEMENTS

YEARS ENDED

JUNE 30, 2019 AND 2018

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY

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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of the
Electric Plant Board of the
City of Princeton, Kentucky
Princeton, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of the Princeton Electric Plant Board of the City of Princeton, Kentucky (PEPB), as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 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 effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Princeton Electric Plant Board of the City of Princeton, Kentucky, as of June 30, 2019 and 2018, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

For the year ended June 30, 2018, as discussed in Note 21 to the financials, the Princeton Electric Plant Board of the City of Princeton, Kentucky adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits other than Pensions (OPEB)*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and other required supplementary information on pages 4-15 and 54-59 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

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Princeton Electric Plant Board of Princeton, Kentucky's basic financial statements. The accompanying additional information on pages 60-61 is presented for the purpose of additional analysis and is not a required part of the basic financial statements.

The additional information 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 additional information 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 October 22 2019, on our consideration of the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 solely 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 the effectiveness of the Princeton Electric Plant Board of the City of Princeton, Kentucky's 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 Princeton Electric Plant Board of the City of Princeton, Kentucky's internal control over financial reporting and compliance.

Duguid, Gentry and Associates, PSC

Duguid, Gentry & Associates, PSC

Certified Public Accountants
Hopkinsville, Kentucky

October 22, 2019

MANAGEMENT’S DISCUSSION AND ANALYSIS

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019

As management of Princeton Electric Plant Board of the City of Princeton (PEPB, the "Board"), we offer readers of the PEPB's financial statements this narrative overview and analysis of the financial activities of PEPB for the year ended June 30, 2019. Management's discussion and analysis (MD&A) is intended to serve as an introduction to the PEPB's financial statements. To fully understand the entire scope of the Board's financial activities, this information should be read in conjunction with the financial statements provided in this document.

FINANCIAL HIGHLIGHTS

- The assets of PEPB exceeded its liabilities at the close of the 2019 fiscal year by $7,407,707 (*net position*). Of this amount, $3,124,347 (*unrestricted net position*) may be used to meet the Board's ongoing obligations to citizens and creditors.

- Overall, total net position decreased by $338,483 during the period.

- Total operating revenues for the 2019 fiscal year increased by $958,996 or about 6.00% compared to the previous period. This increase in operating revenues was principally due to the power cost adjustment that went into effect March 1, 2018. KWh's sold decreased by 1,254,162 or 1.13%.

- FY 2019 operating expenses totaled $16,468,158 which was $832,447 or about 5.32% more than the previous year's amount. This increase in operating expenses was principally due to increased power costs related to a deferred liability for future periods.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Board's basic financial statements. PEPB's basic financial statements are comprised of two components: (1) basic financial statements and (2) notes to basic financial statements. The report also contains other supplementary information in addition to the basic financial statements.

REQUIRED FINANCIAL STATEMENTS

The financial statements of the PEPB report information utilizing the full accrual basis of accounting. This method of accounting recognizes revenues when earned instead of when received and recognizes expenses when incurred rather than when paid. The financial statements conform to accounting principles which are generally accepted in the United States of America.

Statement of Net Position

The Statement of Net Position presents information on the Board's assets and deferred outflows of resources and liabilities and deferred inflows of resources, with the difference between them reported as net position. Over time, increases and decreases in net position may serve as a useful indicator of whether the financial position of the Board is improving or deteriorating.

Statement of Revenues, Expenses and Changes in Net Position

While the Statement of Net Position provides information about the nature and amount of resources and obligations at year-end, the Statement of Revenues, Expenses and Changes in Net Position presents the results of the Board's operations over the course of the operating cycle. This statement can be used to determine whether the Board has successfully recovered all of its actual costs including depreciation through user fees and other charges. All changes in net position are reported during the period in which the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods, such as delayed collection of operating revenues and delayed payment of current year expenses.

Statement of Cash Flows

The Statement of Cash Flows provides information about the Board's cash receipts and cash payments, and net changes in cash resulting from operations, investing and financing activities. From the Statement of Cash Flows, the reader can obtain information on the source and use of cash and the change in the cash balance for the operating cycle.

Financial Analysis of the Fiscal Year Ended June 30, 2019

Over the past year, total assets of the Board increased by $593,680 and total liabilities increased by $572,732. And for the current period, the net operating income of the Board totaled $463,321.

Condensed Statements of Net Position

Summary

The Board's assets and deferred outflows of resources exceeded its liabilities and deferred inflows of resources by $7,407,707 at fiscal year-end, a decrease of $338,483 or 4.37% from the prior year.

Our analysis that follows focuses on the Board's net position (shown in Table 1) and the changes in net position (shown in Table 2) during the year.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019

TABLE 1
Condensed Statements of Net Position

	Fiscal Year		Change in FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Current and other assets	$13,342,339	$ 12,457,521	$ 884,818	7.10%
Capital assets	18,001,535	18,292,673	(291,138)	-1.59%
TOTAL ASSETS	31,343,874	30,750,194	593,680	1.93%
Deferred outflows	978,261	1,291,142	(312,881)	-24.23%
Current liabilities	4,589,536	3,335,876	1,253,660	37.58%
Long-term liabilities	19,809,791	20,490,719	(680,928)	-3.32%
TOTAL LIABILITIES	24,399,327	23,826,595	572,732	2.40%
Deferred inflows	515,101	468,551	46,550	9.93%
Invested in utility plant, net of related debt	1,400,871	1,113,327	287,544	25.83%
Restricted for debt service	2,882,489	2,825,353	57,136	2.02%
Unrestricted	3,124,347	3,807,510	(683,163)	-17.94%
TOTAL NET POSITION	$ 7,407,707	$ 7,746,190	$ (338,483)	-4.37%

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019

Analysis of Net Position

To better understand the Board's actual financial position and its ability to deliver services in future periods, the reader will need to review the various components of the net asset category and obtain an understanding of how each relate specifically to the business activities that we perform.

TABLE 2
Components of Net Position

	Fiscal Year		Change FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Invested in capital assets, net of related debt	$ 1,400,871	$ 1,113,327	$ 287,544	25.83%
Restricted	2,882,489	2,825,353	57,136	2.02%
Unrestricted	3,124,347	3,807,510	(683,163)	-17.94%
	$ 7,407,707	$ 7,746,190	$ (338,483)	-4.37%

For the 2019 fiscal year, *Net Position Invested in Capital Assets, Net of Related Debt* increased by $287,545 or 25.83% compared to previous year. The amount shown in this category is calculated by taking the depreciated value of our capital assets and subtracting the associated bond debt.

In comparing the total amount of *Restricted Net Position* with the previous fiscal year, there was an increase of $57,136 or 2.02%. The components of this category consist of Series 2009 A and C and Series 2015 bond reserve funds, customer deposits and capital improvement fund.

Compared to the prior year's balance, there was a decrease in the *Unrestricted Net Position* category of $683,163 or 17.94%.

Unrestricted net position consists of net position that does not meet the definition of "restricted" or "invested in capital assets, net of related debt".

Analysis of Current Assets

The textbook definition of "current assets" is balance sheet items which equal the sum of cash and cash equivalents, accounts receivable, inventory, marketable securities, prepaid expenses and other assets that could be converted to cash in less than one year. Current assets are important in any financial analysis because it is from current assets that a business funds its ongoing, day-to-day operations. A comparison of the June 30, 2019 and 2018 balances by asset classification are shown in the table below.

TABLE 3
Components of Current Assets

	Fiscal Year		Change from FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Cash and cash equivalents	$ 5,338,345	$ 4,195,447	$ 1,142,898	27.24%
Accounts receivable	1,239,029	1,441,390	(202,361)	-14.04%
Unbilled revenue	497,821	540,550	(42,729)	-7.90%
Inventories	282,075	291,019	(8,944)	-3.07%
Other current assets	24,944	24,944	-	0.00%
	$ 7,382,214	$ 6,493,350	$ 888,864	13.69%

Analysis of Noncurrent Assets

Noncurrent assets represent assets that are not reasonably expected to be realized in cash or sold or consumed during the next fiscal year. When making the distinction between whether an asset should be considered current or noncurrent, liquidity or nearness to cash is not the proper basis for determining the classification. In making this determination, any encumbrances on the use of the asset must be considered. Thus, cash investments intended for liquidation of liabilities due beyond the one-year period are noncurrent assets, as are assets segregated or restricted for the liquidation of long-term debts (including amounts due within the next operating cycle). Assets designated to be used to acquire, construct or improve capital assets would also be noncurrent.

**TABLE 4
Components of Noncurrent Assets**

	Fiscal Year		Change from FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Restricted:				
Investments	$ 2,882,489	$ 2,825,353	$ 57,136	2.02%
Investment in affiliated organizations	344,314	290,432	53,882	18.55%
Other noncurrent asset	84,921	87,217	(2,296)	-2.63%
Nonutility property (net)	661,308	683,351	(22,043)	-3.23%
Deferred charges	1,987,093	2,077,818	(90,725)	-4.37%
Capital assets (net)	18,001,535	18,292,673	(291,138)	-1.59%
	$ 23,961,660	$ 24,256,844	$ (295,184)	-1.22%

The table above demonstrates the relatively large investment that the Board has made in capital assets. At the end of the 2019 fiscal year, capital assets represented about 75.13% of the noncurrent assets.

In examining the balance for the Restricted Investments category at June 30, 2019, it shows an increase of $57,136 or 2.02% compared to the previous fiscal year.

Analysis of Liabilities

In financial accounting, the term "liability" is defined as an obligation of an entity arising from past transactions or events, the settlement of which may result in the transfer or use of assets, provision of services or other yielding of economic benefits in the future. To put it in more simplistic terms, this section analyzes the various claims that creditors have against the Board's assets.

TABLE 5
Comparison of Current Liabilities from Unrestricted Net Position

	Fiscal Year		Change from FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Revenue bonds payable	$ 600,000	$ 575,000	$ 25,000	4.35%
Accounts payable - other	52,287	47,378	4,909	10.36%
Accounts payable - related parties	824,500	852,633	(28,133)	-3.30%
Customer deposits	535,910	491,900	44,010	8.95%
Accrued taxes	128,783	132,255	(3,472)	-2.63%
Accrued interest	118,727	122,321	(3,594)	-2.94%
Accrued payroll and benefits	79,227	117,256	(38,029)	-32.43%
Deferred credits	13,357	36,539	(23,182)	63.44%
Vacation and sick pay	217,999	195,851	22,148	11.31%
Other accrued liabilities	2,018,746	764,743	1,254,003	163.98%
	$ 4,589,536	$ 3,335,876	$ 1,253,660	37.58%

Current Liabilities Payable from Unrestricted Assets had a net increase in its various components of $1,253,660 or about 37.58% compared to the previous fiscal year's balance.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019

Condensed Statements of Revenues, Expenses and Changes in Net Assets

As indicated in Table 6, the change in net position for the fiscal year ended June 30, 2019 was ($338,483).

TABLE 6
Condensed Statements of Revenues, Expenses and Changes in Net Position

	Fiscal Year Ended June 30		Changes from FYE 2018 To FYE 2019	
	2019	2018	Amount	Percent
Operating revenues:				
Electric revenues	$ 16,931,479	$ 15,972,483	$ 958,996	6.00%
Total operating revenues	16,931,479	15,972,483	958,996	6.00%
Operating expenses:				
Purchased power	11,918,952	11,229,006	689,946	6.14%
Other expenses	4,549,206	4,406,705	142,501	3.23%
Total operating expenses	16,468,158	15,635,711	832,447	5.32%
Net operating income	463,321	336,772	126,549	37.58%
Non-operating income, net	(801,804)	(839,977)	38,173	-4.54%
Change in net position	(338,483)	(503,205)	164,722	-32.73%
Net position, beginning of year	7,746,190	9,028,707	(1,282,517)	-14.20%
Implementation of GASB 75 (Note 21)	-	(779,312)	779,312	-100.00%
Net position, beginning of year, restated	7,746,190	8,249,395	(503,205)	-6.10%
Net position, end of year	$ 7,407,707	$ 7,746,190	$ (338,483)	-4.37%

Analysis of Revenue

For the 2019 fiscal year, the *Operating Revenues* of the Board totaled $16,931,479. This amount represented an increase of 6.00% more than the previous year's total of $15,972,483.

Included in the *Non-Operating Revenues (Expenses) (net)* of ($801,804) are interest expense of $720,941, amortization expense of $115,064, interest income of $21,615, gain on disposal of asset of $26,026 and other expenses of $13,440.

Analysis of Expenses

The *Total Operating Expenses* for FY 2019 were $16,468,158. That amount represents an increase of $832,447 or about 5.32% more than the prior fiscal year total of $15,635,711. The nine major categories of Operating Expenses are shown in the chart below.

TABLE 7
Comparison of Operating Expenses

	Fiscal Year Ended June 30		Change from FY 2018 to FY 2019	
	2019	2018	Amount	Percent
Cost of power	$ 11,918,952	$ 11,229,006	$ 689,946	6.14%
Distribution - operation	525,840	466,967	58,873	12.61%
- maintenance	730,881	749,539	(18,658)	-2.49%
Maintenance - general plant	39,448	17,626	21,822	123.81%
Customer accounts	245,972	206,556	39,416	19.08%
Customer service and information	23,297	20,500	2,797	13.64%
Sales	6,129	5,579	550	9.86%
Administrative and general	977,835	1,013,604	(35,769)	-3.53%
Depreciation	1,189,850	1,132,907	56,943	5.03%
Taxes	809,954	793,427	16,527	2.08%
	$ 16,468,158	$ 15,635,711	$ 832,447	5.32%

As indicated by the comparative information presented above, *Cost of Power* increased by $689,946 or 6.14% compared to the prior year.

Capital Assets and Debt Administration

Capital Assets

Princeton Electric Plant Board's investment in capital assets as of June 30, 2019 was $18,001,535 (net of accumulated depreciation), as shown in the following table.

TABLE 8
Schedule of Capital Assets (Net of Depreciation)

	Fiscal Year		Increase
	2019	2018	(Decrease)
Land	$ 1,109,342	$ 1,104,842	$ 4,500
Construction in progress	159,688	109,980	49,708
Transmission plant	4,154,587	4,323,345	(168,758)
Distribution plant	11,151,718	11,364,943	(213,225)
General plant	1,426,200	1,389,563	36,637
	$ 18,001,535	$ 18,292,673	$ (291,138)

Additional detailed information concerning the Board's capital assets can be found in Note 5 in the notes to the financial statements.

Long-term Debt

At June 30, 2019, the Board had $16,515,000 in debt outstanding, a decrease of $575,000 or approximately 3.36% less than the previous fiscal year. A comparative schedule at June 30, 2019 and 2018 is shown in the tabular information provided below.

TABLE 9
Changes in Long Term Debt

	Fiscal Year		Increase	
	2109	2018	(Decrease)	Percent
Tax-Exempt Revenue Bonds				
Series 2009A	$ 6,410,000	$ 6,630,000	$ (220,000)	-3.32%
Taxable Revenue Bonds				
Series 2009C	620,000	760,000	(140,000)	-18.42%
Taxable Revenue Bonds				
Series 2015	9,485,000	9,700,000	(215,000)	-2.22%
	$ 16,515,000	$ 17,090,000	$ (575,000)	-3.36%

Additional detailed information concerning the Board's liabilities can be found in the notes to the financial statements, Note 9.

The 2009 and 2015 bonds require that earnings from the system be greater than 1.1 times the revenue bond annual debt service based on the bond year. The coverage requirement was met for June 30, 2019 and 2018.

Table 10
Debt Service Coverage Ratio (DSCR)

Operating revenues		$ 16,931,479	
Interest income		21,615	
Total operating revenue		16,953,094	
Total operating expenses	(16,468,158)		
Depreciation	1,189,850		
Pension adjustment (GASB 68)	250,682		
OPEB adjustment (GASB 75)	31,504		
Other expenses	(13,440)	(15,009,562)	
Total available for debt service		1,943,532	(A)
Interest on long-term debt	723,147		
Bond principal payments	575,000	1,298,147	(B)
DSCR - (A)/(B)		1.50	

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Princeton Electric Plant Board's finances for all those with an interest in the government's finances. Questions or requests for additional information may be addressed to Kevin Kizzee, General Manager, Princeton Electric Plant Board, 304 East Legion Drive, P.O. Box 608, Princeton, KY 42445.

FINANCIAL STATEMENTS

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF NET POSITION
JUNE 30, 2019 AND 2018

ASSETS	2019	2018
Utility plant	$ 32,369,099	$ 31,814,681
Less accumulated depreciation	14,367,564	13,522,008
Net utility plant	18,001,535	18,292,673
Restricted assets		
Investments	2,882,489	2,825,353
Other assets		
Investment in affiliated organizations	344,314	290,432
Nonutility property (net)	661,308	683,351
Other noncurrent asset	84,921	87,217
Total other assets and investments	1,090,543	1,061,000
Current assets		
Cash - general funds	5,338,345	4,195,447
Accounts receivable	1,239,029	1,441,390
Unbilled revenue	497,821	540,550
Inventories (at weighted-average cost)	282,075	291,019
Other current assets	24,944	24,944
Total current assets	7,382,214	6,493,350
Deferred charges	1,987,093	2,077,818
Total assets	31,343,874	30,750,194
DEFERRED OUTFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	978,261	1,291,142

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF NET POSITION
JUNE 30, 2019 AND 2018

LIABILITIES	2019	2018
Current liabilities		
Revenue bonds payable	600,000	575,000
Accounts payable - other	52,287	47,378
Accounts payable - related parties	824,500	852,633
Customer deposits	535,910	491,900
Accrued taxes	128,783	132,255
Accrued interest	118,727	122,321
Accrued payroll and benefits	79,227	117,256
Deferred credits	13,357	36,539
Vacation and sick pay	217,999	195,851
Other accrued liabilities	2,018,746	764,743
Total current liabilities	4,589,536	3,335,876
Noncurrent liabilities		
Revenue bonds payable	16,000,663	16,604,346
Net pension and other postemployment benefit liabilities	3,809,128	3,886,373
Total noncurrent liabilities	19,809,791	20,490,719
Total liabilities	24,399,327	23,826,595
DEFERRED INFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	515,101	468,551
NET POSITION		
Invested in capital assets, net of related debt	1,400,871	1,113,327
Restricted	2,882,489	2,825,353
Unrestricted	3,124,347	3,807,510
Total net position	$ 7,407,707	$ 7,746,190

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
OPERATING REVENUES	$ 16,931,479	$ 15,972,483
OPERATING EXPENSES		
Cost of power	11,918,952	11,229,006
Distribution - operation	525,840	466,967
- maintenance	730,881	749,539
Maintenance - general plant	39,448	17,626
Customer accounts	245,972	206,556
Customer service and information	23,297	20,500
Sales	6,129	5,579
Administrative and general	977,835	1,013,604
Depreciation	1,189,850	1,132,907
Taxes	809,954	793,427
Total operating expenses	16,468,158	15,635,711
Net operating revenues	463,321	336,772
NONOPERATING REVENUES (EXPENSES)		
Interest expense on long-term debt	(715,869)	(737,040)
Other interest expense	(5,072)	(4,303)
Amortization of debt expense	(90,725)	(90,725)
Amortization - other	(24,339)	(24,339)
Interest income	21,615	20,875
Gain (loss) on disposition of property	26,026	-
Other expenses	(13,440)	(4,445)
Net nonoperating revenues (expenses)	(801,804)	(839,977)
CHANGE IN NET POSITION	(338,483)	(503,205)
NET POSITION, BEGINNING OF YEAR	7,746,190	9,028,707
Implementation of GASB 75 (Note 21)	-	(779,312)
NET POSITION, BEGINNING OF YEAR, restated	7,746,190	8,249,395
NET POSITION, END OF YEAR	$ 7,407,707	$ 7,746,190

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
Cash flows from operating activities		
Receipts from customers and users	$ 17,176,569	$ 15,518,520
Payments to suppliers	(11,718,200)	(11,341,801)
Payments to employees	(1,223,300)	(1,163,970)
Payments of taxes	(813,426)	(790,457)
Net cash provided (used) by operating activities	3,421,643	2,222,292
Cash flows from capital financing activities		
Expenditures for utility plant	(836,066)	(369,977)
Net cost of retiring plant	(36,618)	(44,438)
Principal payments on long-term debt	(575,000)	(555,000)
Interest paid	(728,217)	(748,422)
Net cash provided (used) by capital financing activities	(2,175,901)	(1,717,837)
Cash flows from investing activities		
Investment in affiliated companies	(53,883)	(61,681)
Interest income	21,615	20,875
Interest and other revenues	(13,440)	(4,445)
Net cash provided (used) by investing activities	(45,708)	(45,251)
Net increase (decrease) in cash	1,200,034	459,204
Cash, beginning of year	7,020,800	6,561,596
Cash, end of year	8,220,834	7,020,800
Less restricted funds	(2,882,489)	(2,825,353)
Cash per statement of net position	$ 5,338,345	$ 4,195,447

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS, continued
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
Reconciliation of operating income to net cash provided by operating activities:		
Net operating revenues	$ 463,321	$ 336,772
Adjustments to reconcile net operating revenues to net cash provided by operating activities:		
Depreciation	1,189,850	1,132,907
Changes in assets and liabilities:		
Receivables	202,360	(305,238)
Unbilled revenues	42,729	(147,548)
Materials and supplies	8,944	(16,606)
Other assets	-	(1,178)
Accounts payable	(23,225)	27,140
Deferred pension and postemployment benefits amounts	282,186	337,358
Other current and accrued liabilities	1,254,003	702,842
Accrued payroll and other taxes	(38,029)	33,369
Vacation and sick pay	22,148	(6,061)
Accrued taxes - property	(3,472)	2,970
Customer deposits	44,010	77,328
Deferred credits	(23,182)	48,237
Total adjustments	2,958,322	1,885,520
	$ 3,421,643	$ 2,222,292

See accompanying notes to the financial statements

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity

The City of Princeton authorized the Princeton Electric Plant Board (PEPB) to serve the needs of its approximately 4,000 customers under KRS 96.550-900. PEPB is governed by a Board of Directors “Board” who are appointed by the Mayor of Princeton, KY and are responsible for selection of fiscal policies.

Princeton Electric Plant Board is considered a related organization of the City of Princeton. The City of Princeton is not financially accountable for PEPB.

Basis of Presentation and Accounting

The financial statements are presented on the regulatory basis of accounting. Under KRS 96.550-900 (Little TVA Act), the board of directors of municipal corporations determine accounting policies under which the Board will operate. The board of directors have elected to use accounting policies established by the Federal Energy Regulatory Commission (FERC). Revenues and expenses are recognized on the accrual basis.

Proprietary Fund Type

The Board is intended to be self-supporting through user charges. All of its revenues, expenses, assets and liabilities, including fixed assets and long-term debt associated with the specific activity, are accounted for within its financial statements.

Proprietary funds are used to account for activities similar to those found in the private sector, where the determination of net income is necessary or useful to sound financial administration.

Use of Estimates

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

Cash and Cash Equivalents

For the purposes of the statements of cash flows, the Board considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Investments

Investment purchases and sales are recorded as of the trade date. Dividend income is recognized on the ex-dividend date. Other investment income is recognized when earned.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Investments are reported at fair value. Fair value is the amount reasonably expected to be received for an investment in a current sale between a willing buyer and a willing seller. Fixed income securities, real estate investment trust (REITS), derivatives and common and preferred stocks are valued based on published market prices and quotations from national security exchanges and security pricing services. International stocks are then adjusted to reflect the current exchange rate of the underlying currency. Investments, for which no national exchanges or pricing services exist, such as private equity assets, are valued at fair value by the investment partnership based on the valuation methodology outlined in the partnership agreement. Real estate may be valued by the manager or independent appraisers. Comingled assets that are not traded on a national exchange are valued by the comingled manager. The Board performs due diligence reviews of the investment pricing, process and infrastructure of private equity, commingled and real estate investments to assure that the asset values provided by the managers are available.

Net appreciation (depreciation) is determined by calculating the change in the fair value of investments between the beginning of the year and the end of the year, less purchases of investments at cost, plus sales of investments at fair value. Investment expenses consist of external expenses directly related to the Board's investment operations, as well as the internal administrative expenses associated with the Board's investment program.

Accounts Receivable

PEPB grants credit to its customers, all of whom are residents or businesses located in or around Princeton, and Caldwell County, Kentucky. PEPB's policy is to write off uncollectible accounts in the year they are deemed to be uncollectible. PEPB determined that no need existed to provide for an allowance for uncollectible accounts at June 30, 2019 and 2018.

Material and Supplies Inventory

Material and supplies inventory (which consists of wire, poles and other supplies) is valued at average cost.

Board Plant

Board plant is carried at cost. Depreciation is computed using the straight-line method. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalized. Deduction is made for retirements resulting from renewals or betterments. The electric plant is accounted for in accordance with the requirements of the Federal Energy Regulatory Commission's system of accounts. The electric plant was initially recorded at the original costs to the Kentucky Utilities Company, the entity first developing it for public service. The difference between the Princeton Electric Plant Board's purchase price and the Kentucky Utilities Company's original costs, less depreciation, was included in acquisition adjustments, which were written off over a 20-year period along with other costs of acquisition included therein. In addition, the cost of removal of assets is charged to accumulated depreciation.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Compensated Absences

PEPB compensates employees for paid time-off including vacation and sick leave benefits. PEPB has adopted the termination payment method to calculate the liability related to compensated absences for sick leave. Other paid time-off is calculated at pay rate times hours.

Impairment of Capital Assets

In accordance with GASB Statement No. 42, "Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries," management evaluates prominent events or changes in circumstances affecting capital assets to determine whether impairment of a capital asset has occurred. A capital asset is generally considered impaired if both (a) the decline in service of the capital asset is large in magnitude and (b) the event or change in circumstance is outside the normal life cycle of the capital asset. No impairment losses were recognized in the years ended June 30, 2019 and 2018.

Pensions and Postemployment Benefits Other than Pensions (OPEB)

For purposes of measuring the liability, deferred outflows of resources and deferred inflows of resources related to pensions, pension expense, OPEB and OPEB expense, information about the fiduciary net position of the County Employees Retirement System ("CERS"), and additions to/deductions from CER's fiduciary net position have been determined on the same basis as they are reported by CERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value, except for money market investments and participating interest-earning investment contracts that have a maturity at the time of purchase of one year or less, which are reported at cost.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then. The Board has two items that qualify for reporting in this category. The deferred outflows of resources relate to the net pension liability described in Note 10 and the OPEB liability described in Note 11.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The Board has two items that qualify for reporting in this category: The deferred inflows of resources relate to the net pension liability as described in Note 10 and the OPEB liability described in Note 11.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Revenues and Expenses

Proprietary funds distinguish between operating and non-operating items. Operating revenues generally result from providing services, producing, and delivering goods in connection with the Board's principal ongoing operations. The principal operating revenues of the Board are charges to customers for sales and services. Operating expenses for enterprise funds 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 non-operating revenues and expenses.

Net Position

Net position is categorized as invested in capital assets (net of related debt), restricted and unrestricted and further described as follows.

- *Invested in Capital Assets, Net of Related Debt* – This category groups all capital assets including infrastructure into one component of net position. Accumulated depreciation and the outstanding balances of debt that are attributed to the acquisition, construction or improvement of these assets reduce the balance in this category.

- *Restricted* – This category represents those assets which have constraints placed on the expenditures either externally imposed or imposed by law or enabled by legislature.

- *Unrestricted* – This category presents the net position of the Board not included elsewhere.

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

Income Tax Status

The Board is exempt from federal and state income taxes. Accordingly, the financial statements include no provision for such taxes.

Subsequent Events

Subsequent events have been evaluated through October 22 2019, which is the date the financial statements were available to be issued.

NOTE 2 – CASH – GENERAL FUNDS

The carrying amounts are reflected in the financial statements as follows:

	2019	2018
Change funds	$ 5,000	$ 4,438
Operating reserve fund	4,620,680	3,500,500
Other special funds	75,000	75,000
Revenue fund general	637,665	615,509
	$ 5,338,345	$ 4,195,447

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a depository institution failure, the Board's deposits may not be returned to it. The Board does not have a policy regarding custodial credit risk for deposits.

State law requires collateralization of all deposits with federal depository insurance; bonds and other obligations of the U.S. Treasury, U.S. agencies or instrumentalities of the State of Kentucky; bonds of any city, county, school district or special road district of the State of Kentucky; bonds of any state; or a surety bond having an aggregate value at least equal to the amount of deposits.

At June 30, 2019, the Board's deposits (including restricted funds in Note 3) in depository institutions had a carrying amount of $8,220,834 and bank balances of $8,272,858. At June 30, 2019, the deposits were covered entirely by FDIC insurance or a properly executed collateral security agreement. At June 30, 2018, the Board's deposits in depository institutions had a carrying amount of $7,020,800 and bank balances of $7,069,959. At June 30, 2018, the deposits were covered entirely by FDIC insurance or a properly executed collateral security agreement.

NOTE 3 – RESTRICTED ASSETS

Restricted assets at June 30 consisted of:

	2019	2018
Customer deposits	$ 535,910	$ 491,900
Debt service reserve fund	1,326,884	1,326,878
2009 bond principal and interest	519,695	506,575
Capital improvement fund	500,000	500,000
Total restricted special funds	$ 2,882,489	$ 2,825,353

The separate cash funds listed above are not required by the bond resolutions but are Board designations.

Customer deposits are held in the general operating account but are classified as a restricted asset.

The revenue bond reserve funds are restricted in their use to the payments for construction of assets and interest and principal on the bonds outstanding under the authority of the bond resolutions.

The capital improvement fund is established under the 2009 bond covenants to be used for capital improvements. A minimum balance of $500,000 is to be maintained. As of June 30, 2019 and 2018, the capital improvement fund was fully funded.

As of June 30, 2019, the Board had investments of $1,846,579 in repurchase agreements. The guaranteed investment contracts are used as sinking funds and debt service reserves for the Series 2015 and 2009 bond issues.

Fair Value Measurement

The Board measures and records its investments using fair value measurement guidelines established by generally accepted accounting principles. These guidelines recognize a three-tiered fair value hierarchy, as follows:

Level 1 – Quoted prices for identical investments in active markets;
Level 2 – Observable inputs other than quoted market prices; and,
Level 3 – Unobservable inputs.

NOTE 3 – RESTRICTED ASSETS, continued

At June 30, 2019, the Board had the following recurring fair value measurements.

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Bayerische Landesbank Investment Repurchase Agreement	$ 1,846,579	$ -	$ -
Total investment measured at fair value	$ 1,846,579	$ -	$ -

At June 30, 2018, the Board had the following recurring fair value measurements.

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Bayerische Landesbank Investment Repurchase Agreement	$ 1,833,453	$ -	$ -
Total investment measured at fair value	$ 1,833,453	$ -	$ -

Debt and equity securities in Level 1 are valued using prices quoted in active markets for those securities.

Interest Rate Risk: The Board does not have a formal investment policy that limits its investment maturities as a means of managing its exposure to losses arising from changes in interest rates. The Board's investments are in repurchase agreements comprised of securities representing high-quality, liquid debt, limiting the Board's exposure to interest rate risk.

Custodial Credit Risk for Investments: Under Kentucky Revised Statues Section 66.480, the Board is authorized to invest in obligations of the United States and its agencies and instrumentalities, obligations and contracts for future delivery or purchase of obligations backed by the full faith and credit of the United States or of its agencies, obligations of any corporation of the United States government, certificates of deposit, commercial paper rated in one of the three highest categories by nationally recognized rating agencies and shares in mutual funds. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Board will not be able to recover the value of its investments held in possession of an outside party. The Board does not have an investment policy that would further limit its investment choices.

NOTE 3 – RESTRICTED ASSETS, continued

Credit Risk for Investments: Credit risk for investments is the risk that an issuer or other counter-party to an investment will not fulfill its obligations. The Board does not have an investment policy for credit risk but follows the investment policy statues of the State of Kentucky. The repurchase agreements of the Board have high quality credit ratings of A3 (Moody's Investor Service), which minimize the Board's credit risk.

Concentration of Credit Risk: The Board places no limit on the amount the Board may invest in any one issuer. Investments issued by or explicitly guaranteed by the U.S. Government and investments in mutual funds, external investment pools and other pooled investments are exempt from concentration of credit risk disclosures. As of June 30, 2019, the Board held $1,846,579 in a repurchase agreement that comprises U.S. securities only.

NOTE 4 - INVESTMENT IN AFFILIATED ORGANIZATIONS

Investment in affiliated organizations consisted of the following at June 30, 2019 and 2018:

	2019	2018
Central Service Association	$ 15,051	$ 14,168
MuniNet	329,263	276,264
Total	$ 344,314	$ 290,432

Central Service Association is a computer technology company that serves municipals throughout the region and provides them with software and support tailored to the electric industry.

MuniNet is a partnership of electric utilities that is working to provide fiber service throughout western Kentucky (See Note 20).

NOTE 5 – BOARD PLANT AND DEPRECIATION PROCEDURES

A summary of changes in major classifications of the Board plant in service for the year ended June 30, 2019 is as follows:

	Balance June 30, 2018	Reclassifications/ Additions	Reclassifications/ Retirements	Balance June 30, 2019
Utility plant not depreciated:				
Land	$ 1,104,842	$ 4,500	$ -	$ 1,109,342
Construction in progress	109,981	1,210,875	1,161,168	159,688
Total utility plant not depreciated	1,214,823	1,215,375	1,161,168	1,269,030
Utility plant depreciated:				
Transmission plant	5,652,956	-	-	5,652,956
Distribution plant	21,014,405	485,280	137,229	21,362,456
General plant	3,932,497	296,579	144,419	4,084,657
Total utility plant depreciated	30,599,858	781,859	281,648	31,100,069
Accumulated depreciation	(13,522,008)	(1,189,850)	344,294	(14,367,564)
Total utility plant depreciated, net	17,077,850	(407,991)	(62,646)	16,732,505
Total utility plant	$18,292,673	$ 807,384	$ 1,098,522	$ 18,001,535

NOTE 5 – BOARD PLANT AND DEPRECIATION PROCEDURES, continued

A summary of changes in major classifications of the Board plant in service for the year ended June 30, 2018 is as follows:

	Balance June 30, 2017	Reclassifications/ Additions	Reclassifications/ Retirements	Balance June 30, 2018
Utility plant not depreciated:				
Land	$ 1,104,842	$ -	$ -	$ 1,104,842
Construction in progress	60,857	515,165	466,041	109,981
Total utility plant not depreciated	1,165,699	515,165	466,041	1,214,823
Utility plant depreciated:				
Transmission plant	5,652,956	-	-	5,652,956
Distribution plant	20,766,759	289,571	41,925	21,014,405
General plant	3,914,765	31,282	13,550	3,932,497
Total utility plant depreciated	30,334,480	320,853	55,475	30,599,858
Accumulated depreciation	(12,489,015)	(1,132,906)	99,913	(13,522,008)
Total utility plant depreciated, net	17,845,465	(812,053)	(44,438)	17,077,850
Total utility plant	$19,011,164	$ (296,888)	$ 421,603	$ 18,292,673

Depreciation charged to expense was $1,189,850 and $1,132,907 for June 30, 2019 and 2018.

Major outlays for capital assets and improvements are capitalized as projects are constructed. A total of $159,688 and $109,981 of assets were under construction and shown as construction in progress in the capital assets information above as of June 30, 2019 and 2018.

In accordance with accounting standards prescribed by the Federal Energy Regulatory Commission, applicable to electric utilities, cost of removal of assets are reported as reductions of accumulated depreciation and evaluated periodically for valuation.

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NOTE 6 – RECEIVABLES

Net receivables include the following at June 30:

	2019	2018
Accounts receivable		
Electric	$ 1,271,082	$ 1,412,460
YTD even pay	(37,474)	3,201
	1,233,608	1,415,661
Other receivables	5,421	25,729
Total	$ 1,239,029	$ 1,441,390

NOTE 7 – MATERIAL AND SUPPLIES

The values of electric materials at balance sheet dates were ascertained by reference to perpetual inventory records. Princeton Electric Plant Board personnel make physical counts of stock near the end of each year and adjust the perpetual inventory records to actual count. The adjustment to the general ledger control is made to bring it into conformity with perpetual stock records. This amount is charged against stores expense (clearing) each year. The positive (negative) adjustments required were $1,642 and $1,126 as of June 30, 2019 and 2018, respectively.

NOTE 8 – DEFERRED CHARGES

Deferred charges at June 30 consisted of:

	2019	2018
Unamortized debt discount/expense - 2009	$ 832,943	$ 867,822
Unamortized debt discount/expense - 2015	1,154,150	1,209,996
Total	$ 1,987,093	$ 2,077,818

NOTE 9 – LONG-TERM DEBT

Issue Date	Proceeds	Rates	Maturity Date
2009A	$ 7,965,000	2.00%-5.00%	11/1/2037
2009C	1,935,000	3.25%-6.07%	11/1/2022
2015	10,405,000	3.00%-3.70%	11/1/2041

All the revenue bonds are payable solely from and secured by a first pledge of the net electric revenues. So long as any of the bonds are outstanding and unpaid, PEPB will ensure that the electric plant be continuously operated and maintained in good condition, and rates and charges for services rendered will be imposed and collected so that gross revenues will be sufficient at all times to provide for the payment of the operation and maintenance of the electric plant.

The 2009 and 2015 bonds require that earnings from the system be greater than 1.1 times the revenue bond annual debt service based on the bond year. The coverage requirement was met for June 30, 2019 and 2018.

Accrued interest on the 2009 (A & C) and 2015 bonded indebtedness represents the liability for the periods from May 1, the last payment date, to June 30. The accrued interest is $118,727 and $122,321 at June 30, 2019 and 2018, respectively.

The changes in outstanding debt for the year ended June 30, 2019 are as follows:

	Balance July 1, 2018	New Issues	Debt Payments and Refunds	Balance June 30, 2019
Tax - Exempt Revenue Bonds				
Series 2009A	$ 6,630,000	$ -	$ 220,000	$ 6,410,000
Taxable Revenue Bonds				
Series 2009C	760,000	-	140,000	620,000
Taxable Revenue Bonds				
Series 2015	9,700,000	-	215,000	9,485,000
	$ 17,090,000	$ -	$ 575,000	16,515,000
Plus: Unamortized premium				226,349
Less: Unamortized discount				(140,686)
Net total				$ 16,600,663

NOTE 9 – LONG-TERM DEBT, continued

The changes in outstanding debt for the year ended June 30, 2018 are as follows:

	Balance July 1, 2017	New Issues	Debt Payments and Refunds	Balance June 30, 2018
Tax - Exempt Revenue Bonds				
Series 2009A	$ 6,840,000	$ -	$ 210,000	$ 6,630,000
Taxable Revenue Bonds				
Series 2009C	895,000	-	135,000	760,000
Taxable Revenue Bonds				
Series 2015	9,910,000	-	210,000	9,700,000
	$ 17,645,000	$ -	$ 555,000	17,090,000
Plus: Unamortized premium				237,301
Less: Unamortized discount				(147,955)
Net total				$ 17,179,346

The cost of issuance and discount associated with the issuance of the revenue bonds payable is being amortized on the straight-line method over the term of the bonds. Amortization for the year ending June 30 was expensed as follows:

	Discount/Premium 2019	Discount/Premium 2018
Interest		
Series 2009 A	$ 6,509	$ 6,509
Series 2009 C	760	760
Series 2015	(10,952)	(10,952)
	$ (3,683)	$ (3,683)

	Cost of Issuance 2019	Cost of Issuance 2018
Amortization		
Series 2009	$ 34,879	$ 34,879
Series 2015	55,846	55,846
	$ 90,725	$ 90,725

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NOTE 9 – LONG-TERM DEBT, continued

The following represents principal and interest payments on outstanding debt.

	2009A			2009C		
	Principal	Interest	Total	Principal	Interest	Total
2020	$ 225,000	$ 294,143	$ 519,143	$ 150,000	$ 32,383	$ 182,383
2021	235,000	285,224	520,224	155,000	23,824	178,824
2022	245,000	275,502	520,502	155,000	14,416	169,416
2023	255,000	265,061	520,061	160,000	4,856	164,856
2024	265,000	254,011	519,011	-	-	-
2025-2029	1,495,000	1,080,576	2,575,576	-	-	-
2030-2034	1,860,000	695,279	2,555,279	-	-	-
2035-2038	1,830,000	188,500	2,018,500	-	-	-
	$ 6,410,000	$3,338,296	$ 9,748,296	$ 620,000	$ 75,479	$ 695,479

	2015			GRAND TOTAL		
	Principal	Interest	Total	Principal	Interest	Total
2020	$ 225,000	$ 374,387	$ 599,387	$ 600,000	$ 700,913	$ 1,300,913
2021	240,000	367,412	607,412	630,000	676,460	1,306,460
2022	250,000	357,562	607,562	650,000	647,480	1,297,480
2023	250,000	348,656	598,656	665,000	618,573	1,283,573
2024	315,000	338,125	653,125	580,000	592,136	1,172,136
2025-2029	1,820,000	1,464,550	3,284,550	3,315,000	2,545,126	5,860,126
2030-2034	2,185,000	1,130,454	3,315,454	4,045,000	1,825,733	5,870,733
2035-2039	2,715,000	583,020	3,298,020	4,545,000	771,520	5,316,520
2040-2042	1,485,000	67,877	1,552,877	1,485,000	67,877	1,552,877
	$ 9,485,000	$5,032,043	$ 14,517,043	$ 16,515,000	$ 8,445,818	$24,960,818

NOTE 10 – DEFINED BENEFIT PENSION PLAN

The Board's employees are provided a pension plan through the County Employees Retirement System.

General information about the County Employees Retirement System Non-Hazardous ("CERS")

Plan description – CERS is a cost-sharing multiple-employer defined benefit pension plan administered by the Kentucky Retirement System, an agency of the Commonwealth of Kentucky. Under the provisions of the Kentucky Revised Statute ("KRS") Section 61.645, the Board of Trustees of the Kentucky Retirement System administers CERS and has the authority to establish and amend benefit provisions. The Kentucky Retirement System issues a publicly available financial report that includes financial statements and required supplementary information for CERS. That report may be obtained from http://kyret.ky.gov/.

Benefits provided – CERS provides retirement, death and disability benefits to Plan employees and beneficiaries. Employees are vested in the plan after five years' service. For retirement purposes, employees are grouped into three tiers, based on hire date:

Tier 1	Participation date	Before September 1, 2008
	Unreduced retirement	27 years' service or 65 years' old
	Reduced retirement	At least 5 years' service and 55 years' old
		At least 25 years' service and any age
Tier 2	Participation date	September 1, 2008 – December 31, 2013
	Unreduced retirement	At least 5 years' service and 65 years' old
		Or age 57+ and sum of service years plus age equal 87
	Reduced retirement	At least 10 years' service and 60 years' old
Tier 3	Participation date	After December 31, 2013
	Unreduced retirement	At least 5 years' service and 65 years' old
		Or age 57+ and sum of service years plus age equal 87
	Reduced retirement	Not available

Cost of living adjustments are provided at the discretion of the General Assembly. Retirement is based on a factor of the number of years' service and hire date multiplied by the average of the highest five years' earnings. Reduced benefits are based on factors of both of these components. During the 2018 legislative session, House Bill 185 was enacted, which updated the benefit provisions for active members who die in the line of duty. Benefits paid to the spouses of deceased members have been increased from 25% of the member's final rate of pay to 75% of the member's average pay. If the member does not have a surviving spouse, benefits paid to surviving dependent children have been increased from 10% of the member's final pay rate to 50% of average pay for one child, 65% of average pay for two children, or 75% of average pay for three children. The total pension liability as of June 30, 2018 is determined using these updated benefit provisions.

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Contributions – Required contributions by the employee are based on the tier:

	Required contributions
Tier 1	5%
Tier 2	5% + 1% for insurance
Tier 3	5% + 1% for insurance

Pension Liabilities, Pension Expense and Deferred Outflows or Resources and Deferred Inflows of Resources Related to Pensions

At June 30, 2019 and 2018, the Board reported a liability for its proportionate share of the net pension liability for CERS. The amount recognized by the Board as its proportionate share of the net pension liability and the total portion of the net pension liability that was associated with the Board were as follows:

	2019	2018
Board's proportionate share of the CERS net pension liability	$ 2,949,352	$ 2,892,822

The net pension liability of the plan was measured as of June 30, 2018 and 2017, and the total pension liability used to calculate the net pension liability were based on the actuarial valuation date of June 30,2017. The total pension liability was rolled forward from the valuation date (June 30, 2017) to the plan's fiscal year ending June 30, 2018, using generally accepted actuarial principles.

The Board's proportion of the net pension liability for CERS was based on the actual liability of the employees and former employees relative to the total liability of the System as determined by the actuary. At June 30, 2019 and 2018, the Board's proportion was 0.048427% and 0.049422%, respectively.

For the year ended June 30, 2019 and 2018, the Board recognized pension expense of $448,689 and $475,397 related to CERS. At June 30, 2019 and 2018, the Board reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

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NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

	2019		2018	
County Employees Retirement System	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	$ 96,200	$ 43,172	$ 3,588	$ 73,432
Changes in assumptions	288,237	-	533,804	-
Net difference between projected and actual earnings on pension plan investments	137,147	172,511	229,108	193,327
Changes in proportion and differences between EPB contributions and proportionate share of contributions	22,751	118,799	78,242	149,771
PEPB contributions subsequent to the measurement date	198,005	-	173,798	-
Total	$ 742,340	$ 334,482	$ 1,018,540	$ 416,530

The amount of $198,005 reported as deferred outflows of resources related to pensions resulting from Board contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2020.

The collective amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Years Ending June 30,	
2019	$ 189,989
2020	76,281
2021	(40,588)
2022	(15,829)
2023	-
Thereafter	-
Total	$ 209,853

Actuarial assumptions – The total pension liability in the June 30, 2018 and 2017 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

NOTE 10– DEFINED BENEFIT PENSION PLAN, continued

	Measurement Period	
	2018	2017
Inflation	3.25%	2.30%
Projected salary increases, average, including inflation	4.00%	3.05%
Investment rate of return, net of plan investment expense, including inflation	7.50%	6.25%

For the June 30, 2018 actuarial valuation, the mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement.

The actuarial assumption used in the June 30, 2018 valuation were based on the results of an actuarial experience study for the period July 1, 2008 – June 30, 2013. The most recent experience study was conducted in 2018 and will be use in the June 30, 2019 actuarial valuation for the Fiscal Year 2020 audit.

Long term rate of return - The long-term expected return on plan assets is reviewed as part of the regular experience studies prepared every five years. The most recent analysis, performed for the period covering fiscal years 2008 through 2013, is outlined in a report dated April 30, 2014. Several factors are considered in evaluating the long-term rate of return assumption including long-term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense and inflation) were developed by the investment consultant for each major asset class. These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation. The capital market assumptions developed by the investment consultant are intended for use over a 10-year horizon and may not be useful in setting the long-term rate of return for funding pension plans which covers a longer timeframe.

The target asset allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Measurement Period 2018 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
US equity*	17.50%	14.50%
International equity*	17.50%	13.75%
Global bonds	4.00%	3.00%
Global credit	2.00%	3.75%
High yield	7.00%	7.50%
Emerging market debt	5.00%	6.00%
Private credit	10.00%	8.50%
Real estate	5.00%	9.00%
Absolute return	10.00%	5.00%
Real return*	10.00%	7.00%
Private equity	10.00%	6.50%
Cash	2.00%	1.50%
Total	100.00%	

Measurement Period 2017 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
US equity*	17.50%	14.50%
International equity*	17.50%	13.75%
Global bonds	4.00%	3.00%
Global credit	2.00%	3.75%
High yield	7.00%	7.50%
Emerging market debt	5.00%	6.00%
Private credit	10.00%	8.50%
Real estate	5.00%	9.00%
Absolute return	10.00%	5.00%
Real return*	10.00%	7.00%
Private equity	10.00%	6.50%
Cash	2.00%	1.50%
Total	100.00%	

*Long-term expected real rates may vary by plans depending on the risk tolerance of the plan

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Discount rate – The discount rate used to measure the total pension liability for the measurement periods with years ended June 30, 2018 and 2017 was 6.25% and 6.25%, respectively. The projection of cash flows used to determine the discount rate assumed that local employers would contribute the actuarially determined contribution rate of projected compensation over the remaining 25-year (closed) amortization period of the unfunded actuarial accrued liability. The actuarial determined contribution rate is adjusted to reflect the phase in of anticipated gains on actuarial value of assets over the first four years of the projection period. The discount rate determination does not use a municipal bond rate. The long-term investment rate of return was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of CERS proportionate share of net pension liability to changes in the discount rate – The following table presents the Board's proportionate share of the net pension liability, calculated using the discount rates selected by each pension system, as well as what the Board's proportionate share of net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower or 1-percentage-point higher than the current rate.

	1% Decrease	Discount Rate	1% Increase
2019	5.25%	6.25%	7.25%
PEPB's proportionate share of net pension liability	$ 3,712,929	$ 2,949,352	$ 2,309,608
2018	5.25%	6.25%	7.25%
PEPB's proportionate share of net pension liability	$ 3,648,473	$ 2,892,822	$ 2,260,725

Pension plan fiduciary net position – Detailed information about the pension plan's fiduciary net position is available in the separately issued financial reports of CERS.

*Payable to the Pension plan – A*t June 30,2019, the Board reported a payable of $0.00 for the outstanding amount of contributions to the pension plan required for the year ended June 30, 2019.

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB)

General Information about the OPEB Plan

Plan description: County Employees Retirement System consists of two plans, Non-Hazardous and Hazardous. Each plan is a cost-sharing multiple-employer defined benefit Other Postemployment Benefits (OPEB) plan administered by the Kentucky Retirement Systems (KRS) under the provision of Kentucky Revised Statute Sections 61.510, 61.515, 61.702, 78.520 and 78.630. The plan covers all regular full-time members employed in non-hazardous and hazardous duty positions of each participating county, city and any additional eligible local agencies electing to participate. The plans provide for health insurance benefits to plan members. OPEB may be extended to beneficiaries of plan members under certain circumstances. The Board participates in the Non-Hazardous plan.

Benefits provided: The KRS' Insurance Fund was established to provide hospital and medical insurance for eligible members receiving benefits from CERS. The eligible non-Medicare retirees are covered by the Department of Employee Insurance (DEI) plans. KRS submits the premium payments to DEI. The Board contracts with Humana to provide health care benefits to the eligible Medicare retirees through a Medicare Advantage Plan. The Insurance Fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance.

The amount of contribution paid by the Insurance Fund is based on years of service. For members participating prior to July 1, 2003, years of service and respective percentages of the maximum contribution are as follows:

Portion Paid by Insurance Fund	
Years of Service	Paid by Insurance Fund (%)
20+ Years	100.00%
15-19 Years	75.00%
10-14 Years	50.00%
4-9 Years	25.00%
< 4 Years	0.00%

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

As a result of House Bill 290 (2004 Kentucky General Assembly), medical insurance benefits are calculated differently for members who began participating on, or after July 1, 2003. Once members reach a minimum vesting period of 10 years, non-hazardous employees whose participation began on, or after July 1, 2003, earn $10 per month for insurance benefits at retirement for every year of earned service without regard to a maximum dollar amount. Hazardous employees whose participation began on, or after July 1, 2003 earn $15 per month for insurance benefits at retirement for every year of earned service without regard to a maximum dollar amount. Upon death of a hazardous employee, the employee's spouse receives $10 per month for insurance benefits for each year of the deceased employee's earned hazardous service. This dollar amount is subject to adjustment annually, which is currently 1.5% based upon Kentucky Revised Statutes. This benefit is not protected under the inviolable contract provisions of KRS 61.652, 61.692 and 78.852. The Kentucky General Assembly reserves the right to suspend or reduce this benefit if, in its judgement, the welfare of the Commonwealth so demands.

There was no legislation enacted during the 2018 legislative session that had a material change in benefit provisions for either system for this valuation period.

Contributions: The employee contribution rate is set by state statute. Non-Hazardous employees contribute 5%. Employees hired on or after September 1, 2008, contribute an additional 1% to health insurance.

The employer contribution rates are set by the KRS Board under Kentucky Revised Statute 61.565 based on an annual actuarial valuation, unless altered by legislation enacted by the Kentucky General Assembly. For the fiscal year ended June 30, 2019 and 2018, participating employers contributed 21.48% (16.22% pension fund and 5.26% insurance fund) and 19.18% (14.48% pension fund and 4.70% insurance fund), respectively, of each employee's creditable compensation. The actuarially determined rates set by the Board for the fiscal years was a percentage of each employee's creditable compensation. Contribution to the insurance fund from the Board were $64,211 and $56,412 for the years ended June 30, 2019 and 2018, respectively.

The Board has met 100% of the contribution funding requirement for the year ended June 30, 2019. Total current year contributions recognized by the Plan were $63,735 for the year ended June 30, 2019. The OPEB contribution amount does not include the implicit subsidy reported in the amount of $13,870.

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

OPEB Liabilities, OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

At June 30, 2019 and 2018, the Board reported a liability of $859,776 and $993,551, respectively, for its proportionate share of the net OPEB liability. The net OPEB liability was measured as of June 30, 2018, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of June 30, 2017. The total OPEB liability was rolled-forward from the valuation date to the plan's fiscal year end, June 30, 2018, using generally accepted actuarial principles. The Board's proportion of the net OPEB liability was based on the Board's share of contributions to the OPEB plan relative to the contributions of all participating employers. At June 30, 2019 and 2018, the Board's proportion for the non-hazardous system was 0.048425% and 0.049422%, respectively.

For the year ended June 30, 2019 and 2018, the Board recognized OPEB expense of $105,977 and $113,218. At June 30, 2019 and 2018, the Board reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	2019		2018	
County Employees Retirement System (CERS) OPEB	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual experience	$ -	$ 100,196	$ -	$ 2,760
Net difference between projected and actual earnings on OPEB plan investments	-	59,222	-	46,955
Changes of assumptions	171,710	1,986	216,190	-
Changes in proportion and differences between employer contributions and proportionate share of contributions	-	19,215	-	2,306
PEPB contributions subsequent to the measurement date	64,211	-	56,412	-
Total	$ 235,921	$ 180,619	$ 272,602	$ 52,021

$64,211 reported as deferred outflows of resources related to PEB resulting from Board contributions subsequent to the measurement date will be recognized as a reduction of the net OPEB liability in the year ending June 30, 2020. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Years Ending June 30,		
2019	$	(650)
2020		(650)
2021		(650)
2022		10,852
2023		(11,170)
Thereafter		(6,641)
Total	$	(8,909)

Actuarial assumptions: The total OPEB liability in the June 30, 2018 actuarial valuation was determined using the following actuarial methods and assumptions, applied to all periods included in the measurement:

Valuation date	June 30, 2018
Payroll growth rate	2.00%
Inflation	2.30%
Salary increase	3.05%
Investment rate of return	6.25%
Healthcare cost trend rates (pre-65)	Initial trend starting at 7.00% at January 1, 2020 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 12 years.
Healthcare cost trend rates (post-65)	Initial trend starting at 5.00% at January 1, 2020 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 10 years.

The mortality for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (male mortality rates are multiplied by 50% and female mortality rates are multiplied by 30%). The mortality table for healthy retired members and beneficiaries is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back on year). The mortality table for disabled members is the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years).

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Long-Term Expected Rate of Return: The long-term expected return on plan assets was determined by using a building-block method in which best-estimated ranges of expected future real returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage.

The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Measurement Period 2018 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
US equity	17.50%	14.50%
International equity	17.50%	13.75%
Global bonds	4.00%	3.00%
Global credit	2.00%	3.75%
High yield	7.00%	7.50%
Emerging market debt	5.00%	6.00%
Private credit	10.00%	8.50%
Real estate	5.00%	9.00%
Absolute return	10.00%	5.00%
Real return	10.00%	7.00%
Private equity	10.00%	6.50%
Cash	2.00%	1.50%
Total	100.00%	

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Measurement Period 2017 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
US equity	17.50%	5.97%
International equity	17.50%	7.85%
Global bonds	4.00%	2.63%
Global credit	2.00%	3.63%
High yield	7.00%	5.75%
Emerging market debt	5.00%	5.50%
Private credit	10.00%	8.75%
Real estate	5.00%	7.63%
Absolute return	10.00%	5.63%
Real return	10.00%	6.13%
Private equity	10.00%	8.25%
Cash	2.00%	1.88%
Total	100.00%	

Discount rate: The projection of cash flows used to determine the discount rate of 5.85% for CERS Non-hazardous, and 5.97% for CERS Hazardous assumed that local employers would contribute the actuarially determined contribution rate of projected compensation over the remaining 25 years (closed) amortization period of the unfunded actuarial accrued liability. The discount rate determination used an expected rate of return of 6.25%, and a municipal bond rate of 3.62%, as reported in Fidelity Index's "20-Year Municipal GO AA Index" as of June 30, 2018. However, the cost associated with the implicit employer subsidy was not included in the calculation of the System's actuarial determined contributions, and any cost associated with the implicit subsidy will not be paid out of the System's trusts. Therefore, the municipal bond rate was applied to future expected benefit payments associated with the implicit subsidy.

Sensitivity of the Board's proportionate share of the net OPEB liability to changes in the discount rate: The following present's the Board's proportionate share of the net OPEB liability, as well as what the Board's proportionate share of the net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (4.85% for non-hazardous and 4.97% for hazardous) or 1-percentage-point higher (6.85% for non-hazardous and 6.97% for hazardous) than the current rate:

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

	1% Decrease	Discount Rate	1% Increase
2019	4.85%	5.85%	6.85%
CERS			
EPB's proportionate share of net OPEB liability	$ 1,116,712	$ 859,776	$ 640,914
2018	4.84%	5.84%	6.84%
CERS			
EPB's proportionate share of net OPEB liability	$ 1,264,239	$ 993,551	$ 768,297

Sensitivity of the Board's proportionate share of the net OPEB liability to changes in the healthcare cast trend rates: The following presents the Board's proportionate share of the net OPEB liability, as well as what the Board's proportionate share of the net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

2019	1% Decrease	Current Healthcare Cost Trend Rate	1% Increase
CERS			
EPB's proportionate share of net OPEB liability	$ 640,112	$ 859,776	$ 1,118,697
2018			
CERS			
EPB's proportionate share of net OPEB liability	$ 762,105	$ 993,551	$ 1,294,418

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Changes of assumptions: The total OPEB liability was rolled forward from the valuation date (June 30, 2017) to the plan's fiscal year ending June 30, 2018, using generally accepted actuarial principles. There have been no changes in actuarial assumptions since June 30, 2017 (other than the blended discount rate used to calculate the total OPEB liability). However, during the 2018 legislative session, House Bill 185 was enacted, which updated the benefit provisions for active members who die in the line of duty. The system shall now pay 100% of the insurance premium for spouses and children of all active members who die in the line of duty. The total OPEB liability as of June 30, 2018, is determined using these updated benefit provisions.

Payable to the OPEB plan: At June 30,2019, the Board reported a payable of $0.00 for the outstanding amount of contributions to the OPEB plan required for the year ended June 30, 2019.

Pension plan fiduciary net position: Detailed information about the OPEB plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems Comprehensive Annual Financial Report on the KRS website at www.kyret.ky.gov.

NOTE 12 – ACCRUED VACATION AND SICK PAY

PEBP allows employees to accumulate unused vacation to maximum of 270 hours during a calendar year end. As of June 30, 2019 and 2018, the liability for accrued vacation was $132,850 and $119,218.

Upon termination, PEPB will compensate an employee 25 percent of all unused sick days at their regular rate of pay. As of June 30, 2019 and 2018 the liability for accrued sick pay was $85,150 and $76,633.

NOTE 13 – RATE CHANGES

PEPB implemented a base rate increase effective for bills rendered from meter readings taken on or after October 1, 2013. PEPB's base rate increase included adjustments in customer charges and energy charges to reflect increased operating cost. PEPB continues to utilize a power cost adjustment (PCA) to track variable cost.

NOTE 14 – RISK MANAGEMENT AND LITIGATION

The Board is exposed to various risks of loss related torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees and natural disasters. The Board carries commercial insurance for the risks of loss, including worker's compensation, and property and casualty loss insurance. Settled claims resulting from PEPB risks have not exceeded commercial insurance coverage in any of the past three fiscal years. Limits of insurance coverage remain unchanged in the past three years.

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

NOTE 15 – OTHER CURRENT ASSETS AND ACCRUED LIABILITIES

Following is a summary of the amounts recorded as other current assets and other accrued liabilities as of June 30, 2019 and 2018:

	2019	2018
Other current assets		
Interest receivable	$ 312	$ 312
Rent receivable	24,632	24,632
	$ 24,944	$ 24,944
Other current liabilities		
Accrued pole rentals	$ 8,381	$ 8,381
Sanitation payable	30,364	31,362
Other Regulatory Liability	1,980,000	725,000
	$ 2,018,745	$ 764,743

NOTE 16 – SANITATION CONTRACT

During 2004, PEPB entered into a contract with the City of Princeton, Kentucky to provide a collection service for sanitation fees charged by the City to its residents. PEPB charges the City a fee of 3.0% of the total collection received for providing this service and remits the remaining collection to the City on a monthly basis. Service fees recognized in revenue were $11,587 and $11,623 for the fiscal years ended 2019 and 2018.

NOTE 17 – RELATED PARTY TRANSACTIONS

Princeton Electric Plant Board (PEPB) and Paducah Power System (PPS) formed Kentucky Municipal Power Agency (KMPA) which has a 7.82% ownership in the Prairie State Energy Campus located in Southern Illinois. KMPA provides power to the municipal agencies. PEPB pays KMPA director salaries directly and is reimbursed by KMPA. KMPA also reimburses PEPB for incidental expenses related to KMPA board meetings.

During the fiscal years ending June 30, 2019 and 2018, PEPB expensed $10,598,878 and $10,443,613 to KMPA for purchased power.

As of June 30, 2019 and 2018, PEPB owed $824,500 and $852,633 to KMPA for power purchased.

NOTE 17 – RELATED PARTY TRANSACTIONS, continued

During the fiscal years ending June 30, 2019 and 2018, KMPA paid to PEPB the following:

	2019	2018
Directors' salaries	$ 28,414	$ 28,138
Miscellaneous reimbursements	890	2,364
	$ 29,304	$ 30,502

NOTE 18 – KENTUCKY MUNICIPAL POWER AGENCY (KMPA)

On February 5, 2005, Princeton Electric Plant Board and Paducah Power System (members) established Kentucky Municipal Power Agency (KMPA or Agency) to acquire resources necessary to generate or transmit electrical energy for the parties involved. In addition, the agency was formed for the purpose of pooled financing or borrowing to provide the necessary resources. KMPA, under the Inter-Local Agreement, has the power to purchase or construct assets, issue debt, exercise the power of eminent domain and enter into, on its own behalf, contracts and agreements. The Inter-Local Agreement specifically addressed that debts of KMPA are not debts of the parties to the Agreement.

The Inter-Local Agreement dictates that KMPA records are required to be audited annually. A copy of the most recent audit can be obtained from KMPA offices, PO Box 0180, Paducah, KY 42002-0180.

The KMPA Board of Directors is composed of two directors designated by each member of the Agency, one of whom shall be the chief executive officer of the member. The duration of the Agency is perpetual and shall continue in full force and effect. Dissolution may occur only after all bonds, notes or indebtedness has been paid or adequate provision of payment has been made. In the event of dissolution, assets and property of the agency shall be distributed to the participating agencies in the proportion of each party's aggregate kilowatt hours of energy purchased from the Agency during the time.

On September 1, 2007, Princeton Electric Plant Board entered into a power sales agreement with KMPA. The agreement, defined as a "take or pay" agreement obligates PEPB to purchase their Entitlement Percentage of Energy of 16.13% or 20MW each contract year. PEPB has an Unconditional Payment Obligation to KMPA which is in effect until all KMPA debt is retired. Current year transactions of PEPB and KMPA are detailed in Note 17 Related Party Transactions.

NOTE 19 – PRAIRIE STATE ENERGY CAMPUS

Peabody Energy participated in the development of the Prairie State Energy Campus (PSEC) near Marissa, IL. PSEC is a 1600 megawatt coal-fired electric generation facility that utilizes coal from an adjacent underground mine, Lively Grove, Inc. The nine public power agencies that own Prairie State serve members across eight states. The agencies include American Municipal Power (AMP), Illinois Municipal Electric Agency (IMEA), Indiana Municipal Power Agency (IMPA), Missouri Public Utility Alliance (MPUA), Northern Illinois Municipal Alliance (NIMPA), Prairie Power, Inc. (PPI), Southern Illinois Power Cooperative (SIPC), and Wabash Valley Power.

NOTE 20 – MUNINET

MuniNet Fiber Agency ("MuniNet") was formed to undertake the financing, acquisition, construction, management, operation, utilization and ownership of fiber network projects and any and all facilities, including all equipment, structures, machinery and tangible and intangible property, real or personal, useful for such projects, either within or without the Commonwealth of Kentucky. Each MuniNet participant appoints two representatives to serve on the MuniNet Board with all projects approved by the Board on a project-specific basis. After a project is approved, MuniNet and the individual MuniNet members that desire to participate in the project enter into a Project Participation Agreement which sets forth the terms and conditions of the project's development and operation and establishes each participant's rights and obligations with respect to the project.

MuniNet Project 2 ("Project 2") consists of the development of a fiber optic cable system and a contractual arrangement for a connection to an Internet Access Provider (IAP) located in Nashville, Tennessee that will provide each project participant with high speed access to the internet. The estimated cost of Project 2 is $3,173,049.

On April 12, 2013, the Board signed a Resolution approving the Project 2 Participation Agreement among the Board, MuniNet and the other Project 2 participants. Princeton Electric Plant Board is one of seven (7) Kentucky public Board companies who are participants in Project 2. Each participant in Project 2 ("Participant") has a one-seventh (1/7) interest in the project ("Project Share").

MuniNet obtained a loan from the Kentucky Infrastructure Authority in the amount of $3,600,000 to finance the development, construction and equipping of Project 2.

The Superintendent/General Manager of each Participant appoints one representative to the Project Management Committee and one alternate, either of both of whom, may be employees of the Participant. The Superintendent/General Manager of the Participant may appoint himself as the representative or alternate to the Project Management Committee.

Costs and expenses associated with financing, development, equipping, maintenance and operation of Project 2, including debt service, will be paid from the revenue generated from the project. In the event the revenue generated from Project 2 is insufficient to pay the full amount of the costs and expenses associated with the project as they come due, each Participant will be responsible for its Project Share of the deficit.

Princeton Electric Plant Board has provided MuniNet with an indefeasible right of use (IRU) for fibers on the Board's existing fiber system. MuniNet has agreed to pay Princeton Electric Plant Board for its provision of an IRU in such fibers in the amount of $44,700. The amount is to be amortized over a 20-year term with no interest. During fiscal year June 30, 2013, $22,350 was received. The remaining $22,350 is recorded as a receivable.

MuniNet bills each Participant monthly indicating the amount payable for its Project Share of payment obligations due under the Project Participation Agreement. In addition, MuniNet bills each Participant administrative and operating costs which will be expensed. The Board paid $52,999 for administrative and operating costs during fiscal year ended June 30, 2019.

NOTE 20 – MUNINET, continued

The following are costs incurred for the initial investment in MuniNet and Project 2 costs:

	2019	2018
Initial investment	$ 5,000	$5,000
Project 2 investment in Muninet		
Beginning balance July 1	$ 271,264	$ 210,342
Costs incurred	52,999	60,922
Ending balance June 30	324,263	271,264
Total investment in MuniNet	$ 329,263	$ 276,264

NOTE 21 – ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS

During fiscal year 2019, the Board adopted the following accounting pronouncement:

- GASB Statement No. 88, *Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements*, issued April 2018.

During fiscal year 2018, the Board adopted the following accounting pronouncements:

- GASB Statement No. 81, *Irrevocable Split-Interest Agreements*, issued March 2016.

- GASB Statement No. 85, *Omnibus 2017*, issued March 2017.

- GASB Statement No. 86, *Certain Debt Extinguishment Issues*, issued May 2017.

Adoption of these statements did not have a significant impact on the Board's financial position or results of operations.

- GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions, issued on June 2015 aims to improve financial reporting by state and local governments for postemployment benefits other than pensions (other post-employment benefits or OPEB). It also improves information provided by the state and local government employers regarding financial support for OPEB that is provided by other entities.

Adoption of this statement had a significant impact on the Board's financial position. As a result, the Board restated the July 1, 2017 net position in the amount of ($779,312) as outlined below.

NOTE 21 – ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS, continued

	Beginning Balance	As Restated	GASB 75 Adjustment
Statement of revenues, expenses and changes in net position			
Net position, July 1, 2017	$9,028,707	$8,249,395	$ (779,312)

REQUIRED SUPPLEMENTARY INFORMATION

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF PROPORTIONATE SHARE OF NET PENSION LIABILITY
JUNE 30, 2019
County Employees Retirement System

	2019	2018	2017	2016	2015
Board's proportion of net pension liability (asset)	0.0484270%	0.0494220%	0.054230%	0.050240%	0.050838%
Board's proportionate share of net pension liability (asset)	$ 2,949,352	$ 2,892,822	$ 2,670,176	$ 2,159,909	$ 1,685,800
Board's covered-employee payroll	$ 1,200,263	$ 1,203,302	$ 1,293,709	$ 1,148,872	$ 1,193,409
Board's proportionate share of net pension liability (asset) as a percentage of its covered-employee payroll	245.73%	240.41%	206.40%	188.00%	141.26%
Plan fiduciary net position as a percentage of total pension liability **	54.54%	53.30%	55.50%	59.97%	66.80%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 68 was implemented in fiscal year 2015.

*** Plan refers to entire plan for KRS not individual employers/members*

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF EMPLOYER CONTRIBUTIONS TO PENSION PLAN
JUNE 30, 2019
County Employees Retirement System

	2019	2018	2017	2016	2015
Contractually required contribution	$ 198,005	$ 173,798	$ 224,777	$ 229,884	$ 203,006
Contributions in relation to the contractually required contribution	$ 198,005	$ 173,798	$ 224,777	$ 229,884	$ 203,006
Contribution deficiency (excess)	$ -	$ -	$ -	$ -	$ -
Board's covered-employee payroll	$ 1,220,748	$ 1,200,263	$ 1,203,302	$ 1,293,709	$ 1,148,872
Contributions as a percentage of covered-employee payroll	16.22%	14.48%	18.68%	17.77%	17.67%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 68 was implemented in fiscal year 2015.

Changes in assumptions and benefit terms

2018: There have been no changes in actuarial assumptions since June 30, 2018.

2017: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total pension liability have been updated as follows:

- The assumed investment rate of return was decreased from 7.50% to 6.25%.
- The assumed rate of inflation was reduced from 3.25% to 2.30%.
- Payroll growth assumption was reduced from 4.00% to 3.05%.

2016: There were no changes in assumptions and benefit terms since the prior measurement date.

2015: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total pension liability have been updated as described in Schedule D of the CERS actuary report. The changes are noted below:

There were no changes of benefit terms. However, the following changes were adopted by the Kentucky Legislature and reflected in the valuation performed as of June 30, 2015:

- The assume investment rate of return was decreased from 7.75% to 7.50%.
- The assumed rate of inflation was reduced from 3.50% to 3.25%.
- The assumed rate of wage inflation was reduced from 1.00% to 0.75%.
- Payroll growth assumption was reduced from 4.50% to 4.00%.
- The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females).
- For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back 1 year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back 4 years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.
- The assumed rates of retirement, withdrawal and disability were updated to more accurately reflect experience.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF EMPLOYER OPEB CONTRIBUTIONS
JUNE 30, 2019
County Employees Retirement System

	2019	2018
Board's proportion of net OPEB liability (asset)	0.048425%	0.049422%
Board's proportionate share of net OPEB liability (asset)	$ 859,776	$ 993,551
Board's covered-employee payroll	$ 1,200,263	$ 1,203,302
Board's proportionate share of net OPEB liability (asset) as a percentage of its covered-employee payroll	139.60%	120.81%
Plan fiduciary net position as a percentage of total OPEB liability**	57.62%	52.40%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 75 was implemented in fiscal year 2018.

***Plan refers to entire KRS plan not individual employers participating in the multi-employer plan*

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF EMPLOYER OPEB CONTRIBUTIONS
JUNE 30, 2019
County Employees Retirement System

	2019	2018
Contractually required OPEB contribution	$ 64,211	$ 56,412
Contributions in relation to the contractually required contribution	64,211	56,412
Contribution deficiency (excess)	$ -	$ -
Board's covered-employee payroll	$ 1,200,748	$ 1,200,263
Contributions as a percentage of covered-employee payroll	5.35%	4.70%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 75 was implemented in fiscal year 2018.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
NOTES TO REQUIRED SUPPLMENTARY INFORMATION – OPEB
JUNE 30, 2019 AND 2018

Changes in assumptions and benefit terms

2018: The single discount rate changed from 5.84% to 5.85%

2017: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total OPEB liability have been updated as follows:

- The assumed investment rate of return was decreased from 7.50% to 6.25%.
- The assumed rate of inflation was reduced from 3.25% to 2.30%.
- Payroll growth assumption was reduced from 4.00% to 3.05%.

ADDITIONAL INFORMATION

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
COMPARATIVE ANALYSIS OF OPERATING EXPENSES – ELECTRIC

	For the Year Ended June 30, 2019		For the Year Ended June 30, 2018		Increase
	Amount	Percent	Amount	Percent	(Decrease)
Distribution					
Supervision & engineering	$ 34,426	0.20 %	$ 28,965	0.18 %	$ 5,461
Station expense	195,269	1.15	183,063	1.15	12,206
Overhead lines expense	93,424	0.55	79,268	0.50	14,156
Underground line expense	(8,791)	(0.05)	(2,030)	(0.01)	(6,761)
Street light & signal system expense	5,182	0.03	3,789	0.02	1,393
Meter expense	55,945	0.33	57,058	0.36	(1,113)
Customer installation expense	3,610	0.02	1,823	0.01	1,787
Miscellaneous distribution expense	130,013	0.77	97,867	0.61	32,146
Rents	16,762	0.10	17,164	0.11	(402)
Total distribution	$ 525,840	3.10 %	$ 466,967	2.93 %	$ 58,873
Maintenance expense					
Distribution:					
Supervision & engineering	$ 42,957	0.25 %	$ 35,764	0.22 %	$ 7,193
Station expense	10,258	0.06	9,361	0.06	897
Overhead lines	556,825	3.29	522,997	3.27	33,828
Underground services	52,302	0.31	39,894	0.25	12,408
Street light & signal system	4,352	0.03	3,830	0.02	522
Pole inspecting	688	0.00	79,314	0.50	(78,626)
Miscellaneous distribution plant	63,499	0.38	58,379	0.37	5,120
Total distribution maintenance	$ 730,881	4.32 %	$ 749,539	4.69 %	$ (18,658)
Customer accounts					
Meter reading	$ 8,018	0.05 %	$ 6,292	0.04 %	1,726
Customer records & collection expense	223,335	1.32	183,915	1.15	39,420
Uncollectible accounts	1,221	0.01	3,441	0.02	(2,220)
Miscellaneous customer accounting	13,398	0.08	12,908	0.08	490
Customer assistance expense	11,396	0.07	8,157	0.05	3,239
Information & instructional advertising	11,901	0.07	12,343	0.08	(442)
Total customer accounts	$ 269,269	1.60 %	$ 227,056	1.42 %	$ 42,213

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
COMPARATIVE ANALYSIS OF OPERATING EXPENSES – ELECTRIC, continued

	For the Year Ended June 30, 2019 Amount	Percent	For the Year Ended June 30, 2018 Amount	Percent	Increase (Decrease)
Sales expense					
Demonstrating and selling expense	$ 1,400	0.01 %	$ 850	0.01 %	$ 550
Advertising expense	2,654	0.02	2,423	0.02	231
Miscellaneous	2,075	0.01	2,306	0.01	(231)
Total sales	$ 6,129	0.04 %	$ 5,579	0.04 %	$ 550
Administrative and general					
Administrative & office salaries	$ 119,461	0.71 %	$ 113,205	0.71 %	$ 6,256
Office supplies & expense	154,117	0.91	135,850	0.85	18,267
Outside services employed	57,170	0.34	51,989	0.33	5,181
Insurance	54,567	0.32	57,683	0.36	(3,116)
Injuries & damages	61,297	0.36	62,813	0.39	(1,516)
Employees pension & other benefits	738,373	4.36	774,328	4.85	(35,955)
Duplicate charges (credit)	(226,768)	(1.34)	(202,671)	(1.27)	(24,097)
Miscellaneous general expense	19,618	0.12	20,407	0.13	(789)
Total administrative and general	$ 977,835	5.78 %	$1,013,604	6.35 %	$ (35,769)

COMPLIANCE AND INTERNAL CONTROL

SANDRA D. DUGUID, CPA
ANNA B. GENTRY, CPA, CFE

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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PEFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of the
Electric Plant Board of the
City of Princeton, Kentucky
Princeton, 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 the City of Princeton, Kentucky as of and for the years ended June 30, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Princeton Electric Plant Board of the City of Princeton, Kentucky's basic financial statements and have issued our report thereon dated October 22, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 the Princeton Electric Plant Board of the City of Princeton, Kentucky's internal control. Accordingly, we do not express an opinion on the effectiveness of the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 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 the Princeton Electric Plant Board of the City of Princeton, Kentucky's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards.*

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the 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.

Duguid, Gentry & Associates, PSC

Duguid, Gentry & Associates, PSC

Certified Public Accountants
Hopkinsville, Kentucky

October 22, 2019

The current schedule for electric rates, as of July 1, 2019, is shown below.

Customer Class	Retail Rates	Power Cost Adjustment	Effective Rate
Residential			
Customer Charge	$14.75		$14.75
All KWH	$0.11153	$0.007270	$0.118800
GSA-1			
Customer Charge	$22.00		$22.00
All KWH	$0.12217	$0.007270	$0.129440
GSA-2			
Customer Charge	$115.00		$115.00
1st 15,000 KWH	$0.11938	$0.007270	$0.126650
Additional KWH	$0.07495	$0.007270	$0.082220
1st 50 KW Demand	$0.00		-
51-1,000 KW Demand	$16.49		$16.49
GSA-2 Seasonal			
Customer Charge	$115.00		$115.00
1st 15,000 KWH	$0.13529	$0.007270	$0.142560
Additional KWH	$0.09086	$0.007270	$0.098130
1st 50 KW Demand	$0.00		-
51-1,000 KW Demand	$20.69		$20.69
GSA-3			
Customer Charge	$275.00		$275.00
All KWH	$0.06736	$0.007270	$0.074630
0-1,000 KW Demand	$15.25		$15.25
1,001 – 5,000 KW Demand	$17.62		$17.62
Economic Development Rate			
Customer Charge	$275.00		$275.00
All KWH	$0.0590		$0.0590
Industrial			
Customer Charge	$275.00		$275.00
All KWH	$0.05257	$0.007270	$0.05984
All KW Demand	$18.38		$18.38
Drainage Pumps			
Customer Charge	$65.00		$65.00
All KWH	$0.09391	$0.007270	$0.101180
Outdoor Lighting			
All KWH	$0.08425	$0.007270	$0.091520
Customer Charge	See Note		
City Street Lighting			
All KWH	$0.10625	$0.007270	$0.11352
Customer Class	**Retail Rates**	**Power Cost Adjustment**	**Effective Rate**

Source: Paducah Power System
Note: Customer charges for outdoor lighting are dependent on type and size.

Power Cost Adjustment charges are applicable to all KWH.

Set forth below is a list of the ten largest electric customers in terms of amount of electricity and revenue generated during fiscal year 2019.

Customer	**Usage (Kilowatt Hrs.)**	**Dollar Sales**
Baptist Health Paducah Hospital	28,443,785	3,189,965.43
Lourdes Hospital	24,065,295	2,593,601.42
HB Fuller Co	12,393,600	1,200,030.53
City of Paducah	7,555,209	1,150,688.62
West KY Community & Technical College	6,749,427	960,077.61
Walmart Stores	6,936,844	804,730.73
Paducah Water Works	6,086,244	736,083.20
Dippin Dots Inc	6,975,731	694,451.36
Kroger	5,273,047	616,185.45
Genova Kentucky	8,718,000	517,662.00

Source: Paducah Power System

Listed below are customer statistics of the System for the last five fiscal years.

	FY19	FY18	FY17	FY16	FY15
Residential	18,845	18,884	18,808	18,814	18,675
Commercial	3,330	3,335	3,296	3,307	3,286
Lighting	410	421	418	422	436
Total	22,585	22,640	22,522	22,543	22,397
MWH Sold	554,027	557,045	558,405	546,664	556,184
Peak MWH	137	139	138	139	134

Source: Paducah Power System

Customer Class	**Effective Rate, July 1, 2019**
Residential	
Customer Charge	$14.89
All KWH	$0.13106
GSA-1	
Customer Charge	$27.85
All KWH	$0.14236
GSA-2	
Customer Charge	$127.66
1st 50 KW Demand	--
51-1,000 KW Demand	$15.71
1st 15,000 KWH	$0.12086
Additional KWH	$0.12086
GSA-3	
Customer Charge	$294.15
1st 1,000 KWH	$15.46
Additional KWH	$17.88
1st 550 KW Demand	$0.10286
Additional KWH	$0.10286
Outdoor Lighting	
All KWH	.10565

Source: Princeton Electric Plant Board
Note: Customer charges for outdoor lighting are dependent on type and size.

Fuel charges are applicable to all KWH.

Set forth below is a list of the ten largest electric customers of the PEPB in terms of amount of electricity and revenue generated during fiscal year 2019 (as of June 30, 2019).

Customer	**Usage (Kilowatt Hrs.)**	**Dollar Sales**
Bremner	22,986,000	$3,362,825.03
Special Metals	6,522,000	1,079,213.16
Hydro-Gear	7,241,700	1,056,302.61
Caldwell County Hospital	3,096,900	482,928.42
Caldwell County Schools	3,090,180	533,571.86
Walmart	3,040,200	490,204.86
Bodycote	2,312,400	429,795.86
Food Giant	1,349,640	214,652.17
City of Princeton	1,265,658	157,121.72
Caldwell County Water District	1,023,400	157,753.47

Source: Princeton Electric Plant Board

Listed below are customer statistics of the Board for the last five fiscal years:

	FY19	**FY18**	**FY17**	**FY16**	**FY15**
Residential	2,903	2,945	2,965	3,010	3,025
Commercial	876	859	890	840	866
Lighting	14	14	14	13	14
Total	3,793	3,818	3,869	3,863	3,905
MWH Sold	110,107	111,361	112,000	108,413	111,137
Peak MW	24.85	26.23	25.27	25.55	25.31

Source: Princeton Electric Plant Board

MOP and their allocation in the Prairie State Energy Campus Project

KMPA Prairie State Energy Campus Allocation

	KMPA	PPS	PEPB
MW	124	104	20
% PSEC	7.82%	6.56%	1.26%

Description of the Capacity Factor of the PSEC for FY 2019

	PSEC Net Capacity Factor
July-18	95.1%
Aug-18	94.4%
Sep-18	65.7%
Oct-18	49.1%
Nov-18	87.2%
Dec-18	72.4%
Jan-19	86.1%
Feb-19	85.9%
Mar-19	82.5%
Apr-19	94.7%
May-19	72.9%
Jun-19	92.0%

OFFICIAL STATEMENT

NEW ISSUE
BOOK ENTRY

SEE "RATINGS" HEREIN

In the opinion of Bond Counsel, based upon laws, regulations, rulings and decisions, and assuming continuing compliance with certain covenants made by the Kentucky Municipal Power Agency, interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax. Receipt of interest on the Bonds may result in other federal income tax consequences to certain holders of the Bonds. In the opinion of Bond Counsel, interest on the Bonds is also exempt from income tax by the Commonwealth of Kentucky, and the Bonds are exempt from ad valorem taxation by the Commonwealth of Kentucky and any of its political subdivisions.

KENTUCKY MUNICIPAL POWER AGENCY

$115,550,000
Power System Revenue Refunding Bonds
(Prairie State Project), Series 2019A

and

$20,210,000
Power System Revenue Refunding Bonds
(Prairie State Project), Series 2020A
(Forward Delivery)

Dated Date: Date of Issuance

Due: As set forth herein on the inside front cover

The Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A (the "Series 2019A Bonds") will bear interest payable semiannually on March 1 and September 1 of each year (each an "Interest Payment Date"), commencing March 1, 2020, as determined in accordance with the Trust Indenture dated as of September 1, 2019 (the "Indenture"), between the Kentucky Municipal Power Agency ("KMPA") and Regions Bank, an Alabama banking corporation, as trustee (the "Trustee"). The Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery) (the "Series 2020A Bonds") will bear interest payable semiannually on the Interest Payment Dates of each year, commencing September 1, 2020, as determined in accordance with the Indenture. The Series 2019A Bonds and the Series 2020A Bonds are collectively referred to as the "Bonds." Interest is payable by check mailed to the registered owners of the Bonds at their addresses appearing on the registration books kept by the Trustee as of the applicable record date preceding each Interest Payment Date. The Bonds are to be delivered in fully registered form in the authorized denominations described in the Indenture.

The Bonds are issued initially under a book-entry only system, registered in the name of Cede & Co., as registered bond owner and nominee for The Depository Trust Company ("DTC"). DTC will act as securities depository for the Bonds. Individual purchasers of Book-Entry Interests in the Bonds will not receive certificates representing their interest in the Bonds.

THE BONDS ARE SUBJECT TO REDEMPTION PRIOR TO MATURITY, AS DESCRIBED HEREIN. THE BONDS ARE LIMITED OBLIGATIONS OF KMPA AND ARE PAYABLE SOLELY OUT OF REVENUES, FUNDS AND ASSETS OF THE TRUST ESTATE PLEDGED UNDER THE INDENTURE. KMPA DOES NOT HAVE ANY TAXING POWER. THIS OFFICIAL STATEMENT AND THE APPENDICES ATTACHED HERETO SHOULD BE READ IN THEIR ENTIRETY.

The Series 2020A Bonds are expected to be delivered on June 3, 2020. For a discussion regarding the forward delivery of the Series 2020A Bonds, certain conditions to the obligations of the Underwriters to purchase the Series 2020A Bonds and certain risks to the purchasers of the Series 2020A Bonds, see "FORWARD DELIVERY OF SERIES 2020A BONDS" herein.

NEITHER THE COMMONWEALTH OF KENTUCKY, NOR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN KMPA, NOR ANY MEMBER OF KMPA SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF OR PREMIUM, IF ANY, OR INTEREST ON THE BONDS, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COMMONWEALTH OF KENTUCKY OR ANY POLITICAL SUBDIVISION THEREOF OR ANY MEMBER OF KMPA IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS.

FOR MATURITIES, INTEREST RATES AND YIELDS, SEE THE INSIDE COVER

The Bonds are offered when, as and if issued by KMPA and accepted by the Underwriters, subject to the approval of legality and tax exemption by Rubin & Hays, Bond Counsel, Louisville, Kentucky. Certain legal matters will be passed on for KMPA by its counsel, McMurry & Livingston, PLLC, Paducah, Kentucky and B. Todd Wetzel, Esq., Princeton, Kentucky, and for the Underwriters by their counsel, Stites & Harbison, PLLC, Louisville, Kentucky. This Official Statement is deemed final for the purposes of SEC Rule 15c2-12(b)(1). Delivery of the Series 2019A Bonds is expected on or about September 11, 2019, and delivery of the Series 2020A Bonds is expected on or about June 3, 2020.

BofA Merrill Lynch

Citigroup **Raymond James** **UBS**

Dated: August 22, 2019

MATURITY SCHEDULE

$115,550,000
KENTUCKY MUNICIPAL POWER AGENCY
POWER SYSTEM REVENUE REFUNDING BONDS
(PRAIRIE STATE PROJECT), SERIES 2019A

$67,635,000 Series 2019A Serial Bonds

Maturity (September 1)	Principal Amount	Interest Rate	Yield	Price	CUSIP No.***
2025	$ 1,365,000	5.000%	1.570%	119.480	491501 ES7
2026	3,285,000	5.000%	1.660%	121.903	491501 ET5
2027	3,455,000	5.000%	1.770%	123.917	491501 EU2
2028	3,635,000	5.000%	1.880%	125.648	491501 EV0
2029	3,815,000	5.000%	2.000%	124.527*	491501 EW8
2030	4,010,000	5.000%	2.110%	123.509*	491501 EX6
2031	4,945,000	5.000%	2.160%	123.050*	491501 EY4
2032	5,200,000	5.000%	2.230%	122.411*	491501 EZ1
2033	3,210,000	5.000%	2.280%	121.956*	491501 FA5
2036	6,355,000	5.000%	2.440%	120.516*	491501 FB3
2037	5,690,000	5.000%	2.480%	120.158*	491501 FC1
2043	22,670,000	3.000%	3.140%	97.653	491501 FD9

$47,915,000 4.00% Term Bond Due September 1, 2045, Yield 2.880%, Price 108.799*, CUSIP *** 491501 FE7

*Priced to September 1, 2028 call date.

$20,210,000
KENTUCKY MUNICIPAL POWER AGENCY
POWER SYSTEM REVENUE REFUNDING BONDS
(PRAIRIE STATE PROJECT), SERIES 2020A
(FORWARD DELIVERY)

Maturity (September 1)	Principal Amount	Interest Rate	Yield	Price	CUSIP No.***
2020	$1,320,000	5.000%	1.680%	100.803	491501 FF4
2021	1,120,000	5.000%	1.730%	104.006	491501 FG2
2022	1,175,000	5.000%	1.790%	107.028	491501 FH0
2023	1,240,000	5.000%	1.820%	109.971	491501 FJ6
2024	1,300,000	5.000%	1.870%	112.711	491501 FK3
2033	2,255,000	5.000%	2.680%	118.881**	491501 FL1
2034	5,755,000	5.000%	2.700%	118.701**	491501 FM9
2035	6,045,000	5.000%	2.750%	118.252**	491501 FN7

**Priced to September 1, 2029 call date.

REGARDING USE OF THIS OFFICIAL STATEMENT

No dealer, salesperson or any other person has been authorized by KMPA or the Underwriters to give any information or to make any representations, other than the information and representations contained in this Official Statement, in connection with the offering of the Bonds and, if given or made, such information or representations must not be relied upon as having been authorized by KMPA or the Underwriters. The information in this Official Statement has been furnished by KMPA, the Members and other sources which are considered to be reliable, but is not guaranteed as to accuracy or completeness. The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information. The information and expressions of opinion in this Official Statement are subject to change without notice and neither the delivery of this Official Statement nor any sale of the Bonds shall, under any circumstances, create any implication that there has been no change in the affairs of KMPA or the Members since the date of this Official Statement.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE BONDS HAVE NOT BEEN RECOMMENDED OR AUTHORIZED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE BONDS, NOR SHALL THERE BE ANY SALE OF ANY OF THE BONDS BY OR TO ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO MAKE SUCH OFFER, SOLICITATION OR SALE.

This Official Statement contains statements which, to the extent they are not recitations of historical fact, constitute “forward-looking statements.” In this respect, the words “estimate,” “project,” “anticipate,” “expect,” “intend,” “believe” and similar expressions are intended to identify forward-looking statements. A number of important factors affecting KMPA’s business and financial results could cause actual results to differ materially from those stated in the forward-looking statements. This Official Statement includes the front cover page immediately preceding this page and all Appendices hereto.

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OFFICIAL STATEMENT

KENTUCKY MUNICIPAL POWER AGENCY

$115,550,000 Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A	and	$20,210,000 Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery)

INTRODUCTION

This Official Statement, which includes the cover page and appendices, sets forth certain information concerning (i) the Kentucky Municipal Power Agency ("KMPA"), (ii) the issuance by KMPA of its (a) Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A (the "Series 2019A Bonds") in the aggregate principal amount of $115,550,000 and (b) Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery) (the "Series 2020A Bonds" and collectively with the Series 2019A Bonds, the "Bonds") in the aggregate principal amount of $20,210,000, and (iii) the Prairie State Energy Campus ("PSEC"), in which KMPA holds a 7.82% undivided ownership interest.

KMPA is a public agency duly organized under provisions of Chapter 65 of the Kentucky Revised Statutes ("KRS") pursuant to an Interlocal Cooperation Agreement dated February 7, 2005 (the "Interlocal Agreement") entered into by KMPA's founding members, the Electric Plant Board of the City of Paducah, Kentucky d/b/a Paducah Power System ("Paducah Electric") and the Electric Plant Board of the City of Princeton, Kentucky ("Princeton Electric"), both of which are municipal utilities located in the Commonwealth of Kentucky (the "Commonwealth"). Both Paducah Electric and Princeton Electric were organized and continue to operate under a comprehensive statutory scheme commonly known as the "Little TVA Act" that is codified at KRS 96.550 through 96.901. Presently, Paducah Electric and Princeton Electric are the only two members of KMPA (the "Members"). Additional municipal utilities could become members of KMPA in the future upon approval of their membership applications in accordance with the terms and conditions of the Interlocal Agreement.

PSEC includes a pulverized coal-fired generating station and associated mine, rail, water, coal combustion waste storage and ancillary support systems that are located in portions of Washington, St. Clair and Randolph Counties in southwest Illinois. PSEC Generating Station consists of two supercritical units ("PS Unit 1" and "PS Unit 2") with a nominal net output capacity of 800 MW each.

The Bonds are being issued under authority of KRS Chapter 65 and the Little TVA Act (together, the "Act") and a Resolution of KMPA, and will be issued pursuant to and secured by a Trust Indenture (the "Indenture"), dated as of September 1, 2019, between KMPA and Regions Bank, an Alabama banking corporation (the "Trustee").

The proceeds of the Series 2019A Bonds are to be used to (i) advance refund a portion of the Outstanding Kentucky Municipal Power Agency Taxable (Build America Bonds – Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B (the "Series 2010B Bonds") issued under the Trust Indenture (the "2010 Indenture"), dated as of April 1, 2010, between KMPA and Regions Bank, as successor trustee to U.S. Bank National Association (the "2010 Indenture Trustee"), and (ii) pay a portion of the costs of issuance of the Bonds.

The proceeds of the Series 2020A Bonds are to be used to (i) refund the Outstanding Kentucky Municipal Power Agency Tax-Exempt Power System Revenue Bonds (Prairie State Project), Series 2010A (the "Series 2010A Bonds") issued under the 2010 Indenture, and (ii) pay a portion of the costs of issuance of the Bonds.

THE BONDS ARE LIMITED OBLIGATIONS OF KMPA AND ARE PAYABLE SOLELY OUT OF THE REVENUES, FUNDS AND OTHER ASSETS OF THE TRUST ESTATE PLEDGED UNDER THE INDENTURE. KMPA DOES NOT HAVE ANY TAXING POWER.

NEITHER THE COMMONWEALTH, NOR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN KMPA, NOR ANY MEMBER SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF OR PREMIUM, IF ANY, OR INTEREST ON THE BONDS, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF OR ANY MEMBER IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS.

Brief descriptions of the security for the Bonds, KMPA and PSEC are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. THIS OFFICIAL STATEMENT AND ITS APPENDICES SHOULD BE READ IN THEIR ENTIRETY. All references herein to the Indenture and the Power Sales Agreements (as hereinafter defined) are qualified in their entirety by reference to such documents, and references herein to the Bonds are qualified in their entirety by reference to the forms thereof included in the Indenture, and the information with respect thereto in the aforementioned documents, copies of all of which are available for inspection in the principal corporate trust office of the Trustee. Capitalized terms used herein shall have the meanings specified in the Indenture and the Power Sales Agreements unless otherwise indicated.

The Series 2020A Bonds are expected to be delivered on June 3, 2020. For a discussion regarding the forward delivery of the Series 2020A Bonds, certain conditions to the obligations of the Underwriters to purchase the Series 2020A Bonds and certain risks to the purchasers of the Series 2020A Bonds, see "FORWARD DELIVERY OF SERIES 2020A BONDS" herein.

PLAN OF FINANCING

General

A portion of the proceeds of the Series 2019A Bonds will be applied to refund a portion of the Series 2010B Bonds. KMPA has determined that refunding the Series 2010B Bonds is in its best interest and the interest of its Members.

A portion of the proceeds of the Series 2020A Bonds will be applied to refund the Series 2010A Bonds. KMPA has determined that refunding the Series 2010A Bonds is in its best interest and the interest of its Members.

Estimated Sources and Uses

The following is a summary of the estimated sources and uses of funds in connection with the plan of financing:

	Series 2019A	Series 2020A	Total
Sources of Funds			
Par Amount of Bonds	$115,550,000.00	$20,210,000.00	$135,760,000.00
Premium	13,767,208.70	3,032,271.70	16,799,480.40
Release from Reserve Fund	-	3,710,331.01	3,710,331.01
Total Sources	$129,317,208.70	$26,952,602.71	$156,269,811.41
Uses of Funds			
Refunding Escrow Deposit	$127,966,251.35	$26,713,075.00	$154,679,326.35
Costs of Issuance	867,853.93	155,031.65	1,022,885.58
Underwriters' Discount	483,103.42	84,496.06	567,599.48
Total Uses	$129,317,208.70	$26,952,602.71	$156,269,811.41

SECURITY FOR THE BONDS

Pledge Under the Indenture

The Bonds are limited obligations of KMPA payable, on a parity basis with KMPA's Outstanding (i) Series 2010B Bonds, (ii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2015A (the "Series 2015A Bonds"), (iii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2016A (the "Series 2016A Bonds"), and (iv) Power System Revenue Refunding Bonds (Prairie State Project), Series 2018A (the "Series 2018A Bonds") (collectively, the "Prior Bonds") solely from and secured, to the extent and as provided in the Indenture, by a pledge to the Trustee for the benefit of the Bondholders of the following (the "Trust Estate"):

(1) All Revenues and all of KMPA's rights, title and interest in and to the Power Sales Agreements, including, but without limiting the generality of the foregoing, KMPA's rights, title, and interest in and to the Revenues and the present and continuing right to make claim for, collect and receive any of the money, income, revenues, issues, profits and other amounts payable or receivable thereunder, to bring actions and proceedings thereunder or for the enforcement thereof, and to do any and all things which KMPA or any other person is or may become entitled to do under the Power Sales Agreements, but reserving, however, to KMPA its Retained Rights (as defined in the Indenture).

(2) All rights, title and interest of KMPA, if any, whether now or hereafter in effect, respecting:

(A) KMPA's undivided fee interest in PSEC;

(B) the right of KMPA to receive power generated by PSEC;

(C) all choses in action and all choses in possession now or hereafter existing to the benefit of or arising from the benefit of KMPA with respect to the Bonds (except for KMPA's Retained Rights); and

(D) all proceeds of all the foregoing.

(3) All funds and accounts established under the Indenture and the investments thereof, if any, and money, securities and obligations therein (subject to disbursements from any such fund or account upon the conditions set forth in the Indenture); and

(4) All money and securities from time to time held by the Trustee under the terms of the Indenture and any and all other real or personal property of every name and nature by delivery or by writing of any kind pledged or assigned as and for additional security under the Indenture, by KMPA or by anyone on its behalf or with its written consent, to the Trustee.

In the event the Series 2020A Bonds are not issued for any reason, including as a result of a failure to satisfy a condition precedent to their issuance (see "FORWARD DELIVERY OF THE SERIES 2020A BONDS" herein), the Series 2010A Bonds expected to be refunded will remain outstanding, payable, on a parity basis with the Series 2019A Bonds and the Prior Bonds. Notwithstanding the foregoing, a portion of the Series 2010B Bonds maturing on September 1, 2037, will not be refunded and will remain outstanding.

Power Sales Agreements

KMPA has entered into a Power Sales Agreement with each of Paducah Electric and Princeton Electric, both dated as of September 1, 2007 (individually a "Power Sales Agreement", and collectively, the "Power Sales Agreements"). Payments received by KMPA pursuant to the Power Sales Agreements are designed to permit KMPA to provide sufficient moneys to the Trustee to make the required principal and interest payments, when due, on the Bonds and the Prior Bonds (collectively, the "New/Prior Bonds"). The Members' payments to KMPA pursuant to the Power Sales Agreements constitute operating expenses of the Members, payable from the revenues of each of the Members' respective electric systems, ahead of respective debt service on indebtedness of each of the Members.

Each Power Sales Agreement may be terminated earlier if all the New/Prior Bonds issued by KMPA have been paid or provision for such payment has been made pursuant to the applicable indenture under which the New/Prior Bonds were issued and all contractual obligations entered into by KMPA for the generation, purchase, transmission or transformation of power and energy have been terminated and provision has been made for the payment of any residual costs. See "THE MEMBERS – Power Sales Agreements."

Rate Covenant and Coverage

KMPA has agreed under the Indenture that, while any of the Bonds authorized thereunder remain Outstanding and unpaid, the rates charged and collected under the Power Sales Agreements for the sale of power produced by PSEC shall be fixed, maintained and, if necessary, adjusted from time to time, to be sufficient, so as to produce, based upon the audited financial statements of KMPA relating to PSEC, in each fiscal year, a Debt Service Coverage Ratio equal to at least 1.10:1 (the "Rate Coverage"); and that the rates prevailing at any time will not be reduced except upon the basis of a statement of an Independent Engineer, after necessary investigation, that in the

Independent Engineer's opinion the Rate Coverage will not thereby be reduced below such level. The Trustee may draw funds from the Reserve Fund (the "Reserve Fund") (or draw from any surety bond that may be contained in the Reserve Fund) of KMPA to pay the principal of, and/or the interest on, the New/Prior Bonds in the event Revenues received by KMPA under the Power Sales Agreements are insufficient to pay Bondholders.

The following funds and accounts under the Trust Indenture, dated as of September 1, 2007, by and between KMPA and Regions Bank, as successor to U.S. Bank National Association, as Trustee (the "2007 Indenture"); the Trust Indenture, dated as of April 1, 2010, by and between KMPA and Regions Bank, as Trustee, successor to U.S. Bank National Association (the "2010 Indenture"); the Trust Indenture, dated as of March 1, 2015, by and between KMPA and Regions Bank, as Trustee (the "2015A Indenture"); the Trust Indenture, dated as of January 1, 2016, by and between KMPA and Regions Bank, as Trustee (the "2016A Indenture"); and the Trust Indenture, dated as of March 1, 2018, by and between KMPA and Regions Bank, as Trustee (the "2018A Indenture") contain the amounts, as of June 30, 2019 which are available to the holders of the New/Prior Bonds:

Bond Fund	$13,349,528
Operating Fund	8,784,764
Reserve Fund*	14,011,025
Capital Improvement Fund	4,067,576
Rate Stabilization Fund	4,200,000
Decommissioning Fund	210,000
Operating Reserve Fund	3,791,582

See Appendix G, "Definitions and Summary of Certain Provisions of the Indenture and the Form of Power Sales Agreement" for a description of the various Funds and Accounts in more detail and other provisions of the Indenture.

THE BONDS

Description of the Bonds

The Bonds will accrue interest from their respective dates of issuance and will mature on September 1 in each of the years set forth on the inside front cover of this Official Statement. The Series 2019A Bonds will bear interest at the interest rate set forth on the inside front cover of this Official Statement payable semiannually on March 1 and September 1 of each year, commencing on March 1, 2020, until maturity or redemption. The Series 2020A Bonds will bear interest at the interest rate set forth on the inside front cover of this Official Statement payable semiannually on

* An additional approximately $22 million is represented by surety bonds. The amount of the first surety bond, approximately $6.79 million, is subject to adjustment pursuant to a formula based on the amount of KMPA's Outstanding Series 2010 Bonds that are insured by Assured Guaranty Municipal Corp. ("Assured"). The amount of the second surety bond, approximately $15.16 million, is subject to adjustment pursuant to a formula based on the amount of KMPA's Outstanding Series 2015A Bonds that are insured by National Public Finance Guarantee Corporation ("NPFG"). Any draws on the surety bond provided by NPFG must be made on a pro rata basis with the surety bond provided by Assured. *See* Appendix G, "Definitions and Summary of Certain Provisions of the Indenture and the Form of Power Sales Agreement."

March 1 and September 1 of each year, commencing on September 1, 2020, until maturity or redemption.

Interest on the Bonds shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

The Bonds will be issued in fully registered form in the denomination of $5,000 or any integral multiple of $5,000.

Payment of Bonds

The principal of and premium, if any, and interest on the Bonds are payable in any coin or currency of the United States of America. Regions Bank has been appointed Trustee and Paying Agent for the Bonds. The principal of and premium, if any, on the Bonds will be paid upon surrender thereof at the corporate trust office of the Trustee in Nashville, Tennessee.

Interest on each Bond shall be paid by check mailed on the applicable Interest Payment Date to the Person who is the Owner thereof as shown on the Bond Register as of 5:00 p.m., Eastern Time, on the applicable Record Date, at the address of the Owner as it appears on the Record Date on the Bond Register (as hereinafter defined). At the direction of an Owner of $1,000,000 or more of the Bonds, payments of interest shall be made by electronic transfer by the Trustee in immediately available funds to an account in the United States designated in writing by such Owner to the Trustee not less than five days prior to the applicable Interest Payment Date.

THE BONDS ARE LIMITED OBLIGATIONS OF KMPA AND ARE PAYABLE SOLELY OUT OF THE REVENUES, FUNDS AND OTHER ASSETS OF THE TRUST ESTATE PLEDGED UNDER THE INDENTURE. KMPA DOES NOT HAVE ANY TAXING POWER.

NEITHER THE COMMONWEALTH, NOR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN KMPA, NOR ANY MEMBER OF KMPA SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF OR PREMIUM, IF ANY, OR INTEREST ON THE BONDS, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF OR ANY MEMBER OF KMPA IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS.

Registration, Transfer and Exchange

The Trustee shall maintain books (the “Bond Register”) for the registration and for the transfer of the Bonds.

Upon surrender for registration of transfer of any Bond at the principal office of the Trustee, the Trustee shall authenticate and shall deliver a new Bond or Bonds in the same aggregate principal amount as the Bond surrendered. No transfer of any Bond shall be binding upon the Trustee unless made at such office and shown on the Bond Register. Unless and until the Trustee notifies the Bondholders in writing of any change of Trustee or of any change of the principal office thereof, the Trustee’s principal office shall be 150 4th Avenue North, Suite 1500, Nashville, Tennessee 37219, Attention: Corporate Trust Services.

The Trustee shall not be required to exchange or transfer any Bond or portion thereof which has been called for redemption.

Optional and Extraordinary Optional Redemption

Optional Redemption.

The Series 2019A Bonds maturing on and prior to September 1, 2028, shall not be subject to redemption prior to maturity. The Series 2019A Bonds maturing on or after September 1, 2029, are subject to redemption, in whole or in part, by KMPA prior to their stated maturities, at any time falling on or after September 1, 2028 (less than all Series 2019A Bonds of a single maturity to be selected in such manner as the Registrar may determine) at a redemption price equal to 100% of the principal amount of the respective Series 2019A Bonds called for redemption, plus unpaid interest accrued to the date of redemption.

The Series 2020A Bonds maturing on and prior to September 1, 2024, shall not be subject to redemption prior to maturity. The Series 2020A Bonds maturing on or after September 1, 2033, are subject to redemption, in whole or in part, by KMPA prior to their stated maturities, at any time falling on or after September 1, 2029 (less than all Series 2020A Bonds of a single maturity to be selected in such manner as the Registrar may determine) at a redemption price equal to 100% of the principal amount of the respective Series 2020A Bonds called for redemption, plus unpaid interest accrued to the date of redemption.

Extraordinary Optional Redemption. The Bonds shall be subject to redemption with funds at the option and direction of KMPA, as a whole or in part, at par plus accrued interest to the redemption date, on the 95th day after the date the Trustee receives written notice of the occurrence of any of the following events:

(a) PSEC shall have been substantially damaged or destroyed to such extent that, in the opinion of KMPA filed with the Trustee, it is not practicable or economically feasible to rebuild, repair or restore the damaged property within a reasonable period of time and KMPA will be prevented from carrying out its normal operations for a period of at least six months, or

(b) a portion of PSEC shall have been substantially damaged or destroyed to such extent that, in the opinion of KMPA filed with the Trustee, it is not practicable or economically feasible to rebuild, repair or restore that portion of PSEC so damaged; provided, however, that the Bonds called for redemption pursuant to this subparagraph shall not be redeemed in whole but shall be redeemed in part with the amount of funds remaining from the receipt of any insurance proceeds, after the costs of any such rebuilds, repairs or restorations that in the opinion of KMPA filed with the Trustee, are determined to be economically feasible and shall have been made, or

(c) title to or the temporary use of all or substantially all of PSEC (i) shall be taken under a valid and lawful exercise of the power of eminent domain or (ii) shall be denied by the failure of any license, permit or other form of approval to be issued by a governmental authority such as results, or is likely to result (in the reasonable opinion of KMPA), in KMPA being thereby prevented from (y) carrying out its normal operations at PSEC for a period of at least six consecutive months or (z) selling power or energy generated by PSEC at levels which in the opinion of KMPA and confirmed by an Independent Consultant, make all or a portion of PSEC not economically feasible.

Mandatory Sinking Fund Redemption

The Series 2019A Bonds due September 1, 2045 shall be subject to mandatory sinking fund redemption prior to maturity (said Series 2019A Bonds to be selected by lot) at a redemption price of 100% of the principal amount thereof to be redeemed, plus interest accrued to the redemption date, on September 1 in the years and in the principal amounts as follows:

September 1	Principal Amount
2044	$23,480,000
2045**	24,435,000

**Maturity Date

Notwithstanding the above paragraph, the mandatory sinking fund redemption amounts set forth above shall be reduced in connection with any optional or extraordinary redemption of the Series 2019A Bonds. The principal amount of such optional or extraordinary redemptions shall be credited against such concurrent or future sinking fund redemption requirements in such order and in such amounts and years as is specified by KMPA in writing to the Trustee; provided, however, prior to any such adjustments becoming effective (other than an adjustment in reverse order of payment), KMPA shall also provide the Trustee with an Approving Opinion with respect to any such adjustments.

Notice and Effect of Call for Redemption

The Trustee shall give notice of redemption by first class mail, postage prepaid, mailed not less than 25 nor more than 45 days prior to the redemption date to each Owner of Bonds to be redeemed or tendered at the address of such Owner appearing in the Bond Register, and also to such other Persons as KMPA shall deem appropriate.

Neither the failure of any Owner to receive notice mailed as provided herein nor any defect in notice so mailed shall affect the validity of the proceedings for redemption.

All notices of redemption shall state:

(i) the redemption date;

(ii) the redemption price (including premium, if any);

(iii) the name of the Bonds to be redeemed, the principal amount of Bonds to be redeemed, and, if less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed;

(iv) the reason for the redemption;

(v) that on the redemption date, the redemption price, as appropriate, of each such Bond will become due and payable, that interest on each such Bond shall cease to accrue on and after such date, and that each such Bond will be deemed to have been redeemed;

(vi) the place or places where such Bonds must be surrendered for payment of the redemption price thereof; and

(vii) such additional information as KMPA or the Trustee shall deem appropriate.

In the case of an optional or extraordinary optional redemption pursuant to the Indenture, the notice of redemption may state (i) that it is conditioned upon the deposit of moneys, in an amount equal to the amount necessary to effect the redemption, with the Trustee no later than the redemption date or (ii) that KMPA retains the right to rescind such notice on or prior to the scheduled redemption date, and such notice and optional or extraordinary redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded in writing, and disseminated to each Owner of the Bonds in accordance with the procedures set forth in the Indenture, no later than seven (7) days prior to the redemption date. Notice of redemption having been given as aforesaid, the Bonds so to be redeemed shall become due and payable on the redemption date at the redemption price specified, and on and after such date (unless KMPA shall default in the payment of the redemption price) such Bonds shall cease to bear interest. Upon surrender of any such Bond for redemption in accordance with such notice, such Bond shall be paid at the redemption price thereof.

No Interest After Redemption Date

Notice of redemption having been given as provided in the Indenture, the Bonds or portions thereof designated for redemption shall become due and payable on the date fixed for redemption and, unless KMPA defaults in the payment of the principal thereof, such Bonds or portions thereof shall cease to bear interest from and after the date fixed for redemption whether or not such Bonds are presented and surrendered for payment on such date. If any Bond or portion thereof called for redemption is not so paid upon presentation and surrender thereof for redemption, such Bond or portion thereof shall continue to bear interest at the rate set forth thereon until paid or until due provision is made for the payment of same.

Parity Bonds

The New/Prior Bonds shall not be entitled to priority one over the other in the application and pledge of the Revenues, regardless of the time or times of their issuance, it being the intention that there shall be no priority among the New/Prior Bonds, regardless of the fact that they have been or will be actually issued and delivered at different times, and provided further that the lien and security of and for any bonds or obligations hereafter issued that are payable from the Revenues of PSEC shall, except as set out herein, be subject to the priority of the New/Prior Bonds as may from time to time be Outstanding; provided, KMPA hereby reserves the right and privilege of issuing any additional bonds from time to time in order to pay the cost of acquiring, whether by purchase or construction of extensions, renovations, improvements and/or betterments to PSEC, or for any other lawful purpose of KMPA (the "Parity Bonds"). When issued, any Parity Bonds shall be payable from the Revenues of KMPA ranking on a parity with the New/Prior Bonds. Parity Bonds may be issued by KMPA only upon compliance with the following conditions and restrictions:

(a) that before any Parity Bonds may be issued (other than a refunding bond issued pursuant to the last paragraph of “THE BONDS – Parity Bonds”) there shall have been procured and filed with the Secretary of KMPA a statement by an Independent Engineer, reciting the opinion, based upon necessary investigation, that on an annual basis the Debt Service Coverage Ratio based upon (i) the Net Revenues of KMPA’s Project share, including the then contemplated extensions, improvements, renovations and betterments throughout the life of the New/Prior Bonds and (ii) the Maximum Annual Debt Service on the New/Prior Bonds and the Parity Bonds then proposed to be issued, will, from and after the fifth year after the Parity Bonds are issued, be equal to at least 1.20:1;

(b) that KMPA reserves the right, exercisable by supplemental indenture, to prescribe additional and more restrictive conditions for the issuance of such additional Parity Bonds, and upon issuance of Parity Bonds in compliance therewith such additional and more restrictive conditions shall be applicable to all such Parity Bonds as may thereafter be issued;

(c) at the time of issuance of such Parity Bonds, the supplemental indenture (and/or other appropriate document) of KMPA authorizing such Parity Bonds shall contain a provision requiring the funding, completion of the funding, or additional funding of the Reserve Fund with cash and/or a surety bond;

(d) that if the Parity Bonds are to bear interest at a fixed rate, the interest payment dates for any such additional Parity Bonds shall be semiannually on the same dates as the Prior Bonds; and

(e) that the principal maturities of such additional Parity Bonds shall be on an Interest Payment Date.

In connection with the issuance of the Bonds, which constitute Parity Bonds, KMPA hired GDS Associates, Inc. as the Independent Engineer to render the certificate required by section (a) above.

The Net Revenues of said contemplated extensions, improvements, renovations and betterments shall not be included as aforesaid, unless, at the time it is proposed to issue any such Parity Bonds, either (i) a written contract or contracts shall have been entered into for the immediate acquisition of any such betterments, improvements, renovations or extensions to be acquired and for the construction of substantially all of any such extensions, improvements, renovations or betterments to be constructed through application of any of the proceeds of such additional Parity Bonds; or (ii) a certificate shall have been made and filed with the Secretary of KMPA by an Independent Engineer meeting the qualifications prescribed in the Indenture, stating that in his, her or their opinion certain described extensions, improvements, renovations, betterments or constructions are needed, that the nature thereof is such that construction can be accomplished more economically or more expeditiously by purchasing materials and utilizing labor or personnel employed directly by KMPA, and that the estimated costs thereof can be paid in full from the proceeds of the Parity Bonds proposed to be issued, as supplemented by any other funds then available.

The additional Parity Bonds and other obligations, the issuance of which is restricted by the Indenture, shall be understood to mean Parity Bonds and obligations payable from the Revenues of KMPA on a parity with the New/Prior Bonds and shall not be deemed to include bonds or other obligations subsequently issued, the lien and security of which are subordinate and subject to the prior and superior lien and security of the New/Prior Bonds.

Nothing in the Indenture is intended or shall be construed as a restriction upon the ordinary refunding of any of the New/Prior Bonds, if such refunding does not operate to increase in any year the aggregate debt service requirements of the New/Prior Bonds proposed to be refunded.

BOOK-ENTRY ONLY SYSTEM

The Bonds will be issued in book entry form to be held in the book-entry only system (the "Book-Entry Only System") maintained by DTC, New York, NY. So long as such Book-Entry Only System is used, only DTC will receive or have the right to receive physical delivery of Bonds and, except as otherwise provided herein with respect to Beneficial Owners (as defined below) of beneficial ownership interests, Beneficial Owners will not be or be considered to be, and will not have any rights as, owners or holders of the Bonds under the Indenture.

The following information about the Book-Entry Only System applicable to the Bonds has been supplied by DTC. Neither KMPA nor the Trustee make any representations, warranties or guarantees with respect to its accuracy or completeness.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond for each maturity will be issued and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the United States Securities and Exchange Commission (the "SEC"). More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Series ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Trustee and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to KMPA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds held for the accounts of customers in bearer form or registered in "street name" and will be the responsibility of such Participant and not of DTC or its nominee, the Trustee or KMPA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of KMPA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Bonds purchased or tendered, through its Participant, to the Trustee and shall affect delivery of such Bonds by causing the Direct Participant to transfer the Participant's interest in the Bonds, on DTC's records, to the Trustee. The requirement for physical delivery of Bonds in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Bonds to the Trustee's DTC account.

NEITHER KMPA NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OR ANY OTHER PERSON NOT SHOWN ON THE REGISTRATION BOOKS OF THE TRUSTEE AS BEING A HOLDER WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PURCHASE PRICE OF TENDERED BONDS OR THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE BONDS; (4) THE DELIVERY BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO HOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER.

Each Beneficial Owner for whom a Direct Participant or Indirect Participant acquires an interest in the Bonds, as nominee, may desire to make arrangements with such Direct Participant or Indirect Participant to receive a credit balance in the records of such Direct Participant or Indirect Participant, to have all notices of redemption, elections to tender Bonds or other communications to or by DTC which may affect such Beneficial Owner forwarded in writing by such Direct Participant or Indirect Participant, and to have notification made of all debt service payments.

Beneficial Owners may be charged a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation to any transfer or exchange of their interests in the Bonds.

KMPA and the Trustee cannot and do not give any assurances that DTC, Direct Participants, Indirect Participants or others will distribute payments of debt service on the Bonds made to DTC or its nominee as the registered owner, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or that DTC, Direct Participants or Indirect Participants will serve and act in the manner described in this Official Statement.

DTC may determine to discontinue providing its service as securities depository with respect to the Bonds at any time by giving notice to KMPA and discharging its responsibilities with respect thereto under applicable law. In such event, the Indenture provides for issuance of fully registered Bonds ("Replacement Bonds") directly to the Beneficial Owners of Bonds, other than DTC or its nominee, only in the event that DTC resigns or is removed as the securities depository for the Bonds. Upon the occurrence of this event, KMPA and the Trustee may appoint another qualified depository. If KMPA and the Trustee fail to appoint a successor depository, the Bonds shall be withdrawn from DTC and issued in fully registered form, whereupon KMPA shall execute and the Trustee, as authenticating agent, shall authenticate and deliver Replacement Bonds in the denomination of $5,000 or integral multiples thereof. KMPA will pay for all costs and expenses of printing, executing and authenticating the Replacement Bonds. Transfer and exchange of such Replacement Bonds shall be made as provided in the Indenture.

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT KMPA BELIEVES TO BE RELIABLE, BUT NEITHER KMPA NOR THE TRUSTEE TAKE ANY RESPONSIBILITY FOR THE ACCURACY THEREOF.

FORWARD DELIVERY OF SERIES 2020A BONDS

Forward Delivery

The Underwriters have agreed, subject to the satisfaction of the terms and conditions of that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds, dated the date hereof, by and between KMPA and the Underwriters, to purchase the Series 2020A Bonds from KMPA at a price equal to $23,157,775.64 for the delivery by KMPA on or about June 3, 2020 (the "Settlement Date"). The purchase of the Series 2020A Bonds by the Underwriters and the delivery thereof is also subject to the satisfaction of certain conditions on the escrow closing date therefor on or about September 11, 2019 (the "Escrow Closing Date") and on the Settlement Date. See "Conditions Precedent" below.

The issuance of the Series 2020A Bonds on the Settlement Date will be dependent upon the receipt by KMPA of the approving opinion of Bond Counsel dated the Settlement Date in substantially the form set forth in Appendix J hereto and of other documents required by that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds to be delivered on the Escrow Closing Date and on the Settlement Date. In addition, the issuance of the Series 2020A Bonds is subject to the payment of the purchase price by the Underwriters in accordance with that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds on the Settlement Date. The Bond Purchase Agreement provides that none of the Series 2020A Bonds will be issued unless all of the Series 2020A Bonds are issued on the Settlement Date.

Changes or proposed changes in federal or Commonwealth laws, court decisions, regulations or proposed regulations or rulings of administrative agencies occurring or in effect prior to the Settlement Date or the failure of KMPA to provide closing documents of the type customarily required in connection with the issuance of municipal bonds, satisfactory to Bond Counsel, could prevent Bond Counsel from rendering its approving opinion with respect to the Series 2020A Bonds.

While all necessary KMPA action constituting conditions precedent to KMPA's issuance of the Series 2020A Bonds has occurred, the issuance of the opinion of Bond Counsel on the Settlement Date is also dependent, among other things, upon the receipt by Bond Counsel on the Settlement Date of certificates of KMPA to the effect that the proceedings of KMPA with respect to the issuance of the Series 2020A Bonds have not been amended or repealed by subsequent adverse executive, legislative or administrative action. The amendment or repeal of any of the proceedings of KMPA with respect to the issuance of the Series 2020A Bonds by subsequent executive, legislative or administrative action may prevent the issuance and delivery of the Series 2020A Bonds.

During the period of time between the date hereof and the issuance and delivery of the Series 2020A Bonds (the "Forward Delivery Period"), certain information contained in this Official Statement may change in a material respect. KMPA has agreed to update this Official Statement, to the extent necessary to assure its accuracy as of the Settlement Date, and to provide the same to prospective purchasers of the Series 2020A Bonds on or prior to the Settlement Date. KMPA expects that this Official Statement will be updated by virtue of cross references to filings made under the Municipal Securities Rulemaking Board's (the "MSRB") Electronic Municipal Market Access ("EMMA") system. Except for such updates, neither KMPA nor the Underwriters have agreed to or are obligated to provide updates to the information contained in this Official Statement during the Forward Delivery Period. KMPA does expect that the audited financial statements for the fiscal year ending June 30, 2019 will be available by the Settlement Date.

Conditions Precedent

That portion of the Bond Purchase Agreement relating to the Series 2020A Bonds contains the following conditions precedent, the occurrence of which would allow the Underwriters to terminate that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds and not purchase the Series 2020A Bonds: (i) any action or event has transpired that would, in the reasonable judgment of the Representative of the Underwriters (the "Representative"), have the purpose or effect of, directly or indirectly, changing the federal or Commonwealth tax consequences of any of the transactions contemplated in connection with that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds, and that, in the reasonable judgment of the Representative, affects materially and adversely (A) the market price or marketability of the Series 2020A Bonds or (B) the ability of the Underwriters to enforce contracts for the sale of the Series 2020A Bonds, whether such action or event is in the form of the introduction or enactment of legislation by the United States Congress, the adoption of such legislation by either House thereof or the favorable reporting for passage of such legislation, or the introduction or enactment of legislation by the legislature of the Commonwealth, the adoption of such legislation by either House thereof or the favorable reporting for passage of such legislation, or the recommendation for passage of such legislation by the United States President to the United States Congress or to the by the Governor of the Commonwealth to the legislature of the Commonwealth, provided that the introduction of such legislation contains a retroactive effective date which shall occur on or before the Settlement Date, or a decision rendered by a United States court, including the United States Tax Court, or a Commonwealth court, or a ruling or an official release made or a regulation proposed or made by the United States Treasury Department or the Internal Revenue Service or other federal or Commonwealth authority having jurisdiction over tax matters, with respect to federal or Commonwealth taxation of revenues or other income of KMPA or of interest on obligations of the general character of the Series 2020A Bonds; or (ii) after the Escrow Closing Date, any condition that, in the reasonable judgment of the Representative, either (A) makes untrue or incorrect in any material respect any statement or information contained in this Official Statement or (B) is not reflected in this Official Statement but should be reflected herein in order to make the statements and information contained herein not misleading in any material respect, and, if this Official Statement were to be amended to correct or disclose such misstatement or omission, in the reasonable judgment of the Representative, the market price or marketability of the Series 2020A Bonds would be materially and adversely affected thereby; or (iii) after the Escrow Closing Date, any outbreak or escalation of hostilities or other local, national or international calamity or crisis, the effect of which on the financial markets of the United States, in the reasonable judgment of the Representative, is such as to materially and adversely affect (A) the market price or the marketability of the Series 2020A Bonds or (B) the ability of the Underwriters to enforce contracts for the sale of the Series 2020A Bonds; or (iv) there shall be in force a general suspension of trading on the New York Stock Exchange, or minimum or maximum prices for trading shall have been fixed and be in force, or maximum ranges for prices for securities shall have been required and be in force on the New York Stock Exchange, whether by virtue of a determination by that Exchange or by order of the SEC or any other governmental authority having jurisdiction, the effect of which on the financial markets of the United States of America, in the reasonable judgment of the Representative, is such as to materially and adversely affect (A) the market price or the marketability of the Series 2020A Bonds or (B) the ability of the Underwriters to enforce contracts for the Sale of Series 2020A Bonds; or (v) a general banking moratorium has been declared by either federal or Commonwealth authorities having jurisdiction and is in force, or a major financial crisis or a material disruption in commercial banking or securities settlement or clearances services shall have occurred; or (vi) legislation has been enacted or proposed, or a decision by a court of the United States is rendered, or a ruling, regulation, proposed regulation by or on behalf of the SEC or other governmental agency having jurisdiction of the subject matter shall be made, that, in the opinion of Underwriters' Counsel, has the effect of requiring the Series 2020A Bonds or securities of KMPA generally or any securities similar to the Series 2020A Bonds to be registered under the Securities Act of 1933, as amended, or requiring the Indenture to be qualified pursuant to the Trust Indenture Act of 1939, as amended; or (vii) a stop order, release, regulation or no-action letter by or on behalf of the SEC or any other governmental agency having jurisdiction of the subject matter has been issued or made (which is beyond the control of the Underwriters or KMPA to prevent or avoid) to the effect that the issuance, offering or sale of the Series 2020A Bonds, including all the underlying obligations as contemplated by that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds or by this Official Statement, or any document relating to the issuance, offering or sale of the Series 2020A Bonds is or would be in violation of any provision of the federal securities laws on the Settlement Date, including the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or the Trust Indenture Act of 1939, as amended; or (viii) after the Escrow Closing Date, an Event of Default (as defined in such debt obligations) with respect to the debt obligations of KMPA or proceedings under federal or Commonwealth bankruptcy laws have been instituted by or against KMPA, the effect of which, in the reasonable judgment of the Representative, is such as to materially and adversely affect (A) the market price or the marketability of the Series 2020A Bonds or (B) the ability of the Underwriters to enforce contracts for the sale of the Series 2020A Bonds; or (ix) after the Escrow Closing Date, proceedings under the federal or Commonwealth bankruptcy laws have been instituted against any Member; or (x) after the Escrow Closing Date there is a withdrawal or downgrading to below investment grade (below a rating of "BBB-" by Standard & Poor's Rating Group ("S&P") or below a rating of "Baa3" by Moody's Investors Service, Inc. ("Moody's")), or placement on credit watch negative, of any rating on any of KMPA's debt obligations substantially similar to the Series 2020A Bonds.

Rating Risk for Series 2020A Bonds

No assurance can be given that at the Settlement Date of the Series 2020A Bonds the ratings on the Series 2020A Bonds will continue to be in effect at the level assigned to the Series 2020A

Bonds by such rating agencies at the time of the pricing and sale of the Series 2020A Bonds. See "RATINGS" herein. Pursuant to that portion of the Bond Purchase Agreement relating to the Series 2020A Bonds, the Underwriters are obligated to purchase the Series 2020A Bonds from KMPA and the initial purchasers will be obligated to purchase the Series 2020A Bonds from the Underwriters, so long as (i) after the date of the Bond Purchase Agreement and this Official Statement and before the Escrow Closing Date there is no withdrawal or downgrading, or placement on credit watch negative, of any rating on any of KMPA's debt obligations substantially similar to the Series 2020A Bonds, and (ii) after the Escrow Closing Date there is no withdrawal or downgrading to below investment grade (below a rating of "BBB-" by S&P or below a rating of "Baa3" by Moody's), or placement on credit watch negative, of any rating on any of KMPA's debt obligations substantially similar to the Series 2020A Bonds.

Secondary Market Risk for Series 2020A Bonds

The Underwriters are not obligated to make a secondary market in the Series 2020A Bonds and no assurance can be given that a secondary market will exist for the Series 2020A Bonds during the Forward Delivery Period. Prospective purchasers of the Series 2020A Bonds should assume that sales of the Series 2020A Bonds will not be liquid through the Forward Delivery Period.

Market Value Risk for Series 2020A Bonds

The market value of the Series 2020A Bonds as of the Settlement Date may be affected by a variety of factors, including without limitation, general market conditions, the ratings on the Series 2020A Bonds, the financial condition and business operations of KMPA and federal income tax and other laws. The market value of the Series 2020A Bonds on the Settlement Date, therefore, could be greater or lesser than the agreed purchase price therefor by the initial purchasers thereof, and the difference could be substantial. Neither KMPA nor the Underwriters make any representation as to the market price of the Series 2020A Bonds as of the Settlement Date. Except as described in "FORWARD DELIVERY OF THE SERIES 2020A BONDS – Conditions Precedent" herein related to the Bond Purchase Agreement, the Underwriters are obligated to purchase the Series 2020A Bonds from KMPA, regardless of any fluctuation in the market value of the Series 2020A Bonds that may occur after the date of the Bond Purchase Agreement and this Official Statement, or after the Escrow Closing Date.

Other Investment Considerations for Series 2020A Bonds

Events which may occur prior to the Settlement Date may have significant consequences to persons who have agreed to purchase the Series 2020A Bonds on the Settlement Date. Several factors may adversely affect the market value of the Series 2020A Bonds, including without limitation, a general increase in interest rates for all obligations and other indebtedness, any threatened or adopted change in the federal income tax laws affecting the relative benefits of owning tax-exempt securities versus other types of investments, such as fully taxable obligations, or any adverse development with respect to KMPA's results of operations, financial condition or prospects. In addition, although the delivery of the opinion of Bond Counsel in substantially the form attached hereto as Appendix J, which is a condition to the issuance and delivery of the Series 2020A Bonds, is subject to a number of conditions to be fulfilled at the time of such delivery as described above, changes or proposed changes in federal income tax laws or regulations or interpretations thereof could affect the market value of tax-exempt securities generally, including without limitation, the Series 2020A Bonds, without preventing the delivery of the Series 2020A Bonds on the Settlement Date.

Tax Treatment Risk

Subject to the additional conditions of settlement described under "FORWARD DELIVERY OF SERIES 2020A BONDS – Conditions Precedent", that portion of the Bond Purchase Agreement related to the Series 2020A Bonds obligates KMPA to deliver and the Underwriters to purchase the Series 2020A Bonds if Bond Counsel delivers an opinion with respect to the Series 2020A Bonds substantially in the form and to the effect as set forth in Appendix J. During the Forward Delivery Period, new legislation, new court decisions, new regulations, or rulings may be enacted, delivered or promulgated, or existing law, including regulations adopted pursuant thereto, may be interpreted in a manner that might prevent Bond Counsel from rendering its opinion or otherwise affect the substance of such opinion. Notwithstanding that the enactment of new legislation, new court decisions, the promulgation of new regulations or rulings or reinterpretations of existing law might diminish the value of, or otherwise affect, the exclusion of interest on the Series 2020A Bonds for purposes of federal or state income taxation, KMPA may still be able to satisfy the requirements for the delivery of the Series 2020A Bonds. In such event, the purchasers would be required to accept delivery of the Series 2020A Bonds. Prospective purchasers are encouraged to consult their tax advisors regarding the likelihood of any changes in tax law and the consequences of such changes to such purchasers.

BY PLACING AN ORDER WITH THE UNDERWRITERS FOR THE PURCHASE OF THE SERIES 2020A BONDS, EACH PURCHASER ACKNOWLEDGES AND AGREES THAT THE SERIES 2020A BONDS ARE SOLD ON A "FORWARD" BASIS, AND THAT THE PURCHASER IS OBLIGATED TO ACCEPT DELIVERY OF AND PAY FOR THE SERIES 2020A BONDS ON THE SETTLEMENT DATE SUBJECT TO A RIGHT TO TERMINATE THE OBLIGATION TO PURCHASE THE SERIES 2020A BONDS UNDER CERTAIN CIRCUMSTANCES AS PROVIDED IN THAT PORTION OF THE BOND PURCHASE AGREEMENT RELATED TO THE SERIES 2020A BONDS. THE UNDERWRITERS CAN WAIVE THE RIGHT TO TERMINATE THEIR OBLIGATION TO PURCHASE THE SERIES 2020A BONDS IN THEIR SOLE DISCRETION.

KENTUCKY MUNICIPAL POWER AGENCY

General

KMPA was organized for the purpose of providing municipal electric systems in the Commonwealth with an ongoing source and supply of electric power to meet their current requirements and anticipated growth in power consumption within the systems. Municipal electric systems must find energy sources to supply the demands of their customers while maintaining a cost-efficient operation of such facilities and energy sources. In forming KMPA, the Members determined that mutual advantage would be obtained from the coordinated planning, construction and operation of new energy facilities, and joint purchases, sales and exchanges of electric power.

KMPA is empowered on behalf of its Members to coordinate the planning, construction and operation of joint electric power supply projects and any and all facilities, including all equipment, structures, machinery, and tangible and intangible property, real and personal, required for the generation or transmission of electrical energy, including any fuel supply or source useful for such projects.

Pursuant to KRS Chapter 65 and the Little TVA Act, KMPA is authorized and empowered to issue bonds (including refunding bonds) to defray the costs of acquiring, constructing and equipping electric generation facilities such as PSEC. From time to time, KMPA may issue future series of notes or bonds in connection with PSEC and for additional projects to benefit its Members.

Governance

The governing body of KMPA is a Board of Directors (the "Board") composed of two directors designated by each KMPA Member, one of whom is required to be the chief executive officer, or equivalent thereto, of the Member. Three members of the Board of KMPA constitute a quorum for the transaction of business. The Board directs the business and affairs of KMPA. The Interlocal Cooperation Agreement under which KMPA was created and operates provides that each director shall have one vote. KMPA's directors and their respective offices are as follows:

Hardy Roberts	Chairman
Rickie W. Williams	Vice Chairman
Dave Carroll	General Manager
Kevin Kizzee	Secretary and Assistant General Manager

Hardy Roberts has served on the KMPA Board since September 2014 where he became its Chairman effective September 23, 2014. He has been a director of Paducah Electric since February, 2011, and has served as its Chairman since September 2014. Mr. Roberts owned and operated Leake Printing Company and Flagship Printing in Paducah, Kentucky, from 1970 until his retirement in 2008. A native of Paducah, Mr. Roberts attended the University of Miami and graduated from Vanderbilt University with a bachelor's degree in Economics and Business. He has been a member of the Paducah Rotary Club since 1970 and served as the club's president from 1976 to 1977. He is a former 29-year member of the Paducah Cable Commission Authority and served as the Commission's Chairman for five years.

Rickie W. Williams has served as Princeton Electric's designated representative on the KMPA Board since February 2005 and has held the office of Vice Chairman during his tenure on the KMPA Board. Mr. Williams is a former member and Chairman of the Board of Directors of Princeton Electric. He is a practicing Certified Public Accountant having performed audits and financial consulting for utilities. He is a member of the Kentucky Society of CPAs and the American Institute of Certified Public Accountants ("AICPA"). He has served on the Kentucky Society of Certified Public Accountants Board of Directors, received the Society's William A. Hifner, Jr. outstanding chapter president award, is a director of First Southern National Bank, Princeton Kentucky, and has served as past president and board member of several local and civic organizations. Mr. Williams has over 30 years' experience in taxation, cash management and financial consulting. He is a licensed Series 6 and 63 registered representative. He received a Bachelor's degree in accounting from Murray State University in 1978.

Dave Carroll joined Paducah Electric in November 1998, served 19 years as the Director of Finance and Administration and served as Paducah Electric's power supply and sales analyst, overseeing Accounting, Budgeting, Rate Analysis, Human Resources, Customer Service, Meter Reading, Consumer Billing and Collections, Information Technology Support

Contracts/Infrastructure and other administrative functions. In August 2017, Mr. Carroll was named General Manager of Paducah Electric.

Prior to joining Paducah Electric, Mr. Carroll worked seven years at Paducah Gaseous Diffusion Plant ("PGDP"), which enriches uranium fuel for nuclear power plants. During his tenure at PGDP, Mr. Carroll served with respect to the PGDP as the Chief Financial Officer for Bechtel Jacobs Company and Accounting Manager for Lockheed Martin Energy Systems.

Mr. Carroll holds a Bachelor Degree from the University of Kentucky, with a major in finance and a minor in economics.

Kevin Kizzee has served as the Assistant General Manager on the KMPA Board and the alternate KMPA representative on the PSGC Board of Directors since August 2016. He is the General Manager of the Princeton Electric Plant Board, where he has over 30 years of experience serving in the position of Engineer and Superintendent of Operations. Mr. Kizzee graduated from Tennessee Technological University in Cookeville, Tennessee with a Bachelor's degree in electrical engineering in 1987. He is active in the American Public Power Association, the Kentucky Municipal Utility Association, is past president of the Power Engineers Association of Kentucky, and has served on several committees in the Tennessee Valley Public Power Association.

Management and Administration

KMPA's General Manager, Assistant General Manager and Chief Financial Officer serve as the management team for KMPA. KMPA's Chief Financial Officer is Doug Handley.

Doug Handley has served as the Chief Financial Officer for KMPA since June 2018. He has also served as the Director of Finance, Power Supply and Rates for Paducah Electric since February 2018. Before joining Paducah Electric, Mr. Handley spent 34 years as a consultant for electric utilities and five years in public accounting. He maintained a Certified Public Accountant license for over 30 years. Mr. Handley graduated from Stetson University with a Bachelor's of Business Administration degree, majoring in accounting. He also has a Master's of Business Administration from the University of Central Florida.

Financial Statements

The financial statements of KMPA are audited by Williams, Williams & Lentz, LLP, Paducah, Kentucky.

KMPA's audited financial statements for the years ended June 30, 2017 and 2018 are included in Appendix A. KMPA files annual information with the MSRB's EMMA system (see, DISCLOSURE COMPLIANCE herein). Such information will also be available by contacting KMPA at P.O. Box 180, Paducah, Kentucky 42002-0180 or by telephone at (270) 408-5020.

Historical Debt Service Coverage Ratio

KMPA has agreed under the trust indentures for the New/Prior Bonds, pursuant to a rate covenant, to produce in each fiscal year during which the New/Prior Bonds are Outstanding, a debt service coverage equal to at least 1.10:1. However, under the terms of the trust indentures, principal and interest payments on the long-term indebtedness incurred in connection with PSEC were not required to be included in the computation of the maximum annual debt service until the fiscal year in which the principal or interest first became payable from sources other than amounts deposited in trust, escrowed or otherwise exclusively set aside at the time of incurrence of such indebtedness (including capitalized interest). KMPA used capitalized interest and such other sources to make payments of interest on the Series 2010A Bonds, Series 2010B Bonds, and Series 2010C Bonds until September 1, 2012. The debt service coverage ratio for the fiscal year ending June 30, 2018 was 1.15. KMPA has met the debt service coverage ratio requirement in each previous fiscal year in which the requirement has been applicable. KMPA bills its Members each fiscal year an amount that will produce a 1.10:1 debt service coverage ratio based on the annual debt service in each respective year.

Management's Discussion and Analysis

Set forth below is an excerpt from the Management's Discussion and Analysis of KMPA's unaudited financial statements for the fiscal year ended June 30, 2019. Excluded from the discussion below, but which appears in the Management's Discussion and Analysis accompanying such financial statements, is information regarding the organizational structure of KMPA, the Power Sales Agreements, and a description of PSEC, all of which is set forth in more detail elsewhere in this Official Statement. For purposes of consistency, certain defined terms and formatting conventions have been used in the discussion below which appear differently in the corresponding Management's Discussion and Analysis. KMPA's audited financial statements for the fiscal years ended June 30, 2017 and 2018, and unaudited financial statements for the fiscal year ended June 30, 2019, as well as the entire Management's Discussion and Analysis for those periods, are included as Appendix A.

Comparison of Twelve-Month Periods Ended June 30, 2018 and June 30, 2019 (unaudited)

In this section, KMPA presents the following discussion and analysis to provide an overall review of KMPA's financial activities for the fiscal years ended June 30, 2017, 2018 and 2019 (unaudited).

Required Financial Statements

The Statements of Net Position (Deficit) include the fiscal year-end balances of all KMPA'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 KMPA's creditors (liabilities). They also provide the basis for evaluating the capital structure of KMPA and assessing the liquidity and financial flexibility of KMPA.

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

The final required financial statements are the Statements of Cash Flows. These statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. Cash from operations consists of net income, adjusted for non-cash items, plus or minus changes in current assets and current liabilities. Cash from investing activities results from changes in long-term assets. Cash from financing activities results from changes in long-term liabilities, such as proceeds from issuance of bonds or payments of principal installments on outstanding bonds.

Financial Analysis of KMPA

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

Table A-1
Statements of Net Position (Deficit) at June 30
(000's)

	2019 (unaudited)	2018	2017	2018-2019 Dollar Change	2017-2018 Dollar Change
Current and other assets	$ 65,008	$ 60,007	$ 59,477	$ 5,001	$ 530
Capital assets	384,558	395,642	405,913	(11,084)	(10,271)
Total assets	449,566	455,649	465,390	(6,083)	(9,741)
Deferred Outflows of Resources	30,837	32,382	33,452	(1,545)	(1,070)
Revenue bonds	461,355	468,790	474,970	(7,435)	(6,180)
Other liabilities	21,626	20,583	18,773	1,043	1,810
Total liabilities	482,981	489,373	493,743	(6,392)	(4,370)
Deferred Inflows of Resources	26,527	57,912	29,296	(31,385)	28,616
Invested in capital assets, net of related debt	(64,805)	(61,245)	(57,621)	(3,560)	(3,624)
Restricted	5,449	5,270	7,603	179	(2,333)
Unrestricted	28,524	26,721	25,821	1,803	900
Total Net Assets (Deficit)	$ (30,832)	$ (29,254)	$ (24,197)	(1,578)	$ (5,057)

In the Statements of Net Position (Deficit), the net position of KMPA is summarized into three categories – restricted assets, unrestricted assets and invested in capital assets, net of related debt. As shown above, the net position of KMPA has been an increasing deficit over the fiscal years ended June 30, 2019 (unaudited) and 2018.

The deficit net position of KMPA is due to the deficit balance of invested in capital assets, net of related debt. This deficit component of net position also increased by $3.6 million during fiscal year ended June 30, 2019 (unaudited). KMPA's assets consist primarily of PSEC. KMPA's ownership share in the cost of construction of these assets was financed primarily from the issuance of revenue bonds. However, the principal amounts of these revenue bonds are greater than the proceeds for construction since the bond proceeds also funded required reserve amounts and issuance costs. Therefore, the liabilities for revenue bonds are greater than the asset balances associated with PSEC, resulting in a deficit net position. In the early years of the asset and bond lives, this deficit may be increased by the difference in the annual depreciation of the capital assets compared to the amortization of the bond principal. Generally, depreciation expenses are equal annual amounts over the life of PSEC while annual debt service payments consist of declining interest expenses but increasing principal installments over the life of the bonds. So the net deficit is increased by, among other things, the amount that depreciation expense exceeds principal amortization.

The increase in KMPA's deficit net position for fiscal year ended June 30, 2019 (unaudited) due to the net investment in capital assets, as discussed above, was partially offset by a $1.8 million increase in unrestricted net position, while the restricted net position was practically unchanged.

While the Statements of Net Position (Deficit) present the various components of net position (deficit), the results of operations for the fiscal years produce the annual change in net position, as demonstrated in KMPA's Statements of Revenues, Expenses, and Changes in Net Position (Deficit), a summary of which is presented in Table A-2.

Table A-2
Statements of Revenues, Expenses, and
Changes in Net Position (Deficit)
Fiscal Years Ended June 30
(000's)

	2019 (unaudited)	2018	2017	2018-2019 Dollar Change	2017-2018 Dollar Change
Operating revenue	$ 94,112	$ 84,103	$ 83,420	$ 10,009	$ 683
Non-operating revenue	3,383	3,139	2,890	244	249
Total revenue	97,495	87,242	86,310	10,253	932
Purchased power and other operating expense	74,783	68,221	64,807	6,562	3,414
Non-operating	24,290	24,078	24,224	212	(146)
Total expenses	99,073	92,299	89,031	6,774	3,268
Changes in net assets	(1,578)	(5,057)	(2,721)	3,479	(2,336)
Beginning net assets (deficit)	(29,254)	(24,197)	(21,476)	(5,057)	(2,721)
Ending net assets (deficit)	$ (30,832)	$ (29,254)	$ (24,197)	$ (1,578)	$ (5,057)

As shown in Table A-2, total expenses exceed total revenue for each of the fiscal years shown, resulting in an increasing balance of the net deficit as of each fiscal year end. Operating revenue consists primarily of billings to Members to recover the revenue requirements of KMPA, which differs from the total expenses. For example, revenue requirements include annual principal installments and capital expenditures, which are not included in expenses, and expenses include depreciation and amortization, which are not included in revenue requirements. As discussed above, depreciation expenses on PSEC are generally expected to be greater than the principal installments on the associated bonds during the early years of PSEC's life, contributing to the operating deficit for those fiscal years shown.

Non-operating revenues represent investment income from the revenue bond funds as well as subsidy income relating to the Series 2010B Bonds. KMPA is entitled to an annual payment of 35% of the interest expense relating to the Series 2010B Bonds from the United States Government, reduced by any federal sequestration. For the period from 2017-2019, annual sequestration averaged 6.4%, resulting in an average interest subsidy rate of 32.76%. Income related to the Series 2010B Bonds subsidy averaged $2.5 million in each of the fiscal years ended June 30, 2019 (unaudited), 2018, and 2017.

Non-operating expenses are comprised mainly of interest paid on outstanding revenue bond issues.

Capital Assets

Capital assets consist of assets related to completed construction of the generating plant at PSEC. The capitalized costs of the mine and coal reserves associated with PSEC are included in other assets. At the end of the fiscal year ended June 30, 2018, KMPA had $395.6 million invested in PSEC capitalized assets, as shown in Table A-3.

Table A-3
Capital Assets at June 30
(000's)

	2019 (unaudited)	2018	2017	2018-2019 Dollar Change	2017-2018 Dollar Change
Construction in progress	$ 815	$ 1,193	$ 3,911	$ (378)	$ (2,718)
Property, plant, and equipment	461,973	464,654	460,610	(2,681)	4,044
Less accumulated depreciation	(78,231)	(70,205)	(58,608)	(8,026)	(11,597)
Total capital assets	$ 384,557	$ 395,642	$ 405,913	$ (11,085)	$ (10,271)

Debt Administration

The total revenue bonds outstanding (including current portion) decreased to $469 million at fiscal year ended June 30, 2019 (unaudited) from $475 million at fiscal year ended June 30, 2018 as a result of the maturing of bonds relating to PSEC. The bonds are payable from the sale of electric power to the Members pursuant to "take or pay" Power Sales Agreements. The terms of the Power Sales Agreements coincide with the term of KMPA's outstanding revenue bonds. KMPA recognized $7.4 million in revenue bonds outstanding as a current liability as of fiscal year ended June 30, 2019 (unaudited) as it will pay bond holders this amount in principal on September 1, 2019.

Outlook

In November 2014, KMPA took certain actions intended to reduce its Members' power costs. Among other things, KMPA contracted with Assured and NPFG to issue surety bonds for a portion of its debt service reserve fund. The issuance of surety bonds provided $22 million of cash which KMPA used to reduce its principal obligations on KMPA's (i) Power System Revenue Bonds (Prairie State Project), Series 2007A and (ii) Series 2010A Bonds in fiscal years 2015-2018. As of the end of June 2018, these funds were fully expended and no longer available to reduce principal of the outstanding Prior Bonds.

KMPA also established several reserve funds associated with debt service, decommissioning, capital improvements and operations to stabilize annual rates and charges.

Notwithstanding the actions taken by KMPA to reduce or stabilize costs to its Members, the annual debt service requirements on KMPA's outstanding bonds will increase by approximately $4.4 million from fiscal year 2020 to fiscal year 2021. KMPA is expecting to issue refunding bonds in fiscal year 2020 to mitigate this upcoming increase and to lower debt service overall.

In addition, KMPA actively pursues opportunities to reduce or stabilize costs to its Members through bilateral and market sales of excess capacity and energy associated with PSEC.

THE MEMBERS

General

The Members, Paducah Electric and Princeton Electric, are each located in the western portion of the Commonwealth. Paducah Electric and Princeton Electric were created in 1945 and 1958, respectively, and are each governed by a five-member electric plant board. Members of the electric plant boards are appointed by the mayors and approved by the legislative body of the respective communities in which they serve. Four members of each electric plant board serve staggered, four-year terms. The fifth member of the electric plant board of Paducah Electric is to be the city manager or a member of the city commission, who shall serve a term as designated by the mayor, but not beyond the appointee's term or office or his or her employment as city manager, as applicable. The fifth member of the electric plant board of Princeton Electric is a member of the city council who serves a term as designated by the mayor, which term shall not extend beyond the appointee's term of office. Each of the Members is a separate and distinct political subdivision of the Commonwealth and acts independently of its respective city government.

Power Supply

From the early 1960s until 2009 and 2010, respectively, Paducah Electric and Princeton Electric were full requirements wholesale distribution customers of TVA which was permitted to provide such service to the two distribution utilities under special provision of federal law. During the almost five decades that the TVA Wholesale Power Contracts were in force, TVA supplied all of the Members' power and energy requirements in excess of relatively small allotments of power received by each Member from federally-owned facilities through the Southeastern Power Administration ("SEPA"). Consequently, neither Member had the need to construct or acquire any other generating or contractual power supply resources for serving its power and energy requirements. Each Member's Wholesale Power Contract with TVA was terminable upon five years' notice prior to termination. On December 14, 2004, Paducah Electric provided TVA with notice of termination of its Wholesale Power Contract effective December 21, 2009. Princeton Electric followed suit the next month giving notice to TVA that it would terminate its Wholesale Power Contract effective January 25, 2010.

The events leading up to each Member's decision to terminate its Wholesale Power Contract with TVA began in 2003, when R.W. Beck, Inc. was retained by the Members to prepare the first of several power supply feasibility studies for each Member. The feasibility studies investigated and analyzed alternative power supply strategies available to the Members for the period of 2010 and beyond. The results of these studies indicated that there were considerable economic benefits to be derived by the Members through the procurement of and ownership in long-term baseload electric generating resources, combined with the development of local peaking generation resources within the Members' respective electric systems, and supplemented with opportunistic purchases and sales of electric power and energy within the regional marketplace.

Based upon the feasibility studies, the Members determined that mutual advantage would be derived from the coordinated planning, construction and operation of new energy facilities and joint purchases, sales and exchanges of electric power and energy. KMPA was subsequently organized by the Members on February 7, 2005 in order to acquire an interest in the development of PSEC, to provide for additional services necessary to implement the programs and procedures required to obtain the long-term benefits indicated by the initial power supply studies and to manage the operations of the Members' resource portfolios.

Upon the termination of each Member's wholesale power contract with TVA, KMPA began providing virtually all of the Member's wholesale electric power requirements. Until fiscal year 2016, the only power not supplied by KMPA was each Member's small allotment of SEPA power and the power generated by Paducah Electric's combustion turbine natural gas peaking plant that began operations in 2010. In fiscal year 2016, the Members began receiving hydroelectric power under certain power sales agreements with American Municipal Power, Inc. ("AMP"). *See* Additional Power Supply Resources of the Members, infra.

In order to receive delivery from KMPA of power and energy purchased on its behalf or generated by PSEC, each Member has constructed an interconnection from its distribution system to the nearby 161 kV transmission system of Louisville Gas & Electric/Kentucky Utilities ("LG&E/KU"). KMPA has a network integration transmission service agreement in place with LG&E/KU which facilitates the provision of the transmission services required by its Members.

The following sections provide historical power and energy requirements, customer data, and projections of power and energy requirements at the wholesale level for each Member.

Paducah Electric

As of June 30, 2019, the Paducah Electric system consists of approximately 22,585 total customers. Of this number, approximately 18,845, or 83%, are residential customers, and approximately 3,740, or 17%, are small and large commercial customers.

The following table shows the actual non-coincident peak demand and energy requirements for Paducah Electric for the ten fiscal year periods of 2009 through 2018 as prepared by Paducah Electric, based on actual sales data. The actual non-coincident peak demand and energy requirements for Paducah Electric for the fiscal year periods ended June 30, 2015, 2016 and 2017 have been restated versus the Official Statements related to KMPA's prior indebtedness.

PADUCAH ELECTRIC
HISTORICAL POWER AND ENERGY REQUIREMENTS
(FISCAL YEAR SALES)

Fiscal Year	Peak Demand (MW)	Year-Over-Year Percent Growth	Energy Requirements (MWh)	Year-Over-Year Percent Growth
2009	150.0	------	606,178	-------
2010	153.0	2.0%	612,217	0.9%
2011	157.0	2.6%	631,428	3.1%
2012	156.0	-0.6%	599,913	-5.0%
2013	157.0	0.6%	595,572	-0.7%
2014	147.0	-6.3%	580,995	-2.4%
2015	134.6	-8.4%	556,184	-4.3%
2016	139.5	3.6%	546,664	-1.7%
2017	138.2	-0.9%	558,405	2.1%
2018	138.6	0.3%	557,045	-0.2%

Peak demand and energy requirements vary from year to year because of various factors, including weather and economic conditions.

Princeton Electric

As of June 30, 2019, the Princeton Electric system consists of approximately 3,793 total customers. Of this number, approximately 2,903, or 77%, are residential customers, approximately 876, or 23%, are small and large commercial customers, and the remaining 14, or less than 1%, are classified as "other" customers.

The following table shows the actual non-coincident peak demand and energy requirements for Princeton Electric for the ten fiscal year periods ended June 30, 2009 through 2018 as prepared by Princeton Electric based on actual sales data. The actual non-coincident peak demand and energy requirements for Princeton Electric for the fiscal year periods ended June 30, 2014, 2015, 2016 and 2017 have been restated versus the Official Statements related to KMPA's prior indebtedness.

PRINCETON ELECTRIC
HISTORICAL POWER AND ENERGY REQUIREMENTS
(FISCAL YEAR SALES)

Fiscal Year	Peak Demand (MW)	Year-Over-Year Percent Growth	Energy Requirements (MWh)	Year-Over-Year Percent Growth
2009	24.8	------	106,534	------
2010	26.6	5.6%	110,118	2.9%
2011	26.2	-1.5%	111,961	1.7%
2012	26.4	0.8%	111,758	-0.2%
2013	26.3	-0.5%	113,685	1.7%
2014	24.1	-8.3%	110,921	-2.4%
2015	24.2	0.4%	111,137	0.2%
2016	25.2	4.1%	108,413	-2.5%
2017	25.4	0.7%	112,000	3.3%
2018	26.2	3.1%	111,361	-0.6%

Peak demand and energy requirements vary from year to year because of various factors, including weather and economic conditions.

The respective service area of each Member includes most of the respective city and a portion of the county beyond the city limits. Retail electric service in areas adjoining the service areas of the Members is provided by investor-owned utilities or rural electric cooperatives which, in some instances, also serve a limited number of customers within the corporate limits of the Members' respective cities. Although the service area of neither Member is regulated by the Kentucky Public Service Commission, Commonwealth law protects the territory being served by each Member from competition by another retail electric utility.

In addition, Appendix F provides pertinent operating and financial information for the Members and Appendix E provides general demographic and economic data regarding the areas where the Members provide their respective service.

Power Sales Agreements

Under the Power Sales Agreements, both Members agree to purchase their respective entitlement percentages of KMPA's share of the electric power and energy anticipated to be generated by PSEC. Presently, Paducah Electric is entitled to purchase 83.9% of KMPA's share of PSEC and Princeton Electric is entitled to purchase the remaining 16.1%. Each of the Power Sales Agreements is a "take or pay" agreement under which each Member has agreed to pay for its portion of KMPA's share of PSEC at rates sufficient to enable KMPA to recover all of its costs in connection with KMPA's ownership interest in PSEC, including debt service on the New/Prior Bonds. The Members are obligated to pay for their respective portions of such costs whether or not PSEC is operable or operating and whether or not PSEC's output is suspended, interrupted, interfered with, reduced, curtailed or terminated in whole or in part.

Pursuant to the Power Sales Agreements, KMPA shall establish such rates and charges which shall be billed to each Member, based on the Member's entitlement percentage, on a monthly basis, or such other period as determined by KMPA, in order to provide KMPA with sufficient revenues to pay its Monthly Project Costs as defined in each Power Sales Agreement. Monthly Project Costs include all of KMPA's costs as offset by credits and revenues, resulting from the ownership, fueling, operation, maintenance and termination, retirement from service or decommissioning of, and necessary repairs, renewals, replacements and additions to, PSEC, including, but not limited to, costs as offset by credits and revenues related to the transmission, interconnection and deliverability of PSEC and all MISO Prairie State Charges. The Monthly Project Costs also include, without limitation, debt service on the New/Prior Bonds, deposits required to be made into the Funds established under the Indenture and such additional amounts as are necessary to satisfy any debt service coverage requirement in the Indenture.

From time to time, in the event that one or both of the Members do not require the full entitlement of their respective shares of PSEC's output, KMPA will make an effort to sell such unused power and energy in the market. However, KMPA is not obligated to effect the sales of such excess power and energy, and any failure of KMPA to sell such power and energy for the benefit of one or both of its Members shall not relieve the obligations of the Members to pay for their respective portions of the cost of PSEC, including debt service on the New/Prior Bonds.

In addition, each Power Sales Agreement contains a "Step-Up Power" provision. See "INVESTMENT CONSIDERATIONS – Matters Affecting Members."

Supplemental Power Purchases

Though there is no contractual obligation for a Member to purchase all of its power and energy requirements through KMPA, Paducah Electric and Princeton Electric anticipate that KMPA will supply a portion of their respective power requirements beyond those produced by PSEC through a portfolio of power purchase agreements with investor-owned utilities and power marketers. These agreements will enable KMPA to furnish the Members' intermediate electrical needs and provide back-up power and energy arrangements in the event that output of PSEC is interrupted. KMPA provides these power supply services to its Members under respective Partial Requirements Power Sales Agreements entered into by KMPA with each of its Members in December 2009. The Partial Requirements Power Sales Agreement provides a framework under which a Member can acquire from KMPA not only a portion of its power supply needs, but also a number of other energy-related services.

Additional Power Supply Resources of the Members

In 2010, Paducah Electric completed construction and began commercial operation of a gas-fired combustion turbine peaking facility located within its system and adjacent to one of its existing 69 KV substations. The peaking plant consists of two Pratt & Whitney Power Systems FT8-3 Swift Pac combustion turbine packages and all necessary ancillary equipment. Each of the peaking plant's two generators has a nominal capacity of 62 MW. The total capability of the peaking units is approximately 110 MW at peak summer ambient temperatures.

Princeton Electric has not developed a peaking facility and has no current plans to do so.

Along with some 75 other AMP municipal electric utility members, Paducah Electric and Princeton Electric are each a party to a Power Sales Contract with AMP dated as of November 1, 2007, pertaining to AMP's Hydroelectric Project (Phase 1) which consists of three hydroelectric generation projects developed by AMP at existing locks and dams on the Ohio River at Smithland, Cannelton, and Willow Island, Kentucky. Paducah Electric and Princeton Electric are subscribed to this hydroelectric project at the respective levels of 7.55 MW and 1.45 MW. Each Member is also a party to certain Power Sales Contracts dated as of March 1, 2009, among AMP and a number of AMP's other municipal electric utility members pertaining to AMP's interest in the Greenup Hydroelectric Facility and the Meldahl Hydroelectric Project both of which are located on the Ohio River. Paducah Electric and Princeton Electric are subscribed to the Greenup Hydroelectric Facility at a cumulative level of 3.6 MW and to the Meldahl Hydroelectric Project at a cumulative level of 5.4 MW. Each of the AMP Power Sales Contracts referred to in this paragraph is a "take or pay" contract.

Historical Debt Service Coverage Ratios of Members

The following schedules set forth the total debt service coverage for Paducah Electric and Princeton Electric, respectively, for the fiscal years ended June 30, 2014 through and including June 30, 2018.

The information in the schedule below for Paducah Electric is derived from the corresponding information contained in the audited financial statements of Paducah Electric for the fiscal years ended June 30, 2014 through June 30, 2018. The information in the schedule below for Paducah Electric is restated versus the Official Statements related to KMPA's prior indebtedness. Prior calculations were not adjusted to account for non-cash pension expenses or principal amounts of Series 2010A Bonds escrowed with cash released from the Debt Service Reserve Fund in 2015 when a portion of the Debt Service Reserve Fund was replaced with surety bonds.

Paducah Electric
Historical Debt Service Coverage

	Historical Fiscal Year				
	2014	**2015**	**2016**	**2017**	**2018**
Total Operating Revenues (1)	$85,074,790	$80,297,581	$72,058,213	$77,379,121	$79,259,094
Total Operating Expenses (2)	$68,351,101	$62,379,076	$54,743,715	$60,142,813	$63,506,518
Revenue Available for Debt Service	$16,723,689	$17,918,505	$17,314,498	$17,236,308	$15,752,576
Annual Debt Service (3)	$13,145,606	$12,283,994	$7,189,389	$5,528,229	$8,328,031
Total Debt Service Coverage (x)	1.27	1.46	2.41	3.12	1.89

Note:
(1) Includes "Investment Income" and "Nonoperating Income" from the Audited Financial Statements.
(2) Excludes "Non-Cash Pension Adjustments" and "Depreciation" from the Audited Financial Statements.
(3) Annual Debt Service consists of payments of principal of and interest on Paducah Electric's Revenue Bonds, Series 1998, Series 2001, Series 2009A, Series 2009B, Series 2010 and Series 2016A. Paducah Electric's Series 1998, Series 2001, Series 2009B and Series 2010 Bonds are no longer outstanding as of the date hereof.

The information in the schedule below for Princeton Electric is derived from the corresponding information contained in the audited financial statements of Princeton Electric for the fiscal years ended June 30, 2014 through June 30, 2018. The information in the schedule below for Princeton Electric is restated versus the Official Statements related to KMPA's prior indebtedness. Prior calculations were not adjusted to account for non-cash pension expenses or principal amounts of Series 2010A Bonds escrowed with cash released from the Debt Service Reserve Fund in 2015 when a portion of the Debt Service Reserve Fund was replaced with surety bonds.

Princeton Electric
Historical Debt Service Coverage

	Historical Fiscal Year				
	2014	**2015**	**2016**	**2017**	**2018**
Total Operating Revenues [1]	$15,038,941	$15,223,972	$14,171,110	$14,930,928	$15,993,358
Total Operating Expenses [2]	$13,084,452	$13,020,449	$12,103,516	$12,666,641	$14,165,446
Revenue Available for Debt Service	$1,954,489	$2,203,523	$2,067,594	$2,264,287	$1,827,912
Annual Debt Service [3]	$1,709,004	$1,427,032	$1,297,185	$1,298,930	$1,299,120
Total Debt Service Coverage (x)	1.14	1.54	1.59	1.74	1.41

Note:
(1) Includes "Interest Income" and "BABs Rebate" from the Audited Financial Statements.
(2) Excludes "Non-Cash Pension Adjustments" and "Depreciation" from the Audited Financial Statements.
(3) Annual Debt Service consists of payments of principal of and interest on Princeton Electric's Revenue Bonds, Series 2009A, Series 2009B outstanding through 2015, Series 2009C and Series 2015. Debt service on the Series 2009 Bonds includes the BABs subsidy. The BABs subsidy is included in total revenues. The BABs were refunded in 2015 and are no longer outstanding.

Management's Discussion and Analysis

Paducah Electric

Set forth below is an excerpt from the Management's Discussion and Analysis of Paducah Electric's unaudited financial statements for the fiscal year ended June 30, 2019. Excluded from the discussion below, but which appears in the Management's Discussion and Analysis accompanying such financial statements, is information regarding Paducah Electric's cash flows, debt administration, budgetary highlights and financial outlook and electric rate changes. For purposes of consistency, certain defined terms and formatting conventions have been used in the discussion below which appear differently in the corresponding Management's Discussion and Analysis. Paducah Electric's audited financial statements for the fiscal years ended June 30, 2017 and 2018, and unaudited financial statements for the fiscal year ended June 30, 2019, as well as the entire Management's Discussion and Analysis for those periods, are included as Appendix C.

Comparison of Twelve-Month Periods Ended June 30, 2018 and June 30, 2019 (unaudited)

In this section, Paducah Electric presents the following discussion and analysis to provide an overall review of Paducah Electric's financial activities for the fiscal years ended June 30, 2019 (unaudited) and 2018.

Required Financial Statements

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

The Condensed Statements of Net Position include all of Paducah Electric's assets and liabilities and provide information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for evaluating the capital structure of Paducah Electric and assessing the liquidity and financial flexibility of the utility.

All of the current year's revenues and expenses are accounted for in the Condensed Statements of Revenues, Expenses, and Changes in Net Position. This statement for the fiscal year ended June 30, 2019 (unaudited) measures the success of Paducah Electric's operations over the past year and can be used to determine whether Paducah Electric has successfully recovered all of its costs through electric rate tariffs and other miscellaneous charges, profitability, and credit worthiness.

The Statements of Cash Flows report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities and summarize the change in the cash balance during the reporting period.

Net Position

Table C-1
Condensed Statements of Net Position
As of the fiscal years ended June 30

	2019 (unaudited)	**2018**
Current assets	$ 23,544,047	$ 28,010,210
Non-current assets	11,252,393	10,963,442
Capital assets	141,766,640	145,881,044
Total assets	176,563,080	184,854,696
Deferred Outflows of Resources	19,717,120	20,580,415
Current liabilities	15,168,973	14,953,513
Non-current liabilities	18,391,643	21,038,525
Long-term debt	139,920,456	145,882,561
Total liabilities	173,481,072	181,874,599
Deferred Inflows of Resources	1,408,305	1,408,305
Invested in capital assets, net of related debt	13,146,638	12,304,196
Restricted for debt service	5,525,991	5,430,225
Unrestricted net assets	2,718,194	4,417,786
Total Net Assets	$21,390,823	$ 22,152,207

A summary of Paducah Electric's Condensed Statements of Net Position is presented in Table C-1 and discussed below.

Current assets represent items such as cash and temporary investments, accounts receivable, materials and supplies, prepaid expenses, accrued interest receivable, and rents receivable. Current assets decreased by approximately $4.5 million during fiscal year ended June 30, 2019 (unaudited), including a $2.6 million reduction in cash associated with the power cost adjustment.

Non-current assets include restricted funds, such as bond sinking funds, and other non-current assets, including a Rate Stabilization Fund, unamortized debt discounts, unamortized research and development, and conservation loan receivables. These accounts increased during fiscal year ended June 30, 2019 (unaudited) by $289,000.

Capital assets include land, transmission system, distribution system, general plant, generation plant, and construction work in progress, net of accumulated depreciation. The decrease in capital assets is the result of depreciation of the peaking plant, high pressure gas line and associated substation/transmission upgrades. The net investment in capital assets decreased by $4.1 million during fiscal year ended June 30, 2019 (unaudited).

Deferred outflows of resources include the net unamortized balance of items related to the issuance of the Electric Plant Board of the City of Paducah, Kentucky Refunding Revenue Bonds, Series 2016A.

Current liabilities represent items such as accounts payable, customer deposits, accrued taxes, interest payments, balance of the bank line-of-credit and the current portion of any long-term debts. Paducah Electric currently has a $5 million line-of-credit with Banterra Bank with an expiration date of September 6, 2020. The agreement has a provision to annually extend the term of the facility by one year when the facility is within one year of its expiration. Paducah Electric is currently working on the next annual renewal with Banterra Bank. The balance on the bank line-of-credit throughout fiscal year ended June 30, 2019 (unaudited) was $0.

Non-current liabilities primarily represent pension-related liabilities and a regulatory liability associated with the cumulative over-recovery of purchased power costs. The pension liability is the result of an actuarial calculation performed by Paducah Electric's independent auditor, Williams, Williams & Lentz, LLP, and recorded as a fiscal year-end audit adjustment. The liability as of fiscal year ended June 30, 2019 (unaudited) has not yet been recognized in the unaudited financial statements for fiscal year ended June 30, 2019 (unaudited). The decrease in non-current liabilities of $2.6 million for fiscal year ended June 30, 2019 (unaudited) represents a decrease in the power cost fund regulatory liability in order to reduce rates to consumers.

Long-term debt represents the long-term portion of revenue bonds, net of unamortized discounts and advanced refunding deferred charges. Outstanding revenue bonds are discussed further below. The long-term debt balance will decrease as the bonds are repaid.

Net assets are broken down into three major categories: Investment in Capital Assets, Restricted for Debt Service, and Unrestricted Net Assets. The total change in net assets for fiscal year ended June 30, 2019 (unaudited), was less than $1 million.

Revenues, Expenses and Changes in Net Position

Table C-2
Condensed Statements of Revenues, Expenses and Changes in Net Position
For Fiscal Years Ended June 30

	2019 (unaudited)	2018	2018-2019 Dollar Change	2018-2019 Percent Change
Electrical sales revenue	$ 73,768,771	$ 73,319,973	$ 448,798	0.6%
Miscellaneous revenue	5,920,288	5,783,011	137,277	2.4%
Total operating revenue	79,689,059	79,102,984	586,075	0.7%
Purchased power cost	50,765,636	49,821,766	943,869	1.9%
General operating expense	7,684,103	8,909,834	(1,225,731)	-13.8%
Generation plant expense	2,348,357	2,737,144	(388,787)	-14.2%
Maintenance expense	2,091,264	1,861,998	229,266	12.3%
Other operating expense	11,576,262	11,233,559	342,703	3.1%
Non-operating expense	5,984,821	6,475,628	(490,807)	-7.6%
Total expenses	80,450,443	81,039,929	(589,487)	-0.7%
Changes in net position	(761,384)	(1,936,945)	1,175,561	
Beginning net position	22,152,207	27,166,348		
Prior period adjustment	-	(3,077,196)		
Beginning net position, restated	22,152,207	24,089,152		
Ending Net Position	$21,390,823	$ 22,152,207		

This section includes a discussion of Paducah Electric's Condensed Statements of Revenues, Expenses, and Changes in Net Position, which are presented above in Table C-2 and discussed further below.

Paducah Electric's electric sales revenue increased slightly in fiscal year ended June 30, 2019 (unaudited). This is the result of fairly flat energy sales, no change in base rates and only small quarterly adjustments to the Power Cost Adjustment rate.

Purchased power cost increased by less than $1 million over fiscal year ended June 30, 2018. This is due to moderation in the wholesale power market prices and improving performance of power supply resources owned directly by Paducah Electric or indirectly through KMPA.

General operating expense decreased by $1.2 million from fiscal year ended June 30, 2018. However, the expenses associated with pension benefit accruals for fiscal year ended June 30, 2019 (unaudited) have not been recognized in these unaudited financial statements. Such expense accruals for fiscal year ended June 30, 2018 were $2.7 million.

Generation plant expenses decreased by $389,000 from fiscal year ended June 30, 2018. Total peaking plant generation decreased from 41,115 MWh during fiscal year ended June 30, 2018 to 29,845 MWh as Paducah Electric operates this plant to take advantage of lower natural gas prices during certain market conditions in order to lower the cost of purchased power.

Capital Assets

The electric industry is a capital-intensive business. Transmission and distribution assets typically include, but are not limited to, poles, towers, overhead conductors, underground conductors, underground conduit, line transformers, service wire, meters, street lighting, security lighting, and substation equipment. Examples of general plant items include office, maintenance and warehouse buildings, office furniture and equipment, communication equipment, electrical system control equipment, tools and equipment, vehicles, heavy equipment and bucket trucks. Construction in progress represents mostly capital construction projects which are not currently completed. Following in Table C-3 is a summary of the capital assets and the net changes (additions less retirements) that occurred during fiscal year ended June 30, 2019 (unaudited).

Table C-3
Capital Assets
Fiscal Year Ended June 30, 2019 (unaudited)

	Beginning Balance	Net Increase (unaudited)	Ending Balance (unaudited)
Land	$ 2,634,929	$ -	$ 2,634,929
Construction in progress	878,884	738,379	1,617,263
Transmission system	10,530,593	17,664	10,548,257
Distribution system	90,881,668	911,267	91,792,935
General plant	21,788,580	587,648	22,376,228
Generation Plant	112,003,875	85,041	112,088,916
Total capital assets	238,718,530	2,339,999	241,058,529
Accumulated depreciation	92,837,486	6,454,403	99,291,888
Net capital assets	$145,881,044	$(4,114,404)	$141,766,640

Princeton Electric

Set forth below is an excerpt from the Management's Discussion and Analysis of Princeton Electric's unaudited financial statements for the fiscal year ended June 30, 2019. Excluded from the discussion below, but which appears in the Management's Discussion and Analysis accompanying such financial statements, is information regarding Princeton Electric's components of current assets, components of noncurrent assets, components of current liabilities from unrestricted net position, comparison of operating expenses, changes in long-term debt and debt service coverage ratio. For purposes of consistency, certain defined terms and formatting conventions have been used in the discussion below which appear differently in the corresponding Management's Discussion and Analysis. Princeton Electric's audited financial statements for the fiscal years ended June 30, 2017 and 2018, and unaudited financial statements for the fiscal year ended June 30, 2019, as well as the entire Management's Discussion and Analysis for those periods, are included as Appendix D.

Comparison of Twelve-Month Periods Ended June 30, 2018 and June 30, 2019 (unaudited)

In this section, Princeton Electric presents the following discussion and analysis to provide an overall review of Princeton Electric's financial activities for the years ending June 30, 2019 (unaudited) and 2018.

Financial Highlights

- Princeton Electric's assets exceeded its liabilities by $7,405,436 (net position) as of fiscal year ended June 30, 2019 (unaudited). Of this amount, $3,122,076 (unrestricted net position) may be used to meet the Princeton Electric's ongoing obligations to citizens and creditors.

- Total net position decreased by $340,754 from fiscal year ended June 30, 2018 to fiscal year ended June 30, 2019 (unaudited).

- Total operating revenues for the fiscal year ended June 30, 2019 (unaudited) increased by $1,001,725, or approximately 6.27%, compared to such amount for the fiscal year ended June 30, 2018. This increase in operating revenues was principally due to the power cost adjustment that went into effect March 1, 2018. KWhs sold decreased by 1,254,162, or approximately 1.13% from fiscal year ended June 30, 2018 to fiscal year ended June 30, 2019 (unaudited).

- Operating expenses for the fiscal year ended June 30, 2019 (unaudited) totaled $16,513,158, which was $877,447, or approximately 5.61%, more than such amount for the fiscal year ended June 30, 2018. This increase in operating expenses was principally due to increased power costs related to a deferred liability for future periods.

Required Financial Statements

The financial statements of Princeton Electric report information utilizing the full accrual basis of accounting. This method of accounting recognizes revenues when earned instead of when received and recognizes expenses when incurred rather than when paid. The financial statements conform to accounting principles which are generally accepted in the United States of America.

The Condensed Statements of Net Position present information on Princeton Electric's assets and deferred outflows of resources and liabilities and deferred inflows of resources, with the difference between them reported as net position. Over time, increases and decreases in net position may serve as a useful indicator of whether the financial position of Princeton Electric is improving or deteriorating.

While the Condensed Statements of Net Position provide information about the nature and amount of resources and obligations at year-end, the Condensed Statements of Revenues, Expenses and Changes in Net Position present the results of Princeton Electric's operations over the course of the operating cycle. These statements can be used to determine whether Princeton Electric has successfully recovered all of its actual costs including depreciation through user fees and other charges. All changes in net position are reported during the period in which the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in these statements for some items that will result in cash flows in future fiscal periods, such as delayed collection of operating revenues and delayed payment of current year expenses.

The Statement of Cash Flows provides information about Princeton Electric's cash receipts and cash payments, and net changes in cash resulting from operations, investing and financing activities. From the Statement of Cash Flows, a person can derive information on the source and use of cash and the change in the cash balance for the operating cycle

Financial Analysis of Princeton Electric

From fiscal year ended June 30, 2018 to fiscal year ended June 30, 2019 (unaudited), total assets of Princeton Electric increased by $636,409 and total liabilities increased by $617,732. For fiscal year ended June 30, 2019 (unaudited), the net operating income of Princeton Electric totaled $461,050.

Princeton Electric's assets and deferred outflows of resources exceeded its liabilities and deferred inflows of resources by $7,405,436 at the fiscal year ended June 30, 2019 (unaudited), a decrease of $340,754, or approximately 4.40%, from the fiscal year ended June 30, 2018.

Princeton Electric's analysis that follows focuses on its net position, shown in Table D-1, and the changes in net position, shown in Table D-2, during the fiscal year ended June 30, 2019 (unaudited).

Table D-1
Condensed Statements of Net Position
For Fiscal Years Ended June 30

	2019 (unaudited)	2018	2018-2019 Dollar Change	2018-2019 Percent Change
Current and other assets	$ 13,385,068	$ 12,457,521	$ 927,547	7.45%
Capital assets	18,001,535	18,292,673	(291,138)	-1.59%
Total assets	31,386,603	30,750,194	636,409	2.07%
Deferred outflows	978,261	1,291,142	(312,881)	-24.23%
Current liabilities	4,634,536	3,335,876	1,298,660	38.93%
Long-term liabilities	19,809,791	20,490,719	(680,928)	-3.32%
Total liabilities	24,444,327	23,826,595	617,732	2.59%
Deferred inflows	515,101	468,551	46,550	9.93%
Invested in utility plant, net of related debt	1,400,872	1,113,327	287,545	25.83%
Restricted for debt service	2,882,489	2,825,353	57,136	2.02%
Unrestricted	3,122,076	3,807,510	(685,434)	-18.00%
Total Net Position	$7,405,436	$ 7,746,190	$ (340,754)	-4.40%

For the fiscal year ended June 30, 2019 (unaudited), Net Position Invested in Capital Assets, Net of Related Debt increased by $287,545, or 25.83%, compared to such amount for the fiscal year ended June 30, 2018. The amount shown in this category is calculated by taking the depreciated value of Princeton Electric's capital assets and subtracting the associated bond debt.

In comparing the total amount of Restricted Net Position for the fiscal year ended June 30, 2019 (unaudited) with such amount for the fiscal year ended June 30, 2018, there was an increase of $57,136, or 2.02%. The components of this category consist of reserve funds for the (i) City of Princeton, Kentucky Electric Plant Board Tax-Exempt Revenue Bonds Series 2009A (Bank Qualified), (ii) City of Princeton, Kentucky Electric Plant Board Taxable Revenue Bonds Series 2009C and (iii) Electric Plant Board of the City of Princeton, Kentucky Refunding Revenue Bonds, Series 2015, customer deposits and capital improvement fund.

Compared to the fiscal year ended June 30, 2018, there was a decrease of $685,434, or 18.00%, in the Unrestricted Net Position category.

Unrestricted net position consists of net position that does not meet the definition of "restricted" or "invested in capital assets, net of related debt."

Table D-2
Condensed Statements of Revenues, Expenses and Changes in Net Position
For Fiscal Years Ended June 30

	2019 (unaudited)	2018	2018-2019 Dollar Change	2018-2019 Percent Change
Operating revenues:				
Electric revenues	$ 16,974,208	$ 15,972,483	$ 1,001,725	6.27%
Total operating revenue	16,974,208	15,972,483	1,001,725	6.27%
Operating expenses:				
Purchased power	11,963,952	11,229,006	734,946	6.55%
Other expenses	4,549,206	4,406,705	142,501	3.23%
Total operating expenses	16,513,158	15,635,711	877,447	5.61%
Net operating income	461,050	336,772	124,278	36.90%
Non-operating income, net	(801,804)	(839,976)	38,172	4.54%
Change in net position	(340,754)	(503,204)	162,450	32.28%
Net position, beginning	7,746,190	9,028,707	(1,282,517)	-14.20%
GASB 75 implementation	-	(779,312)	779,312	100.00%
Net position, restated	7,746,190	8,249,395	(503,205)	-6.10%
Net position, end of year	$7,405,436	$ 7,746,190	$ (340,754)	-4.40%

As indicated in Table D-2, the change in net position decreased by $340,754 from fiscal year ended June 30, 2018 to fiscal year ended June 30, 2019 (unaudited).

For the fiscal year ended June 30, 2019 (unaudited), the Operating Revenues of Princeton Electric totaled $16,974,208. This amount represents an increase of 6.27% from the total of $15,972,483 for the fiscal year ended June 30, 2018.

Included in the Non-Operating Revenues (Expenses) (net) for the fiscal year ended June 30, 2019 (unaudited) are interest expense of $720,941, amortization expense of $115,064, interest income of $21,615, gain on disposal of asset of $26,026, and other expenses of $13,440.

The Total Operating Expenses for the fiscal year ended June 30, 2019 (unaudited) were $16,513,158. That amount represents an increase of $877,447, or approximately 5.61%, from the total of $15,635,711 for the fiscal year ended June 30, 2018.

Capital Assets

Princeton Electric's investment in capital assets as of the fiscal year ended June 30, 2019 (unaudited) was $18,001,535 (net of accumulated depreciation), as shown in Table D-3.

Table D-3
Schedule of Capital Assets (Net of Depreciation)
For Fiscal Years Ended June 30

	2019 (unaudited)	2018	2018-2019 Dollar Change
Land	$ 1,109,342	$ 1,104,842	$ 4,500
Construction in progress	159,688	109,980	49,708
Transmission plant	4,154,587	4,323,345	(168,758)
Distribution plant	11,151,718	11,364,943	(213,225)
General plant	1,426,200	1,389,563	36,637
Capital assets (net of depreciation)	$18,001,535	$18,292,673	$(291,138)

INVESTMENT CONSIDERATIONS

The following is a discussion of certain investment considerations that could affect payments to be made with respect to the Bonds. Such discussion is not, and is not intended to be, exhaustive and should be read in conjunction with all other parts of this Official Statement and should not be considered as a complete description of all risks that could affect such payments. Prospective purchasers of the Bonds should analyze carefully the information contained in this Official Statement, including the Appendices hereto, and additional information in the form of the complete documents summarized herein and in Appendix G, copies of which are available as described herein.

The following sections of this caption provide brief discussions of some of the factors that affect the operations of KMPA and the electric utility systems operated by the Members. These discussions do not purport to be comprehensive or definitive, however, and the matters discussed are subject to change subsequent to the date hereof. Extensive information on the electric utility industry is available from the legislative and regulatory bodies and other sources in the public domain, and potential purchasers of the Bonds should obtain and review such information.

General

The electric utility industry in general has become increasingly competitive and uncertain due to regulatory changes and wholesale and retail market developments. Electric utilities are subject to many federal, state and local statutory and regulatory requirements of licensing and siting of facilities, safety and security, air and water quality, land use and environmental factors and some of those factors are subject to change. For example, the industry is affected by public concerns regarding emissions and pollution caused by the burning of fossil fuels, including the disposal of the resulting waste products. This concern, in part, is driving the interest in increased generating capacity from clean or renewable energy resources.

The electric utility industry has been, or in the future may be, affected by a number of other factors that could affect the financial condition and competitiveness of any electric utility and the level of utilization of the industry's generating and transmission facilities. In addition to the factors discussed below, such factors, among others, include: (a) effects of compliance with environmental, safety, licensing, regulatory and legislative requirements and energy policies, including the potential for significantly increased costs relating to such compliance, (b) changes in projected future load requirements, including changes resulting from "self-generation" by certain industrial, commercial and residential customers, conservation and demand-side management programs on the timing and use of electric energy, including potential reductions in energy consumption, or increased costs related thereto, (c) effects of inflation on the operating and maintenance costs of an electric utility and its facilities, (d) increases in costs and uncertain availability of capital, (e) shifts in the availability and relative costs of various fuel sources and energy purchases (f) inadequate risk management procedures and practices with respect to, among other things, the purchase and sale of energy and transmission capacity, (g) other legislative changes, voter initiatives, referenda and statewide propositions, (h) effects of the changes in the economy, (i) effects of possible manipulation of the electric markets, acts of terrorism or malicious destruction of property, cyber-attacks or other organized disruptive actions, (j) unexpected outages as a result of mechanical or transmission facility failures, (k) natural disasters or other physical calamities, including, but not limited to, earthquakes, floods, hurricanes, ice storms and tornadoes, (l) technological advances in generation, energy storage, efficiency and emissions, (m) counterparty credit quality and ability to meet contractual obligations.

Any of these factors could have an effect on the financial condition of any electric utility, including KMPA and its Members. Electric utility managers, including the management of PSEC, KMPA and its Members, are aware of these factors and focus their efforts on managing their utilities in light of these factors and mitigating the associated risks. However, KMPA cannot predict the effect such factors will have on KMPA's business operations and financial condition, or the business operations and financial condition of its Members.

Matters Affecting Members

KMPA Subject to Members' Performance. Paducah Electric and Princeton Electric currently are the only two members of KMPA and the only participants as part of KMPA in KMPA's interest in PSEC. The entitlement percentages of Paducah Electric's and Princeton Electric's shares of KMPA's interest in PSEC's output and costs, are 83.87% and 16.13%, respectively. Each Member's entitlement percentage establishes the amounts due to KMPA under such Member's Power Sales Agreement and its "take or pay" obligations thereunder. As a consequence, a default of Paducah Electric or Princeton Electric on its obligations under the Power Sales Agreements could materially adversely affect the operations and financial condition of KMPA.

Exercise of Step-Up Remedies under Power Sales Agreements May Result in Deficit Payments. Each Power Sales Agreement contains a "step up" provision that requires, in the event of a default by a Member (the "Defaulting Member"), the non-defaulting Member (the "Non-Defaulting Member") to purchase a pro rata share of the Defaulting Member's entitlement percentage (based upon each Non-Defaulting Member's entitlement percentage of KMPA's share of the electric power and energy anticipated to be generated by PSEC), which, together with the shares to be purchased by any other Non-Defaulting Members, is equal to the Defaulting Member's entitlement percentage ("Step Up Power"). Under the terms of each Power Sales Agreement, no Non-Defaulting Member is obligated to accept Step Up Power in excess of 20% of such Non-Defaulting Member's original entitlement percentage. Paducah Electric's original entitlement percentage was 83.89%, and Princeton Electric's original entitlement percentage was 16.11%. If Paducah Electric were to default, under the terms of Princeton Electric's Power Sales Agreement, Princeton Electric would not be required to purchase Paducah Electric's full entitlement percentage, thereby creating a potential deficit in the amounts due KMPA in order to satisfy KMPA's obligations, including debt service payments due on the Bonds. Consequently, a default of Paducah Electric on its obligations under its Power Sales Agreement could materially adversely affect the operations and financial condition of KMPA.

Prior Customer Rate Concerns. For approximately fifty years, the Tennessee Valley Authority ("TVA") provided Paducah Electric and Princeton Electric with electric power and energy under long-term, all-requirements wholesale power contracts. For a number of reasons, including recent and projected TVA power rate increases, attractive indicative pricing from power marketers for intermediate contracts, development of regional generation projects, the significant increase in delivered coal prices, and concern regarding the indirect liability for TVA's debt of approximately $25 billion, Paducah Electric, in 2004, notified TVA that it would terminate its wholesale power contract as of December 21, 2009. In January 2005, Princeton Electric likewise gave notice of termination of its TVA power contract effective as of January 25, 2010.

KMPA was formed in February 2005 pursuant to the Interlocal Agreement as a vehicle for Paducah Electric to participate in the development of PSEC. KMPA initially entered into development of PSEC with an interest of 5.06% (equivalent to 80 MW). Princeton Electric thereafter decided to participate in the development of PSEC (through KMPA) and on August 31, 2006, KMPA increased its interest in PSEC by an additional 1.77%. This translated into 18 MW for Princeton Electric and an additional 10 MW for Paducah Electric. KMPA further increased its interest in the development of PSEC by 0.99% through its acquisition in April 2007 of an incremental portion of the interest of an electric cooperative that withdrew from participation in the development of PSEC. KMPA's 7.82% cumulative interest in PSEC has remained the same since that date.

Since the time KMPA purchased an ownership interest in PSEC on behalf of its Members and the Members committed to purchase power from KMPA, the United States suffered through a major economic recession, power demand and wholesale power market prices decreased significantly, and PSEC experienced construction cost overruns and delays in completion. The delay in PSEC entering into commercial operation and the subpar reliability of PSEC during its extended shakedown phase of operations resulted in the loss of appreciable revenues expected to be produced by PSEC and the incurrence of higher than forecasted costs and expenses to address the unforeseen early operational issues. These factors are among the principal reasons that caused KMPA to pass through to its Members higher than anticipated costs under the Power Sales Agreements. Paducah Electric and Princeton Electric, in turn, needed to raise their respective electric rates with the result that the Members' retail rates reached levels higher than those historically assessed by the two municipal electric companies.

At Paducah Electric, electric rates were increased significantly during 2013 and 2014, which led to discontent among customers and local officials.

Starting in late 2014, new management at Paducah Electric implemented a Recovery Plan that included: (1) supporting the reduction of Paducah Electric's purchased power costs from KMPA by facilitating KMPA's replacement of its debt service reserve funds with a surety bond, (2) changing Paducah Electric's resource portfolio manager/power marketer to a firm expected to reduce purchased power costs and seek to utilize power from Paducah Electric's peaking facility, (3) freeing up Paducah Electric's debt service reserve funds to be applied toward debt payments for fiscal years 2015 through 2018 by replacing the debt service reserve funds with a surety bond, (4) continuing and expanding efforts to sell or otherwise dispose of, on favorable terms, Paducah Electric's excess capacity and/or power supply resources, and (5) continuing, expanding, and/or implementing efforts to assist Paducah Electric's customers, including (a) home energy checks and audits, (b) a "Round-up" program to help low-income customers, (c) provision of helpful daily usage and temperature data through updated billing format, and (d) assisting commercial customers with higher than necessary demand service to reduce costs attributable to the excess demand.

Since 2014, Paducah Electric has expanded its efforts to sell or otherwise dispose of its excess capacity and/or power supply resources by entering into an agreement with the Kentucky Municipal Energy Agency ("KyMEA") dated July 13, 2016, that requires Paducah Electric to supply a portion of KyMEA's peaking capacity and energy needs beginning in May 2019. Additionally, Paducah Electric rates have decreased approximately 15% as a result of the Recovery Plan and improved operating performance of PSEC. While Paducah Electric's rates are still relatively high compared to industry averages, the concern among customers and local officials has subsided.

Below is a summary, from April 1, 2019 data compiled by the U.S. Energy Information Administration, that compares Paducah Electric's and Princeton Electric's average residential, commercial, and industrial rates to state and national average rates.[*]

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[*] For the current rate schedules of Paducah Electric and Princeton Electric see Appendix F "Operating and Financial Data for the Members."

Average Rate Comparison (cents/KWh)

	Residential	**Commercial**	**Industrial**
U.S. Total	13.26	10.51	6.53
Kentucky	10.91	9.97	5.18
Paducah Electric	13.93	13.49	8.42
Princeton Electric	13.11	12.09	10.29

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PSEC Operational Issues

PS Unit 1 of PSEC commenced operations in the second quarter of 2012 and PS Unit 2 of PSEC commenced operations in the fourth quarter of 2012. During early operations, PSEC experienced numerous unscheduled outages and derates for equipment adjustments and breakdowns and other operational issues. In response, Prairie State Generating Company, an Indiana nonprofit corporation ("PSGC"), and the operator of PSEC, implemented numerous improved operational procedures, equipment upgrades and repairs in order to increase reliability, as well as significant management, structural and personnel changes.

The following table summarizes the PSEC performance during the shakedown period following commercial operation and the improvement in performance that has occurred since that time.

Prairie State Energy Campus

Historical Performance Measures

	Calendar Year Ending 12/31/2014	Calendar Year Ending 12/31/2015	Calendar Year Ending 12/31/2016	Calendar Year Ending 12/31/2017	Calendar Year Ending 12/31/2018	Six-Month Period Ending 6/30/2019
Equivalent Forced Outage Rate(1)	22.00%	11.00%	12.00%	10.00%	7.31%	10.34%
Net Capacity Factor(2)	67.16%	77.71%	74.05%	75.72%	80.74%	85.57%
Equivalent Availability Factor(3)	72.48%	80.88%	77.31%	77.79%	82.73%	87.58%

(1) "Equivalent Forced Outage Rate" is the ratio of hours in the period that the power plant is not capable of operating due to forced outages to the number of hours in the period.

(2) "Net Capacity Factor" represents the ratio of a power plant's actual output over a period of time, to its potential output if it were possible for it to operate at full nameplate capacity continuously over the same period of time.

(3) "Equivalent Availability Factor" represents the amount of time that a power plant is able to produce electricity over a certain period, divided by the amount of time in the period.

Considering the reliability performance improvement initiatives undertaken, including key staff additions with significant experience with supercritical coal-fired generation utilizing Illinois coal, original equipment manufacturer support and third-party expert consultant support, PSGC advises that it expects to see continued improvements in reliability in the coming years and should approach levels consistent with seasoned coal-fired power plants in the medium term. The PSEC Owners (as hereinafter defined) continue to make reliability improvements a priority of both PSEC's daily operations and of its short-to-medium term capital improvement plan. The PSEC Owners have placed special emphasis on projects that will improve the reliability of PSEC and the productivity of mining operations. There can be no assurance, however, that the operational issues affecting PSEC will not continue for a period of time longer than anticipated or that the reliability performance improvement initiatives will have the desired effect over the short term. See "PRAIRIE STATE ENERGY CAMPUS PROJECT – General, and – PSEC Capital Improvement Plan" below.

Climate Change and Regulation of Greenhouse Gases

This section provides a brief summary of certain actions taken or under consideration regarding the regulation and control of greenhouse gases ("GHGs").

Limitations on emissions of GHGs, including carbon dioxide ("CO_2"), create a potential significant exposure for fossil fuel-fired electric generation facilities. In 2015, in light of the United States Environmental Protection Agency's ("EPA") prior finding that GHGs endanger public health, EPA established, for the first time, emission standards for CO_2 for newly constructed, modified, and reconstructed fossil fuel-fired electric generating units ("EGUs") pursuant to Section 111(b) of the Clean Air Act.

Under certain circumstances, when EPA issues a Clean Air Act Section 111(b) standard for new sources, EPA must then prescribe Clean Air Act Section 111(d) regulations under which each state must submit a plan to establish standards for existing sources in the same category. EPA relied upon this authority when it issued the Clean Power Plan (the "CPP") and when it repealed the CPP on June 19, 2019, and simultaneously issued the Affordable Clean Energy Rule (the "ACE Rule"). The CPP required states to submit plans specifically designed to limit CO_2 emissions from certain fossil fuel-fired power plants, for the first time. The CPP established emission guidelines for states to follow in limiting CO_2 emissions from those plants.

The ACE Rule provides states with new emission guidelines that will influence states' development of standards of performance to reduce CO_2 emissions from existing coal-fired EGUs. The ACE Rule establishes heat rate improvement ("HRI"), or efficiency improvement, as the best system of emissions reduction (the "BSER") for CO_2 from coal-fired EGUs. By employing HRI technologies and techniques, EGUs can more efficiently generate electricity with less carbon intensity. The BSER employs technology or other measures that have been adequately tested to improve emissions performance for a specific industry or process. In determining the BSER, EPA considers technical feasibility, cost, non-air quality health and environmental impacts, and energy requirements. States will establish unit-specific "standards of performance" that reflect the emission limitation achievable through application of the BSER technologies. These technologies, equipment upgrades, and best operating and maintenance practices were determined to comprise the BSER because they can be applied broadly and are expected to provide HRI without limitations due to geography or fuel type. States will submit plans to EPA that establish standards of performance and include measures that provide for the implementation and enforcement of such standards. The plan submissions must explain the application to each state of the BSER to each source in setting unit-specific standards. These plans are due in 2022.

It is generally understood that newer facilities that are more energy efficient or which are adaptable to a mix of various conventional and alternative fuels (or those that can successfully incorporate nascent carbon capture and sequestration technology) will be at a competitive advantage in any GHG-limited regulatory framework compared to less efficient facilities. The same is true relative to other environmental regulations that are designed to limit various emissions from EGUs.

KMPA is unable to predict at this time whether mandatory GHG emissions limitations will be imposed, the impact of any such limitations on the operations of PSEC or other electric generators, or, more broadly, the impacts of any such limitations on the costs and reliability of wholesale electricity supplies. Impacts specific to PSEC likely would be determined primarily by the specific plan the State of Illinois adopts, on its own or in conjunction with other states in the region, to implement any mandated limitations. Although KMPA is unable to predict the outcome of these matters, the potential impacts of mandatory GHG emissions limitations on PSEC, KMPA and/or the Members could be material.

Impacts of Other Environmental Regulations

Mercury and Air Toxics Standard ("MATS"). The Clean Air Act also provides for a comprehensive program for the control of hazardous air pollutant ("HAP") emissions, including mercury emissions. In 2012, EPA issued the final MATS Rule that includes stringent emission limits for (1) mercury; (2) certain non-mercury metals including arsenic, lead, cadmium, and selenium; (3) various acid gases including hydrochloric acid; and (4) many organic HAP emissions. The compliance date for the MATS Rule was April 15, 2016. After the MATS Rule was promulgated, industry, states, environmental organizations, and public health organizations challenged many aspects of EPA's appropriate and necessary finding and the final MATS Rule in the United States Court of Appeals for the District of Columbia Circuit (the "D.C. Circuit").

Subsequent appeals and rulings resulted in EPA publishing its Supplemental Cost Finding on April 25, 2016, in which EPA concluded that the consideration of cost did not change its conclusion that it was appropriate and necessary to regulate HAP emissions from coal- and oil-fired EGUs. In December 2018, EPA proposed to revise its 2016 Supplemental Cost Finding as well as the required risk and technology review. After taking account of both the cost to coal- and oil-fired power plants of complying with the MATS Rule (costs that range from $7.4 to $9.6 billion annually) and the benefits attributable to regulating HAP emissions from these power plants (quantifiable benefits that range from $4 to $6 million annually), EPA proposed to determine that it is not "appropriate and necessary" to regulate HAP emissions from power plants under Section 112 of the Clean Air Act. This revised finding would correct flaws in EPA's 2016 Supplemental Cost Finding on this issue. The emission standards and other requirements of the MATS Rule, as first promulgated in 2012, would remain in place, however, since EPA is not proposing to remove coal- and oil-fired power plants from the list of sources that are regulated under Section 112 of the Clean Air Act.

KMPA anticipates that operations at PSEC will comply with the MATS Rule.

Cross-State Air Pollution Rule ("CSAPR"). EPA finalized its CSAPR (formerly known as the Clean Air Transport Rule) in 2011. The CSAPR was intended to replace the 2008 Clean Air Interstate Rule to control cross-state transport of primarily sulfur dioxide ("SO_2") and nitrogen oxides ("NO_x") emissions from coal-fired power plants and other industrial sources. Under the CSAPR, areas that have historically been subject to nonattainment restrictions would have been most likely to see those continue, but these areas were also expected to expand. The CSAPR created state-specific annual emissions budgets for SO_2 and annual and seasonal budgets for NO_x.

In 2015, EPA proposed updates to the CSAPR to address the impact of emissions on the ability of downwind states to attain EPA's ozone National Ambient Air Quality Standards ("NAAQS"). The proposed CSAPR updated the NO_x ozone-season budgets for 23 states that affect downwind states' ability to comply with the 2008 ozone NAAQS. In September 2016, EPA released its final CSAPR update for the 2008 ozone NAAQS. Beginning in May 2017, the CSAPR restricted summertime (May – September) NO_x emissions from power plants.

For purposes of the CSAPR, PSEC is considered a "new unit" and, therefore, receives allowances under the new unit set aside (the "NUSA") program. If the NUSA pool is exhausted, PSGC will have to purchase allowances from the market. PSEC was allocated sufficient allowances minimizing the possibility that PSGC will have to purchase allowances on the market.

Coal Combustion Residuals Rule. In 2014, EPA issued the final rule (the "CCR Rule") for coal combustion residuals ("CCRs"), regulating the disposal of CCRs in landfills and surface impoundments. Under the rule, CCRs are regulated as non-hazardous solid wastes under subtitle D of the Resource Conservation and Recovery Act. The CCR Rule includes specific design and monitoring standards for CCR disposal units including landfills and surface impoundments as well as closure requirements.

Subsequent to the promulgation of the CCR Rule, various environmental and industry groups submitted to the D.C. Circuit seven separate petitions for review, which have been consolidated into a single action. In April 2016, EPA filed an unopposed motion to remand certain provisions back to EPA in order for EPA to revise or remove those provisions. In June 2016, the D.C. Circuit granted EPA's motion and voided the provisions affecting inactive impoundments that were closed by April 17, 2018. As a result, previously exempted surface impoundments would now be required to comply with the post-closure requirements for existing impoundments. In July 2016, then EPA Administrator McCarthy signed a direct final rule to extend compliance deadlines for owners and operators of the affected, inactive impoundments in order to provide them adequate time to comply, which extension went into effect on October 4, 2016.

In December 2016, President Obama signed the Water Infrastructure Improvements for the Nation ("WIIN") Act, which included language giving state agencies the authority to implement and enforce coal ash regulations under the CCR Rule through EPA-approved state permit programs. The WIIN Act also gives EPA the authority to regulate coal ash in states that choose not to implement state permitting programs and in states whose permitting programs are determined to be inadequate by EPA.

In May 2017, as a result of the WIIN Act, petitioners asked EPA to reconsider specific portions of the CCR Rule. In August 2017, EPA issued Interim Final Guidance for State CCR Permit Programs. In September 2017, EPA announced its intent to reconsider several substantive provisions of the CCR Rule, as part of its rulemaking pursuant to the D.C. Circuit remand. In November 2017, oral arguments by industry, environmentalists, and EPA, were heard in the D.C. Circuit. EPA and industry argued that the court should postpone adjudication until EPA completes the reconsideration process for affected provisions and remand certain subsections of the final CCR Rule to EPA for revisions.

On March 1, 2018, EPA proposed a rule that addresses a portion of the CCR Rule that was remanded back to EPA in June 2016 by the D.C. Circuit. EPA also proposed provisions establishing alternative performance standards for owners and operators of CCR units located in states that have approved CCR permit programs or are otherwise subject to oversight through a permit program administered by EPA. The proposal would allow alternative performance standards for coal ash disposal units with operating permits issued under an approved state or federal coal ash permit program. The proposal also requested comment on whether a regulated facility could develop and implement similar alternative standards that would be subject to oversight and enforcement by EPA. Comments on the proposal were accepted through April 30, 2018, and EPA continues to review comments received.

The CCR landfill at PSEC must comply with the applicable requirements of the CCR Rule until such time as the State of Illinois receives regulatory approval under the WIIN Act to administer its own CCR permit program.

Ozone NAAQS. Ground-level ozone, or smog, is formed when pollution from vehicles, power plants, and other industrial sources reacts with sunlight. It can aggravate asthma and cause other respiratory problems, especially in children who are playing outdoors and people who already have lung problems. Effective October 1, 2015, EPA tightened the primary and secondary ozone NAAQS to 0.070 ppm (the "2015 Rule"). Following a challenge in the D.C. Circuit to the 2015 Rule, EPA said that it intended to review the 2015 Rule, and that the prior positions taken by EPA with respect to the 2015 Rule may not necessarily reflect its ultimate conclusions after that review is complete.

While EPA did not meet the October 1, 2017, statutory deadline for making initial area designations for the 2015 Rule, on November 16, 2017, EPA did certify some 2,650 areas as in compliance (or in attainment) of the 2015 Rule. It did not designate any non-attainment areas or release a timeline for doing so.

EPA completed additional area designations in April and July 2018. On October 16, 2018, EPA corrected errors in the regulatory text regarding the designation of certain areas in nine states for the 2015 Rule, consistent with the rulemaking record. The affected areas are located in California, Illinois, Indiana, Kentucky, Michigan, Montana, Ohio, Pennsylvania and Virginia.

Cooling Water Intake Structures. The Federal Water Pollution Control Act as amended (the "Clean Water Act") regulates the discharge of process wastewater and certain storm water under the National Pollutant Discharge Elimination System permit program. At the present time, PSEC has the required permits under the program for the operation of the facilities. The water quality regulations require compliance with Illinois's water quality standards, including sampling and monitoring of the waters around PSEC.

Section 316(b) of the Clean Water Act requires EPA to ensure that the location, design, construction and capacity of cooling water intake structures reflect the best technology available to protect aquatic organisms from being killed or injured by impingement or entrainment. In 2014, EPA issued final regulations establishing standards for cooling water intake structures at existing large generating facilities. The final regulations provided several compliance alternatives for existing plants such as using existing technologies, adding fish protection systems or using restoration measures. The legality of the final regulations was unsuccessfully challenged in the Second Circuit Court of Appeals.

Waters of the United States ("WOTUS"). In 2014, EPA and the U.S. Army Corps of Engineers (the "Army Corps") proposed an expansion of regulatory authority under the Clean Water Act through broadening the definition of the "Waters of the United States" ("WOTUS"). The broadened WOTUS definition identified categories of waters that are and are not jurisdictional WOTUS and categories of waters that require a case-specific evaluation. It included traditional navigable waters, interstate waters and the territorial seas, as well as tributaries and "adjacent waters" (i.e., wetlands or ponds that are adjacent to navigable or interstate waters or seas). The final rule incorporating the broadened WOTUS definition (the "2015 WOTUS Rule") became effective on August 28, 2015. Subsequent widespread legal challenges to the 2015 WOTUS Rule in federal courts, resulting judicial orders and EPA and Army Corps actions have delayed nationwide implementation of the 2015 WOTUS Rule. The effectiveness of the 2015 WOTUS Rule in each state is subject to the outcome of such legal challenges.

On December 11, 2018, EPA and the Army Corps proposed a revised definition of WOTUS that clarifies federal authority under the Clean Water Act. The agencies' proposal is the second step in a two-step process to review and revise the definition of WOTUS. The proposed definition outlines six categories of waters that would be considered WOTUS. These include traditional navigable waters, tributaries, certain ditches, certain lakes and ponds, impoundments, and adjacent wetlands. The proposed definition would replace the approach in the 2015 WOTUS Rule and the pre-2015 regulations. The proposed definition was published in the *Federal Register* on February 14, 2019. The public comment period closed on April 15, 2019.

On February 19, 2019, the U.S. Supreme Court granted certiorari in *County of Maui v. Hawai'i Wildlife Fund* (Supreme Court Case No. 18-260) to resolve a Circuit split and answer "whether the Clean Water Act requires a permit when pollutants originate from a point source but are conveyed to navigable waters by a nonpoint source, such as groundwater." Although *County of Maui* is the only case regarding this issue before the U.S. Supreme Court at this time, the issue has been the subject of three decisions issued by United States Courts of Appeals for the Fourth, Sixth and Ninth Circuits within the past year.

Effluent Limitations Guidelines. Steam power plant wastewater discharges include arsenic, lead, mercury, selenium, chromium, and cadmium. Before 2015, regulations for power plant discharges to surface waters were last updated in 1982 and did not focus on these toxic metals. Over the past 30 years, steam power plants—particularly coal-fired power plants—have begun generating new wastewater streams containing these pollutants, resulting from the installation and operation of air pollution control equipment and from the gasification of coal. In 2015, EPA finalized Effluent Limitations Guidelines ("ELG") and Standards for the Steam Electric Power Generating Point Source Category (the "2015 ELG Rule"), setting the first federal limits on levels of toxic metals in wastewater that can be discharged from existing coal, gas, oil, and nuclear plants.

On November 20, 2015, Southwestern Electric Power Company and an industry group, the Utility Water Act Group, challenged the 2015 ELG Rule in the United States Court of Appeals for the Fifth Circuit, arguing that EPA withheld essential data, methodologies and analysis from the public record during the course of drafting the 2015 ELG Rule, in violation of the Administrative Procedure Act. On December 8, 2015, other similar cases brought by industry groups, utilities and environmental groups were consolidated with the *Southwestern Electric Power Company* case. On April 12, 2019, the Fifth Circuit issued its opinion in *Southwestern Electric Power Company*, ordering EPA to reconsider parts of its 2015 ELG Rule. The opinion resolved a challenge brought by environmental groups regarding the 2015 ELG Rule's related to "legacy" wastewater and for combustion residual leachate from landfills or settling ponds. The Fifth Circuit's decision mandates that EPA rethink its 2015 ELG Rule, but EPA has some flexibility in doing that. For example, EPA can keep the current discharge limits for legacy wastewater and leachate, or it can opt for a new best available technology ("BAT") standard. If, however, EPA decides to keep the current standard, it must first revisit the evidentiary record and its legal theories. The Fifth Circuit's opinion may also make it more difficult for EPA to relax discharge limits for other waste streams now under reconsideration.

The decision adds a new element of uncertainty in timing of a replacement of the 2015 ELG Rule, which EPA has said it expects to finalize by December 2019. The power sector has been preparing to comply with the 2015 ELG Rule, but EPA has extended the earliest compliance dates for the BAT effluent limitations and pretreatment standards for bottom ash transport water and flue gas desulfurization wastewater to November 1, 2020.

The Comprehensive Environmental Response, Compensation and Liability Act. Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (also known as Superfund) ("CERCLA") requires cleanup of sites from which there has been a release or threatened release of hazardous substances and authorizes EPA to take any necessary response action at Superfund sites, including ordering potentially responsible parties liable for the release to take or pay for such actions. Potentially responsible parties are broadly defined under CERCLA to include past and present owners and operators of, as well as generators of wastes sent to a site. To KMPA's knowledge, KMPA is not currently subject to liability for any Superfund matters. However, PSEC generates certain wastes, including hazardous wastes, and sends certain of its wastes to third party waste disposal sites. As a result, there can be no assurance that PSEC will not incur liability under CERCLA in the future.

Electro-Magnetic Fields. A number of electrical industry studies have been conducted regarding the potential long-term health effects resulting from exposure to electro-magnetic fields ("EMF") created by high voltage transmission and distribution equipment. At this time, any relationship between EMF and certain adverse health effects appears inconclusive; however, electric utilities have been experiencing challenges in various forms claiming financial damages associated with electrical equipment which creates EMF. At this time, it is not possible to predict the extent of the cost and other impacts which the EMF concerns may have on electric utilities, including KMPA or its Members. In the future, if the scientific community reaches a consensus that EMF presents a health hazard, KMPA or its Members may be required to take remedial actions at its facilities, including PSEC. The cost of these actions cannot be estimated with certainty at this time. Such costs, however, could be significant, depending on the particular mitigation measures undertaken, especially if relocation of existing power lines is required.

Environmental Regulation in General. An inability to comply with environmental standards could result in penalties, additional capital expenditures to comply, reduced operating levels or the complete shutdown of electric generating units not in compliance. There can be no assurance that the federal and state government agencies regulating environmental matters will not bring enforcement actions under existing statutes, which could require unexpected capital and/or operating expenditures.

KMPA's total capital expenditures may vary substantially depending on, among other things, (i) the availability of an adequate pool of qualified contractors to carry out needed projects, (ii) increased costs of labor and supplies needed to implement any compliance program, (iii) weather conditions that could adversely affect construction schedules and consumption patterns, (iv) population trends and political and economic developments in the applicable region that could adversely affect the collection of operating revenues, (v) the possibility of new environmental legislation or regulations affecting KMPA's facilities and operations, and (vi) unanticipated costs or potential modifications to PSEC resulting from requirements and limitations imposed by environmental laws and regulations.

There can be no assurance that the actual cost of compliance will not be significantly higher than what KMPA currently estimates, nor can any assurance be given that KMPA will be able to avoid the imposition of monetary penalties. No assurance can be given that KMPA will be able to finance, through the issuance of bonds or otherwise, the estimated costs of any additional capital improvement requirements that may be imposed on KMPA.

Electric System Reliability and Related Legislation

The Energy Policy Act of 1992. The Energy Policy Act of 1992 ("EPACT 1992") made fundamental changes in the federal regulation of the electric utility industry, particularly in the area of transmission access under Sections 211, 212 and 213 of the Federal Power Act. The purpose of these changes, in part, was to bring about increased competition in the electric utility industry. As amended by EPACT 1992, Sections 211, 212 and 213 of the Federal Power Act provide FERC authority, upon application by any electric utility, federal power marketing agency or other person or entity generating electric energy for sale or resale, to require a transmitting utility to provide transmission services (including any enlargement of transmission capacity necessary to provide such services) to the applicant at rates, charges, terms and conditions set by FERC based on standards and provisions in the Federal Power Act. Under EPACT 1992, electric utilities owned by municipalities and other public agencies which own or operate electric power transmission facilities that are used for the sale of electric energy at wholesale are "transmitting utilities" subject to the requirements of Sections 211, 212 and 213.

The Energy Policy Act of 2005. The Energy Policy Act of 2005 ("EPACT 2005") addressed a wide array of energy matters affecting the entire electric utility industry, including KMPA and the electric systems of the Members. It expanded FERC's jurisdiction to require open access transmission by municipal utilities that sell more than four million megawatt hours of energy annually and to order the payment of refunds under certain circumstances by municipal utilities that sell more than eight million megawatt hours of energy annually. No Member is able to predict when, if ever, its sales of electricity would reach either four million or eight million megawatt hours, although no Member now sells more than 700,000 megawatt hours annually. EPACT 2005 provided for mandatory reliability standards to increase the electric grid's reliability and minimize blackouts, criminal penalties for manipulative energy trading practices and the repeal of the Public Utility Holding Company Act of 1935, which prohibited certain mergers and consolidations involving electric utilities. EPACT 2005 also authorized FERC to issue a permit authorizing the permit holder to obtain transmission rights of way by eminent domain if FERC determines that a state or locality has unreasonably withheld approval and if the facilities for which the permit is sought will significantly reduce transmission congestion in interstate commerce and protect or benefit consumers. EPACT 2005 contained provisions designed to increase imports of liquefied natural gas and incentives to support renewable energy technologies. EPACT 2005 also extended for 20 years the Price-Anderson Act, which concerns nuclear power liability protection, and provides incentives for the construction of new nuclear plants. KMPA may be required to meet some or all of the mandates of EPACT 2005.

NERC and EPACT 2005. In response to the August 14, 2003 blackout that affected much of northeastern United States, Congress enacted a new Section 215 of the Federal Power Act as part of the EPACT 2005. Section 215 provides for mandatory compliance by electric utilities with reliability standards promulgated by an "electric reliability organization" (currently, NERC). Pursuant to FERC authorization, NERC delegates authority for enforcing the mandatory reliability standards to eight regional entities. One of these regional entities, SERC Reliability Corporation, is charged with enforcing the mandatory reliability standards in much of the Southeastern United States, including the areas of Kentucky served by KMPA, the Members, and LG&E/KU. NERC has the authority to impose (subject to FERC review) substantial financial penalties on entities that fail to comply with applicable reliability standards.

KMPA and its Members are subject to NERC registration requirements and compliance obligations with respect to specific reliability standards. KMPA is registered with NERC as, and is responsible for compliance with reliability standards applicable to, a "load serving entity". Paducah Electric and Princeton Electric are each registered as a "distribution provider". Entities registered with NERC are subject to periodic audits of their compliance with applicable reliability standards.

RTO-Operated Markets

In addition to coordinating wholesale transmission operations and services, regional transmission organizations ("RTOs") operate centralized markets for wholesale electricity products such as capacity, energy and ancillary services. By virtue of having generating resources located within the geographical footprint of the Midcontinent Independent Transmission System Operator, Inc. ("MISO") regional transmission organization, KMPA is subject to the tariff provisions and business practices governing the operation of wholesale electricity markets in MISO. As a result, KMPA's costs of securing power to meet its Members' needs are affected by the market and administrative mechanisms approved by FERC for use in setting prices for energy, capacity and ancillary services (as well as transmission service) in MISO.

One such market and administrative mechanism was the LG&E/KU Merger Mitigation De-pancaking mechanism ("MMDM") approved by FERC in connection with its approval of the merger of LG&E and KU and the their subsequent withdrawal from MISO. The effect of the MMDM was to eliminate multiple layers of transmission charges (i.e., "pancaked" rates) between power suppliers and generators located in MISO, such as PSEC, and purchase power customers, such as KMPA and its Members, that otherwise would result from LG&E/KU's withdrawal from MISO. Because at the time of the approval of the MMDM, KMPA's Members were receiving power supply from TVA, the MMDM refers to KMPA and its Members as part of a group of TVA distributors (the "TVA Distributor Group"). By order dated March 21, 2019 (the "FERC Order"), FERC approved LG&E/KU's request to remove the MMDM from the applicable rate schedule, but conditioned the approval on LG&E/KU's implementation of a transition provision for certain customers, extending the de-pancaked rates of the MMDM for each eligible customer through the initial term of the customer's purchase power agreement(s) entered into in reliance on the MMDM. In the FERC Order, FERC appears to have concluded that all members of the TVA Distributor Group are located outside of the LG&E/KU market. Based on this conclusion, FERC found that it would not have been reasonable for the TVA Distributor Group to have relied on the MMDM since it was intended to preserve horizontal competition within the LG&E/KU market. Although there is ambiguity in the FERC Order, it appears that KMPA and its Members may not be eligible under the order for the transition provision. The effect of exclusion of KMPA and its Members from the LG&E/KU transition provision would be higher transmission rates for KMPA and its Members.

On April 22, 2019, KMPA and its Members filed a request for rehearing and clarification of the FERC Order. KMPA and its Members requested clarification of the FERC Order, seeking a declaration by FERC that they are eligible customers entitled to receive de-pancaked rates under the transition provision. KMPA and its Members argue, among other things, that they are, in fact, active participants in the LG&E/KU market and thus distinguishable from the rest of the TVA Distributor Group, and that FERC failed to take into consideration that by the summer of 2007, KMPA and its Members entered into a binding obligation to participate in PSEC, located in MISO, in reliance on the de-pancaked rates provided by the MMDM. Alternatively, they sought rehearing of their arguments that the termination of the MMDM results in discriminatory rates for KMPA and its Members.

On May 20, 2019, FERC entered an order granting rehearing for the limited purpose of allowing it additional time to consider the request for rehearing and to avoid having the request denied through operation of law.

On July 12, 2019, LG&E/KU filed with FERC a proposal to replace the existing MMDM rate schedule with a Transition Mechanism Agreement ("TMA"). The TMA provides, among other things, that certain transmission customers of LG&E/KU will continue to receive de-pancaked transmission rates for deliveries from MISO into the LG&E/KU footprint for the initial terms of certain power purchase agreements identified in the TMA. LG&E/KU's TMA did not include KMPA and its Members among the transmission customers eligible to continue receiving de-pancaked transmission service under the terms of the TMA. On August 2, 2019, KMPA and its Members, in conjunction with other Kentucky municipal electric systems, filed a Protest, Request for a Five Month Suspension and a Request for a Hearing on the TMA. KMPA and its Members also filed a separate Supplemental Protest requesting that FERC reject the TMA as being unjust, unreasonable and unduly discriminatory. In their Supplemental Protest, KMPA and its Members argue that they satisfy FERC's criteria for continuing to receive de-pancaked rates during the applicable transition period in that they are within the LG&E/KU market and made economic power supply decisions in reliance on the continued existence of transmission service from LG&E/KU at non-pancaked rates.

KMPA and the other Kentucky municipal electric systems that have filed protests also argue that the TMA fails to comply with the requirements of the FERC Order in that the transactions for which de-pancaked rates would apply under the TMA are substantially more limited than the scope of de-pancaked transactions under the MMDM. For instance, under the TMA, transmissions out of the LG&E/KU footprint into MISO or charges under certain tariff rate schedules would no longer be reimbursed to achieve, in effect, de-pancaked transmission. Accordingly, should KMPA and its Members be successful in their arguments that they should be included in the TMA as eligible customers and the other terms of the TMA remain the same as proposed by LG&E/KU, KMPA and its Members would nevertheless experience some increase in transmission charges during the transition period afforded by the TMA.

The original request for rehearing and clarification and the protest and request for a hearing on the TMA remain pending before FERC.

The nature and operations of RTOs and RTO markets continue to evolve, and KMPA cannot predict whether their existence will meet FERC's goal of reducing transmission congestion and costs and creating a competitive power market.

Bonds and Related Documents

Security for the Bonds. The Bonds are limited obligations of KMPA payable exclusively out of the revenues received by KMPA under the Power Sales Agreements and, in certain circumstances, Bond proceeds and income from the temporary investment thereof. The Bonds are secured by a pledge by KMPA of the Trust Estate to the Trustee in favor of the Bondholders in accordance with the Indenture. KMPA has no taxing power or authority, and no taxes are available for the payment of any of the principal of, premium, if any, or interest on the Bonds. A brief description of the Trust Estate is contained in Appendix G.

Default under a Power Sales Agreement. No representation or assurance can be made that KMPA will receive the revenues from each Member required to be paid under the Power Sales Agreements.

Limitation on Enforcement of Remedies. Enforcement of the remedies under the Indenture and any Power Sales Agreement may be limited or restricted by laws relating to bankruptcy and insolvency, and rights of creditors under application of general principles of equity, and may be substantially delayed in the event of litigation or statutory remedy procedures. All legal opinions delivered in connection with the Bonds relating to the enforceability contain an exception relating to the limitations which may be imposed by bankruptcy and insolvency laws, and the rights of creditors under general principles of equity.

Deregulation Legislation

Because of the number and diversity of prior and possible future proposed bills on the deregulation of the energy utility industry, KMPA is not able to predict the final forms and possible effects of all such legislation which ultimately may be introduced in the current or future sessions of Congress or of the Kentucky General Assembly. KMPA is also not able to predict whether any such legislation, after introduction, will be enacted into law, with or without amendment. Further, KMPA is unable to predict the extent to which any such electric utility restructuring legislation may have a material, adverse effect on the financial operations of the Members.

Kentucky Legislation

General. Kentucky has a number of statutory schemes that generally permit municipalities to furnish utility services. Those statutory schemes are found in KRS Chapter 96. The comprehensive statutory scheme under which Paducah Electric and Princeton Electric were organized and continue to operate is the Little TVA Act, which is codified at KRS 96.550 through 96.901, inclusive. Enacted in 1942, the Little TVA Act is intended to be the "complete law" of Kentucky with respect to municipalities acquiring and operating electric plants after June 1, 1942. All laws that conflict with the Little TVA Act were expressly repealed by its enactment. The Little TVA Act vests all Kentucky municipalities with the power and authority to establish, acquire, own and operate "electric plants." The Little TVA Act broadly defines "electric plant" as "any plant, works, systems, facilities, and properties (including poles, wires, stations, transformers, and any and all equipment and machinery), together with all parts thereof and appurtenances thereto, used or useful in the generation, production, transmission, or distribution of energy." Municipal electric utilities organized under the Little TVA Act are specifically authorized to construct, acquire, own, lease operate, maintain and improve distribution lines, transmission lines and generating plants, together with all necessary and appropriate facilities, equipment and appurtenances, whether individually or jointly with another utility organized under the Little TVA Act.

Kentucky municipalities that operate an electric plant under the Little TVA Act are managed by a board consisting of four (4) residents of the municipality who have resided therein for not less than one (1) year next preceding the date of the appointment, appointed by the mayor or chief executive and approved by the governing body of the municipality. One (1) board member may be appointed who lives in a portion of the utility's service area that is not within the city if that portion contains ten percent (10%) or more of the utility's customers and that member is a customer of the utility for not less than one (1) year. In addition to those four (4) members so appointed, the mayor or chief executive shall also, with the approval of the governing body, designate a member of such governing body, or in his discretion the city manager, to serve as a fifth member of the board. The board has the power and capacity to perform any act not repugnant to law and has the express power and capacity to do any act or thing necessary or convenient for carrying out its statutory purpose.

A municipality providing electric service under the Little TVA Act is generally not subject to direct competition in a territory it serves and has the right to establish its electric rates and business practices and procedures within its service boundaries. A municipality operating under the Little TVA Act is forbidden from entering into competition with rural electric cooperative corporations or electric plants operated by another municipality in territory being served by the other provider of electric service at retail, but may enter into cooperative agreements and/or seek franchises to provide electric service in other municipalities under certain circumstances.

The Kentucky Public Service Commission (the "PSC") regulates the intrastate rates and services of investor-owned electric utilities and customer-owned electric cooperatives. For utilities subject to its jurisdiction, the PSC has regulatory responsibility for rate increases or reductions, expansion or reduction of utility service boundaries, construction and operation of utility facilities and compliance with service and safety regulations, among other things. In addition, the PSC is charged with administering Kentucky's Certified Territory Act, KRS Sections 278.016 through 278.018, under which each "retail electric supplier" received the exclusive right to provide retail electric service within its certified territory as defined by the PSC and evidenced on maps maintained by the PSC. Generally, a retail electric supplier has the exclusive right to furnish retail electric service to all electric-consuming facilities located within its certified territory and is forbidden from furnishing retail electric service to a consumer located within the certified territory of another retail electric supplier. The Certified Territory Act protects the territory of one retail electric supplier from incursion by another retail electric supplier. KRS 278.016. Likewise, the only utilities entitled to receive a certified territory from the PSC are those falling within the definition of a "retail electric supplier." Municipally-owned electric utilities, however, are specifically excluded from the definition of "retail electric supplier." KRS 278.010(4).

Unless expressly authorized in the future, municipal electric utilities operating under the Little TVA Act are not subject to the jurisdiction of the PSC over the utility's management and control of its electric plant, or over the regulation of its rates or charges, except that the PSC may, when in the public interest, require the municipal utility under limited circumstances to extend service to customers, whether within or beyond city limits, not previously served by the municipal electric utility. KRS 96.880(2). Furthermore, it is not necessary for a municipal utility operating under the Little TVA Act to obtain any certificate of convenience and necessity, license, permit, or other authorization, from any board, commission, or other agency of Kentucky, in order to maintain and operate any electric plant. KRS 96.880(1). Accordingly, the PSC does not currently regulate the rates or services of the Members.

Recent and Future Legislation.

In November 2008, Kentucky released an extensive energy plan outlined in a document entitled Intelligent Energy Choices for Kentucky's Future. The energy plan is not legislation; although, it generally outlines the state's energy-related goals of (1) improving the energy efficiency of Kentucky's homes, buildings, industries and transportation fleet, (2) increasing Kentucky's use of renewable energy, (3) sustainably growing Kentucky's production of biofuels, (4) developing a coal-to-liquids industry in Kentucky to replace petroleum-based liquids, (5) implementing a major and comprehensive effort to increase gas supplies, including coal-to-gas in Kentucky, (6) initiating aggressive carbon capture/sequestration projects for coal-generated electricity in Kentucky, and (7) examining the use of nuclear power for electricity generation in Kentucky. If and when Kentucky enacts energy legislation in the future, the particular effect on electric utilities, including municipally owned electric utilities, is not clear.

Open Access Transmission and RTOs

In 1996, FERC in Order No. 888 required utilities under its jurisdiction to provide access to their transmission systems for interstate wholesale transactions on terms and at rates comparable to those available to the owning utility for its own use. In 2007, FERC issued another rulemaking order that is meant to fine-tune the Open Access Transmission Tariff setting minimum standards for transmission owners.

In 1999, FERC in Order No. 2000 adopted regulations aimed at promoting the formation of RTOs, which would be established as the sole providers of electric transmission services in large regions of the country, each of which would encompass the service territory of several (or more) electric utilities. These RTOs would operate and control, but would not own, the transmission facilities, pursuant to contracts with the transmission owners.

More recently, in 2011, FERC issued Order No. 1000, which further reforms the requirements applicable to public utility transmission providers in the areas of electric transmission planning and cost allocation. Among other things, the regulations adopted in Order No. 1000 require each public utility transmission provider to participate in a regional transmission planning process, and state that local and regional transmission planning processes must consider transmission needs driven by public policy requirements established by state or federal laws or regulations. The Order No. 1000 regulations also impose compliance obligations on transmission providers with respect to cost allocation for regional and inter-regional transmission projects.

Although KMPA is a transmission dependent utility and, as such, not directly subject to the rules adopted by FERC in these orders, the utilities from which KMPA purchases transmission service are subject to these rules.

PRAIRIE STATE ENERGY CAMPUS PROJECT

General

In 2001, Peabody Energy Corporation ("Peabody Energy") announced plans to construct a 1,500 megawatt generating plant near a planned six million ton-per-year coal mine in Southwestern Illinois. After Peabody Energy secured several preliminary permits, Indiana Municipal Power Agency ("IMPA"), the Missouri Joint Municipal Electric Utility Commission ("MJMEUC") and other municipal joint action agencies and cooperatives signed a letter of intent to acquire undivided ownership interests in PSEC in 2004. In 2005, Peabody Energy was given a draft air permit for PSEC. In February of 2005, the KMPA Board of Directors approved participation in the development of PSEC. In 2007, KMPA, IMPA, MJMEUC, the Illinois Municipal Electric Agency ("IMEA"), Northern Illinois Municipal Power Agency ("NIMPA"), and two cooperatives entered into a definitive agreement to acquire undivided ownership interests in PSEC. In December of 2007, AMP acquired from Peabody Electricity, LLC, an affiliate of Peabody Energy, its undivided interest in PSEC. Upon closing, KMPA acquired a 7.82% undivided interest in PSEC.

The undivided interests in PSEC are currently owned by KMPA, AMP, NIMPA, IMEA, IMPA, Wabash Valley Power Association, an Indiana not for profit corporation ("WVPA"), MJMEUC, Prairie Power, Inc., an Illinois not for profit corporation ("PPI") and Southern Illinois Power Cooperative, Inc., an Illinois not for profit corporation ("SIPC") (collectively, such nine joint owners, the "PSEC Owners").

Each PSEC Owner's percentage ownership interest in PSEC is shown in the table below.

Owner	Ownership Interest
AMP	23.26%
IMEA	15.17
IMPA	12.64
MJMEUC	12.33
PPI	8.22
SIPC	7.90
KMPA	7.82
NIMPA	7.60
WVPA	5.06
Total	100.00%

PS Unit 1 commenced commercial operation in the second quarter of 2012, and PS Unit 2 commenced commercial operation in the fourth quarter of 2012. Based on performance testing, PS Unit 1 currently has a maximum net rating of 814 MW, and PS Unit 2 has a maximum net rating of 811 MW, or an aggregate maximum net rating of 1,625 MW. Based on this aggregate maximum net rating, KMPA's 7.82% undivided ownership interest in PSEC is equivalent to approximately 127 MW.

The PSEC Owners executed a Participation Agreement (the "Participation Agreement") to govern the construction and operation of PSEC. The Participation Agreement provides for PSEC to be operated (in addition to the construction of PSEC) through PSGC, which is wholly owned by Prairie State Energy Campus Management, Inc., an Indiana nonprofit corporation, which in turn is wholly owned by the PSEC Owners on a basis that is proportionate to their respective percentage interests in PSEC.

On May 19, 2016, Lively Grove Energy Partners, LLC ("Lively Grove Energy"), a subsidiary of Peabody Energy and one of the original Prairie State owners, sold its interest in Prairie State to WVPA, an Indianapolis-based power generation and transmission cooperative. Under the Participation Agreement, the other Prairie State owners had a right of first refusal to purchase Lively Grove Energy's interest on the same terms as the WVPA offer. KMPA and the other Prairie State owners waived their right of first refusal. With the Lively Grove Energy's ownership sale to WVPA, PSEC is now entirely under the ownership of public power and electric cooperative entities.

Permits

PSGC holds all of the necessary permits to operate PSEC. Such major permits include: the Illinois Environmental Protection Agency ("IEPA") Prevention of Significant Deterioration (PSD) Permit (the air permit – applicable to plant and mine), the IEPA National Pollutant Discharge Elimination System (NPDES) Permit (the water permit - applicable to plant and mine), the Illinois Department of Natural Resources ("IDNR") Dam permit (raw water impoundment at plant), IDNR intake permit and the IDNR mining permit. As of the date hereof, PSGC reports that it is operating in compliance with such permits.

Air Quality Controls

PSEC uses state-of-the-art control technologies. The air pollution control technology consists of (i) a selective catalytic reduction system for NO_x removal; (ii) a dry electrostatic precipitator; (iii) a wet electrostatic precipitator; (iv) sulfur dioxide scrubbers; (v) low NO_x, burners; and (vi) a powdered-activated-carbon injection to remove 90% of mercury emissions. The plant design complies with all emissions regulations and permit conditions, including all state and federal regulations. Cooling for the generating station is provided by mechanical draft cooling towers. PSEC generating units were designed and constructed to incorporate highly efficient, state-of-the art, combustion and steam cycle technology to minimize carbon dioxide (CO_2) emissions.

Water

Water for PSEC is supplied from the Kaskaskia River approximately 14 miles west of the facility. The withdrawal permit allows PSGC to withdraw up to 30 million gallons per day ("MGD") from the Kaskaskia River. The permit includes a withdrawal restriction that protects the Kaskaskia River during low flow conditions. If the river flow drops below 74 cubic feet per second, PSGC will either rely on water stored in an on-site raw water pond or purchase additional water pursuant to a water purchase agreement with IDNR. The raw water pond has a 30-day storage capacity. The agreement with the IDNR is a 40-year water purchase agreement that allows PSGC to purchase water stored at the Carlyle and Shelbyville lakes in Illinois. If purchased by PSGC, water from these lakes will be discharged into the Kaskaskia River where it can be withdrawn by PSGC at a rate of up to approximately 15 MGD. PSGC advises that the water supply arrangements detailed above are more than sufficient to sustain PSEC operations under substantially all weather conditions.

Fuel

The PSEC Generating Station is situated adjacent to underground coal reserves owned by the PSEC Owners. PSEC includes the ownership and operation of a coal mine that is expected to supply all the fuel needs for PSEC for full load operations for approximately 30 years from its operational date. The estimated quantity of coal has been determined by extensive drilling and sampling by PSGC and was confirmed by an independent mine consultant in a study dated February 3, 2005. Such findings were reaffirmed in an August 2007 study. The PSEC Owners each own an undivided interest in the coal reserves, ensuring a reliable source of fuel for the plant. The generating station was constructed to burn the coal sourced from the coal reserves.

PSGC reports that the actual capital costs of the mine development were in fact under the original budget; however, the annual per ton operating costs of the mine remain higher than those originally projected. However, in spite of restrictions imposed by the U.S. Department of Labor's Mine Safety and Health Administration, other efforts of PSGC have increased the total amount of recoverable coal reserves available to PSEC.

Space has been allocated for on-site coal storage near the PSEC Generating Station sufficient for approximately 60 days of operations with additional storage for approximately 15 days of operation located at the mine. As of June 30, 2019, PSGC maintained sufficient coal storage to support approximately 46 days of operation. PSGC is taking steps to more closely align coal supply held in storage with operations to reduce the negative effects of exposure of the mined coal to the weather. The PSEC design includes rail access to accommodate coal purchased from third parties in the event of an extended mine disruption, facilitate delivery of limestone and major equipment and disposal of CCRs.

PSGC operates the mine with PSGC personnel, supplemented, as necessary, with personnel from a third-party provider in order to economically flex production to meet variable generation requirements. During its time in operation, the mine has maintained an excellent safety record, outperforming the industry averages in the key metrics of lost work day injury frequency and total recordable injury frequency. The mine personnel have also won a number of safety-related awards, including, most recently, the Mine Rescue contest at the Illinois State Mine Rescue and Bench Contest.

Coal Combustion Residual Disposal

The CCRs generated at PSEC, which consist of fly ash, bottom ash, and desulfurization residuals, are transported via conveyor system to a CCR disposal facility located adjacent to and west of the plant facility (the "Near Field Site"). The Near Field Site consists of approximately 500 acres, and is a monofill facility dedicated to the CCR disposal needs of the plant. The Near Field Site has a disposal life of approximately 30 years of the expected CCRs to be generated by the PSEC Generating Station. Disposal cells are built incrementally as necessary to meet CCR disposal needs. All necessary permits for current operations at the Near Field Site have been secured. PSGC obtained a 401 Certification from IEPA and received from the Army Corps a Section 404 permit that authorized the relocation of a small intermittent stream to the perimeter of the 500-acre site to increase operational efficiency and capacity of the Near Field Site. PSGC has completed relocation construction activities regarding this stream.

Coal mine breaker byproducts are transported via truck to the Near Field Site after the related permit was modified and a new road constructed. Prior to 2017, coal mine breaker byproducts were transported via truck to a disposal facility located southwest of the plant facility (the "Jordan Grove Site"). The Jordan Grove Site is a permitted surface coal mine that has depleted most of its reserves, and the site is owned by a wholly-owned PSGC affiliate, Randolph Land Holding Company, LLC. Since being issued approval from the IDNR to dispose of coal/mine breaker byproducts at the Near Field Site, PSGC has reduced transportation costs. The Jordan Grove Site is permitted to receive CCRs from the plant via existing rail infrastructure or by truck if there are any issues at the Near Field Site.

Recently, Prairie State has launched a CCR Beneficial Reuse Program, a program that markets and sells CCR byproducts. Prairie State is currently marketing and selling fly ash, gypsum and bottom ash. The quantity of CCR byproducts that is currently being marketed and sold is constrained by the present truck loading facilities. Prairie State is in the process of upgrading to a fly ash marketing system that will allow for 100% of ash production to be loaded onto rail cars by 2021. This allows for additional revenue offsetting costs as well as significantly decreasing the CCR quantities that would be landfilled in the Near Field Site.

Electrical Interconnection

PSEC is within the MISO geographical footprint. PSEC's two turbine generators are connected through two 27-kV to 345-kV generator step-up transformers contained within the

PSEC substation which are owned by the PSEC Owners. The substation is connected to an Ameren Services Company ("Ameren") switchyard (the "Ameren Switchyard") via two 345-kV overhead lines owned by PSGC. The Ameren Switchyard is owned and operated by Ameren pursuant to the terms of a Large Generator Interconnection Agreement entered and made effective by FERC Order in Docket ER05-215.

Participation Agreement

The PSEC Owners entered into the Participation Agreement to govern the construction and operation of PSEC. Pursuant to the Participation Agreement, PSEC is operated by PSGC. Prior to October 1, 2007, PSGC was a wholly-owned subsidiary of Peabody Energy.

The term of the Participation Agreement continues until the retirement from service of the plant and the mine. No provision of the Participation Agreement requires any PSEC Owner to perform the obligations, financial or otherwise, of any other PSEC Owner. A decision by the Management Committee (as hereinafter described) to retire the plant and mine from service can only be made by a supermajority vote of at least 75% of the ownership interests of the PSEC Owners. The mine will not be retired from service unless the plant is retired from service or the continued operation of the mine will not economically generate recoverable coal for use by the plant.

By the terms of the Participation Agreement, each PSEC Owner agreed to delegate to a "Management Committee" all decisions with respect to constructing, designing, operating, maintaining and administering PSEC. Each of the PSEC Owners has one representative on the Management Committee with voting power equal to its percentage ownership in PSEC. The Management Committee is authorized by the Participation Agreement to delegate certain of its powers to an "Administrative Committee" or other committees created by the Management Committee, but not, among other things, budget approvals, amendments to PSEC agreements, decisions respecting permits or other governmental approvals, major personnel decisions, agreement to site changes or rights in the site, or changes that would have a material adverse effect or a disproportionate impact on one or more of the PSEC Owners. Actions by the Management Committee on non-delegable items require a super-majority weighted vote of PSEC Owner representatives (75% - which would be adjusted downward were any one PSEC Owner to have an increased percentage ownership in PSEC that would give its Management Committee representative a veto where a super-majority vote is required). The President and CEO of PPI is the current chair of the Management Committee.

Project Management Agreement

The PSEC Owners entered into the Project Management Agreement with PSGC and Prairie State Energy Campus Management, Inc. ("PSECM") for the operation of PSEC. Pursuant to the Project Management Agreement, PSGC serves as the entity through which PSECM directly (and the PSEC Owners indirectly) can implement its decisions with respect to PSEC. See "General – *PSEC*" above.

PSEC Capital Improvement Plan

The preliminary PSEC Capital Improvement Plan includes approximately $172 million in capital improvements over the next five years, of which KMPA's share will be approximately $13.45 million. Such capital improvement plan is subject to the approval of the PSEC Owners and is, therefore, subject to change. KMPA expects to pay its share of any such capital improvements from ongoing operations.

PSGC Personnel

PSGC operates the PSEC generating units with personnel hired by PSGC, utilizing various third parties with appropriate expertise for technical assistance as needed. On the initiative of the PSEC Owners, the operational staff of PSGC has been overhauled in the past few years to bring in additional personnel with extensive experience in operating coal-fired power plants. The key operational staff is set forth below.

Donald Gaston is President and Chief Executive Officer of PSGC. Mr. Gaston's appointment to such position was effective in November 2014. Mr. Gaston most recently served as Director of Fossil Generation for the Public Service Enterprise Group ("PSEG"), one of the 10 largest electric companies in the U.S. and New Jersey's oldest and largest publicly owned utility. In this capacity, he was accountable for the successful management of safety, environmental compliance, reliability, and financial performance of 5,800 megawatts of coal fired, oil fired, and natural gas generation. Prior to his time with PSEG, Mr. Gaston served as Southern Company's Environmental Program Manager, and Plant Manager at TVA's Paradise Fossil Plant, where he was responsible for all aspects of managing 2,400 megawatts of supercritical coal-fired units.

Mr. Gaston holds a Bachelor's of Science in Mechanical Engineering from the Georgia Institute of Technology, a Masters of Business Administration from the University of Tennessee, and completed the TVA Executive Development Program at Vanderbilt University.

Randy Short is Chief Operating Officer of PSGC. Mr. Short was appointed to such position in June 2014. Mr. Short has two decades of experience in the utility industry and most recently served as Plant Manager of the coal-fueled Baldwin Energy Complex, an Illinois plant operated by Dynegy. The Baldwin Energy Complex, a three-unit power plant with a total net generating capacity of 1,800 MW, is located in close proximity to PSEC. Previously, Mr. Short served as Plant Manager at the Wood River power plant, another Illinois coal-fired power plant, and served as Senior Director for Generation Programs at Dynegy corporate headquarters in Houston. As COO, Mr. Short oversees the primary corporate functions of PSGC, including the power plant and enhancing PSGC's reliability plan.

Mr. Short holds a Bachelor's of Science in Mechanical Engineering from Iowa State University and a Masters of Business of Administration from the University of Illinois Urbana-Champaign.

TAX MATTERS

Based upon certain covenants, representations and certifications of KMPA, which Bond Counsel has not independently verified, and assuming continuing compliance therewith, as set forth below, in the opinion of Bond Counsel interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax under existing laws, regulations, rulings and decisions in effect on the respective dates of delivery of the Bonds.

The Code requires that KMPA comply on an ongoing basis with certain obligations in order for the Bonds not to be used in such a manner that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and for the interest on the Bonds to be and remain excludable from gross income for federal income tax purposes. Failure to meet those obligations could result in the interest on the Bonds becoming subject to federal income taxation, retroactive to the respective dates of the Bonds. KMPA has covenanted to comply with all such obligations.

Bond Counsel has not opined on any other federal income tax consequences arising for holders of the Bonds. Interest on the Bonds will be includable in effectively connected earnings and profits for purposes of computing the branch profits tax on certain foreign corporations doing business in the United States. In addition, the Code disallows certain federal income tax deductions of certain financial institutions and property and casualty insurance companies which acquire the Bonds.

Certain Federal Income Tax Consequences

The following is a discussion of certain federal tax matters under the Code. This discussion does not purport to deal with all aspects of federal taxation that may be relevant to particular Bondholders. Prospective Bondholders, particularly those who may be subject to special rules, are advised to consult their own tax advisor regarding potential consequences arising under the laws of any state or other taxing jurisdiction. See "INVESTMENT CONSIDERATIONS - Forward Delivery of Series 2020A Bonds – Tax Treatment Risk" herein.

Financial Institutions. The Code denies banks, thrift institutions and other financial institutions a deduction for 100% of their interest expense allocable to tax-exempt obligations, such as the Bonds, acquired after August 7, 1986.

Borrowed Funds. The Code provides that interest paid on funds borrowed to purchase or carry tax-exempt obligations during a tax year is not deductible. In addition, under rules used by the Internal Revenue Service for determining when borrowed funds are considered used for the purposes of purchasing or when carrying particular assets, the purchase of obligations may be considered to have been made with borrowed funds even though the borrowed funds are not directly traceable to the purchases of such obligations.

Property and Casualty Insurance Companies. The deduction for loss reserves for property and casualty insurance companies is reduced by 15% of the sum of certain items, including the interest received on tax-exempt bonds, such as the Bonds.

Social Security and Railroad Retirement Benefits. The Code also requires recipients of certain Social Security or Railroad Retirement benefits to take into account, in determining gross income, receipts or accruals of interest that are exempt from federal income tax.

Branch Profits Tax. Certain foreign corporations doing business in the United States may be subject to a branch profits tax on their effectively connected earnings and profits, including tax-exempt interest on obligations such as the Bonds.

S Corporations. Certain S corporations that have subchapter C earnings and profits at the close of a taxable year and gross receipts more than 25% of which are passive investment income, which includes interest on tax-exempt obligations, such as the Bonds, may be subject to a tax on excess net passive income.

Kentucky Tax Exemption

Kentucky, like many other states, generally taxes interest on obligations of governmental entities in other states. Under present law, the Bonds are exempt from ad valorem taxation and interest thereon is exempt from income taxation by the Commonwealth and any political subdivisions thereof.

Prior to any purchase of the Bonds, prospective purchasers of the Bonds are advised to consult their own tax advisors as to the impact of the Code upon their acquisition, holding or disposition of the Bonds.

Backup Withholding

General information reporting requirements will apply to payments of principal and interest made on a Bond and the proceeds of the sale of a Bond to non-corporate holders of the Bonds, and "backup withholding" at a rate of 24% will apply to such payments if the owner fails to provide an accurate taxpayer identification number in the manner required or fails to report all interest required to be shown on its federal income tax returns. A beneficial owner of a Bond that is a U.S. owner can obtain complete exemption from backup withholding by providing a properly completed IRS Form W-9 (Request for Taxpayer Identification Number and Certification).

Original Issue Discount

The Bonds that have an interest rate that is lower than the yield, as shown on the inside cover page hereto, (the "Discount Bonds") are being offered and sold to the public at an original issue discount ("OID") from the amounts payable at maturity thereon. OID is the excess of the stated redemption price of a Bond at maturity (the face amount) over the "issue price" of such Bond. The issue price is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of Bonds of the same maturity are sold pursuant to that initial offering. For federal income tax purposes, OID on each Bond sold as a Discount Bond will accrue over the term of the Bond, and for the Discount Bonds, the amount of accretion will be based on a single rate of interest, compounded semiannually (the "yield to maturity"). The amount of OID that accrues during each semi-annual period will do so ratably over that period on a daily basis. With respect to an initial purchaser of a Discount Bond at its issue price, the portion of OID that accrues during the period that such purchaser owns the Discount Bond is added to such purchaser's tax basis for purposes of determining gain or loss at the maturity, redemption, sale or other disposition of that Discount Bond and thus, in practical effect, is treated as stated interest, which is excludible from gross income for federal income tax purposes.

Holders of Discount Bonds should consult their own tax advisors as to the treatment of OID and the tax consequences of the purchase of such Discount Bonds other than at the issue price during the initial public offering and as to the treatment of OID for state tax purposes.

Original Issue Premium

Certain of the Bonds (the "Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. If a U.S. owner purchases a Premium Bond, that owner will be considered to have purchased such a Premium Bond with "amortizable bond premium" equal in amount to such excess. The U.S. owner may elect, in accordance with the applicable provisions of Section 171 of the Code, to amortize that premium as an offset to the interest payments on the Premium Bond using a constant yield to maturity method over the remaining term of the Premium Bond (or, if required by applicable Treasury Regulations, to an earlier call date). Pursuant to Section 67(b)(11) of the Code, the amortization of that premium is not considered a miscellaneous itemized deduction. Any amortization of bond premium will reduce the basis of the Premium Bond pursuant to Section 1016(a)(5) of the Code.

Owners of Premium Bonds (or book entry interests in them) should consult their own tax advisers as to the determination for federal tax purposes of the amount of amortizable bond premium properly accruable in any period with respect to the Premium Bonds and as to other federal tax consequences and the treatment of amortizable bond premium for purposes of state or local taxes on (or based on) income.

Nonresident Owners

Under the Code, interest and OID on any Bond whose beneficial owner is a nonresident alien, foreign corporation or other non-United States person ("Nonresident") are generally not subject to United States income tax or withholding tax (including backup withholding) if the Nonresident provides the payor of interest on the Bonds with an appropriate statement as to its status as a Nonresident. This statement can be made on IRS Form W-8BEN or a successor form. If, however, the Nonresident conducts a trade or business in the United States and the interest or OID on the Bonds held by the Nonresident is effectively connected with such trade or business, that interest or OID will be subject to United States income tax but will generally not be subject to United States withholding tax (including backup withholding).

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale and delivery of the Bonds are subject to the approving opinions of Rubin & Hays, Louisville, Kentucky, Bond Counsel. The proposed forms of the approving opinions of Bond Counsel are set forth in Appendix I and Appendix J. Certain legal matters will be passed upon for KMPA by its counsel, McMurry & Livingston, PLLC, Paducah, Kentucky and B. Todd Wetzel, Esq., Princeton, Kentucky and for the Underwriters by their counsel, Stites & Harbison, PLLC, Louisville, Kentucky.

LITIGATION

No litigation is pending or, to the knowledge of KMPA, threatened in any court (i) to restrain or enjoin the issuance or delivery of the Bonds, or the collection of revenues pledged or to be pledged to pay the principal of and interest on the Bonds or (ii) in any way contesting or affecting the validity of the Bonds, the Indenture or the Power Sales Agreements, or the power to collect and pledge the revenues to pay the Bonds, or contesting the power or authority of KMPA to issue the Bonds.

DISCLOSURE COMPLIANCE

KMPA will comply with the requirements of the SEC regarding secondary market disclosure as set forth in Rule 15c2-12 (the "Rule"), as amended, under the Securities Exchange Act of 1934, as amended. Specifically, KMPA will enter into a Continuing Disclosure Agreement (the "Disclosure Agreement"), a form of which is attached as Appendix H hereto, in which it will covenant to provide notice in a timely manner, not later than ten business days after the event, to the MSRB, and the appropriate state information depository, if any, of any of the types of events with respect to the Bonds set forth in the form attached hereto. Effective on July 1, 2009, the MSRB became the sole nationally recognized municipal securities information repository and KMPA's filings with the MSRB will be in accordance with the MSRB's EMMA system, as applicable to the Disclosure Agreement. KMPA is providing, and for the five (5) years preceding the date of issuance of the Bonds has provided, ongoing market disclosure as required by the Rule pursuant to agreements entered into in connection with other outstanding securities. In addition, ongoing financial disclosure regarding KMPA will be available through the filing, not later than December 31 after the end of the fiscal year, commencing with the fiscal year ending June 30, 2019, of a document entitled the Annual Report and audited annual financial statements of KMPA and the Members with EMMA as required under the Rule and in accordance with the Disclosure Agreement. As set forth in more detail below, there have been instances where annual disclosures required to be filed with EMMA in connection with other outstanding securities were not timely filed with EMMA. KMPA has put procedures in place to assure that future filings will be timely filed in accordance with the Rule and the Disclosure Agreement.

Financial information regarding KMPA can be obtained from the Chief Financial Officer of KMPA, 1500 Broadway, Paducah, Kentucky 42001.

The obligations of KMPA described above will remain in effect only for such period that (i) the Bonds are Outstanding in accordance with their terms and (ii) KMPA remains an "obligated person" with respect to the Bonds within the meaning of the Rule. KMPA reserves the right to terminate its obligation to provide notices of material events, as set forth above, if and when KMPA no longer remains an "obligated person" with respect to the Bonds within the meaning of the Rule. KMPA acknowledges that its undertaking pursuant to the Rule described under this heading is intended to be for the benefit of the Bondholders (including holders of beneficial interests in the Bonds).

In the event of a failure of KMPA to comply with the disclosure requirements set forth in the Disclosure Agreement, any Bondholder may take such action as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause KMPA to file its annual report or to give notice of a listed event. A default in compliance with the disclosure requirements under the Disclosure Agreement shall not be deemed an Event of Default under the Indenture, and the sole remedy under the Disclosure Agreement in the event of any failure of KMPA to comply with the disclosure requirements shall be an action to compel performance.

As identified below, there have been instances where KMPA or its Members have not filed their respective continuing disclosures on a timely basis:

(1) Unaudited financial statements of KMPA for the fiscal year ended 2014 were filed by the stated filing deadline. KMPA filed a notice with EMMA indicating that the audited financial statements for the fiscal year ended 2014 would be available for filing with EMMA on or before February 15, 2015. Such audited financial statements of KMPA were filed with EMMA on March 9, 2015.

(2) On August 14, 2019, KMPA filed with EMMA (i) the operating data of KMPA for the fiscal year ended June 30, 2014 (the "June 2014 Operating Data"), under sections titled "MOPs and Allocation in PSEC" and "Capacity factor of PSEC for last fiscal year" was filed with EMMA

on August 14, 2019 reflecting information not previously posted on EMMA and not otherwise appearing in its Annual Financial Report as posted on EMMA for the fiscal year ended June 30, 2014, and as required to be posted annually by December 27th following the end of each such fiscal year; and (ii) a notice of failure to timely file complete annual financial information with respect to the late filing of the June 2014 Operating Data.

(3) The operating data of Paducah Electric for the fiscal years ended 2010 and 2011 was filed with EMMA under KMPA on March 10, 2015.

(4) On December 1, 2017, S&P downgraded NPFG's financial strength rating to NR from A. On January 17, 2018, Moody's downgraded its financial strength rating of NPFG to Baa2 from A3. NPFG is the provider of a municipal bond insurance policy on the Series 2015A Bonds and the Series 2016A Bonds. Notice of such disclosure events was filed with EMMA on August 14, 2019.

(5) The audited financial statements of Paducah Electric for the fiscal year ended 2013 were filed fourteen days after the stated filing deadline. Paducah Electric filed a notice with EMMA indicating that the audited financial statements for the fiscal year ended 2014 would be available for filing with EMMA on or before February 15, 2015. Such audited financial statements of Paducah Electric were filed with EMMA on February 19, 2015. The audited financial statements of Paducah Electric for the fiscal year ended 2010 were filed with EMMA under KMPA on March 9, 2015. The audited financial statements of Paducah Electric for the fiscal year ended 2011 were filed with EMMA under KMPA on March 10, 2015.

(6) The operating data of Princeton Electric for the fiscal years ended 2010 and 2011 was filed with EMMA under KMPA on March 10, 2015.

(7) The audited financial statements of Princeton Electric for the fiscal year ended 2010 were filed with EMMA under KMPA on March 9, 2015. The audited financial statements of Princeton Electric for the fiscal year ended 2011 were filed with EMMA under KMPA on March 10, 2015.

VERIFICATION

Causey Demgen & Moore P.C. (the "Verification Agent"), a firm of independent certified public accountants, will deliver to KMPA and the Underwriters on or before the delivery date of the Series 2019A Bonds, its verification report indicating that it has verified, in accordance with standards established by the AICPA, the information and assertions provided by KMPA and its representatives. Included in the scope of the report will be a verification of the mathematical accuracy of (a) the mathematical computations of the adequacy of the anticipated receipts from the investments and cash deposits to be held by the 2010 Indenture Trustee for the Series 2010B Bonds to pay, when due, the principal of, interest on and redemption price of the Series 2010B Bonds, and (b) the mathematical computations supporting the conclusions of Bond Counsel that the Series 2019A Bonds are not "arbitrage bonds" under the Code and the regulations promulgated thereunder.

RATINGS

The Series 2019A Bonds have been assigned a rating of "Baa1" (stable outlook) by Moody's and "BBB" (stable outlook) by S&P. The Series 2020A Bonds have been assigned a rating of "Baa1" (stable outlook) by Moody's and "BBB" (stable outlook) by S&P. An explanation of the significance of the ratings given by Moody's may be obtained from Moody's Investors Services, Inc. at 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, (212) 553-0300. An explanation of the significance of the ratings given by S&P may be obtained from Standard & Poor's Ratings Services at 55 Water Street, New York, New York 10041, (212) 438-2124. There is no assurance that these ratings will continue for any given period of time or that they will not be revised or withdrawn entirely if, in the judgment of Moody's and S&P, as the case may be, circumstances so warrant. Bondholders or prospective Bondholders should contact the Underwriters for information on the then current ratings, if any, on the Bonds.

INDEPENDENT AUDITORS

The financial statements of KMPA, as of and for the years ended June 30, 2017 and 2018, included in this Official Statement in Appendix A have been audited by Williams, Williams & Lentz, LLP, independent auditors, as stated in their report appearing herein.

UNDERWRITING

The Series 2019A Bonds are being purchased by the underwriters named on the cover of this Official Statement (the "Underwriters"), for whom BofA Securities, Inc. is acting as senior manager and Representative pursuant to the Bond Purchase Agreement. The Underwriters have agreed, subject to certain conditions, to purchase all, but not less than all, of the Series 2019A Bonds from KMPA at a purchase price equal to $128,834,105.28, which represents the aggregate principal amount of the Series 2019A Bonds, less the Underwriters' discount, plus net original issue premium, for the Series 2019A Bonds. The Series 2020A Bonds are being purchased by the Underwriters, for whom BofA Securities, Inc. is acting as senior manager and Representative pursuant to the Bond Purchase Agreement. The Underwriters have agreed, subject to certain conditions, to purchase all, but not less than all, of the Series 2020A Bonds from KMPA at a purchase price equal to $23,157,775.64, which represents the aggregate principal amount of the Series 2020A Bonds, less the Underwriters' discount, plus net original issue premium, for the Series 2020A Bonds. The Underwriters are committed to purchase all of the Bonds if any are purchased. The Bonds may be offered and sold to certain dealers, banks and others (including underwriters and other dealers depositing such Bonds into investment trusts) at prices lower than such initial offering prices and such initial offering prices may be changed from time to time by the Underwriters. With respect to the Series 2020A Bonds, see "FORWARD DELIVERY OF SERIES 2020A BONDS" herein.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of KMPA (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with KMPA. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

BofA Securities, Inc., an Underwriter of the Bonds, has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"). As part of this arrangement, BofA Securities, Inc. may distribute securities to MLPF&S, which may in turn distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the Bonds.

Citigroup Global Markets Inc., an Underwriter of the Bonds, has entered into a retail distribution agreement with Fidelity Capital Markets, a division of National Financial Services LLC (together with its affiliates, "Fidelity"). Under this distribution agreement, Citigroup Global Markets Inc. may distribute municipal securities to retail investors at the original issue price through Fidelity. As part of this arrangement, Citigroup Global Markets Inc. will compensate Fidelity for its selling efforts.

ADVISOR

KMPA has retained J.J.B. Hilliard, W.L. Lyons, LLC, a Baird Company, as financial advisor (the "Financial Advisor") in connection with the issuance of the Bonds. On April 1, 2019, Baird Financial Corporation, the parent company of Robert W. Baird & Co. Incorporated ("Baird"), acquired HL Financial Services, LLC, its subsidiaries, affiliates and assigns, including the Financial Advisor (collectively "Hilliard Lyons"). As a result of such common control, Baird and Hilliard Lyons are now affiliated. It is expected that Hilliard Lyons will merge with and into Baird later in 2019. The Financial Advisor has no obligation to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in this Official Statement.

MISCELLANEOUS

The references herein to the Act, the Indenture, as supplemented and amended, and the Power Sales Agreements are brief outlines of certain provisions thereof and do not purport to be complete. For full and complete statements of the provisions thereof, reference is made to the Act, the Indenture, as supplemented and amended, and the Power Sales Agreements. Copies of such documents are on file at the respective offices of the Underwriters and at the office of the Trustee.

The agreement of KMPA with the Bondholders is fully set forth in the Indenture, and neither any advertisement of the Bonds nor this Official Statement is to be construed as constituting an agreement with the purchaser of the Bonds. Statements made in this Official Statement involving estimates, projections or matters of opinion, whether or not expressly so stated, are intended merely as such and not as representations of fact.

The Cover Page hereof and the Appendices hereto are integral parts of this Official Statement and must be read together with all of the foregoing statements.

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KENTUCKY MUNICIPAL POWER AGENCY

By /s/ Hardy Roberts
Chairman

Attest:

By: /s/ Kevin Kizzee
Secretary

APPENDIX A

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Audited Financial Statements of the Kentucky Municipal Power Agency

for Fiscal Years Ended June 30, 2017 and 2018;

Unaudited Financial Statements

For the Twelve-Month Period Ended June 30, 2019

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KENTUCKY MUNICIPAL POWER AGENCY

FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2018 AND 2017

TABLE OF CONTENTS

WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III
Sue Cronch-Greenwell
Roger G. Harris
Michael F. Karnes

Mark A. Thomas
Ashley C. Grooms
Kelly D. Scruggs
Benjamin D. Teer

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, 2018 and 2017 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 tbe purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of Kentucky Municipal Power Agency, as of June 30, 2018 and 2017, 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 1.

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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 7 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 27 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 27 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 December 11, 2018 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.

Williams, Williams & Lentz LLP

Paducah, Kentucky
December 11, 2018

WILLIAMS
WILLIAMS
& LENTZ

REQUIRED SUPPLEMENTARY INFORMATION

Overview and Background

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, 2018 and 2017. 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.

This annual report includes the management's discussion and analysis report and the basic financial statements of the Agency. The financial statements of the Agency report information of the Agency using accounting methods similar to those used by the private sector. The financial statements also include notes that explain in more detail some of the information in the financial statements.

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.

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

Prior to joining the Agency, 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 1,600 MW supercritical mine mouth coal-fired 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.
Construction of the Project began on October 1, 2007, under an engineering, procurement and construction (EPC) contract with Bechtel. 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 2012, construction activities on the Mine were substantially complete.

Required Financial Statements

The Statements of Net Position (Deficit) include the fiscal year end balances of 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 fiscal years' 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 reporting periods 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. These statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. Cash from operations consists of net income, adjusted for non-cash items, plus or minus changes in current assets and current liabilities. Cash from investing activities results from changes in long-term assets. Cash from financing activities results from changes in long-term liabilities, such as proceeds from issuance of bonds or payments of principal installments on outstanding bonds.

The notes to the financial statements are also an integral component of the basic financial statements.

Financial Analysis of the Agency

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)

	2018	2017	2016	2017-2018 Dollar Change	2016-2017 Dollar Change
Current and other assets	$ 60,007	$ 59,477	$ 65,048	$ 530	$ (5,571)
Capital assets	395,642	405,913	415,030	(10,271)	(9,117)
Total assets	455,649	465,390	480,078	(9,741)	(14,688)
Deferred Outflows of Resources	32,382	33,452	34,904	(1,070)	(1,452)
Revenue bonds	468,790	474,970	481,830	(6,180)	(6,860)
Other liabilities	20,583	18,773	23,948	1,810	(5,175)
Total liabilities	489,373	493,743	505,778	(4,370)	(12,035)
Deferred Inflows of Resources	27,912	29,296	30,680	(1,384)	(1,384)
Invested in capital assets, net of related debt	(61,245)	(57,621)	(58,679)	(3,624)	1,058
Restricted	5,270	7,603	15,095	(2,333)	(7,492)
Unrestricted	26,721	25,821	22,108	900	3,713
Total Net Assets (Deficit)	$ (29,254)	$ (24,197)	$ (21,476)	$ (5,057)	$ (2,721)

In the Statement of Net Position, the net position of the Agency is summarized into three categories - restricted assets, unrestricted assets and net investment in capital assets. As shown above, the net position of the Agency has been an increasing deficit over the fiscal years 2018 and 2017.

The deficit net position of the Agency is due to the deficit balance of net investment in capital assets, net of related debt. This deficit component of net position also increased by $3.6 million during fiscal year 2018. As discussed above, the Agency's assets consist primarily of the Prairie State Project that commenced operation in 2012. The Agency's ownership share in the cost of construction of these assets was financed primarily from the issuance of revenue bonds. However, the principal amounts of these revenue bonds are greater than the proceeds for construction since the bond proceeds must also fund required reserve amounts and issuance costs. Therefore, the liabilities for revenue bonds are greater than the asset balances associated with the Prairie State Project, resulting in a deficit net position. In the early years of the asset and bond lives, this deficit may be increased by the difference in the annual depreciation of the capital assets compared to the amortization of the bond principal. Generally, depreciation expenses are equal annual amounts over the life of the Project while annual debt service payments consist of declining interest expenses but increasing principal installments over the life of the bonds. So the net deficit is increased by, among other things, the amount that depreciation expense exceeds principal amortization.

The increase in the Agency's deficit net position for fiscal year 2018 was also reflected in a decrease in restricted assets of $2.3 million. 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, including $2.6 million in fiscal year 2018. This release of funds resulted in a negative effect on net position in the financial statements.

While the Statements of Net Position (Deficit) present the various components of net position (deficit), the results of operations for the fiscal years produce the annual change in net position, as demonstrated in the Agency's Statements of Revenues, Expenses, and Changes in Net Position (Deficit), a summary of which is presented in Table A-2.

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

	2018	2017	2016	2017-2018 Dollar Change	2016-2017 Dollar Change
Operating revenue	$ 84,103	$ 83,420	$ 78,187	$ 683	$ 5,233
Non-operating revenue	3,139	2,890	2,884	249	6
Total revenue	87,242	86,310	81,071	932	5,239
Purchased power and other operating expense	68,221	64,807	60,930	3,414	3,877
Non-operating expense	24,078	24,224	24,602	(146)	(378)
Total expenses	92,299	89,031	85,532	3,268	3,499
Changes in net assets	(5,057)	(2,721)	(4,461)	(2,336)	1,740
Beginning net assets (deficit)	(24,197)	(21,476)	(17,015)	(2,721)	(4,461)
Ending net assets (deficit)	$ (29,254)	$ (24,197)	$ (21,476)	$ (5,057)	$ (2,721)

As shown above, total expenses exceed total revenue for each of the fiscal years shown, resulting in an increasing balance of the net deficit as of each fiscal year end. Operating revenue consists primarily of billings to members to recover the revenue requirements of the Agency, which differs from the total expenses. For example, revenue requirements include annual principal installments and capital expenditures, which are not included in expenses, and expenses include depreciation and amortization, which are not included in revenue requirements. As discussed above, depreciation expenses on the Prairie State Project are generally expected to be greater than the principal installments on the associated bonds during the early years of the Project's life, contributing to the operating deficit for those fiscal years shown.

Non-operating revenues represent investment income from the revenue bond funds as well as subsidy income relating to the Federal Build America Bond (BABS). 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 2018, 2017, and 2016.

Non-operating expenses are comprised mainly of interest paid on outstanding revenue bond issues.

Capital Assets

Capital assets consist of assets related to completed construction of the generating plant at the Prairie State Project. The capitalized costs of the Mine and coal reserves associated with the Prairie State Project are included in other assets. At the end of fiscal year 2018, the Agency had $395.6 million invested in the Prairie State Project capitalized assets, as shown in Table A-3 below.

Table A-3
Capital Assets
(000's)

	2018	2017	2016	2017-2018 Change	2016-2017 Change
Construction in progress	$ 1,193	$ 3,911	$ 2,249	$ (2,718)	$ 1,662
Property, plant, and equipment	464,654	460,610	459,160	4,044	1,450
Less accumulated depreciation	(70,205)	(58,608)	(46,379)	(11,597)	(12,229)
Total capital assets	$ 395,642	$ 405,913	$415,030	$ (10,271)	$ (9,117)

Debt Administration

The revenue bonds outstanding decreased to $469 million in fiscal year 2018 from $475 million in fiscal year 2017 as a result of the maturing of bonds relating to the Prairie State 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 $7.1 million in revenue bonds outstanding as a current liability as of fiscal 2018 year end as it will pay bond holders this amount in principal on September 1, 2019.

Outlook

In November 2014, the Agency took certain actions intended to reduce its members' power costs. Among other things, the Agency 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 surety bonds provided $22 million of cash which the Agency used to reduce its principal obligations on the Agency's 2010A and 2007B revenue bonds in fiscal years 2015-2018. As of the end of June 2018, these funds were fully expended and no longer available to reduce principal of the outstanding Agency bonds.

The Agency also established several reserve funds associated with debt service, decommissioning, capital improvements and operations to stabilize annual rates and charges. Notwithstanding the actions taken by the Agency to reduce or stabilize costs to its members, the annual debt service requirements on the Agency's outstanding bonds will increase by approximately $4.4 million for fiscal year 2021. The Agency is exploring opportunities for debt service restructuring and other actions that may partially mitigate this upcoming increase.

In addition, the Agency actively pursues opportunities to reduce or stabilize costs to its members through bilateral and market sales of excess capacity and energy associated with the Prairie State Project.

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 Doug Handley, Chief Financial Officer, Kentucky Municipal Power Agency, P.O. Box 180, Paducah, KY 42002-0180 or by telephone at 270.575.4035 or by email at dhandley@paducahpower.com.

BASIC FINANCIAL STATEMENTS

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

ASSETS

	2018	2017
Current Assets:		
Cash and temporary cash investments	$ 11,041,286	$ 9,287,680
Accounts receivable	839,082	854,976
Working capital Prairie State	1,969,002	1,912,517
Other receivables	5,977,816	6,487,935
Inventory	4,236,588	3,457,946
Prepaid expenses	63,984	122,423
Total current assets	24,127,758	22,123,477
Restricted Assets:		
Principal and interest sinking fund	12,920,004	12,642,961
Redemption fund	53	2,670,609
Reserve fund	14,066,866	13,418,996
Pledged collateral	3,512,076	2,555,062
Interest receivable	136,707	73,318
Regulatory asset	-	844,658
Prairie State reserve funds	7,085,992	5,147,787
Total restricted assets	37,721,698	37,353,391
Capital Assets:		
Construction work in progress	1,192,682	3,911,140
Property, plant, and equipment	464,653,658	460,610,190
Less accumulated depreciation	(70,204,381)	(58,608,028)
Total capital assets	395,641,959	405,913,302
Total assets	457,491,415	465,390,170

DEFERRED OUTFLOWS OF RESOURCES

	2018	2017
Deferred bond refunding gain	25,169,471	25,662,031
Unamortized debt issuance costs	5,800,144	6,337,532
Unamortized debt discounts	1,411,896	1,452,820
Total deferred outflows of resources	32,381,511	33,452,383

See notes to financial statements.

LIABILITIES

Current Liabilities:	2018	2017
Accounts payable	$ 4,191,554	$ 3,836,974
Bonds held by public-current portion	7,130,000	6,860,000
Other payables	1,474,406	293,225
Current liabilities payable from restricted assets:		
Accrued interest	7,786,886	7,783,510
Total current liabilities	20,582,846	18,773,709
Noncurrent Liabilities:		
Other regulatory liabilities	1,842,552	-
Long-term debts:		
Bonds held by public	468,790,000	474,970,000
Total noncurrent liabilities	470,632,552	474,970,000
Total liabilities	491,215,398	493,743,709

DEFERRED INFLOWS OF RESOURCES

Unamortized debt premium	27,911,785	29,296,112

NET POSITION

Net investment in capital assets	(61,245,205)	(57,621,365)
Restricted for debt service	5,269,878	7,603,378
Unrestricted - net	26,721,071	25,820,719
TOTAL NET POSITION (DEFICIT)	$ (29,254,256)	$ (24,197,268)

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

	2018	2017
Operating Revenues:		
Service revenue	$ 84,102,919	$ 83,420,005
Total operating revenues	84,102,919	83,420,005
Purchased Power and Operating Expenses:		
Purchased power cost	52,751,214	49,313,885
General operating expense	15,469,776	15,493,436
Total purchased power and operating expenses	68,220,990	64,807,321
Operating income	15,881,929	18,612,684
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(23,835,049)	(23,977,419)
Investment income	609,608	359,834
Federal Build America Bond's subsidy	2,529,432	2,529,863
Net amortization discount and premium on debt	(242,908)	(246,277)
Total nonoperating revenues (expenses)	(20,938,917)	(21,333,999)
Change in net position	(5,056,988)	(2,721,315)
Net position (deficit), beginning of year	(24,197,268)	(21,475,953)
NET POSITION (DEFICIT), END OF YEAR	$(29,254,256)	$(24,197,268)

See notes to financial statements.

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

	2018	2017
Cash Flows from Operating Activities:		
Receipts from customers	$ 84,628,932	$83,289,254
Payments to suppliers	(52,480,396)	(52,716,977)
Payments to employees	(1,061,348)	(1,029,246)
Net cash provided by operating activities	31,087,188	29,543,031
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(1,325,010)	(3,114,461)
Long-term bond issuance cost	(155,540)	-
Proceeds from issuance of bonds	36,829,460	-
Principal payments made on bonds	(42,895,000)	(10,905,000)
Interest payments on long-term debt	(23,831,673)	(24,121,380)
Federal Build America Bond's subsidy	2,529,432	2,529,863
Net cash used by capital and related financing activities	(28,848,331)	(35,610,978)
Cash Flows from Investing Activities:		
Purchases of investments	-	(25,420,657)
Proceeds from sale of investments	6,779,249	25,966,425
Investment income	546,219	400,600
Net cash provided by investing activities	7,325,468	946,368
Net increase (decrease) in cash and cash equivalents	9,564,325	(5,121,579)
Cash and cash equivalents, beginning of year	28,072,223	33,193,802
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 37,636,548	$28,072,223

(Continued)

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

	2018	2017
Reconciliation of Operating Income to Net Cash Provided by Operating Activities:		
Operating income	$ 15,881,929	$18,612,684
Depreciation expense	11,741,876	12,231,650
Adjustments to reconcile operating income to net cash provided by operating activities:		
Changes in operating assets and liabilities:		
Accounts receivable	15,894	65,358
Other accounts receivable	510,119	(196,109)
Prepaid expenses	58,439	(119,181)
Other assets	(835,127)	112,799
Accounts payable	354,580	106,945
Change in regulatory liability	1,842,552	-
Other current and accrued liabilities	1,516,926	(1,271,115)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 31,087,188	$29,543,031
Schedule of Noncash Financing Activities:		
Amortization of bond issue and discount costs	$ (242,908)	$ (246,277)

See 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)

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)

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)

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 2017 financial statements to make them conform to the 2018 presentation.

(Continued)

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, 2018 and 2017, 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:

	2018	2017
Checking and savings	$20,954,370	$16,164,151
Mutual funds-money market	13,911,978	3,591,072
Guaranteed investment security	504,494	9,948,016
Repurchase agreement	12,683,286	15,193,472
TOTAL CASH AND INVESTMENTS	$48,054,125	$44,896,711

Deposits

The financial institution balances of the Agency's deposits were $48,264,872 for the year ended June 30, 2018. The book balance was $48,054,125. Of the various financial institution balances at June 30, 2018, $250,000 was insured by federal depository insurance, and the remaining balance of $48,014,872 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 $48,014,872 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 $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.

As of June 30, 2018 and 2017, $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, 2018 and 2017, the Agency's investments were rated as follows:

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

(Continued)

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, 2018, the Agency's investment portfolio was concentrated as follows:

Issuer	Investment Type	Percentage of Portfolio
Regions collateralized sweep account	Money market	51%
Bayerische Landesbank	Guaranteed investment certificate	2%
Regions Bank	Repurchase agreement	47%

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

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

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, 2018, the Agency's investments were as follows:

		Maturity (In Years)		
Investment Type	Fair Value	Less than 1 Year	1 - 5 Years	6 - 10 Years
Mutual funds-money market	$ 13,911,978	$ 13,911,978	$ -	$ -
Guaranteed investment certificates	504,494	504,494	-	-
Repurchase agreement	12,683,283	12,683,283	-	-
TOTALS	$ 27,099,755	$ 27,099,755	$ -	$ -

(Continued)

Note 2 - Deposits and Investments (Continued):

Interest Rate Risk

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

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

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:

	2018	2017
Restricted assets:		
Sinking and reserve funds	$ 26,986,923	$ 28,732,566
Accrued interest receivable	136,707	73,318
Less: restricted assets not funded by revenues:		
Reserve fund	(14,066,866)	(13,418,996)
Current liabilities payable from restricted assets	(7,786,886)	(7,783,510)
TOTAL RESTRICTED NET POSITION AS CALCULATED	$ 5,269,878	$ 7,603,378

(Continued)

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 2018 and 2017.

Note 4 - Capital Assets:

Capital asset activity for the year ended June 30, 2018, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,881,220	$ -	$ -	$ 2,881,220
Construction in progress	3,911,140	-	(2,718,458)	1,192,682
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	$ 6,792,360	$ -	$(2,718,458)	$ 4,073,902
Capital Assets Being Depreciated Or Depleted:				
Land rights	$ 2,505,415	$ -	$ -	$ 2,505,415
Coal reserves	5,960,922	-	(214,113)	5,746,809
Non-utility property	18,041,285	666,612	-	18,707,897
Structures and improvements	40,058,938	1,279,740	-	41,338,678
Equipment	391,162,409	2,456,752	(145,523)	393,473,638
Total capital assets being depreciated	457,728,969	4,403,104	(359,636)	461,772,437
Less accumulated depreciation	58,608,027	11,741,876	(145,523)	70,204,380
Total capital assets being depreciated, net	399,120,942	(7,338,772)	(214,113)	391,568,057
TOTAL CAPITAL ASSETS, NET	$405,913,302	$ (7,338,772)	$(2,932,571)	$395,641,959

(Continued)

Note 4 - Capital Assets (Continued):

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

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,881,220	$ -	$ -	$ 2,881,220
Construction in progress	2,248,838	1,662,302	-	3,911,140
TOTAL CAPITAL ASSETS NOT BEING DEPRECIATED	$ 5,130,058	$ 1,662,302	$ -	$ 6,792,360
Capital Assets Being Depreciated Or Depleted:				
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	389,883,403	1,379,719	100,713	391,162,409
Total capital assets being depreciated	456,279,437	1,738,417	288,885	457,728,969
Less accumulated depreciation	46,379,006	12,231,650	2,629	58,608,027
Total capital assets being depreciated, net	409,900,431	(10,493,233)	286,256	399,120,942
TOTAL CAPITAL ASSETS, NET	$415,030,489	$ (8,830,931)	$286,256	$405,913,302

Note 5 - Accounts Payable:

The elements comprising accounts payable are as follows:

	2018	2017
Due for purchased power	$4,163,745	$3,688,299
Accounts payable, general	27,810	148,675
TOTAL ACCOUNTS PAYABLE	$4,191,554	$3,836,974

Note 6 - Long-Term Indebtedness:

Notes Payable

The following revenue bond anticipation notes have been issued:

(Continued)

Note 6 - Long-Term Indebtedness (Continued):

Bonds

The following revenue bonds have been issued:

Date	Purpose	Final Maturity	Interest Rate	Original Amount	Outstanding Amount 6/30/18
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	34,135,000
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	2,445,000
4/02/15	2007 Revenue Refunding	9/1/42	5.00%	210,600,000	208,715,000
6/01/15	Finance Prairie State and working capital needs	9/1/42	Floating	36,035,000	-
04/01/16	2007 Revenue Refunding	9/1/36	5.00%	71,235,000	71,235,000
04/01/18	Prairie State Revenue Refunding Bonds 2015B	9/1/42	3.45%	36,985,000	36,985,000
	TOTALS			$829,650,000	$475,920,000

For the years ended June 30, 2018 and 2017, bonds payable totaling $502,419,889 and $509,673,292, are recorded net of $(1,411,896) and $(1,452,820) of unamortized bond discount and $27,911,785 and $29,296,112 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 35% of each interest payment on the Build America Bonds.

(Continued)

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, 2018 and 2017, as defined are $27,691,907 and $29,558,944, 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, 2018 and 2017, was $23,831,673 and $24,121,380, respectively.

Changes in Long-term Debt and Maturities

Long-term obligation activity for the year ended June 30, 2018, is as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Revenue bonds	$481,830,000	$ 36,985,000	$42,895,000	$475,920,000	$ 7,130,000
Unamortized debt discount	(1,452,820)	(155,540)	(196,465)	(1,411,895)	-
Unamortized debt premium	29,296,112	-	1,384,327	27,911,785	-
TOTALS	$509,673,292	$ 36,829,460	$44,082,862	$502,419,890	$ 7,130,000

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

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

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)

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:

Maturities	Principal	Interest	Subsidized Interest	Total
2019	$ 7,130,000	$ 23,855,683	$ 2,537,563	$ 28,448,120
2020	7,435,000	23,722,545	2,537,563	28,619,982
2021	12,325,000	23,266,588	2,537,563	33,054,025
2022	12,945,000	22,643,763	2,537,563	33,051,200
2023	13,610,000	21,979,888	2,537,563	33,052,325
2024-2028	78,505,000	98,404,872	11,727,688	165,182,184
2029-2033	97,180,000	74,246,930	7,934,751	163,492,178
2034-2038	120,590,000	43,985,765	2,882,115	161,693,651
2039-2043	126,200,000	14,509,606	-	140,709,606
TOTALS	$ 475,920,000	$ 346,615,638	$ 35,232,368	$ 787,303,270

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, 2018:

Type	Coverage	Expiration
General & Public Officials Liability	$10,000,000	January, 2019

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)

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:

	2018	2017
Property, plant, and equipment	$ 464,653,658	$ 460,610,190
Less accumulated depreciation	(70,204,381)	(58,608,028)
Working capital and collateral Prairie State	2,653,986	2,738,895
Construction work in progress	1,192,682	3,911,140
Sub-totals	398,295,945	408,652,197
Less: Capital related debt		
Bonds held by public	(475,920,000)	(481,830,000)
Deferred refunding gain	25,169,471	25,662,031
Unamortized bond issuance cost	5,800,144	6,337,532
Asset retirement obligation	(2,157,743)	(2,018,830)
Unamortized debt discount	1,411,896	1,452,820
Unamortized debt premium	(27,911,785)	(29,296,111)
Sub-totals	(473,608,017)	(479,692,558)
Add: Unspent debt proceeds		
Reserve fund	14,066,866	13,418,996
Sub-totals	14,066,866	13,418,996
TOTAL NET INVESTMENT IN CAPITAL ASSETS	$ (61,245,206)	$ (57,621,365)

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)

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 Al 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 Al 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 83.87% and Princeton Electric's is 16.13%.

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.

(Continued)

Note 8 - Commitments and Contingencies (Continued):

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, 2018 and 2017, is as follows:

	2018	2017
Cash and temporary cash investments	$11,041,286	$ 9,287,680
Restricted cash and short-term investments:		
Project and reserve funds and pledged collateral	26,595,261	18,784,543
TOTAL CASH AND CASH INVESTMENTS	$37,636,547	$28,072,223

Note 10 - Subsequent Events:

The Agency did not have any subsequent events through December 11, 2018, 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, 2018.

SUPPLEMENTARY INFORMATION

KENTUCKY MUNICIPAL POWER AGENCY
GENERAL OPERATING EXPENSES
YEARS ENDED JUNE 30

General Operating Expenses:	**2018**	**2017**
Administrative and general:		
Payroll	$ 1,061,348	$ 1,029,246
Office supplies and expense	734,259	717,779
Outside services employment	1,103,647	856,062
Depreciation	11,741,876	12,231,650
Depletion	209,272	189,081
Insurance	251,505	259,374
Injuries and damages	160,269	131,236
General plant maintenance	207,600	79,008
Total administrative and general	15,469,776	15,493,436
TOTAL GENERAL OPERATING EXPENSES	$15,469,776	$15,493,436

WILLIAMS WILLIAMS & LENTZ
CERTIFIED PUBLIC ACCOUNTANTS

J. David Bailey, III
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Mark A. Thomas
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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, 2018, 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 December 11, 2018.

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.

Williams, Williams & Lentz LLP

Paducah, Kentucky
December 11, 2018

KENTUCKY MUNICIPAL POWER AGENCY
MANAGEMENT'S DISCUSSION AND ANALYSIS

Overview and Background

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 year ended June 30, 2019. Comparisons are available on several financial and supplemental statements throughout this analysis.

This discussion is based on the unaudited financial statements for the fiscal year ended June 30, 2019. The audit report for the fiscal year ended June 30, 2019, including audited financial statements, the notes thereto, and the independent auditor's report, is not available at this time.

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.

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

Prior to joining the Agency, 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 1,600 MW supercritical mine mouth coal-fired 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 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. (AMP), 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.

Construction of the Project began on October 1, 2007, under an engineering, procurement and construction (EPC) contract with Bechtel. 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 2012, construction activities on the Mine were substantially complete.

Required Financial Statements

The Statements of Net Position (Deficit) include the fiscal yearend balances of 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 fiscal years' 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 reporting periods 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. These statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. Cash from operations consists of net income, adjusted for non-cash items, plus or minus changes in current assets and current liabilities. Cash from investing activities results from changes in long-term assets. Cash from financing activities results from changes in long-term liabilities, such as proceeds from issuance of bonds or payments of principal installments on outstanding bonds.

The notes to the financial statements are also an integral component of the basic financial statements.

Financial Analysis of the Agency

A summary of the Agency's Statements of Net Position (Deficit) is presented in the table below.

Statements of Net Position (Deficit) at June 30
(000's)

	2019	2018	2017	2019-2018 Dollar Change	2018-2017 Dollar Change
Current and other assets	$ 65,008	$ 60,007	$ 59,477	$ 5,001	$ 530
Capital assets	384,558	395,642	405,913	(11,084)	(10,271)
Total assets	449,566	455,649	465,390	(6,083)	(9,741)
Deferred Outflows of Resources	30,837	32,382	33,452	(1,545)	(1,070)
Revenue bonds	461,355	468,790	474,970	(7,435)	(6,180)
Other liabilities	21,626	20,583	18,773	1,043	1,810
Total liabilities	482,981	489,373	493,743	(6,392)	(4,370)
Deferred Inflows of Resources	26,527	57,912	29,296	(31,385)	28,616
Invested in capital assets, net of related debt	(64,805)	(61,245)	(57,621)	(3,560)	(3,624)
Restricted	5,449	5,270	7,603	179	(2,333)
Unrestricted	28,524	26,721	25,821	1,803	900
Total Net Assets (Deficit)	$ (30,832)	$ (29,254)	$ (24,197)	$ (1,578)	$ (5,057)

In the Statement of Net Position, the net position of the Agency is summarized into three categories – restricted assets, unrestricted assets and invested in capital assets, net of related debt. As shown above, the net position of the Agency has been an increasing deficit over the fiscal years 2019 and 2018.

The deficit net position of the Agency is due to the deficit balance of invested in capital assets, net of related debt. This deficit component of net position also increased by $3.6 million during fiscal year 2019. As discussed above, the Agency's assets consist primarily of the Prairie State Project that commenced operation in 2012. The Agency's ownership share in the cost of construction of these assets was financed primarily from the issuance of revenue bonds. However, the principal amounts of these revenue bonds are greater than the proceeds for construction since the bond proceeds must also fund required reserve amounts and issuance costs. Therefore, the liabilities for revenue bonds are greater than the asset balances associated with the Prairie State Project, resulting in a deficit net position. In the early years of the asset and bond lives, this deficit may be increased by the difference in the annual depreciation of the capital assets compared to the amortization of the bond principal. Generally, depreciation expenses are equal annual amounts over the life of the Project while annual debt service payments consist of declining interest expenses but increasing principal installments over the life of the bonds. So the net deficit is increased by, among other things, the amount that depreciation expense exceeds principal amortization.

The increase in the Agency's deficit net position for fiscal year 2019 due to the net investment in capital assets, as discussed above, was partially offset by a $1.8 million increase in unrestricted net position, while the restricted net position was practically unchanged.

While the Statements of Net Position (Deficit) present the various components of net position (deficit), the results of operations for the fiscal years produce the annual change in net position, as demonstrated in the Agency's Statements of Revenues, Expenses, and Changes in Net Position (Deficit), a summary of which is presented below.

Statements of Revenues, Expenses, and Changes in Net Position (Deficit)
Fiscal Years Ended June 30
(000's)

	2019	2018	2017	2019-2018 Dollar Change	2018-2017 Dollar Change
Operating Revenue	$ 94,112	$ 84,103	$ 83,420	$ 10,009	$ 683
Non-operating revenue	3,383	3,139	2,890	244	249
Total revenue	97,495	87,242	86,310	10,253	932
Purchased power and other operating expense	74,783	68,221	64,807	6,562	3,414
Non-operating	24,290	24,078	24,224	212	(146)
Total expenses	99,073	92,299	89,031	6,774	3,268
Changes in net assets	(1,578)	(5,057)	(2,721)	3,479	(2,336)
Beginning net assets (deficit)	(29,254)	(24,197)	(21,476)	(5,057)	(2,721)
Ending net assets (deficit)	$ (30,832)	$ 29,254)	$ (24,197)	$ (1,578)	$ (5,057)

As shown above, total expenses exceed total revenue for each of the fiscal years shown, resulting in an increasing balance of the net deficit as of each fiscal yearend. Operating revenue consists primarily of billings to members to recover the revenue requirements of the Agency, which differs from the total expenses. For example, revenue requirements include annual principal installments and capital expenditures, which are not included in expenses, and expenses include depreciation and amortization, which are not included in revenue requirements. As discussed above, depreciation expenses on the Prairie State Project are generally expected to be greater than the principal installments on the associated bonds during the early years of the Project's life, contributing to the operating deficit for those fiscal years shown.

Non-operating revenues represent investment income from the revenue bond funds as well as subsidy income relating to the Federal Build America Bond (BABS). The Agency is entitled to an annual payment of 35% of the interest expense relating to the BABS portion of the 2010 bond issue from the United States Government, reduced by any federal sequestration. For the period from 2017–2019, annual sequestration averaged 6.4%, resulting in an average interest subsidy rate of 32.76%. Income related to the BABS subsidy averaged $2.5 million in each of the fiscal years 2019, 2018, and 2017.

Non-operating expenses are comprised mainly of interest paid on outstanding revenue bond issues.

Capital Assets

Capital assets consist of assets related to completed construction of the generating plant at the Prairie State Project. The capitalized costs of the Mine and coal reserves associated with the Prairie State Project are included in other assets. At the end of fiscal year 2018, the Agency had $395.6 million invested in the Prairie State Project capitalized assets, as shown below.

Capital Assets at June 30
(000's)

	2019	2018	2017	2019-2018 Dollar Change	2018-2017 Dollar Change
Construction in progress	$ 815	$ 1,193	$ 3,911	$ (378)	$ (2,718)
Property, plant, and equipment	461,973	464,654	460,610	(2,681)	4,044
Less accumulated depreciation	(78,231)	(70,205)	(58,608)	(8,026)	(11,597)
Total capital assets	$ 384,557	$ 395,642	$ 405,913	$ (11,085)	$ (10,271)

Debt Administration

The total revenue bonds outstanding (including current portion) decreased to $469 million at fiscal yearend 2019 from $475 million at fiscal yearend 2018 as a result of the maturing of bonds relating to the Prairie State 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 $7.4 million in revenue bonds outstanding as a current liability as of fiscal 2019 yearend as it will pay bond holders this amount in principal on September 1, 2019.

Outlook

In November 2014, the Agency took certain actions intended to reduce its members' power costs. Among other things, the Agency 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 used to reduce its principal obligations on the Agency's 2007A and 2010A revenue bonds in fiscal years 2015-2018. As of the end of June 2018, these funds were fully expended and no longer available to reduce principal of the outstanding Agency bonds.

The Agency also established several reserve funds associated with debt service, decommissioning, capital improvements and operations to stabilize annual rates and charges. Notwithstanding the actions taken by the Agency to reduce or stabilize costs to its members, the annual debt service requirements on the Agency's outstanding bonds will increase by approximately $4.4 million for fiscal year 2021. The Agency is expecting to issue refunding bonds in FY20 to mitigate this upcoming increase and to lower debt service overall.

In addition, the Agency actively pursues opportunities to reduce or stabilize costs to its members through bilateral and market sales of excess capacity and energy associated with the Prairie State Project.

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 Doug Handley, Chief Financial Officer, Kentucky Municipal Power Agency, P.O. Box 180, Paducah, KY 42002-0180 or by telephone at 270.575.4035 or by email at dhandley@paducahpower.com.

Statements of Net Position
June 30, 2019

		June 2019		June 2018
ASSETS				
CURRENT ASSETS				
Cash and investments	$	8,784,764	$	11,041,286
Other receivables		6,813,473		6,816,898
Coal Inventory - Prairie State		1,763,732		1,651,665
Materials and Supplies - Prairie State		3,109,002		2,584,923
Working Capital - Prairie State		2,050,339		1,969,002
Prepayments		10,711		63,984
Total Current Assets		22,532,021		24,127,758
NON-CURRENT ASSETS				
Restricted Assets				
Project fund		-		-
Principal and Interest Sinking Funds		13,349,528		12,920,004
Bond Redemption Fund		-		53
Bond Reserve fund		14,011,025		14,066,866
PS OCIP Collateral		587,505		684,984
Pledged collateral		-		-
Interest receivable		59,216		136,707
Capital Improvements Fund - Prairie State Project		4,067,576		2,827,092
Major Maintenance Fund - Prairie State Project		2,200,000		34,003
Rate Stabilization Fund - Prairie State Project		4,200,000		3,480,000
Decommissioning Fund - Prairie State Project		210,000		174,000
Operating Reserve Fund - Prairie State Project		3,791,582		3,397,989
Total Restricted Assets		42,476,431		37,721,697
Capital Assets - Prairie State Project				
Land		2,450,173		5,386,635
Structures		41,109,763		41,338,679
Generation		391,321,092		390,514,479
Asset Retirement Cost		1,643,502		1,834,823
General Plant		1,120,303		1,124,336
Construction work in progress		815,213		1,192,682
Less Accumulated Depreciation		(70,213,909)		(63,360,733)
Net Capital Assets		368,246,137		378,030,901
Other Assets				
Non-Utility Property - PS Mine		18,788,251		18,707,897
Accumulated Depreciation - PS Mine		(8,017,124)		(6,843,648)
Non-Utility Property - PS Coal Reserves		6,875,486		6,873,922
Other Regulatory Asset - Deferred Credit		(1,727,525)		(1,842,552)
Accumulated Depletion - PS Coal Reserves		(1,335,209)		(1,127,114)
Total Other Assets		14,583,879		15,768,505
Total Non-Current Assets		425,306,448		431,521,103
Total Assets		447,838,467		455,648,861
Deferred Outflows of Resources				
Deferred cost of refunded debt		24,063,693		25,169,471
Unamortized debt issuance costs		5,446,960		5,800,144
Unamortized debt discount		1,326,637		1,411,896
Total Deferred Outflows of Resources		30,837,290		32,381,511
Total Assets and Deferred Outflows of Resources		478,675,758		488,030,372

Statements of Net Position
June 30, 2019

		June 2019		June 2018
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable	$	3,436,854	$	4,191,551
Revenue bonds - current portion		7,435,000		7,435,000
Current Liabilities Payable from Restricted Assets		-		-
Accrued interest payable		7,959,768		7,786,886
Total Current Liabilities		18,831,622		19,413,437
NON-CURRENT LIABILITIES				
Revenue bonds		461,355,000		468,485,000
Deferred Revenue - PS		1,262,879		(683,337)
Asset Retirement Obligations		1,531,036		2,157,743
Miscellaneous Liabilities		-		-
Total Non-Current Liabilities		464,148,915		469,959,406
Total Liabilities		482,980,537		489,372,843
Deferred Inflows of Resources				
Unamortized debt premium		26,527,457		27,911,785
Total Deferred Inflows of Resources		26,527,457		27,911,785
Net Position				
Invested in capital assets, net of related debt		(64,804,793)		(61,245,205)
Restricted		5,448,976		5,269,878
Unrestricted		28,523,581		26,721,071
TOTAL NET POSITION		(30,832,236)		(29,254,256)

CONSOLIDATED STATEMENTS OF REVENUE, EXPENSES, AND CHANGES IN NET POSITION

	June FY19	June FY18	YTD FY19	YTD FY18
OPERATING REVENUES				
Sales to members	$ 4,940,884	$ 4,969,995	$ 63,721,219	$ 62,971,614
Other revenues	1,939,140	2,880,408	30,275,718	23,818,514
TOTAL OPERATING REVENUE	6,880,024	7,850,403	93,996,937	86,790,129
OPERATING EXPENSES				
Purchased power	2,675,584	3,611,093	36,891,766	29,769,497
Fuel	1,141,258	1,220,833	11,785,609	12,324,167
Production	619,338	607,876	10,541,971	10,657,550
Other operating	212,011	266,631	2,879,178	2,975,311
Maintenance	16,499	10,548	173,674	207,600
Depreciation	984,266	1,017,770	12,175,642	11,951,148
KMPA overhead expenses:				
Admin & general salaries	-	-	-	94,045
Office expense	759	(35)	3,000	21,235
Outside services	16,767	11,000	286,113	109,785
Injuries & damages	-	532	8,541	6,601
Employee benefits	430	-	2,169	51,203
Board expenses	160	-	32,044	41,982
TOTAL PURCHASE POWER AND OPERATING EXPENSES	5,667,072	6,746,248	74,779,709	68,210,124
OPERATING INCOME	1,212,952	1,104,155	19,217,228	18,580,004
NON-OPERATING REVENUES (EXPENSES)				
Interest expense on revenue bonds	(1,989,942)	(1,986,005)	(24,021,792)	(23,835,049)
Amortization of discount and issuance costs	(36,537)	(36,537)	(438,443)	(440,822)
Amortization of premium	115,361	115,361	1,384,327	1,384,327
Amortization of Deferred Outflow of Resources	(92,148)	(92,148)	(1,105,778)	(1,085,472)
Interest income	59,493	63,189	813,583	512,416
Federal BABs Subsidy	212,369	210,786	2,546,619	2,529,432
Other non-operating expenses (income)	2,217	3,152	(88,751)	(14,615)
Regulatory Credit/Debit - Cost to Be Recovered	9,586	(223,934)	115,027	(2,687,210)
TOTAL NONOPERATING REVENUES (EXPENSES)	(1,719,602)	(1,946,137)	(20,795,208)	(23,636,992)
CHANGE IN NET POSITION	(506,650)	(841,982)	(1,577,980)	(5,056,988)
NET POSITION AT BEGINNING OF PERIOD	**(30,325,586)**	**(28,412,275)**	**$ (29,254,256)**	**$ (24,197,269)**
NET POSITION AT END OF PERIOD	**(30,832,236)**	**(29,254,256)**	**$ (30,832,236)**	**$ (29,254,256)**
YTD DSC			**1.28**	

JAC 7/21/19

CONSOLIDATED STATEMENT OF CASH FLOWS

	CY Month Ended 6/30/2019	PY Month Ended 6/30/2018	YTD FY 2019	YTD FY 2018
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES				
NET INCOME	$ (506,650)	$ (841,982)	$ (1,577,980)	$ (5,056,988)
ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH:				
DEPRECIATION	$ 1,020,382	$ 1,018,070	$ 8,217,768	$ 11,157,558
AMORTIZATION OF:				
ACQUISITION ADJUSTMENT	$ -	$ -	$ -	$ -
DEBT PREMIUM DISCOUNT	$ (108,256)	$ (108,256)	$ (1,299,068)	$ (1,343,403)
CHANGES IN CURRENT & DEFERRED ITEMS:				
ACCOUNTS RECEIVABLE	$ 316,803	$ 202,132	$ 3,424	$ 526,014
MATERIALS & SUPPLIES	$ 88,634	$ 233,438	$ (636,147)	$ (778,642)
PREPAYMENTS & OTHER CURRENT ASSETS	$ 64,362	$ (8,762)	$ 49,428	$ (61,435)
DEFERRED DEBITS	$ 19,846	$ 253,366	$ 238,157	$ 3,224,598
OTHER REG ASSETS AND DEFERRED OUTFLOW OF RESOURCES	$ 92,148	$ 92,148	$ 1,105,778	$ 492,559
ACCOUNTS PAYABLE	$ (32,956)	$ 496,702	$ (754,698)	$ 354,578
CUSTOMER DEPOSITS	$ -	$ -	$ -	$ -
TAXES & INTEREST ACCRUED	$ 1,989,942	$ 1,986,005	$ 172,882	$ 3,377
OTHER CURRENT LIABILITIES	$ -	$ -	$ -	$ -
DEFERRED CREDITS	$ -	$ -	$ -	$ -
OTHER	$ 275,000	$ 275,000	$ 1,946,216	$ 1,042,267
NET CASH PROVIDED BY (USED IN) OPERATION	$ 3,219,256	$ 3,597,863	$ 7,465,760	$ 9,560,483
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES				
ADDITIONS TO PLANT	$ (203,338)	$ (144,391)	$ 2,868,215	$ (872,511)
NET CHANGE IN OTHER PROP & INVEST	$ (2,763,446)	$ (2,395,575)	$ (4,833,790)	$ (1,163,279)
PLANT SOLD (PURCHASED) - NONINSTALLMENT METHOD	$ -	$ -	$ -	$ -
OTHER - ASSET RETIREMENT OBLIGATIONS	$ -	$ -	$ (626,707)	$ 138,913
NET CASH PROVIDED BY (USED IN) INVESTING	$ (2,966,784)	$ (2,539,966)	$ (2,592,282)	$ (1,896,877)
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES				
LONG TERM BORROWINGS			$ -	$ 950,000
PAYMENT ON LONG TERM DEBT			$ (7,130,000)	$ (6,860,000)
OTHER			$ -	$ -
NET CASH PROVIDED BY (USED IN) FINANCING	$ -	$ -	$ (7,130,000)	$ (5,910,000)
NET INCREASE (DECREASE) IN CASH & TEMP INVESTMENTS	$ 252,472	$ 1,057,898	$ (2,256,522)	$ 1,753,606
CASH & TEMP INVESTMENTS BEGINNING PERIOD	$ 8,532,292	$ 9,983,389	$ 11,041,286	$ 9,287,680
CASH & TEMP INVESTMENTS END OF PERIOD	$ 8,784,764	$ 11,041,286	$ 8,784,764	$ 11,041,286

APPENDIX B

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Summary of Kentucky Municipal Power Agency Semi-Annual Debt Service Payments and Aggregate Debt Service Schedule

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Kentucky Municipal Power Agency
Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A
Semi-Annual Debt Service Payments

Date	Principal	Interest	Total	Fiscal Total (Year Ended 6/30)
3/1/2020	-	$2,287,893	$2,287,893	$2,287,893
9/1/2020	-	2,422,475	2,422,475	-
3/1/2021	-	2,422,475	2,422,475	4,844,950
9/1/2021	-	2,422,475	2,422,475	-
3/1/2022	-	2,422,475	2,422,475	4,844,950
9/1/2022	-	2,422,475	2,422,475	-
3/1/2023	-	2,422,475	2,422,475	4,844,950
9/1/2023	-	2,422,475	2,422,475	-
3/1/2024	-	2,422,475	2,422,475	4,844,950
9/1/2024	-	2,422,475	2,422,475	-
3/1/2025	-	2,422,475	2,422,475	4,844,950
9/1/2025	$1,365,000	2,422,475	3,787,475	-
3/1/2026	-	2,388,350	2,388,350	6,175,825
9/1/2026	3,285,000	2,388,350	5,673,350	-
3/1/2027	-	2,306,225	2,306,225	7,979,575
9/1/2027	3,455,000	2,306,225	5,761,225	-
3/1/2028	-	2,219,850	2,219,850	7,981,075
9/1/2028	3,635,000	2,219,850	5,854,850	-
3/1/2029	-	2,128,975	2,128,975	7,983,825
9/1/2029	3,815,000	2,128,975	5,943,975	-
3/1/2030	-	2,033,600	2,033,600	7,977,575
9/1/2030	4,010,000	2,033,600	6,043,600	-
3/1/2031	-	1,933,350	1,933,350	7,976,950
9/1/2031	4,945,000	1,933,350	6,878,350	-
3/1/2032	-	1,809,725	1,809,725	8,688,075
9/1/2032	5,200,000	1,809,725	7,009,725	-
3/1/2033	-	1,679,725	1,679,725	8,689,450
9/1/2033	3,210,000	1,679,725	4,889,725	-
3/1/2034	-	1,599,475	1,599,475	6,489,200
9/1/2034	-	1,599,475	1,599,475	-
3/1/2035	-	1,599,475	1,599,475	3,198,950
9/1/2035	-	1,599,475	1,599,475	-
3/1/2036	-	1,599,475	1,599,475	3,198,950
9/1/2036	6,355,000	1,599,475	7,954,475	-
3/1/2037	-	1,440,600	1,440,600	9,395,075
9/1/2037	5,690,000	1,440,600	7,130,600	-
3/1/2038	-	1,298,350	1,298,350	8,428,950
9/1/2038	-	1,298,350	1,298,350	-
3/1/2039	-	1,298,350	1,298,350	2,596,700
9/1/2039	-	1,298,350	1,298,350	-
3/1/2040	-	1,298,350	1,298,350	2,596,700
9/1/2040	-	1,298,350	1,298,350	-
3/1/2041	-	1,298,350	1,298,350	2,596,700
9/1/2041	-	1,298,350	1,298,350	-
3/1/2042	-	1,298,350	1,298,350	2,596,700
9/1/2042	-	1,298,350	1,298,350	-
3/1/2043	-	1,298,350	1,298,350	2,596,700
9/1/2043	22,670,000	1,298,350	23,968,350	-
3/1/2044	-	958,300	958,300	24,926,650
9/1/2044	23,480,000	958,300	24,438,300	-
3/1/2045	-	488,700	488,700	24,927,000
9/1/2045	24,435,000	488,700	24,923,700	-
3/1/2046	-	-	-	24,923,700
Total	$115,550,000	$92,886,968	$208,436,968	$208,436,968

Kentucky Municipal Power Agency
Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A
(Forward Delivery)
Semi-Annual Debt Service Payments

Date	Principal	Interest	Total	Fiscal Total (Year Ended 6/30)
3/1/2020	-	-	-	-
9/1/2020	$1,320,000	$247,011	$1,567,011	-
3/1/2021	-	472,250	472,250	$2,039,261
9/1/2021	1,120,000	472,250	1,592,250	-
3/1/2022	-	444,250	444,250	2,036,500
9/1/2022	1,175,000	444,250	1,619,250	-
3/1/2023	-	414,875	414,875	2,034,125
9/1/2023	1,240,000	414,875	1,654,875	-
3/1/2024	-	383,875	383,875	2,038,750
9/1/2024	1,300,000	383,875	1,683,875	-
3/1/2025	-	351,375	351,375	2,035,250
9/1/2025	-	351,375	351,375	-
3/1/2026	-	351,375	351,375	702,750
9/1/2026	-	351,375	351,375	-
3/1/2027	-	351,375	351,375	702,750
9/1/2027	-	351,375	351,375	-
3/1/2028	-	351,375	351,375	702,750
9/1/2028	-	351,375	351,375	-
3/1/2029	-	351,375	351,375	702,750
9/1/2029	-	351,375	351,375	-
3/1/2030	-	351,375	351,375	702,750
9/1/2030	-	351,375	351,375	-
3/1/2031	-	351,375	351,375	702,750
9/1/2031	-	351,375	351,375	-
3/1/2032	-	351,375	351,375	702,750
9/1/2032	-	351,375	351,375	-
3/1/2033	-	351,375	351,375	702,750
9/1/2033	2,255,000	351,375	2,606,375	-
3/1/2034	-	295,000	295,000	2,901,375
9/1/2034	5,755,000	295,000	6,050,000	-
3/1/2035	-	151,125	151,125	6,201,125
9/1/2035	6,045,000	151,125	6,196,125	-
3/1/2036	-	-	-	6,196,125
Total	$20,210,000	$10,894,511	$31,104,511	$31,104,511

Kentucky Municipal Power Agency

Aggregate Debt Service Schedule[1]

Fiscal Year - Ended June 30	Existing Debt Service[2]	Less: Refunded Debt Service[2]	Series 2019A Principal	Series 2019A Interest	Series 2019A Total P+I	Series 2020A Principal	Series 2020A Interest	Series 2020A Total P+I	New Aggregate Debt Service
2020	$28,609,115	$2,606,875	-	$2,287,893	$2,287,893	-	-	-	$28,290,133
2021	33,043,157	11,924,200	-	4,844,950	4,844,950	$1,320,000	$719,261	$2,039,261	28,003,168
2022	33,040,332	11,922,000	-	4,844,950	4,844,950	1,120,000	916,500	2,036,500	27,999,782
2023	33,041,457	11,921,500	-	4,844,950	4,844,950	1,175,000	859,125	2,034,125	27,999,032
2024	33,040,129	11,922,172	-	4,844,950	4,844,950	1,240,000	798,750	2,038,750	28,001,657
2025	33,035,644	11,919,187	-	4,844,950	4,844,950	1,300,000	735,250	2,035,250	27,996,657
2026	33,031,524	11,912,192	$1,365,000	4,810,825	6,175,825	-	702,750	702,750	27,997,907
2027	33,020,329	11,899,872	3,285,000	4,694,575	7,979,575	-	702,750	702,750	29,802,782
2028	33,004,333	11,890,376	3,455,000	4,526,075	7,981,075	-	702,750	702,750	29,797,782
2029	32,996,903	11,883,196	3,635,000	4,348,825	7,983,825	-	702,750	702,750	29,800,282
2030	32,986,879	11,868,672	3,815,000	4,162,575	7,977,575	-	702,750	702,750	29,798,532
2031	32,981,761	11,860,679	4,010,000	3,966,950	7,976,950	-	702,750	702,750	29,800,782
2032	32,253,581	11,846,574	4,945,000	3,743,075	8,688,075	-	702,750	702,750	29,797,832
2033	32,239,072	11,833,240	5,200,000	3,489,450	8,689,450	-	702,750	702,750	29,798,032
2034	32,229,053	11,817,796	3,210,000	3,279,200	6,489,200	2,255,000	646,375	2,901,375	29,801,832
2035	32,206,510	11,804,478	-	3,198,950	3,198,950	5,755,000	446,125	6,201,125	29,802,107
2036	32,199,072	11,792,415	-	3,198,950	3,198,950	6,045,000	151,125	6,196,125	29,801,732
2037	32,184,127	11,775,845	6,355,000	3,040,075	9,395,075	-	-	-	29,803,357
2038	32,862,545	11,490,050	5,690,000	2,738,950	8,428,950	-	-	-	29,801,445
2039	28,144,594	-	-	2,596,700	2,596,700	-	-	-	30,741,294
2040	28,142,690	-	-	2,596,700	2,596,700	-	-	-	30,739,390
2041	28,139,759	-	-	2,596,700	2,596,700	-	-	-	30,736,459
2042	28,141,030	-	-	2,596,700	2,596,700	-	-	-	30,737,730
2043	28,141,534	-	-	2,596,700	2,596,700	-	-	-	30,738,234
2044	-	-	22,670,000	2,256,650	24,926,650	-	-	-	24,926,650
2045	-	-	23,480,000	1,447,000	24,927,000	-	-	-	24,927,000
2046	-	-	24,435,000	488,700	24,923,700	-	-	-	24,923,700
	$758,715,130	$215,891,320	$115,550,000	$92,886,968	$208,436,968	$20,210,000	$10,894,511	$31,104,511	$782,365,289

[1] Numbers may not total due to rounding.
[2] Debt service shown net of BABs subsidy payments.

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APPENDIX C

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Audited Financial Statements of the Paducah Electric Plant Board

for Fiscal Years Ended June 30, 2017 and 2018;

Unaudited Financial Statements

For the Twelve-Month Period Ended June 30, 2019

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ELECTRIC PLANT BOARD OF THE CITY OF PADUCAH, KENTUCKY D/B/A PADUCAH POWER SYSTEM

FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2018 AND 2017

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Independent Auditor's Report

To the Members of the Electric Plant Board
of the City of Paducah
Paducah, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System, a component unit of the City of Paducah, Kentucky, as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the System'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 principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of Paducah Power System, as of June 30, 2018 and 2017, 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 1.

Change in Accounting Principle

As discussed in Note 14 to the financial statements, in fiscal year 2018, Paducah Power System adopted new accounting guidance, GASB Statement No. 75, *Accounting & Financial Reporting for Postemployment Benefits Other than Pensions*. Our opinion is not modified with respect to this matter.

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 13 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 operating expenses presented on pages 40 and 41 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 operating expenses 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 21, 2018, on our consideration of Paducah Power System'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 Paducah Power System's internal control over financial reporting and compliance.

Williams, Williams & Lentz LLP

Paducah, Kentucky
November 21, 2018

REQUIRED SUPPLEMENTARY INFORMATION

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

As the management of Paducah Power System, we offer readers of the electric system's financial statements this narrative overview and analysis of the company's financial performance during fiscal year ending June 30, 2018. Comparisons are available on several financial and supplemental statements throughout this analysis.

This annual report includes the management's discussion and analysis report, the independent auditor's report, and the basic financial statements of Paducah Power System. The financial statements also include notes that explain in more detail information relating to the financial statements.

REQUIRED FINANCIAL STATEMENTS

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

These financial statements, along with the notes thereto, offer short-term and long-term financial information about the utility's activities.

The Statement of Net Position includes all of the utility's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for evaluating the capital structure of the utility and assessing the liquidity and financial flexibility of the utility.

All of the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Position. This statement measures the success of the utility's operations over the past year and can be used to determine whether the utility has successfully recovered all of its costs through electric rate tariffs and other miscellaneous charges, profitability, and credit worthiness.

The Statement of Cash Flows reports cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities and provides answers to questions such as where did cash come from, what was cash used for, and what was the change in the cash balance during the reporting period.

NET POSITION

A summary of Paducah Power System's Statements of Net Position is presented below.

CONDENSED STATEMENTS OF NET POSITION
For fiscal year ended June 30

	FY18	FY17
Current assets	$ 28,010,210	$ 34,308,314
Non-current assets	10,963,442	10,910,585
Capital assets	145,881,044	146,837,771
Total assets	184,854,696	192,056,670
Deferred Outflows of Resources	20,580,415	18,400,471
Current liabilities	14,953,513	14,314,728
Non-current liabilities	21,038,525	17,017,175
Long-term debt	145,882,561	151,844,666
Total liabilities	181,874,599	183,176,569
Deferred Inflows of Resources	1,408,305	114,224
Invested in capital assets, net of related debt	12,304,196	8,469,077
Restricted for capital projects	-	-
Restricted for debt service	5,430,225	5,344,377
Unrestricted net assets	4,417,786	13,352,894
TOTAL NET ASSETS	$ 22,152,207	$ 27,166,348

Current assets represent items such as cash and temporary investments, accounts receivable, materials and supplies, prepaid expenses, accrued interest receivable, and rents receivable. Current assets decreased by approximately $6.3 million.

Cash and cash reserves decreased by $7.0 million during FY18. This is primarily the result of reducing a credit power cost adjustment balance by $2.5 million, an unexpected repair to the peaking plant, of which $1.4 million was not covered by insurance, and completion of the advanced metering project, which resulted in $2.7 million of capital expenditures in excess of the normal level of annual capital expenditures.

Non-current assets include restricted funds such as bond sinking funds. These funds increased during FY18 by $85 thousand. In February 2016, Paducah Power System purchased a surety bond to replace the debt service reserve fund.

Other non-current assets include a Rate Stabilization Fund balance, unamortized debt discounts, unamortized research and development, and conservation loan receivables. With the termination of the TVA wholesale power contract, Energy Right conservation loans are no longer available to PPS customers resulting in a declining balance over time. FY18 also includes a total investment of $462 thousand for the startup of MuniNet. This includes PPS's portion of MuniNet's debt service payments and legal fees.

Capital assets include land, transmission system, distribution system, general plant, generation plant, and construction work in progress net of accumulated depreciation. The decrease in capital assets is the result of depreciation of the peaking plant, high pressure gas line and associated substation/transmission upgrades.

Deferred outflows of resources include the net of items related to the 2016A Refunding Revenue Bonds, including debt premium, bond insurance, changes in unamortized debt expense and discount and principal savings.

Current liabilities represent items such as accounts payable, customer deposits, accrued taxes, interest payments, balance of the bank line-of-credit and the current portion of any long-term debts. PPS currently has a $5 million line-of-credit with Banterra Bank. The balance on the bank line-of-credit for FY18 and FY17 was $0.

Non-current liabilities primarily represent pension-related liabilities and a regulatory liability associated with the cumulative over-recovery of purchased power costs. The pension liability consists of Paducah Power System's proportionate share of the net pension and OPEB liability of the County Employees' Retirement System (CERS), a cost-sharing, multiple-employer, defined benefit pension plan, which is administered by the Kentucky Retirement System. Under GASB 68, FY15 was the first year this was required to be reported, resulting in a $6.5 million increase in non-current liabilities. In FY16, the balance increased by $1.8 million to $8.3 million. During FY17, this amount increased by $1.9 million for a total non-current liability of $10.2 million. During FY18, this amount increased by $6.5 million to $16.6 million. The pension liability increased by $2.2 million while the OPEB (Other Post-Employment Benefits) liability balance increased by $4.3 million. The OPEB liability disclosure is due to GASB 75 which was issued in June 2015 and effective for fiscal years beginning after June 15, 2017. These pension-related increases were partially offset by a decrease in the power cost fund regulatory liability in order to reduce rates to consumers.

Long-term debt represents the long-term portion of revenue bonds, net of unamortized discounts and advanced refunding deferred charges. Outstanding revenue bonds are discussed further below. The long-term debt balance will decrease as the bonds are repaid.

Net assets are broken down into three major categories: Investment in Capital Assets, Restricted for Debt Service, and Unrestricted Net Assets. Investment in Capital Assets experienced a change due to the issuance of the 2016A Refunding Bonds including a bond premium of $18.9 million. Restricted net assets include debt service reserve funds and sinking funds deposits of $5.4 million. Unrestricted net assets decreased by $4.2 million. Unrestricted net assets would have increased by another $2.3 million, but was offset by the inclusion of the net pension liability requirement of GASB 68 which began in FY16, and the OPEB liability requirement which began in FY18.

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

A summary of Paducah Power System's Statements of Revenues, Expenses, and Changes in Net Position is as follows:

CONDENSED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

	FY18	FY17	Change	% Change
Electrical sales revenue	$73,319,973	$74,980,152	$(1,660,179)	(2.2)%
Miscellaneous revenue	5,783,011	2,255,401	3,527,610	156.4%
Total operating revenue	79,102,984	77,235,553	1,867,431	2.4%
Purchased power cost	49,821,766	46,936,630	2,885,136	6.1%
General operating expense	8,909,834	8,104,676	805,158	13.7%
Generation plant expense	2,737,144	2,422,919	314,225	12.9%
Maintenance expense	1,861,998	1,779,544	82,454	4.6%
Other operating expense	11,233,559	11,080,584	152,975	1.4%
Non-operating expense	6,475,628	5,393,859	1,081,769	20.1%
Total expenses	81,039,929	75,718,212	5,321,717	4.8%
Changes in net position	(1,936,945)	1,517,341	(3,454,286)	
Beginning net position	27,166,348	25,649,008		
Prior period adjustment	(3,077,196)	-		
Beginning net position, restated	24,089,152	25,649,007		
ENDING NET POSITION	$22,152,207	$27,166,348		

Paducah Power System's electric sales revenue decreased by $1.7 million. This decline is the result of lower energy sales and a lower Power Cost Adjustment rate.

Purchased power cost increased by $2.9 million over FY17. This is due to increased costs for hydro power and higher congestion costs – the difference between the wholesale power market price paid for power purchased to serve load and the price received from the market sales of owned generation.

Miscellaneous revenue increased by $3.5 million over the FY17 figures. This increase was primarily the result of a recognizing income due to a reduction of the accumulated Power Cost Adjustment fund balance.

General operating expense increased by $1.1 million or 13.7% over FY17, mostly due to the increase in pension benefit accruals.

Generation plant expenses were increased by $314 thousand or 12.9% over FY17. Total peaking plant generation increased from 36,337 MWH in FY17 to 41,115 MWH during FY18 as Paducah Power System was able to take advantage of lower natural gas prices during certain market conditions in order to lower the cost of purchased power.

The increase in non-operating expense is directly related to increases in interest expense as FY17 interest expense was reduced by a refunding bond issue in June 2016 whereby accrued interest on the refunded bonds as of June 30, 2016 was used to reduce debt service for the first quarter of FY17.

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

CASH FLOWS

The Statements of Cash Flows show what impact the utility's activities had on cash and cash equivalents. This financial statement can often reflect the liquidity situation of the utility. If a trend of decreasing cash balances over a period of years occurs without any additional capital funding or change in revenues and expenses, the entity may become unable to meet its short-term obligations to creditors. Increases in cash over a one-year time frame may be nothing more than financing of a capital project that will be constructed over a period of years. A scenario of decreasing cash position may occur if an entity self-funds a capital asset that is anticipated to generate returns in future periods thereby increasing cash flows.

A summary of Paducah Power System's Statements of Cash Flows is presented below.

STATEMENTS OF CASH FLOWS

	FY18	FY17
Cash Flows from Operating Activities:		
Receipts from customers	$75,342,610	$76,564,919
Payments to suppliers	(56,825,864)	(55,294,283)
Payments to employees	(5,509,998)	(5,170,346)
Net cash provided by operating activities	13,006,748	16,100,290
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(8,670,984)	(4,408,253)
Principal payments on long-term debt	(4,870,000)	(5,240,000)
Interest payments on long-term debt	(6,640,528)	(6,484,925)
Deferred savings on bond refunding	-	1,024,271
Non-utility property and other assets	(21,903)	(290,615)
Net cash used by capital and related financing activities	(20,203,415)	(15,399,522)
Cash Flows from Investing Activities:		
Investment income	137,537	149,944
Non-operating income	18,573	(6,376)
Net cash provided by investing activities	156,110	143,568
Net increase in cash and cash equivalents	(7,040,557)	844,336
Cash and cash equivalents, beginning of year	31,387,621	30,543,285
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 24,347,064	$31,387,621

Receipts from customers decreased with the reduction in the power cost adjustment rate during FY18. The increase in payments to suppliers and employees reflects the higher cost of purchased power from KMPA in FY18. Electric plant capital expenditures are historically in the $4 to $5 million range per year. During FY18 a new AMI system was installed at a cost of $2.7 million. The Peaking Plant additionally had capital maintenance work done that cost $1.4 million in excess of insurance coverage. Principle payments on long-term debt, Interest payments on long-term debt, and deferred savings on bond refunding represent the expenses associated with Revenue Bonds. Overall cash balances decreased by $7 million during FY18.

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

BUDGETARY HIGHLIGHTS

Paducah Power System adopts a current year Operating Budget and a Three-Year Capital Plan annually. The Operating Budget includes projected operating and non-operating revenues and expenses. The utility's budget remains in effect the entire year but may be revised throughout the year as major assumptions or conditions change. A FY18 budget comparison and analysis is presented below but is not included in the financial statements section of the auditor's report.

BUDGET VERSUS ACTUAL
FY18

	Actual	Budget	Variance	Percent
Revenue:				
Electric sales	$73,319,973	$73,420,444	$ (100,471)	-.1%
Miscellaneous revenue	5,783,011	6,995,288	(1,212,277)	-17.3%
Total operating revenue	79,102,984	80,415,732	(1,312,748)	-1.6%
Expenses:				
Purchased power cost	49,821,766	50,331,742	(509,976)	-1.0%
Generation plant expense	2,737,144	2,462,886	274,258	11.1%
General operating expense	8,909,834	7,440,182	1,469,652	23.9%
Maintenance expense	1,861,998	1,731,935	130,063	7.5%
Other operating expense	11,233,559	11,097,117	136,442	1.2%
Non-operating expense	6,475,628	6,518,859	(43,231)	-.7%
Total expenses	81,039,929	79,582,721	1,457,208	2.2%
NET GAIN/(LOSS)	$(1,936,945)	$ 833,011	$ (2,769,956)	-369.4%

Electric sales revenues were very close to budget. The large decrease in miscellaneous revenue is primarily due to the refund of $2.5 million in the power cost adjustment balance that was budgeted to be $4 million.

Purchased power was 1.0% under budget due to higher than budgeted capacity factor from the Prairie State generating units partially owned by KMPA. Revenue from excess Prairie State energy sold into the market is used to offset the cost of purchased power to meet the PPS electric load requirement. Generation plant expense was higher than budgeted due to higher use of peaking plant capacity to take advantage of market sales opportunities. General operating expenses reflect an accrual for pension benefits that was not budgeted.

CAPITAL ASSETS

The electric industry is a very capital-intensive business. Transmission and distribution assets typically include, but are not limited to, poles, towers, overhead conductors, underground conductors, underground conduit, line transformers, service wire, meters, street lighting, security lighting, and substation equipment, etc. Examples of general plant items include office, maintenance and warehouse buildings, office furniture and equipment, communication equipment, electrical system control equipment, tools and equipment, vehicles, heavy equipment and bucket trucks. Construction in progress represents mostly capital construction projects which are not currently completed. Following is a summary of the capital assets and changes that occurred during FY18.

CAPITAL ASSETS
FY18

	Beginning Balance	Increase	Decrease	Ending Balance
Land	$ 2,634,929	$ -	$ -	$ 2,634,929
Construction in progress	799,658	79,226	-	878,884
Transmission system	10,497,638	32,954	-	10,530,593
Distribution system	88,868,789	5,510,984	3,498,104	90,881,668
General plant	20,229,751	1,558,829	-	21,788,580
Generation plant	110,769,765	1,234,110	-	112,003,875
Total capital assets	233,800,530	8,416,103	3,498,104	238,718,530
Accumulated depreciation	86,962,759	9,372,830	(3,498,104)	92,837,485
NET CAPITAL ASSETS	$146,837,771	$ (956,726)	$ -	$145,881,045

Distribution system increases are higher than historical averages due to the installation of a new AMI system, and removal of the old system. General plant increases include FiberNet additions, network equipment, and vehicle replacements.

Generation plant increases represent additional capital purchases for a major repair to the gas-fired turbine facility. This represents an unusual capital expense that is not expected to recur. Total capital assets decreased slightly during the fiscal year due to the depreciation of PPS's largest asset, the gas turbine generation station.

DEBT ADMINISTRATION

November 1, 1998, Paducah Power System issued $3.35 million in special revenue refunding bonds with interest rates between 3.75% and 4.20% in order to advance refund an outstanding series of 1991 general obligation bonds with an interest rate of 6.30%. These bonds were paid off in February 2011.

November 9, 2001, Paducah Power System issued $3.32 million in special revenue bonds with interest rates between 3.00% and 4.25%. Proceeds from the 2001 series were used for the construction of a fiber optic network and substation communication upgrade. These bonds were paid off with the issuance of the 2010 bond issue on October 14, 2010.

January 29, 2009, Paducah Power System issued $161.7 million in Series 2009A tax-exempt revenue bonds and $8.5 million in Series 2009B taxable revenue bonds with interest rates between 3.0% and 5.25%. Proceeds from the 2009 issues were used to construct the peaking plant, high pressure gas lines, and associated substation/transmission upgrades.

October 14, 2010, Paducah Power System issued $3 million in revenue refunding bonds with interest rates between 0.6% and 2.2% in order to advance refund the balance of the 2001 revenue bonds with interest rates between 3.00% and 4.25%. These bonds were paid off on October 1, 2016.

June 23, 2016, Paducah Power System issued $103.4 million in revenue refunding bonds with an interest rate of 5% in order to advance refund $106.9 million of the 2009 revenue bonds.

Paducah Power System maintains sinking funds in an amount determined by the bond covenants to cover future debt service payments. Below is a summary of debt service requirements for the remaining unrefunded balances of bonds, consisting of the 2009A, and 2016A bond series.

	Total Series	Series 2016A	Series 2009A
Balance at June 30, 2017	$139,795,000	$103,375,000	$36,420,000
Increases	-	-	-
Decreases	4,870,000	-	4,870,000
Refunding	-	-	-
BALANCE AT JUNE 30, 2018	$134,925,000	$103,375,000	$ 31,550,000

Maturities	Principal	Interest	Total
2019	5,035,000	6,393,320	11,428,320
2020	5,220,000	6,206,325	11,426,325
2021	5,445,000	5,981,300	11,426,300
2022	5,685,000	5,738,875	11,423,875
2023	5,780,000	5,491,013	11,271,013
2024-2037	107,760,000	38,755,275	146,515,275
TOTALS	$134,925,000	$ 68,566,108	$203,491,108

FINANCIAL OUTLOOK AND ELECTRIC RATE CHANGES

The Board of Directors voted to implement the recommended rate increases in November 2012, April 2013 and April 2014. Included in the Board action was the implementation of a Power Cost Adjustment (PCA) clause beginning in November 2014. The PCA is intended to account for any difference (plus or minus) in the actual power cost and the power cost included in the base retail rates. Since that time, base rates have remained stable and the PCA has been decreased several times.

As demonstrated above, the cash flows from operations are primarily used for debt service payments and capital expenditures. As shown immediately above, the annual debt service requirements will be stable going forward, with no significant financing need on the horizon. Capital expenditures in FY18 were somewhat higher than usual partly to take advantage of an opportunity to finish the AMI project ahead of schedule and partly due to the uninsured portion of an unexpected repair at the peaking plant. The AMI project, now complete, is expected to continue to produce operational and analytical benefits over time. Also, generation maintenance reserves are budgeted to mitigate the impact of future unplanned expenses at the peaking plant.

These unusual levels of capital expenditures, combined with a planned reduction in the power cost adjustment fund balance, resulted in a significant reduction in the cash position during FY18. As mentioned above, debt service and capital expenditures should stabilize going forward. Also, after the planned reduction in the fund balance during FY19, the PCA will be set to recover actual and projected power costs on a levelized basis, which should stabilize the cash flows from operations. Therefore, cash balances and reserves should remain relatively stable.

In addition to operating cash, Paducah Power System maintains a cash reserve of $11 million and a $5 million line of credit. A recent competitive bid for banking services resulted in an improved rate of earnings on cash, lower banking fees and a lower interest cost on the line of credit going forward. The line of credit has not been drawn on in several years because operating cash has provided excess liquidity.

Starting in FY19, the Board of Directors has implemented a policy of quarterly adjustments to the PCA rather than the annual fiscal year adjustments for the past four years. This will allow a closer and more timely matching of revenues with purchased power costs. As shown further below, the PCA for the first quarter of FY19 was $0.00997 per kWh, the same as for all of FY18, and decreased to $0.00881 per kWh for the second quarter of FY19. A summary of the retail rates with both levels of PCA is shown on the table at the end of this section.

Purchased power costs consist primarily of generation plant ownership costs, transmission costs, energy market sales and purchases, and bilateral transactions for the sale of excess capacity and energy. Generation plant ownership, other than the Paducah peaking plant, is facilitated through participation in Kentucky Municipal Power Agency (KMPA). KMPA has two member utilities – Paducah Power System and nearby Princeton Electric Plant Board. KMPA owns and finances the members' share of Prairie State Energy Campus (PSEC), a 1,600 MW two-unit coal-fired plant with adjacent dedicated coal mine. KMPA also facilitates wholesale power market transactions, including the sales of generating output from PSEC, market purchases to serve the load requirements of Paducah Power System, hedging and other bilateral transactions.

Other owned generating resources include hydro facilities as part of project participation with American Municipal Power (AMP) and an allotment from Southeastern Power Agency (SEPA).

In summary, the generating capacity owned by Paducah Power System, directly or indirectly, is as follows:

RESOURCE	MW
PSEC	104
Paducah Peaking Plant	120
AMP and SEPA Hydro	17
TOTAL	241

The peak demand for Paducah Power System was 142 MW for FY18, significantly less than the amount of owned capacity. Therefore, the cost of purchased power is influenced by the revenues from the sale of excess capacity and energy. The energy produced by Prairie State is liquidated in the Midcontinent Independent System Operator (MISO) market. The energy required to meet electric system load is also purchased in the MISO market but at a different node. The price differential between the node where PSEC energy is sold and the node where PPS purchases its power from the market is referred to as transmission congestion and adds to the cost of purchased power. Because these two prices tend to be correlated, Paducah Power System is somewhat protected from market price variations. However, the quantity of generation sold is generally greater than the quantity of energy purchased.

PSEC first came on line in 2012 and performance and output from the plant has improved over time as startup issues related to plant have been resolved. This factor and other operational changes going forward should result in stable or increased energy sales from PSEC. The revenue from the sale of excess PSEC capacity is currently depressed as the MISO capacity auction prices are near all-time lows. When the existing oversupply of generating capacity in the MISO market gets reduced by increased demand or reduced capacity, the price of capacity should increase to more reasonable levels, allowing for greater cost recovery on capacity sales from PSEC.

The Paducah peaking plant provides additional capacity, some of which will be sold to offset purchased power costs under a contract with Kentucky Municipal Energy Agency (KyMEA) that begins May 2019. The peaking plant is generally operated at certain peak times when the cost of market power is greater than the marginal cost to run the units.

Transmission costs are incurred in both the MISO and the Kentucky Utilities/Louisville Gas & Electric (KU/LGEE) service territories. The majority of the MISO transmission costs are reimbursed by KU/LGEE under a "de-pancaking" rate agreement, with a net result that primarily the KU/LGEE transmission costs are included in purchased power costs.

However, KU/LGEE has recently filed a request at the Federal Energy Regulatory Commission (FERC) to eliminate this de-pancaking agreement. KMPA and others have filed protests. If KU/LGEE is successful, the cost of transmission for the utility could increase by several million dollars per year, which would be passed on to retail customers through the PCA.

The largest component of purchased power costs is the fixed costs of PSEC ownership, consisting of the debt service requirements from KMPA bonds and the non-variable operating expenses associated with the plant. As mentioned above, PSEC operational statistics have been improving and are expected to result in performance competitive with the industry. However, PSEC is a relatively new plant and the cost to construct was significantly higher than the average of other similar plants already on-line. Therefore, the debt service on the bonds issued by KMPA to fund construction represent a significant burden on the utility.

In March 2015, in conjunction with the Series 2015A refunding bonds issue, KMPA effectively restructured debt service requirements for its members through advance refunding certain outstanding bonds, use of bond insurance to release some debt service reserve funds and establishment of a debt service stabilization fund. This resulted in lower debt service for the utility that will continue through FY20. However, KMPA faces a significant increase in debt service starting in FY21 that will likely be only partially mitigated through a refunding bond issue or some other debt restructuring.

During FY18, Paducah Power System completed an extensive strategic planning process. As a result, a vision statement, long-term goals and short-term action items were established. As part of a goal to provide excellent customer service, a customer survey was performed to establish a benchmark for future improvements. The results for the residential customers, which was similar to the results for commercial customers, was compared to a national residential customer survey benchmark for public power utilities. In that comparison, Paducah Power System outscored the national benchmark in seven out of eight categories. The lone exception, which was the area of rates, is understandable in light of the relatively high levels but still scored better than expected.

PADUCAH POWER SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS

Following is a summary of the retail rate changes effective on July 1, 2017 and October 1, 2018.

SUMMARY OF RETAIL RATES

	October 2018 Rate Tariff	July 2017 Rate Tariff
Residential		
Customer Charge	$14.75	$14.75
All KWH	$0.11153	$0.11153
Power Cost Adjustment	$0.00881	$0.00997
Small Commercial		
Customer Charge	$22.00	$22.00
All KWH	$0.12217	$0.12217
Power Cost Adjustment	$0.00881	$0.00997
Mid-Sized Commercial		
Customer Charge	$115.00	$115.00
1st 15,000 KWH	$0.11938	$0.11938
Power Cost Adjustment (1st 15,000)	$0.00881	$0.00997
Additional KWH	$0.07495	$0.07495
Power Cost Adjustment (Add KWH)	$0.00881	$0.00997
1st 50 KW Demand	$0.00	$0.00
51 - 1,000 KW Demand	$16.49	$16.49
Large Commercial		
Customer Charge	$275.00	$275.00
All KWH	$0.06736	$0.06736
0 - 1,000 KW Demand	$15.25	$15.25
1,001 - 5,000 KW Demand	$17.62	$17.62
Power Cost Adjustment	$0.00881	$0.00997
Industrial		
Customer Charge	$275.00	$275.00
All KWH	$0.05270	$0.05270
All KW Demand	$18.38	$18.38
Power Cost Adjustment	$0.00881	$0.00997
Outdoor Lighting		
All KWH	$0.08425	$0.08425
Power Cost Adjustment	$0.00881	$0.00997
Customer Charge	Depends on type and size of light	

CONTACTING THE PADUCAH POWER SYSTEM FINANCIAL MANAGER

This financial report is designed to provide customers and creditors with a general overview of Paducah Power System's finances and to demonstrate the utility's accountability for the money it receives. If you have questions concerning this report or need additional financial information, please contact Doug Handley, Director of Finance, Power Supply and Rates at Paducah Power System, P.O. Box 180, Paducah, KY 42002-0180.

BASIC FINANCIAL STATEMENTS

PADUCAH POWER SYSTEM
STATEMENTS OF NET POSITION
JUNE 30

ASSETS

	2018	2017
Current Assets:		
Cash and temporary cash investments	$ 7,916,839	$ 15,050,318
Cash reserves	11,000,000	10,992,925
Accounts receivable - net of allowance for doubtful accounts of $32,204 in 2018 and $32,914 in 2017	6,999,775	6,154,504
Receivable from MuniNet Fiber Agency	32,252	32,252
Materials and supplies	1,235,772	1,267,660
Prepaid expenses	717,162	709,261
Accrued interest receivable	3,243	4,479
Rent receivable	105,167	96,915
Total current assets	28,010,210	34,308,314
Noncurrent Assets:		
Restricted assets:		
Sinking Fund	5,430,225	5,344,377
Total restricted assets	5,430,225	5,344,377
Utility plant:		
Land	2,634,929	2,634,929
Transmission system	10,530,593	10,497,638
Distribution system	90,881,668	88,868,789
General plant	21,788,580	20,229,751
Generation plant	112,003,875	110,769,765
Construction work in progress	878,885	799,658
Less accumulated depreciation	(92,837,485)	(86,962,759)
Total utility plant	145,881,045	146,837,771
Other Assets:		
Investment in CSA	26,629	26,740
Investment in SEDC	177,590	175,436
Investment in MuniNet Fiber Agency	461,784	426,541
Unamortized debt discount	2,448,877	2,590,841
Regulatory assets	1,914,581	1,586,912
Other miscellaneous assets	46,169	286,768
Unemployment Trust Fund	29,154	29,154
Unamortized research and development cost hydro	428,433	443,734
Non-utility property	-	82
Total other assets	5,533,217	5,566,208
Total noncurrent assets	156,844,487	157,748,356
Total assets	184,854,697	192,056,670

DEFERRED OUTFLOWS OF RESOURCES

	2018	2017
Deferred savings on bond refunding	14,891,836	15,755,131
Deferred pension plan outflows	3,666,981	1,924,077
Deferred pension plan contributions	785,526	721,263
Deferred postemployment benefits other than pensions outflows	928,925	-
Deferred postemployment benefits other than pensions contributions	307,147	-
Total deferred outflows	20,580,415	18,400,471

See notes to financial statements.

LIABILITIES

Current Liabilities:	2018	2017
Accounts payable	$ 5,714,855	$ 5,282,050
Customer deposits	690,876	770,091
Accrued taxes and equivalents	908,909	926,793
Accrued interest	1,642,288	1,677,953
Other current and accrued liabilities	961,591	787,841
Bonds payable	5,035,000	4,870,000
Total current liabilities	14,953,519	14,314,728
Noncurrent Liabilities:		
Long-term debts:		
Bonds held by public	145,882,561	151,844,666
Other unearned revenues	361,533	336,819
Other regulatory liabilities	3,978,055	6,461,368
Net pension liability	12,429,850	10,218,988
Net postemployment benefits other than pension liability	4,269,082	-
Total noncurrent liabilities	166,921,081	168,861,841
Total liabilities	181,874,600	183,176,569

DEFERRED INFLOWS OF RESOURCES

Deferred pension plan inflows	1,184,788	114,224
Deferred postemployment benefits other than pensions inflows	223,517	-
	1,408,305	114,224

NET POSITION

Investment in capital assets	12,304,197	8,469,077
Restricted for:		
Debt service	5,430,225	5,344,377
Unrestricted - net position	4,417,785	13,352,894
TOTAL NET POSITION	$ 22,152,207	$ 27,166,348

PADUCAH POWER SYSTEM
STATEMENTS OF REVENUES, EXPENSES, AND
CHANGES IN NET POSITION
YEARS ENDED JUNE 30

	2018	2017
Operating Revenues:		
Charges for services:		
Residential	$29,685,681	$29,750,655
Large lighting and power	33,312,883	34,938,684
Small lighting and power	8,734,266	8,687,541
Street and outdoor	1,587,143	1,603,272
Total charges for services	73,319,973	74,980,152
Miscellaneous:		
Forfeited discounts	390,822	404,317
Service revenue	2,897,276	2,606,360
Regulatory credits	2,483,313	(755,876)
Other electric revenue	11,600	600
Total miscellaneous	5,783,011	2,255,401
Total operating revenues	79,102,984	77,235,553
Purchased Power and Operating Expenses:		
Purchased power cost	49,821,766	46,936,630
General operating expense	8,909,834	8,104,676
Generation plant expense	2,737,144	2,422,919
Maintenance expense	1,861,998	1,779,544
Other operating expense	11,233,559	11,080,584
Total purchased power and operating expenses	74,564,301	70,324,353
Operating income	4,538,683	6,911,200
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(6,538,283)	(5,436,377)
Investment income	137,537	149,944
Net amortization discount and premium on debt	(93,455)	(101,051)
Nonoperating income	18,573	(6,376)
Total nonoperating revenues (expenses)	(6,475,628)	(5,393,860)
Change in net position	(1,936,945)	1,517,340
Net position, beginning	27,166,348	25,649,008
Prior period adjustment	(3,077,196)	-
Net position, beginning, as restated	24,089,152	25,649,008
NET POSITION, ENDING	$22,152,207	$27,166,348

See notes to financial statements.

PADUCAH POWER SYSTEM
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

	2018	2017
Cash Flows from Operating Activities:		
Receipts from customers	$ 75,342,610	$ 76,564,919
Payments to suppliers	(56,825,864)	(55,294,283)
Payments to employees	(5,509,998)	(5,170,346)
Net cash provided by operating activities	13,006,748	16,100,290
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(8,670,984)	(4,408,253)
Principal payments on long-term debt	(4,870,000)	(5,240,000)
Interest payments on long-term debt	(6,640,528)	(6,484,925)
Deferred savings on bond refunding	-	1,024,271
Non-utility property and other assets	(21,903)	(290,615)
Net cash used by capital and related financing activities	(20,203,415)	(15,399,522)
Cash Flows from Investing Activities:		
Investment income	137,537	149,944
Non-operating income	18,573	(6,376)
Net cash provided by investing activities	156,110	143,568
Net (decrease) increase in cash and cash equivalents	(7,040,557)	844,336
Cash and cash equivalents, beginning of year	31,387,621	30,543,285
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 24,347,064	$ 31,387,621

(Continued)

PADUCAH POWER SYSTEM
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30

Reconciliation of Operating Income to Net Cash Provided by Operating Activities:	**2018**	**2017**
Operating income	$ 4,538,683	$ 6,911,200
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	9,627,710	9,404,267
Changes in assets and liabilities:		
Accounts receivable	(845,271)	250,306
Net change in regulatory asset	(327,669)	(1,586,912)
Deferred outflows of resources	(2,991,955)	(1,047,948)
Interest receivable	1,236	9,823
Materials and supplies	31,888	24,447
Prepaid expenses	(7,901)	(46,415)
Rent receivable	(8,252)	1,611
Other miscellaneous assets	240,599	(118,790)
Accounts payable	432,805	(117,572)
Customer deposits	(79,215)	(64,995)
Accrued taxes and equivalents	(17,884)	(24,909)
Change in regulatory liability	(2,483,313)	755,876
Deferred inflows of resources	1,294,081	(75,646)
Net Pension liability	2,210,862	1,900,867
Net OPEB liability	1,191,886	-
Other current and accrued liabilities	173,750	(73,938)
Other miscellaneous liabilities	24,708	(982)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 13,006,748	$ 16,100,290
Supplemental Disclosure of Noncash Financing Activities:		
Amortization of bond issue and discount costs	$ 93,455	$ 101,051
Supplemental Disclosure of Cash Paid For:		
Interest	$ 6,538,283	$ 5,559,797

See notes to financial statements.

PADUCAH POWER SYSTEM
NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies:

Entity

The Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System (the System) is a municipal electric corporation organized and existing pursuant to the Little TVA Act, KRS 96.550-96-901. The System is governed by a five-person board, the members of which are appointed by the mayor subject to the approval of the city commission of Paducah, Kentucky. The System provides electrical service to consumers within the city limits of Paducah, Kentucky, and portions of McCracken County, Kentucky, beyond the city limits. The System maintains its records in accordance with the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission. As the System is a distinct corporate entity from the City of Paducah, Kentucky, the accompanying financial statements present only the financial position, results of operations, and cash flows of the System.

The financial statements of Paducah Power System are prepared in accordance with Generally Accepted Accounting Principles (GAAP) and the principles established by the Federal Energy Regulatory Commission (FERC). The System 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 System 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 System accounts for revenues and purchased power 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.

Revenue and Expense Recognition

Paducah Power System utilizes cycle billing. At the end of each accounting period, revenue from electric service which has been rendered since the latest date of each cycle meter reading is not reflected in the current period operations. All operating expenses are recorded under the accrual method of accounting.

Operating Revenues and Expenses

Operating revenues consist primarily of charges to customers for the sale of power. Operating expenses consist of the cost of providing power, including administrative expenses. All other revenues and expenses are classified as non-operating.

Utility Plant

Changes in plant are accounted for at cost. Prior to July 1, 1974, contributions toward the construction of electric plant were accounted for through accumulated depreciation. After that date, the installed costs of electric plant additions are reduced by contributions. Acquired property is recorded at original cost to the person first devoting it to public service, and any difference (acquisition adjustment) between purchase price and the original cost less depreciation requirement at the date of acquisition is written off to expense over a period of twenty years.

(Continued)

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

Maintenance, repairs, and minor renewals are expensed as incurred. When units are retired, the original cost of plant items is deducted from the plant assets and respective allowances for depreciation are reduced by the original cost of the plant, plus removal costs, less the salvage value. Accordingly, gains and losses from plant retirements are charged to accumulated depreciation.

Utility Plant

The original cost of limited life property, less estimated net salvage, is depreciated by the straight-line method over the estimated useful service lives using composite rates developed from depreciation studies by the Tennessee Valley Authority. Annual depreciation rates range from 2% to 20%.

Other Property and Investments

A sinking fund is maintained with the bond paying agent to meet current interest and principal requirements. Bond discount and issue costs are amortized over the term of the bond using the straight-line method. Other funds are invested and utilized for specific purposes. The utilization of these funds is restricted in accordance with various bond covenants.

Receivables and Credit Policies

Accounts receivable are uncollateralized customer obligations due under normal trade terms requiring payment within 20 days from the invoice mailing date. Unpaid accounts receivable with invoice mailing dates over 20 days old are subject to a 5% penalty on the outstanding balance. Customers are subject to disconnection after 30 days past invoice mailing date. Reconnections are subject to collection and reconnect fees.

Accounts receivable are stated at amounts billed to the customer plus any accrued penalties. Customer account balances with invoices dated over 60 days old are considered delinquent and subject to write-off. As of June 30, 2018 and 2017, receivables of $35,102 and $45,762 were over 60 days old.

Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews accounts receivable balances that exceed 60 days from invoice date and based on an assessment of current credit worthiness, estimates the portion, if any, of the balance that will not be collected. Additionally, for the remaining aggregate accounts, management establishes a general allowance based on historical averages.

Investments

All investments are stated at cost which approximates fair market value.

Materials and Supplies

The inventory of materials and supplies is stated at average cost.

Net Position

Net position is displayed in three components:

a. Net investment in capital assets - Consists of capital assets including restricted capital assets, net of accumulated depreciation, and unpaid debt financing.

b. Restricted net position - Consists of net position with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.

(Continued)

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

c. Unrestricted net position - All other net position that does not meet the definition of "restricted" or "net investment in capital assets".

Use of Estimates

The preparation of financial statements in conformity with a prescribed regulatory basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Compensated Absences

Employees of the System are entitled to paid vacations, sick days, and other time off depending on job classification, length of service, and other factors and, accordingly, the System has recorded the accrual in the accompanying financial statements.

Deferred Outflows and Deferred Inflows

Deferred outflow of resources represents a consumption of net position by the System that is applicable to a future reporting period and will not be recognized as an outflow of resources (expenditure/expense) until that time. Deferred inflow of resources represents an acquisition of net position by the System that is applicable to a future reporting period and will not be recognized as an inflow of resources (revenue) until that time.

The system reports deferred inflows and outflows of resources with respect to their participation in the County Employee Retirement System as discussed further in note 7, and bond refundings.

Pensions and Postemployment Benefits Other Than Pensions

For purposes of measuring the net pension liability, the net postemployment benefits other than pensions (OPEB) liability, deferred outflows of resources and deferred inflows of resources related to pensions and OPEB, pension expense, and OPEB expense, information about the fiduciary net position of the County Employees' Retirement System (CERS) and additions to/deductions from the plans' fiduciary net position has been determined on the same basis as they are reported by the plans. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Concentration of Credit Risk

The System's accounts receivable result primarily from credit extended to residents and businesses in its service area in Paducah, Kentucky. The System has experienced losses on such accounts and, accordingly, maintains an allowance for doubtful accounts. This balance is maintained at a level considered appropriate by management based on historical industrial trends.

Subsequent Events

Subsequent events were evaluated through November 21, 2018, which is the date the financial statements were available to be issued.

(Continued)

Note 2 - Deposits and Investments:

The investment policies of the System 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, 2018 and 2017, the System's operating and investment accounts were fully collateralized as required by State statute.

Deposits

The financial institution balances of the System's deposits were $24,394,802 for the year ended June 30, 2018. The book balance was $24,347,596 including $2,900 of petty cash. Of the various financial institution balances at June 30, 2018, $500,000 was insured by federal depository insurance, and the remaining balance of $23,894,802 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the System's deposits may not be returned to it. The remaining balance of $23,894,802 was uninsured and collateralized by U.S. Treasury pooled investments not held in the System's name.

The financial institution balances of the System's deposits were $32,974,532 for the year ended June 30, 2017. The book balance was $32,948,727 including $2,900 of petty cash. Of the various financial institution balances at June 30, 2017, $500,000 was insured by federal depository insurance, and the remaining balance of $32,474,532 was subject to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, the System's deposits may not be returned to it. The remaining balance of $32,474,532 was uninsured and collateralized by U.S. Treasury pooled investments not held in the System's name.

Investments

The cost of these investments approximates fair value; therefore, only the cost basis as of June 30 is disclosed as follows:

Restricted Investments:	**2018**	**2017**
Sinking Fund:		
Money Market Fund	$5,430,225	$5,344,377
Total sinking fund	5,430,225	5,344,377
TOTAL RESTRICTED INVESTMENTS	$5,430,225	$5,344,377

The System's investment in CSA (Central Services Association, a former associated organization) reflects the System's proportionate share of CSA's excess revenues over expenses to help finance a new headquarters and reengineering software costs. Cash distributions net of accrued interest from the former associated organization reduce the investment account.

During fiscal year 2018 and 2017, the System invested $35,243 and $40,952, respectively, as a member in MuniNet Fiber Agency and this combined amount of $461,784 is reflected as an investment on the System's Statement of Net Position at June 30, 2018. The System purchases inventory for MuniNet Fiber Agency and bills for the inventory when it is used. The receivable from MuniNet Fiber Agency was $32,252 and $32,252 as of June 30, 2018 and 2017, respectively.

(Continued)

Note 3 - Capital Assets:

Capital assets activity for the year ended June 30, 2018, was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,634,929	$ -	$ -	$ 2,634,929
Construction in progress	799,658	79,226	-	878,884
Total capital assets not being depreciated	3,434,587	79,226	-	3,513,813
Capital Assets Being Depreciated:				
Transmission system	10,497,638	32,955	-	10,530,593
Distribution system	88,868,789	5,510,984	(3,498,104)	90,881,668
General plant	20,229,751	1,558,829	-	21,788,580
Generation plant	110,769,765	1,234,110	-	112,003,875
Total capital assets being depreciated	230,365,943	8,336,878	(3,498,104)	235,204,716
Less accumulated depreciation	86,962,759	9,372,830	(3,498,104)	92,837,485
Total capital assets being depreciated, net	143,403,184	(1,035,952)	-	142,367,231
TOTAL CAPITAL ASSETS, NET	$146,837,771	$ (956,726)	$ -	$145,881,045

Depreciation expense totaled $9,627,710 for the fiscal year ended June 30, 2018.

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

	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets Not Being Depreciated:				
Land	$ 2,634,929	$ -	$ -	$ 2,634,929
Construction in progress	896,185	-	(96,526)	799,659
Total capital assets not being depreciated	3,531,114	-	(96,526)	3,434,588
Capital Assets Being Depreciated:				
Transmission system	10,472,920	24,718	-	10,497,638
Distribution system	86,670,161	3,360,751	(1,162,123)	88,868,789
General plant	19,408,075	821,676	-	20,229,751
Generation plant	110,695,826	73,939	-	110,769,765
Total capital assets being depreciated	227,246,982	4,281,084	(1,162,123)	230,365,943
Less accumulated depreciation	78,944,311	9,180,571	(1,162,123)	86,962,760
Total capital assets being depreciated, net	148,302,671	(4,899,487)	-	143,403,183
TOTAL CAPITAL ASSETS, NET	$151,833,785	$(4,899,487)	$ (96,526)	$146,837,771

Depreciation expense totaled $9,180,571 for the fiscal year ended June 30, 2017.

(Continued)

Note 4 - Accounts Payable:

The elements comprising accounts payable are as follows:

	2018	2017
Due KMPA for purchased power	$4,068,814	$4,453,012
Accounts payable, general	1,646,041	829,038
TOTAL ACCOUNTS PAYABLE	$5,714,855	$5,282,050

Note 5 - Long-Term Indebtedness:

Bonds

On November 1, 1998, the System issued $3.35 million in special revenue refunding bonds with interest rates between 3.75% and 4.20%. The System issued the bonds to advance refund $3.06 million of the outstanding series 1991 general obligation bonds with a 6.30% interest rate and were secured by all assets of the System. The System used the net proceeds along with other resources to purchase U.S. Government Securities. These Securities were deposited in an irrevocable trust to provide for all future debt service on the refunded portion of the 1991 series bonds maturing on or after January 1, 2002. As a result, that portion of the 1991 series bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

On November 9, 2001, the System issued $3.32 million in special revenue refunding bonds with interest rates between 3.00% and 4.25% which are secured by a first pledge of the net revenues of the System. The System issued the bonds to finance construction of a fiber optic network in the community.

On January 29, 2009, the System issued $161,730,000 of exempt special revenue bonds (Series 2009A) and $8,525,000 of taxable special revenue bonds (Series 2009B) with interest rates between 3.00% and 5.25% which are secured by a second pledge on the net revenues of the System. The System issued the bonds to finance construction of a peaking plant to provide electric service to the community during times of peak energy consumption.

On October 14, 2010, the System issued $3,015,000 in revenue refunding bonds with interest rates between 0.60% and 2.20%. The System issued the bonds to advance refund $3,045,000 of the outstanding series 2001 revenue bonds with interest rates between 3.00% and 4.25% which were secured by a first pledge of the net revenues of the System. The System used the net proceeds along with other resources to purchase State and Local Government Series Securities, which matured on January 1, 2011. The remaining principal outstanding and accumulated interest payable for the series 2001 revenue bonds were paid in full on January 1, 2011, the call date for the series 2001 revenue bonds. This portion of the series 2001 revenue bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

On June 23, 2016, the system issued $103,375,000 in advance refunding revenue bonds with interest rate of 5.00%. The System issued the bonds to advance refund $106,910,000 of the outstanding series 2009 revenue refunding bonds with interest rates between 3.00% and 5.25% which were secured by a pledge on the net revenues of the System. The proceeds from these Securities were deposited in an irrevocable trust to provide for all future debt service on the refunded portion of the 2009 series bonds maturing on or after 2024. As a result, that portion of the 2009 series bonds is considered defeased, and the System has removed the liability from its Statement of Net Position.

(Continued)

Note 5 - Long-Term Indebtedness (Continued):

Changes in outstanding bonds:

	Total Series	Series 2016	Series 2009A	Series 2010
Balance at June 30, 2016	$145,035,000	$103,375,000	$ 41,140,000	$ 520,000
Increases	-	-	-	-
Decreases	5,240,000	-	4,720,000	520,000
BALANCE AT JUNE 30, 2017	$139,795,000	$103,375,000	$ 36,420,000	$ -
Increases	-	-	-	-
Decreases	4,870,000	-	4,870,000	-
BALANCE AT JUNE 30, 2018	$134,925,000	$103,375,000	$ 31,550,000	$ -
Balance due in one year	$ 5,035,000	$ -	$ 5,035,000	$ -

Total bond service to maturity:

Maturities	Principal	Interest	Total
2019	$ 5,035,000	$ 6,393,320	$ 11,428,320
2020	5,220,000	6,206,325	11,426,325
2021	5,445,000	5,981,300	11,426,300
2022	5,685,000	5,738,875	11,423,875
2023	5,780,000	5,491,013	11,271,013
2024-2028	33,435,000	22,913,463	56,348,463
2029-2033	42,910,000	13,431,875	56,341,875
2034-2037	31,415,000	2,409,938	33,824,938
TOTALS	$134,925,000	$68,566,108	$203,491,108

For the years ended June 30, 2018 and 2017, bonds payable totaling $150,917,561 and $156,714,666, respectively, are recorded net of $907,709 and $960,330, respectively, in unamortized bond discount and advance refunding deferred charges; as well as premiums of $16,900,270 and $17,879,996.

Note 6 - Tax Equivalents:

Kentucky Revised Statutes provides that Paducah Power System pay tax equivalents. Taxes are paid to several local taxing authorities on property values. Income taxes are not levied against the System due to its municipal nature.

(Continued)

Note 7 - Employee Benefits:

County Employees' Retirement System Pension and Insurance Funds

Plan Descriptions and benefits provided. Employees of Paducah Power System participate in the County Employees' Retirement System (CERS), a cost-sharing, multiple-employer, defined benefit pension plan, which is administered by the Kentucky Retirement Systems (KRS). The plan covers all regular full-time members employed in non-hazardous and hazardous duty positions of any state department, board, agency, county, city, school board, and any other eligible local agencies electing to participate. Paducah Power System does not have any employees participating in hazardous duty positions. CERS provides retirement and death benefits to plan members as well as disability to members other than those in the third tier. Retirement benefits may be extended to beneficiaries of plan members under certain circumstances. Cost of living (COLA) adjustments are provided at the discretion of the State legislature. Under the provisions of Kentucky Revised Section 61.645, the Board of Trustees of Kentucky Retirement Systems provides for the establishment of the system, and benefit amendments are authorized by the State legislature.

The CERS also provides other post-employment benefits through the Kentucky Retirement Systems Insurance Fund (insurance fund), which was established to provide hospital and medical insurance for members receiving benefits from CERS. The insurance fund is a cost-sharing multiple-employer defined benefit postemployment healthcare plan administered by the Kentucky Retirement Systems. The insurance fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance. The amount of contribution paid by the insurance fund is based upon years of service. All participants enrolled in CERS are automatically enrolled in both the insurance fund and the pension fund. Information regarding the insurance fund is contained in the financial statements of the Kentucky Retirement Systems.

The Kentucky Retirement Systems issues a publicly available financial report that includes financial statements and required supplementary information for the plans. The report may be obtained by writing or calling the plan:

Kentucky Retirement Systems
Perimeter Park West
1260 Louisville Road
Frankfort, KY 40601-6124
(502) 564-4646.

Contributions. Contribution rates are established by the Kentucky Revised Statutes. Non-hazardous plan members who began participating prior to September 1, 2008 are required to contribute 5% of their annual creditable compensation. Plan members who began participating on or after September 1, 2008 are required to contribute an additional 1% for retirement health insurance coverage. Plan members who began participating on or after January 1, 2014 are required to contribute to the Cash Balance Plan which is a hybrid plan with characteristics of both a defined benefit plan and a defined contribution plan. Members in the Cash Balance Plan are required to contribute at the same rates as plan members who began participating on or after September 1, 2008. The employer contribution plan rate for non-hazardous plan members was 19.18% for the year ended June 30, 2018. The required contribution rates for fiscal years ending June 30, 2017 and 2016 were 18.68% and 17.06%, respectively. The required contribution rates are made up of a portion that is attributed to the insurance fund and a portion attributed to the pension fund. For fiscal year ended June 30, 2018, the pension plan portion and the insurance fund portions were 14.48% and 4.70%. These percentages were 13.95% and 4.73% for fiscal year ended June 30, 2017 and 12.42% and 4.64% for fiscal year ended June 30, 2016. The pension contributions for fiscal years ended June 30, 2018, 2017, and 2016 were $785,526, $721,263, and $614,909, respectively. The insurance contributions (excluding the implicit subsidy) for fiscal years ended June 30, 2018, 2017, and 2016 were $254,971, $244,557, and $229,724, respectively. The actuarially determined contribution requirements of plan members and Paducah Power System are established and may be amended by the KRS Board of Trustees.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

Pension liabilities, pension expense, and deferred outflows of resources and deferred inflows of resources related to pensions. At June 30, 2018 and 2017, Paducah Power System reported a liability of $12,429,850 and $10,218,988, respectively, for its proportionate share of the net pension liability. The net pension liability at June 30, 2018 and 2017 was measured as of June 30, 2017 and 2016, respectively, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as June 30, 2016. For the June 30, 2017 measurement, the total pension liability was rolled-forward from the actuarial valuation date of June 30, 2016 to the plan's fiscal year ending June 30, 2017 using generally accepted actuarial principles. Paducah Power System's proportion of the net pension liability was based on a projection of Paducah Power System's share of contributions to the pension plan relative to the total contributions of all participating employers, actuarially determined. At June 30, 2018 and 2017, Paducah Power System's proportion was 0.212356% and 0.20755%.

As a result of its requirement to contribute to CERS pension fund, Paducah Power System recognized pension expenses of $2,259,785 and $1,473,290 for the years ended June 30, 2018 and 2017, respectively. At June 30, 2018, Paducah Power System reported deferred outflows of resources and deferred inflows of resources from the following sources as a result of its requirements to contribute to CERS:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on pension plan investments	$ 984,429	$ 830,686
Difference between expected and actual experience	15,417	315,523
Changes of assumptions	2,293,644	-
Change in proportion and differences between employer contributions and proportionate share of contributions	373,491	38,579
Contributions subsequent to the measurement date	785,526	-
TOTALS	$4,452,507	$1,184,788

At June 30, 2017, Paducah Power System reported deferred outflows of resources and deferred inflows of resources from the following sources as a result of its requirements to contribute to CERS:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on pension plan investments	$ 960,689	$ -
Difference between expected and actual experience	44,614	-
Change of assumptions	541,347	-
Change in proportion and differences between employer contributions and proportionate share of contributions	377,427	114,224
Contributions subsequent to the measurement date	721,263	-
TOTALS	$2,645,340	$ 114,224

Deferred outflows of resources in the amount of $785,526 related to pensions resulting from Paducah Power System's contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

Year Ended June 30	
2019	$1,129,169
2020	1,065,122
2021	447,510
2022	(159,608)

The net pension liability as of June 30, 2018, is based on the June 30, 2016, actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. The net pension liability as of June 30, 2017, is based on the June 30, 2016 actuarial valuation. Deferred outflows and inflows related to differences between projected and actual earnings on plan investments are netted and amortized over a closed five year period. Deferred outflows and inflows related to differences between expected and actual experience, changes of assumptions, and changes in proportion and differences between employer contributions and proportionate share of contributions are amortized over a period that represents the weighted average of the remaining service life of active and inactive members of the plan (3.50 years and 3.41 years for June 30, 2017 and June 30, 2016, respectively).

Actuarial assumptions. The total pension liability, net pension liability, and sensitivity information for the actuarial valuation as of June 30, 2017 was based on an actuarial valuation date of June 30, 2016. The total pension liability was rolled-forward from the valuation date (June 30, 2016) to the plan's fiscal year ending June 30, 2017, using generally accepted actuarial principles. An actuarial experience study was conducted for the five-year period July 1, 2008 to June 30, 2013. Subsequent to the actuarial valuation date (June 30, 2016), but prior to the measurement date, the KRS Board of Trustees reviewed investment trends, inflation, and payroll growth historical trends. Based on this review, the Board adopted the following updated actuarial assumptions which were used in performing the actuarial valuation as of June 30, 2017 (a complete list of actuarial assumptions is listed in the Required Supplementary Information section of this report):

Inflation - 2.30%
Salary increases - 3.05%, average including inflation
Investment rate of return - 6.25%, net of pension plan investment expense including inflation
Payroll growth rate - 2.00%

The total pension liability in the June 30, 2016 actuarial valuation was determined using the following actuarial assumptions, applied to all prior periods included in the measurement:

Inflation - 3.25%
Salary increases - 4.0%, average, including inflation
Investment rate of return - 7.5%, net of pension plan investment expense, including inflation

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted. The preceding mortality tables were used in both the June 30, 2017 and 2016 actuarial calculations.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

The long-term expected rate of return on plan assets was determined by using a building block method in which best-estimate ranges of expected future real rate of returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage. For the June 30, 2017 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Equity	17.50%	5.97%
International Equity	17.50%	7.85%
Global Bonds	4.00%	2.63%
Global Credit	2.00%	3.63%
High Yield	7.00%	5.75%
Emerging Market Debt	5.00%	5.50%
Private Credit	10.00%	8.75%
Real Estate	5.00%	7.63%
Absolute Return	10.00%	5.63%
Real Return	10.00%	6.13%
Private Equity	10.00%	8.25%
Cash Equivalent	2.00%	1.88%
Total	100.00%	

For the June 30, 2016 actuarial calculation, the target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Combined Equity	44.00%	5.40%
Combined Fixed Income	19.00%	1.50%
Real Return (Diversified Inflation Strategies)	10.00%	3.50%
Real Estate	5.00%	4.50%
Absolute Return (Diversified Hedge Funds)	10.00%	4.25%
Private Equity	10.00%	8.50%
Cash Equivalent	2.00%	(.25)%
Total	100.00%	

Discount rate. The discount rate used to measure the total pension liability was 6.25% and 7.50% at June 30, 2017 and 2016, respectively. The discount rate determination does not use a municipal bond rate. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and employers will be made at the actuarially determined contribution rate of projected compensation over the remaining 26 year amortization period of the unfunded actuarial accrued liability. Once the unfunded actuarial accrued liability is fully amortized, the employer will only contribute the normal cost rate and the administrative expense rate on the close payroll for existing members.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Pension Fund

Sensitivity of the Paducah Power System's proportionate share of the net pension liability to changes in the discount rate. The following presents Paducah Power System's proportionate share of the net pension liability calculated using the discount rate of 6.25%, as well as what Paducah Power System's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.25%) or 1-percentage-point higher (7.25%) than the current rate:

	1% Decrease 5.25%	Current Discount 6.25%	1% Increase 7.25%
Paducah Power System's proportionate share of the net pension liability	$15,676,727	$12,429,850	$9,713,861

Pension plan fiduciary net position. Detailed information about the pension plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems financial report.

Payables to the pension plan. At June 30, 2018 and 2017, the financial statements include $0 in payables to CERS. These are legally required contributions to the plan. These amounts are not accounted for in the net pension liability.

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

OPEB liabilities, OPEB expense, and deferred outflows of resources and deferred inflows of resources related to OPEB. At June 30, 2018, Paducah Power System reported a liability of $4,269,082 for its proportionate share of the net OPEB liability. The total OPEB liability was rolled-forward from the actuarial valuation date of June 30, 2016 to the plan's fiscal year ending, June 30, 2017, using generally accepted actuarial principles. Paducah Power System's proportion of the net OPEB liability was based on a projection of Paducah Power System's share of contributions to the OPEB plan relative to the total contributions of all participating employers, actuarially determined. At June 30, 2018, Paducah Power System's proportion was 0.212356%.

The fully-insured premiums KRS pays for the Kentucky Employees' Health Plan are blended rates based on the combined experience of active and retired members. Because the average cost of providing health care benefits to retirees under age 65 is higher than the average cost of providing health care benefits to active employees, there is an implicit employer subsidy for the non-Medicare eligible retirees. GASB 75 requires that the liability associated with this implicit subsidy be included in the calculation of the total OPEB liability.

As a result of its requirement to contribute to the CERS insurance fund, Paducah Power System recognized OPEB expenses of $486,478 for the year ended June 30, 2018. At June 30, 2018, Paducah Power System reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows Of Resources	Deferred Inflows Of Resources
Net differences between projected and actual earnings on OPEB plan investments	$ -	$201,755
Difference between expected and actual experience	-	11,857
Changes of assumptions	928,925	-
Change in proportion and differences between employer contributions and proportionate share of contributions	-	9,905
Contributions subsequent to the measurement date	307,147	-
TOTALS	$1,236,072	$223,517

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

Deferred outflows of resources related to OPEB, in the amount of $307,147 related to OPEB resulting from Paducah Power System's contributions subsequent to the measurement date and before the end of the fiscal year will be recognized as a reduction of the net OPEB liability in the year ended June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year Ended June 30	
2019	$121,373
2020	121,373
2021	121,373
2022	121,373
2023	171,811
Thereafter	48,105

The net OPEB liability as of June 30, 2018, is based on the June 30, 2016, actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. Deferred outflows and inflows related to differences between projected and actual earnings on plan investments are netted and amortized over a closed five-year period. Deferred outflows and inflows related to differences between expected and actual experience, changes of assumptions, and changes in proportion and differences between employer contributions and proportionate share of contributions are amortized over a period that represents the weighted average of the remaining service life of active and inactive members of the plan (6.28 years for June 30, 2017).

Actuarial assumptions. The total OPEB liability, net OPEB liability, and sensitivity information for the actuarial valuation as of June 30, 2017 was based on an actuarial valuation date of June 30, 2016. The total OPEB liability was rolled-forward from the valuation date (June 30, 2016) to the plan's fiscal year ending June 30, 2017, using generally accepted actuarial principles. An actuarial experience study was conducted for the five-year period July 1, 2008 to June 30, 2013. Subsequent to the actuarial valuation date (June 30, 2016), but prior to the measurement date, the KRS Board of Trustees reviewed investment trends, inflation, and payroll growth historical trends. Based on this review, the Board adopted the following updated actuarial assumptions which were used in performing the actuarial valuation as of June 30, 2017 (a complete list of actuarial assumptions is listed in the Required Supplementary Information section of this report):

Inflation	2.30%
Salary increases, average, including inflation	3.05%
Investment rate of return, net of OPEB plan investment expense, including inflation	6.25%
Payroll growth rate	2.00%
Municipal bond index rate	
Prior measurement date	2.92%
Measurement date	3.56%
Single equivalent interest rate (discount rate), net of OPEB plan investment expense, including inflation	
Prior measurement date	6.89%
Measurement date	5.84%

Healthcare cost trend rates - Initial trend starting at 7.25% at January 1, 2019, and gradually decreasing to an ultimate trend rate of 4.05% over a period of 13 years (Pre-65). Initial trend rate starting at 5.10% at January 1, 2019, and gradually decreasing to an ultimate trend rate of 4.05% over a period of 11 years (Post-65).

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

The long-term expected rate of return on plan assets was determined by using a building block method in which best-estimate ranges of expected future real rate of returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage. The target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
US Equity	17.50%	5.97%
International Equity	17.50%	7.85%
Global Bonds	4.00%	2.63%
Global Credit	2.00%	3.63%
High Yield	7.00%	5.75%
Emerging Market Debt	5.00%	5.50%
Private Credit	10.00%	8.75%
Real Estate	5.00%	7.63%
Absolute Return	10.00%	5.63%
Real Return	10.00%	6.13%
Private Equity	10.00%	8.25%
Cash Equivalent	2.00%	1.88%
Total	100.00%	

Discount rate. The discount rate used to measure the total OPEB liability was 5.84%. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and employers will be made at the actuarially determined contribution rate of projected compensation over the remaining 26 year amortization period of the unfunded actuarial accrued liability. The cost associated with the implicit employer subsidy was not included in the calculation of the KRS's actuarial determined contributions, and any cost associated with the implicit subsidy will not be paid out of the KRS's trusts. Therefore, the municipal bond rate was applied to future expected benefit payments associated with the implicit subsidy. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected future benefit payments from the retirement system, as a result, the Municipal Bond Index Rate was used in the determination of the single equivalent interest rate. There was a change in the Municipal Bond Index Rate from the prior measurement date to the measurement date, so as required under GASB 75, the single equivalent interest rate at the measurement date of 5.84% was calculated using the Municipal Bond Index Rate as of the measurement date of 3.56%, as reported in Fidelity Index's "20-Year Municipal GO AA Index" as of June 30, 2017. This change in the discount rate is considered a change in actuarial assumptions or other inputs under GASB 75.

(Continued)

Note 7 - Employee Benefits (Continued):

County Employees' Retirement System Insurance Fund - Postemployment Benefits Other Than Pensions (OPEB)

Sensitivity of the Paducah Power System's proportionate share of the net OPEB liability to changes in the discount rate. The following presents Paducah Power System's proportionate share of the net OPEB liability calculated using the discount rate of 5.84%, as well as what Paducah Power System's proportionate share of the net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (4.84%) or 1-percentage-point higher (6.84%) than the current discount rate:

	1% Decrease 4.84%	Current Discount 5.84%	1% Increase 6.84%
Paducah Power System's proportionate share of the net OPEB liability	$5,432,170	$4,269,082	$3,301,210

Sensitivity of the Paducah Power System's proportionate share of the net OPEB liability to changes in the healthcare cost trend rates. The following presents Paducah Power System's proportionate share of the net OPEB liability, as well as what Paducah Power System's proportionate share of the net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

	1% Decrease	Current Trend Rate	1% Increase
Paducah Power System's proportionate share of the net OPEB liability	$3,274,606	$4,269,082	$5,561,843

OPEB plan fiduciary net position. Detailed information about the OPEB plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems financial report.

Payables to the OPEB plan. At June 30, 2018, the financial statements include $0 in payables to CERS. These are legally required contributions to the plan. These amounts are not accounted for in the net OPEB liability.

Other Post-Retirement Healthcare Benefits

In addition to the pension benefits described in Note 7, the System provides post-retirement healthcare benefits to employees who retired prior to the System's participation in the County Employee's Retirement System. The System pays 50% of the premiums for the employees for life. These benefits are financed on a pay-as-you-go basis.

For the year ended June 30, 2018, 3 prior employees were receiving healthcare benefits. Post-retirement healthcare benefits totaled approximately $6,400 for the year ended June 30, 2018.

For the year ended June 30, 2017, four prior employees were receiving healthcare benefits. Post-retirement healthcare benefits totaled approximately $7,100 for the year ended June 30, 2017.

Note 8 - Leases:

The System has a joint rental agreement with AT&T/Bellsouth to share poles during the year. The contract is negotiated annually and rent paid or received from South Central Bell depends on amounts owed or due annually or semi-annually, respectively. In addition, the System has pole attachment agreements with other telecommunications and electric companies which are negotiated annually. The System also leases bandwidth from FiberNet, their fiber optic network.

(Continued)

Note 8 - Leases (Continued):

The System's rental expense was $116,701 and $107,661, and rental income was $2,446,117 and $2,168,372 for the fiscal years ended June 30, 2018 and 2017, respectively. Rental expense is reflected in general operating expense, and rental income is reflected in service revenue in the Statement of Revenues, Expenses, and Changes in Net Position.

Note 9 - Commitments:

As described further in Note 11, the System also entered into a financing agreement with Kentucky Municipal Power Agency as of June 30, 2005.

Note 10 - Insurance and Related Activities:

The System is exposed to various forms of loss of assets associated with the risk of fire, personal liability, theft, vehicular accidents, errors and omissions, fiduciary responsibility, etc. Each of these risk areas is covered through the purchase of commercial insurance. The System has purchased certain policies which are retrospectively rated including workmen's compensation insurance.

Note 11 - Joint Venture:

The System in conjunction with the Electric Plant Board of the City of Princeton, Kentucky (Princeton), is a member of the Kentucky Municipal Power Agency (KMPA), a joint venture formed in 2005 by an Interlocal Agreement entered into by the System and Princeton pursuant to the Kentucky Interlocal Cooperation Act. KMPA was formed to permit the System and Princeton to participate, along with a number of other public, cooperative, and private participants, in the development and ownership of the Prairie State Energy Campus (Project). The Project is a mine-mouth pulverized coal-fueled power generating facility in Washington and St. Clair Counties in Illinois with a nominal net output of approximately 800 MW for each of its two units.

On September 28, 2007, KMPA purchased a 7.82% interest in the Prairie State Project. KMPA owns its interest in the Project as a tenant in common along with the other Project participants. At the closing, KMPA acquired not only an interest in the equipment and intangible property, such as permits, comprising the Project, but also its proportional share of the coal reserves surrounding the Prairie State plant. The coal reserves are estimated to be sufficient to fuel the plant's operations for at least 30 years. At the closing, KMPA also entered into a Participation Agreement with the other Project participants under which KMPA is responsible for its proportional share of the construction costs of the generating plant, waste disposal site, and associated coal mine.

KMPA on September 20, 2007, issued its tax-exempt Power System Revenue Bonds (Prairie State Project), Series 2007A, in the amount of $291,065,000, and its Taxable Power System Revenue Bonds (Prairie State Project), Series 2007B, in the amount of $16,645,000. The proceeds of these bonds were used primarily to fund the purchase of KMPA's interest in the Project and KMPA's share of the ongoing Project construction costs. The remaining proceeds of the Series 2007A and Series 2007B bonds were used or will be used to (i) pay the costs of certain transmission facilities applicable to the interconnection of the Project to the regional bulk transmission grid, (ii) retire indebtedness (including KMPA Bond Anticipation Notes (Prairie State Project) Series 2005, Series 2005B, and Series 2006 in the respective amounts of $3 million, $1.5 million, and $8.4 million) issued to pay pre-closing Project development costs, (iii) fully fund the Debt Service Reserve Requirement, as defined in the Trust Indenture for the 2007A and Series 2007B bond issues, and capitalize a portion of the interest due on those bonds, (iv) make deposits into funds to provide working capital and into the Capital Improvement Fund to provide for extraordinary expenses of the Project, and (v) pay the costs of issuance related to the Series 2007A and Series 2007B bonds.

(Continued)

Note 11 - Joint Venture (Continued):

On September 1, 2007, KMPA and the System entered a Power Sales Agreement under which the System is responsible for 83.89% of KMPA's share of the Prairie State Project's construction costs and operation/maintenance expenses. The System is likewise entitled to 83.89% of KMPA's share of the electric power and energy produced by the plant. The Power Sales Agreement is a "take or pay" contract under which the System must pay its proportional share of the costs of the Prairie State Project regardless of how much power and energy, if any, is produced by the Prairie State generating plant. The Power Sales Contract also contains a step-up provision under which the System could be required to pay the Project costs associated with Princeton's 16.11% of KMPA's interest in the Project in the event of a default by Princeton under its Power Sales Contract with KMPA. In the event of such a default by Princeton, the System would be entitled to receive Princeton's 16.11% of the generating plant's output associated with KMPA's interest in the Project.

On May 27, 2010, KMPA issued its tax-exempt Power System Revenue Bonds (Prairie State Project), Series 2010A, in the amount of $53,600,000, its taxable (Build America Bonds-Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B, in the amount of $122,405,000, and its taxable Power System Revenue Bonds (Prairie State Project), Series 2010C, in the amount of $7,725,000. The proceeds of these bonds were used primarily to fund the ongoing Project construction costs. The remaining proceeds of the Series 2010A, Series 2010B, and Series 2010C bonds were used or will be used to (i) finance the completion of the acquisition, construction, development, and equipping of KMPA's undivided interest in the Project (ii) settle KMPA's Qualified Hedge which locked in interest rates in 2007 with Deutsche Bank; the hedge settlement amount was $7,263,000, (iii) fully fund the Debt Service Reserve Requirement, as defined in the Trust Indenture for the Series 2010A, Series 2010B, and Series 2010C bond issues, and capitalize a portion of the interest due on those bonds, (iv) make deposits into funds to provide working capital and into the Capital Improvement Fund to provide for extraordinary expenses of the Project, and (v) pay the costs of issuance related to the Series 2010A, Series 2010B, and Series 2010C bonds.

During fiscal year 2010, the System and the Electric Plant Board of Princeton, Kentucky entered into a Partial Requirements Sales Agreement with KMPA. Under this agreement, KMPA began purchasing power for sale to the System and Princeton. Unit 1 of the Prairie State generating plant came on-line in June 2012 and Unit 2 in December 2012.

The System began buying purchased power from KMPA in December 2009. The System purchased power from KMPA in the amounts of $50,116,845 and $43,310,615 during the fiscal years ending June 30, 2018 and 2017, respectively. Of these amounts, $4,068,814 and $4,028,577 were payable to KMPA as of June 30, 2018 and 2017, respectively. The System also had a receivable due from KMPA as of June 30, 2018, for refunds and other credits related to purchased power in the amount of $0; there was a receivable due from KMPA as of June 30, 2017 in the amount of $0.

The System and the Electric Plant Board of Princeton, Kentucky do not have any equity interest in the joint venture; therefore, no equity interest has been reflected in the System's financial statements at June 30, 2018. Complete financial statements for KMPA can be obtained from Paducah Power's Accounting Department, P.O. Box 180, Paducah, Kentucky 42002-0180.

Note 12 - 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, 2018 and 2017, is as follows:

(Continued)

Note 12 - Disclosures Regarding the Statement of Cash Flows (Continued):

	2018	2017
Cash and temporary cash investments	$18,916,839	$ 26,043,244
Restricted cash and short-term investments:		
Sinking and Depreciation Funds	5,430,225	5,344,377
TOTAL CASH AND CASH INVESTMENTS	$24,347,064	$ 31,387,621

Note 13 - Contingency:

The system has been named in a lawsuit by a former employee disputing the amount due upon their separation of employment. The system intends to defend this claim vigorously and it is the current opinion of management that the final disposition of such matters will not have a material adverse effect on the Company's consolidated financial position or results of operations.

Note 14 - Change in Accounting Principles and Restatement of Beginning Net Position:

In June 2015, the *Governmental Accounting Standards Board* (GASB) issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other than Pensions,* which replaces GASB Statement No. 45. The new standard addresses several issues regarding other postemployment benefits, including the liabilities reported pertaining to unfunded portions and the disclosure requirements of those plans. The standard is effective for Paducah Power System for the fiscal year beginning July 1, 2017. The new standard requires Paducah Power System to report its proportionate share of the total net other postemployment benefit (OPEB) liability which consists of the insurance portion of the County Employee Retirement System Plan as a liability on the statement of net position and to recognize the appropriate expense on the statement of revenues, expenses, and changes in net position. The standard also requires the deferral of changes in the net OPEB liability and amortization of those changes over set periods.

Paducah Power System's proportionate share of the net OPEB liability and deferred outflows at July 1, 2017 was $3,348,540 and $271,344, respectively. Beginning net position at July 1, 2017 has been adjusted to reflect the effect of implementing the new standard.

Net position July 1, 2017, as previously stated		$27,166,348
Proportionate share of net OPEB liabilities	$(3,348,540)	
Deferred outflows		
Contributions made after the measurement date	271,344	
Adjustments to net position		(3,077,196)
NET POSITION JULY 1, 2017, AS RESTATED		$24,089,152

The net position at June 30, 2016 and related deferred outflows and inflows could not be determined in a practical manner. Therefore, net position at June 30, 2016 has not been restated and is presented based on previous guidance under GASB Statement No. 45.

REQUIRED SUPPLEMENTARY INFORMATION

PADUCAH POWER SYSTEM
SCHEDULE OF THE EMPLOYER'S PROPORTIONATE SHARE OF THE
NET PENSION LIABILITY
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS)
LAST FOUR FISCAL YEARS*

	2018	2017	2016	2015
Employer's proportion of the net pension liability (asset)	0.212356%	0.207550%	0.193466%	0.200828%
Employer's proportionate share of the net pension liability (asset)	$12,429,850	$10,218,988	$ 8,318,121	$ 6,515,620
Employer's covered payroll	$ 5,170,346	$ 4,950,959	$ 4,513,829	$ 4,607,316
Employer's proportionate share of the net pension liability (asset) as a percentage of its covered payroll	240.41%	206.40%	184.28%	141.42%
Plan fiduciary net position as a percentage of the total pension liability (asset)	53.30%	55.50%	59.97%	66.80%

* The amounts presented for each fiscal year were determined as of June 30. Until a full ten year trend is compiled, governments will present information only for those years for which information is available.

Notes to Schedule

The total pension liability and net pension liability as of June 30, 2018, is based on the June 30, 2016 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. The financial reporting actuarial valuation used the following actuarial methods and assumptions, applied to all prior periods included in the measurement.

Valuation date:	June 30, 2016
Experience study:	July 1, 2008 - June 30, 2013
Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll
Remaining amortization period:	26 years
Asset valuation method:	20% of the difference between the market value of assets and the expected actuarial value of assets is recognized each year
Inflation:	2.30%
Payroll growth:	2.00%
Salary increase:	3.05%, average
Investment rate of return:	6.25%, net of pension plan investment expense, including inflation
Mortality:	For active members: RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries: RP 2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back one year). For disabled members: RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years).
Changes of benefit terms:	None.
Changes of assumptions:	The investment rate of return was decreased from 7.50% to 6.25%. The price inflation assumption was decreased from 3.25% to 2.30%. The payroll growth rate assumption was decreased from 4.00% to 2.00%. The salary increase assumption decreased from 4.00% to 3.05%, average. The assumed rates of retirement, withdrawal, and disability were updated to more accurately reflect experience.

NOTE: This schedule is based on the last measurement date of the net pension liability.

See auditor's report on pages 1-2.

PADUCAH POWER SYSTEM
SCHEDULE OF EMPLOYER CONTRIBUTIONS
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS)
LAST FOUR FISCAL YEARS*

	2018	2017	2016	2015	2014
Contractually required contribution	$ 785,526	$ 721,263	$ 614,909	$ 575,513	$ 633,045
Contributions in relation to the contractually required contribution	785,526	721,263	614,909	577,623	633,045
Contribution deficiency (excess)	$ -	$ -	$ -	$ (2,110)	$ -
Employer's covered payroll	$ 5,424,906	$ 5,170,346	$ 4,950,959	$ 4,513,829	$ 4,607,316
Contributions as a percentage of covered payroll	14.48%	13.95%	12.42%	12.75%	13.74%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

NOTE: This schedule is determined as of the employer's most recent fiscal year-end.

See accompanying notes to the basic financial statements.

PADUCAH POWER SYSTEM
SCHEDULE OF THE EMPLOYER'S PROPORTIONATE SHARE OF THE
NET POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB) LIABILITY
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS) INSURANCE FUND
FISCAL YEAR ENDED JUNE 30, 2018*

	2018
Employer's proportion of the net OPEB liability (asset)	0.212356%
Employer's proportionate share of the net OPEB liability (asset)	$ 4,269,082
Employer's covered-employee payroll	$ 5,170,346
Employer's proportionate share of the net OPEB liability (asset) as a percentage of its covered-employee payroll	82.57%
Plan fiduciary net position as a percentage of the total OPEB liability (asset)	52.40%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

Notes to Schedule

The total OPEB liability and net OPEB liability as of June 30, 2018, is based on the June 30, 2016 actuarial valuation as rolled forward to the plan's fiscal year end of June 30, 2017 using generally accepted actuarial principles. The financial reporting actuarial valuation used the following actuarial methods and assumptions, applied to all prior periods included in the measurement.

Valuation date:	June 30, 2016
Experience study:	July 1, 2008 - June 30, 2013
Actuarial cost method:	Entry age normal
Amortization method:	Level percentage of payroll
Remaining amortization period:	26 years
Asset valuation method:	20% of the difference between the market value of assets and the expected actuarial value of assets is recognized each year
Inflation:	2.30%
Payroll growth:	2.00%
Salary increase:	3.05%, average
Investment rate of return:	6.25%, net of OPEB plan investment expense, including inflation
Mortality:	For active members: RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries: RP 2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back one year). For disabled members: RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years).
Healthcare trend rates:	Initial trend starting at 7.25% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 13 years (Pre-65). Initial trend starting at 5.10% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 11 years (Post-65).
Changes of benefit terms:	None.
Changes of assumptions:	The investment rate of return was decreased from 7.50% to 6.25%. The price inflation assumption was decreased from 3.25% to 2.30%. The payroll growth rate assumption was decreased from 4.00% to 2.00%. The salary increase assumption decreased from 4.00% to 3.05%, average. The single discount rate for non-hazardous changed from 6.89% to 5.84%. The municipal bond rate increased from 2.92% to 3.56%. Healthcare trend rates were changed as noted above. The assumed rates of retirement, withdrawal, disability, and medical cost inflation were updated to more accurately reflect experience.

NOTE: This schedule is based on the last measurement date of the net OPEB liability.

See auditor's report on pages 1-2.

PADUCAH POWER SYSTEM
SCHEDULE OF EMPLOYER CONTRIBUTIONS
COUNTY EMPLOYEES' RETIREMENT SYSTEM (CERS) INSURANCE FUND
LAST TWO FISCAL YEARS*

	2018	2017
Contractually required contribution	$ 254,971	$ 244,557
Contributions in relation to the contractually required contribution	254,971	244,557
Contribution deficiency (excess)	$ -	$ -
Employer's covered-employee payroll	$ 5,424,906	$ 5,170,346
Contributions as a percentage of covered-employee payroll	4.70%	4.73%

* The amounts presented for each fiscal year were determined as of June 30. Until a full 10-year trend is compiled, governments will present information only for those years for which information is available.

NOTE: This schedule is determined as of the employer's most recent fiscal year-end. Contractually required contributions do not include the expected implicit subsidy included in the calculation of the net OPEB liability.

See accompanying notes to the basic financial statements.

See auditor's report on pages 1-2.

SUPPLEMENTARY INFORMATION

PADUCAH POWER SYSTEM
OPERATING EXPENSES
YEARS ENDED JUNE 30

General Operating Expenses:	**2018**	**2017**
Transmission:		
Supervision and engineering	$ 10,317	$ 10,114
Rent	7,094	6,582
Total transmission	17,411	16,696
Distribution expense:		
Supervision and engineering	228,850	204,454
Station expense	111,235	80,680
Overhead line expense	241,001	232,823
Underground line expense	65,997	93,761
Street lighting and signal expense	48,899	44,678
Meter expense	423,144	445,620
Customer installations expense	136,363	143,373
Miscellaneous	766,644	886,479
Rent/lease/purchase	116,701	107,661
Total distribution expense	2,138,834	2,239,529
Customer account expense:		
Meter reading expense	197,701	210,049
Customer records and collections	1,390,757	1,401,123
Uncollectible accounts	159,072	130,140
Total customer account expense	1,747,530	1,741,312
Sales expense:		
Demonstration and selling	253,461	254,702
Advertising	91,636	104,446
Total sales expense	345,097	359,148
Administrative and general:		
Salaries	839,609	824,791
Office supplies and expense	692,167	631,618
Outside services employment	246,199	159,704
Property insurance	495,886	494,506
Company use of electricity	(228,320)	(210,443)
Miscellaneous and general expense	2,615,421	1,847,815
Total administrative and general	4,660,962	3,747,991
TOTAL GENERAL OPERATING EXPENSES	$ 8,909,834	$ 8,104,676

PADUCAH POWER SYSTEM
OPERATING EXPENSES
YEARS ENDED JUNE 30

	2018	2017
Generation Plant Expense:		
Generation expense	$ 1,252,333	$ 1,134,502
Generation fuel	1,484,811	1,288,417
TOTAL GENERATION PLANT EXPENSE	$ 2,737,144	$ 2,422,919
Maintenance Expense:		
Transmission:		
Supervision and engineering	$ 7,214	$ 10,114
Total transmission	7,214	10,114
Distribution:		
Supervision and engineering	48,116	42,450
Maintenance of station equipment	476,373	461,278
Maintenance of overhead lines	1,047,201	1,045,048
Maintenance of underground lines	101,127	95,831
Maintenance of line transformers	18,002	(14,153)
Street lighting and signals	287	287
Maintenance of meters	19,739	23,075
Maintenance of miscellaneous plant	3,268	674
Total distribution	1,714,113	1,654,490
Administrative and general	140,670	114,940
TOTAL MAINTENANCE EXPENSE	$ 1,861,997	$ 1,779,544
Other Operating Expenses:		
Depreciation	$ 9,372,830	$ 9,180,571
Taxes and equivalents	1,860,729	1,900,013
TOTAL OTHER OPERATING EXPENSES	$11,233,559	$11,080,584

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 Members of the Electric Plant Board
of the City of Paducah
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 Electric Plant Board of the City of Paducah, Kentucky, d/b/a Paducah Power System as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Paducah Power System's basic financial statements, and have issued our report thereon dated November 21, 2018.

Internal Control Over Financial Reporting

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

Williams, Williams & Lentz LLP

Paducah, Kentucky
November 21, 2018

PADUCAH POWER SYSTEM

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

As the management of Paducah Power System, we offer readers of the electric system's financial statements this narrative overview and analysis of the company's financial performance during fiscal year ended June 30, 2019. Comparisons are available on several financial and supplemental statements throughout this analysis.

This discussion is based on the unaudited financial statements for the fiscal year ended June 30, 2019. The audit report for the fiscal year ended June 30, 2019, including audited financial statements, the notes thereto, and the independent auditor's report, is not available at this time.

REQUIRED FINANCIAL STATEMENTS

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

The Statement of Net Position includes all of the utility's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for evaluating the capital structure of the utility and assessing the liquidity and financial flexibility of the utility.

All of the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Position. This statement measures the success of the utility's operations over the past year and can be used to determine whether the utility has successfully recovered all of its costs through electric rate tariffs and other miscellaneous charges, profitability, and credit worthiness.

The Statement of Cash Flows reports cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities and summarizes the change in the cash balance during the reporting period.

NET POSITION

CONDENSED STATEMENTS OF NET POSITION
As of the fiscal years ended June 30

	2019	2018
Current assets	$ 23,544,047	$ 28,010,210
Non-current assets	11,252,393	10,963,442
Capital assets	141,766,640	145,881,044
Total assets	176,563,080	184,854,696
Deferred Outflows of Resources	19,717,120	20,580,415
Current liabilities	15,168,973	14,953,513
Non-current liabilities	18,391,643	21,038,525
Long-term debt	139,920,456	145,882,561
Total liabilities	173,481,072	181,874,599
Deferred Inflows of Resources	1,408,305	1,408,305
Invested in capital assets, net of related debt	13,146,638	12,304,196
Restricted for debt service	5,525,991	5,430,225
Unrestricted net assets	2,718,194	4,417,786
TOTAL NET ASSETS	$ 21,390,823	$ 22,152,207

A summary of Paducah Power System's Statements of Net Position is presented in the table above and discussed below.

Current assets represent items such as cash and temporary investments, accounts receivable, materials and supplies, prepaid expenses, accrued interest receivable, and rents receivable. Current assets decreased by approximately $4.5 million during FY19, including a $2.6 million reduction in cash associated with the power cost adjustment.

Non-current assets include restricted funds, such as bond sinking funds, and other non-current assets, including a Rate Stabilization Fund, unamortized debt discounts, unamortized research and development, and conservation loan receivables. These accounts increased during FY19 by $289 thousand.

Capital assets include land, transmission system, distribution system, general plant, generation plant, and construction work in progress, net of accumulated depreciation. The decrease in capital assets is the result of depreciation of the peaking plant, high pressure gas line and associated substation/transmission upgrades. Capital expenditures were $5.7 million and depreciation expense was $9.6 million for FY19. The net investment in capital assets decreased by $4.1 million during FY19.

Deferred outflows of resources include the net unamortized balance of items related to the 2016A Refunding Revenue Bonds issuance.

Current liabilities represent items such as accounts payable, customer deposits, accrued taxes, interest payments, balance of the bank line-of-credit and the current portion of any long-term debts. Paducah Power System currently has a $5 million line-of-credit with Banterra Bank with an expiration date of September 6, 2020. The agreement has a provision to annually extend the term of the facility by one year when the facility is within one year of its expiration. Paducah Power System is currently working on the next annual renewal with Banterra Bank. The balance on the bank line-of-credit throughout FY19 was $0.

Non-current liabilities primarily represent pension-related liabilities and a regulatory liability associated with the cumulative over-recovery of purchased power costs. The pension liability is the result of an actuarial calculation performed by the Independent Auditor and recorded as fiscal yearend audit adjustment. The liability as of FY19 yearend has not yet been recognized in the unaudited financial statements for FY19. The decrease in non-current liabilities of $2.6 million for FY19 represents a decrease in the power cost fund regulatory liability in order to reduce rates to consumers.

Long-term debt represents the long-term portion of revenue bonds, net of unamortized discounts and advanced refunding deferred charges. Outstanding revenue bonds are discussed further below. The long-term debt balance will decrease as the bonds are repaid.

Net assets are broken down into three major categories: Investment in Capital Assets, Restricted for Debt Service, and Unrestricted Net Assets. The total change in net assets for FY19 was less than $1 million.

REVENUES, EXPENSES AND CHANGES IN NET POSITION

This section includes a discussion of Paducah Power System's Condensed Statements of Revenues, Expenses, and Changes in Net Position, which are presented further below.

Paducah Power System's electric sales revenue increased slightly in FY19. This is the result of fairly flat energy sales, no change in base rates and only small quarterly adjustments Power Cost Adjustment rate.

Purchased power cost increased by less than $1 million over FY18. This is due to moderation in the wholesale power market prices and improving performance of power supply resources owned directly by Paducah Power System or indirectly through Kentucky Municipal Power Agency.

General operating expense decreased by $1.2 million from FY18. However, the expenses associated with pension benefit accruals for FY19 have not been recognized in these unaudited financial statements. Such expense accruals for FY18 were $2.7 million.

Generation plant expenses decreased by $389 thousand from FY18. Total peaking plant generation decreased from 41,115 MWh during FY18 to 29,845 MWh as Paducah Power System operates this plant to take advantage of lower natural gas prices during certain market conditions in order to lower the cost of purchased power.

CONDENSED STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
For Fiscal Years Ended June 30

	2019	2018	Change	% Change
Electrical sales revenue	$73,768,771	$73,319,973	$ 448,798	0.6%
Miscellaneous revenue	5,920,288	5,783,011	137,277	2.4%
Total operating revenue	79,689,059	79,102,984	586,075	0.7%
Purchased power cost	50,765,636	49,821,766	943,869	1.9%
General operating expense	7,684,103	8,909,834	(1,225,731)	-13.8%
Generation plant expense	2,348,357	2,737,144	(388,787)	-14.2%
Maintenance expense	2,091,264	1,861,998	229,266	12.3%
Other operating expense	11,576,262	11,233,559	342,703	3.1%
Non-operating expense	5,984,821	6,475,628	(490,807)	-7.6%
Total expenses	80,450,443	81,039,929	(589,487)	-0.7%
Changes in net position	(761,384)	(1,936,945)	1,175,561	
Beginning net position	22,152,207	27,166,348		
Prior period adjustment	-	(3,077,196)		
Beginning net position, restated	22,152,207	24,089,152		
ENDING NET POSITION	$21,390,823	$22,152,207		

CASH FLOWS

The Statements of Cash Flows show what impact the utility's activities had on cash and cash equivalents. This financial statement can often reflect the liquidity situation of the utility. If a trend of decreasing cash balances over a period of years occurs without any additional capital funding or change in revenues and expenses, the entity may become unable to meet its short-term obligations to creditors. Increases in cash over a one-year time frame may be nothing more than financing of a capital project that will be constructed over a period of years. A scenario of decreasing cash position may occur if an entity self-funds a capital asset that is anticipated to generate returns in future periods thereby increasing cash flows.

A summary of Paducah Power System's Statements of Cash Flows is presented below.

Receipts from customers decreased with the reduction in the power cost adjustment rate during FY18. The increase in payments to suppliers and employees reflects the higher cost of purchased power from KMPA in FY18. Electric plant capital expenditures are historically in the $4 to $5 million range per year. During FY18 a new AMI system was installed at a cost of $2.7 million. The Peaking Plant additionally had capital maintenance work done that cost $1.4 million in excess of insurance coverage. Principle payments on long-term debt, Interest payments on long-term debt, and Deferred savings on bond refunding represent the expenses associated with Revenue Bonds. Overall cash balances decreased by $7 million during FY18.

STATEMENTS OF CASH FLOWS
Fiscal Years Ended June 30

	2019	2018
Cash Flows from Operating Activities:		
Receipts from customers	$77,433,674	$75,342,610
Payments to suppliers	(58,833,954)	(56,825,864)
Payments to employees	(5,883,993)	(5,509,998)
Net cash provided by operating activities	12,715,727	13,006,748
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(5,688,641)	(8,670,984)
Principal payments on long-term debt	(5,035,000)	(4,870,000)
Interest payments on long-term debt	(6,373,897)	(6,640,528)
Deferred savings on bond refunding	-	-
Non-utility property and other assets	(40,284)	(21,903)
Net cash used by capital and related financing activities	(17,137,823)	(20,203,415)
Cash Flows from Investing Activities:		
Investment income	468,180	137,537
Non-operating income	14,351	18,573
Net cash provided by investing activities	482,531	156,110
Net increase in cash and cash equivalents	(3,939,565)	(7,040,557)
Cash and cash equivalents, beginning of year	24,347,064	31,387,621
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 20,407,499	$24,347,064

BUDGETARY HIGHLIGHTS

Paducah Power System adopts a current year Operating Budget and a Three-Year Capital Plan annually. The Operating Budget includes projected operating and non-operating revenues and expenses. The utility's budget remains in effect the entire year but may be revised throughout the year as major assumptions or conditions change. A FY19 budget comparison and analysis is presented below but is not included in the financial statements section of the auditor's report.

Actual electric sales revenues and purchased power costs, the two largest line items in the budget, were very close to budget for FY19.

For budgeting purposes, Paducah Power System assumes that the peaking plant does not run during the budget year, except for minor maintenance testing. However, this plant will be dispatched to take advantage of market sales opportunities. This results in the variance in generation plant expense shown in the table below.

BUDGET VERSUS ACTUAL
Fiscal Year Ended June 30, 2019

	Actual	Budget	Variance	Percent
Revenue:				
Electric sales	$73,039,734	$73,203,314	$ (163,580)	-0.2%
Miscellaneous revenue	4,746,383	4,833,557	(87,173)	-1.8%
Total operating revenue	77,786,117	78,036,871	(250,754)	-0.3%
Expenses:				
Purchased power cost	50,765,636	50,743,672	21,964	0.0%
Generation plant expense	2,348,357	1,266,262	1,082,095	85.5%
General operating expense	7,688,867	7,464,547	224,320	3.0%
Maintenance expense	2,086,500	1,828,973	257,527	14.1%
Other operating expense	11,576,262	11,172,561	403,701	3.6%
Non-operating expense	4,081,879	4,520,123	(438,244)	-9.7%
Total expenses	78,547,501	76,996,138	1,551,363	2.0%
NET GAIN/(LOSS)	$ (761,384)	$ 1,040,733	$ (1,802,117)	-173.2%

CAPITAL ASSETS

The electric industry is a very capital-intensive business. Transmission and distribution assets typically include, but are not limited to, poles, towers, overhead conductors, underground conductors, underground conduit, line transformers, service wire, meters, street lighting, security lighting, and substation equipment, etc. Examples of general plant items include office, maintenance and warehouse buildings, office furniture and equipment, communication equipment, electrical system control equipment, tools and equipment, vehicles, heavy equipment and bucket trucks. Construction in progress represents mostly capital construction projects which are not currently completed. Following is a summary of the capital assets and the net changes (additions less retirements) that occurred during FY19.

CAPITAL ASSETS
Fiscal Year Ended June 30, 2019

	Beginning Balance	Net Increase	Ending Balance
Land	$ 2,634,929	$ -	$ 2,634,929
Construction in progress	878,884	738,379	1,617,263
Transmission system	10,530,593	17,664	10,548,257
Distribution system	90,881,668	911,267	91,792,935
General plant	21,788,580	587,648	22,376,228
Generation plant	112,003,875	85,041	112,088,916
Total capital assets	238,718,530	2,339,999	241,058,529
Accumulated depreciation	92,837,486	6,454,403	99,291,888
NET CAPITAL ASSETS	$145,881,044	$(4,114,404)	$141,766,640

DEBT ADMINISTRATION

November 1, 1998, Paducah Power System issued $3.35 million in special revenue refunding bonds with interest rates between 3.75% and 4.20% in order to advance refund an outstanding series of 1991 general obligation bonds with an interest rate of 6.30%. These bonds were paid off in February 2011.

November 9, 2001, Paducah Power System issued $3.32 million in special revenue bonds with interest rates between 3.00% and 4.25%. Proceeds from the 2001 series were used for the construction of a fiber optic network and substation communication upgrade. These bonds were paid off with the issuance of the 2010 bond issue on October 14, 2010.

January 29, 2009, Paducah Power System issued $161.7 million and $8.5 million in special revenue bonds with interest rates between 3.0% and 5.25%. Proceeds from the 2009 issues were used to construct the peaking plant, high pressure gas lines, and associated substation/transmission upgrades.

October 14, 2010, Paducah Power System issued $3 million in revenue refunding bonds with interest rates between 0.6% and 2.2% in order to advance refund the balance of the 2001 revenue bonds with interest rates between 3.00% and 4.25%. These bonds were paid off on October 1, 2016.

June 23, 2016, Paducah Power System issued $103.4 million in revenue refunding bonds with an interest rate of 5% in order to advance refund $106.9 million of the 2009 revenue bonds.

Paducah Power System maintains sinking funds in an amount determined by the bond covenants to cover future debt service payments. Below is a summary of debt service requirements for the remaining unrefunded balances of bonds, consisting of the 2009A, and 2016A bond series.

	Total	Series 2016A	Series 2009A
Balance at June 30, 2018	$134,925,000	$103,375,000	$31,550,000
Increases	-	-	-
Decreases	5,035,000	-	5,035,000
Refunding	-	-	-
BALANCE AT JUNE 30, 2019	$129,890,000	$103,375,000	$26,515,000

Maturities	Principal	Interest	Total
2020	5,220,000	6,206,325	11,426,325
2021	5,445,000	5,981,300	11,426,300
2022	5,685,000	5,738,875	11,423,875
2023	5,780,000	5,491,013	11,271,013
2024	6,045,000	5,223,863	11,268,863
2025-2037	101,715,000	33,531,412	135,246,412
TOTALS	$129,890,000	$62,172,788	$192,062,788

FINANCIAL OUTLOOK AND ELECTRIC RATE CHANGES

The Board of Directors voted to implement certain recommended rate increases in November 2012, April 2013 and April 2014. Included in the Board action was the implementation of a Power Cost Adjustment (PCA) clause beginning in November 2014. The PCA is intended to account for any difference (plus or minus) in the actual power cost and the power cost included in the base retail rates. Since that time, base rates have remained stable and the PCA has been decreased several times.

As demonstrated above, the cash flows from operations are primarily used for debt service payments and capital expenditures. As shown immediately above, the annual debt service requirements will be stable going forward, with no significant financing need on the horizon, other than refinancing existing debt. Capital expenditures are expected to be funded from operations at less than $6 million per year. Also, generation maintenance reserves are budgeted to mitigate the impact of future unplanned expenses at the peaking plant.

Therefore, debt service and capital expenditures should be fairly stable going forward. Also, after the planned reduction in the fund balance during FY19, the PCA will be set to recover actual and projected power costs on a levelized basis, which should minimize the net cash flows from operations. Therefore, cash balances and reserves should remain relatively stable.

In addition to operating cash, Paducah Power System maintains a cash reserve of $11 million and a $5 million line of credit. A recent competitive bid for banking reserves resulted in an improved rate of earnings on cash, lower banking fees and a lower interest cost on the line of credit going forward. The line of credit has not been drawn on in several years because operating cash has provided excess liquidity.

Starting in FY19, the Board of Directors has implemented a policy of quarterly adjustments to the PCA rather than the annual fiscal year adjustments for the past four years. This allows for a closer and more timely matching of revenues with purchased power costs. As shown further below, the PCA for the first quarter of FY19 was $0.00997 per kWh, the same as for all of FY18. The PCA was adjusted for each ensuing quarter of FY19. The current PCA in effect for the first fiscal quarter of FY20 is $0.00727 per kWh. A summary of the retail rates with both levels of PCA is shown on the table at the end of this section.

Purchased power costs consist primarily of generation plant ownership costs, transmission costs, energy market sales and purchases, and bilateral transactions for the sale of excess capacity and energy. Generation plant ownership, other than the Paducah peaking plant, is facilitated through participation in Kentucky Municipal Power Agency (KMPA). KMPA has two member utilities – Paducah Power System and nearby Princeton Electric Plant Board. KMPA owns and finances the members' share of Prairie State Energy Campus (PSEC), a 1,600 MW two-unit coal-fired plant with adjacent dedicated coal mine. KMPA also facilitates wholesale power market transactions, including the sales of generating output from PSEC, market purchases to serve the load requirements of Paducah Power System, hedging and other bilateral transactions.

Other owned generating resources include hydro facilities as part of project participation with American Municipal Power (AMP) and an allotment from Southeastern Power Agency (SEPA).

In summary, the generating capacity owned by Paducah Power System, directly or indirectly, is as follows:

RESOURCE	MW
PSEC	104
Paducah Peaking Plant	120*
AMP and SEPA Hydro	17
TOTAL	241

* Gross ownership; does not reflect sale of 90 MW of capacity under agreement with KyMEA.

The peak demand for Paducah Power System was 142 MW for FY18, significantly less than the amount of owned capacity. Therefore, the cost of purchased power is influenced by the revenues from the sale of excess capacity and energy. The energy produced by Prairie State is liquidated in the Midcontinent Independent System Operator (MISO) market. The energy required to meet electric system load is also purchased in the MISO market but at a different node. The price differential between the node where PSEC energy is sold and the node where KMPA purchases its power from the market is referred to as transmission congestion and adds to the cost of purchased power. Because these two prices tend to be correlated, Paducah Power System is somewhat protected from market price variations. However, the quantity of generation sold is generally greater than the quantity of energy purchased.

PSEC first came on line in 2012 and performance and output from the plant has improved over time as startup issues related to plant have been resolved. This factor and other operational changes going forward should result in stable or increased energy sales from PSEC. The revenue from the sale of excess PSEC capacity is currently depressed as the MISO capacity auction prices are near all-time lows. When the existing oversupply of generating capacity in the MISO market gets reduced by increased demand or reduced capacity, the price of capacity should increase to more reasonable levels, allowing for greater cost recovery on capacity sales from PSEC.

The Paducah peaking plant provides additional capacity, some of which has been sold to offset purchased power costs under a contract with Kentucky Municipal Energy Agency (KyMEA) that began May 2019. The peaking plant is generally operated at certain peak times when the cost of market power is greater than the marginal cost to run the units.

Transmission costs are incurred in both the MISO and the Kentucky Utilities/Louisville Gas & Electric (KU/LGEE) service territories. The majority of the MISO transmission costs are reimbursed by KU/LGEE under a "de-pancaking" rate agreement, with a net result that primarily the KU/LGEE transmission costs are included in purchased power costs. However, KU/LGEE has recently filed a request at the Federal Energy Regulatory Commission (FERC) to eliminate this de-pancaking agreement. KMPA and others have filed protests. If KU/LGEE is successful, the cost of transmission for the utility could increase by several million dollars per year, which would be passed on to retail customers through the PCA.

The largest component of purchased power costs is the fixed costs of PSEC ownership, consisting of the debt service requirements from KMPA bonds and the non-variable operating expenses associated with the plant. As mentioned above, PSEC operational statistics have been improving and are expected to result in performance competitive with the industry. However, PSEC is a relatively new plant and the cost to construct was significantly higher than the average of other similar plants already on-line. Therefore, the debt service on the bonds issued by KMPA to fund construction represent a significant burden on the utility.

In March 2015, in conjunction with the Series 2015A refunding bonds issue, KMPA effectively restructured debt service requirements for its members through advance refunding certain outstanding bonds, use of bond insurance to release some debt service reserve funds and establishment of a debt service stabilization fund. This resulted in lower debt service for the utility that will continue through FY20. The increase in debt service starting in FY21 is expected to be mitigated through a refunding bond issue in FY20.

During FY18, Paducah Power System completed an extensive strategic planning process. As a result, a vision statement, long-term goals and short-term action items were established. As part of a goal to provide excellent customer service, a customer survey was performed to establish a benchmark for future improvements. The results for the residential customers, which was similar to the results for commercial customers, was compared to a national residential customer survey benchmark for public power utilities. In that comparison, Paducah Power System outscored the national benchmark in seven out of eight categories. The lone exception, which was the area of rates, is understandable in light of the relatively high levels but still scored better than expected.

Following is a summary of the retail rate changes effective on July 1, 2017 and October 1, 2018.

SUMMARY OF RETAIL RATES

	July 2019 Rate Tariff	July 2017 Rate Tariff
Residential		
Customer Charge	$14.75	$14.75
All KWH	$0.11153	$0.11153
Power Cost Adjustment	$0.00727	$0.00997
Small Commercial		
Customer Charge	$22.00	$22.00
All KWH	$0.12217	$0.12217
Power Cost Adjustment	$0.00727	$0.00997
Mid-Sized Commercial		
Customer Charge	$115.00	$115.00
1st 15,000 KWH	$0.11938	$0.11938
Power Cost Adjustment (1st 15,000)	$0.00881	$0.00997
Additional KWH	$0.07495	$0.07495
Power Cost Adjustment (Add KWH)	$0.00727	$0.00997
1st 50 KW Demand	$0.00	$0.00
51 - 1,000 KW Demand	$16.49	$16.49
Large Commercial		
Customer Charge	$275.00	$275.00
All KWH	$0.06736	$0.06736
0 - 1,000 KW Demand	$15.25	$15.25
1,001 - 5,000 KW Demand	$17.62	$17.62
Power Cost Adjustment	$0.00727	$0.00997
Industrial		
Customer Charge	$275.00	$275.00
All KWH	$0.05270	$0.05270
All KW Demand	$18.38	$18.38
Power Cost Adjustment	$0.00727	$0.00997
Outdoor Lighting		
All KWH	$0.08425	$0.08425
Power Cost Adjustment	$0.00727	$0.00997
Customer Charge	Depends on type and size of light	

CONTACTING THE PADUCAH POWER SYSTEM FINANCIAL MANAGER

This financial report is designed to provide customers and creditors with a general overview of Paducah Power System's finances and to demonstrate the utility's accountability for the money it receives. If you have questions concerning this report or need additional financial information, please contact Doug Handley, Director of Finance, Power Supply and Rates at Paducah Power System, P.O. Box 180, Paducah, KY 42002-0180.

PADUCAH POWER SYSTEM
INTERIM STATEMENTS OF NET POSITION
FOR THE TWELVE MONTHS ENDED JUNE 30

ASSETS

Current Assets:	**FY 2019**	**FY 2018**
Cash and temporary cash investments	$ 3,881,508	$ 7,916,839
Cash reserves	11,000,000	11,000,000
Accounts receivable - net of allowance for doubtful accounts of $32,144 in 2019 and $32,203 in 2018	6,761,430	6,999,775
Receivable from MuniNet Fiber Agency	628	32,252
Materials and supplies	1,030,243	1,235,772
Prepaid expenses	758,204	717,162
Accrued interest receivable	6,866	3,243
Rent receivable	105,167	105,167
Total current assets	23,544,047	28,010,210
Noncurrent Assets:		
Restricted assets:		
Sinking Fund	5,525,991	5,430,225
Total restricted assets	5,525,991	5,430,225
Utility Plant:		
Land	2,634,929	2,634,929
Transmission system	10,548,257	10,530,593
Distribution system	91,792,935	90,881,668
General plant	22,376,228	21,788,580
Generation plant	112,088,916	112,003,875
Construction work in progress	1,617,263	878,885
Less accumulated depreciation	(99,291,888)	(92,837,486)
Total utility plant	141,766,640	145,881,044
Deferred debits and other assets:		
Investment in CSA	25,829	26,629
Investment in SEDC	185,014	177,590
Investment in CRC	4,841	3,433
Investment in MuniNet Fiber Agency	492,628	461,784
Unamortized debt discount	2,306,913	2,448,877
Regulatory assets	2,242,250	1,914,581
Other miscellaneous assets	26,641	42,736
Unemployment Trust Fund	29,154	29,154
Unamortized research and development cost hydro	413,131	428,433
Non-utility property	-	-
Total other assets	5,726,402	5,533,217
Total noncurrent assets	153,019,033	156,844,486
Total assets	176,563,080	184,854,696

DEFERRED OUTFLOWS OF RESOURCES

Deferred savings on bond refunding	14,028,541	14,891,836
Deferred pension plan outflows	3,666,981	3,666,981
Deferred pension plan contributions	785,526	785,526
Deferred postemployment benefits other than pensions outflows	928,925	928,925
Deferred postemployment benefits other than pensions contributions	307,147	307,147
	19,717,120	20,580,415

LIABILITIES

Current Liabilities:	FY 2019	FY 2018
Accounts payable	$ 5,737,799	$ 5,714,860
Customer deposits	694,576	690,870
Accrued taxes and equivalents	991,236	908,909
Accrued interest	1,606,436	1,642,288
Other current and accrued liabilities	1,103,925	961,591
Line of credit	-	-
Bonds payable	5,035,000	5,035,000
Total current liabilities	15,168,973	14,953,519
Noncurrent Liabilities:		
Long-term debts:		
Bonds held by public	139,920,456	145,882,561
Other unearned revenues	315,094	361,533
Regulatory liabilities	1,377,618	3,978,055
Net pension liability	12,429,850	12,429,850
Net postemployment benefits other than pension liability	4,269,082	4,269,082
Total noncurrent liabilities	158,312,099	166,921,081
Total liabilities	173,481,072	181,874,600

DEFERRED INFLOWS OF RESOURCES

Deferred pension plan inflows	1,184,788	1,408,305
Deferred postemployment benefits other than pensions inflows	223,517	-
	1,408,305	1,408,305

NET POSITION

Invested in capital assets, net of related debt	13,146,638	12,304,196
Restricted for:		
Debt service	5,525,991	5,430,225
Unrestricted - net position	2,718,193	4,417,785
TOTAL NET POSITION	$ 21,390,822	$ 22,152,206

PADUCAH POWER SYSTEM

INTERIM STATEMENTS OF REVENUES, EXPENSES, AND
CHANGES IN FUND NET POSITION
FOR THE TWELVE MONTHS ENDED JUNE 30

Operating Revenues:	**FY 2019**	**FY 2018**
Charges for services:		
Residential	$ 29,856,732	$ 29,685,681
Large lighting and power	32,738,650	33,312,883
Small lighting and power	8,842,308	8,734,266
Street and outdoor	1,602,044	1,587,143
Generation sales	729,037	-
Total charges for services	73,768,771	73,319,973
Miscellaneous:		
Forfeited discounts	394,504	390,822
Service revenue	2,792,747	2,897,276
Regulatory credits	-	-
Regulatory debits	2,600,437	2,483,313
Other electric revenue	132,600	11,600
Total miscellaneous	5,920,288	5,783,011
Total operating revenues	79,689,059	79,102,984
Purchased Power and Operating Expenses:		
Purchased power cost	50,765,636	49,821,766
General operating expense	7,684,103	8,909,834
Generation plant expense	2,348,357	2,737,144
Maintenance expense	2,091,264	1,861,998
Other operating expense	11,576,262	11,233,559
Total purchased power and operating expenses	74,465,623	74,564,301
Operating income (loss)	5,223,437	4,538,683
Nonoperating Revenues (Expenses):		
Interest paid on indebtedness	(6,373,897)	(6,538,283)
Investment income	468,180	137,537
Net amortization discount and premium on debt	(93,455)	(93,455)
Nonoperating income	14,351	18,573
Total nonoperating revenues (expenses)	(5,984,821)	(6,475,628)
Change in net position	(761,384)	(1,936,946)
Net position, beginning	22,152,207	27,166,348
Prior period adjustment	-	(3,077,196)
Net position, beginning, as restated	22,152,207	24,089,152
NET POSITION, END OF YEAR	$ 21,390,823	$ 22,152,207

PADUCAH POWER SYSTEM
INTERIM OPERATING EXPENSES
FOR THE TWELVE MONTHS ENDED JUNE 30

General Operating Expenses:	**FY 2019**	**FY 2018**
Transmission:		
Supervision and engineering	$ 10,417	$ 10,317
Rent	7,245	7,094
Total transmission	17,662	17,411
Distribution expense:		
Supervision and engineering	210,428	228,850
Station expense	65,125	111,235
Overhead line expense	368,806	241,001
Underground line expense	64,256	65,997
Street lighting and signal expense	51,677	48,899
Meter expense	406,828	423,144
Customer installations expense	158,535	136,363
Miscellaneous	857,697	766,644
Rent/lease/purchase	113,980	116,701
Total distribution expense	2,297,333	2,138,834
Customer account expense:		
Meter reading expense	188,099	197,701
Customer records and collections	1,458,368	1,390,757
Uncollectible accounts	144,235	159,072
Total customer account expense	1,790,702	1,747,530
Sales expense:		
Demonstration and selling	226,089	253,461
Advertising	92,353	91,636
Total sales expense	318,442	345,097
Administrative and general:		
Salaries	1,002,606	839,609
Office supplies and expense	698,553	692,167
Outside services employment	266,115	246,199
Property insurance	496,516	495,889
Company use of electricity	(281,820)	(228,320)
Miscellaneous and general expense	1,077,994	2,615,419
Total administrative and general	3,259,964	4,660,963
TOTAL GENERAL OPERATING EXPENSES	$ 7,684,103	$ 8,909,834

PADUCAH POWER SYSTEM
INTERIM OPERATING EXPENSES
FOR THE TWELVE MONTHS ENDED JUNE 30

	FY 2019	FY 2018
Generation Plant Expense:		
Generation expense	$ 1,268,113	$ 1,252,334
Generation fuel	1,080,244	1,484,810
TOTAL GENERATION PLANT EXPENSE	$ 2,348,357	$ 2,737,144
Maintenance Expense:		
Transmission:		
Supervision and engineering	$ 9,107	$ 7,214
Total transmission	9,107	7,214
Distribution:		
Supervision and engineering	48,391	48,116
Maintenance of station equipment	598,242	476,373
Maintenance of overhead lines	1,141,324	1,047,201
Maintenance of underground lines	109,415	101,128
Maintenance of line transformers	5,814	18,002
Street lighting and signals	135	287
Maintenance of meters	8,817	19,739
Maintenance of miscellaneous plant	394	3,268
Total distribution	1,912,532	1,714,114
Administrative and general	169,625	140,670
TOTAL MAINTENANCE EXPENSE	$ 2,091,264	$ 1,861,998
Other Operating Expenses:		
Depreciation	$ 9,556,333	$ 9,372,830
Taxes and equivalents	2,019,930	1,860,729
TOTAL OTHER OPERATING EXPENSES	$ 11,576,262	$ 11,233,559

PADUCAH POWER SYSTEM

INTERIM STATEMENTS OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED JUNE 30

	FY 2019	FY 2018
Cash Flows from Operating Activities:		
Receipts from customers	77,433,674	75,342,610
Payments to suppliers	(58,833,954)	(56,825,864)
Payments to employees	(5,883,993)	(5,509,998)
Net cash provided (used) by operating activities	12,715,727	13,006,748
Cash Flows from Capital and Related Financing Activities:		
Capital expenditures	(5,688,641)	(8,670,984)
Principal payments on long-term debt	(5,035,000)	(4,870,000)
Interest payments on long-term debt	(6,373,897)	(6,640,528)
Non-utility property and other assets	(40,284)	(21,903)
Net cash used by capital and related financing activities	(17,137,823)	(20,203,415)
Cash Flows from Investing Activities:		
Investment income	468,180	137,537
Non-operating income	14,351	18,573
Net cash provided by investing activities	482,531	156,110
Net increase in cash and cash equivalents	(3,939,565)	(7,040,557)
Cash and cash equivalents, beginning of fiscal year	24,347,064	31,387,621
CASH AND CASH EQUIVALENTS, END OF YEAR	20,407,499	24,347,063

PADUCAH POWER SYSTEM
INTERIM STATEMENTS OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED JUNE 30

Reconciliation of Operating Loss to Net Cash Provided by Operating Activities:	**FY 2019**	**FY 2018**
Operating income (loss)	5,223,437	4,538,683
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:		
Depreciation	9,695,010	9,627,710
Provision for losses on accounts receivable	(59)	(710)
Changes in operating assets and liabilities:		
Accounts receivable	345,028	(844,561)
Net change in regulatory asset	(327,669)	(327,669)
Deferred outflows of resources	-	(2,991,955)
Interest receivable	(3,623)	1,236
Material and supplies	205,529	31,888
Prepaid expenses	(41,042)	(7,901)
Rent receivable	-	(8,252)
Other miscellaneous assets	14,687	240,599
Accounts payable	22,938	432,805
Customer deposits	3,706	(79,215)
Accrued taxes and equivalents	82,327	(17,884)
Net change in regulatory liability	(2,600,437)	(2,483,313)
Deferred inflows of resources	-	1,294,081
Net pension liability	-	2,210,862
Net OPEB liability	-	1,191,886
Other current and accrued liabilities	142,334	173,750
Other miscellaneous liabilities	(46,439)	24,708
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	12,715,727	13,006,748
Supplemental Disclosure of Noncash Financing Activities:		
Amortization of bond issue and discount costs	93,455	93,455
Supplemental Disclosure of Cash Paid For:		
Interest	6,373,897	6,538,283

APPENDIX D

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Audited Financial Statements of the Princeton Electric Plant Board

for Fiscal Years Ended June 30, 2017 and 2018;

Unaudited Financial Statements

For the Twelve-Month Period Ended June 30, 2019

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PRINCETON ELECTRIC PLANT BOARD

OF THE

CITY OF PRINCETON, KENTUCKY

FINANCIAL STATEMENTS

YEARS ENDED

JUNE 30, 2018 AND 2017

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY

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DUGUID, GENTRY & ASSOCIATES, P.S.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of the
Electric Plant Board of the
City of Princeton, Kentucky
Princeton, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of the Princeton Electric Plant Board of the City of Princeton, Kentucky (PEPB) as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the Princeton Electric Plant Board of the City of Princeton, Kentucky'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.

Auditors' 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 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 the Princeton Electric Plant Board of the City of Princeton, Kentucky as of June 30, 2018 and 2017, and the respective changes in financial position, and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 21 to the financial statements, during the year ended June 30, 2018, the Princeton Electric Plant Board of the City of Princeton, Kentucky adopted new accounting guidance, GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits other than Pensions (OPEB)*, which resulted in a restatement of the Board's July 1, 2017 net position in the amount of ($779,312). Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and other required supplemental information on pages 4-15 and 53-58 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

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Princeton Electric Plant Board of the City of Princeton, Kentucky's basic financial statements. The accompanying additional information on pages 59-60 is presented for the purpose of additional analysis and is not a required part of the basic financial statements.

The additional information 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 additional information 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 October 17, 2018, on our consideration of the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 Princeton Electric Plant Board of the City of Princeton, Kentucky's internal control over financial reporting and compliance.

Duguid, Gentry and Associates, PSC

Duguid, Gentry & Associates, PSC

Certified Public Accountants
Hopkinsville, Kentucky

October 17, 2018

MANAGEMENT’S DISCUSSION AND ANALYSIS

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2018

As management of Princeton Electric Plant Board of the City of Princeton (PEPB, the "Board"), we offer readers of the PEPB's financial statements this narrative overview and analysis of the financial activities of PEPB for the year ended June 30, 2018. Management's discussion and analysis (MD&A) is intended to serve as an introduction to the PEPB's financial statements. To fully understand the entire scope of the Board's financial activities, this information should be read in conjunction with the financial statements provided in this document.

FINANCIAL HIGHLIGHTS

- The assets of PEPB exceeded its liabilities at the close of the 2018 fiscal year by $7,746,190 (*net position*). Of this amount, $3,807,510 (*unrestricted net position*) may be used to meet the Board's ongoing obligations to citizens and creditors.

- Overall, total net position decreased by $1,282,517 during the period. The components of this decrease was a decrease in net position from operations of $503,204 and a restatement of beginning net position for implementation of GASB 75 (see Note 21) reducing the beginning balance by $779,312.

- Total operating revenues for the 2018 fiscal year increased by $1,062,003 or about 7.12% compared to the previous period. This increase in operating revenues was principally due to higher power cost adjustments. There were increases September 1, 2017 and March 1, 2018.

- FY 2018 operating expenses totaled $15,635,711 which was $1,760,850 or about 12.69% more than the previous year's amount. This increase in operating expenses was principally due to an increase in power cost.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Board's basic financial statements. PEPB's basic financial statements are comprised of two components: (1) basic financial statements and (2) notes to basic financial statements. The report also contains other supplementary information in addition to the basic financial statements.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2018

REQUIRED FINANCIAL STATEMENTS

The financial statements of the PEPB report information utilizing the full accrual basis of accounting. This method of accounting recognizes revenues when earned instead of when received and recognizes expenses when incurred rather than when paid. The financial statements conform to accounting principles which are generally accepted in the United States of America.

Statement of Net Position

The Statement of Net Position presents information on the Board's assets and deferred outflows of resources and liabilities and deferred inflows of resources, with the difference between them reported as net position. Over time, increases and decreases in net position may serve as a useful indicator of whether the financial position of the Board is improving or deteriorating.

Statement of Revenues, Expenses and Changes in Net Position

While the Statement of Net Position provides information about the nature and amount of resources and obligations at year-end, the Statement of Revenues, Expenses and Changes in Net Position presents the results of the Board's operations over the course of the operating cycle. This statement can be used to determine whether the Board has successfully recovered all of its actual costs including depreciation through user fees and other charges. All changes in net position are reported during the period in which the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods, such as delayed collection of operating revenues and delayed payment of current year expenses.

Statement of Cash Flows

The Statement of Cash Flows provides information about the Board's cash receipts and cash payments, and net changes in cash resulting from operations, investing and financing activities. From the Statement of Cash Flows, the reader can obtain information on the source and use of cash and the change in the cash balance for the operating cycle.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2018

Financial Analysis of the Fiscal Year Ended June 30, 2018

Over the past year, total assets of the Board increased by $157,900 and total liabilities increased by $1,539,940. And for the current period, the net operating income of the Board totaled $336,772.

Condensed Statements of Net Position

Summary

The Board's assets and deferred outflows of resources exceeded its liabilities and deferred inflows of resources by $7,746,910 at fiscal year-end, a decrease of $1,282,517 or 14.20% from the prior year.

Our analysis that follows focuses on the Board's net position (shown in Table 1) and the changes in net position (shown in Table 2) during the year.

TABLE 1
Condensed Statements of Net Position

	Fiscal Year		Change in FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Current and other assets	$ 12,457,521	$ 11,581,130	$ 876,391	7.57%
Capital assets	18,292,673	19,011,164	(718,491)	-3.78%
TOTAL ASSETS	30,750,194	30,592,294	157,900	0.52%
Deferred outflows	1,291,142	825,786	465,356	56.35%
Current liabilities	3,335,876	2,433,448	902,428	37.08%
Long-term liabilities	20,490,719	19,853,207	637,512	3.21%
TOTAL LIABILITIES	23,826,595	22,286,655	1,539,940	6.91%
Deferred inflows	468,551	102,718	365,833	356.15%
Invested in utility plant, net of related debt	1,113,327	1,273,133	(159,806)	-12.55%
Restricted for debt service	2,825,353	2,737,922	87,431	3.19%
Unrestricted	3,807,510	5,017,652	(1,210,142)	-24.12%
TOTAL NET POSITION	$ 7,746,190	$ 9,028,707	$ (1,282,517)	-14.20%

Analysis of Net Position

To better understand the Board's actual financial position and its ability to deliver services in future periods, the reader will need to review the various components of the net asset category and obtain an understanding of how each relate specifically to the business activities that we perform.

TABLE 2
Components of Net Position

	Fiscal Year		Change FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Invested in capital assets, net of related debt	$ 1,113,327	$ 1,273,133	$ (159,806)	-12.55%
Restricted	2,825,353	2,737,922	87,431	3.19%
Unrestricted	3,807,510	5,017,652	(1,210,142)	-24.12%
	$ 7,746,190	$ 9,028,707	$ (1,282,517)	-14.20%

For the 2018 fiscal year, *Net Position Invested in Capital Assets, Net of Related Debt* decreased by $159,806 or 12.55% compared to previous year. The amount shown in this category is calculated by taking the depreciated value of our capital assets and subtracting the associated bond debt.

In comparing the total amount of *Restricted Net Position* with the previous fiscal year, there was an increase of $87,431 or 3.19%. The components of this category consist of Series 2009 A and C and Series 2015 bond reserve funds, customer deposits and capital improvement fund.

Compared to the prior year's balance, there was a decrease in the *Unrestricted Net Position* category of $1,210,142 or 24.12%.

Unrestricted net position consists of net position that does not meet the definition of "restricted" or "invested in capital assets, net of related debt".

Analysis of Current Assets

The textbook definition of "current assets" is balance sheet items which equal the sum of cash and cash equivalents, accounts receivable, inventory, marketable securities, prepaid expenses and other assets that could be converted to cash in less than one year. Current assets are important in any financial analysis because it is from current assets that a business funds its ongoing, day-to-day operations. A comparison of the June 30, 2018 and 2017 balances by asset classification are shown in the table below.

TABLE 3
Components of Current Assets

	Fiscal Year		Change from FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Cash and cash equivalents	$ 4,195,447	$ 3,823,674	$ 371,773	9.72%
Accounts receivable	1,441,390	1,136,153	305,237	26.87%
Unbilled revenue	540,550	393,002	147,548	37.54%
Inventories	291,019	274,413	16,606	6.05%
Other current assets	24,944	23,766	1,178	4.96%
	$ 6,493,350	$ 5,651,008	$ 842,342	14.91%

Analysis of Noncurrent Assets

Noncurrent assets represent assets that are not reasonably expected to be realized in cash or sold or consumed during the next fiscal year. When making the distinction between whether an asset should be considered current or noncurrent, liquidity or nearness to cash is not the proper basis for determining the classification. In making this determination, any encumbrances on the use of the asset must be considered. Thus, cash investments intended for liquidation of liabilities due beyond the one-year period are noncurrent assets, as are assets segregated or restricted for the liquidation of long-term debts (including amounts due within the next operating cycle). Assets designated to be used to acquire, construct or improve capital assets would also be noncurrent.

TABLE 4
Components of Noncurrent Assets

	Fiscal Year		Change from FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Restricted:				
Investments	$ 2,825,353	$ 2,737,922	$ 87,431	3.19%
Investment in affiliated organizations	290,432	228,751	61,681	26.96%
Other noncurrent asset	87,217	89,512	(2,295)	-2.56%
Nonutility property (net)	683,351	705,394	(22,043)	-3.12%
Deferred charges	2,077,818	2,168,543	(90,725)	-4.18%
Capital assets (net)	18,292,673	19,011,164	(718,491)	-3.78%
	$ 24,256,844	$ 24,941,286	$ (684,442)	-2.74%

The table above demonstrates the relatively large investment that the Board has made in capital assets. At the end of the 2018 fiscal year, capital assets represented about 75.41% of the noncurrent assets.

In examining the balance for the Restricted Investments category at June 30, 2018, it shows an increase of $87,431 or 3.19% compared to the previous fiscal year.

Analysis of Liabilities

In financial accounting, the term "liability" is defined as an obligation of an entity arising from past transactions or events, the settlement of which may result in the transfer or use of assets, provision of services or other yielding of economic benefits in the future. To put it in more simplistic terms, this section analyzes the various claims that creditors have against the Board's assets.

TABLE 5
Comparison of Current Liabilities from Unrestricted Net Position

	Fiscal Year		Change from FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Revenue bonds payable	$ 575,000	$ 555,000	$ 20,000	3.60%
Accounts payable - other	47,378	36,206	11,172	30.86%
Accounts payable - related parties	852,633	836,665	15,968	1.91%
Customer deposits	491,900	414,572	77,328	18.65%
Accrued taxes	132,255	129,285	2,970	2.30%
Accrued interest	122,321	125,718	(3,397)	-2.70%
Accrued payroll and benefits	117,256	83,887	33,369	39.78%
Deferred credits	36,539	(11,698)	48,237	-412.35%
Vacation and sick pay	195,851	201,912	(6,061)	-3.00%
Other accrued liabilities	764,743	61,901	702,842	1135.43%
	$ 3,335,876	$ 2,433,448	$ 902,428	37.08%

Current Liabilities Payable from Unrestricted Assets had a net increase in its various components of $902,428 or about 37.08% compared to the previous fiscal year's balance.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2018

Condensed Statements of Revenues, Expenses and Changes in Net Assets

As indicated in Table 6, the change in net position for the fiscal year ended June 30, 2018 was ($503,204).

TABLE 6
Condensed Statements of Revenues, Expenses and Changes in Net Position

	Fiscal Year		Changes from FYE 2017 To FYE 2018	
	2018	2017	Amount	Percent
Operating revenues:				
Electric revenues	$ 15,972,483	$ 14,910,480	$ 1,062,003	7.12%
Total operating revenues	15,972,483	14,910,480	1,062,003	7.12%
Operating expenses:				
Purchased power	11,229,006	9,741,821	1,487,185	15.27%
Other expenses	4,406,705	4,133,040	273,665	6.62%
Total operating expenses	15,635,711	13,874,861	1,760,850	12.69%
Net operating income	336,772	1,035,619	(698,847)	-67.48%
Non-operating income, net	(839,976)	(869,905)	29,929	-3.44%
Change in net position	(503,204)	165,714	(668,918)	-403.66%
Net position, beginning of year	9,028,707	8,862,993	165,714	1.87%
Implementation of GASB 75 (Note 21)	(779,312)	-	(779,312)	-100.00%
Net position, beginning of year, restated	8,249,395	-	8,249,395	100.00%
Net position, end of year	$ 7,746,190	$ 9,028,707	$ (1,282,517)	-14.20%

Analysis of Revenue

For the 2018 fiscal year, the *Operating Revenues* of the Board totaled $15,972,483. This amount represented an increase of 7.12% more than the previous year's total of $14,910,480.

Included in the *Non-Operating Revenues (Expenses) (net)* of ($839,976) are interest expense of $741,342, amortization expense of $115,064, interest income of $20,875 and other expenses of $4,445.

Analysis of Expenses

The *Total Operating Expenses* for FY 2018 were $15,635,711. That amount represents an increase of $1,760,850 or about 12.69% more than the prior fiscal year total of $13,874,861. The nine major categories of Operating Expenses are shown in the chart below.

TABLE 7
Comparison of Operating Expenses

	Fiscal Year		Change from FY 2017 to FY 2018	
	2018	2017	Amount	Percent
Cost of power	$ 11,229,006	$ 9,741,821	$ 1,487,185	15.27%
Distribution - operation	466,967	518,966	(51,999)	-10.02%
- maintenance	749,539	691,929	57,610	8.33%
Maintenance - general plant	17,626	28,654	(11,028)	-38.49%
Customer accounts	206,556	208,332	(1,776)	-0.85%
Customer service and information	20,500	18,062	2,438	13.50%
Sales	5,579	7,509	(1,930)	-25.70%
Administrative and general	1,013,604	783,408	230,196	29.38%
Depreciation	1,132,907	1,124,157	8,750	0.78%
Taxes	793,427	752,023	41,404	5.51%
	$ 15,635,711	$ 13,874,861	$ 1,760,850	12.69%

As indicated by the comparative information presented above, *Cost of Power* increased by $1,487,185 or 15.27% compared to the prior year.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2018

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

Princeton Electric Plant Board's investment in capital assets as of June 30, 2018 was $18,292,673 (net of accumulated depreciation), as shown in the following table.

TABLE 8
Schedule of Capital Assets (Net of Depreciation)

	Fiscal Year		Increase
	2018	2017	(Decrease)
Land	$ 1,104,842	$ 1,104,842	$ -
Construction in progress	109,980	60,857	49,123
Transmission plant	3,611,721	3,820,076	(208,355)
Distribution plant	12,076,567	12,432,883	(356,316)
General plant	1,389,563	1,592,506	(202,943)
	$ 18,292,673	$ 19,011,164	$ (718,491)

Additional detailed information concerning the Board's capital assets can be found in Note 5 in the notes to the financial statements.

Long-term Debt

At June 30, 2018, the Board had $17,090,000 in debt outstanding, a decrease of $555,000 or approximately 3.15% less than the previous fiscal year. A comparative schedule at June 30, 2018 and 2017 is shown in the tabular information provided below.

TABLE 9
Changes in Long Term Debt

	Fiscal Year		Increase	
	2018	2017	(Decrease)	Percent
Tax-Exempt Revenue Bonds Series 2009A	$ 6,630,000	$ 6,840,000	$ (210,000)	-3.07%
Taxable Revenue Bonds Series 2009C	760,000	895,000	(135,000)	-15.08%
Taxable Revenue Bonds Series 2015	9,700,000	9,910,000	(210,000)	-2.12%
	$ 17,090,000	$ 17,645,000	$ (555,000)	-3.15%

Additional detailed information concerning the Board's liabilities can be found in the notes to the financial statements, Note 9.

The 2009 and 2015 bonds require that earnings from the system be greater than 1.1 times the revenue bond annual debt service based on the bond year. The coverage requirement was met for June 30, 2018 and 2017.

Table 10
Debt Service Ratio Coverage (DSCR)

Net income (loss)		$ (503,204)	
Add:			
Depreciation	1,132,907		
Pension adjustment (GASB 68)	286,786		
OPEB adjustment (GASB 75)	50,572		
Interest paid on long term debt	740,723		
Amortization	115,064	2,326,052	
Total available for debt service		1,822,848	(A)
Interest on long-term debt	744,120		
Bond principal payments	555,000	1,299,120	(B)
DSCR - (A)/(B)		1.40	

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Princeton Electric Plant Board's finances for all those with an interest in the government's finances. Questions or requests for additional information may be addressed to Kevin Kizzee, General Manager, Princeton Electric Plant Board, 304 East Legion Drive, P.O. Box 608, Princeton, KY 42445.

FINANCIAL STATEMENTS

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF NET POSITION
JUNE 30, 2018 AND 2017

ASSETS

	2018	**2017**
Utility plant	$ 31,814,681	$ 31,500,179
Less accumulated depreciation	13,522,008	12,489,015
Net utility plant	18,292,673	19,011,164
Restricted assets		
Investments	2,825,353	2,737,922
Other assets		
Investment in affiliated organizations	290,432	228,751
Nonutility property (net)	683,351	705,394
Other noncurrent asset	87,217	89,512
Total other assets and investments	1,061,000	1,023,657
Current assets		
Cash - general funds	4,195,447	3,823,674
Accounts receivable	1,441,390	1,136,153
Unbilled revenue	540,550	393,002
Inventories (at weighted-average cost)	291,019	274,413
Other current assets	24,944	23,766
Total current assets	6,493,350	5,651,008
Deferred charges	2,077,818	2,168,543
Total assets	30,750,194	30,592,294
DEFERRED OUTFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	1,291,142	825,786

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF NET POSITION
JUNE 30, 2018 AND 2017, continued

	2018	2017
LIABILITIES		
Current liabilities		
Revenue bonds payable	575,000	555,000
Accounts payable - other	47,378	36,206
Accounts payable - related parties	852,633	836,665
Customer deposits	491,900	414,572
Accrued taxes	132,255	129,285
Accrued interest	122,321	125,718
Accrued payroll and benefits	117,256	83,887
Deferred credits	36,539	(11,698)
Vacation and sick pay	195,851	201,912
Other accrued liabilities	764,743	61,901
Total current liabilities	3,335,876	2,433,448
Noncurrent liabilities		
Revenue bonds payable	16,604,346	17,183,031
Net pension and other postemployment benefit liabilities	3,886,373	2,670,176
Total noncurrent liabilities	20,490,719	19,853,207
Total liabilities	23,826,595	22,286,655
DEFERRED INFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	468,551	102,718
NET POSITION		
Invested in capital assets, net of related debt	1,113,327	1,273,133
Restricted	2,825,353	2,737,922
Unrestricted	3,807,510	5,017,652
Total net position	$ 7,746,190	$ 9,028,707

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
OPERATING REVENUES	$ 15,972,483	$ 14,910,480
OPERATING EXPENSES		
Cost of power	11,229,006	9,741,821
Distribution - operation	466,967	518,966
- maintenance	749,539	691,929
Maintenance - general plant	17,626	28,654
Customer accounts	206,556	208,332
Customer service and information	20,500	18,062
Sales	5,579	7,509
Administrative and general	1,013,604	783,408
Depreciation	1,132,907	1,124,157
Taxes	793,427	752,023
Total operating expenses	15,635,711	13,874,861
Net operating revenues	336,772	1,035,619
NONOPERATING REVENUES (EXPENSES)		
Interest expense on long-term debt	(737,040)	(757,040)
Other interest expense	(4,302)	(3,948)
Amortization of debt expense	(90,725)	(90,725)
Amortization - other	(24,339)	(24,339)
Interest income	20,875	20,448
Other expenses	(4,445)	(14,301)
Net nonoperating revenues (expenses)	(839,976)	(869,905)
CHANGE IN NET POSITION	(503,204)	165,714
NET POSITION, BEGINNING OF YEAR	9,028,707	8,862,993
Implementation of GASB 75 (Note 21)	(779,312)	-
NET POSITION, BEGINNING OF YEAR, restated	8,249,395	8,862,993
NET POSITION, END OF YEAR	$ 7,746,190	$ 9,028,707

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Cash flows from operating activities		
Receipts from customers and users	$ 15,518,520	$ 14,876,705
Payments to suppliers	(11,341,801)	(10,629,982)
Payments to employees	(1,163,970)	(1,297,046)
Payments of taxes	(790,457)	(757,573)
Net cash provided (used) by operating activities	2,222,292	2,192,104
Cash flows from capital financing activities		
Expenditures for utility plant	(369,977)	(394,955)
Net cost of retiring plant	(44,438)	(49,562)
Principal payments on long-term debt	(555,000)	(535,000)
Interest paid	(748,422)	(767,877)
Net cash provided (used) by capital financing activities	(1,717,837)	(1,747,394)
Cash flows from investing activities		
Investment in affiliated companies	(61,681)	(39,861)
Interest income	20,875	20,448
Interest and other revenues	(4,445)	(14,301)
Net cash provided (used) by investing activities	(45,251)	(33,714)
Net increase (decrease) in cash	459,204	410,996
Cash, beginning of year	6,561,596	6,150,600
Cash, end of year	7,020,800	6,561,596
Less restricted funds	(2,825,353)	(2,737,922)
Cash per statement of net position	$ 4,195,447	$ 3,823,674

See accompanying notes to the financial statements

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS, continued
FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Reconciliation of operating income to net cash provided by operating activities:		
Net operating revenues	$ 336,772	$ 1,035,619
Adjustments to reconcile net operating revenues to net cash provided by operating activities:		
Depreciation	1,132,907	1,124,157
Changes in assets and liabilities:		
Receivables	(305,238)	(85,966)
Unbilled revenues	(147,548)	52,567
Materials and supplies	(16,606)	12,360
Other assets	(1,178)	(377)
Accounts payable	27,140	(48,423)
Deferred pension and postemployment benefits amounts	337,358	98,364
Other current and accrued liabilities	702,842	23,410
Accrued payroll and other taxes	33,369	8,534
Vacation and sick pay	(6,061)	(38,246)
Accrued taxes - property	2,970	(5,550)
Customer deposits	77,328	21,491
Deferred credits	48,237	(5,836)
Total adjustments	1,885,520	1,156,485
	$ 2,222,292	$ 2,192,104

See accompanying notes to the financial statements

NOTES TO FINANCIAL STATEMENTS

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity

The City of Princeton authorized the Princeton Electric Plant Board (PEPB) to serve the needs of its approximately 4,000 customers under KRS 96.550-900. PEPB is governed by a Board of Directors "Board" who are appointed by the Mayor of Princeton, KY and are responsible for selection of fiscal policies.

Princeton Electric Plant Board is considered a related organization of the City of Princeton. The City of Princeton is not financially accountable for PEPB.

Basis of Presentation and Accounting

The financial statements are presented on the regulatory basis of accounting. Under KRS 96.550-900 (Little TVA Act), the board of directors of municipal corporations determine accounting policies under which the Board will operate. The board of directors have elected to use accounting policies established by the Federal Energy Regulatory Commission (FERC). Revenues and expenses are recognized on the accrual basis.

Proprietary Fund Type

The Board is intended to be self-supporting through user charges. All of its revenues, expenses, assets and liabilities, including fixed assets and long-term debt associated with the specific activity, are accounted for within its financial statements.

Proprietary funds are used to account for activities similar to those found in the private sector, where the determination of net income is necessary or useful to sound financial administration.

Use of Estimates

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

Cash and Cash Equivalents

For the purposes of the statements of cash flows, the Board considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Investments

Investment purchases and sales are recorded as of the trade date. Dividend income is recognized on the ex-dividend date. Other investment income is recognized when earned.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Investments are reported at fair value. Fair value is the amount reasonably expected to be received for an investment in a current sale between a willing buyer and a willing seller. Fixed income securities, real estate investment trust (REITS), derivatives, and common and preferred stocks are valued based on published market prices and quotations from national security exchanges and security pricing services. International stocks are then adjusted to reflect the current exchange rate of the underlying currency. Investments, for which no national exchanges or pricing services exist, such as private equity assets, are valued at fair value by the investment partnership based on the valuation methodology outlined in the partnership agreement. Real estate may be valued by the manager or independent appraisers. Comingled assets that are not traded on a national exchange are valued by the comingled manager. The Board performs due diligence reviews of the investment pricing, process and infrastructure of private equity, commingled and real estate investments to assure that the asset values provided by the managers are available.

Net appreciation (depreciation) is determined by calculating the change in the fair value of investments between the beginning of the year and the end of the year, less purchases of investments at cost, plus sales of investments at fair value. Investment expenses consist of external expenses directly related to the Board's investment operations, as well as the internal administrative expenses associated with the Board's investment program.

Accounts Receivable

PEPB grants credit to its customers, all of whom are residents or businesses located in or around Princeton, and Caldwell County, Kentucky. PEPB's policy is to write off uncollectible accounts in the year they are deemed to be uncollectible. PEPB determined that no need existed to provide for an allowance for uncollectible accounts at June 30, 2018 and 2017.

Material and Supplies Inventory

Material and supplies inventory (which consists of wire, poles and other supplies) is valued at average cost.

Board Plant

Board plant is carried at cost. Depreciation is computed using the straight-line method. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalized. Deduction is made for retirements resulting from renewals or betterments. The electric plant is accounted for in accordance with the requirements of the Federal Energy Regulatory Commission's system of accounts. The electric plant was initially recorded at the original costs to the Kentucky Utilities Company, the entity first developing it for public service. The difference between the Princeton Electric Plant Board's purchase price and the Kentucky Utilities Company's original costs, less depreciation, was included in acquisition adjustments, which were written off over a 20-year period along with other costs of acquisition included therein. In addition, the cost of removal of assets is charged to accumulated depreciation.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Compensated Absences

PEPB compensates employees for paid time-off including vacation and sick leave benefits. PEPB has adopted the termination payment method to calculate the liability related to compensated absences for sick leave. Other paid time-off is calculated at pay rate times hours.

Impairment of Capital Assets

In accordance with GASB Statement No. 42, "Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries," management evaluates prominent events or changes in circumstances affecting capital assets to determine whether impairment of a capital asset has occurred. A capital asset is generally considered impaired if both (a) the decline in service Board of the capital asset is large in magnitude and (b) the event or change in circumstance is outside the normal life cycle of the capital asset. No impairment losses were recognized in the years ended June 30, 2018 and 2017.

Pensions and Postemployment Benefits Other than Pensions (OPEB)

For purposes of measuring the liability, deferred outflows of resources and deferred inflows of resources related to pensions, pension expense, OPEB and OPEB expense, information about the fiduciary net position of the County Employees Retirement System ("CERS"), and additions to/deductions from CER's fiduciary net position have been determined on the same basis as they are reported by CERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value, except for money market investments and participating interest-earning investment contracts that have a maturity at the time of purchase of one year or less, which are reported at cost.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then. The Board has two items that qualify for reporting in this category. The deferred outflows of resources relate to the net pension liability described in Note 10 and the OPEB liability described in Note 11.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The Board has two items that qualify for reporting in this category: The deferred inflows of resources relate to the net pension liability as described in Note 10 and the OPEB liability described in Note 11.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Revenues and Expenses

Proprietary funds distinguish between operating and non-operating items. Operating revenues generally result from providing services, producing, and delivering goods in connection with the Board's principal ongoing operations. The principal operating revenues of the Board are charges to customers for sales and services. Operating expenses for enterprise funds 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 non-operating revenues and expenses.

Net Position

Net position is categorized as invested in capital assets (net of related debt), restricted and unrestricted and further described as follows.

- *Invested in Capital Assets, Net of Related Debt* – This category groups all capital assets including infrastructure into one component of net position. Accumulated depreciation and the outstanding balances of debt that are attributed to the acquisition, construction or improvement of these assets reduce the balance in this category.

- *Restricted* – This category represents those assets which have constraints placed on the expenditures either externally imposed or imposed by law or enabled by legislature.

- *Unrestricted* – This category presents the net position of the Board not included elsewhere.

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

Income Tax Status

The Board is exempt from federal and state income taxes. Accordingly, the financial statements include no provision for such taxes.

Subsequent Events

Subsequent events have been evaluated through October 17, 2018, which is the date the financial statements were available to be issued.

NOTE 2 – CASH – GENERAL FUNDS

The carrying amounts are reflected in the financial statements as follows:

	2018	2017
Change funds	$ 4,438	$ 4,933
Operating reserve fund	3,500,500	3,100,462
Other special funds	75,000	75,000
Revenue fund general	615,509	643,279
	$ 4,195,447	$ 3,823,674

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a depository institution failure, the Board's deposits may not be returned to it. The Board does not have a policy regarding custodial credit risk for deposits.

State law requires collateralization of all deposits with federal depository insurance; bonds and other obligations of the U.S. Treasury, U.S. agencies or instrumentalities of the State of Kentucky; bonds of any city, county, school district or special road district of the State of Kentucky; bonds of any state; or a surety bond having an aggregate value at least equal to the amount of deposits.

At June 30, 2018, the Board's deposits (including restricted funds in Note 3) in depository institutions had a carrying amount of $7,020,800 and bank balances of $7,069,959. At June 30, 2018, the deposits were covered entirely by FDIC insurance or a properly executed collateral security agreement. At June 30, 2017, the Board's deposits in depository institutions had a carrying amount of $6,561,596 and bank balances of $6,619,550. At June 30, 2017, the deposits were covered entirely by FDIC insurance or a properly executed collateral security agreement.

NOTE 3 – RESTRICTED ASSETS

Restricted assets at June 30 consisted of:

	2018	2017
Customer deposits	$ 491,900	$ 414,572
Debt service reserve fund	1,326,878	1,326,788
2009 bond principal and interest	506,575	496,562
Capital improvement fund	500,000	500,000
Total restricted special funds	$ 2,825,353	$ 2,737,922

The separate cash funds listed above are not required by the bond resolutions but are Board designations.

Customer deposits are held in the general operating account but are classified as a restricted asset.

The revenue bond reserve funds are restricted in their use to the payments for construction of assets and interest and principal on the bonds outstanding under the authority of the bond resolutions.

The capital improvement fund is established under the 2009 bond covenants to be used for capital improvements. A minimum balance of $500,000 is to be maintained. As of June 30, 2018 and 2017, the capital improvement fund was fully funded.

As of June 30, 2018, the Board had investments of $1,833,453 in repurchase agreements. The guaranteed investment contracts are used as sinking funds and debt service reserves for the Series 2015 and 2009 bond issues.

Fair Value Measurement

The Board measures and records its investments using fair value measurement guidelines established by generally accepted accounting principles. These guidelines recognize a three-tiered fair value hierarchy, as follows:

Level 1 – Quoted prices for identical investments in active markets;
Level 2 – Observable inputs other than quoted market prices; and,
Level 3 – Unobservable inputs.

NOTE 3 – RESTRICTED ASSETS, continued

At June 30, 2018, the Board had the following recurring fair value measurements.

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Bayerische Landesbank Investment Repurchase Agreement	$ 1,833,453	$ -	$ -
Total investment measured at fair value	$ 1,833,453	$ -	$ -

At June 30, 2017, the Board had the following recurring fair value measurements.

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Bayerische Landesbank Investment Repurchase Agreement	$ 1,823,350	$ -	$ -
Total investment measured at fair value	$ 1,823,350	$ -	$ -

Debt and equity securities in Level 1 are valued using prices quoted in active markets for those securities.

Interest Rate Risk: The Board does not have a formal investment policy that limits its investment maturities as a means of managing its exposure to losses arising from changes in interest rates. The Board's investments are in repurchase agreements comprised of securities representing high-quality, liquid debt, limiting the Board's exposure to interest rate risk.

Custodial Credit Risk for Investments: Under Kentucky Revised Statues Section 66.480, the Board is authorized to invest in obligations of the United States and its agencies and instrumentalities, obligations and contracts for future delivery or purchase of obligations backed by the full faith and credit of the United States or of its agencies, obligations of any corporation of the United States government, certificates of deposit, commercial paper rated in one of the three highest categories by nationally recognized rating agencies and shares in mutual funds. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Board will not be able to recover the value of its investments held in possession of an outside party. The Board does not have an investment policy that would further limit its investment choices.

NOTE 3 – RESTRICTED ASSETS, continued

Credit Risk for Investments: Credit risk for investments is the risk that an issuer or other counter-party to an investment will not fulfill its obligations. The Board does not have an investment policy for credit risk but follows the investment policy statues of the State of Kentucky. The repurchase agreements of the Board have high quality credit ratings of A3 (Moody's Investor Service), which minimize the Board's credit risk.

Concentration of Credit Risk: The Board places no limit on the amount the Board may invest in any one issuer. Investments issued by or explicitly guaranteed by the U.S. Government and investments in mutual funds, external investment pools and other pooled investments are exempt from concentration of credit risk disclosures. As of June 30, 2018, the Board held $1,833,453 in a repurchase agreement that comprises U.S. securities only.

NOTE 4 - INVESTMENT IN AFFILIATED ORGANIZATIONS

Investment in affiliated organizations consisted of the following at June 30, 2018 and 2017:

	2018	2017
Central Service Association	$ 14,168	$ 13,409
MuniNet	276,264	215,342
Total	$ 290,432	$ 228,751

Central Service Association is a computer technology company that serves municipals throughout the region and provides them with software and support tailored to the electric industry.

MuniNet is a partnership of electric utilities that is working to provide fiber service throughout western Kentucky (See Note 20).

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NOTE 5 – BOARD PLANT AND DEPRECIATION PROCEDURES

A summary of changes in major classifications of the Board plant in service for the year ended June 30, 2018 is as follows:

	Balance June 30, 2017	Reclassifications/ Additions	Reclassifications/ Retirements	Balance June 30, 2018
Utility plant not depreciated:				
Land	$ 1,104,842	$ -	$ -	$ 1,104,842
Construction in progress	60,857	515,165	466,041	109,981
Total utility plant not depreciated	1,165,699	515,165	466,041	1,214,823
Utility plant depreciated:				
Transmission plant	5,652,956	-	-	5,652,956
Distribution plant	20,766,759	289,571	41,925	21,014,405
General plant	3,914,765	31,282	13,550	3,932,497
Total utility plant depreciated	30,334,480	320,853	55,475	30,599,858
Accumulated depreciation	(12,489,015)	(1,132,906)	99,913	(13,522,008)
Total utility plant depreciated, net	17,845,465	(812,053)	(44,438)	17,077,850
Total utility plant	$ 19,011,164	$ (296,888)	$ 421,603	$ 18,292,673

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NOTE 5 – BOARD PLANT AND DEPRECIATION PROCEDURES, continued

A summary of changes in major classifications of the Board plant in service for the year ended June 30, 2017 is as follows:

	Balance June 30, 2016	Reclassifications/ Additions	Reclassifications/ Retirements	Balance June 30, 2017
Utility plant not depreciated:				
Land	$ 1,104,842	$ -	$ -	$ 1,104,842
Construction in progress	56,500	533,982	529,625	60,857
Total utility plant not depreciated	1,161,342	533,982	529,625	1,165,699
Utility plant depreciated:				
Transmission plant	5,652,956	-	-	5,652,956
Distribution plant	20,526,115	311,819	71,175	20,766,759
General plant	3,949,834	78,779	113,848	3,914,765
Total utility plant depreciated	30,128,905	390,598	185,023	30,334,480
Accumulated depreciation	(11,599,444)	(1,124,157)	234,586	(12,489,015)
Total utility plant depreciated, net	18,529,461	(733,559)	(49,563)	17,845,465
Total utility plant	$ 19,690,803	$ (199,577)	$ 480,062	$ 19,011,164

Depreciation charged to expense was $1,132,907 and $1,124,157 for June 30, 2018 and 2017.

Major outlays for capital assets and improvements are capitalized as projects are constructed. A total of $109,981 and $60,857 of assets were under construction and shown as construction in progress in the capital assets information above as of June 30, 2018 and 2017.

In accordance with accounting standards prescribed by the Federal Energy Regulatory Commission, applicable to electric utilities, cost of removal of assets are reported as reductions of accumulated depreciation and evaluated periodically for valuation.

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NOTE 6 – RECEIVABLES

Net receivables include the following at June 30:

	2018	2017
Accounts receivable		
Electric	$ 1,412,460	$ 1,160,871
YTD even pay	3,201	(47,272)
	1,415,661	1,113,599
Other receivables	25,729	22,554
Total	$ 1,441,390	$ 1,136,153

NOTE 7 – MATERIAL AND SUPPLIES

The values of electric materials at balance sheet dates were ascertained by reference to perpetual inventory records. Princeton Electric Plant Board personnel make physical counts of stock near the end of each year and adjust the perpetual inventory records to actual count. The adjustment to the general ledger control is made to bring it into conformity with perpetual stock records. This amount is charged against stores expense (clearing) each year. The positive (negative) adjustments required were $1,126 and $2,281 as of June 30, 2018 and 2017, respectively.

NOTE 8 – DEFERRED CHARGES

Deferred charges at June 30 consisted of:

	2018	2017
Unamortized debt discount/expense - 2009	$ 867,822	$ 902,701
Unamortized debt discount/expense - 2015	1,209,996	1,265,842
Total	$ 2,077,818	$ 2,168,543

NOTE 9 – BONDED DEBT

Issue Date	Proceeds	Rates	Maturity Date
2009A	$ 7,965,000	2.00%-5.00%	11/1/2037
2009C	1,935,000	3.25%-6.07%	11/1/2022
2015	10,405,000	3.00%-3.70%	11/1/2041

All the revenue bonds are payable solely from and secured by a first pledge of the net electric revenues. So long as any of the bonds are outstanding and unpaid, PEPB will ensure that the electric plant be continuously operated and maintained in good condition, and rates and charges for services rendered will be imposed and collected so that gross revenues will be sufficient at all times to provide for the payment of the operation and maintenance of the electric plant.

The 2009 and 2015 bonds require that earnings from the system be greater than 1.1 times the revenue bond annual debt service based on the bond year. The coverage requirement was met for June 30, 2018 and 2017.

Accrued interest on the 2009 (A & C) and 2015 bonded indebtedness represents the liability for the periods from May 1, the last payment date, to June 30. The accrued interest is $122,321 and $125,718 at June 30, 2018 and 2017, respectively.

The changes in outstanding debt for the year ended June 30, 2018 are as follows:

	Balance July 1, 2017	New Issues	Debt Payments and Refunds	Balance June 30, 2018
Tax - Exempt Revenue Bonds				
Series 2009A	$ 6,840,000	$ -	$ 210,000	$ 6,630,000
Taxable Revenue Bonds				
Series 2009C	895,000	-	135,000	760,000
Taxable Revenue Bonds				
Series 2015	9,910,000	-	210,000	9,700,000
	$ 17,645,000	$ -	$ 555,000	17,090,000
Plus: Unamortized premium				237,301
Less: Unamortized discount				(147,955)
Net total				$ 17,179,346

NOTE 9 – BONDED DEBT, continued

The changes in outstanding debt for the year ended June 30, 2017 are as follows:

	Balance July 1, 2016	New Issues	Debt Payments and Refunds	Balance June 30, 2017
Tax - Exempt Revenue Bonds				
Series 2009A	$ 7,045,000	$ -	$ 205,000	$ 6,840,000
Taxable Revenue Bonds				
Series 2009C	1,025,000	-	130,000	895,000
Taxable Revenue Bonds				
Series 2015	10,110,000	-	200,000	9,910,000
	$ 18,180,000	$ -	$ 535,000	17,645,000
Plus: Unamortized premium				248,254
Less: Unamortized discount				(155,223)
Net total				$ 17,738,031

The cost of issuance and discount associated with the issuance of the revenue bonds payable is being amortized on the straight-line method over the term of the bonds. Amortization for the year ending June 30 was expensed as follows:

	Discount/Premium 2018	Discount/Premium 2017
Interest		
Series 2009 A	$ 6,509	$ 6,509
Series 2009 C	760	760
Series 2015	(10,952)	(10,952)
	$ (3,683)	$ (3,683)

	Cost of Issuance 2018	Cost of Issuance 2017
Amortization		
Series 2009	$ 34,879	$ 34,879
Series 2015	55,846	55,846
	$ 90,725	$ 90,725

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NOTE 9 – BONDED DEBT, continued

The following represents principal and interest payments on outstanding debt.

	2009A			2009C		
	Principal	Interest	Total	Principal	Interest	Total
2019	$ 220,000	$ 302,322	$ 522,322	$ 140,000	$ 39,837	$ 179,837
2020	225,000	294,143	519,143	150,000	32,383	182,383
2021	235,000	285,224	520,224	155,000	23,824	178,824
2022	245,000	275,502	520,502	155,000	14,416	169,416
2023	255,000	265,061	520,061	160,000	4,856	164,856
2024-2028	1,435,000	1,145,895	2,580,895	-	-	-
2029-2033	1,780,000	782,346	2,562,346	-	-	-
2034-2038	2,235,000	290,125	2,525,125	-	-	-
2039-2042	-	-	-	-	-	-
	$ 6,630,000	$3,640,618	$ 10,270,618	$ 760,000	$ 115,316	$ 875,316

	2015			GRAND TOTAL		
	Principal	Interest	Total	Principal	Interest	Total
2019	$ 215,000	$ 380,987	$ 595,987	$ 575,000	$ 723,146	$ 1,298,146
2020	225,000	374,387	599,387	600,000	700,913	1,300,913
2021	240,000	367,412	607,412	630,000	676,460	1,306,460
2022	250,000	357,562	607,562	650,000	647,480	1,297,480
2023	250,000	348,656	598,656	665,000	618,573	1,283,573
2024-2028	1,745,000	1,534,875	3,279,875	3,180,000	2,680,770	5,856,952
2029-2033	2,100,000	1,207,320	3,307,320	3,880,000	1,989,668	5,869,668
2034-2038	2,605,000	709,520	3,314,520	4,840,000	999,647	5,839,647
2039-2042	2,070,000	132,311	2,202,311	2,070,000	132,313	2,202,313
	$ 9,700,000	$ 5,413,030	$ 15,113,030	$ 17,090,000	$ 9,168,970	$ 26,255,152

NOTE 10 – DEFINED BENEFIT PENSION PLAN

The Board's employees are provided a pension plan through the County Employees Retirement System.

General information about the County Employees Retirement System Non-Hazardous ("CERS")

Plan description – CERS is a cost-sharing multiple-employer defined benefit pension plan administered by the Kentucky Retirement System, an agency of the Commonwealth of Kentucky. Under the provisions of the Kentucky Revised Statute ("KRS") Section 61.645, the Board of Trustees of the Kentucky Retirement System administers CERS and has the authority to establish and amend benefit provisions. The Kentucky Retirement System issues a publicly available financial report that includes financial statements and required supplementary information for CERS. That report may be obtained from http://kyret.ky.gov/.

Benefits provided – CERS provides retirement, health insurance, death and disability benefits to Plan employees and beneficiaries. Employees are vested in the plan after five years' service. For retirement purposes, employees are grouped into three tiers, based on hire date:

Tier 1	Participation date	Before September 1, 2008
	Unreduced retirement	27 years' service or 65 years old
	Reduced retirement	At least 5 years' service and 55 years old
		At least 25 years' service and any age
Tier 2	Participation date	September 1, 2008 – December 31, 2013
	Unreduced retirement	At least 5 years' service and 65 years old
		Or age 57+ and sum of service years plus age equal 87
	Reduced retirement	At least 10 years' service and 60 years old
Tier 3	Participation date	After December 31, 2013
	Unreduced retirement	At least 5 years' service and 65 years old
		Or age 57+ and sum of service years plus age equal 87
	Reduced retirement	Not available

Cost of living adjustments are provided at the discretion of the General Assembly. Retirement is based on a factor of the number of years' service and hire date multiplied by the average of the highest five years' earnings. Reduced benefits are based on factors of both of these components. Participating employees become eligible to receive the health insurance benefit after at least 180 months of service. Death benefits are provided for both death after retirement and death prior to retirement. Death benefits after retirement are $5,000 in lump sum. Five years' service is required for death benefits prior to retirement and the employee must have suffered a duty-related death. The decedent's beneficiary will receive the higher of the normal death benefit and $10,000 plus 25% of the decedent's monthly final rate of pay and any dependent child will receive 10% of the decedent's monthly final rate of pay up to 40% for all dependent children. Five years' service is required for nonservice-related disability benefits.

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Contributions – Required contributions by the employee are based on the tier:

	Required contributions
Tier 1	5%
Tier 2	5% + 1% for insurance
Tier 3	5% + 1% for insurance

Pension Liabilities, Pension Expense and Deferred Outflows or Resources and Deferred Inflows of Resources Related to Pensions

At June 30, 2018 and 2017, the Board reported a liability for its proportionate share of the net pension liability for CERS. The amount recognized by the Board as its proportionate share of the net pension liability and the total portion of the net pension liability that was associated with the Board were as follows:

	2018	2017
Board's proportionate share of the CERS net pension liability	$ 2,892,822	$ 2,670,176

The net pension liability of the plan was measured as of June 30, 2017 and 2016, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date.

The Board's proportion of the net pension liability for CERS was based on the actual liability of the employees and former employees relative to the total liability of the System as determined by the actuary. At June 30, 2018 and 2017, the Board's proportion was 0.049422% and 0.054230%, respectively.

For the year ended June 30, 2018 and 2017, the Board recognized pension expense of $475,397 and $402,900 related to CERS. At June 30, 2018 and 2017, the Board reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

	2018		2017	
County Employees Retirement System	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	$ 3,588	$ 73,432	$ 20,096	$ -
Changes in assumptions	533,804	-	243,843	-
Net difference between projected and actual earnings on pension plan investments	229,108	193,327	212,437	73,600
Changes in proportion and differences between EPB contributions and proportionate share of contributions	78,242	149,771	106,986	29,118
PEPB contributions subsequent to the measurement date	173,798	-	242,424	-
Total	$ 1,018,540	$ 416,530	$ 825,786	$ 102,718

The amount of $173,798 reported as deferred outflows of resources related to pensions resulting from Board contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019.

The collective amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Deferred Amounts to be recognized in fiscal years following the reporting date:

2018	$ 211,675
2019	184,919
2020	68,762
2021	(37,144)
2222	-
Thereafter	-
Total	$ 428,212

Actuarial assumptions – The total pension liability in the June 30, 2017 and 2016 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

NOTE 10– DEFINED BENEFIT PENSION PLAN, continued

	Measurement Period	
	2018	2017
Inflation	2.30%	3.25%
Projected salary increases, average, including inflation	3.05%	4.00%
Investment rate of return, net of plan investment expense, including inflation	6.25%	7.50%

For the June 30, 2017 actuarial valuation, the mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back 1 year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back 4 years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

The actuarial assumption used in the June 30, 2016 valuation were based on the results of an actuarial experience study for the period July 1, 2008 – June 30, 2013.

Long term rate of return - The long-term expected return on plan assets is reviewed as part of the regular experience studies prepared every five years. The most recent analysis, performed for the period covering fiscal years 2008 through 2013, is outlined in a report dated April 30, 2014. Several factors are considered in evaluating the long-term rate of return assumption including long-term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense and inflation) were developed by the investment consultant for each major asset class. These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation. The capital market assumptions developed by the investment consultant are intended for use over a 10-year horizon and may not be useful in setting the long-term rate of return for funding pension plans which covers a longer timeframe.

The target asset allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Measurement Period 2017 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
US equity	17.50%	5.97%
International equity	17.50%	7.85%
Global bonds	4.00%	2.63%
Global credit	2.00%	3.63%
High yield	7.00%	5.75%
Emerging market debt	5.00%	5.50%
Private credit	10.00%	8.75%
Real estate	5.00%	7.63%
Absolute return	10.00%	5.63%
Real return	10.00%	6.13%
Private equity	10.00%	8.25%
Cash	2.00%	1.88%
Total	100.00%	

Measurement Period 2016 Asset Class	Target Allocation	Long-term Expected Real Rate of Return
Combined equity	44.00%	5.40%
Combined fixed income	19.00%	1.50%
Real return (diversified inflation strategies)	10.00%	3.50%
Real estate	5.00%	4.50%
Absolute return (diversified hedge funds)	10.00%	4.25%
Private equity	10.00%	8.50%
Cash equivalent	2.00%	-0.25%
Total	100.00%	

NOTE 10 – DEFINED BENEFIT PENSION PLAN, continued

Discount rate – The discount rate used to measure the total pension liability for the measurement periods with years ended June 30, 2017 and 2016 was 6.25% and 7.50%, respectively. The projection of cash flows used to determine the discount rate assumed that local employers would contribute the actuarially determined contribution rate of projected compensation over the remaining 26-year amortization period of the unfunded actuarial accrued liability. The actuarial determined contribution rate is adjusted to reflect the phase in of anticipated gains on actuarial value of assets over the first four years of the projection period. The discount rate determination does not use a municipal bond rate. Projected future benefit payments for all current plan employees were projected through 2117. Projected inflows from investment earnings were calculated using the long-term assumed investment return for the years ended June 30, 2017 and 2016 of 6.25% and 7.50%. The long-term investment rate of return was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of CERS proportionate share of net pension liability to changes in the discount rate – The following table presents the Board’s proportionate share of the net pension liability, calculated using the discount rates selected by each pension system, as well as what the Board’s proportionate share of net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower or 1-percentage-point higher than the current rate.

	1% Decrease	Current Discount Rate	1% Increase
2018	5.25%	6.25%	7.25%
PEPB's proportionate share of net pension liability	$ 3,648,473	$ 2,892,822	$ 2,260,725
2017	6.50%	7.50%	8.50%
PEPB's proportionate share of net pension liability	$ 3,327,350	$ 2,670,176	$ 2,106,666

Pension plan fiduciary net position – Detailed information about the pension plan’s fiduciary net position is available in the separately issued financial reports of CERS.

Payable to the Pension plan: At June 30,2018, the Board reported a payable of $21,414 for the outstanding amount of contributions to the pension plan required for the year ended June 30, 2018.

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB)

General Information about the OPEB Plan

Plan description: County Employees Retirement System consists of two plans, Non-Hazardous and Hazardous. Each plan is a cost-sharing multiple-employer defined benefit OPEB plan administered by the Kentucky Retirement Systems (KRS) under the provision of Kentucky Revised Statute 61.645. The plan covers all regular full-time members employed in non-hazardous and hazardous duty positions of each participating county, city and any additional eligible local agencies electing to participate in CERS. The Board participates in the Non-Hazardous plan.

Benefits provided: The KRS' Insurance Fund was established to provide hospital and medical insurance for eligible members receiving benefits from CERS. The eligible non-Medicare retirees are covered by the Department of Employee Insurance (DEI) plans. KRS submits the premium payments to DEI. The Board contracts with Humana to provide health care benefits to the eligible Medicare retirees through a Medicare Advantage Plan. The Insurance Fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance.

The amount of contribution paid by the Insurance Fund is based on years of service. For members participating prior to July 1, 2003, years of service and respective percentages of the maximum contribution are as follows:

Portion Paid by Insurance Fund	
Years of Service	Paid by Insurance Fund (%)
20+ Years	100.00%
15-19 Years	75.00%
10-14 Years	50.00%
4-9 Years	25.00%
< 4 Years	0.00%

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

As a result of House Bill 290 (2004 Kentucky General Assembly), medical insurance benefits are calculated differently for members who began participating on, or after July 1, 2003. Once members reach a minimum vesting period of 10 years, non-hazardous employees whose participation began on, or after July 1, 2003, earn $10 per month for insurance benefits at retirement for every year of earned service without regard to a maximum dollar amount. Hazardous employees whose participation began on, or after July 1, 2003 earn $15 per month for insurance benefits at retirement for every year of earned service without regard to a maximum dollar amount. Upon death of a hazardous employee, the employee's spouse receives $10 per month for insurance benefits for each year of the deceased employee's earned hazardous service. This dollar amount is subject to adjustment annually, which is currently 1.5% based upon Kentucky Revised Statutes. This benefit is not protected under the inviolable contract provisions of KRS 61.692. The Kentucky General Assembly reserves the right to suspend or reduce this benefit if, in its judgement, the welfare of the Commonwealth so demands.

There was no legislation enacted during the 2017 legislative session that had a material change in benefit provisions for either system.

Contributions: The employee contribution rate is set by state statute. Non-Hazardous employees contribute 5%. Employees hired on or after September 1, 2018, contribute an additional 1% to health insurance.

The employer contribution rates are set by the KRS Board under Kentucky Revised Statute 61.565 based on an annual actuarial valuation, unless altered by legislation enacted by the Kentucky General Assembly. For the fiscal year ended June 30, 2018 and 2017, participating employers contributed 19.18% (14.48% pension fund and 4.70% insurance fund) and 18.68% (13.95% pension fund and 4.73% insurance fund), respectively, of each employee's creditable compensation. The actuarially determined rates set by the Board for the fiscal years was a percentage of each employee's creditable compensation. Contribution to the insurance fund from the Board were $56,412 and $56,916 for the years ended June 30, 2018 and 2017, respectively.

The Board has met 100% of the contribution funding requirement for the year ended June 30, 2018. Total current year contributions recognized by the Plan were $56,412 for the year ended June 30, 2018. The OPEB contribution amount does not include the implicit subsidy reported in the amount of $12,143.

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

OPEB Liabilities, OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

At June 30, 2018, the Board reported a liability of $993,551 for its proportionate share of the net OPEB liability. The net OPEB liability was measured as of June 30, 2017, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of June 30, 2016. The total OPEB liability was rolled-forward from the valuation date to the plan's fiscal year end, June 30, 2017, using generally accepted actuarial principles. The Board's proportion of the net OPEB liability was based on the Board's share of contributions to the OPEB plan relative to the contributions of all participating employers. At June 30, 2018, the Board's proportion for the non-hazardous system was 0.049422%.

For the year ended June 30,2018, the Board recognized OPEB expense of $113,218. At June 30, 2018, the Board reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	2018	
County Employees Retirement System (CERS) OPEB	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual experience	$ -	$ 2,760
Net difference between projected and actual earnings on OPEB plan investments	-	46,955
Changes of assumptions	216,190	-
Changes in proportion and differences between employer contributions and proportionate share of contributions	-	2,306
PEPB contributions subsequent to the measurement date	56,412	-
Total	$ 272,602	$ 52,021

$56,412 reported as deferred outflows of resources related to PEB resulting from Board contributions subsequent to the measurement date will be recognized as a reduction of the net OPEB liability in the year ending June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Years Ending June 30,		
2018	$	28,247
2019		28,247
2020		28,247
2021		28,247
2022		39,986
2023		11,195
Thereafter		-
Total	$	164,169

Actuarial assumptions: The total OPEB liability in the June 30, 2017 actuarial valuation was determined using the following actuarial methods and assumptions, applied to all periods included in the measurement:

Valuation date	June 30, 2017
Payroll growth rate	2.00%
Inflation	2.30%
Salary increase	3.05%
Investment rate of return	6.25%
Healthcare cost trend rates (pre-65)	Initial trend starting at 7.25% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 13 years.
Healthcare cost trend rates (post-65)	Initial trend starting at 5.10% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 11 years.

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

The mortality for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (male mortality rates are multiplied by 50% and female mortality rates are multiplied by 30%). The mortality table for healthy retired members and beneficiaries is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (female mortality rates are set back on year). The mortality table for disabled members is the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (male mortality rates are set back four years). There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

The long-term expected return on plan assets was determined by using a building-block method in which best-estimated ranges of expected future real returns are developed for each asset class. The ranges are combined by weighting the expected future real rate of return by the target asset allocation percentage.

The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long Term Expected Nominal Return
US equity	17.50%	5.97%
International equity	17.50%	7.85%
Global bonds	4.00%	2.63%
Global credit	2.00%	3.63%
High yield	7.00%	5.75%
Emerging market debt	5.00%	5.50%
Private credit	10.00%	8.75%
Real estate	5.00%	7.63%
Absolute return	10.00%	5.63%
Real return	10.00%	6.13%
Private equity	10.00%	8.25%
Cash	2.00%	1.88%
Total	100.00%	

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Discount rate: The discount rate used to measure the total OPEB liability was 5.84% for non-hazardous and 5.96% for hazardous. The single discount rate was based on the expected rate of return on the OPEB plan investments of 6.25% and a municipal bond rate of 3.56%, as reported in the Fidelity Index's "20-Year Municipal GO AA Index" as of June 30, 2017. Future contributions are projected in accordance with the Board's current funding policy, which includes the requirement that each participating employer in the System contribute the actuarially determined contribution rate, which is determined using a closed funding period (26 years as of June 30, 2017) and the actuarial assumptions and methods adopted by the Board of Trustees.

Period of projected benefit payments – Current assets, future contributions and investment earnings are projected to be sufficient to pay the projected benefit payments from the retirement system. However, the cost associated with the implicit employer subsidy is not currently being included in the calculation of the System's actuarial determined contributions, and any cost associated with the implicit subsidy will not be paid out of the System's trust. Therefore, the municipal bond rate was applied to future expected benefit payments associated with the implicit subsidy.

Sensitivity of the Board's proportionate share of the net OPEB liability to changes in the discount rate: The following present's the Board's proportionate share of the net OPEB liability, as well as what the Board's proportionate share of the net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (4.84% for non-hazardous and 4.96% for hazardous) or 1-percentage-point higher (6.84% for non-hazardous and 6.96% for hazardous) than the current rate:

1% Decrease 4.84%	Current Discount Rate 5.84%	1% Increase 6.84%
$ 1,264,239	$ 993,551	$ 768,297

NOTE 11 – OTHER POST-EMPLOYMENT BENEFITS (OPEB), continued

Sensitivity of the Board's proportionate share of the net OPEB liability to changes in the healthcare cast trend rates: The following presents the Board's proportionate share of the net OPEB liability, as well as what the Board's proportionate share of the net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

1% Decrease	Current Healthcare Cost Trend Rate	1% Increase
$ 762,105	$ 993,551	$ 1,294,418

Changes of assumptions: Subsequent to the actuarial valuation date, but prior to the measurement dates, the KRS Board of Trustees adopted updated actuarial assumptions which will be used in performing the actuarial valuation as of June 30, 2017. Specifically, total OPEB liability as of June 30, 2017 is determined using a 2.30% price inflation assumption and an assumed rate of return of 6.25%.

Payable to the OPEB plan: At June 30,2018, the Board reported a payable of $6,951 for the outstanding amount of contributions to the OPEB plan required for the year ended June 30, 2018.

Pension plan fiduciary net position: Detailed information about the OPEB plan's fiduciary net position is available in the separately issued Kentucky Retirement Systems Comprehensive Annual Financial Report on the KRS website at www.kyret.ky.gov.

NOTE 12 – ACCRUED VACATION AND SICK PAY

PEBP allows employees to accumulate unused vacation to maximum of 270 hours during a calendar year end. As of June 30, 2018 and 2017, the liability for accrued vacation was $119,218 and $127,400.

Upon termination, PEPB will compensate an employee 25 percent of all unused sick days at their regular rate of pay. As of June 30, 2018 and 2017 the liability for accrued sick pay was $76,633 and $74,512.

NOTE 13 – RATE CHANGES

PEPB implemented a base rate increase effective for bills rendered from meter readings taken on or after October 1, 2013. PEPB's base rate increase included adjustments in customer charges and energy charges to reflect increased operating cost. PEPB continues to utilize a power cost adjustment (PCA) to track variable cost.

NOTE 14 – RISK MANAGEMENT AND LITIGATION

The Board is exposed to various risks of loss related torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees and natural disasters. The Board carries commercial insurance for the risks of loss, including worker's compensation, and property and casualty loss insurance. Settled claims resulting from PEPB risks have not exceeded commercial insurance coverage in any of the past three fiscal years. Limits of insurance coverage remain unchanged in the past three years.

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

NOTE 15 – OTHER CURRENT ASSETS AND ACCRUED LIABILITIES

Following is a summary of the amounts recorded as other current assets and other accrued liabilities as of June 30, 2018 and 2017:

	2018	2017
Other current assets		
Interest receivable	$ 312	$ 312
Rent receivable	24,632	23,454
	$ 24,944	$ 23,766
Other current liabilities		
Accrued pole rentals	$ 8,381	$ 7,981
Sanitation payable	31,362	30,831
Unearned pole rental cable	-	23,089
Other Regulatory Liability	725,000	-
	$ 764,743	$ 61,901

NOTE 16 – SANITATION CONTRACT

During 2004, PEPB entered into a contract with the City of Princeton, Kentucky to provide a collection service for sanitation fees charged by the City to its residents. PEPB charges the City a fee of 3.0% of the total collection received for providing this service and remits the remaining collection to the City on a monthly basis. Service fees recognized in revenue were $11,623 and $11,610 for the fiscal years ended 2018 and 2017.

NOTE 17 – RELATED PARTY TRANSACTIONS

Princeton Electric Plant Board (PEPB) and Paducah Power System (PPS) formed Kentucky Municipal Power Agency (KMPA) which has a 7.82% ownership in the Prairie State Energy Campus located in Southern Illinois. KMPA provides power to the municipal agencies. PEPB pays KMPA director salaries directly and is reimbursed by KMPA. KMPA also reimburses PEPB for incidental expenses related to KMPA board meetings.

During the fiscal years ending June 30, 2018 and 2017, PEPB expensed $10,443,719 and $9,688,249 to KMPA for purchased power.

As of June 30, 2018 and 2017, PEPB owed $852,634 and $836,665 to KMPA for power purchased.

During the fiscal years ending June 30, 2018 and 2017, KMPA paid to PEPB the following:

	2018	2017
Directors' salaries	$ 28,138	$ 28,078
Miscellaneous reimbursements	2,364	269
	$ 30,502	$ 28,347

NOTE 18 – KENTUCKY MUNICIPAL POWER AGENCY (KMPA)

On February 5, 2005, Princeton Electric Plant Board and Paducah Power System (members) established Kentucky Municipal Power Agency (KMPA or Agency) to acquire resources necessary to generate or transmit electrical energy for the parties involved. In addition, the agency was formed for the purpose of pooled financing or borrowing to provide the necessary resources. KMPA, under the inter-local agreement, has the power to purchase or construct assets, issue debt, exercise the power of eminent domain and enter into, on its own behalf, contracts and agreements. The Inter-local Agreement specifically addressed that debts of KMPA are not debts of the parties to the Agreement.

The Inter-local Agreement dictates that KMPA records are required to be audited annually. A copy of the most recent audit can be obtained from KMPA offices, PO Box 0180, Paducah, KY 42002-0180.

The KMPA Board of Directors is composed of two directors designated by each member of the Agency, one of whom shall be the chief executive officer of the member. The duration of the Agency is perpetual and shall continue in full force and effect. Dissolution may occur only after all bonds, notes or indebtedness has been paid or adequate provision of payment has been made. In the event of dissolution, assets and property of the agency shall be distributed to the participating agencies in the proportion of each party's aggregate kilowatt hours of energy purchased from the Agency during the time.

NOTE 18 – KENTUCKY MUNICIPAL POWER AGENCY (KMPA), continued

On September 1, 2007, Princeton Electric Plant Board entered into a power sales agreement with KMPA. The agreement, defined as a “take or pay” agreement obligates PEPB to purchase their Entitlement Percentage of Energy of 16.13% or 20MW each contract year. PEPB has an Unconditional Payment Obligation to KMPA which is in effect until all KMPA debt is retired. Current year transactions of PEPB and KMPA are detailed in Note 17 Related Party Transactions.

NOTE 19 – PRAIRIE STATE ENERGY CAMPUS

Peabody Energy participated in the development of the Prairie State Energy Campus (PSEC) near Marissa, IL. PSEC is a 1600 megawatt coal-fired electric generation facility that utilizes coal from an adjacent underground mine, Lively Grove, Inc. The nine public power agencies that own Prairie State serve members across eight states. The agencies include American Municipal Power (AMP), Illinois Municipal Electric Agency (IMEA), Indiana Municipal Power Agency (IMPA), Missouri Public Utility Alliance (MPUA), Northern Illinois Municipal Alliance (NIMPA), Prairie Power, Inc. (PPI), Southern Illinois Power Cooperative (SIPC), and Wabash Valley Power.

NOTE 20 – MUNINET

MuniNet Fiber Agency (“MuniNet”) was formed to undertake the financing, acquisition, construction, management, operation, utilization and ownership of fiber network projects and any and all facilities, including all equipment, structures, machinery and tangible and intangible property, real or personal, useful for such projects, either within or without the Commonwealth of Kentucky. Each MuniNet participant appoints two representatives to serve on the MuniNet Board with all projects approved by the Board on a project-specific basis. After a project is approved, MuniNet and the individual MuniNet members that desire to participate in the project enter into a Project Participation Agreement which sets forth the terms and conditions of the project’s development and operation and establishes each participant’s rights and obligations with respect to the project.

MuniNet Project 2 (“Project 2”) consists of the development of a fiber optic cable system and a contractual arrangement for a connection to an Internet Access Provider (IAP) located in Nashville, Tennessee that will provide each project participant with high speed access to the internet. The estimated cost of Project 2 is $3,173,049.

On April 12, 2013, the Board signed a Resolution approving the Project 2 Participation Agreement among the Board, MuniNet and the other Project 2 participants. Princeton Electric Plant Board is one of seven (7) Kentucky public Board companies who are participants in Project 2. Each participant in Project 2 (“Participant”) has a one-seventh (1/7) interest in the project (“Project Share”).

MuniNet obtained a loan from the Kentucky Infrastructure Authority in the amount of $3,600,000 to finance the development, construction and equipping of Project 2.

NOTE 20 – MUNINET, continued

The Superintendent/General Manager of each Participant appoints one representative to the Project Management Committee and one alternate, either of both of whom, may be employees of the Participant. The Superintendent/General Manager of the Participant may appoint himself as the representative or alternate to the Project Management Committee.

Costs and expenses associated with financing, development, equipping, maintenance and operation of Project 2, including debt service, will be paid from the revenue generated from the project. In the event the revenue generated from Project 2 is insufficient to pay the full amount of the costs and expenses associated with the project as they come due, each Participant will be responsible for its Project Share of the deficit.

Princeton Electric Plant Board has provided MuniNet with an indefeasible right of use (IRU) for fibers on the Board's existing fiber system. MuniNet has agreed to pay Princeton Electric Plant Board for its provision of an IRU in such fibers in the amount of $44,700. The amount is to be amortized over a 20-year term with no interest. During fiscal year June 30, 2013, $22,350 was received. The remaining $22,350 is recorded as a receivable.

MuniNet bills each Participant monthly indicating the amount payable for its Project Share of payment obligations due under the Project Participation Agreement. In addition, MuniNet bills each Participant administrative and operating costs which will be expensed. The Board paid $60,922 for administrative and operating costs during fiscal year ended June 30, 2018.

The following are costs incurred for the initial investment in MuniNet and Project 2 costs:

	2018	2017
Initial investment	$ 5,000	$5,000
Project 2 investment in Muninet		
Beginning balance July 1	$ 210,342	$ 171,021
Costs incurred	60,922	39,321
Ending balance June 30	271,264	210,342
Total investment in MuniNet	$ 276,264	$ 215,342

NOTE 21 – ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS

During fiscal year 2018, the Board adopted the following accounting pronouncements:

- GASB Statement No. 81, *Irrevocable Split-Interest Agreements*, issued March 2016.
- GASB Statement No. 85, *Omnibus 2017*, issued March 2017.
- GASB Statement No. 86, *Certain Debt Extinguishment Issues*, issued May 2017.

Adoption of these statements did not have a significant impact on the Board's financial position or results of operations.

- GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions, issued on June 2015 aims to improve financial reporting by state and local governments for postemployment benefits other than pensions (other post employment benefits or OPEB). It also improves information provided by the state and local government employers regarding financial support for OPEB that is provided by other entities.

Adoption of this statement had a significant impact on the Board's financial position. As a result, the Board restated the July 1, 2017 net position in the amount of ($779,312) as outlined below.

	Beginning Balance	As Restated	GASB 75 Adjustment
Statement of revenues, expenses and changes in net position			
Net position, July 1, 2017	$ 9,028,707	$ 8,249,395	$ (779,312)

NOTE 22 – CONTINGENT LIABILITY/LITIGATION

The Board is currently defending a case before the Federal Energy Regulatory Commission (FERC) that could potentially impact power cost. The Board purchases power from Kentucky Municipal Power Agency (KPMA). Litigation involves the request by Louisville Gas and Electric Company (LG&E) and Kentucky Utilities Company (KU) to eliminate a transmission rate de-pancaking agreement. Although the potential impact from an elimination of the De-pancaking agreement cannot be quantified at this time, any such elimination would increase the Board's annual purchased power.

REQUIRED SUPPLEMENTARY INFORMATION

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF PROPORTIONATE SHARE OF THE NET PENSION LIABILITY
JUNE 30,2018
County Employees Retirement System

	2018	2017	2016	2015
Board's proportion of the net pension liability (asset)	0.0494220%	0.054230%	0.050240%	0.050838%
Board's proportionate share of the net pension liability (asset)	$ 2,892,822	$ 2,670,176	$ 2,159,909	$ 1,685,800
Board's covered-employee payroll	$ 1,200,263	$ 1,203,302	$ 1,293,709	$ 1,148,872
Board's proportionate share of the net pension liability (asset) as a percentage of its covered-employee payroll	241.02%	221.90%	166.95%	146.74%
Plan fiduciary net position as a percentage of the total pension liability	53.30%	55.50%	59.97%	66.80%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available.
68 was implemented in fiscal year 2015.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF EMPLOYER CONTRIBUTIONS TO PENSION PLAN
JUNE 30,2018
County Employees Retirement System

	2018	2017	2016	2015
Contractually required contribution	$ 173,798.00	$ 224,777.00	$ 229,884.00	$ 203,006.00
Contributions in relation to the contractually required contribution	$ 173,798.00	$ 224,777.00	$ 229,884.00	$ 203,006.00
Contribution deficiency (excess)	$ -	$ -	$ -	$ -
Board's covered-employee payroll	$ 1,200,263.00	$ 1,203,302.00	$ 1,293,709.00	$ 1,148,872.00
Contributions as a percentage of covered-employee payroll	14.48%	18.68%	17.77%	17.67%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 68 was implemented in fiscal year 2015.

Changes in assumptions and benefit terms

2017: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total pension liability have been updated as follows:

- The assumed investment rate of return was decreased from 7.50% to 6.25%.
- The assumed rate of inflation was reduced from 3.25% to 2.30%.
- Payroll growth assumption was reduced from 4.00% to 3.05%.

2016: There were no changes in assumptions and benefit terms since the prior measurement date.

2015: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total pension liability have been updated as described in Schedule D of the CERS actuary report. The changes are noted below:

There were no changes of benefit terms. However, the following changes were adopted by the Kentucky Legislature and reflected in the valuation performed as of June 30, 2015:

- The assume investment rate of return was decreased from 7.75% to 7.50%.
- The assumed rate of inflation was reduced from 3.50% to 3.25%.
- The assumed rate of wage inflation was reduced from 1.00% to 0.75%.
- Payroll growth assumption was reduced from 4.50% to 4.00%.
- The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females).
- For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set back 1 year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back 4 years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.
- The assumed rates of retirement, withdrawal and disability were updated to more accurately reflect experience.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF PROPORTIONATE SHARE OF NET OPEB LIABILITY
JUNE 30,2018
County Employees Retirement System

	2018
Board's proportion of the net OPEB liability (asset)	0.049422%
Board's proportionate share of the net OPEB liability (asset)	$ 993,551
Board's covered-employee payroll	$ 1,200,263
Board's proportionate share of the net OPEB liability (asset) as a percentage of its covered-employee payroll	120.81%
Plan fiduciary net position as a percentage of the total OPEB liability	52.40%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 75 was implemented in fiscal year 2018.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
SCHEDULE OF EMPLOYER OPEB CONTRIBUTIONS
JUNE 30,2018
County Employees Retirement System

	2018
Contractually required OPEB contribution	$ 56,412
Contributions in relation to the contractually required contribution	56,412
Contribution deficiency (excess)	$ -
Board's covered-employee payroll	$ 1,200,263
Contributions as a percentage of covered-employee payroll	4.70%

Schedule is intended to present information for 10 years. Additional years will be displayed as they become available. GASB 75 was implemented in fiscal year 2018.

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION – OPEB
JUNE 30, 2018 AND 2017

<u>Changes in assumptions and benefit terms</u>

2017: Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total OPEB liability have been updated as follows:

- The assumed investment rate of return was decreased from 7.50% to 6.25%.
- The assumed rate of inflation was reduced from 3.25% to 2.30%.
- Payroll growth assumption was reduced from 4.00% to 3.05%.

ADDITIONAL INFORMATION

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
COMPARATIVE ANALYSIS OF OPERATING EXPENSES – ELECTRIC

	For the Year Ended June 30, 2018 Amount	Percent	For the Year Ended June 30, 2017 Amount	Percent	Increase (Decrease)
Distribution					
Supervision & engineering	$ 28,965	0.18 %	$ 42,716	0.29 %	$ (13,751)
Station expense	183,063	1.15	183,530	1.23	(467)
Overhead lines expense	79,268	0.50	104,560	0.70	(25,292)
Underground line expense	(2,030)	(0.01)	-	0.00	(2,030)
Street light & signal system expense	3,789	0.02	2,619	0.02	1,170
Meter expense	57,058	0.36	95,330	0.64	(38,272)
Customer installation expense	1,823	0.01	1,587	0.01	236
Miscellaneous distribution expense	97,867	0.61	72,535	0.49	25,332
Rents	17,164	0.11	16,089	0.11	1,075
Total distribution	$ 466,967	2.93 %	$ 518,966	3.49 %	$ (51,999)
Maintenance expense					
Distribution:					
Supervision & engineering	$ 35,764	0.22 %	$ 51,425	0.34 %	$ (15,661)
Station expense	9,361	0.06	20,932	0.14	(11,571)
Overhead lines	522,997	3.27	487,923	3.27	35,074
Underground services	39,894	0.25	54,108	0.36	(14,214)
Street light & signal system	3,830	0.02	2,656	0.02	1,174
Pole inspecting	79,314	0.50	13,050	0.09	66,264
Miscellaneous distribution plant	58,379	0.37	61,835	0.41	(3,456)
Total distribution maintenance	$ 749,539	4.69 %	$ 691,929	4.63 %	$ 57,610
Customer accounts					
Meter reading	$ 6,292	0.04 %	$ 5,451	0.04 %	841
Customer records & collection expense	183,915	1.15	183,020	1.23	895
Uncollectible accounts	3,441	0.02	7,358	0.05	(3,917)
Miscellaneous customer accounting expense	12,908	0.08	12,503	0.08	405
Customer assistance expense	8,157	0.05	5,057	0.03	3,100
Information & instructional advertising	12,343	0.08	13,005	0.09	(662)
Total customer accounts	$ 227,056	1.42 %	$ 226,394	1.52 %	$ 662

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
COMPARATIVE ANALYSIS OF OPERATING EXPENSES – ELECTRIC, continued

	For the Year Ended June 30, 2018		For the Year Ended June 30, 2017		Increase
	Amount	Percent	Amount	Percent	(Decrease)
Sales expense					
Demonstrating and selling expense	$ 850	0.01 %	$ 1,550	0.01 %	$ (700)
Advertising expense	2,423	0.02	3,397	0.02	(974)
Miscellaneous	2,306	0.01	2,562	0.02	(256)
Total sales	$ 5,579	0.04 %	$ 7,509	0.05 %	$ (1,930)
Administrative and general					
Administrative & office salaries	$ 113,205	0.71 %	$ 128,313	0.86 %	$ (15,108)
Office supplies & expense	135,850	0.85	135,111	0.91	739
Outside services employed	51,989	0.33	60,055	0.40	(8,066)
Insurance	57,683	0.36	55,824	0.37	1,859
Injuries & damages	62,813	0.39	55,696	0.37	7,117
Employees pension & other benefits	774,328	4.85	516,194	3.46	258,134
Duplicate charges (credit)	(202,671)	(1.27)	(187,856)	(1.26)	(14,815)
Miscellaneous general expense	20,407	0.13	20,071	0.13	336
Total administrative and general	$ 1,013,604	6.35 %	$ 783,408	5.24 %	$ 230,196

COMPLIANCE AND INTERNAL CONTROL

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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PEFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of the
Electric Plant Board of the
City of Princeton, Kentucky
Princeton, 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 the City of Princeton, Kentucky as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the Princeton Electric Plant Board of the City of Princeton, Kentucky's basic financial statements and have issued our report thereon dated October 17, 2018.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 the Princeton Electric Plant Board of the City of Princeton, Kentucky's internal control. Accordingly, we do not express an opinion on the effectiveness of the Princeton Electric Plant Board of the City of Princeton, Kentucky'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 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 the Princeton Electric Plant Board of the City of Princeton, Kentucky's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards.*

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the 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.

Duguid, Gentry & Associates, PSC

Duguid, Gentry & Associates, PSC

Certified Public Accountants
Hopkinsville, Kentucky

October 17, 2018

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2019

As management of Princeton Electric Plant Board of the City of Princeton (PEPB, the "Board"), we offer readers of the PEPB's financial statements this narrative overview and analysis of the financial activities of PEPB for the year ended June 30, 2019. Management's discussion and analysis (MD&A) is intended to serve as an introduction to the PEPB's financial statements. To fully understand the entire scope of the Board's financial activities, this information should be read in conjunction with the financial statements provided in this document.

FINANCIAL HIGHLIGHTS

- The assets of PEPB exceeded its liabilities at the close of the 2019 fiscal year by $7,405,436 (*net position*). Of this amount, $3,122,076 (*unrestricted net position*) may be used to meet the Board's ongoing obligations to citizens and creditors.

- Overall, total net position decreased by $340,754 during the period. .

- Total operating revenues for the 2019 fiscal year increased by $1,001,725 or about 6.27% compared to the previous period. This increase in operating revenues was principally due to the power cost adjustment that went into effect March 1, 2018. KWh's sold decreased by 1,254,162 or 1.13%.

- FY 2019 operating expenses totaled $16,513,158 which was $877,447 or about 5.61% more than the previous year's amount. This increase in operating expenses was principally due to increased power costs related to a deferred liability for future periods.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Board's basic financial statements.

REQUIRED FINANCIAL STATEMENTS

The financial statements of the PEPB report information utilizing the full accrual basis of accounting. This method of accounting recognizes revenues when earned instead of when received and recognizes expenses when incurred rather than when paid. The financial statements conform to accounting principles which are generally accepted in the United States of America.

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Statement of Net Position

The Statement of Net Position presents information on the Board's assets and deferred outflows of resources and liabilities and deferred inflows of resources, with the difference between them reported as net position. Over time, increases and decreases in net position may serve as a useful indicator of whether the financial position of the Board is improving or deteriorating.

Statement of Revenues, Expenses and Changes in Net Position

While the Statement of Net Position provides information about the nature and amount of resources and obligations at year-end, the Statement of Revenues, Expenses and Changes in Net Position presents the results of the Board's operations over the course of the operating cycle. This statement can be used to determine whether the Board has successfully recovered all of its actual costs including depreciation through user fees and other charges. All changes in net position are reported during the period in which the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods, such as delayed collection of operating revenues and delayed payment of current year expenses.

Statement of Cash Flows

The Statement of Cash Flows provides information about the Board's cash receipts and cash payments, and net changes in cash resulting from operations, investing and financing activities. From the Statement of Cash Flows, the reader can obtain information on the source and use of cash and the change in the cash balance for the operating cycle.

<u>Financial Analysis of the Fiscal Year Ended June 30, 2019</u>

Over the past year, total assets of the Board increased by $636,409 and total liabilities increased by $617,732. And for the current period, the net operating income of the Board totaled $461,050.

Condensed Statements of Net Position

Summary

The Board's assets and deferred outflows of resources exceeded its liabilities and deferred inflows of resources by $7,405,436 at fiscal year-end, a decrease of $340,754 or 4.40% from the prior year.

Our analysis that follows focuses on the Board's net position (shown in Table 1) and the changes in net position (shown in Table 2) during the year.

TABLE 1
Condensed Statements of Net Position

	Fiscal Year		Change in FY 2019 To FY 2018	
	2019	2018	Amount	Percent
Current and other assets	$ 13,385,068	$ 12,457,521	$ 927,547	7.45%
Capital assets	18,001,535	18,292,673	(291,138)	-1.59%
TOTAL ASSETS	31,386,603	30,750,194	636,409	2.07%
Deferred outflows	978,261	1,291,142	(312,881)	-24.23%
Current liabilities	4,634,536	3,335,876	1,298,660	38.93%
Long-term liabilities	19,809,791	20,490,719	(680,928)	-3.32%
TOTAL LIABILITIES	24,444,327	23,826,595	617,732	2.59%
Deferred inflows	515,101	468,551	46,550	9.93%
Invested in utility plant, net of related debt	1,400,872	1,113,327	287,545	25.83%
Restricted for debt service	2,882,489	2,825,353	57,136	2.02%
Unrestricted	3,122,076	3,807,510	(685,434)	-18.00%
TOTAL NET POSITION	$ 7,405,436	$ 7,746,190	$ (340,754)	-4.40%

Analysis of Net Position

To better understand the Board's actual financial positions and its ability to deliver services in future periods, the reader will need to review the various components of the net asset category and obtain an understanding of how each relate specifically to the business activities that we perform.

TABLE 2
Components of Net Position

	Fiscal Year		Change in FY 2019 To FY 2018	
	2019	2018	Amount	Percent
Invested in utility plant, net of related debt	1,400,872	1,113,327	287,545	25.83%
Restricted for debt service	2,882,489	2,825,353	57,136	2.02%
Unrestricted	3,122,076	3,807,510	(685,434)	-18.00%
Total net position	$ 7,405,436	$ 7,746,190	$ (340,754)	-4.40%

For the 2019 fiscal year, *Net Position Invested in Capital Assets, Net of Related Debt* increased by $287,545 or 25.83% compared to previous year. The amount shown in this category is calculated by taking the depreciated value of our capital assets and subtracting the associated bond debt.

In comparing the total amount of *Restricted Net Position* with the previous period, there was an increase of $57,136 or 2.02%. The components of this category consist of Series 2009 A and C and Series 2015 bond reserve funds, customer deposits, and capital improvement fund.

Compared to the prior period's balance, there was a decrease in the *Total Net Position* category of $340,754 or 4.40%.

Unrestricted net position consists of net position that does not meet the definition of "restricted" or "invested in capital assets, net of related debt".

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Analysis of Current Assets

The textbook definition of "current assets" is balance sheet items which equal the sum of cash and cash equivalents, accounts receivable, inventory, marketable securities, prepaid expenses, and other assets that could be converted to cash in less than one year. Current assets are important in any financial analysis because it is from current assets that a business funds its ongoing, day-to-day operations. A comparison of the June 30, 2019 and 2018 balances by asset classification is shown in the table below.

TABLE 3
Components of Current Assets

	Fiscal Year		Change from FY 2019 to FY 2018	
	2019	2018	Amount	Percent
Cash and cash equivalents	$ 5,338,345	$ 4,195,447	$ 1,142,898	27.24%
Accounts receivable	1,239,029	1,441,390	(202,361)	-14.04%
Unbilled revenue	540,550	540,550	-	0.0%
Inventories	282,075	291,019	(8,944)	-3.07%
Other current assets	24,944	24,944	-	0.0%
	$ 7,424,943	$ 6,493,350	$ 931,593	14.35%

**Please note that the FY 2019 unbilled revenue estimate calculation cannot be made until July 30, 2019 when the last billing route for July is complete.

Analysis of Noncurrent Assets

Noncurrent assets represent assets that are not reasonably expected to be realized in cash or sold or consumed during the next fiscal year. When making the distinction between whether an asset should be considered current or noncurrent, liquidity or nearness to cash is not the proper basis for determining the classification. In making this determination, any encumbrances on the use of the asset must be considered. Thus, cash investments intended for liquidation of liabilities due beyond the one-year period are noncurrent assets, as would assets segregated or restricted for the liquidation of long-term debts (including amounts due within the next operating cycle). Assets designated to be used to acquire, construct, or improve capital assets would also be noncurrent.

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TABLE 4
Components of Noncurrent Assets

	Fiscal Year		Change from FY 2019 To FY 2018	
	2019	2018	Amount	Percent
Investments	$ 2,882,489	$ 2,825,353	$ 57,136	2.02%
Investment in affiliated organizations	344,314	290,432	53,882	18.55%
Other noncurrent asset	84,921	87,217	(2,296)	-2.63%
Nonutility property	661,308	683,351	(22,043)	-3.23%
Deferred charges	1,987,093	2,077,818	(90,725)	-4.37%
Capital assets (net)	18,001,535	18,292,673	(291,138)	-1.59%
	$ 23,961,660	$ 24,256,844	$ (295,184)	-1.22%

The table above demonstrates the relatively large investment that the Board has made in capital assets. At the end of the 2019 fiscal year, capital assets represented 75.13% of the noncurrent assets.

In examining the balance for the Restricted Investments category at June 30, 2019, it shows an increase of $57,136 or 2.02% compared to the previous fiscal year.

Analysis of Liabilities

In financial accounting, the term "liability" is defined as an obligation of an entity arising from past transactions or events, the settlement of which may result in the transfer or use of assets, provision of services or other yielding of economic benefits in the future. To put it in more simplistic terms, this section analyzes the various claims that creditors have against the Board's assets.

TABLE 5
Components of Current Liabilities from Unrestricted Net Position

	Fiscal Year		Change from FY 2019 To FY 2018	
	2019	2018	Amount	Percent
Revenue bonds payable	$ 600,000	$ 575,000	$ 25,000	4.35%
Accounts payable – other	52,287	47,378	4,909	10.36%
Accounts payable – related parties	824,500	852,633	(28,133)	-3.30%
Customer deposits	535,910	491,900	44,010	8.95%
Accrued taxes	128,783	132,255	(3,472)	-2.63%
Accrued interest	118,727	122,321	(3,594)	-2.94%
Accrued payroll and benefits	79,227	117,256	(38,029)	-32.43%
Deferred credits	13,357	36,539	(23,182)	-63.44%
Vacation and sick pay	217,999	195,851	22,148	11.31%
Other accrued liabilities	2,063,746	764,743	1,299,003	169.86%
	$ 4,634,536	$ 3,335,876	$ 1,298,660	38.93%

Current liabilities Payable from Unrestricted Assets had a net increase in its various components of $1,298,660 or about 38.93% compared to the previous fiscal year's balance.

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Condensed Statements of Revenues, Expenses and Changes in Net Assets

As indicated in Table 6, the change in net position for the fiscal year ended June 30, 2019 was ($340,754).

TABLE 6
Condensed Statements of Revenues, Expenses and Changes in Net Position

	Fiscal year		Change in FY2019 To FY 2018	
	2019	2018	Amount	Percent
Operating revenues:				
Electric revenues	$ 16,974,208	$ 15,972,483	$ 1,001,725	6.27%
Total operating revenues	16,974,208	15,972,483	1,001,725	6.27%
Operating expenses:				
Purchased power	11,963,952	11,229,006	734,946	6.55%
Other expenses	4,549,206	4,406,705	142,501	3.23%
Total operating expenses	16,513,158	15,635,711	877,447	5.61%
Net operating income	461,050	336,772	124,278	36.90%
Non-operating income, net	(801,804)	(839,976)	38,172	4.54%
Change in net position	(340,754)	(503,204)	162,450	32.28%
Net position, beginning	7,746,190	9,028,707	(1,282,517)	-14.20%
GASB 75 implementation	-	(779,312)	779,312	100.00%
Net position, restated	7,746,190	8,249,395	(503,205)	-6.10%
Net position, end of year	$ 7,405,436	$ 7,746,190	$ (340,754)	-4.40%

PRINCETON ELECTRIC PLANT BOARD
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JUNE 30, 2019

Analysis of Revenue

For the 2019 fiscal year, the *Operating Revenues* of the Board totaled $16,974,208. This amount represented an increase of 6.27% more than the previous period's total of $15,972,483.

Included in the *Non-Operating Revenues (Expenses) (net)* of ($801,804) are interest expense of $720,941, amortization expense of $115,064, interest income of $21,615, gain on disposal of asset of $26,026, and other expenses of $13,440.

Analysis of Expenses

The *Total Operating Expenses* for FY 2019 were $16,513,158. That amount represents an increase of $877,447 or about 5.61% more than the prior fiscal year total of $15,635,711. The nine major categories of Operating Expenses are shown in the chart below.

TABLE 7
Comparison of Operating Expenses

	Fiscal Year		Change from FY 2019 to FY 2018	
	2019	2018	Amount	Percent
Cost of power	$ 11,963,952	$ 11,229,006	$ 734,946	6.55%
Distribution - operation	525,840	466,967	58,873	12.61%
maintenance	730,881	749,539	(18,658)	-2.49%
Maintenance - general	39,448	17,626	21,822	123.81%
Customer accounts	245,972	206,556	39,416	19.08%
Customer service and info	23,297	20,500	2,797	13.64%
Sales	6,129	5,579	550	9.86%
Administrative and general	977,835	1,013,604	(35,769)	-3.53%
Depreciation	1,189,850	1,132,907	56,943	5.03%
Taxes	809,954	793,427	16,527	2.08%
	$ 16,513,158	$ 15,635,711	$ 877,447	5.61%

As indicated by the comparative information presented above, *Cost of Power* increased by $734,946 or 6.55% compared to the prior period.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

Princeton Electric Plant Board's investment in capital assets as of June 30, 2019 was $18,001,535 (net of accumulated depreciation), as shown in the following table.

TABLE 8
Schedule of Capital Assets (Net of Depreciation)

	Fiscal Year		
	2019	2018	Change
Land	$ 1,109,342	$ 1,104,842	$ 4,500
Construction in progress	159,688	109,980	49,708
Transmission plant	4,154,587	4,323,345	(168,758)
Distribution plant	11,151,718	11,364,943	(213,225)
General plant	1,426,200	1,389,563	36,637
	$ 18,001,535	$ 18,292,673	$ (291,138)

Long-term Debt

At June 30, 2019 the Board had $16,515,000 in debt outstanding, a decrease of $575,000 or approximately 3.36% less than the previous period. A comparative schedule at June 30, 2019 and 2018 is shown in the tabular information provided below.

TABLE 9
Changes in Long Term Debt

	Fiscal Year		Change from FY 2019 To FY 2018	
	2019	2018	Amount	Percent
Tax-exempt Revenue Bonds Series 2009A	$ 6,410,000	$ 6,630,000	$ (220,000)	-3.32%
Taxable Revenue Bonds Series 2009C	620,000	760,000	(140,000)	-18.42%
Taxable revenue Bonds Series 2015	9,485,000	9,700,000	(215,000)	-2.22%
	$ 16,515,000	$ 17,090,000	$ (575,000)	-3.36%

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The 2009 and 2015 bonds require that earnings from the system be greater than 1.1 times the revenue bond annual debt service based on the bond year. The coverage requirement was met for June 30, 2019 and 2018.

Table 10
Debt Service Ratio Coverage (DSCR)

Operating revenues		$ 16,974,208
Interest income		21,615
Total operating revenue		16,995,823
Total operating expenses	(16,513,158)	
Depreciation	1,189,850	
Pension adjustment (GASB 68)	250,682	
Pension adjustment (GASB 75)	31,504	
Other expenses	(13,440)	(15,054,562)
Total available for debt service		1,941,261 (A)
Interest paid on long term debt	723,147	
Bond principal payments	575,000	1,298,147 (B)
DSCR – (A)/(B)		1.50

PRINCETON ELECTRIC PLANT BOARD
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STATEMENTS OF NET POSITION
JUNE 30, 2019 AND 2018

ASSETS

	2019	2018
Utility plant	$ 32,369,099	$ 31,814,681
Less accumulated depreciation	14,367,564	13,522,008
Net utility plant	18,001,535	18,292,673
Restricted assets		
Investments	2,882,489	2,825,353
Other assets		
Investment in affiliated organizations	344,314	290,432
Nonutility property (net)	661,308	683,351
Other noncurrent asset	84,921	87,217
Total other assets and investments	1,090,543	1,061,000
Current assets		
Cash - general funds	5,338,345	4,195,447
Accounts receivable	1,239,029	1,441,390
Unbilled revenue	540,550	540,550
Inventories (at weighted-average cost)	282,075	291,019
Other current assets	24,944	24,944
Total current assets	7,424,943	6,493,350
Deferred charges	1,987,093	2,077,818
Total assets	31,386,603	30,750,194
DEFERRED OUTFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	978,261	1,291,142

PRINCETON ELECTRIC PLANT BOARD
OF THE
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STATEMENTS OF NET POSITION, continued
JUNE 30, 2019 AND 2018

LIABILITIES	2019	2018
Current liabilities		
Revenue bonds payable	600,000	575,000
Accounts payable - other	52,287	47,378
Accounts payable - related parties	824,500	852,633
Customer deposits	535,910	491,900
Accrued taxes	128,783	132,255
Accrued interest	118,727	122,321
Accrued payroll and benefits	79,227	117,256
Deferred credits	13,357	36,539
Vacation and sick pay	217,999	195,851
Other accrued liabilities	2,063,746	764,743
Total current liabilities	4,634,536	3,335,876
Noncurrent liabilities		
Revenue bonds payable	16,000,663	16,604,346
Net pension and other postemployment benefit liabilities	3,809,128	3,886,373
Total noncurrent liabilities	19,809,791	20,490,719
Total liabilities	24,444,327	23,826,595
DEFERRED INFLOWS OF RESOURCES		
Deferred amounts from pension and other postemployment benefits	515,101	468,551
NET POSITION		
Invested in capital assets, net of related debt	1,400,871	1,113,327
Restricted	2,882,489	2,825,353
Unrestricted	3,122,076	3,807,510
Total net position	$ 7,405,436	$ 7,746,190

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
OPERATING REVENUES	$ 16,974,208	$ 15,972,483
OPERATING EXPENSES		
Cost of power	11,963,952	11,229,006
Distribution - operation	525,840	466,967
- maintenance	730,881	749,539
Maintenance - general plant	39,448	17,626
Customer accounts	245,972	206,556
Customer service and information	23,297	20,500
Sales	6,129	5,579
Administrative and general	977,835	1,013,604
Depreciation	1,189,850	1,132,907
Taxes	809,954	793,427
Total operating expenses	16,513,158	15,635,711
Net operating revenues	461,050	336,772
NONOPERATING REVENUES (EXPENSES)		
Interest expense on long-term debt	(715,869)	(737,040)
Other interest expense	(5,072)	(4,302)
Amortization of debt expense	(90,725)	(90,725)
Amortization - other	(24,339)	(24,339)
Interest income	21,615	20,875
Gain (loss) on disposal of equipment	26,026	-
Other expenses	(13,440)	(4,445)
Net nonoperating revenues (expenses)	(801,804)	(839,976)
CHANGE IN NET POSITION	(340,754)	(503,204)
NET POSITION, BEGINNING OF YEAR	7,746,190	9,028,707
Implementation of GASB 75 (Note 21)	-	(779,312)
NET POSITION, BEGINNING OF YEAR, restated	7,746,190	8,249,395
NET POSITION, END OF YEAR	$ 7,405,436	$ 7,746,190

PRINCETON ELECTRIC PLANT BOARD
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CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
Cash flows from operating activities		
Receipts from customers and users	$ 17,176,568	$ 15,518,520
Payments to suppliers	(11,718,199)	(11,341,801)
Payments to employees	(1,223,300)	(1,163,970)
Payments of taxes	(813,426)	(790,457)
Net cash provided (used) by operating activities	3,421,643	2,222,292
Cash flows from capital financing activities		
Expenditures for utility plant	(836,066)	(369,977)
Net cost of retiring plant	(36,619)	(44,438)
Principal payments on long-term debt	(575,000)	(555,000)
Interest paid	(728,217)	(748,422)
Net cash provided (used) by capital financing activities	(2,175,902)	(1,717,837)
Cash flows from investing activities		
Investment in affiliated companies	(53,883)	(61,681)
Interest income	21,615	20,875
Interest and other revenues	(13,440)	(4,445)
Net cash provided (used) by investing activities	(45,707)	(45,251)
Net increase (decrease) in cash	1,200,034	459,204
Cash, beginning of year	7,020,800	6,561,596
Cash, end of year	8,220,834	7,020,800
Less restricted funds	(2,882,489)	(2,825,353)
Cash per statement of net position	$ 5,338,345	$ 4,195,447

PRINCETON ELECTRIC PLANT BOARD
OF THE
CITY OF PRINCETON, KENTUCKY
STATEMENTS OF CASH FLOWS, continued
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

	2019	2018
Reconciliation of operating income to net cash provided by operating activities:		
Net operating revenues	$ 461,050	$ 336,772
Adjustments to reconcile net operating revenues to net cash provided by operating activities:		
Depreciation	1,189,850	1,132,907
Changes in assets and liabilities:		
Receivables	202,360	(305,238)
Unbilled revenues	-	(147,548)
Materials and supplies	8,944	(16,606)
Other assets	-	(1,178)
Accounts payable	(23,225)	27,140
Deferred pension and postemployment benefits amounts	282,186	337,358
Other current and accrued liabilities	1,299,003	702,842
Accrued payroll and other taxes	(38,029)	33,369
Vacation and sick pay	22,149	(6,061)
Accrued taxes - property	(3,472)	2,970
Customer deposits	44,010	77,328
Deferred credits	(23,182)	48,237
Total adjustments	2,960,593	1,885,520
	$ 3,421,643	$ 2,222,292

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APPENDIX E

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Demographic and Economic Data of KMPA's Members

PADUCAH, KENTUCKY

(McCracken County)

Paducah, the county seat of McCracken County, is the major economic center and the largest urban area in west Kentucky's Jackson Purchase Region. Paducah is located at the confluence of the Ohio and Tennessee Rivers (the head of the Tennessee-Tombigbee Waterway) approximately 48 river miles east of the confluence of the Ohio and Mississippi Rivers. Paducah is located 139 miles northwest of Nashville, Tennessee; 167 miles southeast of St. Louis Missouri; and 215 miles southwest of Louisville, Kentucky. Paducah had an estimated 2018 population of 24,850 persons.

McCracken County had an estimated 2018 population of 65,346 persons.

The Economic Framework

The total estimated number of persons employed in McCracken County as of April 2019 was 27,901. Employment by major industry for 2017 was as follows: manufacturing firms in the county reported 1,927 employees; trade, transportation and utilities provided 10,656 jobs; 18,581 people were employed in service occupations; informational services accounted for 734 employees; finance, insurance and real estate services accounted for 1,613 employees; 3,464 employees were state and local government employees; contract construction firms provided 1,659 jobs; and 31 persons were employed in the agricultural field.

Labor Supply

As of April 2019, there was an estimated labor supply of 120,289 persons available for industrial jobs in the labor market area, which is defined as all counties that substantially fall within a 60-minute drive of the target county's county seat.

Transportation

Major highways serving McCracken County include Interstate 24 and U.S. Highways 45, 60, and 62. The Interstate 24 Downtown Loop provides direct access from downtown to Interstate 24. Twenty-five trucking companies provide interstate and/or intrastate service to Paducah. Three maintain local terminals. The Paducah & Louisville Railway provides main line rail service to Paducah. Connections with the Illinois Central Railroad and the Burlington Northern Railroad are located near Paducah. The Barkley Regional Airport, six miles west of Paducah, provides scheduled commuter airline service. The Paducah-McCracken County Riverport Authority operates a public riverport at the confluence of the Ohio and Tennessee Rivers. Major employers in McCracken County (as of June 2019) are listed below:

Firm	Product	Employment
Marquette Transportation	Inland marine	907
James Marine	Inland marine/barge mfg	550
TeleTech	Call Center	400
Lynx Services	Call Center	317
Credit Bureau Systems	Credit reporting/collections	276
Computer Services Inc. (CSI)	Processing solutions for Financial Institutions	225
ViWin Tech Window & Door Inc.	Window manufacturer	200
Dippin' Dots LLC	Ice cream franchise	185
UACJ Automotive Whitehall Industries	Aluminum automotive parts	151
Henry A Petter Supply Company LLC	Industrial supply/distribution	150

Sources: Paducah Economic Development

McCracken County Economic Statistics

2015-2019

Year	Per Capita Income	Median Family Income	Average Weekly Wage	Unemployment Rate	Employment	Civilian Labor Force
2019	[(1)]	$58,400	[(1)]	4.4% [(3)]	27,901 [(3)]	29,177 [(3)]
2018	[(1)]	69,800	$846.00 [(2)]	5.6	27,774	29,366
2017	$48,797	51,500	811.00	6.1	27,835	29,636
2016	45,927	53,700	806.00	5.7	27,219	28,851
2015	44,815	60,500	797.00	5.7	26,980	28,620

Source: Kentucky Department of Economic Development; U.S. Department of Housing and Urban Development

(1) Data not available.
(2) Estimated 2018 average.
(3) Preliminary as of April 2019.

PRINCETON, KENTUCKY

(Caldwell County)

Princeton, the county seat of Caldwell County, is located in the Pennyrile Region of Western Kentucky just east of Lake Barkley, the Land Between the Lakes and the vast Western Waterland area. Princeton, with an estimated 2018 population of 6,131, is located 100 miles northwest of Nashville, Tennessee; 174 miles southwest of Louisville, Kentucky; and 219 miles southeast of St. Louis, Missouri.

Caldwell County had an estimated population of 12,715 in 2018.

The Economic Framework

The total estimated number of persons employed in Caldwell County as of April 2019 was 5,213. Employment by major industry for 2017 was as follows: manufacturing firms in the County reported 941 employees; trade, transportation and utilities provided 943 jobs; 1,106 people were employed in service occupations; finance, insurance and real estate services accounted for 216 employees; 629 employees were state and local government employees; and contract construction firms provided 84 jobs; 70 persons were employed in the agricultural field; and 54 individuals were employed in other areas.

Transportation

Major highways serving Princeton include Interstate 69, the Western Kentucky Parkway, U.S. Highway 62, and Kentucky Route 293. An interchange of Interstate 24 is located 13 miles west of the city. Twenty-two trucking companies provide interstate and/or intrastate service to Princeton. The Paducah and Louisville Railway and the Tradewater Railway provide rail service to Princeton. The nearest commercial airline service is available at Barkley Regional Airport near Paducah, Kentucky, 55 miles west. The Princeton-Caldwell County Airport maintains a 3,000-foot paved runway.

Labor Supply

As of April 2019, there was an estimated labor supply of 127,223 persons available for industrial jobs in the labor market area, which is defined as all counties that substantially fall within a 60-minute drive of the target county's county seat. Major employers in Princeton (as of June 2019) are listed below:

Firm	Product	Employment
TreeHouse Foods Inc.	Cookies & crackers	548
Hydro-Gear LP	Designs & manufactures hydrostatic pumps, transmissions & trans-axles for the lawn & garden industry	170
Special Metals Corporation	Metal powder & nickel base metal alloy billets	64
Bodycote Imt Inc.	HIP (Hot isostatic pressing)	23
Rogers Group	Crushed limestone	17
Times Leader & Pacesetter Printing	Twice weekly newspaper and sheet-fed commercial printing	9

Sources: Kentucky Cabinet for Economic Development and Other Sources

Princeton, Kentucky

(Caldwell County)

Economic Statistics

2015-2019

Year	Per Capita Income	Median Family Income	Average Weekly Wage	Unemployment Rate	Employment	Civilian Labor Force
2019	(1)	$54,200	(1)	4.5% (3)	5,213 (3)	5,456 (3)
2018	(1)	54,700	$657.00 (2)	4.7	5,163	5,419
2017	$33,824	57,100	651.00	5.2	5,182	5,467
2016	33,305	49,800	613.00	5.3	5,112	5,397
2015	32,214	48,400	599.00	5.5	5,069	5,364

Source: Kentucky Department of Economic Development; U.S. Department of Housing and Urban Development; Bureau of Economic Analysis

(1) Data not available.
(2) Estimated 2018 average.
(3) Preliminary as of April 2019.

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APPENDIX F

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Operating and Financial Data for the Members

PADUCAH POWER SYSTEM ("PPS")

Organization and Powers

The Electric Plant Board of the City of Paducah, Kentucky d/b/a Paducah Power System ("PPS") was created by an ordinance duly enacted on January 30, 1945 by the City Commission of the City of Paducah, Kentucky (the "City") which ordinance was amended on March 7, 1959. PPS is a political subdivision of the Commonwealth of Kentucky and is a separate and distinct corporate entity from the City. PPS is governed by five-person board of directors, four members of which are appointed by the City's Mayor to staggered four-year terms subject to approval by the City Commission. By statute, one position on the PPS board is to be filled by a representative of the City Commission or the City Manager.

On August 23, 1960, the City Commission of the City adopted an ordinance declaring it desirable for PPS to purchase and operate a municipal electric plant system and setting the question for a referendum of the City's voters. The referendum was held on November 8, 1960, and resulted in approval of the acquisition by PPS of the existing investor-owned electric distribution system serving the City by over 76 percent of the voters.

In July of 1961, PPS issued revenue bonds to finance the purchase from Kentucky Utilities Company ("KU") of its electric distribution system located within the city limits of the City and a fringe area in McCracken County, Kentucky, beyond the city limits. PPS thereafter began providing retail electric service within its exclusive service area under a long-term all-requirements wholesale power contract with the Tennessee Valley Authority ("TVA"). The original wholesale power contract between PPS and TVA was renewed by a power contract dated August 8, 1980. As permitted by the terms of the 1980 power contract, PPS in 2004 notified TVA that the contract would terminate as of December 21, 2009. Since termination of the TVA wholesale power contract, PPS has purchased virtually all of its electric power and energy requirements from the Kentucky Municipal Power Agency ("KMPA"). KMPA is a public agency created and operating under an Interlocal Cooperation Agreement dated February 7, 2005, by and between its two members, PPS and Princeton Electric Plant Board, as authorized by the Interlocal Cooperation Act, KRS 65.210 to 65.300, for purposes that include the mutual advantages that may be obtained from the coordinated planning, construction and operation of electric power generation and transmission facilities and the joint purchases, sales and exchanges of electric power and energy.

The Electric Plant

As of June 30, 2019, the PPS distribution system serves approximately 22,585 customers. Of this number, approximately 18,845 are classified as residential customers. The PPS service area includes most of the area within the corporate boundaries of the City which have been extended a number of times by annexation over the years and a portion of McCracken County outside of the city limits.

Except for a small allotment of hydroelectric power purchased from the Southeastern Power Administration, 15.1 MW of hydroelectric power purchased from American Municipal Power, Inc. ("AMP") under certain Power Sales Contracts pertaining to AMP hydroelectric projects on the Ohio River, and the power generated by the PPS gas-fired combustion turbine generating plant (described below), all electric power requirements of PPS are purchased from KMPA. KMPA has a network integration transmission service agreement in place with Louisville Gas & Electric/Kentucky Utilities whose transmission system adjoins the PPS service area. Power is received by PPS at two main delivery points at 161,000 volts. One delivery point is located in west McCracken County near the intersection of Mayfield-Metropolis Road and Old U.S. 60. The second delivery point is located near the southern PPS boundary at its Substation No. 8 on Schneidman Road.

In May, 2010, PPS completed construction of a gas-fired combustion turbine peaking facility located adjacent to its Substation No. 8 and at one of the two points at which the PPS distribution system interconnects to the transmission system of Louisville Gas & Electric/ Kentucky Utilities. The peaking plant consists of two new Pratt & Whitney Power Systems FT8-3 Swift Pac combustion turbine packages and all necessary ancillary equipment. Each of the peaking plant's two generators has a nominal capacity of 62 MW. The total capability of the peaking units is approximately 110 MW at peak summer ambient temperatures.

A 69,000 volt transmission system connects the system's ten distribution substations to the delivery points. The 69 KV system is "looped" from distribution substation to substation to provide flexibility in switching and increase reliability.

The distribution substations reduce the voltage from 69,000 volts to 12,470 volts that is the System's nominal distribution voltage. Distribution transformers, both pole-mounted and pad-mounted, reduce the voltage to the utilization level required by the system's customers.

The total transformer nameplate capacity of the distribution substations is 356,000 kilo-volt amps. The nameplate capacity of the delivery point transformers (total system capacity) is 316,000 kilo-volt amperes. An all-time maximum system peak for the system is 161,000 kilowatts. This peak was set in August 2000.

PPS has total assets of $196,280,200 (according to its unaudited financial statements for the fiscal year ended June 30, 2019) with approximately 895 miles of line with 25 customers per mile and an average residential usage of 1,066 kilowatt-hours per month.

Neither the rates charged nor services provided by PPS are regulated by the Kentucky Public Service Commission or the City. The PPS Board is autonomous in its rate-setting authority.

The current schedule for electric rates, as of July 1, 2019, is shown below.

Customer Class	Retail Rates	Power Cost Adjustment	Effective Rate
Residential			
Customer Charge	$14.75		$14.75
All KWH	$0.11153	$0.007270	$0.118800
GSA-1			
Customer Charge	$22.00		$22.00
All KWH	$0.12217	$0.007270	$0.129440
GSA-2			
Customer Charge	$115.00		$115.00
1st 15,000 KWH	$0.11938	$0.007270	$0.126650
Additional KWH	$0.07495	$0.007270	$0.082220
1st 50 KW Demand	$0.00		-
51-1,000 KW Demand	$16.49		$16.49
GSA-2 Seasonal			
Customer Charge	$115.00		$115.00
1st 15,000 KWH	$0.13529	$0.007270	$0.142560
Additional KWH	$0.09086	$0.007270	$0.098130
1st 50 KW Demand	$0.00		-
51-1,000 KW Demand	$20.69		$20.69
GSA-3			
Customer Charge	$275.00		$275.00
All KWH	$0.06736	$0.007270	$0.074630
0-1,000 KW Demand	$15.25		$15.25
1,001 – 5,000 KW Demand	$17.62		$17.62
Economic Development Rate			
Customer Charge	$275.00		$275.00
All KWH	$0.0590		$0.0590
Industrial			
Customer Charge	$275.00		$275.00
All KWH	$0.05257	$0.007270	$0.05984
All KW Demand	$18.38		$18.38
Drainage Pumps			
Customer Charge	$65.00		$65.00
All KWH	$0.09391	$0.007270	$0.101180
Outdoor Lighting			
All KWH	$0.08425	$0.007270	$0.091520
Customer Charge	See Note		
City Street Lighting			
All KWH	$0.10625	$0.007270	$0.11352

Source: Paducah Power System
Note: Customer charges for outdoor lighting are dependent on type and size.

Power Cost Adjustment charges are applicable to all KWH.

Set forth below is a list of the ten largest electric customers in terms of amount of electricity and revenue generated during fiscal year 2019.

Customer	Usage (Kilowatt Hrs.)	Dollar Sales
Baptist Health Paducah Hospital	28,443,785	3,189,965.43
Lourdes Hospital	24,065,295	2,593,601.42
HB Fuller Co	12,393,600	1,200,030.53
City of Paducah	7,555,209	1,150,688.62
West KY Community & Technical College	6,749,427	960,077.61
Walmart Stores	6,936,844	804,730.73
Paducah Water Works	6,086,244	736,083.20
Dippin Dots Inc	6,975,731	694,451.36
Kroger	5,273,047	616,185.45
Genova Kentucky	8,718,000	517,662.00

Source: Paducah Power System

Listed below are customer statistics of PPS for the last five fiscal years.

	FY19	FY18	FY17	FY16	FY15
Residential	18,845	18,884	18,808	18,814	18,675
Commercial	3,330	3,335	3,296	3,307	3,286
Lighting	410	421	418	422	436
Total	22,585	22,640	22,522	22,543	22,397
MWh Sold	554,027	557,045	558,405	546,664	556,184
Peak MWh	137	139	138	139	134

Source: Paducah Power System

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Financial Information

The following is a five year presentation of Paducah Electric's finances to include balance sheets, statements of revenues, expenses and changes in retained earnings, and calculations of debt service coverage based on historical revenues. Please refer to Appendix C for Paducah Electric's 2017-2018 Audited Financial Statements.

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ELECTRIC PLANT BOARD OF THE
CITY OF PADUCAH, KENTUCKY D/B/A
PADUCAH POWER SYSTEM (PPS)

BALANCE SHEETS

	ASSETS June 30,				
	2018	**2017**	**2016**	**2015**	**2014**
UTILITY PLANT					
Transmission system	$ 10,530,593	$ 10,497,638	$ 10,472,920	$ 10,374,351	$ 10,372,166
Distribution system	90,881,668	88,868,789	86,670,161	84,670,049	81,519,079
Land	2,634,929	2,634,929	2,634,929	2,636,229	2,636,229
Generation plant	112,003,875	110,769,765	110,695,826	110,661,988	110,661,988
General plant	21,788,580	20,229,751	19,408,075	18,541,240	17,164,508
	237,839,645	233,000,872	229,881,911	226,883,857	22,353,970
Less accumulated depreciation	(92,837,485)	(86,962,759)	(78,944,311)	(70,961,324)	(63,070,143)
	145,002,160	146,038,113	150,937,600	155,922,533	159,283,827
Construction work in progress	878,885	799,658	896,185	904,999	2,874,790
Total Utility Plant	$145,881,045	$146,837,771	$151,833,785	$156,827,532	$162,158,617
OTHER PROPERTY AND INVESTMENTS					
Sinking Fund	5,430,225	5,344,377	10,306,112	15,356,869	19,784,370
Investment in SEDC	177,590	175,436	165,051	159,421	140,508
Investment in MuniNet Fiber Agency	461,784	426,541	385,589	330,508	253,720
Investment in CSA	26,629	26,740	26,740	26,740	26,740
Non-utility property	-	82	1,042	2,021	2,999
Total Other Property and Investments	$ 6,096,228	$ 5,973,176	$ 10,884,534	$ 15,875,559	$ 20,208,337
CURRENT ASSETS					
Cash and temporary cash investments	7,916,839	15,050,318	12,648,689	3,905,965	1,727,434
Cash reserve fund	11,000,000	10,992,925	7,588,484	4,236,588	823,068
Accounts receivable (net of allowance for doubtful accounts)	6,999,775	6,154,504	6,404,810	6,649,580	8,240,041
Materials and supplies	1,235,772	1,267,660	1,292,107	1,347,339	1,473,321
Prepaid expenses	717,162	709,261	662,846	12,718	16,030
Receivable from MuniNet Fiber Agency	32,252	32,252	32,252	32,252	32,252
Grants receivable	-	-	-	-	-
Accrued interest receivable	3,243	4,479	14,302	6,642	29,226
Rent receivable	105,167	96,915	98,526	98,526	98,526
Total Current Assets	$ 28,010,210	$ 34,308,314	$ 28,742,016	$ 16,289,610	$ 12,439,898
DEFERRED DEBITS					
Unamortized debt discount	2,448,877	2,590,841	2,744,583	2,808,387	2,396,110
Regulatory credits	1,914,581	1,586,912	-	1,157,419	3,976,727
Receivable for conservation	-	-	-	-	-
Unemployment Trust Fund	29,154	29,154	29,154	29,154	29,154
Unamortized research and develop cost	428,433	443,734	459,035	-	-
Other deferred debits	46,169	286,768	20,723	21,313	19,045
Total Deferred Debits	$ 4,867,214	$ 4,937,409	$ 3,253,495	$ 4,016,273	$ 6,421,036
TOTAL ASSETS	$184,854,697	$192,056,670	$194,713,830	$193,008,974	$201,227,888
DEFERRED OUTFLOWS OF RESOURCES					
Deferred pension plan contributions	$ 785,526	$ 721,263	$ 614,909	$ 575,515	$ -
Deferred savings on bond refunding	14,891,836	15,755,131	16,618,426	-	-
Deferred pension plan outflows	3,666,981	1,924,077	982,483	-	-
Deferred OPEB outflows	928,925	-	-	-	-
Deferred OPEB contributions	307,147	-	-	-	-

Source: Paducah Power System Audited Financial Statements

ELECTRIC PLANT BOARD OF THE
CITY OF PADUCAH, KENTUCKY D/B/A
PADUCAH POWER SYSTEM (PPS)

BALANCE SHEETS

	LIABILITIES June 30,				
	2018	2017	2016	2015	2014
CURRENT LIABILITIES					
Accounts payable	$ 5,714,855	$ 5,282,050	$ 5,399,622	$ 5,111,371	$ 6,308,307
Line of credit	-	-	-	-	3,000,000
Customer deposits	690,876	770,091	835,086	814,286	794,596
Accrued taxes and equivalents	908,909	926,793	951,702	910,046	1,024,117
Accrued interest	1,642,288	1,677,953	1,801,373	1,837,712	1,876,502
Other current and accrued liabilities	961,591	787,841	861,779	848,097	817,286
Bonds payable	5,035,000	4,870,000	5,240,000	5,100,000	4,945,000
Total Current Liabilities	$ 14,953,519	$ 14,314,728	$ 15,089,562	$ 14,621,512	$ 18,765,808
NON-CURRENT LIABILITIES					
Bonds held by public	145,882,561	151,844,666	157,639,794	146,032,721	151,000,043
Advances for conservation loans	-	-	-	-	15,220
Other unearned revenues	361,533	336,819	337,801	-	-
Other regulatory liabilities	3,978,055	6,461,368	5,705,492	352,166	370,247
Net pension liability	12,429,850	10,218,988	8,318,121	6,515,620	-
Total Non-Current Liabilities	4,269,082	$168,861,841	$172,001,208	$152,900,507	$151,385,510
TOTAL LIABILITIES	$181,874,600	$183,176,569	$187,090,770	$167,522,019	$170,151,318
DEFERRED INFLOWS OF RESOURCES					
Deferred pension plan inflows	$ 1,184,788	$ 114,224	$ 189,870	$ 727,301	-
Deferred OPEB inflows	223,517	-	-	-	-
NET ASSETS					
Invested in capital assets, net of Related debt	12,304,197	8,469,077	8,317,000	5,694,811	6,213,574
Restricted for:					
Capital projects	-	-	-	-	-
Debt service	5,430,225	5,344,377	10,306,112	15,356,869	19,784,370
Unrestricted - net deficit	4,417,785	13,352,894	7,025,896	4,283,489	5,078,626
Total Net Assets	$ 22,152,207	$ 27,166,348	$ 25,649,008	$ 25,335,169	$ 31,076,570
TOTAL LIABILITIES & NET ASSETS	$205,435,112	$210,457,141	$212,929,648	$193,584,489	$201,227,888

Source: Paducah Power System Audited Financial Statements

**ELECTRIC PLANT BOARD OF THE
CITY OF PADUCAH, KENTUCKY D/B/A
PADUCAH POWER SYSTEM (PPS)**

COMBINED STATEMENTS OF INCOME AND CHANGES IN RETAINED EARNINGS

	Years Ending June 30,				
	2018	**2017**	**2016**	**2015**	**2014**
OPERATING REVENUES					
Charges for services:					
Residential	$29,685,681	$29,750,655	$29,758,030	$ 31,647,468	$ 31,611,977
Large lighting and power	33,312,883	34,938,684	35,748,218	37,575,679	36,078,042
Small lighting and power	8,734,266	8,687,541	8,721,456	9,190,800	8,814,194
Street and outdoor	1,587,143	1,603,272	1,633,951	1,693,631	1,622,309
Total Charges for Services	$73,319,973	$74,980,152	$75,861,655	$ 80,107,578	$ 78,126,522
Miscellaneous:					
Forfeited discounts	390,822	404,317	435,746	472,781	479,047
Service revenue	2,897,276	2,606,360	2,481,950	2,328,907	2,095,002
Regulatory credits	2,483,313	(755,876)	(6,862,911)	(2,819,308)	3,976,727
Other electric revenue	11,600	600	600	600	600
Total Miscellaneous	$ 5,783,011	$ 2,255,401	$ (3,944,615)	$ (17,020)	$ 6,551,376
TOTAL OPERATING REVENUES	$79,102,984	$77,235,553	$71,917,040	$ 80,090,558	$ 84,677,898
PURCHASED POWER AND OPERATING EXPENSES					
Purchased power cost	49,821,766	46,936,630	43,173,928	50,457,469	56,629,518
General operating expense	8,909,834	8,104,676	7,222,146	7,292,640	7,254,708
Generation plant expense	2,737,144	2,422,919	1,286,365	1,480,592	1,239,850
Maintenance expense	1,861,998	1,779,544	1,622,259	1,393,068	1,438,592
Other operating expense	11,233,559	11,080,584	10,975,406	10,856,868	10,811,174
Total Purchased Power and Operating Expenses	$74,564,301	$70,324,353	$64,280,104	$ 71,480,637	$ 77,373,842
OPERATING INCOME	$ 4,538,683	$ 6,911,200	$ 7,636,936	$ 8,609,921	$ 7,304,056
NONOPERATING					
Interest paid on indebtedness	(6,538,283)	(5,436,377)	(7,171,818)	(7,338,095)	(7,462,876)
Interest earned on investments	137,537	149,944	140,292	194,308	362,982
Net amortization discount and premium on debt	(93,455)	(101,051)	(292,452)	(276,749)	(268,158)
Nonoperating income	18,573	(6,376)	881	12,715	33,910
Total Nonoperating Revenues/Expenses	$(6,475,628)	$(5,393,860)	$(7,323,097)	$(7,407,821)	$ (7,334,142)
CHANGES IN NET ASSETS	$(1,936,945)	$ 1,517,340	$ 313,839	$ 1,202,100	$ (30,086)
NET ASSETS, BEGINNING OF YEAR	$27,166,348	$25,649,008	$25,335,169	$ 31,076,570	$ 31,106,656
Prior period adjustment	$(3,077,196)	-	$ -	$ (6,943,501)	$ -
NET ASSETS, END OF YEAR	$22,152,207	$27,166,348	$25,649,008	$ 25,335,169	$ 31,076,570

Source: Paducah Power System Audited Financial Statements

PRINCETON ELECTRIC PLANT BOARD ("PEPB")

Organization and Powers

The Electric Plant Board of the City of Princeton, Kentucky ("PEPB") was created by an ordinance duly enacted on August 25, 1958 by the City Council of the City of Princeton, Kentucky ("City Council"). PEPB is a political subdivision of the Commonwealth of Kentucky that is a separate and distinct corporate entity from the City of Princeton, Kentucky ("City"). PEPB is governed by a five-person board of directors ("Board"), four members of which are residents, taxpayers and legal voters of the City appointed by the City's Mayor to staggered four-year terms subject to the approval of the City Council. By statute, one position on the Board is occupied by a member of the City Council designated by the City's Mayor subject to the approval of the City Council.

On September 8, 1959, the City Council adopted an ordinance declaring it desirable for PEPB to purchase and operate a municipal electric plant system and setting the question for a referendum of the City's voters. The referendum was held on November 3, 1959, and resulted in approval of the acquisition by PEPB of the then existing investor-owned electric distribution system serving the City.

In 1960, PEPB issued revenue bonds to finance the purchase of the electric distribution system of Kentucky Utilities Company ("KU") located within the limits of the City and a fringe area in Caldwell County, Kentucky beyond the limits of the City. In July of 1961, PEPB purchased said electric distribution system of KU and thereafter began providing retail electric service within PEPB's exclusive service area under a long-term wholesale power contract with the Tennessee Valley Authority.

The Electric Plant

As of June 30, 2019 the PEPB distribution system serves approximately 3,793 customers. Of this number, approximately 2,903 are classified as residential customers. The PEPB service area includes most of the area within the corporate boundaries of the City and a portion of Caldwell County outside the limits of the City.

Except for a small allotment of hydroelectric power purchased form the Southeastern Power Administration and 2.9 MW of hydroelectric power purchased from American Municipal Power, Inc. ("AMP") under certain Power Sales Contracts pertaining to AMP hydroelectric projects on the Ohio River, the total power requirements for the system are currently purchased from the Kentucky Municipal Power Agency ("KMPA") under a Power Sales Agreement dated as of September 1, 2007 and a Partial Requirements Power Sales Agreement dated as of December 28, 2009. KMPA has a network integration transmission service agreement in place with Louisville Gas & Electric / Kentucky Utilities ("LG&E/KU") whose transmission system adjoins the PEPB service area. Power is received by PEPB at a single delivery point north of the City at 161,000 volts.

PEPB has total assets of $31,386,603 (according to its unaudited financial statements for the fiscal year ended June 30, 2019), with 112 miles of line with 36 customers per mile, and an average residential usage of 1,000 kilowatt-hours per month.

Neither the rates charged nor services provided by PEPB are regulated by the Kentucky Public Service Commission or the City. The Board is autonomous in its rate-setting authority and control over the management and operation of the electric system.

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Electric Rates

The current schedule for electric rates, shown below, became effective March 1, 2018.

Customer Class	Effective Rate
Residential	
Customer Charge	$14.89
All KWH	$0.13106
GSA-1	
Customer Charge	$27.85
All KWH	$0.14236
GSA-2	
Customer Charge	$127.66
1st 50 KW Demand	--
51-1,000 KW Demand	$15.71
1st 15,000 KWH	$0.12086
Additional KWH	$0.12086
GSA-3	
Customer Charge	$294.15
1st 1,000 KWH	$15.46
Additional KWH	$17.88
1st 550 KW Demand	$0.10286
Additional KWH	$0.10286
Outdoor Lighting	
All KWH	$0.10565

Source: Princeton Electric Plant Board
Note: Customer charges for outdoor lighting are dependent on type and size.

Fuel charges are applicable to all KWH.

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Set forth below is a list of the ten largest electric customers of the PEPB in terms of amount of electricity and revenue generated during fiscal year 2019 (as of June 30, 2019).

Customer	Usage (Kilowatt Hrs.)	Dollar Sales
TreeHouse Foods Inc.	22,986,000	3,362,825.03
Special Metals	6,522,000	1,079,213.16
Hydro-Gear	7,241,700	1,056,302.61
Caldwell County Schools	3,090,180	533,571.86
Walmart	3,040,200	490,204.86
Caldwell County Hospital	3,096,900	482,928.42
Bodycote	2,312,400	429,795.86
Food Giant	1,349,640	214,652.17
Caldwell County Water District	1,023,400	157,753.47
City of Princeton	1,265,658	157,121.72

Source: Princeton Electric Plant Board

Listed below are customer statistics of the PEPB for the last five fiscal years:

	FY19	FY18	FY17	FY16	FY15
Residential	2,903	2,945	2,965	3,010	3,025
Commercial	876	859	890	840	866
Lighting	14	14	14	13	14
Total	3,793	3,818	3,869	3,863	3,905
MWh Sold	110,107	111,361	112,000	108,413	111,137
Peak MW	24.85	26.23	25.27	25.55	25.31

Source: Princeton Electric Plant Board

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Financial Information

The following is a five year presentation of Princeton Electric's finances to include balance sheets, statements of revenues, expenses and changes in retained earnings, and calculations of debt service coverage based on historical revenues. Please refer to Appendix D for Princeton Electric's 2017-2018 Audited Financial Statements.

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ELECTRIC PLANT BOARD OF THE
CITY OF PRINCETON, KENTUCKY
PRINCETON ELECTRIC PLANT BOARD (PEPB)

BALANCE SHEETS

ASSETS

	Years Ending June 30,				
	2018	**2017**	**2016**	**2015**	**2014**
CURRENT ASSETS					
Cash - general funds	$4,195,447	$3,823,674	$3,452,457	$3,325,363	$3,981,340
Special funds	-	-	-	-	-
Accounts receivable	1,441,390	1,136,153	1,050,188	1,194,338	1,294,242
Other receivables	-	-	-	-	-
TVA heat pump loans	-	-	-	-	773
Unbilled revenue	540,550	393,002	445,569	445,380	482,273
Inventories (at weighted-average cost)	291,019	274,413	286,773	301,772	296,027
Prepaid expenses	-	-	-	-	-
Other current assets	24,944	23,766	23,389	23,513	380,337
Total Current Assets	$6,493,350	$5,651,008	$5,258,376	$5,290,366	$6,434,992
NONCURRENT ASSETS					
Utility plant	$31,814,681	$31,500,179	$31,290,247	$31,942,622	$31,564,968
Construction in progress	-	-	-	-	-
Less accumulated depreciation	13,522,008	12,489,015	11,599,444	11,443,850	10,314,064
Net utility plant	$18,292,673	$19,011,164	$19,690,803	$20,498,772	$21,250,904
RESTRICTED ASSETS					
Investments - special funds	$2,825,353	$2,737,922	$2,698,143	$2,581,320	$3,090,153
OTHER ASSETS					
Investment in affiliated organizations	$290,432	$228,751	$188,890	$152,360	$120,133
Nonutility property	683,351	705,394	727,438	749,481	771,525
Other noncurrent asset	87,217	89,512	91,807	-	-
Total other assets and investments	$1,061,000	$1,023,657	$1,008,135	$901,841	$891,658
Deferred charges	2,077,818	2,168,543	2,259,268	2,349,993	2,176,381
TOTAL ASSETS	$30,750,194	$30,592,294	$30,914,725	$31,622,292	$33,844,088
DEFERRED OUTFLOWS OF					
Deferred pension amounts	$1,291,142	$825,786	$433,976	$ 203,006	$ -

Source: Princeton Electric Plant Board Audited Financial Statements

ELECTRIC PLANT BOARD OF THE
CITY OF PRINCETON, KENTUCKY
PRINCETON ELECTRIC PLANT BOARD (PEPB)

BALANCE SHEETS

LIABILITIES

	Years Ending June 30,				
	2018	**2017**	**2016**	**2015**	**2014**
CURRENT LIABILITIES					
Current maturities of long-term debt	$575,000	$555,000	$535,000	$ 515,000	$ 485,000
Accounts payable - other	47,378	36,206	45,047	63,364	55,910
Accounts payable - related parties	852,633	836,665	876,247	827,943	1,017,869
Customer deposits	491,900	414,572	393,081	362,102	323,616
Accrued taxes	132,255	129,285	134,835		
Accrued interest	122,321	125,718	128,924	131,803	202,697
Accrued payroll and other taxes	117,256	83,887	75,353	328,396	220,649
Deferred credits	36,539	(11,698)	(5,862)	15,946	77,352
Vacation and sick pay	195,851	201,912	240,158	210,825	201,123
Conservation advances - TVA	-	-	-	0	773
Other current & accrued liabilities	764,743	61,901	38,491	38,727	38,614
Total Current Liabilities	$3,335,876	$2,433,448	$2,461,274	$2,494,106	$2,623,603
NONCURRENT LIABILITIES					
Long-term debt	$16,604,346	$17,183,031	$17,741,714	$18,280,398	$20,082,041
Pension liability	3,886,373	2,670,176	2,159,909	1,685,800	-
Advances from others:					
Conservation advances - TVA	-	-	-	-	-
Total Noncurrent Liabilities	$20,490,719	$19,853,207	$19,901,623	$19,966,198	$20,082,041
TOTAL LIABILITIES	23,826,595	$22,286,655	$22,362,897	$22,460,304	$22,705,644
DEFERRED INFLOWS OF RESOURCES					
Deferred pension amounts	$468,551	$102,718	$122,811	$147,200	$ -
NET ASSETS					
Invested in capital assets, net of related debt	1,113,327	$1,273,133	$1,414,089	$1,703,374	$ 683,863
Restricted	2,825,353	2,737,922	2,698,143	2,581,320	3,090,153
Unrestricted	3,807,510	5,017,652	4,750,761	4,933,100	7,364,428
Total Net Assets	$7,746,190	$9,028,707	$8,862,993	$9,217,794	$11,138,444

Source: Princeton Electric Plant Board Audited Financial Statements

ELECTRIC PLANT BOARD OF THE
CITY OF PRINCETON, KENTUCKY
PRINCETON ELECTRIC PLANT BOARD (PEPB)

BALANCE SHEETS

COMBINED STATEMENTS OF INCOME AND CHANGES IN RETAINED EARNINGS

	Years Ending June 30,				
	2018	2017	2016	2015	2014
OPERATING REVENUES					
Total Operating Revenues	$15,972,483	$14,910,480	$14,156,694	$15,035,745	$14,759,975
OPERATING EXPENSE					
Cost of power	11,229,006	$9,741,821	$9,206,075	$10,235,071	$10,276,577
Distribution – operation	466,967	518,966	536,595	600,913	572,118
Maintenance	749,539	691,929	599,092	575,513	543,835
Customer accounts	206,556	208,332	223,745	192,478	189,151
Maintenance – general plant	17,626	28,654	38,332	-	-
Customer service and information	20,500	18,062	24,927	19,572	23,864
Sales promotion	5,579	7,509	8,127	7,959	11,411
Administrative and general	1,013,604	783,408	920,922	630,330	702,772
Depreciation	1,132,907	1,124,157	1,208,613	1,214,091	1,261,191
Taxes	793,427	752,023	743,273	758,613	764,724
Total Operating Expenses	$15,635,711	$13,874,861	$13,509,701	$14,234,540	$14,345,643
OPERATING INCOME	$336,772	$1,035,619	$646,993	$801,205	$414,332
NONOPERATING REVENUES/EXPENSES					
Interest expense	($737,040)	($757,040)	($775,625)	($1,085,177)	($1,240,666)
Other interest expense	(4,302)	(3,948)	(3,688)	(3,325)	(2,902)
Amortization of debt expense	(90,725)	(90,725)	(90,725)	(80,471)	(75,343)
Amortization-other	(24,339)	(24,339)	(22,043)	(22,044)	(22,044)
Interest income	20,875	20,448	13,931	10,078	17,616
Tax rebate on Build America Bonds	-	-	485	178,149	261,350
Other expenses	(4,445)	(14,301)	(21,178)	(18,065)	(18,485)
Gain (Loss) on disposal of assets	-	-	(102,951)	-	-
Total Nonoperating Revenues/Expenses	(839,976)	(869,905)	(1,001,794)	($1,020,855)	($1,080,474)
TOTAL NET ASSETS, BEGINNING OF YEAR	$9,028,707	$8,862,993	$9,217,794	$11,138,444	$11,804,586
Implementation of GASB 68	(779,312)	-	-	($1,701,000)	-
NET INCOME	$8,249,395	165,714	(354,801)	($219,650)	($666,142)
TOTAL NET ASSETS, END OF YEAR	$7,746,190	$9,028,707	$8,862,993	$9,217,794	$11,138,444

Source: Princeton Electric Plant Board Audited Financial Statements

APPENDIX G

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Definitions and Summary of Certain Provisions of the Indenture

and the Form of Power Sales Agreement

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DEFINITIONS AND SUMMARY OF

CERTAIN PROVISIONS OF THE INDENTURE

The following is a summary of the Indenture. The summary does not purport to set forth all of the provisions of such document, to which reference is made for the complete and actual terms thereof.

DEFINITIONS

Set forth below are summary definitions of certain terms used in the summary of the Indenture contained in the Official Statement.

"*Act*" means Sections 65.210 to 65.300 and Sections 96.550 to 96.901of the Kentucky Revised Statutes, as amended.

"*Annual Budget*" means the budget adopted by the Issuer at the beginning of each Fiscal Year, as the same may be amended from time to time.

"*Annual Debt Service*" means the amount of principal and interest on Long-Term Indebtedness computed in accordance with clauses (a) through (e) of the definition of Debt Service Coverage Ratio due in a Fiscal Year.

"*Approving Opinion*" means, with respect to any action relating to the Bonds, the occurrence of which requires an Opinion of Counsel, delivered by Bond Counsel, to the effect that such action (a) is permitted by this Indenture and (b) will not adversely affect the exclusion of interest on the Bonds from gross income of the Owners for purposes of federal income taxation.

"Assumed Amortization Period" means, with respect to any Indebtedness the principal and interest requirements of which are to be recast for purposes of a calculation of the Debt Service Coverage Ratio, the period of time determined, at the election of the Issuer, with the consent of the Bond Insurer, pursuant to either paragraph (a) or paragraph (b) below:

(a) twenty-five (25) years; or

(b) the period of time, not exceeding twenty-five (25) years, set forth in an opinion delivered to the Trustee of an investment banker selected by the Issuer and experienced in underwriting indebtedness of the type being recast, or of another Person selected by the Issuer and experienced in the issuance and sale of indebtedness of such type, as being the maximum period of time over which indebtedness having comparable terms and security issued or incurred by municipal utilities of comparable credit standing would, if then being offered, be marketable on reasonable and customary terms.

"Assumed Interest Rate" means, with respect to any Indebtedness the principal and interest requirements of which are to be recast for purposes of a calculation of the Debt Service Coverage Ratio, the rate per annum determined in accordance with the applicable paragraph set forth below:

(a) with respect to Variable Rate Indebtedness proposed to be incurred, the Projected Rate;

(b) with respect to Variable Rate Indebtedness then Outstanding, 100% of the weighted average annual interest rate borne by such Variable Rate Indebtedness during the 12-month period ending on the date of calculation, or with respect to Variable Rate Indebtedness issued during such 12-month period, 125% of the initial rate borne by such Variable Rate Indebtedness; or

(c) with respect to Indebtedness then Outstanding and not described in either clause (a) or clause (b) above, the Projected Rate.

"*Attributes*" has the meaning given that term in the Power Sales Agreement.

"*Authorized Denominations*" means $5,000 or any integral multiple thereof provided that any amount shall be an Authorized Denomination if such amount results from the redemption of Bonds pursuant to the Indenture.

"*Authorized Investments*" means any of the following:

(1) direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury of the United States of America) or obligations the timely payment of the principal of and interest on which are fully guaranteed by the United States of America, including instruments which are rated in one of the two highest Rating Categories by a Rating Agency evidencing an ownership interest in securities described in this clause (1);

(2) obligations, debentures, notes or other evidences of indebtedness issued or guaranteed by any of the following:

Federal Home Loan Bank System, Export-Import Bank of the United States, Farmers Home Administration; Merchant Marine Bonds; Federal Financing Bank, Federal Farm Credit Banks; Bank for Cooperatives; Federal Land Banks, Government National Mortgage Association, Federal National Mortgage Association; Tennessee Valley Authority; Federal Home Loan Mortgage Corporation; Federal Housing Administration; General Services Administration; U.S. Maritime Administration; U.S. Department of Housing and Urban Development; or Resolution Funding Corp.;

(3) repurchase agreements (including those of the Trustee or its affiliates) rated in one of the three highest Rating Categories by a Rating Agency and fully secured by collateral security described in clause (1) or (2) of this definition or any other collateral authorized by Kentucky law for repurchase agreements, which collateral (a) is held by the Trustee or a third party agent during the term of such repurchase agreement, (b) is not subject to liens or claims of third parties and (c) has a market value (determined at least once every fourteen days) at least equal to the amount so invested;

(4) certificates of deposit of, or time deposits in, any bank (including the Trustee or its affiliates) or savings and loan association (a) the debt obligations of which (or in the case of the principal bank of a bank holding company, the debt obligations of the bank holding company of which) are rated in one of the three highest Rating Categories by a Rating Agency or (b) which are fully insured by the Federal Deposit Insurance Corporation;

(5) shares in any investment company registered under the Federal Investment Governmental Agency Act of 1940 whose shares are registered under the Federal Securities Act of 1933, as amended, and whose only investments are government securities described in clause (1) or (2) of this definition and repurchase agreements fully secured by government securities described in clause (1) or (2) of this definition and/or other obligations rated in the highest Rating Category by a Rating Agency;

(6) tax-exempt obligations of any state of the United States, or political subdivision thereof, which are rated one of the two highest Rating Categories by a Rating Agency or mutual funds invested only in such obligations and which are rated in one of the two highest Rating Categories by a Rating Agency;

(7) units of a taxable or nontaxable government money-market portfolio composed of U.S. Government obligations and repurchase agreements collateralized by such obligations;

(8) commercial paper rated the highest Rating Category by a Rating Agency;

(9) corporate notes or bonds with one year or less to maturity rated in one of the two highest Rating Categories by a Rating Agency;

(10) shares of mutual funds, each of which shall have the following characteristics:

(i) the mutual fund shall be an open-end diversified investment company registered under the Federal Investment Company Act of 1940, as amended;

(ii) the management company of the investment company shall have been in operation for at least five (5) years;

(iii) all of the securities in the mutual fund shall be in investments in any one or more of the investments described in (1) and (3) above; and

(iv) the mutual fund shall be rated in one of the two highest Rating Categories by a Rating Agency; or

(11) any other investments permitted by State law.

"*Authorized Representative*" means, with respect to the Issuer, its Chairman, Vice-Chairman, Treasurer, Secretary, General Manager or any other Person(s) designated as an Authorized Representative of the Issuer.

"*Bankruptcy Code*" means the United States Bankruptcy Code, as amended from time to time.

"*Bond Counsel*" means the firm of Rubin & Hays of Louisville, Kentucky, or any other firm of nationally recognized bond counsel, whose members are duly admitted to practice law before the highest court of any state and designated by the Issuer as its bond counsel for the Bonds. Nothing shall preclude the Issuer from designating the same firm as both Tax Counsel and Bond Counsel.

"*Bond Fund*" means the fund of that name created and established pursuant to Section 4.1.

"Bond Insurance Policy" refers to the municipal bond insurance policy issued by the Bond Insurer guaranteeing the scheduled payment of principal of and interest on the Bonds when due.

"*Bond Insurer*" means any corporation, association or other entity which is engaged in the business, among other things, of insuring or guaranteeing the payment of the principal of and interest on municipal bond issues and that provides such insurance or guaranty with respect to the Bonds.

"*Bond Register*" means the books for registration of Bonds kept for the Issuer by the Trustee as provided in the Indenture.

"*Bond Year*" means each one-year period that ends on the date selected by the Issuer. The first and last Bond Years may be short periods. If no date is selected by the Issuer before the earlier of the final maturity date of the Bonds or the date that is five years after the Date of Issue of the Bonds, Bond Years end on each anniversary of the Date of Issue and on the final maturity date of the Bonds.

"*Bondowner*" means the Owner of any Bond.

"*Bonds*" means collectively the Series 2019A Bonds, the Series 2020A Bonds, the Prior Bonds and any Parity Bonds.

"*Book Entry System*" means, with respect to the Bonds, a form or system, as applicable, under which (i) the beneficial ownership interests may be transferred only through a book entry and (ii) physical Bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Owner, with the physical Bond certificates "immobilized" in the custody of the Depository. The Book Entry System maintained by and the responsibility of the Depository and not maintained by or the responsibility of the Issuer or the Trustee is the record that identifies, and records the transfer of the interests of, the owners of book entry interests in the Bonds.

"*Business Day*" means any day other than (i) a Saturday, (ii) a Sunday, (iii) a day on which banking institutions in the Commonwealth of Kentucky, the State of New York or any state in which the office of the Trustee is located are closed as authorized or obligated by law or administrative order or (iv) a day on which the New York Stock Exchange is closed.

"*Capacity*" has the meaning given that term in the Power Sales Agreement.

"*Capacity Share*" has the meaning given that term in the Power Sales Agreement.

"*Capital Improvement Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Capital Improvements*" means anticipated and unanticipated necessary repairs, renewals, replacements, extensions, renovations, improvements, acquisitions and additions to the Plant.

"*Capital Reserve Requirement*" refers, as of any particular computation date, to the amount, determined by an Independent Consultant and set forth in the then most recent report of the Independent Consultant to the Issuer and the Trustee, to be held in the Capital Improvement Fund as the amount reasonably anticipated under prevailing standards of sound electric utility management to be necessary for the purpose of providing funds which may be needed for Capital Improvements.

"*Certificate, statement, request, direction or order*" of the Issuer, a Member or a PSA Signatory means, respectively, a written certificate, statement, request, direction or order signed in the name of the Issuer, the Member or PSA Signatory by an Authorized Representative of the Issuer, the Member or the PSA Signatory, as the case may be. Any such instrument and supporting opinions or representations, if any, may, but need not, be combined in a single instrument with any other instrument, opinion or representation, and the two or more so combined shall be read and construed as a single instrument. If and to the extent required by the Indenture, each such instrument shall include the statements provided for in the Indenture.

"*Code*" means the Internal Revenue Code of 1986, as amended, or any successor federal income tax statute or code. Any reference to a provision of the Code shall include the applicable regulations of the Department of the Treasury promulgated or proposed with respect to such provision.

"*Conditional Redemption*" has the meaning ascribed to such term in the Indenture.

"Consultant's Report" means, when used with reference to a Projection, a written statement of an Independent Consultant to the effect that the Independent Consultant has reviewed the Projection, concurs with the calculations reflected therein and believes that the assumptions and rationale upon which the Projection is based are reasonable and appropriate or believes that they are not unreasonable.

"*Costs of Issuance Account*" means the account of that name in the Project Fund created pursuant to the Indenture.

"Credit Enhanced Indebtedness" shall mean Indebtedness the principal of and interest on which are secured by the proceeds of an irrevocable letter of credit, surety bond, insurance policy or other credit facility or arrangement with a Person who the Issuer is obligated to reimburse for advances made for amounts due on such Credit Enhanced Indebtedness.

"*Credit Enhancer*" shall mean to a Person who has undertaken to provide moneys necessary for payment to holders of Credit Enhanced Indebtedness.

"*Date of Issue*" or "*Issue Date*" means, with respect to the Series 2019A Bonds, the date the Series 2019A Bonds are issued and delivered to the Underwriter and, with respect to the Series 2020A Bonds, the date the Series 2020A Bonds are issued and delivered to the Underwriter.

"*Debt Service*" means respectively (i) Maximum Annual Debt Service for the purpose of calculating Debt Service Coverage for the issuance of Parity Bonds as described in the Indenture and (ii) Annual Debt Service for the purpose of calculating the required coverage for the covenant relating to rates as described in the Indenture.

"Debt Service Coverage Ratio" means for the period in question the ratio of Net Revenues to the Maximum Annual Debt Service; provided, however, that for purposes of calculating such ratio:

(a) principal and interest requirements on Long-Term Indebtedness, or portions thereof, shall not be included in the computation of the Debt Service until the Fiscal Year in which such principal or interest, or portions thereof, first becomes payable from sources other than amounts deposited in trust, escrowed or otherwise set aside exclusively for the payment thereof at the time of incurrence of Indebtedness (including without limitation capitalized interest and accrued interest so deposited into trust, escrowed or otherwise set aside) with the Trustee or another Person approved by the Trustee;

(b) any Long-Term Indebtedness having a single principal maturity and no sinking fund redemption requirements, or having a principal amount due in any Fiscal Year which exceeds an amount equal to 200% of the maximum principal amount of such Long-Term Indebtedness that would have become due (whether at maturity or pursuant to sinking fund redemption requirements) in such Fiscal Year if such Indebtedness Outstanding on the date of calculation had been amortized on a level debt service basis from the date of calculation over the stated term of such Indebtedness shall be deemed to bear interest at the Assumed Interest Rate determined in accordance with paragraph (c) of the definition of Assumed Interest Rate and shall be deemed to be amortized on a level debt service basis over a period equal to the Assumed Amortization Period;

(c) the interest on any Variable Rate Indebtedness shall be calculated in accordance with paragraph (a) of the definition of Assumed Interest Rate;

(d) debt service on Credit Enhanced Indebtedness shall be deemed to include all periodic payments to the Credit Enhancer but shall not be based upon the terms of any reimbursement obligation to the Credit Enhancer except to the extent and for periods during which payments have been required to be made pursuant to such reimbursement obligation due to the Credit Enhancer advancing funds and not being reimbursed; and

(e) any outstanding debt which has been completely defeased shall be excluded.

"*Declaration of Acceleration*" means a declaration given in accordance with the provisions of the Indenture that all principal of and interest on the Bonds are due and payable immediately.

"*Decommissioning Costs*" means costs and expenses associated with the decommissioning, remediation, mitigation and closing down of the Project or any portion thereof.

"*Decommissioning Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Decommissioning Reserve Requirement*" refers, as of any particular computation date, to the amount, determined by an Independent Consultant and set forth in the then most recent report of an Independent Consultant to the Issuer and the Trustee, to be held in the Decommissioning Fund for the purpose of providing funds which may be needed for Decommissioning Costs.

"*Depository*" means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book entry system to record ownership of book entry interests in the Bonds, and to effect transfers of book entry interests in the Bonds in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"*Depository Bank*" means a bank or trust company, designated by the Issuer, in which one or more of the Funds referred to in the Indenture will be established and maintained; provided, however, that by appropriate action the Issuer, from time to time, may designate a different bank or trust company.

"*Determination of Taxability*" means the receipt by the Trustee (1) of written notice of any final determination, decision or decree, all applicable appeal periods with respect to which shall have expired, made by the Commissioner or any District Director of the Internal Revenue Service or by any court of competent jurisdiction, or (2) of an opinion of Tax Counsel, in either case to the effect that interest on the Tax-Exempt Bonds is not excludable for regular federal income tax purposes under Section 103(a) of the Code from gross income of any Owner of the Tax-Exempt Bonds (other than an Owner who is a substantial user of the Project or related person as defined in the Code) or (3) of notice that, as a result of any amendment, modification, addition or change made in Section 103 or any other provision of the Code or in any regulation or proposed regulation thereunder, or any ruling issued or revoked by the Internal Revenue Service, or any other action taken by the Internal Revenue Service, the Department of the Treasury or any other governmental agency, authority or instrumentality, or any opinion of any federal court or of the United States Tax Court rendered, Tax Counsel is unable to give an opinion that the interest payable on any Tax-Exempt Bond on or after a date specified in such notice is excludable from gross income of the taxpayer named therein (other than any such-taxpayer who is a "substantial user" or a "related person," within the meaning of Section 147(a) of the Code) for regular federal income tax purposes.

"*Direct Participant*" means a Participant as defined in the Letter of Representations.

"*Entitlement Capacity Share*" means each Participating Member's Entitlement Percentage of available Capacity associated with the Project. An estimate of the Participating Member's Entitlement Capacity Share is included in the Power Sales Agreement.

"*Entitlement Percentage*" means with respect to a Participating Member, the percentage as set forth for such Participating Member in the Power Sales Agreement, as may be adjusted as provided for pursuant to the Power Sales Agreement.

"2010A Escrow Agreement*"* refers to the Escrow Agreement between the Issuer and the Trustee which provides for the investment and disbursement of the funds in the Series 2010A Escrow Fund for the purpose of providing for the payment of the principal of and interest, together with the redemption premium, if any, on the Series 2010A Bonds.

"2010A Escrow Fund" refers to the Kentucky Municipal Power Agency Escrow Fund created in the 2010A Escrow Agreement.

"2010B Escrow *Agreement"* refers to the Escrow Agreement between the Issuer and the Trustee which provides for the investment and disbursement of the funds in the Series 2010B Escrow Fund for the purpose of providing for the payment of the principal of and interest, together with the redemption premium, if any, on the Refunded Series 2010B Bonds.

"2010B Escrow *Fund"* refers to the Kentucky Municipal Power Agency Escrow Fund created in the 2010B Escrow Agreement.

"*Event of Default*" means any of the events specified in the Indenture.

"*Excess Capacity*" has the meaning given that term in the Power Sales Agreement.

"*Financial Advisor*" means J.J.B. Hilliard, W.L. Lyons, LLC, a Baird Company.

"*Final Computation Date*" means the date on which all amounts due with respect to the Bonds are actually and unconditionally due, if cash is available at the place of payment, after which date no interest accrues with respect to any of the Bonds. The Final Computation Date for the Bonds will generally be the earlier of (a) the final principal payment date for the Bonds or (b) the date on which the Bonds are redeemed as a whole.

"*Financing Expenses*" means all expenses of issuing and/or preparing the Bonds or the Indenture, including but not limited to legal, fiscal and printing expenses, the initial fee of the Trustee under the Indenture, or any bank or other agency for collection or administration of the Bonds, advertising expenses, any fees or expenses incurred in connection with the placement of the Bonds by the Underwriter, any premium or rating agency fee paid to a Rating Agency and any and all other similar out-of-pocket expenses.

"*Fiscal Year*" means the period of twelve complete, consecutive calendar months ending on June 30 of each year.

"*Funds*" means the funds created and established pursuant to the Indenture.

"*General Fund*" means the fund of that name created and established pursuant to the Indenture.

"Generally Accepted Accounting Principles" or *"GAAP"* means those principles of accounting set forth in statements of the Financial Accounting Standards Board or which have other substantial authoritative support and are applicable in the circumstances as of the date of a report, as such principles are from time to time supplemented and amended.

"*Governing Body*" means, with respect to the Issuer, its board of directors established by the KMPA Interlocal Agreement and for a Member or any Person, the board of directors, board of commissioners or board of trustees of such Member or Person, or if there shall be no board of trustees, board of commissioners or board of directors, then such person or body which pursuant to law or the organizational documents of the Member or Person is vested with powers similar to those vested in a board of trustees, board of commissioners or a board of directors; the term also encompasses any committee empowered to act on behalf of such board of directors, board of trustees or board of commissioners.

"*Government Obligations*" means direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury of the United States of America) or obligations the timely payment of the principal of and interest on which are fully guaranteed by the United States of America.

"Indebtedness" means, without duplication, (a) all indebtedness of the Issuer incurred for borrowed moneys or which has been incurred or assumed in connection with the acquisition, construction, development or operation of the Project; (b) all indebtedness for borrowed moneys, no matter how created, secured by the Project or the Power Sales Agreements; and (c) the liability of the Issuer under any lease of real or personal property which is properly capitalized on the balance sheet of the Issuer in accordance with GAAP and which is integral to the ownership or the operation of the Project.

"*Indenture*" means the Trust Indenture, dated as of September 1, 2019, by and between the Issuer and the Trustee, as originally executed or as it may from time to time be supplemented, modified or amended by any Supplemental Indenture.

"Independent Certified Public Accountant" means an Independent Person of national recognition and experience qualified as a certified public accountant.

"Independent Consultant" means an Independent Person of national recognition and experience appointed by the Issuer and not objected to by the Trustee, which objection shall be reasonable, as lacking the skill or the experience necessary to render the particular opinions and reports required by the Indenture.

"Independent Engineer" means an Independent Person qualified as a licensed professional engineer with an expertise in electric power and energy generation systems.

"Independent Insurance Consultant" means an Independent Person, appointed by the Issuer and not objected to by the Trustee, which objection shall be reasonable, as lacking (a) the qualifications to survey risks and to recommend insurance coverage for facilities of the type or types operated by the Issuer and services and organizations engaged in like operations and (b) a favorable reputation for skill and experience in such surveys and such

recommendations, and who may be the principal broker or agent with whom the Issuer transacts business if he otherwise meets the qualifications.

"Independent Person" means either (a) a firm or Person designated by the Issuer and reasonably acceptable to the Trustee or (b) a firm or person designated by the Issuer and in which no partner (treating a shareholder of a professional association which is a partner as though such shareholder were such a partner), director, officer or employee is a director, officer or employee of the Issuer or a Member.

"*Indirect Participant*" means a Person utilizing the Book Entry System of the Depository by, directly or indirectly, clearing through or maintaining a custodial relationship with a Participant.

"*Installment Computation Date*" means the last day of the fifth Bond Year and of each succeeding fifth Bond Year thereafter.

"*Interest Accrual Date*" means (1) with respect to the first Interest Payment Date, the Date of Issue and (2) thereafter, each Interest Payment Date in respect thereof, other than the last such Interest Payment Date.

"*Interest Payment Date*" means March 1 and September 1 of each year, provided, that if any Interest Payment Date does not fall on a Business Day, the Interest Payment Date shall be the next succeeding Business Day.

"Interim Indebtedness" means Indebtedness incurred or assumed in anticipation of being refinanced or refunded with Long-Term Indebtedness.

"*Investment Earnings*" means all earnings derived from the investment of money held in any of the Funds.

"*Issuer*" or "*KMPA*" means the Kentucky Municipal Power Agency, a joint public agency of the Commonwealth of Kentucky.

"*Issue Date*" means with respect to the Series 2019A Bonds, September 11, 2019 and with respect to the Series 2020A Bonds, June 3, 2020.

"*Issuer's Project Share*" means the undivided ownership interest of the Issuer as a tenant in common in the Project, which undivided interest shall be initially equal to 7.82% of the Project and the power and energy generated by the Project.

"*KMPA Interlocal Agreement*" shall mean the Interlocal Cooperation Agreement creating the Kentucky Municipal Power Agency, dated February 7, 2005, by and between the Electric Plant Board of the City of Paducah, Kentucky and the Electric Plant Board of the City of Princeton, Kentucky, as founding Members establishing the Kentucky Municipal Power Agency, as amended and supplemented.

"*Letter of Representations*" means the Blanket Issuer Letter of Representations from the Issuer to The Depository Trust Company, as in effect from time to time.

"Long-Term", when used in connection with Indebtedness, means Indebtedness having an original maturity greater than one year or renewable at the option of the obligor for a period greater than one year from the date of original incurrence or issuance thereof, which shall not include the current portion of such Long-Term Indebtedness as determined in accordance with GAAP.

"Maximum Annual Debt Service" means the largest amount of principal and interest on Long-Term Indebtedness computed in accordance with clauses (a) through (e) of the definition of Debt Service Coverage Ratio due in any Fiscal Year ending on or after the date of determination.

"*Member*" shall mean any agency, unit of government, or political subdivision within or without the State which has entered or shall enter into the KMPA Interlocal Agreement for such period of time as said agency, unit of government, or political subdivision shall remain a party to the KMPA Interlocal Agreement.

"*Monthly Project Costs*" has the meaning set forth in the Power Sales Agreement.

"*Moody's*" means Moody's Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns.

"*Net Revenues*" means, with respect to any period of calculation, Revenues less Operating Expenses, other than (i) expenses incurred with respect to property the acquisition of which has been financed from the proceeds of Indebtedness, (ii) depreciation, (iii) amortization and (iv) interest on Long-Term Indebtedness; provided that no determination thereof shall take into account: (a) material balances and transactions between the Issuer and its Members; (b) insurance proceeds payable as a result of casualty or other similar circumstances (other than the proceeds of business interruption insurance); (c) gains and losses from the sale of capital assets and from other extraordinary items; and (d) gains and losses attributable to refundings, advance refundings and other early extinguishment of Indebtedness.

"*Officer's Certificate*" means, in the case of the Issuer, a certificate signed by the Chairman, Vice Chairman, Secretary or Treasurer thereof or other Person in which the power to act on behalf of the Issuer is vested by subsequent action of its Governing Body; and, in the case of any Member, the Chairman or Vice Chairman thereof, or other Person in which the power to act on behalf of the Member is vested by subsequent action of its Governing Body.

"*Official Statement*" means any official statement, offering circular, private placement memorandum or other disclosure document pursuant to which the Bonds are initially sold.

"*Operating Expenses*" means any (i) expense of the Issuer related to the operations, management and maintenance of the Project, properly charged as an operating expense in accordance with GAAP, including but not limited to salaries; wages; costs of maintenance, materials and supplies; insurance; maintenance expenditures; tax equivalent payments; transmission costs; fees and costs of paying agents, attorneys, consultants and others; costs associated with studies and reports; and permit fees all of which relate to the Project or the administration of the Power Sales Agreements and (ii) payments required to be made by the Issuer to the Capital Improvement Fund as provided in the Indenture.

"*Operating Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Operating Reserve Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Operating Reserve Requirement*" refers, as of any particular computation date, to the amount, determined by an Independent Consultant and set forth in the then most recent report of the Independent Consultant to the Issuer and the Trustee, to be held in Operating Reserve Fund for the purpose of providing funds which may be needed for unexpected Operating Expenses or maintenance costs associated with the Project.

"*Opinion of Bond Counsel*" means an opinion in writing signed by Rubin & Hays or legal counsel which shall be nationally recognized as expert in matters pertaining to the validity of obligations of governmental issuers and the exemption from Federal income taxation of interest on such obligations, and who shall not be unsatisfactory to the Trustee as lacking either the skill or experience necessary to render the opinions required and who shall not be unsatisfactory to the Trustee as lacking either the skill or experience necessary to render the opinions required.

"*Opinion of Counsel*" means an opinion in writing signed by (a) an attorney or firm of attorneys who may be an employee of or counsel to the Issuer or any Member and who shall not be unsatisfactory to the Trustee as lacking either the skill or experience necessary to render the opinions required, or (b) an attorney or firm of attorneys who neither are employees of, nor counsel to, the Issuer or any Member and who shall not be unsatisfactory to the Trustee as lacking either the skill or experience necessary to render the opinions required.

"*Outstanding*", when used as of any particular time with reference to Bonds, means all Bonds delivered by the Trustee under the Indenture or the Prior Indenture except (1) Bonds cancelled by the Trustee or surrendered to the Trustee for cancellation; (2) Bonds with respect to which all liability of the Issuer shall have been discharged in accordance with the Indenture or Prior Indenture, including Bonds (or portions thereof) referred to in the Indenture or Prior Indenture, and (3) Bonds for the transfer or exchange of or in lieu of or in substitution for which other Bonds shall have been authenticated and delivered by the Trustee pursuant to the Indenture or the Prior Indenture; and, when used as of any particular time with respect to the Prior Bonds, such bonds as are "Outstanding" under the Prior Indenture. For the purpose of providing consent or direction to the Trustee or the filing of suits or like actions, the amount of Bonds Outstanding under the Prior Indenture, the Indenture and a Parity Indenture shall be aggregated for the purpose of determining the applicable percentage.

"*Owner*", "*Holder*", "*Bondowner*" or "*Bondholder*", whenever used in the Indenture with respect to a Bond, means the Person in whose name such Bond is registered on the Bond Register.

"Parity Bonds" means bonds issued in the future pursuant to the provisions of the Indenture, which shall rank on a basis of parity with the Bonds.

"Parity Indenture" means an indenture entered into in the future pursuant to which Parity Bonds are issued.

"*Participant*" means a broker-dealer, bank or other financial institution for which the Depository holds Bonds as a securities depository.

"*Participating Member*" means each entity that is specified in the Power Sales Agreement, and which enters into a Power Sales Agreement.

"*Paying Agent*" means the Trustee and any bank or trust company designated by the Trustee to act in the capacity of a paying agent on the Bonds.

"*Person*" means an individual, corporation, firm, association, partnership, limited liability company, trust, or other legal entity or group of entities, including a governmental entity or any agency or political subdivision thereof.

"*Power Sales Agreement*" means a Power Sales Agreement between the Issuer and a PSA Signatory or other entity, as originally executed and as it may from time to time be supplemented, modified or amended in accordance with the terms thereof and of the Indenture, which has been entered into and pledged pursuant to the Indenture.

"*Principal and Interest Account*" means the account of that name in the Bond Fund established pursuant to the Indenture.

"*Principal Office of the Trustee*" means the corporate trust office of the Trustee established from time to time by written notice sent by the Trustee to the Issuer and to each Owner.

"*Prior Bonds*" refers to the Series 2010B Bonds, the Series 2015A Bonds, the Series 2016A Bonds and the Series 2018A Bonds which are Outstanding.

"*Prior Indenture*" collectively refers to the Series 2010 Indenture, the Series 2015A Indenture, the Series 2016A Indenture and the Series 2018A Indenture.

"*Project*" shall mean the "mine mouth," pulverized coal-fueled power generating facility on a site in Washington, Randolph and St. Clair Counties, Illinois, including but not limited to (i) a coal-fired, steam-electric generating station utilizing pulverized coal boiler technology and comprised of: two boilers with low NOx burners and electrical generating units; coal storage and handling equipment; an emissions control system consisting of selective catalytic reduction, dry electrostatic precipitators ("DESP"), wet limestone scrubbers and a wet electrostatic precipitator ("WESP"); two cooling towers; water storage facilities; transmission facilities to interconnect the Project with the grid at a delivery point; a railroad spur to service the facility; a water pipeline to the Kaskaskia River; facilities for the disposal of coal combustion waste from the facilities; and associated power plant facilities and equipment; and (ii) coal reserves to be accessed via one or more mine portals and to have recoverable raw coal reserves; coal storage handling and conveying equipment; and mine facilities for the coal reserves and related mining equipment.

"*Project Costs*" means the costs associated with the Issuer's acquisition, development, construction and equipping the Issuer's Project Share of the Project.

"*Projected Rate*" means the Bond Buyer "Revenue Bond Index", as then published most recently by *The Bond Buyer,* New York, New York, or, if such index is no longer available, such index for comparable thirty year maturity tax-exempt revenue bonds as may be certified to the Trustee by a firm of investment bankers or a financial advisory firm.

"*Projection*" means pro forma projected or forecasted financial statements of the Issuer or a proposed project of the Issuer for a future period, including balance sheets as of the end of such period and statements of operation and changes in cash flows for such period, accompanied by a statement of the relevant assumptions and rationale upon which the pro forma financial statements are based.

"*Prudent Utility Practice*" at a particular time means any of the practices, methods and acts (including but not limited to the practices, methods and acts engaged in or approved by a significant portion of the electrical utility industry prior thereto) which, in the exercise of reasonable judgment in the light of the facts known at the time the decision was made, could have been expected to accomplish the desired result at the lowest reasonable cost consistent with good business practices, reliability, safety and expedition. Prudent Utility Practice shall apply not only to functional parts of the Project but also to appropriate structures, landscaping, painting, signs, lighting, or facilities and public relations programs reasonably designed to promote public enjoyment, understanding and acceptance of the Project. Prudent Utility Practice is not intended to be limited to the optimum practice, method or act, to the exclusion of all others, but rather to be a spectrum of possible practices, methods or acts. In evaluating whether any matter conforms to Prudent Utility Practice, the parties shall take into account (i) the fact that KMPA is a body politic and corporate and a political subdivision under the laws of the State of Kentucky, with the statutory duties and responsibilities thereof, and (ii) in the case of any joint facility, the applicable ownership or participation agreement between KMPA and the other Prairie State owners of the facility.

"*PSA Default Event*" means any of the events specified in the Power Sales Agreement.

"*PSA Payments*" means the payments required to be made to the Issuer pursuant to a Power Sales Agreement.

"*PSA Signatory*" means the Person who is obligated to purchase power from the Issuer under a Power Sales Agreement.

"*PSA Signatory Account*" means each separate and distinct account in the General Fund established and created in the Indenture in the name of and for benefit of each PSA Signatory.

"*Purchase Price*" means an amount equal to 100% of the principal amount of any Bond tendered or deemed tendered for purchase pursuant to the Series 2018A Indenture, plus accrued and unpaid interest thereon to the date of purchase.

"*Rate Stabilization Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Rate Stabilization Requirement*" refers, as of any particular computation date, to the amount, determined by an Independent Consultant and set forth in the then most recent report of the Independent Consultant to the Issuer and the Trustee, to be held in the Rate Stabilization Fund for the purpose of providing funds to mitigate and stabilize the costs to the PSA Signatories of the fluctuations in wholesale power costs or increased costs as a result of shortages or outages of power and energy anticipated to be generated by the Project.

"*Rating Agency*" means S&P, if S&P then maintains a rating on the Bonds, or Moody's, if Moody's then maintains a rating on the Bonds.

"*Rating Category*" means the generic rating categories of the Rating Agency, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

"*Rebate Amount*" means the amount, as of each Installment Computation Date and as of the Final Computation Date, required to be paid to the United States of America pursuant to Section 148(f) of the Code within 60 days after such Installment Computation Date or Final Computation Date.

"*Rebate Analyst*" means a firm of certified public accountants, nationally-recognized bond counsel or other specialist in the calculation of arbitrage rebate.

"*Rebate Fund*" means the Fund of that name created pursuant to the Indenture.

"*Record Date*" means the 15th day of the calendar month immediately preceding the Interest Payment Date (or the preceding Business Day if the 15th is not a Business Day).

"*Redemption Account*" means the account of that name in the Bond Fund established pursuant to the Indenture.

"*Refunded Bonds*" means the Series 2010A Bonds and the Refunded Series 2010B Bonds.

"*Refunded Series 2010B Bonds*" means the portion of the Series 2010B Bonds being refunded by the Series 2019A Bonds identified in the Indenture.

"*Related Documents*" means the Power Sales Agreements.

"Required Reserve" refers to an amount, as of any particular date of computation, equal to the least of (i) 10% of the proceeds of the Bonds, (ii) 100% of the greatest amount required in the then current or any future Bond Year to pay the principal and interest requirements on the Outstanding Bonds or (iii) 125% of the average of the annual principal and interest requirements on the Outstanding Bonds.

"*Requisition Certificate*" means the Requisition for Payment of Project Costs in substantially the form set forth as Exhibit C attached to the Indenture.

"Reserve Account Insurance Policy" refers to an insurance policy issued by or approved in writing by the Bond Insurer guaranteeing the payment of whatever reserve account or commitment related thereto is described in such insurance policy.

"Reserve Fund" means the fund of that name created and established pursuant to the Indenture.

"Reserve Fund Withdrawal" means a withdrawal of moneys from the Reserve Fund to pay the principal of and interest on the Bonds.

"*Resolution*" means the Resolution enacted by the Issuer, approving the execution of the Indenture and authorizing the issuance of the Series 2019A Bonds and the Series 2020A Bonds.

"*Retained Rights*" means the rights of the Issuer under any Power Sales Agreement that provide indemnification or similar rights to the Issuer or provide for the payment of attorney's fees. Retained Rights shall also include such other rights of the Issuer as may be necessary to preserve the enforceability of such Power Sales Agreement after giving effect to any anti-assignment provision contained therein.

"*Revenue Fund*" means the fund of that name created and established pursuant to the Indenture.

"*Revenues*" means (i) all amounts received by the Issuer or by the Trustee for the account of the Issuer pursuant or with respect to any Power Sales Agreement, including, without limiting the generality of the foregoing, PSA Payments (including both timely and delinquent payments and any late charges, paid from any source), prepayments, proceeds derived from the Power Sales Agreement; (ii) all proceeds or revenues generated by the sale of all or a portion of the Issuer's Project share; (iii) the proceeds of the sale of any Project assets or attributes and (iv) all interest, profits or other income derived from the investment of amounts in any of the Funds or accounts established pursuant to the Indenture (except the Rebate Fund).

"*S&P*" means Standard & Poor's Ratings Services, a division of McGraw-Hill, Inc., a corporation organized and existing under the laws of the State of New York, its successors and assigns.

"*Series 2007 Bonds*" means collectively the Series 2007A Bonds and the Series 2007B Bonds.

"*Series 2007 Indenture*" means the Trust Indenture, dated as of September 1, 2007, by and between the Issuer and the Trustee, amended and supplemented by the First Supplemental and Amended Trust Indenture, dated March 1, 2015, and as otherwise amended and supplemented from time to time.

"*Series 2007A Bond*" or "*Series 2007A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue Bonds (Prairie State Project), Series 2007A, authorized by, and at any time Outstanding, pursuant to the Series 2007 Indenture.

"*Series 2007B Bond*" or "*Series 2007B Bonds*" means the Kentucky Municipal Power Agency Taxable Power System Revenue Bonds (Prairie State Project), Series 2007B, authorized by, and at any time Outstanding, pursuant to the Series 2007 Indenture.

"*Series 2010 Bonds*" means collectively the Series 2010A Bonds, the Series 2010B Bonds and the Series 2010C Bonds.

"*Series 2010 Indenture*" means the Trust Indenture, dated as of April 1, 2010, by and between the Issuer and the Trustee, amended and supplemented by the First Supplemental and Amended Trust Indenture, dated March 1, 2015, the Second Supplemental and Amended Trust Indenture, dated April 1, 2015, and as otherwise amended and supplemented from time to time.

"*Series 2010A Bond*" or "*Series 2010A Bonds*" means the Kentucky Municipal Power Agency Tax-Exempt Power System Revenue Bonds (Prairie State Project), Series 2010A, authorized by, and at any time Outstanding, pursuant to the Series 2010 Indenture.

"*Series 2010B Bond*" or "*Series 2010B Bonds*" means the Kentucky Municipal Power Agency Taxable (Build America Bonds - Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B, authorized by, and at any time Outstanding, pursuant to the Series 2010 Indenture.

"*Series 2010C Bond*" or "*Series 2010C Bonds*" means the Kentucky Municipal Power Agency Taxable Power System Revenue Bonds (Prairie State Project), Series 2010C, authorized by, and at any time Outstanding, pursuant to the Series 2010 Indenture.

"*Series 2012 Indenture*" means the Trust Indenture, dated as of March 20, 2012, by and between the Issuer and the Trustee, as amended and supplemented from time to time.

"*Series 2012 Note*" or "*Series 2012 Notes*" means the Kentucky Municipal Power Agency Power System Revenue Bond Anticipation Notes (Prairie State Project), Series 2012, authorized by, and at any time Outstanding, pursuant to the Series 2012 Indenture.

"*Series 2015A Bond*" or "*Series 2015A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue Refunding Bonds (Prairie State Project), Series 2015A, authorized by, and at any time Outstanding, pursuant to the Series 2015A Indenture.

"*Series 2015A Indenture*" means the Trust Indenture, dated as of March 1, 2015, by and between the Issuer and the Trustee, as amended and supplemented from time to time.

"*Series 2015B Bond*" or "*Series 2015B Bonds*" means the Kentucky Municipal Power Agency Power System Revenue Refunding Bonds (Prairie State Project), Series 2015B (SIFMA Floating Rate Notes), authorized by, and at any time Outstanding, pursuant to the Series 2015B Indenture.

"*Series 2015B Indenture*" means the Trust Indenture, dated as of June 1, 2015, by and between the Issuer and the Trustee, as amended and supplemented from time to time.

"*Series 2016A Bond*" or "*Series 2016A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue *Refunding* Bonds (Prairie State Project), Series 2016A, authorized by, and at any time Outstanding, pursuant to the Series 2016A Indenture.

"*Series 2016A Indenture*" means the Trust Indenture, dated as of January 1, 2016, by and between the Issuer and the Trustee, as amended and supplemented from time to time.

"*Series 2018A Bond*" or "*Series 2018A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue *Refunding* Bonds (Prairie State Project), Series 2018A, authorized by, and at any time Outstanding, pursuant to the Series 2018A Indenture.

"*Series 2018A Indenture*" means the Trust Indenture, dated as of March 1, 2018, by and between the Issuer and the Trustee, as amended and supplemented from time to time.

"*Series 2019A Bond*" or "*Series 2019A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue *Refunding* Bonds (Prairie State Project), Series 2019A, authorized by, and at any time Outstanding, pursuant to the Indenture.

"*Series 2020A Bond*" or "*Series 2020A Bonds*" means the Kentucky Municipal Power Agency Power System Revenue *Refunding* Bonds (Prairie State Project), Series 2020A (Forward Delivery), authorized by, and at any time Outstanding, pursuant to the Indenture.

"*Short-Term*", when used in connection with Indebtedness, means having an original maturity less than or equal to one year and not renewable at the option of the Issuer for a term greater than one year beyond the date of original incurrence or issuance.

"*Special Record Date*" means the date established by the Trustee pursuant to Section 2.1 as a record date for the payment of defaulted interest on Bonds.

"*State*" means the Commonwealth of Kentucky.

"*Supplemental Indenture*" means any indenture hereafter duly authorized and entered into between the Issuer and the Trustee, supplementing, modifying or amending the Indenture; but only if and to the extent that such Supplemental Indenture is specifically authorized under the Indenture.

"*Tax Counsel*" means the firm of Rubin & Hays of Louisville, Kentucky, or any other firm of nationally recognized tax counsel, whose members are duly admitted to practice law before the highest court of any state and designated by the Issuer as its tax counsel for the Bonds. Nothing shall preclude the Issuer from designating the same firm as both Tax Counsel and Bond Counsel.

"*Taxable Bonds*" means, collectively, the Series 2007B Bonds, the Series 2010B Bonds and the Series 2010C Bonds.

"*Tax-Exempt Bonds*" means, collectively, the Series 2010A Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2016A Bonds, the Series 2018A Bonds, the Series 2019A Bonds and the Series 2020A Bonds.

"*Temporary Bond*" or "*Temporary Bonds*" means the Bonds described and authorized in the Indenture.

"*Trust Estate*" means the trust estate pledged by the Issuer and described in the Granting Clauses of the Indenture.

"*Trustee*" means Regions Bank, Nashville, Tennessee, or its successor, as trustee and paying agent as provided in the Indenture and the Prior Indenture.

"*UCC*" means the Uniform Commercial Code of the State codified in Chapter 355 of the Kentucky Revised Statutes.

"*Underwriter*" means, collectively, BofA Securities, Inc. and any other initial purchasers of the Series 2019A Bonds and the Series 2020A Bonds.

"*Variable Rate Indebtedness*" means any portion of Indebtedness the rate of interest on which is not established at the time of incurrence as one or more numerical rates applicable throughout the term thereof or for specified periods during the term thereof, with the result that at the time of incurrence the numerical rate of interest which will be in effect during any portion of the term thereof cannot be determined.

THE INDENTURE

Trust Estate

The Issuer, in consideration of the premises and the acceptance by the Trustee of the trusts created in the Prior Indenture and granted in the Indenture and of the purchase and acceptance of the Bonds by the Owners thereof, to secure the payment of the principal of and premium, if any, and interest on the Bonds according to their tenor and effect, and to secure the performance and observance by the Issuer of all the covenants expressed or implied in the Indenture and in the Bonds, the Prior Indenture and the Prior Bonds, does grant, bargain, sell, convey, pledge and assign unto and grant a security interest, on a pari passu basis with the Prior Bonds, to the Trustee, and to its successors in trust and assigns forever, a security interest in the following described property (but reserving its Retained Rights):

(a) All Revenues and all of the Issuer's rights, title and interest in and to the Power Sales Agreements, including, but without limiting the generality of the foregoing, the Issuer's rights, title, and interest in and to the Revenues and the present and continuing right to make claim for, collect and receive any of the money, income, revenues, issues, profits and other amounts payable or receivable thereunder, to bring actions and proceedings thereunder or for the enforcement thereof, and to do any and all things which the Issuer or any other person is or may become entitled to do under the Power Sales Agreements, but reserving, however, to the Issuer its Retained Rights.

(b) All rights, title and interest of the Issuer, if any, whether now or hereafter in effect, respecting:

(i) the Issuer's undivided fee interest in the Project;

(ii) the right of the Issuer to receive power and energy generated by the Project;

(iii) all choses in action and all choses in possession now or hereafter existing to the benefit of or arising from the benefit of the Issuer with respect to the Bonds (except for the Issuer's Retained Rights); and

(iv) all proceeds of all the foregoing.

(c) All funds and accounts established under the Indenture and the investments thereof, if any, and money, securities and obligations therein (subject to disbursements from any such fund or account upon the conditions set forth in the Indenture); and

(d) All money and securities from time to time held by the Trustee under the terms of the Indenture and any and all other real or personal property of every name and nature concurrently herewith or from time to time hereafter by delivery or by writing of any kind pledged or assigned as and for additional security under the Indenture, by the Issuer or by anyone in its behalf or with its written consent, to the Trustee, which is authorized under the Indenture to receive any and all such property at any and all times and to hold and apply the same subject to the terms thereof.

Authorization

The Indenture constitutes a continuing agreement with the Owners from time to time of the Bonds to secure the full payment of the principal of and premium, if any, and interest on all such Bonds subject to the covenants, provisions and conditions contained herein. On the Date of Issue, all conditions, acts and things required by law or by the Indenture to exist, to have happened or to have been performed precedent to or in the issuance of the Bonds shall exist, shall have happened and shall have been performed, and the Bonds, together with all other indebtedness of the Issuer, shall be within every debt and other limit prescribed by law.

Nature of Security

The Bonds are special and limited obligations of the Issuer secured by the Trust Estate and payable only from Revenues deposited in the Bond Fund or otherwise available for the payment of the Bonds under the terms of the Indenture and are not general obligations of the Issuer, of the State, or of any political subdivisions of the State, including any Members. The Bonds and interest and premium, if any, thereon are not payable from taxes and are not a charge against the general credit or taxing power of the State, the Issuer or any Member, or any other municipal corporation, quasi-municipal corporation, political subdivision or agency thereof. No Owner of any Bond shall have the right to compel any exercise of the taxing power of the Issuer, the State, any Member or any other municipal corporation, quasi-municipal corporation, political subdivision or agency thereof to pay the Bonds or the interest or premium, if any, thereon, and the Bonds do not constitute an indebtedness of the Issuer, any Member or the State or a loan of the credit thereof within the meaning of any constitutional or statutory provision other than from the Revenues deposited in the Bond Fund or otherwise available for the payment of the Bonds under the terms of the Indenture.

Parity Bonds

The Bonds shall not be entitled to priority one over the other in the application and pledge of the Revenues, regardless of the time or times of their issuance, it being the intention that there shall be no priority among the Bonds, regardless of the fact that they have been or will be actually issued and delivered at different times, and provided further that the lien and security of and for any bonds or obligations hereafter issued that are payable from the Revenues of the Project shall, except as set out in the Indenture, be subject to the priority of the Bonds as may from time to time be outstanding; provided the Issuer hereby reserves the right and privilege of issuing any additional bonds from time to time in order to pay the cost of acquiring, whether by purchase or construction of extensions, renovations, improvements and/or betterments to the Project, or for any other lawful purpose of the Issuer. When issued any Parity Bonds shall be payable from the Revenues of the Project ranking on a parity with the Bonds. Parity Bonds may be issued by the Issuer only upon compliance with the following conditions and restrictions:

(a) that before any Parity Bonds may be issued (other than a refunding bond issued pursuant to the last paragraph of this Section) there shall have been procured and filed with the Secretary of the Issuer a statement by an Independent Engineer, reciting the opinion, based upon necessary investigation, that on an annual basis the Debt Service Coverage Ratio, based upon (i) the Net Revenues of the Project, including the then contemplated extensions, improvements, renovations and betterments throughout the life of the Bonds and (ii) the Maximum Annual Debt Service on the Outstanding Bonds and the Parity Bonds then proposed to be issued, will, from and after the fifth year after the Parity Bonds are issued, be equal to at least 1.20:1;

(b) that the Issuer reserves the right, exercisable by supplemental indenture, to prescribe additional and more restrictive conditions for the issuance of such additional Parity Bonds, and upon issuance of Parity Bonds in compliance therewith such additional and more restrictive conditions shall be applicable to all such Parity Bonds as may thereafter be issued;

(c) at the time of issuance of such Parity Bonds, the supplemental indenture (and/or other appropriate document) of the Issuer authorizing such Parity Bonds shall contain a provision requiring the funding, completion of the funding, or additional funding of the Reserve Fund with cash and/or a surety bond;

(d) that if the Parity Bonds are to bear interest at a fixed rate, the interest payment dates for any such additional Parity Bonds shall be semiannually on the same dates as the Outstanding Bonds; and

(e) that the principal maturities of such additional Parity Bonds shall be on an Interest Payment Date.

The Net Revenues of said contemplated extensions, improvements, renovations and betterments shall not be included as aforesaid, unless, at the time it is proposed to issue any such Parity Bonds, either (i) a written contract or contracts shall have been entered into for the immediate acquisition of any such betterments, improvements, renovations or extensions to be acquired and for the construction of substantially all of any such extensions, improvements, renovations or betterments to be constructed through application of any of the proceeds of such additional Parity Bonds; or (ii) a certificate shall have been made and filed with the Secretary of the Issuer by an Independent Engineer, meeting the qualifications prescribed in the Indenture, stating that in his, her or their opinion certain described extensions, improvements, renovations, betterments or constructions are needed, that the nature thereof is such that construction can be accomplished more economically or more expeditiously by purchasing materials and utilizing labor or personnel employed directly by the Issuer, and that the estimated costs thereof can be paid in full from the proceeds of the Parity Bonds proposed to be issued, as supplemented by any other funds then available.

The additional Parity Bonds and other obligations, the issuance of which is restricted by the Indenture, shall be understood to mean Parity Bonds and obligations payable from the Revenues of the Project on a parity with the Outstanding Bonds and shall not be deemed to include bonds or other obligations subsequently issued, the lien and security of which are subordinate and subject to the prior and superior lien and security of the Outstanding Bonds.

Nothing in the Indenture, nor the compliance with the requirements set forth above, is intended or shall be construed as a restriction upon the ordinary refunding of any portion of any of the Bonds then Outstanding, if such refunding does not operate to increase in any Bond Year the aggregate debt service requirements of the Outstanding Bonds.

Funds and Accounts

The following Funds and accounts either have been created and established under the Prior Indenture or, in the case of the Costs of Issuance Account, shall be created and established as needed to comply with the provisions of the Indenture:

(1) the Revenue Fund;

(2) the Bond Fund, consisting of:

(i) the Principal and Interest Account; and
(ii) the Redemption Account;

(3) the Costs of Issuance Account;

(4) the Operating Fund;

(5) the Reserve Fund;

(6) the Capital Improvement Fund;

(7) the Rate Stabilization Fund;

(8) the Decommissioning Fund;

(9) the Operating Reserve Fund;

(10) the General Fund consisting of:

(i) one or more PSA Signatory Accounts; and

(11) if necessary, the Rebate Fund.

The Bond Fund, the Costs of Issuance Account, the Reserve Fund and the Rebate Fund are or shall be established with and maintained by the Trustee. The other Funds and accounts created under the Indenture or the Prior Indenture were established with and maintained by the Issuer with a Depository Bank; provided that if there shall be declared (i) an Event of Default other than a payment default under the Indenture, the Prior Indenture or a Parity Indenture then the Revenue Fund shall be maintained with the Trustee or (ii) an Event of Default of a payment of principal, premium, if any, or interest on the Bonds under the Indenture, the Prior Indenture or a Parity Indenture then all Funds shall be transferred and maintained with the Trustee. Each Fund and account created under the Indenture shall be established and maintained as a separate and distinct fund or account to be held, managed, invested, disbursed and administered as provided in the Indenture. All money deposited in the Funds and accounts created under the Indenture shall be used solely for the purposes set forth in the Indenture. The Trustee and the Depository Bank, as the case may be, shall keep and maintain adequate records pertaining to each Fund and account, and all deposits thereto and disbursements therefrom.

The Trustee may, in its discretion, establish such additional accounts within any of the Funds maintained by the Trustee, and subaccounts within any of the accounts, as the Trustee may deem necessary or useful for the purpose of identifying more precisely the sources of payments into and disbursements from the Funds maintained by the Trustee and their accounts, or for the purpose of complying with the requirements of the Code, but the establishment of any such account or subaccount shall not alter or modify any of the requirements of the Indenture with respect to a deposit or use of money in the Funds maintained by the Trustee, or result in commingling of funds prohibited thereunder.

Revenue Fund

All of the Revenues, including the PSA Payments, shall be deposited into the Revenue Fund and shall thereafter be apportioned to the various funds and accounts as set out below and in the Indenture.

Bond Fund - Principal and Interest Account

The Issuer shall deposit in or transfer to the Principal and Interest Account:

(i) on the 20th day of each month from the Revenue Fund, a sum equal to the total of the following:

(1) an amount equal to one-sixth (or such larger amount as is necessary) of the interest to become due on the Bonds then outstanding on the next Interest Payment Date, plus

(2) an amount equal to one-twelfth (or such larger amount as is necessary) of the principal of any Bonds maturing on the next succeeding September 1;

provided however, and notwithstanding subpargraph (i) above, during period from September 20, 2019 through and including August 20, 2020 the Issuer shall deposit or transfer on the 20th day of each month from the Revenue Fund to the Principal and Interest Account the amounts set forth in a Certificate of the Financial Advisor and the Issuer to the Trustee;

(ii) immediately upon receipt thereof, the net earnings on investments of money in the Principal and Interest Account;

(iii) all money required to be transferred to the Principal and Interest Account from the Costs of Issuance Account pursuant to the Indenture;

(iv) all money required to be transferred to the Principal and Interest Account from the Redemption Account pursuant to the Indenture; and

(v) all other money required to be transferred to or deposited in the Principal and Interest Account pursuant to any provision of the Indenture or any Power Sales Agreement.

The money and investments in the Principal and Interest Account are irrevocably pledged to and shall be used by the Trustee, from time to time, to the extent required, in the following order of priority:

(y) for the payment of the principal of and interest on Bonds on the next Interest Payment Date or redemption or maturity date; and

(z) for transfer to the Redemption Account funds in the Principal and Interest Account in excess of those necessary for the purposes described in paragraph (y) above, upon written request from an Authorized Representative of the Issuer, for the payment of accrued interest on and principal of any Outstanding Bonds that are optionally redeemed.

Bond Fund - Redemption Account

The Trustee shall deposit in or transfer to the Redemption Account:

(i) immediately upon receipt thereof, all money received by the Trustee from the Issuer or from any other source with written instructions to deposit such amounts in the Redemption Account;

(ii) immediately upon receipt thereof, the net income realized on investments of money in the Redemption Account; and

(iii) all money required to be transferred to or deposited in the Redemption Account pursuant to any provision of the Indenture.

The money and investments in the Redemption Account are irrevocably pledged and shall be used by the Trustee, from time to time, to redeem Bonds called for redemption in accordance with the provisions of the Indenture or in accordance with the following paragraph.

Upon receipt of and in accordance with a written request from an Authorized Representative of the Issuer, funds in the Redemption Account in excess of the amount necessary to redeem Bonds for which notice of redemption has been given pursuant to the Indenture shall be used for any one or more of the following purposes:

(y) for the optional redemption of Bonds prior to the maturity thereof pursuant to the Indenture; or

(z) for transfer to the Principal and Interest Account.

Bond Fund - Investment of Money in Bond Fund

Pending application of money in the Bond Fund as set forth in the Indenture, such money shall be invested and reinvested by the Trustee in Authorized Investments pursuant to the Indenture.

Costs of Issuance Account

The Trustee shall deposit in or transfer to the Costs of Issuance Account:

(i) immediately upon receipt thereof, the amounts derived from Bond proceeds required to be deposited therein pursuant to the Indenture; and

(ii) amounts as are received by the Trustee from the Issuer or from any other source (other than proceeds of the Bonds) for purposes of paying the Financing Expenses.

Financing Expenses shall be paid by the Trustee from the Costs of Issuance Account, but only to the extent of the balance therein, within five Business Days following receipt by the Trustee of a written request for payment from an Authorized Representative of the Issuer, accompanied by the statements or billings therefor provided, however, that the Issuer may pay such Financing Expenses in which case the Trustee shall reimburse the Issuer from the Costs of Issuance Account, but only to the extent of the balance therein, within five Business Days of the Trustee's receipt of the written request of an Authorized Representative of the Issuer, accompanied by the statements or billings therefor and evidence that such costs have been paid by the Issuer. All payments made from the Costs of Issuance Account pursuant to a written request for payment from an Authorized Representative of the Issuer shall be presumed to be made properly and the Trustee shall not be required to see to the application of any payments made from the Costs of Issuance Account. Any money remaining in the Costs of Issuance Account after the later of payment of all Financing Expenses (or reimbursement of the Issuer for payment of such expenses), shall be deposited in the Principal and Interest Account of the Bond Fund.

Reserve Fund

The Trustee shall deposit in or transfer to the Reserve Fund:

(i) immediately upon receipt thereof, the amounts derived from Bond proceeds required to be deposited therein pursuant to the Indenture; and

(ii) amounts as are received by the Trustee from the Issuer or from any other source (other than proceeds of the Bonds) which have been designated for deposit in the Reserve Fund.

All income derived from the investments on deposit in the Reserve Fund shall remain in, and be credited to, the Reserve Fund unless the amount on deposit in the Reserve Fund exceeds the Required Reserve, in which case, such excess shall be deposited to the Principal and Interest Account.

On March 1 and September 1 of each year the Trustee shall determine the market value of the amounts on deposit in the Reserve Fund, including amounts available under any Reserve Account Insurance Policy. If the amount determined to be on deposit in the Reserve Fund is in excess of the Required Reserve, such excess shall be transferred and deposited to the Principal and Interest Account. If the amount determined to be on deposit in the Reserve Fund is less than the Required Reserve, the Trustee shall so notify the Issuer and, as set forth below, the Issuer shall replenish and restore the amount on deposit in the Reserve Fund to an amount equal to the Required Reserve.

Amounts on deposit in the Reserve Fund, including amounts available under any Reserve Account Insurance Policy, may be withdrawn and used by the Trustee, when necessary, and shall only be so withdrawn and used if and to the extent necessary to make payments of principal of and interest on the Bonds (including both principal maturities and mandatory redemptions) if the amounts on deposit in the Bond Fund are not sufficient to make such payments.

In the event that any funds shall be paid by any Reserve Account Insurance Policy or funds then on deposit shall be withdrawn from the Reserve Fund (the "Reserve Fund Withdrawal"), the Issuer shall be obligated to transfer funds from the Revenue Fund to the Reserve Fund in each month in an amount equal to 1/12 of the Reserve Fund Withdrawal until such Required Reserve has been restored. Such funds shall be used first to restore the Reserve Account Insurance Policy to the face amount of such Reserve Account Insurance Policy and thereafter to restore any cash which had been on deposit in the Reserve Fund.

If, whenever, and so long as the Reserve Fund contains more than one surety or Reserve Account Insurance Policy, any charge, draw, withdrawal, or other reduction in or from such Reserve Fund must be made pro rata against such surety and/or Reserve Account Insurance Policies after the depletion of any cash or assets other than surety bonds or policies.

As and when Parity Bonds are issued, provision shall be made similarly for increasing the Reserve Fund, if necessary and to the extent not fully funded concurrently with the issuance of such Parity Bonds, to not less than the Required Reserve applicable to all Bonds, including the Parity Bonds, then scheduled to be Outstanding falling due in any 12-month period thereafter, by (a) the immediate deposit in cash and/or investments of such additional amount required to provide such increased Required Reserve, or (b) obtaining a Reserve Account Insurance Policy to effect such funding.

All amounts on deposit in the Reserve Fund shall constitute a trust fund and shall be and are hereby earmarked and pledged for the security and source of payment for the Bonds.

Capital Improvement Fund

In order to provide moneys which will be available for Capital Improvements to the Project, there shall be transferred and deposited into the Capital Improvement Fund, from the Revenue Fund, in as nearly equal monthly deposits as practicable, the amount recommended by an Independent Consultant and set forth in the Annual Budget of Issuer. Balances at any time on deposit in said Capital Improvement Fund may be expended upon order of the Issuer for costs of the Capital Improvements, and to the extent not so expended the same shall accumulate in the Capital Improvement Fund until such time as the amount on deposit in the Capital Improvement Fund shall equal the Capital Reserve Requirement, represented either by cash or by the market value of investments, as permitted in the Indenture, and upon the accumulation of an amount equal to the Capital Reserve Requirement, the monthly transfers from the Revenue Fund may be suspended. If and when it shall become necessary to make disbursements from the Capital Improvement Fund for such authorized Capital Improvements, the monthly transfers and deposits from the Revenue Fund shall be resumed and continued until the amount on deposit in the Capital Improvement Fund shall have been restored to the Capital Reserve Requirement.

Pending application of money in the Capital Improvement Fund as set forth in the Indenture, such money shall be invested and reinvested in Authorized Investments pursuant to the Indenture. Any investment so made shall be held for the account of the Capital Improvement Fund. Any income or gain realized therefrom shall be credited to the Capital Improvement Fund and expenses or loss in connection therewith shall be charged to said Capital Improvement Fund. It is recognized and determined by the Issuer that provision for the aforesaid Capital Improvement Fund shall take into account the annual requirements for retirement of the Outstanding Bonds and the capital costs of additions, improvements, renovations and betterments financed from surplus revenues, and should be at least equivalent to the accounting practices of privately owned utility systems for depreciation of electric generation and transmission facilities. Accordingly, it is determined that such serial retirement of Outstanding Bonds may be shown on the books of record and account of the Issuer as balancing, in part, the normal depreciation of the Project.

In the event there would otherwise be a default in the payment of interest on or the principal of the Outstanding Bonds, any balance then on deposit in the Capital Improvement Fund may be withdrawn and applied to such extent as may be necessary in order to prevent such default, and any investments held for the account of the Capital Improvement Fund may be converted into cash if and to the extent required for such purpose; but such withdrawals shall be deemed to be advances from the Capital Improvement Fund and the amount thereof shall be restored as soon as moneys are available.

Operating Fund

The Issuer shall deposit in or transfer to the Operating Fund amounts as are received by the Issuer from any other source (other than proceeds of the Bonds) which have been designated for deposit to the Operating Fund.

On the 20th day of each month, beginning with the first month in which the Issuer receives payments under a Power Sales Agreement, the Issuer shall transfer from the Revenue Fund, an amount equal to the balance of the aggregate Operating Expenses set forth in the Annual Budget approved by the Issuer for the current Fiscal Year divided by the number of complete and partial calendar months remaining in said Fiscal Year (or such larger amount as is necessary). Moneys on deposit in the Operating Fund shall be used by the Issuer to pay the Operating Expenses of the Project, including but not limited to salaries, wages, cost of materials and supplies, power purchased at wholesale, tax equivalent payments, transmission costs and fees, insurance and professional services, and all other Operating Expenses associated with any provision of the Indenture or any Power Sales Agreement.

Funds on deposit in the Operating Fund shall be drawn and disbursed by the Issuer without the requirement of any requisition or certification.

All investment earnings, if any, on money in the Operating Fund shall be retained in the Operating Fund.

Rate Stabilization Fund

In order to provide moneys which will be available to stabilize the costs to the PSA Signatories of the fluctuations in wholesale power costs or increased costs as a result of (i) shortages or outages of power and energy anticipated to be generated by the Project or (ii) the increase in wholesale power costs to the PSA Signatories for the purchase of power and energy prior to the completion and operation of the Project, there shall be transferred and deposited into the Rate Stabilization Fund, from the Revenue Fund, in as nearly equal monthly deposits as practicable, the amount recommended by an Independent Consultant and set forth in the Annual Budget of Issuer. Balances at any time on deposit in said Rate Stabilization Fund may be expended by the Issuer to stabilize the temporary increases in wholesale power costs, and to the extent not so expended the same shall accumulate in the Rate Stabilization Fund until such time as the amount on deposit in the Rate Stabilization Fund shall equal the Rate Stabilization Requirement, represented either by cash or by the market value of investments, as permitted by the Indenture, and upon the accumulation of an amount equal to the Rate Stabilization Requirement, the monthly transfers from the Revenue Fund may be suspended. If and when it shall become necessary to make disbursements from the Rate Stabilization Fund, the monthly transfers and deposits from the Revenue Fund shall be resumed and continued until the amount on deposit in the Rate Stabilization Fund shall have been restored to the Rate Stabilization Requirement.

Pending application of money in the Rate Stabilization Fund as set forth in the Indenture, such money shall be invested and reinvested in Authorized Investments pursuant to the Indenture. Any investment so made shall be held for the account of the Rate Stabilization Fund. Any income or gain realized therefrom shall be credited to the Rate Stabilization Fund and expenses or losses in connection therewith shall be charged to said Rate Stabilization Fund.

Decommissioning Fund

In order to provide moneys which will be available to pay for Decommissioning Costs, there shall be transferred and deposited into the Decommissioning Fund, from the Revenue Fund, in as nearly equal monthly deposits as practicable, the amount recommended by an Independent Consultant and set forth in the Annual Budget of Issuer. Balances at any time on deposit in said Decommissioning Fund may be expended by the Issuer to pay Decommissioning Costs, and to the extent not so expended the same shall accumulate in the Decommissioning Fund until such time as the amount on deposit in the Decommissioning Fund shall equal the Decommissioning Reserve Requirement, represented either by cash or by the market value of investments, as permitted in the Indenture, and upon the accumulation of an amount equal to the Decommissioning Reserve Requirement, the monthly transfers from the Revenue Fund may be suspended. If and when it shall become necessary to make disbursements from the Decommissioning Fund, the monthly transfers and deposits from the Revenue Fund shall be resumed and continued until the amount on deposit in the Decommissioning Fund shall have been restored to the Decommissioning Reserve Requirement.

Pending application of money in the Decommissioning Fund as set forth in the Indenture, such money shall be invested and reinvested in Authorized Investments pursuant to the Indenture. Any investment so made shall be held for the account of the Decommissioning Fund. Any income or gain realized therefrom shall be credited to the Decommissioning Fund and expenses or losses in connection therewith shall be charged to said Decommissioning Fund.

Operating Reserve Fund

At the close of each fiscal quarter there shall be transferred from the Operating Fund and deposited in the Operating Reserve Fund all amounts in excess of the estimated Operating Expenses needed for the next quarter. Amounts on deposit in the Operating Reserve Fund, from time to time as so determined by the Issuer, may be transferred, as needed, to increase the amount in or replenish any deficit in any other Fund established by the Indenture, the Prior Indenture or a Parity Indenture or used to (i) pay Operating Expenses or any other costs or expense associated with the Project; (ii) pay the principal of and interest on the Bonds; (iii) redeem any Bonds; and/or (iv) pay any cost or expense required by the Indenture, the Prior Indenture or the Power Sales Agreement.

At the end of any Fiscal Year the amount on deposit in the Operating Reserve Fund in excess of the Operating Reserve Requirement shall be transferred and deposited into the General Fund.

Pending application of money in the Operating Reserve Fund as set forth in the Indenture, such money shall be invested and reinvested in Authorized Investments pursuant to the Indenture. Any investment so made shall be held for the account of the Operating Reserve Fund. Any income or gain realized therefrom shall be credited to the Operating Reserve Fund and expenses or losses in connection therewith shall be charged to said Operating Reserve Fund.

General Fund

The Issuer shall deposit in or transfer to the General Fund:

(i) immediately upon receipt thereof, the amounts derived from Operating Reserve Fund required to be transferred therefrom and deposited in the General Fund pursuant to the Indenture; and

(ii) amounts as they are received by the Issuer from any other source (other than proceeds of the Bonds) which have been designated for deposit to the General Fund.

Moneys on deposit in the General Fund shall be divided into pro rata amounts equal in proportion to the PSA Signatories' Entitlement Percentages as reflected in the Power Sales Agreements and thereafter deposited into separate accounts respectively named for each PSA Signatory. Upon the direction of the respective PSA Signatory, moneys on deposit in the respective PSA Signatory's General Fund account shall be used as a credit to offset any required payment to be made by the PSA Signatory under the Power Sales Agreement.

Pending application of money in the General Fund as set forth in the Indenture, such money shall be invested and reinvested in Authorized Investments pursuant to the Indenture. Any investment so made shall be held for the respective account in the General Fund. Any income or gain realized therefrom shall be credited to the respective account of the General Fund and expenses or losses in connection therewith shall be charged to said respective account of the General Fund.

Rebate Fund

(a) The Issuer hereby authorizes the Trustee to establish a separate special fund designated as the "Rebate Fund," which shall be segregated from all other funds and accounts held by the Trustee. If such a fund is established, the Trustee shall maintain the Rebate Fund until the expiration of 60 days after the retirement of the last Outstanding Bond.

(b) The Trustee shall maintain records of investment transactions of the gross proceeds of the Bonds held in the Reserve Fund and the Bond Fund on an investment-by-investment basis and shall make such records available at the request of the Issuer to the Rebate Analyst. The Issuer shall cause the Rebate Amount to be calculated as of each Installment Computation Date and as of the Final Computation Date. The Issuer shall employ a Rebate Analyst to calculate the Rebate Amount.

(c) The Issuer shall cause the rebate calculations to be completed and filed with the Trustee not later than 45 days after each Installment Computation Date, or 45 days after the Final Computation Date.

(d) The Issuer shall cause the Depository Bank to transfer from the Revenue Fund, from time to time, such amounts as determined by the Issuer as needed for deposit to the Rebate Fund for the purpose of accruing funds to pay to the United States in the amounts required to be paid under the Indenture. Not later than three Business Days after the rebate calculations are filed with the Trustee, the Issuer shall cause to be transferred from the Revenue Fund for deposit to the Rebate Fund an amount such that the balance in the Rebate Fund is at least equal to the Rebate Amount.

(e) Not later than 55 days after each Installment Computation Date, or 55 days after the Final Computation Date, the Issuer shall cause to be paid to the United States any amount which is required to be paid under

Section 148(f)(3) of the Code. Each payment shall be mailed to the Internal Revenue Service Center, Philadelphia, Pennsylvania 19255, and shall be accompanied by a copy of I.R.S. Form 8038-T prepared by the Issuer. The Trustee shall disburse money from the Rebate Fund to the United States for such payments.

(f) Money in the Rebate Fund shall be invested by the Trustee at the written direction of the Issuer in Authorized Investments which mature no later than the date that is 55 days after the earlier of the next Installment Computation Date or the Final Computation Date.

(g) No earlier than 120 days and no later than 90 days prior to each Installment Computation Date and the Final Computation Date, the Trustee shall notify the Issuer of the action which is required by the foregoing subsections. No earlier than 15 days and no later than 10 days prior to the date on which the rebate calculations must be completed under paragraph (c) above, the Trustee shall use its best efforts to notify the Issuer of the action required by paragraph (c) above. No notice need be given if the required action already has been taken by the Issuer.

(h) In addition to the records required by paragraph (a) above, the Trustee shall maintain such records of investments, deposits and disbursements in the Funds as the Issuer may specifically instruct the Trustee to maintain to comply with the provisions of Section 148 of the Code and the Indenture.

(i) If the calculation of the Rebate Amount under paragraph (b) above indicates that the balance in the Rebate Fund exceeds the Rebate Amount as of the date on which a payment is made to the United States pursuant to paragraph (e) above, then the Trustee shall, if directed by the Issuer, transfer all or any portion of such excess to the Revenue Fund.

(j) The Issuer shall be responsible for the calculation and paying of all Rebate Amounts due under Section 148 of the Code. The Trustee shall not be obligated to calculate or pay Rebate Amounts on behalf of the Issuer. The obligation of the Trustee under the Indenture is limited to giving notice to the Issuer on a best efforts basis, keeping records, investing money and depositing and disbursing money in and from the Rebate Fund in accordance with instructions from the Issuer and the Indenture.

(k) The intent of the Indenture is to require funding of the Rebate Fund so that money in that account will be available to pay Rebate Amounts when they are required to be paid under Section 148 of the Code. Notwithstanding anything to the contrary in the Indenture, the Issuer may cause the Trustee to amend the Indenture, without consent of the Bondowners, in any manner consistent with the intent of the Indenture, if the Issuer provides the Trustee with an opinion of Tax Counsel to the effect that:

> (i) the Indenture, as amended, states in reasonable detail the procedures with which the Issuer must comply under the applicable provisions of the regulations and rulings under Section 148 of the Code that are then in effect, and requires the Trustee to notify the Issuer in advance of the date on which action is required to comply with Section 148(f) of the Code; and
>
> (ii) the amendment will not cause interest on the Tax-Exempt Bonds to become includable in gross income for federal income tax purposes; and
>
> (iii) the amendment is consistent with the stated intent of the Indenture prior to its amendment.

(l) The Trustee shall retain records of the source of and determination of the Rebate Amounts required to be deposited and credited to the Rebate Fund, of the proceeds of any investments of money in the Rebate Fund, and of the amounts paid to the United States Treasury from the Rebate Fund for six years after the retirement of the last Outstanding Bond, or such shorter period as may be permitted by Section 148 of the Code.

(m) The Trustee may, in its discretion, establish such accounts within the Rebate Fund established under the Indenture, and subaccounts within any of such accounts, as the Trustee may deem necessary or useful for the purpose of identifying more precisely the sources of payments into and disbursements from such accounts or subaccounts, but the establishment of any such additional account or subaccount shall not alter or modify any of the requirements of the Indenture with respect to the deposit or use of money in the Rebate Fund established under the Indenture or result in commingling of funds not permitted thereunder.

Final Balances

Upon payment of all principal of and premium, if any, and interest on the Bonds, and upon payment of all sums properly due and payable under the Indenture and under the Power Sales Agreements (including all fees, charges and expenses of the Trustee and the Issuer which are properly due and payable under the Indenture and under the Power Sales Agreements as of such date), all money remaining in all Funds and accounts, except money held by the Trustee pursuant to any escrows established under the Indenture, shall be remitted and paid to the Issuer.

Indenture and Prior Indenture Conflicts

Nothing in the Indenture shall be construed as amending, altering or supplementing the Prior Indenture or adding any covenants adverse to the Owners of the Prior Bonds. The Issuer and the Trustee acknowledge that the Prior Bonds are contemplated to remain outstanding under the Prior Indenture after the issuance of the Series 2019A Bonds and the Series 2020A Bonds and that the Series 2019A Bonds and Series 2020A Bonds are intended to be on a parity of lien basis with the Prior Bonds and Parity Bonds. The Issuer and the Trustee agree that in the case of an Event of Default under the Indenture, all funds under the Indenture, the Prior Indenture and a Parity Indenture shall be held for the benefit of the Owners of the Bonds on a pari passu basis, without priority of one bond over another. To the extent possible, the trust created by the Indenture and the Prior Indenture shall be administered so that the Indenture shall not prejudice or be interpreted adversely to or be in conflict with the Prior Indenture.

Investment of Funds

Money on deposit in the Principal and Interest Account or Redemption Account of the Bond Fund shall be invested and reinvested by the Trustee in Authorized Investments as directed by the Issuer, but in the event of the failure of the Issuer to provide written directions as to such investments or reinvestments, the Trustee shall invest or reinvest any or all money held by it in the Bond Fund in the money market mutual funds or deposit accounts of the Trustee or its affiliates that qualify as Authorized Investments under the Indenture. In all cases money in the accounts in the Bond Fund shall be invested only in Authorized Investments maturing no later than the date money in such account or accounts is needed to make the payments authorized to be made therefrom.

Money on deposit in the Funds maintained by the Trustee shall be invested and reinvested by the Trustee in Authorized Investments, as directed by the Issuer.

In the absence of written direction from the Issuer with respect to investment of moneys held in the Funds, the Trustee is hereby directed to invest funds in money market mutual funds or deposit accounts of the Trustee or its affiliates that qualify as Authorized Investments under the Indenture.

Money on deposit in the Rebate Fund, if created, shall be invested only in accordance with the provisions of the Indenture.

Allocation of Income and Losses

The interest and income received with respect to the investments in any Fund or account held by the Trustee under the Indenture, and any profit or loss resulting from the sale of any such investments, shall be deposited and credited upon receipt, or charged to such Fund or such account, and all earnings received from the investment of money in any Fund or account shall be credited as described in the Indenture.

Whenever any transfer or payment is required to be made from any particular Fund or account, such transfer or payment shall be made from such combination of maturing principal, redemption or repurchase prices, liquidation proceeds and withdrawals of principal as the Trustee deems appropriate for such purposes, after taking into account such factors as the Trustee may deem appropriate.

Neither the Issuer nor the Trustee shall be accountable for any depreciation in the value of the investments or any losses incurred upon any authorized disposition thereof.

Investments; Arbitrage; Special Arbitrage Restriction

The Trustee may make any and all investments permitted by the provisions of the Indenture through its own trust department. As and when any amount invested pursuant to the Indenture may be needed for disbursement, the Trustee shall cause a sufficient amount of such investments to be sold and reduced to cash to the credit of such Funds. The Trustee covenants that at any time that it has discretion as to such investments it will not use or invest the proceeds of the Tax-Exempt Bonds or the Series 2010B Bonds in any manner which will cause the Tax-Exempt Bonds or the Series 2010B Bonds to become "arbitrage bonds" within the meaning of Section 148 of the Code and any lawful regulation proposed or promulgated thereunder, as the same exist on this date or may from time to time hereafter be amended, supplemented or revised. The Trustee may rely upon certificates of certified public accountants and opinions of Tax Counsel or Bond Counsel with respect to the foregoing covenants.

Performance of and Authority for Covenants

The Issuer covenants and represents that it will faithfully perform at all times any and all covenants, undertakings, stipulations and provisions contained in the Indenture and in the Related Documents, in any and every Bond executed, authenticated and delivered under the Indenture and in all proceedings of its Board of Directors pertaining thereto; that it is duly authorized under the Constitution and laws of the State, including particularly and without limitation the Act, to issue the Bonds and to pledge and grant a security interest in the Trust Estate in the manner and to the extent set forth in the Indenture; that all action on its part for the issuance of the Bonds and for the execution and delivery thereof will be duly and effectively taken and that such Bonds in the hands of the Owners thereof will be valid and enforceable special and limited obligations of the Issuer according to the terms thereof.

The Issuer acknowledges and agrees that all covenants contained in the Indenture are with and for the benefit of all Bondowners and can be enforced by the Trustee, in its discretion or at the direction of the Bondowners, as provided herein, or by the Bondowners in accordance with the provisions of the Indenture.

Extensions of Payments of Bonds

The Issuer will not directly or indirectly extend or assent to the extension of the maturity of any of the Bonds or the time of payment of interest thereon without the consent of the Trustee and the Owners of all Outstanding Bonds.

Concerning the Power Sales Agreement

The Issuer will do or cause to be done all things on its part to be performed under the Power Sales Agreement so that the rights and obligations of the Issuer thereunder shall not be impaired or excused.

Lien of Indenture

The Issuer will not knowingly create or suffer to be created any lien having priority or preference over the lien of the Indenture or the Prior Indenture upon the Trust Estate or any part thereof, other than the security interests granted by it to the Trustee thereunder. Except to the extent otherwise provided in the Indenture, the Issuer will not knowingly enter into any contract or take any action by which the rights of the Trustee or the Bondowners will be impaired.

Instruments of Further Assurance

The Issuer will do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, such indentures supplemental to the Indenture and such further acts, instruments, and transfers for the better conveying, assuring, transferring, assigning, pledging and hypothecating unto the Trustee the rights, title and interests of the Issuer in the Power Sales Agreement as security for the payment of the principal of and premium, if any, and interest on the Bonds in the manner and to the extent contemplated in the Indenture.

Tax-Exempt Status of Tax-Exempt Bonds

The Issuer covenants and agrees not to use or permit the use of any of the proceeds of the Tax-Exempt Bonds in such manner, and not to take or omit to take any other action in such manner, as will impair the exclusion of interest on the Tax-Exempt Bonds from gross income for federal income tax purposes. The Issuer further covenants and agrees to comply with applicable arbitrage rebate requirements under Section 148 of the Code.

Rate Covenant

The Issuer covenants and agrees that while any of the Bonds authorized under the Indenture Outstanding and unpaid, the rates charged and collected under the Power Sales Agreement for the sale of power produced by the Project, shall be fixed, maintained and, if necessary, adjusted from time to time, to be sufficient, so as to produce, based upon the audited financial statements of the Issuer relating to the Project, in each Fiscal Year, a Debt Service Coverage Ratio equal to at least 1.10:1 (the "Rate Coverage"); and that the rates prevailing at any time will not be reduced except upon the basis of a statement of an Independent Engineer, after necessary investigation, that in his or her opinion the Rate Coverage will not thereby be reduced below such level.

Events of Default

The following events shall be Events of Default:

(1) default in the punctual payment of the principal of or premium, if any, or interest on any Bond when and as the same shall become due and payable, whether at maturity as therein expressed, by proceedings for redemption, by acceleration or otherwise; or

(2) default by the Issuer in the observance of any of the other covenants, agreements or conditions on its part contained in the Indenture, the Prior Indenture, a Parity Indenture or in the Bonds (other than as shall cause the mandatory redemption of Bonds under the Indenture), if such default shall have continued for a period of 90 days after written notice thereof, specifying such default and requiring the same to be remedied, shall have been given to the Issuer by the Trustee, or to the Issuer and the Trustee by the Owners of not less than a majority in aggregate principal amount of the Bonds at the time Outstanding.

The Trustee shall notify the Issuer of the occurrence of any event described in paragraph (2) above.

Acceleration of Maturity

If any Event of Default described in paragraph (1) above shall occur, the Trustee shall (subject to the provisions of the Indenture relating to Bond Insurance Policy), and in every case during the continuance of any other Event of Default may, upon notice in writing to the Issuer, declare the principal of all of the Bonds then Outstanding, and the interest accrued thereon, to be due and payable immediately, and upon any such Declaration of Acceleration the same shall become and shall be immediately due and payable, anything contained in the Indenture, the Prior Indenture or in the Bonds to the contrary notwithstanding.

Upon any Declaration of Acceleration of the Bonds under the Indenture, the Trustee shall give notice of such declaration by mail to the respective Owners of the Bonds at their respective addresses appearing on the Bond Register or the bond register maintained under the Prior Indenture, as the case may be.

Other Remedies Upon Default

Upon the occurrence and continuance of an Event of Default, then and in every such case the Trustee in its discretion may, and upon the written direction of the Owners of a majority in aggregate principal amount of the Bonds then Outstanding and receipt of indemnity against anticipated expenses and liability to its satisfaction (which indemnity is a condition precedent to its duties under the Indenture), shall, in its own name and as the Trustee of an express trust:

(1) by mandamus, or other suit, action or proceeding at law or in equity, enforce all rights of the Owners and require the Issuer or any Member to carry out any agreements with or for the benefit of the Owners of Bonds and to perform its or their duties under the Act, the Power Sales Agreement and the Indenture, provided that any such remedy may be taken only to the extent permitted under the applicable provisions of the Power Sales Agreement or the Indenture, as the case may be;

(2) bring suit upon the Bonds;

(3) by action or suit in equity enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of Bonds;

(4) enforce any provisions of any Power Sales Agreement under which there may exist at that time a PSA Default Event; or

(5) exercise any other remedies available at law or in equity.

Application of Revenues and Other Funds After Default

If an Event of Default shall occur and be continuing, all Revenues and any other funds then held or thereafter received by the Trustee under any of the provisions of the Indenture (subject to certain sections titled "Rebate Fund", "Final Balances" and "Unclaimed Moneys" and provided that money described in "Unclaimed Moneys" shall not be used for purposes other than payment of the Bonds) shall be applied by the Trustee as follows and in the following order:

(1) To the payment of any expenses necessary in the opinion of the Trustee to protect the interests of the Owners of the Bonds and payment of reasonable charges and expenses of the Trustee (including reasonable fees and disbursements of its legal counsel) incurred in and about the performance of its powers and duties under the Indenture; and

(2) To the payment of amounts then due on the Bonds (upon presentation of the Bonds to be paid, and stamping thereon of the payment if only partially paid, or surrender thereof if fully paid) subject to the provisions of the Indenture, without preference or priority of any kind, ratably, according to the amounts due on the Bonds for principal (and premium, if any) and interest, respectively, to the Owners thereof without discrimination or privilege.

Trustee to Represent Bondowners

The Trustee is hereby irrevocably appointed (and the successive respective Owners of the Bonds, by taking and holding the same, shall be conclusively deemed to have so appointed the Trustee) as trustee and true and lawful attorney-in-fact of the Owners of the Bonds for the purpose of exercising and prosecuting on their behalf such rights and remedies as may be available to such Owners under the provisions of the Bonds, the Indenture, the Power Sales Agreements and applicable provisions of any other law. Upon the occurrence and continuance of an Event of Default or other occasion giving rise to a right in the Trustee to represent the Bondowners, the Trustee in its discretion may, and upon the written request of Owners of a majority in aggregate principal amount of the Bonds then Outstanding as provided in the Indenture, and upon being indemnified against anticipated expenses and liabilities to its satisfaction therefor (which indemnity is a condition precedent to its duties under the Indenture), shall, proceed to protect or enforce its rights or the rights of such Owners by such appropriate action, suit, mandamus or other proceedings as it shall deem most effectual to protect and enforce any such right, at law or in equity, either for the specific performance of any covenant or agreement contained herein, or in aid of the execution of any power herein granted, or for the enforcement of any other appropriate legal or equitable right or remedy vested in the Trustee or in such Owners under the Indenture, the Power Sales Agreements or any other law; and upon instituting such proceeding, the Trustee shall be entitled, as a matter of right, to the appointment of a receiver of the Revenues and other assets pledged under the Indenture, pending such proceedings. Notwithstanding the foregoing, the Trustee shall not require indemnification prior to accelerating the Bonds as required in the Indenture, or making payment of principal of or premium, if any, or interest on the Bonds.

All rights of action under the Indenture or the Bonds or otherwise may be prosecuted and enforced by the Trustee without the possession of any of the Bonds or the production thereof in any proceeding relating thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought in the name of the Trustee for the benefit and protection of all the Owners of such Bonds, subject to the provisions of the Indenture.

Bondowners' Direction of Proceedings

Anything in the Indenture to the contrary notwithstanding, but subject to the rights of the Bond Insurer thereunder, the Owners of a majority in aggregate principal amount of the Bonds Outstanding, shall have the right, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the time, place and method of conducting all remedial proceedings taken by the Trustee thereunder, provided that such direction shall not be otherwise than in accordance with law and the provisions of the Indenture, and that the Trustee shall have the right to decline to follow any such direction that in the sole discretion of the Trustee would be unjustly prejudicial to Bondowners not parties to such direction. Before the Owners may take or require the Trustee to take any action not otherwise required thereunder, the Trustee may require that it be furnished an indemnity bond satisfactory to it for the reimbursement of all expenses to which it may be put and to protect it against all liability, except liability which is adjudicated to have resulted from the negligence or willful misconduct of the Trustee, by reason of any action so taken by the Owners or the Trustee. The Trustee shall not be responsible for the propriety of or liable for the consequences of following such a direction given by the Owners of a majority in aggregate principal amount of the Bonds Outstanding.

Limitation on Bondowners' Right to Sue

Except as otherwise provided in the Indenture, no Owner of any Bond shall have the right to institute any suit, action or proceeding at law or in equity, for the protection or enforcement of any right or remedy under the Indenture, any Power Sales Agreement or any other applicable law with respect to such Bond, unless (1) such Owner shall have given to the Trustee written notice of the occurrence of an Event of Default; (2) the Owners of not less than 50% in aggregate principal amount of the Bonds then Outstanding shall have made written request upon the Trustee to exercise the powers hereinbefore granted or to institute such suit, action or proceeding in its own name; (3) such Owner or Owners shall have tendered to the Trustee reasonable indemnity against the costs, expenses and liabilities to be incurred in compliance with such request; and (4) the Trustee shall have refused or failed to comply with such request for a period of 90 days after such written request shall have been received by, and such tender of indemnity shall have been made to, the Trustee.

Such notification, request, tender of indemnity and refusal or failure are hereby declared, in every case, to be conditions precedent to the exercise by any Owner of Bonds of any remedy under the Indenture or under law; it being understood and intended that no one or more Bondowners shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of the Indenture or the rights of any other Bondowners, or to enforce any right under the Indenture, the Power Sales Agreements or applicable law with respect to the Bonds, except in the manner therein provided, and that all proceedings at law or in equity to enforce any such right shall be instituted, had and maintained in the manner provided therein and for the benefit and protection of all Owners of the Outstanding Bonds, subject to the provisions of the Indenture.

Notwithstanding the foregoing, nothing in the Indenture shall be construed as limiting or otherwise modifying the rights of the Owners and the Trustee under the Indenture, and in no event shall anything herein impair the absolute and unconditional right of the Owner of each Bond to receive payment of the principal thereof and interest and premium, if any, thereon at the times provided in such Bond and in the Indenture and to institute suit solely for the purpose of enforcing any such payment or purchase.

Absolute Obligation of Issuer

Nothing in the Indenture, or in the Bonds, shall affect or impair the obligation of the Issuer, which is absolute and unconditional, to pay the principal of and premium, if any, and interest on the Bonds to the respective Owners of the Bonds at the times stated therein, but only out of the Revenues and other assets pledged in the Indenture therefor, or affect or impair the right of such Owners, which is also absolute and unconditional, to enforce such payment by virtue of the contract embodied in the Bonds.

Termination of Proceedings

In case any proceedings taken by the Trustee or any one or more Bondowners on account of any Event of Default shall have been discontinued or abandoned for any reason or shall have been determined adversely to the Trustee or the Bondowners, then in every such case the Issuer, the Trustee and the Bondowners, subject to any determination in such proceedings, shall be restored to their former positions and rights thereunder, severally and respectively, and all rights, remedies, powers and duties of the Issuer, the Trustee and the Bondowners shall continue as though no such proceedings had been taken.

Remedies Not Exclusive

Except as otherwise provided in the Indenture, no remedy herein conferred upon or reserved to the Trustee or to the Owners of the Bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy, to the extent permitted by law, shall be cumulative and in addition to any other remedy given under the Indenture or now or hereafter existing at law or in equity or otherwise.

No Implied Waiver of Default

No delay or omission of the Trustee or any Owner of the Bonds to exercise any right or power arising upon the occurrence of any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein, and every power and remedy given by the Indenture to the Trustee or to the Owners of the Bonds may be exercised from time to time and as often as may be deemed expedient.

Waivers of Events of Default

Unless a Declaration of Acceleration has been given by the Trustee, the Trustee in its discretion may, if all arrears of principal and interest, if any, on the Bonds and all expenses of the Trustee and/or the Issuer have been paid and all other defaults shall have been cured or provision satisfactory to the Trustee and the Issuer has been made therefor, waive any Event of Default under the Indenture other than a default under paragraph (1) of "Events of Default", and rescind its consequences. In the case of any such waiver and rescission, the Issuer, the Trustee and the Bondowners shall be restored to their former positions and rights under the Indenture, respectively, but no such waiver and rescission shall extend to any subsequent or other default, or impair any right consequent thereon.

Acceptance of Trust and Standards Relating to Performance Thereof

The Trustee, as evidenced by its due execution of the Indenture, accepts the conveyance set forth in the preamble, in trust, and agrees to keep, perform and observe faithfully all of the covenants, conditions and requirements imposed upon it in the Indenture and in the Bonds.

The Trustee shall be required to take notice or be deemed to have notice of any Event of Default under the Indenture except for Events of Defaults arising from PSA Default Events. The Trustee shall be required to take notice or be deemed to have notice of any other PSA Default Event only if the Trustee shall have received specific notice thereof. All notices or other instruments required by the Indenture or the Power Sales Agreement to be delivered to the Trustee, in order to be effective, must be delivered at the address specified herein in the Indenture; and in the absence of such notice so delivered and except as to Events of Default for which the Trustee shall be deemed to have received notice as provided in the Indenture, the Trustee may conclusively assume that there is no default or Event of Default. Nonetheless, the Trustee may in its sole discretion take notice of a PSA Default Event without having received specific notice thereof. In such case, the Trustee shall proceed as if it had received such specific notice and all provisions of the Indenture applying to the Trustee after having received such specific notice shall apply to the Trustee in actions without such specific notice.

The Trustee shall not be liable with respect to any action taken or omitted to be taken under the Indenture undertaken in good faith; provided, that:

(a) In the absence of an Event of Default, the duties and obligations of the Trustee shall be determined solely by the express provisions of the Indenture; the Trustee shall be obligated to take only such actions as are specifically set forth in the Indenture or as are specifically required to be taken by the Trustee when requested from time to time by the Owners of not less than the aggregate principal amount of Outstanding Bonds specified in the Indenture with respect to the action in question; and

(b) In the absence of willful misconduct on the part of the Trustee, the Trustee may conclusively rely, as to the truth of the statements and to the correctness of the opinions expressed therein, upon any certificate or opinion furnished to the Trustee conforming to the procedural requirements of the Indenture or the Power Sales Agreements; but in the case of any such certificate or opinion which by any provision is specifically required to be furnished to the Trustee, the Trustee shall be under a duty to examine the same to determine whether or not it conforms to the procedural requirements of the Indenture or the Power Sales Agreement; and

(c) The Trustee shall not be liable for any error of judgment made in good faith by the Trustee unless it shall be proved that the Trustee was negligent in ascertaining the pertinent facts; and

(d) The Trustee shall not be liable with respect to any action taken or omitted to be taken by it in good faith in accordance with the direction of the Owners of not less than a majority in aggregate principal amount of Outstanding Bonds or in accordance with the express provisions of the Indenture.

Appointment of Trustee

There shall at all times be a trustee under the Indenture which shall be an association or a corporation organized and doing business under the laws of the United States or any state thereof, authorized under such laws to exercise corporate trust powers, having a combined capital and surplus of at least $100,000,000 (or a subsidiary of an association or corporation having such combined capital and surplus), and subject to supervision or examination by federal or state authority. The written consent of the Rating Agency, if any, shall be required for the appointment of any successor to the Trustee unless the obligations of such successor are rated Baa3/P-3 or higher by the Rating Agency. If such association or corporation publishes reports of condition at least annually, pursuant to law or to the requirements of any supervising or examining authority referred to above, then for the purposes of this paragraph, the combined capital and surplus of such association or corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. If at any time the Trustee shall cease to be eligible in accordance with the provisions of this paragraph and another association or corporation is eligible, the Trustee shall resign immediately in the manner and with the effect specified in the Indenture.

Resignation of Trustee

The Trustee may resign and be discharged from the trusts created by the Indenture by giving to the Issuer 45 days' advance written notice. Such resignation shall take effect on the day specified in such notice, but the Trustee shall not be discharged from the trusts created hereby until a successor trustee has been approved and appointed. Subsequent to the resignation effective date, the resigning Trustee shall have no further duties and obligations under the Indenture or any Power Sales Agreement.

Removal of Trustee

(a) Subject to the provisions of the Indenture, the Trustee may be removed at any time, either with or without cause, by the Owners of a majority in aggregate principal amount of Outstanding Bonds, provided that all fees and reasonable expenses of the Trustee due and owing pursuant to the Indenture shall first be paid.

(b) Subject to the provisions of the Indenture, the Trustee may be removed, either with or without cause, by the Issuer so long as there has been no Event of Default which then remains uncured and provided that all fees and reasonable expenses of the Trustee due and owing pursuant to the Indenture shall first be paid.

(c) Any removal of the Trustee pursuant to the Indenture shall be effected by delivery to the Trustee of a written instrument to that effect.

(d) No resignation or removal of the Trustee shall be effective until a successor to the Trustee shall have been appointed and shall have assumed those functions.

Appointment of Successor Trustee

(a) If at any time the Trustee shall resign, be removed or otherwise become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver of the Trustee or of its property shall be appointed, or if a public supervisory office shall take charge or control of the Trustee or of its property or affairs, a vacancy shall forthwith and *ipso facto* be created in the office of such Trustee under the Indenture, and the Issuer shall promptly appoint a successor Trustee meeting the requirements of the Indenture.

(b) If, in a proper case, no appointment of a successor Trustee shall be made pursuant to the Indenture within 45 days after notice of removal or resignation of the Trustee, any Owner or the retiring Trustee may apply to any court of competent jurisdiction to appoint a successor Trustee. The court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor Trustee.

(c) The Issuer shall notify the Rating Agency of the appointment of a successor Trustee within 30 days of such appointment.

(d) Any trustee appointed under the Indenture shall also serve as trustee under the Prior Indenture.

Merger of Trustee

Any corporation or association into which the Trustee may be converted or merged, or with which it may be consolidated, or to which it may sell or transfer its trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, *ipso facto*, shall be and become successor trustee under the Indenture and vested with all of the title to the Trust Estate and all the trusts, powers, discretions, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of any of the parties thereto, anything in the Indenture to the contrary notwithstanding, provided that such resulting entity shall be entitled under state or federal law to exercise corporate trust powers.

Transfer of Rights and Property to Successor Trustee

Every successor Trustee appointed under the Indenture shall execute, acknowledge and deliver to its predecessor and also to the Issuer a written instrument accepting such appointment under the Indenture, and thereupon such successor, without any further act, deed or conveyance, shall become fully vested with the Trust Estate and the rights, powers, trusts, duties and obligations of its predecessor; but such predecessor shall, nevertheless, on the written request from the Authorized Representative of the Issuer or of its successor execute and deliver a written instrument transferring to such successor all the Trust Estate and the rights, powers, trusts, duties and obligations of such predecessor under the Indenture, and every predecessor Trustee shall deliver all funds held by it as Trustee under the Indenture to its successor. Should any assignment, conveyance or written instrument from the Issuer be required by any successor Trustee for more fully and certainly vesting in such successor Trustee the Trust Estate and rights, powers, trusts, duties and obligations vested or intended to be vested in the predecessor Trustee under the Indenture, any and all such assignments, conveyances and written instruments shall, on request, be executed, acknowledged and delivered by the Issuer. Each successor Trustee shall give notice of its appointment to all Owners appearing on the Bond Register, or the register maintained for the Owners of the Prior Bonds under the Prior Indenture, as of the date of appointment. The successor Trustee shall reimburse the predecessor Trustee for any expenses incurred under the Indenture.

The Trustee's rights to immunity and protection from liability under the Indenture and its right to receive payment of its fees and expenses shall survive its removal or resignation and the final payment, defeasance or discharge of the Bonds and the termination of the lien of the Indenture.

Defeasance

If the Issuer shall issue refunding bonds or have money available from any other lawful source to pay, if applicable, the principal of and premium, if any, and interest on the Bonds, or such portion thereof included in the refunding or defeasance plan, as the same become due and to pay the costs of refunding or defeasance, and shall have set aside irrevocably in a special fund for and pledged to such payment, refunding or defeasance, money and/or Government Obligations that are not subject to redemption prior to maturity sufficient in amount, together with known earned income from the investments thereof but without regard to any reinvestment thereof, to make such payments and to accomplish the refunding or defeasance as scheduled (hereinafter called the "trust account"), and shall make irrevocable provisions for redemption of such Bonds, if such redemption is included in the refunding or defeasance plan, then in that case all right and interest of the Owners of the Bonds to be so retired, refunded or defeased (hereinafter collectively called the "Defeased Bonds") in the covenants of the Indenture, in the Revenues and Funds, and in the funds and accounts obligated to the payment of such Defeased Bonds, other than the right to receive the funds so set aside and pledged, thereupon shall cease and become void. Notwithstanding the foregoing, the Owners of the Defeased Bonds shall have the residual right to receive payment of the principal of and premium, if any, and interest on the Defeased Bonds from the Revenues and Funds without any priority of lien or charge against those Revenues or Funds or covenants with respect thereto except to be paid therefrom (except such rights as exist with respect to payment, exchange and transfer of such Defeased Bonds under the pertinent provisions of the Indenture, and except that the covenants contained in the Indenture regarding the tax-exempt status of the Tax-Exempt Bonds shall continue in full force and effect). After the establishing and full funding of such trust account, the Defeased Bonds shall be deemed to be discharged and the Issuer then may apply any money in any other fund or account established for the payment or redemption of the Defeased Bonds to any lawful purposes as it shall determine, subject only to the rights of the Owners of any other Bonds then Outstanding.

Anything in the Indenture to the contrary notwithstanding, if such Eligible Funds in the form of cash or Government Obligations have been deposited or set aside with the Trustee pursuant to the Indenture for the payment of Bonds and interest and premium thereon, if any, and such Bonds shall not yet have been paid in full, no amendment to the provisions of the Indenture shall be made without the consent of the Owner of each Bond affected thereby.

It shall be a condition of any such defeasance of Bonds that the Issuer has obtained (i) the Opinion of Counsel recognized in the area of bankruptcy matters that payment of the Defeased Bonds from the money and securities in the trust account will not constitute a voidable preference under the Bankruptcy Code and (ii) a certificate of a nationally recognized accounting firm or Tax Counsel that the money and securities in the trust account are sufficient to discharge and defease the Defeased Bonds.

Upon the discharge and defeasance of the Defeased Bonds, the Trustee shall send written notice to each Owner of a Defeased Bond stating that the Owner's Bond has been defeased and the time and manner of presenting the Defeased Bond for payment.

Unclaimed Money

Notwithstanding any other provision of the Indenture, any money held by the Trustee for the payment and discharge of any Bond shall be held in cash and shall not be invested by the Trustee. Any money held by the Trustee for the payment and discharge of any Bond which remains unclaimed for more than one year after the discharge of such Bond (or such longer period as the Issuer may approve in writing) shall be free from such trust and shall promptly thereafter be transferred by the Trustee to the Issuer, and the Trustee shall be released and discharged with respect thereto, and the Owners of Bonds payable from any such money shall look only to the Issuer for the payment thereof (or to the State if the Issuer has delivered such money to the State in accordance with the laws of the State relating to the escheat of unclaimed funds).

The Trustee shall not be responsible for accounting for, or paying to, the Issuer or any Bondowner any return on or benefit from money held for the payment of unredeemed Bonds or outstanding checks, and no calculation of the same shall affect or result in any offset against fees due to the Trustee under the Indenture.

Amendment of Indenture

(a) The Indenture, the Prior Indenture or a Parity Indenture shall not be supplemented or amended in any respect subsequent to the initial issuance of the Bonds, except as provided in and in accordance with and subject to the provisions of the Indenture.

(b) The Issuer may from time to time and at any time, without the consent of or notice to the Owners of the Bonds, enter into Supplemental Indentures to any of the foregoing for the following purposes:

(1) to cure any formal defect, omission, inconsistency or ambiguity in the Indenture in a manner not adverse to the Owner of any Bonds;

(2) to impose upon the Trustee for the benefit of the Owners of the Bonds any additional rights, remedies, powers, authority, security, liabilities or duties which may lawfully be granted, conferred or imposed and which are not contrary to or inconsistent with the Indenture as theretofore in effect;

(3) to add to the covenants and agreements of, and limitations and restrictions upon, the Issuer in the Indenture, the Prior Indenture or a Parity Indenture other covenants, agreements, limitations and restrictions to be observed by the Issuer which are not contrary to or inconsistent with the Indenture as theretofore in effect;

(4) to confirm, as further assurance, any pledge under, and the subjection to any claim, lien or pledge created or to be created by, the Indenture of any other money, securities or funds;

(5) to comply with any federal law or interpretation, including those relating to arbitrage rebate, to prevent the occurrence of an event that in the opinion of Bond Counsel would lead to a Determination of Taxability;

(6) to modify, amend or supplement the Indenture, the Prior Indenture or a Parity Indenture in such manner as to permit the qualification hereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect, and to add such other terms, conditions and provisions as may be permitted by that act or statute, in a manner not adverse to the Owner of any Bond;

(7) to authorize different denominations of the Bonds and to make correlative amendments and modifications to the Indenture, the Prior Indenture or a Parity Indenture regarding exchangeability of Bonds of different Authorized Denominations, redemptions of portions of Bonds of particular Authorized Denominations and similar amendments and modifications of a technical nature;

(8) to make such changes as are elsewhere expressly permitted by the Indenture, the Prior Indenture or a Parity Indenture;

(9) to modify, alter, amend or supplement the Indenture, the Prior Indenture or a Parity Indenture in any other respect, including modifications required by the Rating Agency, which in the reasonable judgment of the Trustee is not materially adverse to the Owners of the Bonds and which does not involve a change described in paragraph (c) below;

(10) to provide for the issuance of Parity Bonds in conformity with the provisions of the Indenture; and

(11) to provide for one or more series of the Bonds to be insured and, if needed, to provide Bond Insurer, if any, with such rights as it may require in connection therewith, provided that such additional rights are not, in the opinion of Bond Counsel, substantially different from or afford such Bond Insurer substantially greater rights than have been afforded other bond insurers that insure or guaranty other Bonds that are Outstanding and are on a parity with the Bonds.

Concurrently with or prior to the adoption by the Issuer of any such Supplemental Indenture pursuant to the Indenture, there shall have been delivered to the Issuer and the Trustee an opinion of Bond Counsel stating that such Supplemental Indenture is authorized or permitted by the Indenture and will, upon the execution and delivery thereof, be valid and binding upon the Issuer in accordance with its terms and will not cause the interest on the Tax-Exempt Bonds to be included in gross income of the Owners for federal income tax purposes.

(c) Except for any Supplemental Indenture entered into pursuant to paragraph (b) above, subject to the terms and provisions contained in this paragraph (c) and in any Related Documents and not otherwise, the Owners of 60% in aggregate principal amount of Bonds then Outstanding shall have the right from time to time to consent to and approve the entering into by the Issuer of any Supplemental Indenture deemed necessary or desirable by the Issuer for the purpose of modifying, altering, amending, supplementing or rescinding, in any particular, any of the terms or provisions contained in the Indenture, the Prior Indenture or a Parity Indenture; except that, unless approved in writing by the Owners of all Bonds then Outstanding, nothing contained in the Indenture shall permit, or be construed as permitting:

(1) a change in the times, amounts or currency of payment of the principal of or premium, if any, or interest on any outstanding Bond, or a reduction in the principal amount or redemption price of any outstanding Bond or a change in the method of redemption or redemption price of any outstanding Bond or an extension of the final maturity thereof;

(2) a preference or priority of any Bond over any other Bond;

(3) a reduction in the aggregate principal amount of Bonds the consent of the Owners of which is required for any such Supplemental Indenture;

(4) the creation of any lien ranking prior to the lien of any Bonds; or

(5) the modification of any of the provisions of the amendment section of the Indenture.

If at any time the Issuer shall desire to enter into any Supplemental Indenture for any of the purposes of this paragraph (c), the Trustee shall cause notice of the proposed Supplemental Indenture to be given by first-class United States Mail, postage prepaid, to all Owners of the then Outstanding Bonds and to the Rating Agency. Such notice shall briefly set forth the nature of the proposed Supplemental Indenture and shall state that a copy thereof is on file at the office of the Trustee for inspection by all Owners of the Outstanding Bonds.

Within 60 days after the date of the mailing of such notice or such longer period as shall be prescribed from time to time by the Issuer, the Issuer may enter into such Supplemental Indenture in substantially the form described in such notice, but only if there shall have first or concurrently been delivered to the Trustee (i) the required consents, in writing, of the Owners of the Bonds and any other Person whose consent is required under the terms of any Related Documents, and (ii) an opinion of Bond Counsel, stating that such Supplemental Indenture is authorized or permitted by the Indenture and, upon the execution and delivery thereof, will be valid and binding upon the Issuer in accordance with its terms and will not cause interest on the Tax-Exempt Bonds to be includable in gross income of the Owners for federal income tax purposes.

If the Owners of not less than 60% in aggregate principal amount of Bonds shall have consented to and approved the execution and delivery of a Supplemental Indenture as provided under the Indenture, no Owner of any Bond shall have any right to object to the adoption of such Supplemental Indenture, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the execution thereof, or to enjoin or restrain the Issuer or the Trustee from entering into the same or from taking any action pursuant to the provisions thereof. Any written consent to a permitted amendment may be embodied in and evidenced by one or any number of written instruments of substantially similar tenor signed by such Bondowners in person or by an agent duly appointed in writing, and such consent shall become effective when such instrument or instruments are delivered to the Issuer or the Trustee.

(d) Proof of the execution of any such consent or of a writing appointing any such agent shall be sufficient for any purpose and shall be conclusive in favor of the Issuer if made in the following manner: the fact and date of the execution by any Person of any such consent or appointment may be proved by the affidavit of any witness of such execution or by the certificate of any notary public or other officer authorized by law to take acknowledgments of deeds, certifying that the Person signing such consent or appointment acknowledged to him the execution thereof. The fact and date of execution of such consent or appointment may also be proved in any other manner which the Issuer may deem sufficient; but the Issuer may nevertheless, in its discretion, require further proof in cases where it deems further proof desirable. Any consent by the Owner of any Bond shall bind any future Owner of the same Bond with respect to any Supplemental Indenture executed by the Issuer pursuant to such consent.

(e) Upon the execution and delivery of any Supplemental Indenture pursuant to the provisions of the Indenture, the Prior Indenture or a Parity Indenture, the Indenture, the Prior Indenture or a Parity Indenture shall be, and be deemed to be, modified and amended in accordance therewith, and the respective rights, duties and obligations under the Indenture of the Issuer, the Trustee and all Owners of Bonds then Outstanding shall thereafter be determined, exercised and enforced under the Indenture subject in all respects to such modifications and amendments.

Amendment of Power Sales Agreement

(a) Without the consent of or notice to the Owners or the Trustee, the Issuer may modify, alter, amend or supplement the Power Sales Agreements (i) for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein, (ii) for the purpose of avoiding a withdrawal or a reduction in the rating, if any, on the Bonds, (iii) based on an opinion of Bond Counsel, to preserve the tax-exempt status of interest on the Tax-Exempt Bonds, or (iv) in connection with any other change therein which is not materially adverse to the Owners of the Bonds; provided, however, before the effective date of any amendment or supplement to a Power Sales Agreement, the Trustee and the Bond Insurer shall be provided with a copy of such amendment or supplement.

(b) Concurrently with or prior to entering into or consenting to, as the case may be, any modification, alteration, amendment or supplement to any Power Sales Agreement pursuant to the Indenture, the Issuer and the Trustee shall have received an opinion of Bond Counsel stating that such modification, alteration, amendment or supplement is authorized or permitted by the Indenture, the Power Sales Agreement and the Act, complies with their respective terms, will, upon the execution and delivery thereof, be valid and binding upon the Issuer and the Member in accordance with its terms, and will not adversely affect the exclusion from gross income of the Owners of interest on the Tax-Exempt Bonds for federal income tax purposes.

Payments Due on Other Than Business Days

In any case in which the date of payment of principal of the Bonds, whether at the stated maturity thereof, on a date fixed for redemption or otherwise, or payment of interest or premium, if any, thereon is not a Business Day then such payment need not be made on such date but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or redemption or the date such interest was due, as the case may be, and no interest shall accrue in respect of the period after such date.

Liability of Issuer Limited to Trust Estate

Notwithstanding anything contained in the Indenture or in the Bonds, the Issuer shall not be required to advance any money derived from any source other than the Trust Estate, the Revenues and other assets pledged under the Indenture for any of the purposes mentioned in the Indenture, whether for the payment of the principal of or premium, if any, or interest on the Bonds or for any other purpose of the Indenture.

Immunities and Limitations of Issuer

The Issuer shall be entitled to the advice of counsel (who, except as otherwise provided, may be counsel for any Bondowner), and the Issuer shall be wholly protected as to action taken or omitted in good faith in reliance on such advice. The Issuer may rely conclusively on any communication or other document furnished to it under the Indenture and reasonably believed by it to be genuine. The Issuer shall not be liable for any action (i) taken by it in good faith and reasonably believed by it to be within its discretion or powers under the Indenture, or (ii) in good faith omitted to be taken by it because such action was reasonably believed to be beyond its discretion or powers under the Indenture, or (iii) taken by it pursuant to any direction or instruction by which it is governed under the Indenture, or (iv) omitted to be taken by it by reason of the lack of any direction or instruction required under the Indenture for such action; nor shall it be responsible for the consequences of any error of judgment reasonably made by it. The Issuer shall in no event be liable for the application or misapplication of funds or for other acts or defaults by any Person other than Issuer. When any payment or consent or other action by it is called for under the Indenture, it may defer such action pending receipt of such evidence (if any) as it may require in support thereof. The Issuer shall not be required to take any remedial action unless indemnity in a form acceptable to the Issuer is furnished for any expense or liability to be incurred in connection with such remedial action, other than liability for failure to meet the standards set forth in the Indenture.

FORM OF POWER SALES AGREEMENT

Term and Termination

The Power Sales Agreement shall be effective upon execution and delivery of Power Sales Agreements by KMPA and the Participating Members listed on and having the Participating Members' Entitlement Percentages specified on an attachment thereto.

The Power Sales Agreement shall terminate, unless otherwise extended by the parties, when (a) the Project has been terminated as provided in the Power Sales Agreement, (b) the principal of and premium, if any, and interest on all of the Bonds have been paid or funds set aside for the payment or retirement thereof in accordance with the Indenture, and (c) all other obligations and liabilities under the Power Sales Agreement have been paid or provided for.

Project; Project Attributes

KMPA shall sell and the Participating Member shall purchase its Participating Member Entitlement Percentage of Energy, Capacity and other Attributes generated by the Project pursuant to the terms of the Power Sales Agreement. The amounts to be paid for each Contract Year by the Participating Member to KMPA for its Participating Member Entitlement Percentage of Attributes generated by the Project shall be in accordance with the Power Sales Agreement.

Participating Member Entitlement Percentage

The Participating Member's Entitlement Percentage shall be set forth in an attachment to the Power Sales Agreement and was initially developed based on the KMPA Ownership Interest Percentage set forth in such attachment.

Sale of Excess Participating Member's Entitlement Percentage

In the event that the Participating Member shall determine that all or any part of the Participating Member's Entitlement Percentage of the Attributes of the Project is in excess of the requirements of the Participating Member, the Participating Member shall notify KMPA of such determination and KMPA shall use its best efforts to sell and transfer for any period of time all or part of such excess. The other Participating Members shall have the first right of refusal to accept each such disposal pro rata based on Entitlement Percentage among those exercising such right before a transfer is made to another KMPA Member, an electric utility or another entity, which is not a Participating Member, as permitted by law. Preference for the sale and transfer to non Participating Members shall be given to KMPA

Members that are not Participating Members assuming the sale and transfer can be made under reasonable terms, conditions and price as compared to sales to other third parties. If all or any portion of such excess of the Participating Member's Entitlement Percentage of the Attributes of the Project is sold pursuant to the Power Sales Agreement, the Participating Member's Entitlement Percentage shall not be reduced, and the Participating Member shall remain liable to KMPA to pay the full amount of Monthly Project Costs for its Participating Member Entitlement Percentage as if such sale had not been made, except that such liability shall be discharged to the extent that KMPA shall receive payment for such excess Project Attributes from the purchaser or purchasers thereof. The provisions for the sale of excess Attributes of the Project provided for in the Power Sales Agreement shall be consistent with KMPA's rights to make such sales pursuant to the KMPA Prairie State Project Agreements.

In the event that the Participating Member shall determine that all or any part of the Participating Member's Entitlement Capacity Share is in excess of the requirements of the Participating Member for the next schedule hour (i.e. "Participating Member's Excess Capacity"), the Participating Member shall notify KMPA of such determination pursuant to the scheduling protocols to be developed pursuant to the Power Sales Agreement and KMPA shall use its best efforts to sell such Participating Member's Excess Capacity in accordance with the policies to be developed pursuant to the Power Sales Agreement. If all or any portion of such Participating Member's Excess Capacity is sold pursuant to the Power Sales Agreement, the Participating Member's Entitlement Percentage shall not be reduced, and the Participating Member shall remain liable to KMPA to pay the full amount of Monthly Project Costs for its Participating Member Entitlement Percentage as if such sale had not been made, except that such liability shall be discharged to the extent that KMPA shall receive payment for such excess Project Attributes from the purchaser or purchasers thereof. The provisions for the sale of Participating Members' Excess Capacity provided for in the Power Sales Agreement shall be consistent with KMPA's rights to make such sales pursuant to the KMPA Prairie State Project Agreements.

Participating Member Rate and System Maintenance Covenant

The Participating Member shall establish, maintain and collect rates and charges for the electric and other services of its electric system so as to provide revenues sufficient, together with available electric system reserves, to enable the Participating Member to pay to KMPA all amounts payable under the Power Sales Agreement, all other amounts payable from and all lawful charges against or liens on the revenue of its electric system and to operate and maintain its electric system in a sound, businesslike manner in accordance with Prudent Utility Practice.

Unconditional Payment Obligation

The Participating Member shall pay the Monthly Project Costs for its Participating Member Entitlement Percentage, whether or not the Project is completed or is operating or operable, and whether or not its output is suspended, interrupted, interfered with, reduced, or curtailed or terminated in whole or in part, and such payments shall not be subject to reduction, whether by offset or otherwise, and shall not be conditioned upon the performance or nonperformance by any party of any agreement for any cause whatsoever.

Termination of Project

KMPA shall have the responsibility for making a determination of when the Project will be terminated, and such decision will be made in accordance with Prudent Utility Practice, provided that (a) termination of the Project will be in accordance with provisions of the KMPA Prairie State Project Agreements, (b) termination of the Project and the Power Sales Agreement will not occur so long as any Bonds are outstanding or until adequate provision for the payment thereof has been made in accordance with provisions of the Indenture, and (c) termination of the Project and the Power Sales Agreement will not occur until adequate provisions have been made for all costs, obligations and liabilities of KMPA to decommission, salvage, discontinue, and dispose of the Facilities that comprise the Project.

Responsibility for Termination Costs

To the extent that there are outstanding and/or remaining liabilities and costs that KMPA is obligated to pay in connection with any Windup Events as defined in the KMPA Prairie State Project Agreements or termination of the Project, the Participating Member shall be responsible for payment for its Entitlement Percentage of the amount of such outstanding and/or remaining liabilities and costs. To the extent that there is a credit that KMPA is entitled to receive upon termination of the Project, the Participating Member shall receive a credit based on its Entitlement Percentage applied to such credit.

Participating Member Failure to Pay

The failure of the Participating Member to make any payment in full required by the Power Sales Agreement or to perform any obligation under the Power Sales Agreement, and if such failure continues for twenty (20) days after KMPA gives notice to the Participating Member that such payment is due and unpaid or that the performance of any obligations under the Power Sales Agreement is required, shall constitute an "event of default" under the Power Sales Agreement.

A copy of a notice of an event of default delivered by KMPA to a defaulting Participating Member shall be sent to the other Participating Members by KMPA.

Upon an event of default under the Power Sales Agreement by a Participating Member, KMPA shall use its best efforts to sell and transfer all or a portion of such Participating Member's Entitlement Percentage for all or a portion of the remainder of the term of the Power Sales Agreement, provided the other Participating Members shall have the first right to purchase all or a portion of such share to be disposed before a transfer is made to any entity which is not a Participating Member. In the event that the other Participating Members desire to purchase an aggregate amount in excess of the share to be disposed such purchase by the other Participating Member shall be allocable on a pro rata basis of the other Participating Members Entitlement Percentage.

Notwithstanding that all or any portion of the Participating Member's Entitlement Percentage is transferred pursuant to the Power Sales Agreement, the Participating Member shall remain liable to KMPA to pay the full amount of Monthly Project Costs for its Participating Member Entitlement Percentage as if such sale had not been made, except that such liability shall be discharged to the extent that KMPA receives payment from the purchaser or purchasers thereof.

If the Participating Member in good faith disputes the validity of KMPA's notice of an event of default, then the Participating Member shall make such payment or perform such obligation under protest directed to KMPA and shall proceed to resolve the dispute pursuant to the provisions of the Power Sales Agreement. Such protest shall specify the reasons upon which the protest is based. KMPA shall provide a copy of the protest to all other Participating Members.

Participating Member Payment Default

Upon an event of default relating to payment and after any transfers made pursuant to the Power Sales Agreement, the Entitlement Percentage of the non-defaulting Participating Members shall be automatically increased for the remaining term of the Power Sales Agreement on a pro rata basis, *provided,* that the increase of a non-defaulting Participating Member's Entitlement Percentage pursuant to the Power Sales Agreement shall not exceed, without consent of the non-defaulting Participating Member, an amount equivalent to 20% of the non-defaulting Participating Member's initial Entitlement Percentage upon its execution of the Power Sales Agreement.

Notwithstanding that all or any portion of the defaulting Participating Member's Entitlement Percentage is automatically transferred pursuant to the Power Sales Agreement, the defaulting Participating Member shall remain liable to KMPA to pay the full amount of Monthly Project Costs for its Participating Member Entitlement Percentage as if such transfer had not been made, except that such liability shall be discharged to the extent that KMPA receives payment from the purchaser or purchasers thereof. Non-defaulting Participating Members assuming increased Participating Member Entitlement Percentage, either individually or as a Participating Member of a group, shall have a right of recovery from the defaulting Participating Member, provided that such right of recovery shall be diminished to the extent such Participating Members have received value from the concomitant rights and interests.

KMPA or any Participating Member as their interests may appear, jointly or severally, may commence such suits, actions or proceedings, at law or in equity, including suits for specific performance, as may be necessary or appropriate to enforce the obligations of the Power Sales Agreement against the defaulting Participating Member.

KMPA or any Participating Member shall be entitled to recover from the defaulting Participating Member any and all reasonable legal fees and other costs incurred by KMPA or the non-defaulting Participating Member as a result of the Participating Member's default.

Other Participating Member Default

In the event of any default by the Participating Member under any covenant, agreement or obligation of the Power Sales Agreement, other than a failure to make a payment required to be made under the Power Sales Agreement, KMPA may bring any suit, action, or proceeding in law or in equity, including mandamus, injunction, specific performance, declaratory judgment, or any combination thereof, as may be necessary or appropriate to enforce any covenant, agreement or obligation of the Power Sales Agreement against the Participating Member. Such remedies shall be in addition to all other remedies provided for in the Power Sales Agreement.

KMPA Default

In the event of any default by KMPA under any covenant, agreement or obligation of the Power Sales Agreement, any Participating Member may, subject to the limitations and provisions set forth in the Power Sales Agreement, bring any suit, action, or proceeding in law or in equity, including mandamus, injunction, specific performance, declaratory judgment, or any combination thereof, as may be necessary or appropriate to enforce any covenant, agreement or obligation of the Power Sales Agreement against KMPA. Such remedies shall be in addition to all other remedies provided for therein.

Assignment of Agreement

The Power Sales Agreement shall inure to the benefit of, and shall be binding upon, the respective successors and assigns of the parties to the Power Sales Agreement; *provided,* that, except as provided therein, neither the Power Sales Agreement nor any interest therein (including Project Attributes), shall be assigned or transferred or sold by the Participating Member, including in connection with any sale, transfer or other disposition of Participating Member's system (a) without the written consent of KMPA, which consent shall not be unreasonably withheld, (b) nor if in the opinion of counsel to KMPA such assignment or transfer or sale would adversely affect the exemption from Federal income taxation of the interest on the Bonds. In the event of a proposed assignment, transfer, sale or other disposition of the Participating Member's system, the Participating Member shall provide timely notification to KMPA, and KMPA and the Participating Member will establish an agreeable schedule for KMPA and its counsel to respectively address the requirements of part (a) and part (b) of the preceding sentence. No such assignment, transfer, sale or other disposition shall relieve the Participating Member of any obligation under the Power Sales Agreement.

APPENDIX H

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Form of Continuing Disclosure Agreement

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this "Disclosure Agreement"), is executed and delivered as of September 11, 2019 by Kentucky Municipal Power Agency, a joint public agency organized under Chapter 65 of the Kentucky Revised Statutes, ("KMPA") in connection with the issuance of its Revenue Refunding Bonds (Prairie State Project), Series 2019A (the "Series 2019A Bonds") and its Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery) (the "Series 2020A Bonds" and collectively with the Series 2019A Bonds, the "Bonds"). The Bonds are being issued pursuant to a Trust Indenture, dated as of September 1, 2019 (the "Trust Indenture"), between KMPA and Regions Bank, Nashville, Tennessee, as trustee (the "Trustee"). KMPA covenants and agrees as follows:

1. PURPOSE OF THE DISCLOSURE AGREEMENT. This Disclosure Agreement is being executed and delivered by KMPA for the benefit of the holders of the Bonds and in order to assist the Participating Underwriter(s) (defined below) in complying with the Rule (defined below). KMPA acknowledges that it is undertaking responsibility for any reports, notices or disclosures that may be required under this Disclosure Agreement. KMPA and its officials and its employees shall have no liability by reason of any act taken or not taken by reason of this Disclosure Agreement except to the extent required for the agreements contained in this Disclosure Agreement to satisfy the requirements of the Rule.

2. DEFINITIONS. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Disclosure Agreement, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by KMPA pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

"Beneficial Owner" shall mean, for purposes of this Disclosure Agreement, any person who is a beneficial owner of a Bond.

"Dissemination Agent" shall mean J.J.B. Hilliard, W.L. Lyons, LLC, a Baird Company, acting in its capacity as Dissemination Agent hereunder, or any successor Dissemination Agent designated in writing by KMPA and which has filed with KMPA a written acceptance of such designation.

"EMMA" means the Electronic Municipal Market Access system for municipal securities disclosure (http://emma.msrb.org) or any other single dissemination agent or conduit required, designated or permitted by the SEC.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

"Filing Date" shall have the meaning given to such term in Section 3.1 hereof.

"Fiscal Year" shall mean the twelve-month period at the end of which financial position and results of operations are determined. Currently, KMPA's and each MOP's Fiscal Year begins July 1 and continues through June 30 of the next calendar year.

"Listed Events" shall mean, with respect to the Bonds, any of the events listed in subsection (b)(5)(i)(C) of the Rule, which are as follows:

(1) Principal and interest payment delinquencies;

(2) Non-payment related defaults, if material;

(3) Unscheduled draws on debt service reserves reflecting financial difficulties;

(4) Unscheduled draws on credit enhancements reflecting financial difficulties;

(5) Substitution of credit or liquidity providers, or their failure to perform;

(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;

(7) Modifications to rights of security holders, if material;

(8) Bond calls (except in the case of a mandatory, scheduled redemption, not otherwise contingent upon the occurrence of an event if the terms under which the redemption is to occur are set forth in detail in an official statement and the only open issue is which Bonds will be redeemed in the case of a partial redemption, provided notice of the redemption is given to the bondholders and the public; see Exchange Act Release No. 23856, Dec. 3, 1986) and tender offers;

(9) Defeasances;

(10) Release, substitution or sale of property securing repayment of the securities, if material;

(11) Rating changes;

(12) Bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);

(13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(15) Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and

(16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

"MOP" shall mean an "obligated person" within the meaning of the Rule. Each of the Electric Plant Board of the City of Paducah, Kentucky d/b/a Paducah Power System and the Electric Plant Board of the City of Princeton, Kentucky, is deemed an MOP.

"MSRB" means the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Exchange Act or any other entity designated or authorized by the SEC to receive reports pursuant to the Rule.

"Official Statement" shall mean the Official Statement dated August 22, 2019 relating to the Bonds.

"Participating Underwriters" shall mean the Underwriters of the Bonds required to comply with the Rule in connection with the offering of such Bonds.

"Rule" shall mean Rule 15c2-12 adopted by the SEC under the Exchange Act.

"SEC" means the United States Securities and Exchange Commission.

3. PROVISION OF ANNUAL REPORTS.

3.1 KMPA shall, or shall cause the Dissemination Agent to, provide to the MSRB via EMMA and to any bond insurer insuring the Bonds an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. Such Annual Report shall be filed on a date (the "Filing Date") that is not later than December 31 after the end of each Fiscal Year commencing with the report for the Fiscal Year ending June 30, 2019. Not later than ten (10) days prior to the Filing Date, KMPA shall provide the Annual Report to the Dissemination Agent (if applicable). In such case, the Annual Report must be submitted in electronic format and accompanying information as prescribed by the MSRB and (i) may be submitted as a single document or as separate documents comprising a package, (ii) may include by specific reference other information as provided in Section 4 of this Disclosure Agreement, and (iii) shall include such financial statements as may be required by the Rule.

3.2 The annual financial statements of KMPA and the MOPs shall be prepared on the basis of generally accepted accounting principles, will be copies of the audited annual financial statements and will be filed with the MSRB when they become publicly available. Such annual financial statements may be filed separately from the Annual Report.

3.3 If KMPA or the Dissemination Agent (if applicable) fails to provide an Annual Report to the MSRB by the date required in Section 3.1 hereto KMPA or the Dissemination Agent, if applicable, shall send a notice to the MSRB in substantially the form attached hereto as Exhibit B.

4. CONTENT OF ANNUAL REPORTS. Except as otherwise agreed, any Annual Report required to be filed hereunder shall contain or incorporate by reference, at a minimum, (i) a table presenting the MOPs and their allocation in the Prairie State Energy Campus Project expressed in kilowatts and percentages, (ii) with respect to the MOPs, annual statistical information, as described in Exhibit A attached hereto, (iii) KMPA's audited financial statements and (iv) a description of the capacity factor of the PSEC for the last fiscal year.

Any or all of such information may be included by specific reference from other documents, including offering memoranda of securities issues with respect to which KMPA or an MOP is an "obligated person" (within the meaning of the Rule), which have been filed with the MSRB via EMMA or the SEC. If the document included by specific reference is a final Official Statement, it must be available from the MSRB via EMMA. KMPA shall clearly identify each such other document so included by specific reference.

5. REPORTING OF LISTED EVENTS. KMPA will provide in a timely manner, not in excess of ten (10) business days after the occurrence of a Listed Event, to the MSRB via EMMA, if any, notice of any of the Listed Events and will also provide a copy of any such notice to any bond insurer insuring the Bonds.

6. TERMINATION OF REPORTING OBLIGATION. KMPA's obligations under this Disclosure Agreement shall terminate upon the earlier to occur of the legal defeasance or final retirement of all the Bonds.

7. DISSEMINATION AGENT. J.J.B. Hilliard, W.L. Lyons, LLC, a Baird Company, shall be the Dissemination Agent. KMPA may, from time to time, appoint or engage another Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement and may discharge any such Agent, with or without appointing a successor Dissemination Agent.

8. AMENDMENT. Notwithstanding any other provision of this Disclosure Agreement, KMPA may amend this Disclosure Agreement, if such amendment is supported by an opinion of independent counsel with expertise in federal securities laws, to the effect that such amendment is not inconsistent with or is required by the Rule.

9. ADDITIONAL INFORMATION. Nothing in this Disclosure Agreement shall be deemed to prevent KMPA from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If KMPA chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Agreement, KMPA shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

10. DEFAULT. Any Beneficial Owner may take such action as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause KMPA to file its Annual Report or to give notice of a Listed Event. The Beneficial Owners of not less than a majority in aggregate principal amount of Bonds outstanding may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to challenge the adequacy of any information provided pursuant to this Disclosure Agreement, or to enforce any other obligation of KMPA hereunder. A default under this Disclosure Agreement shall not be deemed an event of default under the Indenture or the Bonds, and the sole remedy under this Disclosure Agreement in the event of any failure of KMPA to comply herewith shall be an action to compel performance. Nothing in this provision shall be deemed to restrict the rights or remedies of any holder pursuant to the Exchange Act or other applicable laws.

It shall be a condition precedent to the right, power and standing of any person to bring an action to compel performance under this Disclosure Agreement that such person, not less than 30 days prior to commencement of such action, shall have actually delivered to KMPA notice of such person's intent to commence such action and the nature of the non-performance complained of, together with reasonable proof that such person is a person otherwise having such right, power and standing, and KMPA shall not have cured the non-performance complained of.

Neither the commencement nor the successful completion of an action to compel performance under this Disclosure Agreement shall entitle any person to any other relief other than an order or injunction compelling performance.

11. BENEFICIARIES. This Disclosure Agreement shall inure solely to the benefit of the Participating Underwriter(s) and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity

KENTUCKY MUNICIPAL POWER AGENCY

By:______________________________
Title: ____________________________

EXHIBIT A

ANNUAL INFORMATION

(a) Updates for the previous fiscal year of the Schedule for Electric Rates, Ten Largest Electric Customers and Customer Statistics by Category for each MOP, consistent with the presentation of such tables in Appendix F to the Official Statement.

(b) The audited financial statements for KMPA and each MOP. The basis of presentation of such financial statements shall be generally accepted accounting principles or such other manner of presentation as may be required by law.

EXHIBIT B

NOTICE OF FAILURE TO FILE ANNUAL REPORT

RE: Kentucky Municipal Power Agency Revenue Refunding Bonds (Prairie State Project), Series 2019A ("Series 2019A Bonds") and Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery) ("Series 2020A Bonds" and collectively with the Series 2019A Bonds, the "Bonds")

CUSIP NOS.________________

Dated: ________________ ___, 2019

NOTICE IS HEREBY GIVEN that Kentucky Municipal Power Agency ("KMPA") has not provided an Annual Report as required by Section 3 of the Continuing Disclosure Agreement, which was entered into in connection with the above-named Bonds issued pursuant to that certain Trust Indenture, dated as of September 1, 2019, between KMPA and Regions Bank, Nashville, Tennessee, as trustee. KMPA anticipates that the Annual Report will be filed by ______________________.

Dated: _____________________

KENTUCKY MUNICIPAL POWER AGENCY

By:___________________________________
Title: _________________________________

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APPENDIX I

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Form of Opinion of Bond Counsel for Series 2019A Bonds

September 11, 2019

Kentucky Municipal Power Agency
Paducah, Kentucky

Regions Bank, as trustee
Nashville, Tennessee

Re: $115,550,000 Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A

Ladies and Gentlemen:

We have examined a certified copy of the transcript of proceedings of the Kentucky Municipal Power Agency, a joint agency and political subdivision of the Commonwealth of Kentucky (the "KMPA") relating to the authorization, sale and issuance of its Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A (the "Bonds"), dated the date of issuance. In addition, we have examined such portions of the Constitution, Statutes and laws of the United States, the Constitution, Statutes and laws of the Commonwealth of Kentucky (the "Commonwealth"), and such applicable court decisions, regulations, rulings and opinions as we have deemed necessary or relevant for the purposes of the opinions set forth below.

We have also examined records and the transcript of proceedings relating to the authorization and issuance of the Bonds, including specimen bonds, and other relevant matters. We have also made such investigation as we have deemed necessary for the purposes of such opinions, and relied upon certificates of officials of the Commonwealth and KMPA as to certain factual matters.

The Bonds have been authorized and issued pursuant to the Constitution and laws of the Commonwealth, including particularly Chapters 65 and 96 of the Kentucky Revised Statutes (collectively, the "Act"), in accordance with a Trust Indenture dated as of September 1, 2019 (the "Indenture"). Terms not defined herein are defined in the Indenture and shall have the same meanings herein, unless the context otherwise requires.

Based upon the foregoing and our review of the above and such other information, documents and statutes, regulations, rulings and decisions as we believe necessary or advisable, we are of the opinion that:

1. KMPA is a public agency and political subdivision of the Commonwealth, duly organized and validly existing under the laws of the Commonwealth and has the legal right and authority to issue the Bonds.

2. The Indenture has been duly authorized, executed and delivered by KMPA, is in full force and effect and is a valid and binding obligation of KMPA enforceable in accordance with its terms.

3. The Bonds have been duly authorized and issued by KMPA and are valid and binding limited and special obligations of KMPA enforceable in accordance with their terms. The Bonds are payable as to principal, premium, if any, and interest from, and are secured, on a parity basis with

KMPA's outstanding (i) Taxable (Build America Bonds – Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B, dated May 27, 2010; (ii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2015A, dated April 2, 2015; (iii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2016A, dated February 11, 2016; and (iv) Power System Revenue Refunding Bonds (Prairie State Project), Series 2018A, dated April 18, 2018, by a pledge of, a first lien on the Trust Estate, as defined in the Indenture. The Bonds do not pledge the general credit or taxing power, if any, of the Commonwealth or any agency or political subdivision of the Commonwealth (other than KMPA). KMPA does not have taxing powers.

4. The Bonds are "state or local bonds" as defined and described in Section 103(c)(1) of the Internal Revenue Code of 1986, as amended.

5. Under federal statutes, decisions, regulations and rulings existing on this date, the interest on the Bonds is excludable from gross income for purposes of federal income taxation pursuant to Section 103 of the Code. This opinion relates only to the exclusion from gross income of interest on the Bonds for federal income tax purposes under Section 103 of the Code and is conditioned on continuing compliance by KMPA with certain covenants relating to the tax exempt status of the Bonds as set forth and required in the Indenture. Failure to comply with those covenants could cause interest on the Bonds to lose the exclusion from gross income for purposes of federal income taxation retroactive to the date of issuance of the Bonds.

6. The interest on the Bonds is exempt from income taxation and the Bonds are exempt from ad valorem taxation by the Commonwealth and any of its political subdivisions.

Our opinion set forth above is subject to the qualification that the enforceability of the Indenture, the Bonds and agreements relating thereto may be limited by bankruptcy, reorganization, moratorium, insolvency, or other similar laws relating to or affecting the enforcement of creditors' rights, whether now in effect or hereafter enacted, and to the exercise of judicial discretion in accordance with general equitable principles.

RUBIN & HAYS

APPENDIX J

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2019A

AND

KENTUCKY MUNICIPAL POWER AGENCY

POWER SYSTEM REVENUE REFUNDING BONDS,

(PRAIRIE STATE PROJECT),

SERIES 2020A

(FORWARD DELIVERY)

Form of Opinion of Bond Counsel for Series 2020A Bonds

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June 3, 2020

Kentucky Municipal Power Agency
Paducah, Kentucky

Regions Bank, as trustee
Nashville, Tennessee

Re: $20,210,000 Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery)

Ladies and Gentlemen:

We have examined a certified copy of the transcript of proceedings of the Kentucky Municipal Power Agency, a joint agency and political subdivision of the Commonwealth of Kentucky (the "KMPA") relating to the authorization, sale and issuance of its Power System Revenue Refunding Bonds (Prairie State Project), Series 2020A (Forward Delivery) (the "Bonds"), dated the date of issuance. In addition, we have examined such portions of the Constitution, Statutes and laws of the United States, the Constitution, Statutes and laws of the Commonwealth of Kentucky (the "Commonwealth"), and such applicable court decisions, regulations, rulings and opinions as we have deemed necessary or relevant for the purposes of the opinions set forth below.

We have also examined records and the transcript of proceedings relating to the authorization and issuance of the Bonds, including specimen bonds, and other relevant matters. We have also made such investigation as we have deemed necessary for the purposes of such opinions, and relied upon certificates of officials of the Commonwealth and KMPA as to certain factual matters.

The Bonds have been authorized and issued pursuant to the Constitution and laws of the Commonwealth, including particularly Chapters 65 and 96 of the Kentucky Revised Statutes (collectively, the "Act"), in accordance with a Trust Indenture dated as of September 1, 2019 (the "Indenture"). Terms not defined herein are defined in the Indenture and shall have the same meanings herein, unless the context otherwise requires.

Based upon the foregoing and our review of the above and such other information, documents and statutes, regulations, rulings and decisions as we believe necessary or advisable, we are of the opinion that:

1. KMPA is a public agency and political subdivision of the Commonwealth, duly organized and validly existing under the laws of the Commonwealth and has the legal right and authority to issue the Bonds.

2. The Indenture has been duly authorized, executed and delivered by KMPA, is in full force and effect and is a valid and binding obligation of KMPA enforceable in accordance with its terms.

3. The Bonds have been duly authorized and issued by KMPA and are valid and binding limited and special obligations of KMPA enforceable in accordance with their terms. The Bonds are payable as to principal, premium, if any, and interest from, and are secured, on a parity basis with

KMPA's outstanding (i) Taxable (Build America Bonds – Direct Pay) Power System Revenue Bonds (Prairie State Project), Series 2010B, dated May 27, 2010; (ii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2015A, dated April 2, 2015; (iii) Power System Revenue Refunding Bonds (Prairie State Project), Series 2016A, dated February 11, 2016; (iv) Power System Revenue Refunding Bonds (Prairie State Project), Series 2018A, dated April 18, 2018; and (v) Power System Revenue Refunding Bonds (Prairie State Project), Series 2019A, dated September 11, 2019, by a pledge of, a first lien on the Trust Estate, as defined in the Indenture. The Bonds do not pledge the general credit or taxing power, if any, of the Commonwealth or any agency or political subdivision of the Commonwealth (other than KMPA). KMPA does not have taxing powers.

4. The Bonds are "state or local bonds" as defined and described in Section 103(c)(1) of the Internal Revenue Code of 1986, as amended.

5. Under federal statutes, decisions, regulations and rulings existing on this date, the interest on the Bonds is excludable from gross income for purposes of federal income taxation pursuant to Section 103 of the Code. This opinion relates only to the exclusion from gross income of interest on the Bonds for federal income tax purposes under Section 103 of the Code and is conditioned on continuing compliance by KMPA with certain covenants relating to the tax exempt status of the Bonds as set forth and required in the Indenture. Failure to comply with those covenants could cause interest on the Bonds to lose the exclusion from gross income for purposes of federal income taxation retroactive to the date of issuance of the Bonds.

6. The interest on the Bonds is exempt from income taxation and the Bonds are exempt from ad valorem taxation by the Commonwealth and any of its political subdivisions.

Our opinion set forth above is subject to the qualification that the enforceability of the Indenture, the Bonds and agreements relating thereto may be limited by bankruptcy, reorganization, moratorium, insolvency, or other similar laws relating to or affecting the enforcement of creditors' rights, whether now in effect or hereafter enacted, and to the exercise of judicial discretion in accordance with general equitable principles.

RUBIN & HAYS

KMPA

KENTUCKY MUNICIPAL POWER AGENCY

Mixed Sources
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